

MRV ENGENHARIA E PARTICIPAÇÕES S.A.

CNPJ/MF nº 08.343.492/0001-20

NIRE 31.300.023.907

Public Company

NOTICE TO THE MARKET

Considering that the operation configures transaction between related parties, and in accordance with CVM Instruction No 480, the Company discloses the following information set out in Annex 30-XXXIII of the related Instruction and the Minutes of the Meeting of the Board of Directors (Attachment I):

Related Parties Names	MRV (US) HOLDINGS CORPORATION MRV ENGENHARIA E PARTICIPAÇÕES S.A.
Issuer Relationship	MRV (US) HOLDINGS CORPORATION is a subsidiary of MRV ENGENHARIA E PARTICIPAÇÕES S.A. to the extent that the latter holds 100% of its share capital.
Issuer Relationship	February 18, 2021
Subject of the contract	Granting of a fidejussory guarantee, in the form of a bail, obligations contained in the Offshore Loan issued by MRV (US) Holdings Corporation
Main terms and conditions	US\$ 15,000,000.00 Offshore Loan (Fifteen Million Dollars) with a term of 05 (five) years, remuneration interest of 3.8% per year (three-point eight percent per year) with semiannual payments and principal at maturity.
Counterparties' participation in the transaction	Provision by the Company of personal guarantee in the form of a guarantee, jointly committing itself as a guarantor and principal payer of all amounts due by MRV (US) HOLDINGS CORPORATION within the scope of the Offshore Loan. The bond was approved by the Company's Board of Directors on February 17, 2021.
Detailed justification of why the issuer's management considered that this transaction considered the commutative conditions or forecast compensatory payment	<p>The transaction was carried out under market conditions in the best interest of the Company, with the Company and MRV (US) HOLDINGS CORPORATION having convergent interests in the negotiation of the terms and conditions, considering that MRV (US) HOLDINGS CORPORATION is a controlled company of the Company.</p> <p>It should be noted that the Company did not receive any consideration for the transaction.</p> <p>The Company did not request proposals from third parties, since the guarantee was provided due to the quality of MRV (US) HOLDINGS CORPORATION controlling shareholder.</p>

Belo Horizonte, February 18, 2021

Ricardo Paixão Pinto Rodrigues

Chief Financial and Investor Relations Officer

Attachment I

MRV ENGENHARIA E PARTICIPAÇÕES S.A.

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**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON FEBRUARY 17, 2021**

The Board of Directors' Meeting of **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("Company") was installed with the attendance of all the undersigned members, regardless of call. The meeting, chaired by **Mr. Rubens Menin Teixeira de Souza** and having as its secretary **Mrs. Maria Fernanda Nazareth Menin T. de Souza Maia**, was held at 09:30 am of February 17th, 2021 by digital means, according to article 23 of the Bylaws.

In accordance with the **AGENDA**, as the resolutions were approved by unanimous vote, pursuant to article 24, item 'h', of the Company's Bylaws:

(a) Approve, as it is a related party transaction, the granting of granting of fiduciary guarantees, in the form of endorsement (Guarantee), in favor of ITAU UNIBANCO SA NASSAU BRANCH, registered with the CNPJ under the number: 60.701.190 / 4845-43, with registered office at 31B, Annex Building - 2nd, Floor, East Bay Street, PO Box N-3930, Nassau, The Bahamas, ("Lender"), within the scope of raising up to US\$ 15,000,000 (fifteen million dollars) by its subsidiary **MRV US HOLDINGS CORPORATION**, a holding entity based abroad, incorporated under the laws of the state of Delaware, United States of America, with Employer Identification Number (EIN) No. 84-3036805 ("MRVUS"), according to the terms and conditions the "Loan Agreement" and "Promissory Note" instruments to be signed between MRVUS, the Company, as guarantor, and the Lender ("Funding").

(b) Authorize, the management of the Company, directly or indirectly through attorneys-in-fact, to perform any and all acts and to sign any and all documents that are necessary or convenient to carry out the above resolution, including the signing of any instruments and respective amendments necessary for the implementation of the Collection and granting of the Guarantee, as well as ratifying the acts already practiced by the Company's Executive Board in this regard.

There being no further business to discuss, the meeting was adjourned, from which these minutes were drawn up, read and found to be in conformity, and signed by those present.

Belo Horizonte, February 17th, 2021. **Rubens Menin Teixeira de Souza**, Chairman; **Maria Fernanda Nazareth Menin T. de Souza Maia**, Secretary. Board Members: **Rubens Menin Teixeira de Souza**; **Marcos Alberto Cabaleiro Fernandez**; **Maria Fernanda Nazareth Menin Teixeira de Souza Maia**; **Betania Tanure de Barros**; **Sinai Waisberg**; **Antonio Kandir**; **Silvio Romero de Lemos Meira**; e **Leonardo Guimarães Correa**.

Checked with the original copy.

Maria Fernanda Nazareth Menin T. de Souza Maia

Secretary