

(Free translation, for reference only – Original in Portuguese)

MRV ENGENHARIA E PARTICIPAÇÕES S.A.

Corporate Taxpayers' Register (CNPJ) No. 08.343.492/0001-20
Company Register Identification Number (NIRE) 31.300.023.907
Publicly held Company

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON APRIL 24, 2026**

- 1. DATE, TIME AND PLACE.** Held on April 24, 2026, 10:00, at the **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("Company) headquarters at Avenida Professor Mario Werneck, nº 621, 10th floor, Estoril, Zip Code 30.455-610, in the city of Belo Horizonte, state of Minas Gerais.
- 2. PRESIDING BOARD.** The proceedings were chaired by Mr. **Guilherme Silva Freitas** and secreted by Ms. **Vanessa Fiche Rivetti**.
- 3. CALL NOTICE AND LEGAL PUBLICATIONS:** Call Notice published in the newspaper "Diário do Comércio", on March 25, 26 and 27, 2026, in the pages 44, 42 and 26, respectively, and in its digital edition, on the same dates, pursuant to article 124 of Law No. 6.404 of December 15, 1976, of ("Brazilian Corporate Law"). The Management Report and the Financial Statements, and respective explanations notes, and the Annual Independent Auditors' Report of Ernst & Young Auditores Independentes S/S ("EY") regarding the fiscal year ended on December 31, 2025 were published in the newspaper "Diário do Comércio", on March 17, 2026, in the pages 5 and 6, and in its digital edition, on the same date. The Manual for Attendance and the Management Proposal for the Ordinary and Extraordinary Shareholders' Meetings ("Shareholders' Meeting") and other documents and information regarding the agenda were made available to shareholders at the Company's headquarters and on the websites of the Company (<https://ri.mrv.com.br/>), the Brazilian Securities and Exchange Commission (www.cvm.gov.br) and B3 S.A. – Brasil, Bolsa, Balcão (<http://www.b3.com.br>), pursuant to article 133 of the Brazilian Corporate Law and CVM Actions and Resolution No. 81 of March 29, 2022, as amended.
- 4. ATTENDANCE AND QUORUM. (1)** At the Ordinary Shareholders' Meeting, attended shareholders representing **62.46%** of the Company's share capital with voting rights, confirming the existence of a quorum for the installation of the Ordinary Shareholders' Meeting, pursuant to art. 125 of the Brazilian Corporation Law;
(2) At the Extraordinary Shareholders' Meeting, attended shareholders representing **68.08%** of the Company's share capital with voting rights, confirming the existence of a quorum for the installation of the Extraordinary Shareholders' Meeting, pursuant to art. 135 of the Brazilian Corporation Law.

Also attended: the Executive Finance and Investor Relations Manager, Mr. Ricardo Paixão; the Controllership Officer, Mr. Marcelo Paulino Santana; the Director of Investor Relations, Mr. Augusto Pinto de Moura Andrade. It is also recorded, in accordance with the provisions of paragraph 7 of Article 5 of CVM Resolution No. 81/2022, the remote participation of the member of the Company's Audit Committee, Mr. Paulino Ferreira Leite, representing the Coordinator of the Statutory Audit Committee, Mr. Antonio Kadir; the members of the Fiscal Council Mr. Sicomar Benigno de Araújo Soares and Mr. Thiago da Costa e Silva Lott; and the

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representatives of Ernst & Young Auditores Independentes S/S (“EY”), Mr. Frederico Matos, Mr. Bruno Costa and Ms. Sarah Miranda.

5. AGENDA. At the Ordinary Shareholders’ Meeting: **1. To deliberate** on the Company’s Management account relative to fiscal year ended on December 31, 2025; **2. To examine, to discuss and to vote** on the Equity Balance Sheet and Financial Statements relative to fiscal year ended on December 31, 2025; **3. To deliberate** on the installation of the Fiscal Council, it being noted that the **installation requires the participation of at least 2% of the voting capital** and, if installed, **elect** its members and their respective alternates for a term until the date of the Company’s Ordinary Shareholders Meeting of 2027; **4. To establish** annual overall compensation of the Management for the year 2026. **At the Extraordinary Shareholders’ Meeting:** **1. To deliberate** on the amendment of **Article 3** of the Company’s Bylaws, to supplement the corporate purpose, with the inclusion of new activities related to the operational chain of the construction industry and related activities; **2. To deliberate** on the amendment of **Article 5** of the Company’s Bylaws, to reflect the capital increase, within the limits of the authorized capital, approved by the Board of Directors at the meeting held on January 12, 2026, and the ratification of the Company’s current share capital; **3. To deliberate** on the amendment of **Article 10** of the Company’s Bylaws, in order to adapt it to the provisions of CVM Resolution No. 204/24, which waives the requirement to present an extract of the shareholder position for in-person participation in General Meetings; **4. To deliberate** on the amendment of the composition of the Executive Board, with the reduction of the number of Executive Officers, with the consequent amendment of **Article 27, caput and paragraph 8**, of the Company’s Bylaws; **5. To deliberate** on the amendment of **Article 34, paragraph 2, item “a”**, of the Company’s Bylaws, to update the amount provided therein, due to the obsolescence of the current amount and the need to adapt it to the current reality of the real estate market; **6. To deliberate** on the consolidation of the Company’s Bylaws, in view of the resolutions approved in the items above; and **7. To deliberate** on the creation of the new Company’s Stock Option Plan II, Shares and Incentives linked to the Company Shares.

These minutes were authorized to be drawn up in summary form as provide in article 130, §1 of the Brazilian Corporate Law.

In accordance with the **AGENDA** of the Ordinary Shareholders’ Meeting the following resolutions were adopted:

1. To approve, fully and without reservation, unanimously, with **27.96%** of votes in favor, **0.00%** of votes against, and **72.04%** of abstentions, including the abstentions of those legally prevented, the Company’s Management account relative to fiscal year ended on December 31, 2025;

2. To approve, fully and without reservation, unanimously, with **27.96%** of votes in favor, **0.00%** of votes against and **72.04%** of abstentions, including the abstentions of those legally prevented, the Management Report, the Balance Sheet and the Company’s Financial Statements relative to the fiscal year ended December 31, 2025, accompanied by the Annual Report of the Independent Auditors;

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3. To approve, unanimously, at the request of the interested shareholders and pursuant to Article 161, paragraph 2, of the Brazilian Corporations Law, with **100.00%** of votes in favor, **0.00%** of votes against and **0.00%** abstentions, the installation of the Fiscal Council, with mandate until the date of the Ordinary Shareholders' Meeting that examines the accounts for the fiscal year ended on December 31, 2026;

Subsequently, the Board of the Shareholders' Meeting was asked, by the minority shareholders represented by Real Investor, to exercise the right to elect a member of the Fiscal Council separately, under the terms of article 161, paragraph 4, "a" of the Brazilian Corporation Law.

With **99.98%** of votes in favor, **0.01%** of votes against and **0.01%** of abstentions, the separate election of the following members was approved by the minority shareholders holding ordinary shares:

(i) Mr. Guillermo Oscar Braunbeck, brazilian, single, accountant, holder of identity card under nº 15.225.773-1, enrolled with the CPF under nº 106.627.498-39, resident and domiciled at São Paulo, state of São Paulo, to occupy the position of effective member of the Company's Fiscal Council and, as his alternate, **Mr. Fernando Dal Ri Murcia**, brazilian, married, accountant, holder of identity card under nº 27.727.790-5, SSP/SP, enrolled with the CPF under nº 259.091.048-70, resident and domiciled at São Bernardo do Campo, State of São Paulo. It is recorded that the members now elected were the only candidates put forward by the minority shareholders holding ordinary shares.

The following members were then elected by the majority of those present, with **56.32%** of votes in favor, **0.06 %** of votes against and **43.62%** of abstentions, to compose the Company's Fiscal Council:

(i) Mr. Thiago da Costa e Silva Lott, brazilian, lawyer, registered with OAB/MG under number 101.330, registered with the CPF under number 039.250.866-41, resident and domiciled in Nova Lima, State of Minas Gerais, to occupy the position of effective member of the Company's Fiscal Council and, as his alternate, **Mr. Lucas Wanderley de Freitas**, brazilian, single, lawyer, holder of identity card RG under nº MG-6.009.079, enrolled with the CPF under nº 060.484.106-03, resident and domiciled in Nova Lima, State of Minas Gerais; and

(ii) Mr. Sicomar Benigno de Araújo Soares, brazilian, accountant, enrolled in CPF under no. 670.227.826-87, resident and domiciled in the city of Belo Horizonte, State of Minas Gerais, to occupy the position of effective member of the Company's Fiscal Council and, as his alternate, **Ms. Patrícia Bolina Pellini**, brazilian, married, lawyer, registered with the CPF under no. 757.403.468-00, resident and domiciled in the city of Belo Horizonte, State of Minas Gerais.

Based on the information received by the Company's management, shareholders were informed that the members of the Fiscal Council meet the requirements set

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forth in article 162 of the Brazilian Corporate Law and are in a position to sign, without any reservations, the declaration mentioned in article 147 and in article 162, paragraph 2 of the Brazilian Corporate Law, which will be filed at the Company's headquarters.

The investiture of the members of the Fiscal Council elected herein are conditioned to the effective signature and presentation of the term of office and the respective declarations of disqualification, in the form of the provisions of art. 149 of the Brazilian Corporate Law.

4. To establish, fully and without reservation, by the majority of those present, with **82.02%** of votes in favor, **3.01%** of votes against and **14.98%** of abstentions, including the abstentions of those legally prevented, the annual overall compensation of the Management for the fiscal year 2026, in the amount of up to R\$ 67,538,350.00 (sixty-seven million, five hundred and thirty-eight thousand three hundred and fifty reais). For clarification purposes, the amount includes the remuneration of the Board of Directors, the Executive Board and the Fiscal Council now installed.

In accordance with the **AGENDA** of the Extraordinary Shareholders' Meeting the following resolutions were adopted:

1. To approve, in full and without reservations, unanimously, with **93.69%** of votes in favor, **0.00%** of votes against, and **6.31%** abstentions, the amendment to **Article 3** of the Company's Bylaws, to supplement the corporate purpose with the inclusion of new activities related to the operational chain of the construction industry and related activities, so that said article shall henceforth read as follows:

"Article 3 The Company's purpose is (i) the management of its own assets and those of third parties; (ii) the incorporation, construction and commercialization of real estate properties owned by the Company or by third parties; (iii) provide engineering services within the scope of the responsibilities of the respective officers; (iv) provide real estate consulting services; (v) act as an intermediary in the supply of goods and services in the residential real estate segment; (vi) hold equity interests in other companies, whether as a partner or shareholder; (vii) import, commercialize, and distribute materials, inputs, structures, equipment, systems, and components intended for the construction industry, building infrastructure, and real estate developments, including for companies within the same economic group; (viii) rental of machinery, equipment, tools, aluminum formwork, metal structures, and other movable assets intended for use in the construction industry; and (ix) industrialize and commercialize products intended for the construction industry, including through the outsourcing of production stages."

2. To approve, in full and without reservations, unanimously, with **93.69%** of votes in favor, **0.00%** of votes against, and **6.31%** abstentions, the amendment to **Article 5** of the Company's Bylaws, to reflect the capital increase approved by the Board of Directors at the meeting held on January 12, 2026, within the limits of the

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authorized capital, and the ratification of the Company's current share capital, so that said article shall henceforth read as follows:

"Article 5 The company's total capital share stands at R\$ 5,980,353,672.35 (five billion, nine hundred and eighty million, three hundred and fifty-three thousand, six hundred and seventy-two reais and thirty-five cents) represented by 562,835,771 (five hundred and sixty-two million, eight hundred and thirty-five thousand, seven hundred and seventy-one) ordinary shares, nominative shares."

3. To approve, in full and without reservations, by majority, with **92.90%** of votes in favor, **0.80%** of votes against, and **6.30%** abstentions, the amendment to **Article 10** of the Company's Bylaws, in order to adapt it to the provisions of CVM Resolution No. 204/24, which waives the requirement to present a statement of shareholding position for in-person participation in General Meetings, so that said article shall henceforth read as follows:

"Article 10 To attend the General Meeting in person, the shareholder or their legal representative must appear at the Company on the date of the respective Meeting, bearing a valid identification document. In the event of representation of the shareholder, the appropriate power of attorney, duly regularized in accordance with applicable legislation and these Bylaws, must also be presented.

Sole Paragraph Under CVM regulations, shareholders may also participate and vote remotely in certain General Meetings."

4. To approve, in full and without reservations, unanimously, with **91.49%** of votes in favor, **0.00%** of votes against, and **8.51%** abstentions, the amendment to the composition of the Executive Board of Officers, reducing the number of Executive Officers, with the consequent amendment to **Article 27, caput and paragraph 8**, of the Company's Bylaws, so that said article shall henceforth read as follows:

"Article 27 The Executive Board of Officers will be composed of 9 (nine) Executive Officers, whether shareholders or not, elected and dismissible at any time by the Board of Directors, with two Chief Executive Officers, one Chief Finance and Investor Relations Officer, one Chief Commercial and Mortgage Officer, one Chief Production Officer, one Chief Administration and Human Development Officer, one Chief Institutional Relations and Sustainability Officer, one Chief for New Business and Innovation Officer and one Chief Real Estate Development Officer.
(...)

Paragraph 8 It competes upon the **Chief Real Estate Development Executive Officer** in addition to the activities assigned to him by the Board of Directors:

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(i) define the real estate development and incorporation strategies, in the respective regions, aiming at the development of the business, in accordance with the guidelines established by the Board of Directors.”

5. To approve, in full and without reservations, unanimously, with **91.49%** of votes in favor, **0.00%** of votes against, and **8.51%** abstentions, the amendment to **Article 34, paragraph 2, item “a”**, of the Company’s Bylaws, in order to update the amount provided therein due to its obsolescence and the need to adapt it to the current reality of the real estate market, so that said article shall henceforth read as follows:

“**Article 34** Except as provided in Paragraph 2 below, the active and passive representation of the Company, in or out of court, shall be exercised:

- (a) individually by any of the Chief Executive Officers, or
 - (b) by two (2) Executive Officers together, or
 - (c) an Executive Officer in conjunction with a proxy with specific powers, or
 - (d) two (2) proxies with such powers.
- (...)

Paragraph 2 Without prejudice to the provisions of the caput, the Company may be represented by one (01) Executive Officer or by one (01) attorney-in-fact with specific powers, pursuant to the Paragraph above, acting individually, in the following events:

(a) in routine matters, defined as those whose value does not exceed the amount of R\$ 550,000.00 (five hundred and fifty thousand Brazilian reais) including, but not limited to, federal, state and municipal private and public agencies or entities, autarchies and mixed economy companies, including, but not limited to the National Institute of Social Security (INSS), Guarantee Fund for Time of Service (FGTS), administered by the Caixa Econômica Federal, Federal Revenue Secretariat including Inspectorates, Delegacies and Agencies of the Federal Revenue, State and/or Municipal Revenue Secretariats, State Trade Boards, National Institute of Industrial Property, Central Bank of Brazil, CVM, IBAMA and other environmental agencies, Stock and Commodities Exchanges, State and Development Banks;”

6. To approve, in full and without reservations, unanimously, with **93.69%** of votes in favor, **0.00%** of votes against, and **6.31%** abstentions, the consolidation of the Company’s Bylaws, as a result of the resolutions approved above, in accordance with Annex I to these minutes, which, once authenticated by the meeting’s officers, shall be filed with the Company.

7. To approve, in full and without reservations, by majority vote, with **60.80%** of votes in favor, **19.50%** of votes against and **19.70%** abstentions, the creation of the new Company's Stock Option Plan II, Shares and Incentives linked to the Company Shares, as per Annex I to these minutes, which, authenticated by the board, will be filed with the Company.

There being no further business to discuss, this Ordinary and Extraordinary Shareholders’ Meeting was closed, with the terms of these minutes deliberated and unanimously approved by the attending shareholders, who subscribed to it, registering the abstentions that are filed at the Company.

Belo Horizonte, April, 24, 2026.

Presiding Board: Chairman: **Guilherme Silva Freitas**. Secretary: **Vanessa Fiche Rivetti**. **Shareholders in attendance:** **RAPHAEL ROCHA LAFETÁ; LEONARDO GUIMARAES CORRÊA, CHALLENGER FIA, COSTELLIS INTERNATIONAL LIMITED, MARCOS ALBERTO CABALEIRO FERNANDEZ, EDUARDO FISCHER TEIXEIRA DE SOUZA, JUNIA MARIA DE SOUSA LIMA GALVÃO, MARIA FERNANDA NAZARETH MENIN TEIXEIRA DE SOUZA MAIA, RAFAEL NAZARETH MENIN TEIXEIRA DE SOUZA, RAFAEL PIRES E ALBUQUERQUE, THIAGO ELY, RODRIGO MARTINS DE RESENDE, RUBENS MENIN TEIXEIRA DE SOUZA, LUCAS CABALEIRO FERNANDEZ, MAIO PARTICIPAÇÕES LTDA. E SIMONE ABDALA TORRES** represented by **Vanessa Fiche Rivetti**; **RICARDO PAIXÃO PINTO RODRIGUES; FIDELITY FUNDS, LATIN AMERICA FUND, FIDELITY FUNDS SICAV, LCL ACTIONS EMERGENTS, AMUNDI FUNDS, STICHTING BEDRIJFSTAKPENSIOENFONDS V H S, A, ENGLASZETBEDRIJF, NEF EMERGING MARKET EQUITY, AMUNDI AMBITION NET ZERO CARBONE TORRES** represented by **Karina Francisca de Andrade**. **Acionistas que votaram** **Shareholders who voted by means of the Remote Voting Ballot:** **RATIONAL INVESTOR FUNDO DE INVESTIMENTO EM ACOES; REAL INVESTOR 70 PREVIDENCIA FIM; REAL INVESTOR 70 XP SEG ADVISORY PREV FI FIN MULT RESP LTDA; REAL INVESTOR 100 ICATU PREV MASTER FIA; REAL INVESTOR 100 PREV MASTER FUNDO DE INVESTIMENTO EM ACOES; REAL INVESTOR ALOCACAO FUNDO DE INVESTIMENTO MULTIMERCADO; REAL INVESTOR ALPHA MASTER FIF DE ACOES RL; REAL INVESTOR FUNDO DE INVESTIMENTO IMOBILIÁRIO; REAL INVESTOR GERDAU PREV FIFA 8 RESP LIMITADA; REAL INVESTOR ICATU PREV MASTER FIM; REAL INVESTOR INSTITUCIONAL MASTER FI EMAÇÕES - BDR NÍVEL I; REAL INVESTOR ITAU VIDA E PREVI MASTER FIF ACOES; REAL INVESTOR LONG SHORT MASTER FIF M RL; REAL INVESTOR MASTER FIA - BDR NÍVEL I; REAL INVESTOR MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; REAL INVESTOR XP SEG PREV FUNDO DE INVESTIMENTO FINANCEIRO M; NAVI A PREVIDENCIA FUNDO DE INVESTIMENTO EM ACOES MASTER; NAVI CRUISE MASTER FUNDO DE INVESTIMENTO EM ACOES; NAVI FENDER MASTER FUNDO DE INVESTIMENTO EM ACOES; NAVI INSTITUCIONAL MASTER FUNDO DE INVESTIMENTO EM ACOES; NAVI LONG BIASED MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; NAVI LONG SHORT MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; FINACAP MAURITSSTAD FUNDO DE INVESTIMENTO EM ACOES; ARRECIFES FUNDO DE INVESTIMENTO EM AÇÕES; FINACAP ICATU PREVIDENCIARIO FIFE FIA; FALX FIM CP IE; GLADIUS FIM CREDITO PRIVADO INVESTIMENTO NO EXTERIOR.**

It is hereby declared, for all due purposes, that a true and accurate copy has been duly filed and signed by those present in the appropriate corporate book.

This is a true copy of the original:

Vanessa Fiche Rivetti

Secretary

ANNEX I - Authentication of the Board of the Ordinary and Extraordinary Shareholders' Meeting held on April 24, 2026.

Vanessa Fiche Rivetti

Secretary

COMPANY'S BYLAWS

MRV ENGENHARIA E PARTICIPAÇÕES S.A.

Corporate Taxpayers' Register (CNPJ) No 08.343.492/0001-20
Company Register Identification Number (NIRE) 31.300.023.907

CAPÍTULO I

NAME, HEADQUARTERS, OBJECT AND TERM

Article 1 MRV ENGENHARIA E PARTICIPAÇÕES S.A. ("Company"), a Publicly Held Corporation, governed by these Bylaws and the applicable legal provisions, especially Law No. 6404 of December 15, 1976 (as amended, the "Brazilian Corporation Law").

Paragraph 1 The Company, its shareholders, including controlling shareholders, when applicable, management and members of committees and of the Fiscal Council, when installed, are also subject to the provisions of the Listing Regulations of the Novo Mercado of B3 – Brasil, Bolsa, Balcão – ("Novo Mercado Regulation" and "B3", respectively).

Paragraph 2 The provisions of the Novo Mercado Regulation shall prevail over the provisions of the Bylaws, in the event of damage to the rights of the addressees of the public offers provided for in these Bylaws.

Article 2 The Company has its head office and legal venue in Belo Horizonte, State of Minas Gerais, at Av. Professor Mário Werneck, 621, 1º floor, Estoril, Zip Code 30.455-610, and may, at the discretion of the Board of Directors, create and terminate branches, agencies and representative offices anywhere in Brazil

Article 3 The Company's purpose is (i) the management of its own assets and those of third parties; (ii) the incorporation, construction and commercialization of real estate properties owned by the Company or by third parties; (iii) provide engineering services within the scope of the responsibilities of the respective officers; (iv) provide real estate consulting services; (v) act as an intermediary in the supply of goods and services in the residential real estate segment; (vi) hold equity interests in other companies, whether as a partner or shareholder; (vii) import, commercialize, and distribute materials, inputs, structures, equipment, systems, and components intended for the construction industry, building infrastructure, and real estate developments, including for companies within the same economic group; (viii) rental of machinery, equipment, tools, aluminum formwork, metal structures, and other movable assets intended for use in the construction industry; and (ix) industrialize and commercialize products intended for the construction industry, including through the outsourcing of production stages.

Article 4 The duration of the Company is for indefinite term.

CHAPTER II CAPITAL STOCK

Article 5 The company's total capital share stands at R\$ 5,980,353,672.35 (five billion, nine hundred and eighty million, three hundred and fifty-three thousand, six hundred and seventy-two reais and thirty-five cents) represented by 562,835,771 (five hundred and sixty-two million, eight hundred and thirty-five thousand, seven hundred and seventy-one) ordinary shares, nominative shares.

Paragraph 1 Each common share entitles to one vote in the deliberations of the General Meetings of the Company.

Paragraph 2 All the Company's shares will be kept in a deposit account, on behalf of their holders, with a financial institution authorized by the Brazilian Securities and Exchange Commission ("CVM") with whom the Company has a custody agreement in effect, without the issuance of certificates. The depository institution may charge shareholders for the cost of the service of transfer and registration of ownership of the book-entry shares, as well as the cost of the services related to the shares under custody, subject to the maximum limits established by CVM.

Paragraph 3 The issuance by the Company of preferred shares or beneficiary parties is prohibited.

Paragraph 4 Shares shall be indivisible with respect to the Company. When a share belongs to more than one person, the rights granted to such person shall be exercised by the representative of the condominium.

Paragraph 5 Shareholders shall have preemptive rights, in proportion to their respective interests, in the subscription of shares, debentures convertible into shares or subscription bonus issued by the Corporation, which may be exercised within the legal term of thirty (30) days.

Article 6 The Company is authorized to increase the capital stock up to the limit of BRL 7,000,000.00 (seven billion Brazilian reais), including the common shares already issued, regardless of statutory reform, without keeping proportion among the already existing shares.

Paragraph 1 The capital stock increase shall be carried out upon resolution of the Board of Directors, which shall establish the conditions of issuance, including price, term and form of payment thereof. In the event of subscription with pay-up in assets, the competence for the capital increase shall be of the General Meeting, after hearing the Fiscal Council, if installed.

Paragraph 2 Within the limit of the authorized capital, the Company may issue common shares, debentures convertible into common shares and subscription warrants, with due regard for the provisions of article 59 of the Brazilian Corporation Law. For purposes of article 76 of the Brazilian Corporation Law, subscription warrants may be issued by resolution of the Board of Directors.

Paragraph 3 At the discretion of the Board of Directors, the preemptive right may be excluded or the term for its exercise may be reduced in the issuance of common shares, debentures convertible into common shares and subscription warrants, whose placement is made through (i) sale on the stock exchange or public subscription, or (ii) exchange of shares, in a public offer for acquisition of control, pursuant to the law, and within the limit of the authorized capital.

Article 7 The Company may, by resolution of the Board of Directors, acquire its own shares for holding in treasury and subsequent disposal, transfer or cancellation, up to the amount of the balance of profit and reserves, except the legal reserve, without

decrease of the capital stock, in compliance with the applicable legal and regulatory provisions.

Sole Paragraph Movements of the Company's shares are authorized during the validity of buyback 55 programs approved in Board of Directors Meetings, under the terms of the Company's Securities Trading Policy.

Article 8 - The Company may, by resolution of the Board of Directors and in accordance with a plan approved by the General Meeting, pursuant to paragraph 3 of article 168 of the Brazilian Corporation Law, grant stock purchase or subscription options, without preemptive rights to the shareholders, in favor of its managers, employees and collaborators, within the limits of the authorized capital, and this option may be extended to the managers and employees of companies controlled, directly or indirectly, by the Company.

CHAPTER III GENERAL MEETINGS

Article 9 - The General Meeting, which is the Company's deliberative body, shall meet at the head office (i) ordinarily, within the four (04) months following the end of the fiscal year to deliberate on the matters set forth in article 132 of the Brazilian Corporation Law; and (ii) extraordinarily, whenever the corporate interests so require.

Sole Paragraph the General Meetings shall be called pursuant to the Brazilian Corporation Law or other legal provisions. The General Meeting shall be presided by the President of the Board of Directors or by whomever he may appoint. In the absence of the President, the General Meeting shall be chaired by the Vice- President of the Board of Directors, or by whomever the Vice-President may designate. The President of the General Meeting shall choose one of those present to act as secretary.

Article 10 To attend the General Meeting in person, the shareholder or their legal representative must appear at the Company on the date of the respective Meeting, bearing a valid identification document. In the event of representation of the shareholder, the appropriate power of attorney, duly regularized in accordance with applicable legislation and these Bylaws, must also be presented.

Sole Paragraph Under CVM regulations, shareholders may also participate and vote remotely in certain General Meetings.

Article 11 Resolutions of the General Meeting, with the exception of special cases provided for by law shall be taken by an absolute majority of votes cast by those present, and blank votes shall not be counted.

Sole Paragraph The minutes of the Meetings may be drawn up in the form of a summary of the 56 facts occurred, including dissents and protests, containing the transcription of the resolutions taken in compliance with the provisions of paragraph 1 of article 130 of the Brazilian Corporation Law.

CHAPTER IV MANAGEMENT

Section I General Provisions

Article 12 The Company shall be managed by a Board of Directors and an Executive Board of Officers, in accordance with the powers conferred by the applicable legislation in these Bylaws.

Sole Paragraph The positions of President of the Board of Directors and Chief Executive Officer of the Board of Officers or main executive of the Company shall not be occupied by the same person.

Article 13 The managers' investiture is subject to the signature of a term of investiture which shall contemplate their submission to the arbitration clause referred to in article 45 of these Bylaws.

Article 14 The Ordinary General Meeting shall set the overall annual amount of the remuneration of the Company's managers, and the Board of Directors shall decide on its distribution.

Section II Board of Directors

Subsection I Composition

Article 15 The Board of Directors shall be composed of at least 5 (five) and at most 8 (eight) members, elected by the General Meeting, whose terms of office shall be unified and shall last for two (2) years, counted from the date of election, reelection being permitted.

Paragraph 1 The Board of Directors shall be composed of at least two (2) Independent Directors, or the equivalent of 20% of its members, whichever is greater, expressly declared as such at the General Meeting that elects them. For the characterization of Independent Director, the definition contained in the Novo Mercado Regulation, in which the Company is registered, shall be adopted.

Paragraph 2 When the application of the percentage defined above results in a fractional number of Directors, the whole number shall be rounded off immediately above.

Paragraph 3 The members of the Board of Directors may be removed from office at any time by the General Meeting and shall remain in office until their successors take office.

Paragraph 4 The members of the Board of Directors shall have a clear reputation, and no member of the Board of Directors may be elected, unless expressly waived by the majority of its members, the one who: (i) hold positions in companies deemed competitors of the Company; or (ii) have or represent conflicting interest with the Company. The member of the Board of Directors may not exercise his voting rights if the impeding factors indicated in this paragraph are subsequently configured.

Paragraph 5 The member of the Board of Directors may not have access to information or attend meetings of the Board of Directors related to matters in which he or she has or represents an 57 interest conflicting with those of the Company.

Article 16 The Board of Directors shall have one (1) President and one (1) Vice-President, who shall be elected by an absolute majority of votes of those present, at the first meeting of the Board of Directors that takes place immediately after the investiture of such members, or whenever there is a vacancy in those positions. In the event of absence or temporary impediment of the President of the Board of

Directors, the Vice-President shall assume the duties of the President. In the event of absence or temporary impediment of the President and the Vice-President of the Board of Directors, the functions of the President shall be performed by another member of the Board of Directors appointed by the President.

Subsection II
Election

Article 17 Except as provided in article 18, the members of the Board of Directors shall be elected on the basis of the slate system.

Paragraph 1 In the election mentioned in this Article, only the slates in the following conditions may run: (a) indicated by the Board of Directors; or (b) that are indicated, as provided for in Paragraph 3 herein, by any shareholder or group of shareholders.

Paragraph 2 The Management shall, on the date of the call for the General Meeting to elect the members of the Board of Directors, make available at the Company's head office a declaration signed by each of the members of the plaque that it indicates, containing: (i) their complete qualification; (ii) a complete description of their professional experience, mentioning the professional activities previously performed, as well as their professional and academic qualifications; and (iii) information on any final disciplinary and judicial proceedings in which they have been convicted, as well as information, if applicable, on the existence of any impediment or conflict of interest foreseen in article 147, Paragraph 3 of the Brazilian Corporation Law; (iv) in the case of a candidate for the position of independent director, confirmation of compliance with the independence requirements defined in the Novo Mercado Regulations.

Paragraph 3 The shareholders or group of shareholders that wish to propose another plaque to run for positions in the Board of Directors shall, at least five (5) days in advance of the date scheduled for the General Meeting, submit to the Board of Directors declarations signed individually by the candidates they appointed, containing the information mentioned in the previous paragraph, The Board of Directors is responsible for providing disclosure within three (3) business days, by means of a notice inserted in the Company's web page on the worldwide computer network and forwarded electronically to CVM and B3, of the information that the documents relating to the other slates presented are available to shareholders at the Company's headquarters. If the indication of the shareholders is made prior to the calling of the respective General Meeting, the disclosure of the information shall occur together with the Management Proposal.

Paragraph 4 The same person may integrate two or more slates, including the one indicated by the Company's Management.

Paragraph 5 Each shareholder may only vote on one plaque, with the candidates on the plaque receiving the highest number of votes at the General Meeting being declared elected.

Article 18 In the election of the members of the Board of Directors, the shareholders may request, pursuant to the law, the adoption of the multiple vote process, provided that they do so at least 48 hours before the Meeting.

Paragraph 1 The Company, immediately upon receipt of the request, shall disclose notice that the election will take place through the multiple vote process. The notice shall be published through the Company's web page and sent, electronically, to the Securities and Exchange Commission and to B3.

Paragraph 2 In case of election of the members of the Board of Directors by multiple vote procedure, there shall be no election by slates and the members of the Board

of Directors shall be candidates to the members of the slates referred to in article 17, as well as the candidates that may be appointed by a shareholder present, provided that the declarations signed by these candidates, with the content referred to in Paragraph 2 of article 17 herein, are submitted to the General Meeting.

Paragraph 3 Each shareholder shall have the right to cumulate the votes to which he/she is entitled into a single candidate or to distribute them among several, with those receiving the largest number of votes being declared elected.

Paragraph 4 The positions that, due to a tie, are not filled shall be subject to a new vote, by the same process, adjusting the number of votes that shall fall to each shareholder according to the number of positions to be filled.

Paragraph 5 Whenever the election has been carried out by the multiple vote process, the removal of any member of the Board of Directors by the General Meeting shall entail the removal of the other members and a new election shall be held.

Paragraph 6 Should the Company come under the control of a shareholder or controlling group, as defined in article 116 of the Brazilian Corporation Law, shareholders representing ten percent (10%) of the capital stock may request, pursuant to Paragraph 4 of article 141 of the Brazilian Corporation Law, that the election of one of the members of the Board of Directors be made separately, and the rules set forth in article 17 above shall not apply to such election.

Article 19 If a director residing and domiciled abroad is elected, his/her investiture is conditioned to the constitution of an attorney-in-fact, residing and domiciled in the country, with powers to receive summons in a suit that may be filed against him/her, based on the corporate legislation. The term of validity of the power of attorney shall be at least three (3) years after the end of the term of mandate of the respective director.

Subsection III Functioning

Article 20 The Board of Directors shall meet ordinarily every three (3) months and extraordinarily whenever called by its President or by any of its members, upon written notice given at least five (5) working days in advance, which shall include the agenda.

Paragraph 1 As a matter of urgency, the Board of Directors' meetings may be called by its President without observing the above term of office, provided that all other Board member are unequivocally aware. The meetings may be called by letter with notice of receipt, fax or by any other means, electronic or not, which allows the proof of receipt.

Paragraph 2 Irrespective of the formalities provided for in this article, the meeting attended by all Directors shall be deemed to be regular.

Article 21 The meetings of the Board of Directors shall be called on the first call with the presence of the majority of its members and on the second call with any number.

Paragraph 1 The Board of Directors' meetings shall be presided by the President of the Board of Directors and secretariats by whomever he may appoint. In case of temporary absence of the President of the Board of Directors, such meetings shall be chaired by the Vice-President of the Board of Directors or, in his absence, by a Director chosen by majority of votes of the other members of the Board of Directors, and the President of the meeting shall appoint the secretary.

Paragraph 2 In case of temporary absence of any member of the Board of Directors, the respective member of the Board of Directors may, based on the agenda of the

matters to be dealt with, (i) express his/her vote in writing, by means of letter or facsimile delivered to the President of the Board of Directors, on the date of the meeting, or also by digitally certified email; or (ii) be represented by any other member, by means of a written power-of-attorney indicating his/her vote on each of the items of the agenda, and each member may not represent more than two (2) other members.

Paragraph 3 In the event of a vacancy in the office of any member of the Board of Directors, the substitute shall be appointed by the remaining directors and shall serve until the first subsequent General Meeting. In the event of a vacancy in the majority of the positions, the General Meeting shall be called for a new election. For the purposes of this paragraph, a vacancy shall occur upon removal from office, death, resignation, proven incapacity or disability.

Paragraph 4 The resolutions of the Board of Directors shall be taken by the favorable vote of the majority of the members present, or who have manifested their vote pursuant to article 21, paragraph 2 herein. In the event of a tie in the resolutions, the President of the Board of Directors shall have the casting vote or, as the case may be, the member of the Board of Directors who is replacing him.

Article 22 The members of the Board of Directors may not depart from office for more than thirty (30) consecutive calendar days on pain of losing their mandate, except in the case of leave granted by the Board of Directors itself.

Article 23 Meetings of the Board of Directors shall be held, preferably, at the Company's headquarters. Meetings by teleconference or videoconference shall be admitted, their recording and recording being allowed. Such participation shall be considered personal presence at said meeting. In this case, the members of the Board of Directors who participate remotely in the Board meeting may express their votes, on the date of the meeting, by means of letter or facsimile or digitally certified electronic mail.

Paragraph 1 At the end of the meeting, minutes shall be drawn up containing the votes of the members participating in the meeting, which shall be signed by all the Directors physically present at the meeting, and then transcribed into the Record of Minutes of the Board of Directors of the Company.

Paragraph 2 The minutes of the Board of Directors' meeting that contain resolutions intended to produce effects before third parties shall be published and filed with the public registry of commercial companies.

Paragraph 3 The Board of Directors may admit other participants in its meetings, for the purpose of following the resolutions and/or providing clarifications of any nature, however, they shall not be entitled to vote.

Article 24 The Board of Directors has the primary function of providing general guidance for the Company's business, as well as controlling and supervising its performance, and it is especially responsible for deciding on the following matters:

- (a)** approval of and/or any change in the Company's Business Plan;
- (b)** approval of annual operating and investment budgets and verification of their compliance;
- (c)** appointment and dismissal of members of the Board of Directors and determination of their powers, duties and remuneration;
- (d)** control of the management of the officers, verification, at any time, of the Company's books and documents, request for information on contracts entered into or about to be entered into, and any other matters related to the management of the officers;

- (e)** to call the Shareholders' Meeting when deemed convenient;
- (f)** manifestation on the management report and accounts of the Executive Board of Officers and submission of the Company's Financial Statements for approval by the General Shareholders' Meeting;
- (g)** to approve the provision by the Company of any real and/or fiduciary guarantees, the amount of which exceeds BRL 200,000,000.00 (two hundred million Brazilian reais);
- (h)** approval, under the Company's Related Party Transactions Policy, of transactions with third parties considered related parties of the Company under the terms of the accounting rules in force, in an amount equal or superior, in a single operation or in a set of related operations, to BRL 50,000,000.00 (fifty million Brazilian reais);
- (i)** acquisition and/or sale of equity interest in excess of BRL 40,000,000.00 (forty million Brazilian reais), except for the incorporation of legal entities controlled by the Company and which have been incorporated to implement one or more real estate projects of the Company;
- (j)** sale or encumbrance, in any way, of the Company's real estate, whose value exceeds BRL 200,000,000.00 (two hundred million Brazilian reais);
- (k)** disposal or encumbrance, in any way, of other assets of the Company, whose value exceeds, in one or more operations of the same type, in the period of twelve (12) months, the amount of BRL 200,000,000.00 (two hundred million Brazilian reais);
- (l)** granting and obtaining loans, financing and/or discounts of trade bills or securitization of receivables whose value exceeds BRL 200,000,000.00 (two hundred million Brazilian reais);
- (m)** appointment and dismissal of the independent auditors, who must necessarily be registered with the Brazilian Securities and Exchange Commission (CVM) and perform an annual audit with quarterly review of the Company;
- (n)** issuance of simple, non-convertible and unsecured debentures, the manner of subscription or placement and the type of debentures to be issued, their remuneration, terms of payment of interest, profit sharing and premium for reimbursement of the debentures, if any, as well as the term and conditions of maturity, amortization or redemption of the debentures;
- (o)** acquisition of shares issued by the Company for the purpose of cancellation or permanence in treasury, as well as on their resale or replacement in the market, in compliance with the rules issued by CVM and other applicable legal provisions;
- (p)** approval of the hiring of the depositary institution to provide book-entry share services;
- (q)** issuance of debt securities on the international market and of simple debentures, not convertible into shares and without collateral, for public or private distribution, as well as to provide for the terms and conditions of the issuance;
- (r)** issuance of commercial papers for public distribution in Brazil or abroad, as well as to provide for the terms and conditions of the issuance;
- (s)** declare and distribute intermediate and interim dividends, as well as interest on equity, in accordance with the Brazilian Corporation Law and other applicable laws;
- (t)** manifestation regarding any public offer for acquisition of shares that has as its object the shares issued by the Company, by means of a prior informed opinion, disclosed within fifteen (15) days from the publication of the announcement of the public offer for acquisition of shares, which shall address, at least (i) the convenience and opportunity of the public offer for acquisition of shares regarding the joint interest of the shareholders and regarding the liquidity of the securities held by them; (ii) the repercussions of the takeover bid on the Company's interests; (iii) the strategic plans disclosed by the offeror in relation to the Company; (iv) the economic value of the

Company;

(u) examine and evaluate corporate policies as proposed by the competent bodies; and

(v) to examine and evaluate any commercial opportunities offered to the Company by its shareholders and/or managers, voluntarily or pursuant to applicable laws, regulations or contractual provisions, in order to determine the interest and feasibility of its operation by the Company.

Article 25 The President of the Board of Directors is responsible for representing the Board of Directors at General Meetings and also to resolve on the following matters:

(a) approval of the Company's long-term strategies and general guidelines;

(b) approval of short-term strategies and targets set by the Presidents; and

(c) approval of the debt structure and fiscal policy defined by the Presidents.

Article 26 The Board of Directors will have the following committees for advice:

(a) Governance and Compliance, Risks, and Privacy Committee;

(b) Personnel Committee;

(c) Operations Committee;

(d) Audit Committee; and

(e) Financial Committee.

Paragraph 1 The Executive Committees shall function in accordance with the Company's needs and with their respective internal regulations and shall have functions and objectives defined by the President of the Board of Directors.

Paragraph 2 The Board of Directors may establish other Committees in accordance with the Company's interest and business needs.

Paragraph 3 The members of the Statutory Committees shall be elected by the Board of Directors of the Company, and the participation of one of the Presidents in all Statutory Committees except the Audit Committee shall be mandatory.

Section III Executive Board of Officers

Article 27 The Executive Board of Officers will be composed of 9 (nine) Executive Officers, whether shareholders or not, elected and dismissible at any time by the Board of Directors, with two Chief Executive Officers, one Chief Finance and Investor Relations Officer, one Chief Commercial and Mortgage Officer, one Chief Production Officer, one Chief Administration and Human Development Officer, one Chief Institutional Relations and Sustainability Officer, one Chief for New Business and Innovation Officer and one Chief Real Estate Development Officer.

Paragraph 1 It is incumbent upon the **Chief Executive Officers:**

(i) to formulate the Company's short-term strategies, operating guidelines and goals, as well as to establish the criteria for the execution of the resolutions of the General Meeting and the Board of Directors;

(ii) define the annual work plans and budget, short-term investment plans and new expansion programs of the Company and its controlled companies, submitting them to the approval of the President of the Board of Directors;

(iii) define the short-term strategy and targets;

(iv) to validate the commercial and marketing strategies, to be responsible for the development and implementation of commercial actions and initiatives, aiming at business development;

(v) define Hub MRV's Innovation and Technology strategies and research for the Construction business divisions, as well as for the corporate areas of supplies, security, engineering and technical assistance of real estate;

(vi) to validate strategies and actions to optimize the raising of funds with financial institutions, ensure the quality of the client portfolio and enable the financing of customers;

(vii) to define the real estate development and incorporation strategies, aiming at the development of the business, in accordance with the guidelines established by the Board of Directors; and

(viii) organize, inspect and supervise, in accordance with the guidance of the Board of Directors, the execution of activities in the Company.

Paragraph 2 It is incumbent upon the Chief Financial and Investor Relations Officer, in addition to the activities assigned to him by the Board of Directors:

(i) to define the company's financial strategies in line with current business plans;

(ii) direct the processes of accounting, treasury, financial planning and investor relations;

(iii) represent the Company before the CVM, shareholders, investors, stock exchanges, Central Bank of Brazil, financial institutions and other bodies related to capital Market activities;

(iv) to define strategies and actions to optimize fundraising with financial institutions, ensure the quality of the client portfolio and enable client financing; and

(v) to define the actions and strategies to meet the interests of investors.

Paragraph 3 It is incumbent upon the Chief Commercial and Mortgage Officer, in addition to the activities assigned by the Board of Directors,

(i) define the business strategies;

(ii) to be responsible for the development and implementation of commercial actions and initiatives, aiming at business development;

(iii) to ensure the quality of the customer portfolio; and

(iv) to define commercial and marketing strategies, respond for the development and implementation of commercial actions and initiatives aimed at business development.

Paragraph 4 It is incumbent upon the Chief Production Officer, in addition to the activities assigned to him by the Board of Directors:

(i) define technology strategies and research for the Construction business divisions, as well as for the corporate areas of supplies, engineering and technical assistance of real estate;

Paragraph 5 It is incumbent upon the Executive Officer of Management and Human Development, in addition to the activities assigned to him by the Board of Directors:

(i) to define the Company's administrative, human development, customer relationship and Information Technology strategies, in line with current business plans, in accordance with the guidelines of the Board of Directors.

Paragraph 6 The **Chief Institutional Relations and Sustainability Officer** shall be in charge of, in addition to the activities assigned to him by the Board of Directors:

(i) define the strategies for institutional representation of the Company;

(ii) ensure active and transparent dialogue with the community and public authorities;

(iii) articulate the Company's relations with Institutions that collaborate to achieve the social object, with the Public Prosecutor's Office, Prosecutors, class bodies and civil society;

(iv) ensure the Company's Sustainable Development Guidelines, leading Environmental, Social and Governance (ESG) initiatives in partnership with the Company's various areas;

(v) ensure institutional dialogue with national real estate development agents; and

(vi) institutionally represent the MRV Institute.

Paragraph 7 It competes upon the New Business and Innovation Executive Officer, in addition to the activities assigned to him by the Board of Directors:

(i) define commercial strategies for the Luggo and Marketplace businesses.

(ii) respond for the development and implementation of commercial actions and initiatives, aiming at the development of new businesses; It is

(iii) lead innovation initiatives and the use of methodologies to develop new businesses and ideas for the Company.

Paragraph 8 It competes upon the **Chief Real Estate Development Executive Officer** in addition to the activities assigned to him by the Board of Directors:

(i) define the real estate development and incorporation strategies, in the respective regions, aiming at the development of the business, in accordance with the guidelines established by the Board of Directors.

Paragraph 9 At the discretion of the Executive Board of Officers, Committees may be created to advise the body, with the purpose of assisting and guiding decision-making, whose members shall be elected and dismissed by the Executive Board of Officers.

Article 28 The term of officers shall be two (2) years, reelection being permitted. Officers shall remain in office until their successors, duly elected, are sworn in.

Paragraph 1 The officers shall be chosen in accordance with exclusively professional criteria, considering their notorious experience and specialization, so that they may perform their duties within the market requirements and best practices.

Paragraph 2 Officers may be elected to occupy more than one position of Executive Officer, with the addition of duties permitted.

Paragraph 3 The accumulation of the positions of President of the Board of Directors and Chief Executive Officer by the same person is prohibited, except in case of vacancy, in which case the accumulation shall cease within one (1) year at the most, observing the procedure set forth in the Novo Mercado Regulation.

Article 29 The Executive Board of Officers shall meet whenever corporate business so requires and shall be called by the Chief Executive Officers at least twenty-four (24) hours in advance, or by a majority of the Officers, in this case at least forty-eight (48) hours in advance, and the meeting shall only be installed in the presence of the majority of its members.

Paragraph 1 In case of temporary absence of any Officer, he/she may, based on the agenda of the matters to be dealt with, express his/her vote in writing, by means of letter or fac-símile delivered to any of the Chief Executive Officers, or by means of digitally certified e-mail, with proof of receipt by the Chief Executive Officers.

Paragraph 2 In case of vacancy in the Executive Board of Officers, it shall be incumbent upon the Executive Board of Officers as collegiate to appoint, among its members, a substitute who shall accumulate, on an interim basis, the duties of the substituted member, with the interim replacement remaining until the definitive provision of the office to be decided at the first meeting of the Board of Directors to be held within thirty (30) days after the vacancy is confirmed, and the substitute then elected shall act until the end of the term of office of the Executive Board of Officers.

Paragraph 3 In addition to cases of resignation, death, interdiction or impediment, the office of the executive officer who ceases to perform his/her duties for a period of fifteen (15) days, without the authorization of the Board of Directors or without being licensed, shall be deemed vacant.

Paragraph 4 The meetings of the Board of Directors may be held by means of teleconference, videoconference or other means of communication. Such participation

shall be considered personal presence at said meeting. In such case, the members of the Executive Board of Officers who participate remotely in the meeting of the Executive Board of Officers shall express their votes by means of letter, facsimile or digitally certified electronic mail.

Paragraph 5 At the end of the meeting, minutes shall be drawn up containing the votes cast by the participating members, which shall be signed by all Officers physically present at the meeting, and later transcribed into the Record of Minutes of the Board of Directors.

Article 30 Decisions at meetings of the Board of Directors shall be taken by a majority vote of those present at each meeting, or who have expressed their vote in accordance with article 29, paragraph 1 of these Bylaws. In the event of a tie in the resolutions, the Chief Executive Officers shall have the casting vote and, in the event of disagreement among them, the President of the Board of Directors.

Article 31 The Company's Audit Committee will have operational autonomy and its own budget approved by the Board of Directors and will be composed of three (3) to five (5) members: (a) the majority of its members shall be independent under the terms of the applicable regulations; (b) at least one (1) member shall be an independent director of the Company, as defined in the Novo Mercado Regulations; (c) at least one (1) member shall have recognized experience in corporate accounting matters, under the terms of the applicable regulations, and such requirement may be cumulated by the independent director provided for in item (a).

Paragraph 1 The participation, as members of the Company's audit committee, statutory or not, of its officers, of officers of its subsidiaries, of its controlling shareholder, of affiliates or companies under common control is prohibited.

Paragraph 2 The Audit Committee shall have its own internal regulation, approved by the Board of Directors, which shall describe in detail its functions, as well as its operating procedures.

Paragraph 3 The Audit Committee will have a coordinator, whose activities must be defined in its internal regulations.

Paragraph 4 The Audit Committee will be responsible, in addition to the activities assigned to it by its internal regulations, for:

- (a) give an opinion on the hiring and dismissal of independent auditors service;
- (b) evaluate the quarterly information, interim statements and financial statements;
- (c) monitor the activities of the internal audit and internal controls area of the company;
- (d) evaluate and monitor the company's risk exposures;
- (e) evaluate, monitor, and recommend to management the correction or improvement of the company's internal policies, including the policy of related parties transactions; and
- (f) have means for receiving and processing information about non-compliance with legal provisions and regulations applicable to the company, in addition to internal regulations and codes, including provision for specific procedures to protect the provider and the confidentiality of information.

Article 32 Should the Audit Committee be installed, pursuant to the Brazilian Corporate Law, the Audit Committee will retain its duties, respecting the powers established by law to the Audit Committee. Additionally, in this case, the members of the Audit Committee shall interact and cooperate with the members of the Audit Committee in order to receive and analyze information that is relevant to the performance of the bodies.

Article 33 It is incumbent upon the Board of Officers to manage the corporate business in general and to perform all necessary or convenient acts, except those for which, by law or these Bylaws, the General Meeting or the Board of Directors is responsible. In the performance of their duties, the Officers may perform all operations and practice all acts of ordinary management that are necessary to achieve the objectives of their office, with due regard for the provisions of these Bylaws regarding the form of representation, the authority to practice certain acts, and the general guidance of business established by the Board of Directors.

Paragraph 1 It is also incumbent upon the Board of Officers, subject to legal restrictions and those established in these Bylaws:

(a) comply and to enforce these Bylaws and the resolutions of the Board of Directors and the General Meeting;

(b) submit, annually, to the Board of Directors, the Management Report and the accounts of the Executive Board of Officers, accompanied by the report of the independent auditors, as well as the proposal for allocation of the profits ascertained in the previous fiscal year;

(c) prepare and propose to the Board of Directors the Company's business, operational and investment plans, including strategies for implementation of such businesses and those related to entry into new businesses;

(d) decide on any matter that does not fall within the private jurisdiction of the General Meeting or the Board of Directors;

(e) prepare and propose to the Board of Directors the Company's strategic planning, investment and operating plans, programs and budgets, semi-annual, annual and multiannual;

(f) approve the application of resources, compromise, waive, assign rights, confess debts, make agreements, enter into commitments, enter into obligations, conclude contracts, acquire, dispose of and encumber movable, immovable or other assets, subject to the hypotheses that depend on the prior approval of the Board of Directors;

(g) issue, endorse, guarantee, discount, securitize, draw and guarantee securities in general, as well as to open, move and close accounts in credit institutions, subject to the hypotheses that depend on the prior approval of the Board of Directors;

(h) approve investments, indebtedness or expenses, which are not the exclusive competence of the Board of Directors;

(i) approve the provision by the Company of any real and/or fiduciary guarantees in favor of the Company's subsidiaries or affiliates, exclusively in businesses related to the Company's corporate purpose;

(j) approve, under the Company's Related Party Transactions Policy, transactions with third parties considered Related Parties of the Company under the terms of the accounting rules in force, in a lower amount, in a single operation or in a set of related operations, of BRL 50,000,000.00 (fifty million Brazilian reais);

(k) prepare and present each year to the Board of Directors and the General Meeting, the Annual Management Report and the Economic-Financial Statements of the Company and to propose the destination of the results of the year;

(l) authorize the creation and extinction of subsidiaries, establishments, warehouses and offices that the Company maintains in the national territory or outside it;

(m) grant licenses to the Executive Officers and appoint the Officer who will assume their duties during the period of absence;

(n) decide on all matters within the competence of the officers, while the office is vacant, and on all other matters that cannot be resolved by the respective directors and do not constitute matters of exclusive competence of the Board of Directors or the General Meeting; and

(o) submit to the Board of Directors the Stock Option Program, respecting the global annual amount of options already approved in the General Meeting for the year.

Paragraph 2 The use of the corporate name is private to the executive officers according to the competence of each one and within the limits and conditions set forth herein, and shall not produce any effect to the detriment of the Company, including before third parties, the acts performed without compliance with this precept, except those ratified by the Board of Directors.

Paragraph 3 Public or private statements made by officers or any persons on behalf of the Corporation, which have not been expressly authorized by the Chief Executive Officers, and which may result in loss or liability to the Corporation, shall not be effective with regard to the Corporation and shall be exclusively assumed by the respective declarant.

Paragraph 4 It is incumbent upon the Chief Executive Officers to execute the guidelines established by the Board of Directors; submit to the Board of Directors the names of the officers that shall comprise the Executive Board of Officers; submit to the Board of Directors a proposal for the dismissal of officers and the forwarding of their respective successors; chair and call the meetings of the Executive Board of Officers and coordinate the decision-making process; represent the Company actively and passively, in court or outside it, and may appoint attorneys in-fact and agents to give evidence on behalf of the Company before the requesting authorities; designate the persons who may institutionally represent the Company at public events and solemnities and those who may make statements on behalf of the Company before third parties and the media, when they are unable to do so directly and personally; represent the Executive Board of Officers before the Board of Directors and the General Meeting; keep the Board of Directors informed of the Company's activities and of the actions of the executive officers; coordinate, before the other executive officers, the preparation of the Annual Management Report and the Economic-Financial Statements to be presented to the Board of Directors and the General Meeting.

Paragraph 5 In the event of absence or temporary impairment of one of the Company's Chief Executive Officers, their duties shall be performed by the other Chief Executive Officer or by the Chief Financial and Investor Relations Officer jointly with one of the Executive Officers. In the event of absence or temporary impairment of both of the Company's Chief Executive Officers, their duties shall be performed by the Chief Financial and Investor Relations Officer jointly with one of the Executive Officers.

Article 34 Except as provided in Paragraph 2 below, the active and passive representation of the Company, in or out of court, shall be exercised:

- (a)** individually by any of the Chief Executive Officers, or
- (b)** by two (2) Executive Officers together, or
- (c)** an Executive Officer in conjunction with a proxy with specific powers, or
- (d)** two (2) proxies with such powers.

Paragraph 1 The powers of attorney granted by the Company shall be signed individually by any of the Chief Executive Officers, or by two (02) Executive Officers jointly and shall contain specific powers and term of effectiveness not exceeding two (2) years, except for the granting of powers of the ad judicia et extra clause that the Board of Officers may authorize in each case.

Paragraph 2 Without prejudice to the provisions of the caput, the Company may be represented by one (01) Executive Officer or by one (01) attorney-in-fact with specific powers, pursuant to the Paragraph above, acting individually, in the following events:
(a) in routine matters, defined as those whose value does not exceed the amount of

R\$ 550,000.00 (five hundred and fifty thousand Brazilian reais) including, but not limited to, federal, state and municipal private and public agencies or entities, autarchies and mixed economy companies, including, but not limited to the National Institute of Social Security (INSS), Guarantee Fund for Time of Service (FGTS), administered by the Caixa Econômica Federal, Federal Revenue Secretariat including Inspectorates, Delegacies and Agencies of the Federal Revenue, State and/or Municipal Revenue Secretariats, State Trade Boards, National Institute of Industrial Property, Central Bank of Brazil, CVM, IBAMA and other environmental agencies, Stock and Commodities Exchanges, State and Development Banks;

(b) in transactions relating to Promissory Contracts for the Purchase and Sale of real estate units and respective public deeds;

(c) signing correspondence on routine matters; and

(d) representing the Company at the General Meetings of its controlled and associated companies.

Paragraph 3 The rule in the caption of this article shall be observed for the practice of acts related to financial movements, such as opening, moving and closing bank accounts, authorizing debits, issuing, signing and endorsing checks, making deposits and withdrawals, making investments, redemptions, transmitting and receiving payment orders, making loans and financing.

Paragraph 4 Any acts on behalf of the Company and in favor of third parties, in operations or business alien to the corporate purpose, such as: guarantee, surety, mortgage, bond, pledge, endorsement or any other guarantees, without having been previously and expressly approved by the Board of Directors, are expressly prohibited.

Paragraph 5 The officers shall be responsible, in accordance with the competence attributed to each one and without presumption of solidarity of the Company and the other officers, for all acts or omissions in violation of these Bylaws, in violation of the law or its non-compliance, as well as in disregard to resolutions of the Board of Directors.

Paragraph 6 The officers shall be released from posting the bond provided by law, and their investiture in office shall be formalized by means of the signature of a term drawn up and signed in the Book of Minutes of the Board of Directors' Meetings.

CHAPTER V FISCAL COUNCIL

Article 35 The Company's Fiscal Council will operate on a non-permanent basis and, when installed, will be composed of 3 (three) effective members and an equal number of alternates, whether shareholders or not, elected and removable at any time by the General Meeting. The Company's Fiscal Council shall be composed, installed and remunerated in accordance with the legislation in force.

Paragraph 1 The members of the Fiscal Council shall take office upon the signing of the Respective instrument of investiture, in a proper book, conditioned to the subscription of a term of investiture which shall include their submission to the arbitration clause referred to in article 45 of these Bylaws.

Paragraph 2 The members of the Fiscal Council shall be replaced, in their absence and impediments, by their respective alternate.

Paragraph 3 In the event of a vacancy in the position of member of the Audit Committee, the respective alternate shall take his place. If there is no substitute, the General Meeting shall be called to elect a member for the vacant position.

Paragraph 4 A member of the Company's Fiscal Council may not be elected if he or she maintains ties with a company that may be considered a competitor of the

Company, and it is forbidden, among others, to elect the person who does so: (a) is an employee, shareholder or member of the administrative, technical or fiscal body of a competitor or of a competitor's controlling or controlled shareholder; (b) is a spouse or relative up to the 2nd degree of member of the administrative, technical or fiscal body of a competitor or of the controlling or controlled shareholder of a competitor.

Paragraph 5 Should any shareholder wish to appoint one or more representatives to the Fiscal Council, who have not been members of the Fiscal Council in the period subsequent to the last Annual General Meeting, such shareholder shall notify the Company in writing ten (10) business days prior to the date of the General Meeting that shall elect the Council Members, informing the name, qualification and complete professional résumé of the candidates.

Article 36 When installed, the Fiscal Council shall meet, in accordance with the law, whenever necessary and shall examine, at least quarterly, the financial statements.

Paragraph 1 Irrespective of any formalities, the meeting at which all members of the Fiscal Council attend shall be deemed duly called.

Paragraph 2 The Fiscal Council shall be formed by absolute majority of votes, with the majority of its members present.

Paragraph 3 All resolutions of the Fiscal Council shall be included in the minutes drawn up in the respective book of Minutes and Opinions of the Fiscal Council and signed by the Council Members present.

CHAPTER VI

FINANCIAL YEAR, FINANCIAL STATEMENTS AND PROFIT DISTRIBUTION

Article 37 The fiscal year shall begin on January 1 and end on December 31 of each year, when the balance sheet and the other financial statements shall be drawn up.

Paragraph 1 By resolution of the Board of Directors, the Corporation may (i) draw up half-yearly, quarterly or shorter balance sheets and declare dividends or interest on equity from the profits verified in such balance sheets or (ii) declare interim dividends or interest on equity, on account of retained earnings or profit reserves existing in the last annual or half-yearly balance sheet.

Paragraph 2 The interim or intercalary dividends distributed and the interest on equity may be imputed to the mandatory dividend provided for in article 38 below.

Paragraph 3 The Company shall, at least once a year, hold a public meeting with analysts and any other interested parties to disclose information regarding the economic and financial situation, projects and prospects.

Article 38 The accumulated losses, if any, and the provision for income tax and social contribution on profits shall be deducted from the income for the year before any participation.

Paragraph 1 Of the remaining balance, the General Meeting may assign to the Managers a share in the profits corresponding to up to one-tenth of the profits for the year. It is condition for payment of such participation the attribution to the shareholders of the mandatory dividend provided for in paragraph 3 of this article.

Paragraph 2 Whenever an interim balance sheet is drawn up and based on it interim dividends are paid in an amount equal to at least twenty-five percent (25%) of the net income for the year, adjusted pursuant to paragraph 3 of this article, the Board of Directors may resolve, ad referendum of the General Meeting, on the payment of an interim share in the profits to the Managers.

Paragraph 3 The net income for the year shall be allocated as follows:

(a) Five percent (5%) shall be applied, before any other allocation, to the formation of the legal reserve, which shall not exceed twenty percent (20%) of the capital stock. In the fiscal year in which the balance of the legal reserve plus the amount of the capital reserves, referred to in paragraph 1 of article 182 of the Brazilian Corporation Law, exceeds thirty percent (30%) of the capital stock, it shall not be mandatory the allocation of part of the net profit of the fiscal year to the legal reserve;

(b) a portion, at the proposal of the Managers, may be set aside to form a reserve for contingencies and reversion of the same reserves formed in previous years, pursuant to article 195 of the Brazilian Corporation Law;

(c) a portion shall be set aside for the payment of the annual mandatory dividend to shareholders, subject to the provisions of paragraph 4 of this article;

(d) in the fiscal year in which the amount of the mandatory dividend, calculated pursuant to paragraph 4 of this article, exceeds the realized portion of the profit for the fiscal year, the General Meeting may, upon proposal of the management bodies, set aside the excess for the constitution of a reserve of profits to be realized, with due regard for the provisions of article 197 of the Brazilian Corporation Law;

(e) a portion, upon proposal of the management bodies, may be retained on the basis of a capital budget previously approved, pursuant to article 196 of the Brazilian Corporation Law;

(f) the Company may constitute a statutory profit reserve, the purpose of which shall be to finance additional investments of fixed and current capital, as well as the expansion of the activities of the Company and/or its controlled and associated companies, including through the subscription of capital increases or the creation of new undertakings. The sum of the reserves, except for the unrealized profit reserve and the contingencies reserve, may not exceed one hundred percent (100%) of the Company's subscribed capital stock, to which resources shall be allocated limited to the net income remaining after the legal and statutory deductions; and

(g) the balance shall be allocated by the General Meeting in accordance with the legal provisions.

Paragraph 4 The shareholders are assured the right to receive an annual mandatory dividend of not less than twenty-five percent (25%) of the net income for the year, less or plus the following amounts: (i) amount destined to the constitution of legal reserve; (ii) amount destined to the formation of reserve for contingencies and reversion of the same reserves formed in previous fiscal years.

Paragraph 5 The payment of the mandatory dividend may be limited to the amount of the net profit realized, in accordance with the law.

Paragraph 6 The profits recorded in the unrealized profit reserve, when realized and if not absorbed by losses in subsequent fiscal years, shall be added to the first dividend declared after realization.

Article 39 By proposal of the Board of Officers, approved by the Board of Directors, ad referendum of the General Meeting, the Company may pay or credit interest to the shareholders, as compensation for equity, in compliance with the applicable legislation. Any amounts so disbursed may be imputed to the amount of the mandatory dividend provided for in these Bylaws.

Paragraph 1 In case of crediting interest to shareholders during the fiscal year and its attribution to the amount of the mandatory dividend, the shareholders shall be assured the payment of any remaining balance. In the event the number of dividends is lower than the amount credited to them, the Company may not collect the surplus balance from the shareholders.

Paragraph 2 The effective payment of interest on equity, having occurred the crediting during the fiscal year shall be made by resolution of the Board of Directors, during the course of the fiscal year or in the following one.

Article 40 The Company may prepare balance sheets every six months, or in shorter periods, and declare, by resolution of the Board of Directors:

(a) the payment of a dividend or interest on own capital, to the profit account calculated in the halfyearly balance sheet, charged to the amount of the mandatory dividend, if any;

(b) the distribution of dividends in periods shorter than six (6) months, or interest on equity, charged to the amount of the mandatory dividend, if any, provided that the total dividend paid in each half of the fiscal year does not exceed the amount of capital reserves; and

(c) the payment of interim dividends or interest on equity, to the account of retained earnings or profit reserve existing in the last annual or half-yearly balance sheet, charged to the amount of the mandatory dividend, if any.

Article 41 The General Meeting may decide on the capitalization of profit or capital reserves, including those established in intermediate balance sheets, in compliance with the applicable legislation.

Article 42 The dividends not received or claimed shall expire within three (3) years from the date on which they were made available to the shareholder and shall revert to the Company.

CHAPTER VII DISPOSAL OF SHARE CONTROL

Article 43 The disposal of the Company's control, directly or indirectly, either by means of a single transaction or by means of successive transactions, shall be contracted under a condition that the acquirer of control undertakes to make a public offer for the acquisition of the other shareholders' ("Takeover Bid"), observing the conditions and terms provided for in the legislation and regulation in force and in the Novo Mercado Regulations, so as to ensure them equal treatment to that given to the seller.

Sole Paragraph The acquirer of control may ensure the execution of the Takeover Bid through any shareholder of the Company or third party, provided that there is no loss to the addressees of the offer and the authorization of CVM is obtained when required by applicable laws and regulations.

Article 44 Any Shareholder that directly or indirectly acquires outstanding shares equal to or higher than fifteen percent (15%) of the Company's capital stock, could only make a new acquisition of equity interest in the Company by means of an auction held at B3, with the appropriate publicity.

Sole Paragraph In the event that the buyer does not comply with the obligations imposed by this Article, the Board of Directors of the Company shall call an Extraordinary General Meeting at which the Buyer may not vote to resolve on the suspension of the acquiring's rights inherent in the shares acquired in violation of the obligation imposed by this Article, as provided in article 120 of the Brazilian Corporation Law.

CHAPTER VIII ARBITRAL COURT

Article 45 The Company, its shareholders, Senior Managers and members of the Fiscal effectives and alternates, undertake to resolve, by means of arbitration, before the Market Arbitration Chamber, pursuant its regulation, any and all disputes or controversies that may arise between them, related to or arising from, in particular, the application, validity, effectiveness, interpretation, violation and its effects, of the provisions contained in the Brazilian Corporation Law, these Bylaws, the rules issued by the National Monetary Council, the Central Bank of Brazil and CVM, as well as other rules applicable to the operation of the capital market in general, in addition to those contained in the Novo Mercado Regulations, the Sanctions Regulations, the Arbitration Regulations of the Market Arbitration Chamber and the Novo Mercado Participation Agreement.

Sole Paragraph The request for urgent measures by the Parties, before the Arbitration Court is constituted, shall be forwarded to the Judiciary, pursuant to item 5.1.3 of the Arbitration Rules of the Market Arbitration Chamber.

CHAPTER IX LIQUIDATION

Article 46 The Company shall go into liquidation in the cases provided for by law, or by resolution of the General Meeting, which shall establish the form of liquidation, elect the liquidator and, if applicable, install the Audit Committee, for the period of the liquidation, electing its members and fixing their remuneration.

CHAPTER X GENERAL PROVISIONS

Article 47 The Company shall comply with the shareholders' agreements filed at its head office, and the members of the officers of the General Meeting or of the Board of Directors are expressly forbidden to accept the voting declaration of any shareholder, signatory of a shareholders' agreement duly filed at the head office, which is rendered in disagreement with what has been adjusted in the referred agreement, and the Company is also expressly forbidden to accept and proceed with the transfer of shares and/or the encumbrance and/or assignment of preemptive rights to subscribe for shares and/or other securities that do not comply with what is provided for and regulated in a shareholders' agreement.

Article 48 The cases not covered by these Bylaws shall be resolved by the General Meeting and regulated in accordance with the provisions of the Brazilian Corporation Law.

Article 49 With due regard for the provisions of article 45 of the Brazilian Corporation Law, the reimbursement amount to be paid to dissenting shareholders shall be based on the equity value, as shown in the last balance sheet approved by the General Meeting.

Article 50 The controlling shareholders, and their related parties, as applicable, shall forward, before the execution of any binding contract, any and all commercial opportunities related to the Company's performance that are presented to them, at any time, for examination and evaluation by the Company's Board of Directors. At the

time the business opportunity is presented to the Board of Directors, the controlling shareholders must inform their intention to take advantage of it in the event of rejection by the Company.

Sole Paragraph The decision to reject a business opportunity submitted to the Board of Directors pursuant to this article 50 or item (v) of article 24 shall be taken by a majority of the members of the Board of Directors.

* * *

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ANNEX II - Authentication of the Board of the Ordinary and Extraordinary Shareholders' Meeting held on April 24, 2026.

Vanessa Fiche Rivetti

Secretary

STOCK OPTION PLAN II, SHARES AND INCENTIVES LINKED TO SHARES

MRV ENGENHARIA E PARTICIPAÇÕES S.A.

CNPJ Nº 08.343.492/0001-20

NIRE 31.300.023.907

Listed Company

This MRV ENGENHARIA E PARTICIPAÇÕES S.A. ("Company") Stock Option, Share and Share-Linked Incentive Plan ("Plan") was approved by the Company's Ordinary and Extraordinary General Meeting on 24 April 2026 and is in line with the provisions of the Company's Management Remuneration Policy.

SECTION I - GENERAL CONDITIONS

This Section I aims to regulate the possibility of, and establish the general conditions for, the granting of shares, incentives linked to ordinary shares issued by the Company ("Shares") and/or options to purchase ordinary shares issued by the Company ("Options") to managers or employees of the Company or of companies under its control and to natural persons who provide services to the Company or to companies under its control, by means of the institution of Share Grant Programs and Incentives Linked to Shares and/or Stock Option Programs, by the Company's Board of Directors ("Board of Directors").

CHAPTER I. LIMITS

1.1 The Shares, Incentives and Options granted under the Share Grant and Incentives Linked to Shares and/or Stock Option Programs, as applicable, that may be established exclusively under this Plan, may not exceed the maximum limit of 4.0% of the Company's subscribed and paid-in share capital on the date of approval of this Plan, provided that all grants must be made within up to 5 (five) years from the date of approval of the Plan. This limit is additional, does not include options and/or shares already granted/awarded under Stock Option Plan I, Shares and Incentives linked to Company Shares, approved at the Annual and Extraordinary General Meeting of the Company held on April 26, 2024 and may only be changed by resolution of the General Meeting.

CHAPTER II. ADMINISTRATION OF THE PLAN AND PROGRAMMES

2.1 The Share and Share-Linked Incentive Grant and Stock Option Programs that may be set up under this Plan may be administered by the Board of Directors, with

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the assistance of the Personnel Committee ("Committee"), and all decisions relating to the Plan and the Share and Share-Linked Incentive Grant and Stock Option Programs that may be set up under this Plan must be approved by the Board of Directors.

2.2 The resolutions of the Board of Directors or the Committee, as the case may be, shall be binding on the Beneficiaries (as defined in Clause 3.2 below) and there shall be no appeal against them, unless they are contrary to the terms and conditions established in this Plan, in the Company's Bylaws or in the applicable legislation.

2.3 The actions of the Board of Directors shall respect the guidelines and be subject to the limits and conditions established in this Plan, in the Company's Bylaws and policies and in the applicable legislation.

2.4 The Board of Directors shall have full autonomy in the administration and structuring of the terms and conditions of the Share and Share-related Incentive Grant Programs and the Stock Option Programs, having, among other things, the necessary powers to:

(a) to elect, at its sole discretion, the Beneficiaries who will be entitled to the Shares and incentives granted and the Options granted under the Stock Option Programs and under the Stock Grant Programs and Incentives Linked to Shares that may be instituted under this Plan;

(b) to take the necessary measures for the administration of the Plan and the Share and Share-related Incentive and Stock Option Award Programs, including the interpretation and application of their conditions;

(c) to decide, in relation to the Share Grant Programs and Share-Linked Incentives, in any case in compliance with the terms of this Plan, as to (i) the dates on which the Share-Linked Incentives will be granted; (ii) the rights of the Beneficiaries under each Share Grant Program and Share-Linked Incentive; (iii) the grace periods and/or specific conditions for receiving the incentives, (iv) the rules restricting the sale of the Shares, (v) the Beneficiaries to whom the incentives will be granted; and (vi) any other terms and conditions relating to the grants;

(d) to decide, in relation to the Stock Option Programs, in any case in compliance with the terms of this Plan, as to (i) the dates for granting the Options, (ii) the volume of Options to be granted, (iii) the Exercise Price of the Options, (iv) the grace periods and/or the specific conditions for exercising the Options, (v) the deadlines for exercising the Options, (vi) the rules on transferring the Options in the event of succession, (vii) the rules restricting the sale of shares acquired as a result of exercising the Options, (viii) the Beneficiaries to whom the Options will be granted; and (ix) any other terms and conditions related to the grants;

(e) to approve the Share and Share-related Incentive Grant Programs and the Stock Option Programs set up under this Plan, as well as their contracts and any amendments thereto;

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- (f) to resolve on the issue of new shares in the Company, within the limit of its authorised capital, as well as on the disposal of shares held in treasury to comply with the provisions of this Plan and the Share Grant and Share-Linked Incentive Programs and Stock Option Programs, as applicable;
- (g) to modify the conditions of the contracts related to the Share and Share-related Incentive Grant and Stock Option Programs, including adaptations that may be made as a result of changes implemented in the applicable legislation;
- (h) to amend or terminate Share and Share-related Incentive Grant Programs and Stock Option Programs;
- (i) to analyse exceptional cases relating to this Plan and the Share and Share-related Incentive Grant and Stock Option Programs, including the possibility of individual amendments relating to specific Beneficiary contracts; and
- (j) to decide on any other terms and conditions, provided that they are not at odds with this Plan.

2.5 The Board of Directors may, at its sole discretion, delegate any of its responsibilities and attributions described in Clause 2.4 above, except for those that cannot be delegated under the terms of the applicable legislation or the Company's Bylaws and policies.

CHAPTER III. BENEFICIARIES OF THE PROGRAMMES

3.1 The following shall be eligible for the grant of Shares and share-based incentives and/or the grant of Options under this Plan: officers and/or employees of the Company or of companies under its control, as well as individuals who provide services to the Company or to companies under its control ("Eligible Persons").

3.2 The Board of Directors shall select, from among the Eligible Persons determined in each of the Share and Share- 107 related Incentive and Stock Option Grant Programs, at its sole discretion, the Beneficiaries who shall be entitled to the grant of Shares and/or Share-related incentives and/or Options ("Beneficiaries").

3.3 The granting of incentives to each Beneficiary shall be carried out by means of a contract between the Company and the respective Beneficiary. The signing of the contract related to each Share and Share-Linked Incentive and Stock Option Grant Program will imply acceptance of all the conditions of this Plan and the respective program by the Beneficiary.

3.4 The Board of Directors may not grant the Beneficiaries rights that: (i) ensure their re-election or continuation in the management of the Company or of the company under its control until the end of their term of office; (ii) prevent their dismissal at any time by the Company or by the company under its control; (iii) ensure their continuation as an employee of the Company or of the company under its control; or (iv) prevent the termination of their labour or service relationship at any time by the Company or by the company under its control.

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3.5 The Beneficiary will only have the rights and privileges inherent to the condition of shareholder from the moment of (i) the effective acquisition of the Shares as a consequence of the exercise of the Options, or (ii) the transfer of full ownership of the Shares, and no shares will be delivered to the Beneficiary unless all legal and regulatory requirements have been fully complied with by the Beneficiary.

CHAPTER IV. CANCELLATION, DEATH, PERMANENT DISABILITY, RETIREMENT, DISSOLUTION AND LIQUIDATION

4.1 The Board of Directors and/or the Committee, as the case may be, shall have broad powers to define in each of the programs the rules, consequences and procedures relating to the maintenance or loss of rights relating to Options and/or Shares and incentives by the Beneficiaries in the event of (i) contractual termination; (ii) death; (iii) permanent disability; (iv) retirement; or (v) dissolution and/or liquidation of the Company.

SECTION II - SHARE GRANT PROGRAMMES AND INCENTIVES LINKED TO SHARES

This Section II aims to establish the specific conditions for granting Shares and incentives through Share Programs and Incentives Linked to Shares.

CHAPTER V. OBJECTIVES OF THE SHARE GRANT PROGRAMMES AND INCENTIVES LINKED TO SHARES

5.1 The objectives of the Share and Share-Linked Incentive Programs are:

- (a) encourage the feeling of "ownership" of the Company in the Beneficiaries;
- (b) increase the Company's capacity to attract and retain talent; and
- (c) to reinforce the culture of sustainable performance and the search for the development of the Beneficiaries' competences, aligning their interests with those of the Company's shareholders.

CHAPTER VI. SHARES IN THE SHARE GRANT PROGRAMMES AND INCENTIVES LINKED TO SHARES

6.1 The total number of shares granted under the Share Grant and Share-Linked Incentive Programs may not exceed the maximum number of shares in the Company's subscribed and paid-up share capital set out in Clause 1.1 above.

6.2 The Shares that are the object of the incentives granted through the Share Grant and Share-Linked Incentive Programs established under this Plan shall come from shares held in treasury, in compliance with the applicable 108 regulations, or, if there are no treasury shares, through other forms that may be defined by the Board of Directors in the Share Grant and Share-Linked Incentive Program.

6.3 The Board of Directors may implement the type of incentive it deems necessary/appropriate, and may even implement incentives involving the granting of

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shares, restricted or not, free of charge or onerous, linked or not to performance targets and even matching shares, with free or onerous granting of shares to the Beneficiaries.

SECTION III - STOCK OPTION PROGRAMMES

The purpose of this Section III is to establish the specific conditions for granting Options through Stock Option Programs.

CHAPTER VII. OBJECTIVES OF STOCK OPTION PROGRAMMES

7.1 The main objectives of the Stock Option Programs are:

(a) to encourage the expansion, success and fulfilment of the corporate objectives of the Company (and its subsidiaries) and the greater alignment of the Beneficiaries, as shareholders of the Company; and

(b) promote the interests of the Company, through the long-term commitment of the Beneficiaries.

CHAPTER VIII. SHARES COVERED BY STOCK OPTION PROGRAMMES

8.1 The number of shares subject to the Options granted under this Plan and the Stock Option Programs that may be instituted under this Plan may not exceed:

(a) the maximum limit of shares of the Company's subscribed and paid-up share capital provided for in Clause 1.1 above; and

(b) the limit of the Company's authorised capital.

8.2 The shares which are the object of the Options shall be issued as may be decided by the Company's Board of Directors:

(a) the issue of new ordinary shares, which will confer on the Beneficiaries the same rights as the shares currently issued by the Company, within the limit of the Company's authorised capital; and/or

(b) treasury shares, if available.

8.3 Under the terms of article 171, paragraph 3, of Law 6,404/1976, shareholders shall not have pre-emptive rights when setting up the Stock Option Program or exercising the option to purchase original shares, subject to the limit of the Company's authorised capital for this purpose, under the terms of article 168, paragraph 3, of Law 6,404/1976.

CHAPTER IX. EXERCISE PRICE

9.1 The exercise price of the Options for the subscription or acquisition of Shares shall be determined by the Board of Directors when approving the Stock Option Program ("Exercise Price").

CHAPTER X. EXERCISE OF STOCK OPTIONS

10.1 Unless otherwise decided by the Board of Directors, the right to exercise the Option shall be obtained in the periods, percentages and conditions defined in each Stock Option Program.

10.2 The Options may be exercised in whole or in part during the term and periods set out in each Stock Option Program.

10.3 The Beneficiaries shall be subject to the rules restricting the use of privileged information applicable to public companies in general and those established by the Company's policies.

CHAPTER XI. PAYMENT CONDITIONS

11.1 The Exercise Price per share shall be paid by the holders of the Option, under the conditions determined in the regulations of each Stock Option Program, respecting the minimum realisation provided for by law.

CHAPTER XII. DISPOSAL AND TRANSFER OF OPTIONS

12.1 The Options granted in the respective Stock Option Programs may not be sold or encumbered, directly or indirectly, by the Beneficiaries, except by resolution of the Board of Directors.

SECTION IV - GENERAL PROVISIONS

CHAPTER XIII. GENERAL PROVISIONS

13.1 This Plan shall come into force on the date of its approval and may be terminated at any time by decision of the Company's General Meeting. The termination of the Plan shall not affect the effectiveness of the Shares, Options and incentives still in force and in the respective regulations of each Program.

13.2 This Plan, as well as its respective Programs, shall not prevent any corporate reorganisation operation that may involve the Company and/or the companies under its control, and the Board of Directors shall determine and make the appropriate adjustments to the respective regulations. The granting of Shares and incentives linked to Shares or Options, under the terms of this Plan, shall not prevent the Company from engaging in operations for the sale of control and corporate reorganisation, such as transformation, incorporation, merger, spin-off and incorporation of shares. The Board of Directors may, at its discretion, determine, without prejudice to other measures it may decide are equitable: (a) the replacement of the Shares and/or incentives and/or Options with shares, quotas or other securities issued by the Company's successor company; and/or (b) the bringing forward of the exercise period, with the cancellation of the grace periods, in order to ensure the inclusion of the corresponding shares in the operation in question.

13.3 In the event that the number, type and/or class of shares issued by the

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Company are altered as a result of splits, bonuses, reverse splits or conversions, the acquisition price, number, type and/or class of shares subject to each incentive and/or Option in force, as the case may be, shall be adjusted in the same proportion.

13.4 In the event that the number, type and/or class of shares issued by the Company are altered as a result of splits, bonuses, reverse splits or conversions, the acquisition price, number, type and/or class of shares subject to each incentive and/or Option in force, as the case may be, shall be adjusted in the same proportion.

13.4 The Committee, having heard the Board of Directors, if necessary, shall be competent to settle any doubts regarding the interpretation of the general rules established in this Plan, and, in the event of a conflict between the provisions of this Plan and the Share and Share-Linked Incentive and Stock Option Grant Programs and/or the 110 respective grant agreements, the provisions of this Plan shall prevail.

13.5 The Shares and the incentives linked to Shares and/or Options to be granted under this Plan and the Programs to Beneficiaries who are managers of the Company shall be subject to approval by the Company's Annual General Meeting of the overall or individual amount of the managers' remuneration for the respective financial year, under the terms of article 152 of Law 6,404/1976, as amended.
