

## VIVARA PARTICIPAÇÕES S.A.

CNPJ [Corporate Taxpayer ID] No. 33.839.910/0001-11

NIRE [State Registration No.] 35.300.539.087 | CVM [Brazilian Securities and Exchange Commission]

Code 02480-5

*(Publicly Held Company)*

### MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON MARCH 17, 2022

1. **Date, Time and Venue:** Meeting held on March 17, 2022, at 9 AM, through videoconferencing, and, therefore, it is deemed to be held at the head office of Vivara Participações S.A., a corporation based in the city of São Paulo, state of São Paulo, at Rua Arquiteto Olavo Redig de Campos, 105, 15° andar, Torre A, cj. 152, Brooklin Paulista, CEP 04711-904 ("Company").
2. **Call Notice:** Call notice made pursuant to article 19, main section, of the Company's Articles of Incorporation and item 7.2 of the Board of Directors' By-Laws ("By-Laws").
3. **Attendance:** All members of the Company's Board of Directors attended the meeting through videoconferencing, pursuant to article 21, main section, of the Company's Articles of Incorporation and item 7.2.2 of the By-Laws.
4. **Board:** Chairman, Mr. João Cox Neto. Secretary, Mr. Márcio Monteiro Kaufman.
5. **Agenda:** The members of the Company's Board of Directors convened a meeting to assess, discuss and resolve on the agenda hereunder: (i) assessment of the Company's financial statements for the fourth (4th) quarter of 2021; (ii) call of the Company's shareholders to attend the Annual Shareholders' Meeting, to be held on April 29, 2022 ("ASM"); (iii) opinion on the Company's financial statements for the fiscal year ended December 31, 2021, accompanied by the Management Report, the Independent Auditors' Report and the Audit, Risk and Finance Committee's opinion, as well as their submission to assessment, transaction and voting at the ASM; (iii) opinion on the management's accounts for the fiscal year ended December 31, 2021, as well as their submission to assessment, transaction and voting at the ASM; (iii) opinion on the management's proposal concerning the allocation of the Company's income for the fiscal year ended December 31, 2021, as well as its submission to assessment, transaction and voting at the ASM; (iii) opinion on the management's proposal concerning the annual global management compensation for the fiscal year 2022, as well as its submission to assessment, transaction and voting at the ASM; (vii) assessment of the summarized reports on the Audit, Risk and Finance Committee's and the People, Culture and Governance Committee's activities carried out in the fiscal year 2021; (viii) Acknowledge the resignation by Ms. Marina Kaufman Bueno Netto to the position of Chief Human Resources Officer;

(ix) election of two (2) new officers to compose the Company's Executive Board; (x) assessment of the Company's corporate risk map and of the proposal to amend the Company's Risk Management Policy; and (xi) delegation of powers to the Company's officers to perform all acts required for the implementation of the resolutions mentioned hereinabove.

**6. Resolutions:** After assessing, discussing and voting on the matters, the members of the Board of Directors resolved as follows:

**6.1.** The Company's financial statements for the fourth (4th) quarter of 2021 were approved by unanimous vote according to a presentation filed at the Company's head office.

**6.2.** Call of the Company's shareholders to attend the ASM was approved by unanimous vote according to the agenda and management proposal filed at the Company's head office.

**6.2.1.** Record that, under the terms and according to the deadlines of the applicable laws and regulations, the information and documents about the business to be transacted at the ASM will be timely disclosed to the shareholders.

**6.3.** Favorable opinion of the Company's financial statements for the fiscal year ended December 31, 2021, accompanied by the Management Report, the Independent Auditors' Report and the Audit, Risk and Finance Committee's opinion, and their submission to assessment, transaction and voting at the ASM was approved by unanimous vote;

**6.3.1.** The members of the Board of Directors examined the independence and objectivity of the independent auditor contracted by the Company, pursuant to an assessment already carried out by the Audit, Risk and Finance Committee, and they did not detect circumstances and/or cases of potential conflict of interest that could pose threats to the independence and objectivity of the independent auditor.

**6.3.2.** They recorded that the Board of Directors' opinion takes into account the Audit, Risk and Finance Committee's opinion, which recommended the full approval of the financial statements.

**6.4.** Favorable opinion on the management's accounts for the fiscal year ended December 31, 2021 and their submission to assessment, transaction and voting at the ASM was approved by unanimous vote.

**6.5.** the management's proposal concerning the allocation of the Company's income for the fiscal

year ended December 31, 2021 was approved by unanimous vote, according to a copy filed at the Company's head office and that will be timely disclosed to the shareholders, as well as its submission to assessment, transaction and voting at the ASM.

**6.6.** The opinion on the management's proposal concerning the annual global management compensation for the fiscal year 2022 was approved by unanimous vote, according to a copy filed at the Company's head office and that will be timely disclosed to the shareholders, as well as its submission to assessment, transaction and voting at the ASM.

**6.7.** Assessment, without reservations, of the summarized annual and quarterly reports on the Audit, Risk and Finance Committee's and the People, Culture and Governance Committee's activities carried out in the fiscal year 2021 and during the period of time from October 1, 2021 and December 31, 2021.

**6.8.** We acknowledged the resignation by Marina Kaufman Bueno Netto, Brazilian, married, business administrator, bearer of the identity card RG No. 34.441.768-2 (SSP/SP), enrolled with the Individual Taxpayer Register of the Ministry of Economy under CPF/ME No. 331.517.148-38, with business address in the city of São Paulo, state of São Paulo, at Rua Arquiteto Olavo Redig de Campos, 105, 15° andar, Torre A, cj. 152, Brooklin Paulista, CEP 04711-904, to the position of Chief Human Resources Officer, pursuant to a resignation letter hereat delivered and filed at the Company's head office.

**6.8.1.** The acknowledgment to Ms. Marina Kaufman Bueno Netto for the period she held the position of Chief Human Resources Officer at the Company was recorded, as well as the fact that Ms. Marina Kaufman Bueno Netto will remain in the Company exercising her duties as Chief Marketing Officer.

**6.9.** The election of the following members to compose the Company's Executive Board for the remaining unified term of office of the other officers was approved by unanimous vote:

- (i) Ms. Helena Spindel, Brazilian, married, designer, bearer of the identity card RG No. 10217658-3 (SSP/RJ), enrolled with the Individual Taxpayer Register of the Ministry of Economy under CPF/ME No. 052.120.297-32, with business address in the city of São Paulo, state of São Paulo, at Rua Arquiteto Olavo Redig de Campos, 105, 15° andar, Torre A, cj. 152, Brooklin Paulista, CEP 04711-904, for the position of officer without specific title, who will be in charge of the Sales Division.
- (i) Mr. Nérito Vinieri, Brazilian, married, business administrator, bearer of the identity card RG No. 10217658-328.649.436-X (SSP/SP), enrolled with the Individual Taxpayer Register of the Ministry of Economy under CPF/ME No. 267.814.348-10, with business address in the city of São Paulo, state of São Paulo, at Rua Arquiteto Olavo Redig de

Campos, 105, 15° andar, Torre A, cj. 152, Brooklin Paulista, CEP 04711-904, for the position of Chief Human Resources Officer.

**6.9.1.** It is hereby recorded that, based on the information received by the Company's management, under the applicable laws, the officers hereby elected meet the requirements to execute, without any reservation, the affidavit of fitness and probity referred to in article 147, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended, and in article 2 of CVM Instruction No. 367, of May 29, 2002.

**6.9.2.** It is hereby recorded that the new officers elected herein will take office within thirty (30) days as of the date hereof, upon the execution of the respective terms of investiture to be drawn up in the Company's own book, accompanied by the affidavit of fitness and probity according to item 6.8.3 above.

**6.9.3.** It is hereby recorded that, by virtue of the election of the new officers approved hereunder, the Company's Executive Board will be now composed of the members below, with a unified term of office until the first meeting of the Board of Directors that follows the 2023 Annual Shareholders' Meeting:

- (i) Mr. **Paulo Kruglensky**, as CEO and Executive Vice-President for Operations;
- (ii) Mr. Sr. **Otavio Chacon do Amaral Lyra**, as Chief Financial Officer and Investor Relations Officer;
- (iii) Ms. **Marina Kaufman Bueno Netto**, as Chief Marketing Officer;
- (iv) Ms. **Helena Spindel**, identified hereinabove, as officer without specific title; and
- (v) Mr. **Nérito Vinieri**, identified hereinabove, as Chief Human Resources Officer.

**6.9.4.** It is hereby recorded that the management's proposal on the annual global management compensation for the fiscal year 2022, approved by the members of the Board of Directors on the date hereof and to be submitted to ASM's approval, pursuant to item 6.6 above, already takes into account that five (5) members shall compose the Company's Executive Board as referred to herein.

**6.10.** The Company's corporate risk map was assessed, without reservations, and the Company's new Risk Management Policy was approved with unanimous vote, as proposed by the Audit, Risk and Finance Committee, according to the copy filed at the Company's head office.

**6.10.1.** Record that the new version of the Company's Risk Management Policy will be timely disclosed on the website of the Company (<https://ri.vivara.com.br/>) and of CVM (<https://www.gov.br/cvm>).

**6.11.** The delegation of powers to the Officers to perform all acts required for the implementation of the resolutions mentioned hereinabove was approved by unanimous vote.

**7. Closing:** There being no further business, the floor was offered to whoever would like to make a statement and, as no one expressed their opinions, the meeting was closed and these minutes were drawn up, which were read, approved and executed by all those present.

São Paulo, March 17, 2022.

*[signature page follows]*

*(Signature page of the Minutes of the Board of Directors' Meeting of Vivara Participações  
S.A. held on March 17, 2022 at 9 AM.)*

Board:

\_\_\_\_\_  
**João Cox Neto**  
Chairman

\_\_\_\_\_  
**Márcio Monteiro Kaufman**  
Secretary

Attending Directors:

\_\_\_\_\_  
João Cox Neto

\_\_\_\_\_  
Anna Andrea Votta Alves Chaia

\_\_\_\_\_  
Fábio José Silva Coelho

\_\_\_\_\_  
Márcio Monteiro Kaufman

\_\_\_\_\_  
Sylvia de Souza Leão Wanderley



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## Signatures



João Cox  
jcox@cox.net.br  
Signed



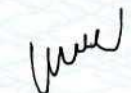
Marcio Monteiro Kaufman  
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Signed



Anna chaia  
annavchaia@gmail.com  
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Sylvia de Souza leao wanderley  
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MARCIO MONTEIRO KAUFMAN **Signed** - Email: marcio.kaufman@outlook.com.br - IP: 107.77.200.128  
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FABIO JOSÉ SILVA COELHO **Signed** - Email: fcoelho@google.com - IP: 177.45.35.76  
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