

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A.**COMPANHIA ABERTA**

CNPJ/ME Nº 09.229.201/0001-30

NIRE 35.300.350.120

**ATA DE REUNIÃO EXTRAORDINÁRIA DO CONSELHO DE
ADMINISTRAÇÃO
REALIZADA EM 10 DE NOVEMBRO DE 2021**

DATA, HORA E LOCAL: No dia 10 de novembro de 2021, às **14:00** horas, na sede social da GPS Participações e Empreendimentos S.A., localizada na cidade de São Paulo, Estado de São Paulo, na Avenida Miguel Frias e Vasconcelos, nº 1.215, 2º andar, Jaguaré, CEP 05345-000 (“Companhia” ou “GPS”). **PRESENCAS:** Presente a totalidade dos membros do Conselho de Administração da Companhia, a saber, senhores José Caetano Paula de Lacerda, Carlos Nascimento Pedreira, Marcos Luiz Abreu de Lima, Piero Paolo Picchioni Minardi, Luiz Chrysostomo de Oliveira Filho e Otavio Yazbek, os quais participaram remotamente nos termos do parágrafo 3º do artigo 18 do Estatuto Social da GPS e dos parágrafos 1º e 2º do artigo 12 do Regimento Interno do Conselho de Administração. **CONVOCAÇÃO:** Realizada nos termos do parágrafo 1º do artigo 18 do Estatuto Social da Companhia e nos termos do parágrafo único do artigo 9º e do artigo 10º do Regimento Interno do Conselho de Administração. **MESA:** Presidente: José Caetano Paula de Lacerda; Secretário: Cláudio Petruz. **ORDEM DO DIA:** PD.CA_GPS-32-2021: análise, deliberação e aprovação da Proposta para a realização da 2ª (segunda) emissão de debêntures pela Top Service Serviços e Sistemas S.A. (“**Top Service**”), subsidiária da GPS. **DISCUSSÕES E DELIBERAÇÕES:** tendo sido apresentados pelo Senhor Diretor Presidente da GPS os fundamentos da referida Proposta, foram apresentados questionamentos pelos Senhores Conselheiros, os quais foram devidamente esclarecidos pelo Senhor Diretor Presidente da GPS, sendo que, após exame e discussão da matéria, os Conselheiros presentes decidiram aprovar, por unanimidade de votos e sem ressalvas, a realização da 2ª (segunda) emissão de debêntures pela Top Service, em linha com o Plano de Negócios da Companhia e nos termos da Instrução da Comissão de Valores Mobiliários n.º 476, de 16 de janeiro de 2009 (Instrução CVM 476), conforme alterada, com as seguintes características (“Operação”): **a)** debêntures simples; **b)** não conversíveis em ações; **c)** em série única; **d)** com limite de valor de R\$ 1.000.000.000,00 (um bilhão de reais); **e)** para distribuição pública, com esforços restritos de distribuição; **f)** com prazo de até 07 (sete) anos; e **g)** com aval da GPS em garantia, mediante autorização e delegação de poderes à Diretoria da GPS para que tome todas as providências necessárias à realização da Operação, de acordo com as condições

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descritas em material de suporte disponibilizado aos Senhores Conselheiros, ficando ratificados todos os atos até aqui praticados pela Diretoria da GPS voltados à realização da Operação. **LAVRATURA:** Foi autorizada, por unanimidade de votos, a lavratura da presente ata na forma de sumário, com a omissão das assinaturas dos senhores Conselheiros. **ENCERRAMENTO:** Nada mais havendo a tratar, o Senhor Presidente deu por encerrada a Reunião do Conselho de Administração, da qual se lavrou a presente ata para aprovação e assinatura de todos os presentes. São Paulo, 10 de novembro de 2021. **ASSINATURAS:** Mesa: Presidente: José Caetano Paula de Lacerda; Secretário: Cláudio Petruz. Membros do Conselho de Administração: José Caetano Paula de Lacerda; Carlos Nascimento Pedreira; Marcos Luiz Abreu de Lima; Piero Paolo Picchioni Minardi; Luiz Chrysostomo de Oliveira Filho; e Otavio Yazbek.

(confere com o original lavrado em livro próprio)

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José Caetano Paula de Lacerda
Presidente

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Cláudio Petruz
Secretário

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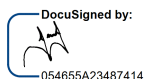
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