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Appointment Policy for Board of Directors, Committees and Executive Board Members	Version: 1.0
Approver: Board of Directors	Date of Approval: 11/28/19

1. PURPOSE, APPLICATION AND GROUNDS

- 1.1. This "Appointment Policy of Board of Directors, Committees and Executive Board Members" ("Policy"), approved at a meeting of the Board of Directors of **MITRE REALTY EMPREENDIMENTOS E PARTICIPAÇÕES S.A.** ("Company"), aims to determine the criteria for composition of the Company's Board of Directors, Advisory Committees and Executive Board, subject to the best practices of corporate governance, with due transparency.
- 1.2. This Policy is based on: (i) the corporate governance guidelines of the Company's Bylaws, as amended ("Bylaws"); (ii) the "Code of Conduct" of the Company ("Code of Conduct"); (iii) Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporation Law"); (iv) the "IBGC Code of Best Corporate Governance Practices" currently in force; and (v) the "Regulations of the Novo Mercado Listing" of B3 S.A. - Brasil, Bolsa, Balcão ("B3" and "Novo Mercado Regulations", respectively).

2. BOARD OF DIRECTORS

A. Criteria for Appointing Members of the Board of Directors

- 2.1. The Board of Directors is a collegiate body whose performance depends on respect and understanding of the characteristics of each of its members, without an implication of an absence of debates of ideas. It must be composed considering the diversity of knowledge, experiences, behaviors, cultural aspects, age group and gender to allow the Company to benefit from the plurality of arguments and a decision-making process with greater quality and security.
- 2.2. The Board of Directors is composed of at least five (5) members and at most nine (9) members, all elected and removable from office by the Shareholders' Meeting, with a unified term of one (1) year, reelection permitted.
- 2.3. Of the members of the Board of Directors, at least two (2) or twenty percent (20%) of them, whichever is greater, shall be "Independent Directors", as defined by the Novo Mercado Regulations and according to the table below for purposes of calculation reference, and the characterization of those appointed to the Board of Directors as Independent Directors shall be resolved at the shareholders' meeting electing them, being also considered as independent the director(s) elected by the power provided for in article 141, paragraphs 4 and 5 and article 239 of the Brazilian Corporation Law.

Total #	# Independent Directors	% of representation of Independent Directors
5	2	40%
6	2	33,33%
7	2	28,5%
8	2	25%
9	2	22,22%

- 2.4. The appointment of members of the Company's Board of Directors shall comply with the following criteria, in addition to the legal, regulatory requirements and those expressed in the Company's Bylaws:
- (i) alignment and commitment to the Company's values and culture, its Code of Conduct and its internal policies;



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- (ii) unblemished reputation;
- (iii) academic background compatible with the duties of the members of the Board of Directors or minimum professional experience, having performed duties similar to those to be performed in their position; and
- (iv) time available to devote appropriately to the role and responsibility assumed, which goes beyond attending board meetings and prior reading of documentation.

B. Procedure for Appointing Members of the Board of Directors

- 2.5. Members may be appointed to the Board of Directors by the management or any shareholder of the Company, pursuant to Brazilian Corporation Law.
- 2.6. A shareholder willing to indicate candidates to the Board of Directors may notify the Company in writing informing the full name and identification of the candidates up to thirty (30) days prior to the shareholders' meeting that will elect the new Board of Directors of the Company.
- 2.7. Pursuant to Article 3 of CVM Instruction No. 367, of May 29, 2002 ("CVM Instruction 367"), a shareholder who submits the appointment of a member of the Board of Directors shall submit jointly therewith:
 - (i) a copy of the clearance certificate, pursuant to CVM Instruction 367, or represent to have obtained from the appointed person the information that they are able to sign such instrument, indicating any eventual reservations; and
 - (ii) a résumé of the appointed candidate, containing at least their qualification, professional experience, education, main professional activity at the time and indication of what positions they hold on boards of directors, audit or advisory committees in other companies and compliance with the requirements of Section 2.4 above.
- 2.8. The proposal for reelection of the directors shall be based on their annual individual assessments.
- 2.9. Compliance with the requirements set forth in Sections 2.3, 2.4 and 2.8 of this Policy shall be verified by the Company's Executive Board and, if fulfilled, the name of the candidate shall be put to a vote at the Company's shareholders' meeting. The election of the members of the Company's Board of Directors shall be held as provided in the Bylaws and applicable law.

3. EXECUTIVE BOARD

A. Criteria for Appointing Members of the Executive Board

- 3.1. The Board of Directors shall appoint, for the composition of the Executive Board, professionals who know how to harmoniously combine the interests of the Company, shareholders, managers and associates, as well as the Company's social and environmental responsibility, based on legality and ethics. The appointment should also be aimed at forming a group aligned with the Company's principles and values with a view to diversity, including gender, aiming to be held by people with complementary skills and abilities to implement strategies, meet challenges and achieve goals of the Company.
- 3.2. The Executive Board is comprised of a minimum of two (2) and a maximum of four (4) members, whether shareholders or not, resident in the country, elected by the Board of Directors, with the appointment of (i) a Chief Executive Officer; (ii) a Chief Financial and Investor Relations Officer; (iii) an Engineering Officer; and (iv) a Legal Counsel, all elected by the Board of Directors, as provided for in the Bylaws, and the accumulation of functions being permitted.
- 3.3. The proposal for reelection of officers shall be based on their annual assessments, which consider the performance and the Officer's potential, in addition to the leadership skills defined for the Company.



- 3.4. The appointment of the Company's Officers shall comply with the following criteria, according to their roles:
- (i) alignment and commitment to the Company's values and culture, its Code of Conduct and its internal policies;
 - (ii) unblemished reputation;
 - (iii) an academic background compatible with the duties of an officer or minimum professional experience, having performed duties similar to those to be performed in the role;
 - (iv) skills to implement strategies, meet challenges and achieve Company objectives; and
 - (v) exemption from conflict of interest with the Company.

B. Procedure for Appointing Members of the Executive Board

- 3.5. The appointment of members to the positions of officers of the Company, including the Chief Executive Officer, should be done preferably among executives who are already in the Company performing activities related to the specific position. The Chief Executive Officer shall appoint the other officers for appointment by the Board of Directors.
- 3.6. Compliance with the requirements set forth in Section 3.4 above shall be verified by the Company's Executive Board and, if fulfilled, the name of the candidate shall be put to a vote at a meeting of the Company's Board of Directors and their appointment shall be made as provided in the Bylaws and applicable law.

4. COMMITTEES

A. Requirements for Appointing Committee Members

- 4.1. The Company may, at the discretion of the Board of Directors, instate or discontinue advisory committees to the Company's Board of Directors ("Committees"). Such Committees shall comply with the appointment criteria established in this Policy, as well as the guidelines and attributions approved by the Company's Board of Directors upon instatement.
- 4.2. The acting members of the Committees shall not have alternates linked to them.
- 4.3. The appointment of the members of the Committees by the Board of Directors shall take place at the first meeting after the Annual Shareholders' Meeting.
- 4.4. As defined in B3's Novo Mercado Regulations, in the case of the Company's Audit Committee, its composition shall be at least three (3) members, as follows:
- (i) at least one (1) must be an independent director, as defined in B3's Novo Mercado Regulations;
 - (ii) at least one (1) of them must have recognized experience in corporate accounting matters, pursuant to the regulations issued by the CVM that provide for the registration and exercise of the independent audit activity in securities and define the duties and responsibilities of the audited entities in their relationship with the independent auditors; and
 - (iii) the same member of the Audit Committee may accumulate both characteristics provided in subsections (i) and (ii) above.
- 4.5. The election of the members of the Committees by the Board of Directors, whether directors or not, shall comply with the following criteria, in addition to the provisions set forth in Section 4.4 above for the Audit Committee:



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- (i) alignment and commitment to the Company’s values and culture, its Code of Conduct and its internal policies;
- (ii) unblemished reputation;
- (iii) academic background compatible with the duties of the committee or minimum professional experience, having performed similar duties to those to be performed in the role;
- (iv) be free from conflict of interest with the Company; and
- (v) time available to devote appropriately to the role and responsibility assumed, which goes beyond attending meetings and prior reading of documentation.

B. Procedure for Appointing Committee Members

- 4.6. The appointment of candidates as members of the Company’s Committees may be made by any member of the Board of Directors, of the Executive Board, up to fifteen (15) Business Days prior to the meeting of the Board of Directors that will indicate the composition of a new Committee.
- 4.7. The proposal for reelection of Committee members shall be based on their individual annual assessments.
- 4.8. Compliance with the requirements set forth in Section 4.5 above shall be verified by the Company’s Executive Board, also consulting the acting committee coordinator and if such Committee is already instated, and, if the requirements are fulfilled, the name of the candidate shall be put to a vote at a meeting of the Board of Directors and its appointment shall be made by majority vote.

5. MISCELLANEOUS

- 5.1. This Policy and its application must be accompanied by the Company’s Executive Board.
- 5.2. For the purposes of this Policy, “Business Day” means any day on which commercial banks are open for business in the city of São Paulo, State of São Paulo.

6. DURATION

- 6.1. This Policy is effective from the date of its approval and may only be amended by resolution of the Company’s Board of Directors and may be consulted at <https://ri.mitrerealty.com.br>.