

2020 MANAGEMENT REPORT

1. To the shareholders:

We are pleased to submit for your appreciation, the Management Report and Consolidated Financial Statements of TPI - Triunfo Participações e Investimentos S.A. ("Triunfo" or "Company") for the year ended December 31, 2020, in compliance with current accounting practices, accompanied by the Independent Auditors' Report.

1.1 Prospects

2020 was one of the most challenging years in the recent history of the Brazilian economy. The emergence and accelerated expansion of the SARS-CoV-2 virus worldwide, which led to the subsequent recognition of the global pandemic situation by WHO, has significantly changed social relations and global economic flows.

In Brazil, the pandemic has led several state and municipal authorities to adopt measures restricting the movement of people, as well as the eventual restriction of commerce. These measures, despite being necessary to keep the level of availability of the health system under control, bring about a slowdown in economic activity, generating direct and adverse negative effects on our operations, especially toll road and airport operations.

In this sense, toll road operations witnessed a reduction in the volume of vehicles as compared to the previous year. It should be noted that the highest impact was concentrated in the reduction in the volume of light vehicles, while heavy vehicles continued to evolve throughout 2020 compared to 2019. Since Econorte's results were impacted in 2019 due to the suspension of the Jacarezinho toll tariff, we present the table below with and without this concessionaire:

| Paying Vehicles on Equivalent Axles | Light Vehicles | | | Heavy Vehicles | | | Total Vehicles | | |
|--|-----------------------|---------------|---------------|-----------------------|---------------|-------------|-----------------------|----------------|--------------|
| <u>In thousand of Vehicles</u> | 2020 | 2019 | Var% | 2020 | 2019 | Var% | 2020 | 2019 | Var% |
| Concebra | 30,649 | 34,754 | -11.8% | 54,879 | 51,107 | 7.4% | 85,528 | 85,861 | -0.4% |
| Concer | 10,139 | 12,544 | -19.2% | 10,733 | 11,224 | -4.4% | 20,873 | 23,768 | -12.2% |
| Econorte | 3,747 | 4,113 | -8.9% | 8,625 | 5,724 | 50.7% | 12,372 | 9,837 | 25.8% |
| Transbrasiliana | 6,786 | 7,655 | -11.3% | 16,770 | 15,997 | 4.8% | 23,556 | 23,651 | -0.4% |
| Total | 51,321 | 59,065 | -13.1% | 91,008 | 84,052 | 8.3% | 142,329 | 143,117 | -0.6% |
| Total without Econorte | 47,574 | 54,952 | -13.4% | 82,383 | 78,328 | 5.2% | 129,957 | 133,280 | -2.5% |

In airport operation, the impact resulting from Covid was also significantly felt, especially in the first months of the pandemic when there was a drastic reduction in the number of commercial flights recorded. When comparing the months of March and April 2020 with the same months in 2019, we can see a 31.3% and 82.2% decrease in the number of passengers, respectively. In 2020 the total volume of passengers was 6.7 million, 36.6% below the 10.6 million passengers in 2019.

However, Triunfo and its concessionaires responded quickly and effectively early in the pandemic to plan and adopt measures to contain the negative effects caused by the pandemic in its operations, especially with a view to maintaining the balance of cash flow by adopting measures for tightening costs, seeking to preserve the service level in its activities without giving up the preservation of the jobs of its professionals.

An important action in the search for balance of cash flow at the beginning of the pandemic was the renegotiation with financial creditors, resulting in the temporary suspension or reduction of debt service. Such measures were adopted at Concer with Santander, Banco do Brasil and Itaú banks and at Concebra and Transbrasiliana with BNDES. Viracopos strictly kept up to date the payment of financial creditors in compliance with what was agreed in the respective financing agreements.

It is worth mentioning that toll road and Viracopos airport concession agreements feature assured economic and financial rebalancing in the event of fortuitous events or force majeure, such as the case of COVID-19 pandemic. Thus, the revenue loss and consequent changes in cash flow during the crisis period are expected to be offset pursuant to the provisions of each agreement through the analysis and definition together with the Granting Authority. The right to rebalance was corroborated by Opinion No. 261/2020 of AGU - Office of the General Counsel for the Federal Government.

Even in the adverse scenario faced in 2020, we had great advances in the financial context, with the reduction of the company's leverage as well as the renegotiation of a large part of financial liabilities. In the toll road segment, for example, we highlight the settlement of Econorte's Bank Credit Note with a discount of approximately 70% of its face value in addition to the amortizations made in the period by the subsidiaries.

It should be remembered that at the end of 2019, Out-of-Court Recovery Plans of Triunfo and some of its subsidiaries were canceled, due to judicial appeals filed by dissident creditors and accepted by the 1st Reserved Chamber of Corporate Law of the São Paulo Court of Justice. However, we have resumed bilateral negotiations to revalidate the effects of Out-of-Court Recovery (RE) with the creditors involved, and especially dissident creditors. It is worth mentioning that with the cancellation of the RE effects, the effects of the reverse auction were also canceled. At the end of 2020, we concluded most part of negotiations to revalidate or even increase the discounts achieved in the reverse auction, resulting in the settlement of a significant volume of Triunfo and Concer's debts with an effective discount of R\$ 99.0 million.

In addition, in 2020 we concluded an important event in the process of returning the Viracopos international airport, which was the lifting of the Judicial Recovery (RJ) of the asset, with a decision rendered in December 2020. This was a condition precedent to proceeding with the re-auctioning process, consequently for the materialization of our right to indemnity for non-depreciated fixed assets and for the recognition of claims for rebalancing through arbitrations, which we believe will provide important liquidity to the company, when closed.

As for Viracopos, it should also be noted that the airport's cargo terminal was voted the 3rd best in the world in 2020 in an award granted by Air Cargo World and that the airport was again voted the best in Brazil in 2019 for the 13th time.

As subsequent relevant events, we highlight the 717-day extension of the concession term obtained at Concer, validating our right, which we have been claiming since mid-2016. The decision was made by the Federal Regional Court of the 1st Region, which partially granted two requests for interlocutory relief to ensure the continuity of Concer concession agreement, in order to rebalance the impacts caused by Covid and the Federal Government non-compliance with the 12th amendment that included the obligations for the construction of Nova Subida da Serra.

In addition, an important subsequent event took place in March 2021, when the Federal Regional Court of the 1st Region granted, by unanimous decision, Transbrasiliana Appeal that authorizes the beginning of the duplication works of lots 01 and 03, and the subsequent rebalancing of the toll tariff to R\$ 7.70 based on a previous technical note that will be updated.

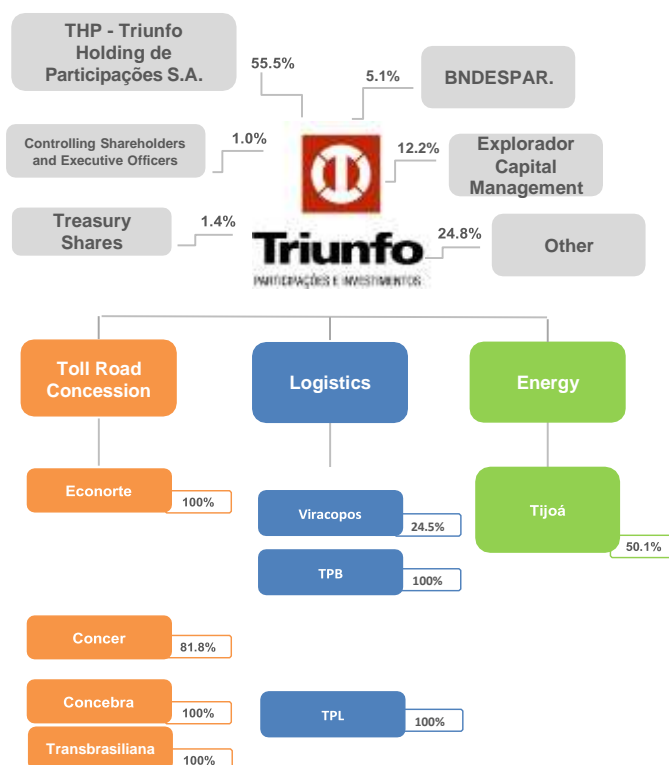
In 2020, the Company had entered into a new contract with an affiliate of BlackRock Global Energy & Power Infrastructure Funds for the sale of our stake in Tijoá, which owns the operations of the Três Irmãos Hydroelectric Power Plant. However, in January 2021, the contract was terminated because it did not reach the closing conditions within the given period.

On the administrative side, we continue in a relentless pursuit to improve our governance processes and in 2020 we kicked-off a process of detailed review of all our policies and regulations, with emphasis on our risk management policy.

As a result, we highlight that 2020, despite being challenging, was positive for the company in virtually all of its fronts, with reduced leverage, lengthening of the debt profile, renegotiation with creditors, confirmation of its rights and addressing the search of its indemnities.

2. Corporate Profile

Corporate structure 12/31/2020 - Simplified organization chart



We are one of the main Brazilian companies in the infrastructure sector, with a solid footprint in the toll road concession, airports and power generation segments. Our business is the management of public services through concessions and/or authorizations. We are listed in Novo Mercado segment since 2007, the highest level of Corporate Governance at B3. We focus our work on the search for businesses capable of generating progress and the improvement of the national infrastructure, always keeping in mind the adequate financial return to shareholders, complying with good environmental and social practices.

In the toll road concession segment, we are in charge for managing four concessions in the south, southeast and mid-west of the country, totaling 2,019.5 km of toll roads: Concer, Concebra, Econorte and Transbrasiliana. In the logistics segment, we are present through the management of Viracopos International Airport, in Campinas, São Paulo. In the energy segment, together with Furnas, the jointly controlled company Tijóá is responsible for the operation and maintenance of Três Irmãos Power Plant, in São Paulo.

Consolidation of Subsidiaries 2020

| Company | Stake | Company | Type of Consolidation |
|--|--------|--------------------|-----------------------|
| Toll Road Concessions | | | |
| Concer | 81.8% | Subsidiary | 100% Consolidation |
| Econorte | 100.0% | Subsidiary | 100% Consolidation |
| Transbrasiliana | 100.0% | Subsidiary | 100% Consolidation |
| Concebra | 100.0% | Subsidiary | 100% Consolidation |
| Energy Generation / Trading / Operation and Maintenance/ Administration/Airport Operation | | | |
| Tijoa | 50.1% | Jointly Controlled | Not consolidated |
| Viracopos | 24.5 % | Jointly Controlled | Not consolidated |

3. 2020 key highlights:

- February: approval of Viracopos' judicial reorganization plan at a general meeting of creditors. The agreement provided for the re-auctioning of the concession asset as well as the return conditional on the settlement of all debts of Viracopos and its shareholders.
- March: State of Public Calamity recognized by the National Congress due to the Coronavirus pandemic. The Company starts the implementation of contingency plan measures to protect the health of its professionals and family members, service providers, users and society in general;
- April: Concebra submitted a request for re-auctioning the concession due to the economic and financial imbalances generated over the course of the concession agreement;
- June: ANTT's decision to reduce Concebra's toll tariff by 37.32%;
- July: (i) promulgation of the decree for the qualification of Viracopos international airport for purposes of re-auctioning and; (ii) Econorte's meeting of debenture holders approved the renegotiation of the payment flow for the third issue of debentures;
- December: (i) Termination of the Viracopos Judicial Reorganization Regime (ii) ratification of the annual adjustment of Econorte's basic toll tariff at 7.60%; (iii) first instance judicial decision that partially upheld the Indemnity Action filed by the Company against CESCEBRASIL Seguros de Garantia e Créditos S.A. in the amount of R\$ 11.5 million plus inflation adjustment since December 31, 2019 and interest in arrears of 1% per month; (iv) conclusion of most part of the negotiations to revalidate or even increase the discounts obtained in the reverse auction, resulting in a reduction in the indebtedness of Triunfo and the subsidiary Concer, with an effective discount of R\$ 99.0 million.

4. Operating Performance

| Operational Data 2020 | | | |
|--|----------------|----------------|--------------|
| Road Traffic | | | |
| Equivalent Paying Vehicles (in thousands) | 2020 | 2019 | Var% |
| Concer | 20,873 | 23,768 | -12.2% |
| Econorte | 12,372 | 9,837 | 25.8% |
| Transbrasiliana | 23,556 | 23,651 | -0.4% |
| Concebra | 85,528 | 85,861 | -0.4% |
| Total Equivalent Traffic | 142,329 | 143,117 | -0.6% |
| Total Equivalent Traffic (without Econorte) | 129,957 | 133,280 | -2.5% |

In the period, the total of equivalent paying vehicles reached 142.3 million, 0.6% lower as compared to 2019, as a result of the coronavirus pandemic that negatively affected all group's toll plazas. This effect was partially offset by Econorte's stronger result in 2020, since the 2019 performance was impacted by lawsuits involving the concessionaire, which resulted in the suspension of toll collection at the Jacarezinho toll plaza until August 2019, when the collection was resumed with the end of the effects of the injunction issued under the action against misconduct in public office.

5. Economic and Financial Performance

Financial Statements

| (R\$ thousand) | 2020 | 2019 | Var. % |
|---|------------------|------------------|---------------|
| Gross Operating Revenue (GOR) | 1,049,996 | 1,074,812 | -2.3% |
| Revenues from Toll Roads | 926,261 | 967,627 | -4.3% |
| Construction of Assets | 112,319 | 96,796 | 16.0% |
| Other Revenues | 11,416 | 10,389 | 9.9% |
| Gross Revenue Deductions | (80,889) | (84,306) | -4.1% |
| Net Operating Revenue (NOR) | 969,107 | 990,506 | -2.2% |
| Operating Costs | (881,232) | (875,262) | 0.7% |
| Toll Roads Operation and Maintenance | (209,103) | (197,876) | 5.7% |
| Maintenance Cost - IAS 37 | (14,607) | (45,023) | -67.6% |
| Construction Cost | (111,753) | (96,254) | 16.1% |
| Personnel Cost | (100,307) | (104,101) | -3.6% |
| Depreciation & Amortization | (405,013) | (389,683) | 3.9% |
| Regulatory Agency Costs | (40,449) | (42,325) | -4.4% |
| Gross profit | 87,875 | 115,244 | -23.7% |
| Operating Revenues (Expenses) | 143,419 | (129,409) | n/c |
| General and Administrative Expenses | (64,458) | (85,523) | -24.6% |
| Management Compensation | (13,348) | (19,214) | -30.5% |
| Personnel Expenses | (34,474) | (41,135) | -16.2% |
| Depreciation & Amortization | (18,712) | (16,584) | 12.8% |
| Other Operating Revenues (Expenses) | 241,568 | 3,008 | 7930.9% |
| Equity Income | 32,843 | 30,039 | 9.3% |
| Profit Before Financial Income | 231,294 | (14,165) | n/c |
| Financial Result | (14,501) | (312,518) | -95.4% |
| Financial Revenues | 157,764 | 14,712 | 972.3% |
| Financial Expenses | (172,265) | (327,230) | -47.4% |
| Exchange variation | - | - | n/c |
| Profit before taxes | 216,793 | (326,683) | n/c |
| Income Taxes | (48,219) | 110,248 | n/c |
| Current Taxes | (12,473) | (3,914) | 218.7% |
| Deferred Taxes | (35,746) | 114,162 | n/c |
| Interest of Non-Controlling Shareholders | 20,778 | 23,810 | -12.7% |
| Income (Loss) for the Year | 189,352 | (192,625) | n/c |

Dividend Basis

| (R\$ thousand) | 2020 | 2019 | Var. % |
|--|----------------|------------------|------------|
| Income (Loss) for the Year | 189,352 | (192,625) | n/c |
| Compensation for Accumulated Losses | (173,424) | (2,590) | n/c |
| Income (Loss) after compensation | 15,928 | (195,215) | n/c |
| Legal Reserve (5%) | (796) | - | n/c |
| Amount realized from revaluation reserve | 13,472 | 21,791 | -38.2% |
| Dividend Basis on Income (Loss) | 28,604 | (173,424) | n/c |

a) Operating Revenue

The consolidated gross operating revenue showed a 2.3% drop in 2020, from R\$1,074.8 million to R\$1,050.0 million, impacted by the effects of the Coronavirus pandemic and the 37.32% tariff reduction in Concebra concessionaire. It is worth noting that these effects were partially offset by the reopening of Jacarezinho toll plaza and the increase in Econorte's toll tariff (7.6%) as previously mentioned. Net operating revenue showed a similar change, rising to R\$ 969.1 million.

b) Operating Costs

The main items that make up our operating costs are: (i) operation and maintenance of toll roads; (ii) construction cost of concessions; (iii) personnel costs; (iv) depreciation and amortization; and (v) regulatory agency costs. Operating costs amounted to R\$ 881.2 million, 0.7% higher versus the previous year (R\$ 875.3 million), which is lower than the amount resulting from applying the IPCA variation for 2020 (4.52%) on what was recorded in 2019, due to the temporary tightening of operating expenses adopted by the Company.

c) Operating Revenues (Expenses)

Operating revenues (expenses) are represented by expenses with facilities and administrative and consultancy services, personnel expenses, management compensation, in addition to other revenues, extraordinary expenses, depreciation and amortization.

In 2020, the operating revenues (expenses) account recorded a positive amount of R\$ 143,4 million, while in 2019 it had a negative result of R\$ 129,4 million. This change occurred mainly due to the review of accounting balances of the provision for Concebra maintenance, which in December 2020 determined the full reversal of the amount previously provisioned, since the amounts were no longer in line with the concession friendly return scenario (re-auctioning). The reversal had a positive impact of R\$ 141.8 million, net of deferred taxes.

It is worth noting that for expenses affecting cash flow (general and administrative expenses, management compensation and personnel expenses), the Company recorded consistent reductions in 2020 as compared to 2019, reflecting the effort made in all the companies of the group to reduce expenses.

d) Financial Result

Financial result comprises interest, inflation adjustment, remuneration paid to the Company's creditors, offset by financial revenues. In 2020, consolidated financial result was a negative R\$ 14.5 million, 95.4% lower than 2019. This result mainly stems from the settlement of several debts of Triunfo and its subsidiaries, such the settlement of Econorte CCB with a discount of approximately 70%, resulting in the reversal of the provision for interest in the amount of R\$ 28.2 million. Also recognized in the December 2020 result were the effects of the settlements of debts of the parent company and Concer that had been paid under the Reverse Auction in 2018, but were pending a court decision or formalization of the direct negotiation with the creditors, resulting in an effective discount of R\$99.0 million. Additionally, the amount of R\$ 20.1 million was recognized, referring to the debt remission of Concebra subsidiary related to Sub-credit B with BNDES, proportional to the amortization made in Sub-credit A.

Also noteworthy is the significant reduction in financial expenses (47.4%) due to the reduction in indebtedness, mainly related to Concer's senior creditors and Econorte's debentures, as well as the decrease in interest rates.

a) Net Income for the Year

Due to the aforementioned factors, the Company recorded a net income in the amount of R\$ 189.4 million in 2020, compared to an R\$ 192.6 million loss in 2019. Considering the realized portion of the revaluation reserve, the recognition of a legal reserve and deducting accumulated losses in other periods, the base dividend result for the period totaled a profit of R\$ 28.6 million.

b) Debt Profile and Indebtedness

As of December 31, 2020, gross indebtedness amounted to R\$ 1,811.5 million, down 11.2% as compared to 2019, mainly due to the reduction in the indebtedness of the holding and some subsidiaries as a result of the renegotiation of the debts mentioned above. Net debt, in turn, recorded a 9.6% decrease, with the impact of the reduction in cash and cash equivalents over the year. The Company's detailed indebtedness can be found in the Financial Statements, in notes 15. Loans and financing, 16. Debentures and 17. Promissory Notes.

| Indebtedness | | | |
|---------------------------|------------------|------------------|---------------|
| (R\$ thousand) | 2020 | 2019 | Var. % |
| Short-term indebtedness | 619,545 | 641,617 | -3.4% |
| Long-term indebtedness | 1,191,988 | 1,399,221 | -14.8% |
| Gross Debt | 1,811,533 | 2,040,838 | -11.2% |
| Cash and cash equivalents | 69,678 | 114,968 | -39.4% |
| Net Debt | 1,741,855 | 1,925,870 | -9.6% |

(i) including loans and financing, promissory notes, debentures, leases and derivative financial instruments.

6. Human Resources

For us, human capital is a key factor in the execution of our business strategy. Thus, the People Management Policy is aimed at guiding labor relations in all Triunfo companies, setting seven dimensions: attractive environment, equal opportunities, ethical and transparent conduct, development of skills, fair and competitive compensation, health and safety at work and freedom of association and collective bargaining.

Qualification, performance and safety of its professionals are key requirements to enable us to provide services of excellence, and throughout 2020, 42,438 hours of training were carried out. Providing employees with a healthy work environment, in addition to ensuring the possibility of developing skills, are assumptions always included in our activities. In 2020, the companies in the toll roads segment and the Company employed 3,737 people (direct and indirect employees), a 27.54% change versus the same basis in the previous year.

We reached the end of 2020 immersed in the global crisis resulting from the new coronavirus pandemic, an event of such magnitude that it quickly changed the ways we work, consume, live. In this context, it is worth highlighting the efforts of Triunfo Participações e Investimentos to combat the spread of the disease and its effects, together with all other sectors of society.

We started with the care given to professionals from all Triunfo companies, our most important asset. Following the recommendations of health authorities, we acted quickly to protect teams dedicated to essential operations, reinforcing personal protective equipment and guidelines with a focus on prevention. In a few days, we adapted our processes so that people dedicated to administrative activities could work from home, contributing to the social distance. We expanded the monitoring of health conditions for both risk groups and professionals who remained on the front lines, in contact with different audiences - in order to identify symptoms and provide fast and effective care in case of contamination. Redoubled attention, too, was given to the users of our roads. In full compliance with the guidelines of regulatory agencies, we intensified the hygiene and disinfection procedures of the facilities, encouraged the use of automatic collection devices in the toll plazas - thus avoiding contact between professionals and drivers -, and expanded the platforms for communication with the different audiences that use our services.

On another front, we have stood by the communities where we operate, seeking to support both health institutions and professionals and the groups most vulnerable to the interruption of economic activity caused by quarantine. We are sure that the partnerships signed during this period, through donations and local articulation, have strengthened our relationship with local communities, further enhancing the social and economic benefits of our operations. Once again, Triunfo Participações e Investimentos has stood by the Brazilian society, willing to do its best for our country -

and the world - to overcome this situation as soon as possible.

7. Sustainability

Anchored in the commitment to sustainability, Triunfo Participações e Investimentos, strengthens year after year its ethical and integrity principles, which support the search for balance between financial results, care for the environment and social responsibility.

Thus, the company develops a series of preventive initiatives, aimed at ensuring the most correct conduct of procedures and compliance with the established rules, with an emphasis on training professionals and providing guidance to business partners who relate to Triunfo companies. The strengthening of the integrity system keeps the Company increasingly connected to the principles of the Global Compact - an international movement to which the Company is a signatory - as well as to the 2030 Agenda and the Sustainable Development Goals (SDGs) that are part of it. This connection also drives the Company to continue developing social and environmental projects with the communities in which it operates, such as the "Protection Agents", an initiative of Triunfo Transbrasiliana with a focus on tackling the abuse and sexual exploitation of children and adolescents on the roads, triple recognized in the SDG Global Compact Award, as one of the best practices in the country inspired by (SGD), Childhood Brasil and Ozires Silva Award for Sustainable Entrepreneurship. Other social projects developed by other Triunfo companies and also by the Triunfo Institute in different regions of Brazil, demonstrate the potential for community engagement and social and economic transformation enabled by corporate social responsibility actions.

Likewise, the respect for the environment permeates all of the Company's activities, which is compliant with current legislation, a commitment to the rational consumption of natural resources and the minimization of any negative impacts derived from its operations on the ecosystem.

Governed by Triunfo Sustainability Policy and the guidelines derived from it, the teams materialize these commitments and the corporate strategy, so that human capital is the Company's main asset. The appreciation of professionals remained at the core of the management model adopted, being reflected in initiatives aimed at health and safety, training and promotion of diversity. Adequate and satisfactory working conditions, as well as opportunities for development, with mutual respect, form the basis of the relationship established with each person who is dedicated to the Triunfo business.

All these achievements reinforce the belief that we are on the right track, focused on delivering smart solutions in infrastructure to Brazil, a mission imprinted in our DNA.

We have chosen to develop our business through economic-financial sustainability, which is paramount to the fulfillment of the company's social, environmental, and corporate governance guidelines.

8. Investments

Aiming to prioritize liquidity and improve the Company's capital structure, we have implemented actions to dispose of assets, aiming to provide funds and reduce the level of indebtedness. Among the investments, we assigned Aeroportos Brasil for sale and since the beginning of 2017 we assigned Tijoá and CSE for sale.

On August 01, 2019 was celebrated a share purchase and sale agreement with Blackrock Global Energy & Power Infrastructure Funds with the goal of selling 100% of the Company's interest directly and indirectly, in companies Juno, Tijoá and CSE. On January 04, 2021, the purchase and sale contract of the aforementioned companies was terminated. Without the conclusion of the sale process and in view of current situation of Company's Capital Structure, investments in Tijoá and CSE are presented below:

Since June 30, 2017, investments in the jointly controlled company Aeroportos Brasil remain written off for loss, due to the impossibility of measuring its recoverable value until the completion of sale of the asset or the return of Viracopos concession to the granting authority.

As of December 31, 2020, investments in subsidiaries were as follows:

| Investment | Stake % | Permanent investments 12/31/2020 |
|--|---------|-------------------------------------|
| Econorte | 100.00% | 42,015 |
| Concebra | 100.00% | 313,256 |
| Concer | 81.84% | 56,447 |
| Dable | 100.00% | 182,412 |
| TPI-Log | 100.00% | 78,878 |
| TPL | 100.00% | 34,497 |
| Tijoá/CSE | 50.1% | 29,965 |
| Other assets | - | 47,673 |
| Total Investments | | 785,143 |
| Concepa | 100.00% | 3,801 |
| Other | 52.50% | 46 |
| Total provision on subsidiaries overdue liabilities | | 3,847 |
| Total Net Investments | | 781,296 |

9. Corporate governance

As a company participating in Novo Mercado, a segment that includes companies with the most stringent governance standards of the São Paulo Stock Exchange (B3), we believe that the adoption of the best Corporate Governance practices is key to the strategic and efficient management of the business.

Our structure comprises the Board of Directors, the Executive Board and the Fiscal Council.

The Board of Directors is the company's collective decision-making body responsible for establishing general business policies and guidelines, including its long-term strategy and the control and overseeing of the company's performance. It is also responsible for overseeing the management of the Executive Board. The Board of Directors comprises six members, two of whom are independent, with a two-year term of office, ending in April 2021.

The Executive Board, is comprised by four members, and is responsible for the management and execution of the business, guided by the resolutions of the Board of Directors. Executive Officers have individual responsibilities and are appointed by the Board of Directors, also for unified two-year term in office and may be re-elected. The current term in office of Officers will end in May 2021.

Triunfo's Fiscal Council was established in 2010 on a non-permanent basis, with its members elected annually by the Shareholder's Meeting. It comprises three effective members, whose main responsibility is to supervise Management activities and analyze the Company's financial statements, reporting their findings to the shareholders.

The investiture of the members of the Executive Board, the Board of Directors and the Fiscal Council is subject to the prior signing of the Management's Instrument of Commitment, as provided for in B3's Novo Mercado Regulation.

We remain in constant search for the best market practices, and we believe that our success is based on principles of integrity and respect. In our view the corporate world can greatly contribute to the fight against fraud and corruption, so the implementation of a robust program is a key step in cooperating with the country's efforts on this front.

The Company has a Compliance Program, which features several mechanisms to prevent, detect, stop and remedy any conduct in non-compliance with the procedures, policies, rules and laws. Such mechanisms are in compliance with the anti-corruption legal provisions in force in Brazil, especially Law No. 12.846/13 (provides for the administrative and civil accountability of legal entities for the practice of acts against the public administration, whether domestic or foreign, and makes other provisions), as well as Decree No. 8.420/15 that regulated it.

We have an array of corporate policies, such as Code of Conduct, Anti-Corruption Policy, Policy on Transactions with Related Parties, Integrity Committee Regulation, among other policies, in addition to internal procedures that contribute to the prevention of fraud and illegal acts against the Company, third parties and Public Administration.

Both the Code of Conduct and the Anti-Corruption Policy are introduced in the on-boarding program and reinforced at least once a year, through internal communication and training, to all directors, officers, managers, employees, interns and young apprentices. In addition, such documents are signed by third parties who do business with the Company.

We have a Confidential Hotline operated by a third party company, independent and specialized in the matter, ensuring anonymity and the forwarding of all complaints received to the members of the Integrity Committee.

Comprising four members, the Integrity Committee was formally approved by and reports directly to the Board of Directors. Among its duties are the investigation of complaints reported through the Confidential Hotline, discussion of disciplinary measures, in addition to being consultative, normative and multidisciplinary in order to ensure the adequacy, strengthening, and functioning of the Compliance Program.

As provided for in the Code of Conduct "in Triunfo companies, no form of retaliation against the professional who makes a report is tolerated". Therefore, hotline is absolutely confidential, available 24 hours a day, 365 days a year.

We are always in search for continuous improvement of the Compliance Program, therefore it is constantly refined, by means of permanent management of risks, indicators, mapping of processes, monitoring, tests of the effectiveness of internal controls, internal and external audits, in addition to the follow-up of rules, laws, and market practices.

The Compliance and Internal Audit areas are merged, reporting to the CEO and the Board of Directors. Internal Audit activities are:

- Prepare and execute the annual audit plan, in compliance management guidelines.
- Assess the company's environment for internal control, focusing on the risks with impact on the Financial Statements.
- Check compliance with policies, procedures, rules, among others.
- Issue a report of recommendations related to any distortions and points of improvement found.

The independent audit (BDO RCS Auditores Independientes - S.S.) applies accountability procedures to shareholders and investors. In line with good corporate governance practices and in compliance with the provisions included in CVM Instruction 381/03, we inform that the Independent Auditors did not provide any other type of service other than those related to the audit. Fees related to fiscal year 2020 for the Company and its toll road operations amounted to R\$ 675 thousand.

In addition, in compliance with CVM Instructions, accounting standards and the Policy on Transactions with Related Parties, the Company informs the market on a quarterly basis, through the Financial Statements, and on an annual basis, through the Reference Form, all the agreements entered into between the companies of Triunfo Group and its related parties, effective on December 31 of the previous year.

More information and details on corporate governance can be found on the website, through the address

www.triunfo.com/governanca-corporativa

10. Capital Markets

Since our IPO in 2007, we have joined Novo Mercado, B3's highest standard of Corporate Governance. Common shares are traded under TPIS3 ticker and closed 2020 at R\$ 2.33, with an average daily trading volume of R\$ 2,179.5 thousand or 1,203.1 thousand shares. The total number of common shares is 176 million and our market cap at the end of 2020 was R\$ 410.1 million.

11. Dividends

Our Bylaws ensure a minimum annual dividend corresponding to 25% of net income, determined in the financial statements. The annual announcement of dividends requires approval at the Annual Shareholder's Meeting by majority vote of our shareholders and is contingent on several factors such as operating results, financial condition, cash requirements, future prospects, among others. For the year ended December 31, 2020, base dividend profit amounted to R\$ 28.6 million.

12. Investor Relations

Shareholders, investors and market analysts have information available on the website www.triunfo.com/ri. In addition, contact can be made via email: ri@triunfo.com or by phone +55 11 2169 3999. We believe that transparent communication of results is critical for the financial community to be able to make a correct analysis of our activities.

13. Acknowledgements

We take this opportunity to thank our shareholders, users, service providers and, particularly, our professionals, who help so much in our growth, for one more year of work dedicated to the Company.

**TPI - TRIUNFO PARTICIPAÇÕES E
INVESTIMENTOS S.A.**

Independent auditor's report

**Individual and consolidated financial
statements
As of December 31, 2020**

TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.

**Individual and consolidated financial statements
As of December 31, 2020**

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INDEPENDENT AUDITORS' REPORT ON THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders, Board of Directors and Management of
TPI - Triunfo Participações e Investimentos S.A.
São Paulo - SP

Qualified opinion

We have audited the consolidated financial statements of **TPI - Triunfo Participações e Investimentos S.A.** ("**Company**"), identified as parent company and consolidated, respectively, comprising the individual and consolidated balance sheet as of December 31, 2020 and the respective individual and consolidated statements of income, of comprehensive income and of changes in equity and of cash flows for the year then ended, as well as the accompanying notes, including a summary of key accounting practices.

In our opinion, except for the potential effects of the matters described in the next section under "Basis for qualified opinion" the aforementioned financial statements properly present, in all material respects, the individual and consolidated equity and financial position of **TPI - Triunfo Participações e Investimentos S.A.** as of December 31, 2020, the individual and consolidated performance of its operations and its cash flows, for the year then ended, in compliance with accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by *International Accounting Standards Board* (IASB).

Basis for qualified opinion

Investigations and other legal proceedings being conducted by public authorities

As described in Note 1.3 to the individual and consolidated financial statements, the Company's Board of Directors established an Independent Committee to coordinate an internal investigation aimed at investigating the events reported in the search and seizure warrants, carried out by the Federal Police, at TPI - Triunfo Participações e Investimentos S.A. headquarters and its subsidiaries Empresa Concessionária de Rodovias do Norte S.A. - Econorte ("Econorte") and Rio Tibagi Serviços de Operações e Apoio Rodoviário Ltda. ("Rio Tibagi"), on February 22 and September 26, 2018.

The search and seizure warrants were served based on the orders of the Judges of the 13th and 23rd Federal Courts of Curitiba within the scope of Integration Operation, investigates the charges of criminal acts involving businessmen and public agents, fueled by alleged overbilling in the collection of tolls in the public toll road concessionaires in the state of Paraná. The order of the 23rd Federal Court of Curitiba includes witness immunity agreements under which unlawful acts practiced in the performance of the concession agreement by executives and former executives of the Company and its subsidiaries Econorte and Rio Tibagi were reported. According to the Federal Prosecution Office (MPF) there is evidence of materiality and indications of authorship of the practice of active and passive corruption, money laundering, bid rigging, embezzlement, and criminal association.

The Independent Committee, together with the firms hired to conduct the internal investigations, completed their work on April 29, 2019 and informed to the Board of Directors the factual results from the investigative procedures, work limitations and finally the recommendations for improving the Anticorruption Compliance program of the Company and its subsidiaries. However, investigations conducted by public authorities involving executives and former executives of the Company and subsidiaries Econorte and Rio Tibagi are still in progress.

Accordingly, due to the fact that investigations and other procedures conducted by the public authorities are still ongoing, it has not been possible, so far, to conclude whether any adjustments would be necessary in the individual and consolidated financial statements as of December 31, 2020.

We conducted our audit in compliance with Brazilian and international standards on auditing. Our responsibilities under those standards are described in the following section entitled "Auditor's responsibilities for the audit of the financial statements". We are independent of the Company in compliance with the relevant ethical principles set forth in the Code of Professional Ethics for Accountants, the professional standards issued by Brazil's Federal Accountancy Board (CFC) and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Relevant uncertainty regarding going concern basis

The Company and its direct and indirect subsidiaries **Companhia de Concessão Rodoviária Juiz de Fora - Rio S.A.**, **Concebra - Concessionária das Rodovias Centrais do Brasil S.A.** and **Transbrasiliana Concessionária de Rodovia S.A.**, have negative exposure to net working capital and/or have been failing to meet their financial obligations and, in the case of concessionaires, the investments established in their respective concession agreements. The concession agreement for subsidiary **Concessionária de Rodovias do Norte S.A. - Econorte** expires in November 2021, with no indication of renewal or extension of the contractual term to date. As detailed in Notes 1 and 15 to the individual and consolidated financial statements, the Company's Management has been taking actions to keep them in the normal course of its operations, making capital contributions, disposing of assets and implementing plans for out-of-court recovery, which have been challenged and have not been ratified at all the required hierarchical levels and discussions with the granting authority, as disclosed in Note 20. These events or conditions indicate the existence of relevant uncertainty, which could raise doubts about the capacity of the Company and its subsidiary concessionaires to continue as a going concern. Our opinion does not contain changes related to this matter.

Emphasis of matter

Uncertainties arising from arbitration, re-auctioning, actions and negotiations conducted by subsidiaries, aimed at achieving the economic and financial balance of their operations.

We call attention to notes 1, 16 and 30 that describe arbitration, re-auctioning, other actions and negotiations that are being conducted by direct and indirect subsidiaries, for achieving economic and financial rebalancing of their operations, through adjustments to the concession agreements and adjustment of the debt profile to cash generation.

This set of actions, still in progress, may generate consequences and results that may lead to the need for future review, both by the Company and its subsidiaries, of the assumptions adopted until then and, accordingly, the provision of prospective adjustments in their financial statements. Our opinion does not contain changes related to this matter.

Restatement of corresponding amounts

Financial statements for the year ended December 31, 2019, presented for comparison purposes, under the title of "restated", were originally audited by us and we issued a report with a change of opinion related to Investigations and other legal procedures conducted by public authorities and paragraph of relevant uncertainty regarding the Company and its subsidiaries ability to remain as a going concern, dated March 11, 2020.

As described in Note 2.7, the Company's individual and consolidated financial statements as of December 31, 2019 are being restated in compliance with CPC 31 - Non-Current Assets Held for Sale and Discontinued Operation (IFRS 5). Our opinion does not contain changes related to this matter.

Key audit matters (KAM)

Key Audit Matters (KSM) are those that, in our professional opinion, were the most significant in our audit of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in the formation of our opinion on such financial statements and, therefore, we do not express a separate opinion on these matters.

Investments in direct and indirect subsidiaries

As described in Note 12 to the financial statements, investments in direct and indirect subsidiaries operating in the Toll Road Concession segment represent approximately 57% of the total assets recorded in the Company's financial statements as of December 31, 2020.

In addition to assessing impairment on investments in the parent company, the following main accounting estimates seen in the subsidiaries were considered critical:

- Provisions for contingencies;
- Arbitration proceedings and other ongoing discussions with the granting authority in the search for economic and financial rebalancing of the concession agreements;
- Deferred income tax and social contribution;
- Impairment of intangible assets;

As such estimates involve inherent uncertainties, they were considered areas of audit attention.

Audit response on the matter

Audit procedures related to critical accounting estimates adopted by the subsidiaries, among others, included:

- Integration between audit teams in order to discuss the identified audit risks, the focus, scope and timing of work between the Company and each subsidiary;
- Assessment, by our specialists, of the impairment methodology used by Management in compliance with the requirements of CPC 01 (R1) / IAS 36;
- Analysis, by our specialists, of the adopted assumptions and calculation methodology with the considerations of forecasts in view of the scenario of the Covid-19 pandemic;
- Analysis, by our specialists, of the bases, assumptions and calculations applied in the setting of deferred tax provisions;
- Comparing forecasts approved by Management with budgets used by the Company to determine the recoverability of intangible assets and deferred taxes;
- We made inquiries and corroborated the main assumptions adopted by the Management with sector information;
- Assessment of disclosures made in related notes;
- Discussion with the Company's lawyers and legal advisors and obtaining formal representation for the positions presented.

Based on the result of the audit procedures described above, we consider that the assumptions and methodologies adopted for the analysis and measurement of accounting estimates are adequate to mitigate the inherent risks, considering the individual and consolidated financial statements taken as a whole.

Other matters

Statements of Value Added (SVA)

The individual and consolidated Statements of Value Added (SVA) for the year ended December 31, 2020, prepared under the responsibility of the Company's Management, and presented as supplementary information for IFRS purposes, have been submitted to auditing procedures performed jointly with the audit of the Company's financial statements. For the purposes of forming our opinion, we assess whether these statements are reconciled with the financial statements and accounting records, as applicable, and if their form and content comply with the criteria set forth in Technical Pronouncement CPC 09 - Statement of Added Value. In our opinion, except for the possible effects of the matters described in the section below entitled "Basis for qualified opinion", such statements of value added have been properly prepared, in all material respects, according to the criteria defined in that Technical Pronouncement and are consistent with the financial statements taken as a whole.

Other information accompanying the financial statements and the auditors' report

The Company's management is responsible for such other information that comprises the management report.

Our opinion on the financial statements does not cover the management report and we do not express any form of audit conclusion on this report.

In connection with the audit of the financial statements, our responsibility is to read the management's report upon its submission and, when doing so, to consider whether that report is, in any material respect, inconsistent with the financial statements or with our knowledge obtained in the audit, or otherwise it appears to be materially misstated. If, based on the work performed, we conclude that there is material misstatement in the Management's Report, we are required to disclose that fact. As described in section "Basis for qualified opinion", it was not possible to conclude whether the Management Report could also be significantly misrepresented for the same reason as the subject described in that section.

Management and governance responsibilities for financial statements

The Company's management is responsible for the preparation and proper presentation of the financial statements in compliance with the accounting practices adopted in Brazil and the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and for the internal controls deemed necessary to enable the preparation of financial statements free of material misstatement, whether caused by fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to remain as a going concern, disclosing, when applicable, issues regarding its operational continuity and the use of this accounting basis in preparing the financial statements, unless Management intends to liquidate the Company or discontinue its operations, or it has no other realistic alternative to avoid closing operations.

Those responsible for the Company's governance are those in charge of supervising the process of preparing the financial statements.

Auditor's responsibilities for the auditing of financial statements

Our objectives are to obtain reasonable certainty that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error, and issue an audit report containing our opinion. Reasonable certainty is a high level of certainty, but not a guarantee that the audit carried out in compliance with Brazilian and international auditing standards always detects any relevant existing misstatements. Misstatements may arise from fraud or error and are considered material when, individually or taken as a whole, they might reasonably be considered likely to influence the economic decisions taken by users, based on the financial statements.

As a part of the audit carried out in compliance with Brazilian and international auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. In addition to that:

- We identify and assess the risks of material misstatement in the financial statements, whether caused by fraud or error, plan and perform the audit procedures required to respond to such risks; and obtain appropriate and sufficient audit evidence to substantiate our opinion. The risk of not detecting any material misstatement resulting from fraud is higher than the risk of not detecting misstatements due to error, since the former may involve actions to circumvent internal controls, collusion, counterfeit, omission, or willful misrepresentation;
- We have obtained an understanding of the internal controls relevant to the audit to plan audit procedures appropriate to the circumstances, but not with the purpose of expressing opinion on the effectiveness of the Company's internal controls.
- We have assessed the adequacy of the accounting policies used and the reasonableness of the accounting estimates and respective disclosures made by Management.
- We have analyzed the adequacy of the Management's use of the going concern accounting basis and, based on the audit evidence obtained, whether there is a material uncertainty regarding events or conditions that may raise significant doubts regarding the Company's ability to remain as a going concern. Should we find any material uncertainty, we must draw attention, in our audit report, to the relevant disclosures in the financial statements, or include changes in our opinion, if such disclosures are not appropriate. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may hinder the Company's ability to remain as a going concern.
- We have assessed the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the corresponding transactions and events in a manner compatible with the purpose of appropriate presentation.; and
- We obtain sufficient and appropriate audit evidence regarding the financial information of the group's entities or business activities to express an opinion on the consolidated financial statements. We are responsible for the conduction, supervision and performance of the group's audit and, accordingly, for the audit opinion.

We have communicated with those in charge of with governance regarding, among other matters, the planned scope, timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identified during our work.

We also provided those in charge of governance with a statement that we have complied with relevant ethical requirements, including the applicable independence requirements, and communicated any possible relationships or issues that could significantly affect our independence, including, where applicable, the respective safeguards.

Among the matters communicated to the persons responsible for governance, we have determined those deemed more significant in the audit of the financial statements for the current year and that, as such, represent key audit matters.

We described these matters in our audit report, except when the law or regulation has prohibited public disclosure of the matter, or when, in extremely rare circumstances, we determine that the matter should not be reported in our report due to the adverse consequences of such communication may, within a reasonable perspective, overcome the benefits of communication to the public interest.

Sao Paulo, March 25, 2021



BDO RCS Auditores Independentes SS
CRC 2 SP 013846/O-1

Eduardo Affonso de Vasconcelos
Accountant CRC 1 SP 166001/O-3

TPI – Triunfo Participações e Investimentos S.A.

Balance Sheets
December 31, 2020 and 2019
(in thousands of Brazilian reais)

| | Note | Parent Company | | Consolidated | |
|---------------------------------------|------|----------------|----------------------|--------------|-----------------------|
| | | 12/31/2020 | 12/31/2019(restated) | 12/31/2020 | 12/31/2019 (restated) |
| Assets | | | | | |
| Current Assets | | | | | |
| Cash and Cash Equivalents | 3 | 46 | 84 | 54,115 | 101,673 |
| Restricted cash | 4 | - | - | 5,871 | 4,901 |
| Restricted financial investments | 5 | - | - | 9,692 | 8,394 |
| Trade accounts receivable | 6.a | - | - | 54,677 | 50,969 |
| Indemnities receivable - amendments | 7 | - | - | 20,164 | 20,164 |
| Advances to Suppliers | | 138 | 106 | 5,918 | 4,472 |
| Recoverable taxes | | 1,102 | 2,888 | 9,127 | 12,453 |
| Accounts receivable - related parties | 10 | 36,060 | 15,375 | 1,703 | - |
| Other credits | 6.b | 27,225 | 2,581 | 31,158 | 8,284 |
| Total current assets | | 64,571 | 21,034 | 192,425 | 211,310 |
| Non-current assets | | | | | |
| Long-term receivables | | | | | |
| Trade accounts receivable | 6.a | - | - | 764 | 740 |
| Deferred tax credits | 8 | - | - | 269,775 | 312,816 |
| Accounts receivable - related parties | 10 | 161,515 | 205,611 | 97,098 | 48,180 |
| Judicial deposits | 9 | 16,237 | 15,489 | 26,961 | 27,763 |
| Recoverable taxes | | - | - | 1,488 | 1,488 |
| Right-of-use assets | | - | - | 7,056 | 12,461 |
| Other credits | 6.b | 10 | 4,631 | 10 | 4,645 |
| | | 177,762 | 225,731 | 403,152 | 408,093 |
| Permanent investments | | | | | |
| In subsidiaries and associates | 12 | 785,143 | 723,390 | 29,965 | 25,262 |
| Property, Plant & Equipment | 13 | 7,261 | 7,800 | 172,415 | 178,894 |
| Intangible Assets | 14 | 3,907 | 3,063 | 1,945,637 | 2,331,940 |
| Intangible assets under construction | 14 | - | - | 622,484 | 591,407 |
| | | 796,311 | 734,253 | 2,770,501 | 3,127,503 |
| Total non-current assets | | 974,073 | 959,984 | 3,173,653 | 3,535,596 |
| Total assets | | 1,038,644 | 981,018 | 3,366,078 | 3,746,906 |

The Notes are an integral part of the financial statements.

TPI – Triunfo Participações e Investimentos S.A.

Balance Sheets
December 31, 2020 and 2019
(in thousands of Brazilian reais)

| | Note | Parent Company | | Consolidated | |
|---|------|----------------|------------|--------------|------------|
| | | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Liabilities and shareholders' equity | | | | | |
| Current liabilities | | | | | |
| Suppliers | | 1,627 | 1,481 | 45,966 | 56,316 |
| Loans and financing | 15 | 67,386 | 80,739 | 454,868 | 339,464 |
| Debentures | 16 | - | 26,690 | 153,254 | 247,938 |
| Promissory Notes | 17 | - | - | 11,423 | 54,215 |
| Concession agreement obligations | 18 | - | - | 46,711 | 41,991 |
| Salaries, provisions and social contributions | | 4,112 | 4,396 | 35,528 | 29,534 |
| Taxes, fees and contributions | 19 | 3,904 | 280 | 46,780 | 47,515 |
| Proposed dividends | | 7,151 | - | 8,696 | 1,545 |
| Accounts payable - related parties | 10 | 14,460 | 14,284 | 24,522 | 30,259 |
| Lease Liabilities | | - | - | 7,215 | 8,494 |
| Other obligations | | 292 | 21,621 | 34,981 | 53,550 |
| Total current liabilities | | 98,932 | 149,491 | 869,944 | 910,821 |
| Non-current liabilities | | | | | |
| Long-term liabilities | | | | | |
| Suppliers | | - | 45 | 427 | 1,079 |
| Loans and financing | 15 | 37,897 | 44,675 | 1,191,988 | 1,382,890 |
| Debentures | 16 | - | - | - | 7,305 |
| Promissory Notes | 17 | - | - | - | 9,026 |
| Concession agreement obligations | 18 | - | - | 6,326 | 309,759 |
| Taxes, fees and contributions | 19 | - | - | 32,029 | 45,427 |
| Deferred income tax and social contribution | 8 | - | - | 208,027 | 215,319 |
| Provision on negative equity of Subsidiaries | 12 | 3,847 | 70,899 | 46 | 46 |
| Deferred revenues, net | | - | - | - | 84 |
| Provisions for legal and administrative proceedings | 20 | 239 | 380 | 102,922 | 67,440 |
| Lease Liabilities | | - | - | 585 | 3,675 |
| Other obligations | | - | - | 41,143 | 42,817 |
| Total non-current liabilities | | 41,983 | 115,999 | 1,583,493 | 2,084,867 |
| Shareholders' equity | 21 | | | | |
| Share capital | | 842,979 | 842,979 | 842,979 | 842,979 |
| Treasury shares | | (10,894) | (10,894) | (10,894) | (10,894) |
| Capital reserve | | 40,447 | 40,447 | 40,447 | 40,447 |
| Other comprehensive income (loss) | | 2,948 | 16,420 | 2,948 | 16,420 |
| Profit Reserve | | 22,249 | - | 22,249 | - |
| Retained losses | | - | (173,424) | - | (173,424) |
| Non-controlling interest | | - | - | 14,912 | 35,690 |
| Total shareholders' equity | | 897,729 | 715,528 | 912,641 | 751,218 |
| Total liabilities and shareholder's equity | | 1,038,644 | 981,018 | 3,366,078 | 3,746,906 |

The Notes are an integral part of the financial statements.

TPI – Triunfo Participações e Investimentos S.A.

Statement of Income December 31, 2020 and 2019 (in thousands of Brazilian reais)

| | Note | Parent Company | | Consolidated | |
|---|------|----------------|--------------------------|--------------|--------------------------|
| | | 12/31/2020 | 31/12/2019 (restated) | 12/31/2020 | 31/12/2019 (restated) |
| Net operating income | 22 | - | - | 969,107 | 990,506 |
| Costs of services rendered | | | | | |
| Road operation, maintenance and conservation | | - | - | (209,103) | (197,876) |
| Maintenance cost - IAS 37 | | - | - | (14,607) | (45,023) |
| Construction cost | | - | - | (111,753) | (96,254) |
| Personnel costs | | - | - | (100,307) | (104,101) |
| Depreciation of Property, Plant & Equipment (cost) | | - | - | (6,778) | (1,085) |
| Amortization of intangible assets (cost) | | - | - | (373,289) | (347,721) |
| Amortization of intangible assets (surplus value) | | - | - | (24,946) | (40,877) |
| Granting authority's remuneration | | - | - | (40,449) | (42,325) |
| | | - | - | (881,232) | (875,262) |
| Gross Profit | | - | - | 87,875 | 115,244 |
| Operating (Expenses) Revenues | | | | | |
| General and administrative expenses | | (14,298) | (17,858) | (64,458) | (85,523) |
| Management compensation | 23 | (3,774) | (7,625) | (13,348) | (19,214) |
| Personnel expenses | | (4,373) | (5,569) | (34,474) | (41,135) |
| Depreciation of Property, Plant & Equipment (cost) | | (590) | (610) | (7,413) | (6,560) |
| Depreciation of property, plant and equipment (surplus value) | | - | - | (96) | (96) |
| Amortization of intangible assets | | (279) | (121) | (10,347) | (9,136) |
| Amortization of goodwill on investments | | (232) | (232) | (856) | (792) |
| Equity income | 12 | 116,037 | (160,626) | 32,843 | 30,039 |
| Other operating income | | 6,375 | 8,617 | 7,435 | 3,251 |
| Other operating expenses | | (772) | (2,240) | (6,413) | (1,749) |
| Other non-recurring (expenses) income | 24 | 52,483 | (3,562) | 240,546 | 1,056 |
| | | 150,577 | (189,826) | 143,419 | (129,409) |
| Operating profit (loss) before financial result | | 150,577 | (189,826) | 231,294 | (14,165) |
| Financial results | | | | | |
| Financial income | 25 | 61,303 | 16,145 | 157,764 | 14,712 |
| Financial expenses | 25 | (18,151) | (18,944) | (172,265) | (327,230) |
| | | 43,152 | (2,799) | (14,501) | (312,518) |
| Income (loss) before income tax and social contribution | | 193,729 | (192,625) | 216,793 | (326,683) |
| Income tax and social contribution | | | | | |
| Current | 8 | (4,377) | - | (12,473) | (3,914) |
| Deferred | 8 | - | - | (35,746) | 114,162 |
| | | (4,377) | - | (48,219) | 110,248 |
| Net income (loss) for the year | | 189,352 | (192,625) | 168,574 | (216,435) |
| Attributed to: | | | | | |
| Parent company | | 189,352 | (192,625) | 189,352 | (192,625) |
| Non-controlling shareholders | | - | - | (20,778) | (23,810) |
| Number of shares (lots of one thousand shares) | | 173,507 | 173,507 | | |
| Basic and diluted Profit (Loss) per thousand shares (in Brazilian | | | | | |
| Basic and diluted Profit (Loss) from continuing operations | | 1,09132 | (1,11019) | | |

The Notes are an integral part of the financial statements.

TPI – Triunfo Participações e Investimentos S.A.Statements Of Comprehensive Income
December 31, 2020 and 2019
(in thousands of Brazilian reais)

| | Parent Company | | Consolidated | |
|---|----------------|------------|--------------|------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Income (Loss) for the year | 189,352 | (192,625) | 168,574 | (216,435) |
| Comprehensive income: | | | | |
| Reflex revaluation reserve | 13,472 | 21,791 | 13,472 | 21,791 |
| Total income for the year, net of taxes | 202,824 | (170,834) | 182,046 | (194,644) |
| Attributed to: | | | | |
| Parent company | 202,824 | (159,637) | 202,824 | (170,834) |
| Non-controlling shareholders | - | - | (20,778) | (23,810) |

The Notes are an integral part of the financial statements.

TPI – Triunfo Participações e Investimentos S.A.

Statements of changes in equity
December 31, 2020 and 2019
(in thousands of Brazilian reais)

| | Profit Reserve | | | | | | Comprehensive income | | | | Non-controlling interest in shareholders' equity of subsidiaries | Consolidated Shareholders' Equity |
|---|------------------|--------------------|--------------------|------------------|----------------------------|--------------------|----------------------------------|-----------------------------------|---------------------------|--------------------------|--|---|
| | Share capital | Treasury shares | Capital reserve | Legal reserve | Retained profit reserve | Profit reserves | Reflex revaluation reserve | Total comprehensiv e income | Retained Profit (Loss) | Shareholder s' equity | | |
| Balances as of January 1, 2019 | 842,979 | (10,894) | 20,772 | - | - | - | 43,696 | 43,696 | (2,590) | 893,963 | 83,946 | 977,909 |
| Reflex revaluation reserve | - | - | - | - | - | - | (21,791) | (21,791) | 21,791 | - | - | - |
| Loss/Write-off due to impairment of revaluation reserve | - | - | - | - | - | - | (9,264) | (9,264) | - | (9,264) | - | (9,264) |
| Gain in increased interest | - | - | 19,675 | - | - | - | 3,779 | 3,779 | - | 23,454 | - | 23,454 |
| Loss for the year | - | - | - | - | - | - | - | - | (192,625) | (192,625) | (23,810) | (216,435) |
| Other non-controlling shareholders' transactions | - | - | - | - | - | - | - | - | - | - | (24,446) | (24,446) |
| Balance as of December 31, 2019 | 842,979 | (10,894) | 40,447 | - | - | - | 16,420 | 16,420 | (173,424) | 715,528 | 35,690 | 751,218 |
| Reflex revaluation reserve | - | - | - | - | - | - | (13,472) | (13,472) | 13,472 | - | - | - |
| Profit for the year | - | - | - | - | - | - | - | - | 189,352 | 189,352 | (20,778) | 168,574 |
| Allocation: | | | | | | | | | | | | |
| Creation of legal reserve | - | - | - | 796 | - | 796 | - | - | (796) | - | - | - |
| Minimum mandatory dividends | - | - | - | - | - | - | - | - | (7,151) | (7,151) | - | - |
| Creation of retained profit reserve | - | - | - | - | 21,453 | 21,453 | - | - | (21,453) | - | - | - |
| Balance as of December 31, 2020 | 842,979 | (10,894) | 40,447 | 796 | 21,453 | 22,249 | 2,948 | 2,948 | - | 897,729 | 14,912 | 912,641 |

The Notes are an integral part of the financial statements.

TPI – Triunfo Participações e Investimentos S.A.

Statements of cash flows December 31, 2020 and 2019 (in thousands of Brazilian reais)

| | Parent Company | | Consolidated | |
|---|-----------------|--------------------------|------------------|--------------------------|
| | 12/31/2020 | 12/31/2019 (restated) | 12/31/2020 | 12/31/2019 (restated) |
| Cash Flows from operating activities | 7,224 | (12,643) | 277,937 | 255,341 |
| Income (Loss) for the year | 189,352 | (192,625) | 189,352 | (192,625) |
| Non-cash adjustments to income (loss) | | | | |
| Estimated credit losses | (31,317) | - | (31,317) | - |
| Deferred income tax and social contribution | - | - | 35,746 | (114,162) |
| Depreciation of Property, Plant & Equipment | 590 | 610 | 7,287 | 7,741 |
| Amortization of intangible assets | 279 | 121 | 415,582 | 397,734 |
| Write-off of PP&E and intangible assets | 612 | 33 | 5,571 | 45,657 |
| Loss on write-off of investments | - | 9,692 | - | 9,692 |
| Amortization of goodwill and negative goodwill on investments | 232 | 241 | 856 | 2,752 |
| Inflation adjustment of loans and financing and debentures | 15,492 | 14,626 | 150,096 | 184,500 |
| Inflation adjustments on agreements with related companies, non- | (646) | (7,339) | - | - |
| Inflation adjustment on asset acquisition agreements | - | - | 1,062 | 3,370 |
| Gain on settlement of debt | (53,505) | - | (147,566) | - |
| Loss (gain) on impairment of assets | - | - | (2,272) | (14,718) |
| Provision for contingencies, net of write-offs and reversals | (21,471) | (6,125) | 14,152 | 7,255 |
| Reversal of provision for obligations under concession agreement | - | - | (222,938) | - |
| Construction margin | - | - | (566) | (542) |
| Interest of Non-Controlling Shareholders | - | - | (20,778) | (23,810) |
| Unearned income, net | - | - | (84) | (492) |
| Equity income | (116,037) | 160,626 | (32,843) | (30,039) |
| Adjustment to fair value of derivatives and debentures | - | - | (261) | (26,401) |
| (Increase) decrease in assets | | | | |
| Trade accounts receivable | - | - | (3,732) | (5,028) |
| Accounts receivable from related companies, non-commercial | 19,197 | 9,242 | (50,621) | (43,321) |
| Recoverable taxes | 1,786 | 116 | 3,326 | 1,924 |
| Judicial deposits | (748) | (3,664) | 802 | (4,878) |
| Other amounts receivable | (211) | 7,792 | (75,735) | (3,331) |
| Increase (decrease) in liabilities | | | | |
| Suppliers | 101 | (3,238) | (11,002) | (23,869) |
| Accounts payable to related companies, non-commercial | 178 | - | 76,201 | (10,723) |
| Social and labor obligations | (284) | 2,664 | 5,994 | 3257 |
| Taxes, fees and contributions | 3,624 | (67) | (26,606) | 11 |
| Provision for current income tax and social contribution | - | - | 12,473 | 3,914 |
| Advances from customers and other accounts payable | - | (5,348) | (9,875) | 56,394 |
| Other changes in assets and liabilities | - | - | (4,367) | 25,079 |
| Cash flows from investment activities | (16,490) | 10,627 | (93,921) | 1,801 |
| Investments in subsidiaries and related companies | (41,139) | (30,288) | - | - |
| Dividends and interest on equity received | 26,436 | 42,711 | 26,437 | 42,711 |
| Acquisition of property, plant and equipment | (86) | (269) | (3,176) | (5,068) |
| Additions to intangible assets | (1,701) | (1,527) | (117,182) | (35,842) |
| Cash Flows from financing activities | 9,228 | 2,055 | (231,574) | (275,032) |
| Capital payment | - | - | - | 1,064 |
| Payments to related companies, non-commercial transactions | (61,579) | (60,844) | - | - |
| Cash received from related companies, non-commercial | 78,182 | 74,059 | - | - |
| Interest received from related companies, non-commercial | 1,433 | 5,797 | - | - |
| Funding through loans, financing and debentures | - | - | - | 1,360 |
| Payment of loans, financing and debentures | (8,088) | (14,307) | (212,260) | (229,740) |
| Interest and remuneration paid on loans, financing and debentures | - | (2,650) | (19,314) | (47,716) |
| Increase (Decrease) in cash and cash equivalents | (38) | 39 | (47,558) | (17,890) |
| Cash and cash equivalents | | | | |
| At the beginning of the year | 84 | 45 | 101,673 | 119,563 |
| At the end of the year | 46 | 84 | 54,115 | 101,673 |
| Increase (Decrease) in cash and cash equivalents | (38) | 39 | (47,558) | (17,890) |

The Notes are an integral part of the financial statements.

TPI – Triunfo Participações e Investimentos S.A.

Statements of Value Added December 31, 2020 and 2019 (in thousands of Brazilian reais)

| | Parent Company | | Consolidated | |
|--|----------------|--------------------------|------------------|--------------------------|
| | 12/31/2020 | 12/31/2019 (restated) | 12/31/2020 | 12/31/2019 (restated) |
| Revenues | 40,937 | 33,126 | 1,098,919 | 1,175,028 |
| Sales of goods | - | - | 926,261 | 967,627 |
| Construction revenue | - | - | 112,319 | 153,969 |
| Realization of revaluation reserve | 13,474 | 21,791 | 13,474 | 21,791 |
| Other revenues | 27,463 | 11,335 | 46,865 | 31,641 |
| Allowance for doubtful accounts | - | - | - | - |
| Inputs purchased from third parties | 17,312 | (25,056) | (234,583) | (476,979) |
| Costs of services rendered | - | - | (27,834) | (191,357) |
| Construction cost | - | - | (111,753) | (153,427) |
| Materials, energy, outsourced services and other | (13,169) | (13,105) | (127,245) | (134,962) |
| Other operating costs | 30,481 | (11,951) | 32,249 | 2,767 |
| Gross value-added | 58,249 | 8,070 | 864,336 | 698,049 |
| Retentions | (1,101) | (963) | (423,441) | (406,267) |
| Depreciation and amortization | (1,101) | (963) | (423,441) | (406,267) |
| Net value-added produced | 57,148 | 7,107 | 440,895 | 291,782 |
| Value-added received through transfer | 177,340 | (144,481) | 190,321 | 43,889 |
| Equity income | 116,037 | (160,626) | (32,843) | (30,039) |
| Financial income | 61,303 | 16,145 | 157,478 | 13,850 |
| Deferred income tax and social contribution | - | - | - | - |
| Total value-added to distribute | 234,488 | (137,374) | 631,216 | 335,671 |
| Distribution of value-added | 234,488 | (137,374) | 631,216 | 335,671 |
| Personnel and charges | 6,911 | 10,872 | 132,325 | 144,915 |
| Direct compensation | 4,957 | 8,722 | 87,549 | 100,302 |
| Benefits | 1,704 | 1,750 | 30,831 | 32,003 |
| F.G.T.S | 250 | 400 | 5,780 | 6,168 |
| Other | - | - | 8,165 | 6,442 |
| Taxes, fees and contributions | 6,126 | 3,202 | 154,582 | 9,596 |
| Federal | 5,998 | 3,073 | 108,046 | (39,001) |
| State | 3 | 8 | 200 | 272 |
| Municipal | 125 | 121 | 46,336 | 48,325 |
| Third-party capital remuneration | 18,625 | 19,387 | 121,812 | 333,481 |
| Interest | 18,151 | 18,944 | 109,034 | 316,540 |
| Rents | 310 | 442 | 2,115 | 1,874 |
| Other | 164 | 1 | 10,663 | 15,066 |
| Granting authority's remuneration | - | - | 40,449 | 42,325 |
| Retained earnings for the year | 202,826 | (170,835) | 202,826 | (170,835) |
| Non-controlling interest | - | - | (20,778) | (23,810) |

The Notes are an integral part of the financial statements.

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Notes to the financial statements
December 31, 2020 and 2019
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1. Operational context

TPI - Triunfo Participações e Investimentos S.A. ("Triunfo", "Company" or "Parent Company"), incorporated on January 11, 1999, has the specific purpose of holding interests in other companies and making investments in businesses, ventures and companies. It is a publicly-held corporation, incorporated in compliance with Brazilian law, headquartered in São Paulo, capital, and with shares traded on B3 (Brasil, Bolsa, Balcão) under the ticker "TPIS3".

1.1. Company's main investments

The Company's direct and indirect subsidiaries and jointly controlled companies are summarized in note 2.3. Below are the Company's main concession agreements, by entity, segregated by business segment:

i) Toll road concessionaires

Concer

Concer operates 180 km of BR-040/MG/RJ, Juiz de Fora - Petrópolis - Rio de Janeiro (Trevo das Missões) stretch, with the purpose of recovery, reinforcement, monitoring, improvement, maintenance, conservation, and operation of the toll road. The concession started on March 1, 1996 and the concession term is 25 years, ending February 2021. Due to imbalances and contractual breaches under the Granting Authority responsibility, especially those resulting from Covid-19 pandemic and the works carried out within the scope the 12th Amendment to the concession agreement ("12th Amendment"), the term may be extended by the proportion necessary to achieve the economic and financial rebalancing, according to the judicial demands filed by Concer.

The 12th Amendment was executed in April 2014 with the main purpose of executing the works of Nova Subida da Serra, in consideration for the payment of services by the National Land Transportation Agency ("ANTT" or "granting authority") or for the extension of the term the concession agreement, in order to establish an economic and financial balance resulting from investments in the works. The granting authority is in default, since it has only made two payments related to the portion of the first installment of the works already performed. In January 2017, Federal Accounting Court (TCU) determined the restoration the economic and financial balance of the concession agreement.

In June 2017, ANTT Resolution 5.353 was published, seeking to unilaterally annul the clause of the 12th Amendment that allows the extension of the concession period. On September 12, 2019, Concer was granted a first instance decision by the first instance of the Federal Court of the Federal District declaring the nullity of said resolution, preserving the right to extend the term provided for in the agreement, and is waiting for the appropriate reestablishment of the economic and financial balance of the concession agreement.

The total amount of construction related to the 12th Amendment, net of payments made by the granting authority, is R\$ 524,580 recorded as intangible construction assets, representing the right to operate the highway, given that, if the granting authority does not pay the outstanding amount, it should be recovered through toll collection due to the extension of the concession term, in compliance with the 12th Amendment.

On September 5, 2019, the judge of the 5th Federal Civil Court of the Legal Section of the Federal District granted the interlocutory relief requested by Concer, concerning the economic and financial unbalance of the agreement. Thus, ANTT is prevented from amending the economic and financial conditions of the concession agreement, from reducing the toll tariff, and from imposing administrative and contractual penalties related to investment obligations

The initial period of the concession agreement expires in February 2021. However, subsidiary

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Concer filed a lawsuit for economic and financial rebalancing of several existing claims, especially those arising from the works of the Nova Subida da Serra against the Federal Government and ANTT.

On February 25, 2021, the Federal Court of Brasília granted the injunction by which it recognizes the credit in favor of the Company due to investments made and not paid, as indicated in the judicial expert's report, as well as the express provision regarding the right to extend the term of the concession agreement as a measure to restore the economic and financial balance of the investments resulting from the 12th Amendment.

Additionally, on the same date, the preliminary injunction was granted recognizing the right to economic and financial rebalancing of the Concession Agreement due to losses occurred up to August 2020 resulting from Covid-19 pandemic.

The judicial decisions ensured the continuity of the Concession Agreement for an additional 717 days from February 28, 2021 and are within the time limit for bringing appeals.

Econorte

Econorte operates 341 km of Highways in the State of Paraná (BR-369 and PR-323) through the concession obtained through a public bid for 24 years, which will expire in November 2021. The purpose of the concession is the recovery, improvement, maintenance and operation of highways, through collection of tolls (adjusted annually according to specific clauses) and alternative revenue sources, provided that previously approved by the Highway Department of the State of Paraná (DER/PR), which could arise from activities related to the operation of the highway and its side lanes, ramps or service and leisure areas, including those from advertising and fines for overweight.

Econorte's operation has been significantly impacted in recent years, due to various actions by public authorities, as detailed below, including developments of the Federal Police's Integration I and II Operations, described in item 1.3 of this note.

On November 23, 2018, the Company was notified of an injunction granted by the Court of Jacarezinho on Public-Interest Civil Action ("ACP") no. 5010042-4.2018.4.04.7013/PR filed by the Federal Prosecution Office, which suspended all the amendments to the Concession Agreement since 2000. Thus, on the same day, it stopped the toll collection at Jacarezinho Square and reduced the tariffs charged in other toll plazas by 26.75%. On December 4, 2018, the Regional Federal Appellate Court of the 4th Region ("TRF-4") ruled that the Jacarezinho Court did not have jurisdiction over the case and referred the case to the 1st Federal Court of Curitiba, which ratified the preliminary injunction granted earlier. The decision was suspended by the Chief Justice of the Superior Court of Justice on February 28, 2019. However, on March 1, 2019, as part of Citizen Suit no.200670.13.003009-4, through a Plea for Prohibitory Injunction filed by the Federal Prosecution Office, within the scope of provisional compliance of the decision, the court once again determined the suspension of toll collection at Jacarezinho Plaza.

On May 24, 2019, the 1st Federal Court of Curitiba, in connection with the ACP filed by the Federal Prosecution Office ordered, among other things, that, for the period in which Jacarezinho toll plaza remains closed, the concessionaire would be allowed to open Cambará/Andirá plaza and collect tolls. Accordingly, Cambará toll plaza was reopened and toll collection started on June 1.

On July 5, 2019, Econorte was notified by the court regarding the injunction granted by the 1st Federal Court of Jacarezinho on July 3, 2019 in response to the Public Civil Action (ACP) Against Misconduct in Public Office filed by the State of Paraná and the Highways Department of Paraná, determining, among other things, the reduction of 25.77% in toll tariffs at the three plazas, maintenance of services and investments, the continuation of construction works at

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Santo Antonio da Platina, as well as the prohibition to distribute profits and dividends by the Company, Econorte and Rio Tibagi. In compliance with said decision, toll tariffs at the three plazas managed by Econorte were reduced by 25.77% since July 6, 2019.

On August 1, 2019, the 1st Federal Court of Curitiba revoked the injunction issued on July 3, 2019 and dismissed the ACP for Misconduct in Public Office. The decision reversed the 25.77% reduction in toll tariffs at the three plazas and the prohibition on distributing profits and dividends by the Company, Econorte and RioTibagi. In compliance with said decision, toll tariffs at Econorte plazas were reestablished on August 2, 2019.

On August 9, 2019, the Chief Justice of the Federal Supreme Court, regarding the petition for staying the injunction and the decision authorized, among other things, the reopening of Jacarezinho toll plaza. Jacarezinho plaza was reopened on August 11, 2019, as well as the end of collections at the Cambará/Andirá plaza, which had been in operation since June 1, 2019, as previously established by the 1st Federal Court of Curitiba.

On January 21, 2020, the Company and its subsidiaries Econorte and Rio Tibagi became aware of the decision rendered by the Regional Federal Appellate Court of the 4th Region, reestablishing the Public Interest Civil Action of Misconduct in Public Office filed by the State Government of Paraná and DER/PR, as well as preliminary injunction of toll tariff reduction by 25.77% in the three plazas of Econorte and the prohibition on the distribution of profits and dividends by the Company, Econorte and Rio Tibagi.

On February 5, 2020, the Superior Court of Justice partially stayed the injunction above, reversing the toll tariff reduction. Therefore, the toll tariff was re-established at toll plazas on February 6, 2020. On March 2, 2020, the trial court decision of Curitiba that stayed the prohibition on the distribution of profits and dividends by the Company, Econorte and Rio Tibagi was published.

The concession is scheduled to end in November 2021. The Company has some rebalancing claims that are under analysis both at the administrative and judicial levels. Contractual rebalances may occur in several ways, the most common of which are tariff adjustments, extension of the concession period and postponement/reduction of investments. At the end of the agreement, the road stretches managed by subsidiary Econorte will be returned to the Granting Authority. After the delivery of the concession, the Company will concentrate its efforts to resolve any issues that remain pending with the Granting Authority in order to ensure that the rights related to the concession agreement are fully exercised.

Concebra

Concebra operates highways BR-060, BR-153 and BR-262, specifically the stretch between the Federal District and the states of Minas Gerais and Goiás. The stretch under concession amounts to 1,176.5 km and 47 cities, of which: 630.2km of BR 060 and BR153, from the intersection with BR 251 in the Federal District to the border of the states of Minas Gerais and São Paulo, and 546.3 km of BR 262, from the intersection with BR 153 to the intersection with BR 381 in Minas Gerais, and the respective road accesses thereto. The purpose of the concession consists of recovery, maintenance, improvement, monitoring, conservation and operation. The concession started on January 31, 2014, with a 30-year term.

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In compliance with the national federal highway concession program, the subsidiary took over the highway with the expectation of making significant investments in the first five years of the concession, financed with capital from shareholders and third parties. On February 24, 2016, BNDES approved a long-term loan for the subsidiary, with grace period for amortization until the end of the year of investments (expected in 5 years) and amortization period of 20 years. The uncertainty about the other public banks that would transfer a portion of the approved funds resulted in the maturity of the bridge loan on December 15, 2016 and the default by Concebra. On December 23, 2019, Concebra signed with BNDES the instrument of acknowledgment and rescheduling of the debt, backed by the Company. For more details, see Note 15.

Due to the lack of release of the loans initially planned and considering the large volume of investments established for the first years of the concession period, compliance with all the concessionaire's obligations became unfeasible. To continue the agreement with the Federal Government, Concebra tried to negotiate with ANTT for the Five-Year Review, as provided for in the concession agreement, which is pending answer from the agency.

In addition, Concebra filed on July 8, 2019 a request to start arbitration proceedings at the International Court of Arbitration of the International Chamber of Commerce (ICC), where the economic and financial balance of the Concession Agreement is being discussed.

On June 10, 2019, through the 3rd Federal Civil Court of SSJ, Concebra obtained an injunction ensuring that ANTT will abstain from applying penalties such as: lapse, tariff reduction based on the application of the D factor, collection of amounts or requirement to comply with contractual obligations until the arbitral court issues a judgment on the matter or the Agency restores the contractual economic and financial balance. On July 30, 2019, the Arbitral Court ratified the preliminary decision.

However, in June 2020, in light of the decision rendered by the arbitral court, ANTT was authorized to apply the 37.32% reduction in toll tariff at Concebra starting from June 28, 2020. Concebra appealed against the decision in the International Chamber of Commerce (ICC) still in July 2020. On March 11, 2021, the Arbitral Court decided to maintain the tariff reduction imposed in July 2020 (37.32%) until the completion of the full arbitration process (judgment on the merits). It is important to emphasize that the concessionaire remains exempt from executing the expansion works of the highways and that ANTT remains prevented from applying penalties to the concessionaire or the time-barring process, until the analysis of the rebalancing is concluded in the Arbitration Proceeding.

In addition, the federal government established the possibility of the amicable return of concessions, through a re-auctioning process, provided for in Provisional Presidential Decree 752, which was later converted into Law 13.448/17 and regulated by Decree 9.957/19, in August 2019. In December 2019, ANTT published Resolution 5.860/19 establishing the methodology for calculation of indemnifiable amounts in case of early termination of the concession agreement. In April 13, 2020, Concebra submitted a request to the ANTT to join the re-auctioning process.

The factors justifying the decision for re-auctioning include: the failure to remedy several imbalances in the concession agreement; the drastic change in the economic scenario in relation to expectations and considering the time when the bid process occurred; the impossibility of rescheduling investments as a result of the non-conversion into law of Provisional Presidential Decree 800/17; and, mainly, the unpredictable redefinition of the public policy on long-term financing, which delayed the release of promised and approved credit, resulting in severe consequences to the economic and financial relation with the granting authority, making it burdensome.

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The re-auctioning process involves several stages, which include qualification of the project for re-auctioning, signing of amendment, indemnification of assets and conducting the new bid process. While advancing through these stages, Concebra will continue to operate the stretches granted and providing services to its users. In view of the decision of the Arbitral Court, on March 11, 2021, of maintaining the tariff reduction, Concebra has a period of fifteen days to decide whether to resume the re-auctioning process hitherto suspended.

Transbrasiliana

Transbrasiliana operates 321.6 km under Road Lot no. 01, BR-153/SP, Stretch Border MG/SP – BorderSP/MG, and road accesses thereto. The concession purpose is the operation of infrastructure and provision of public services and construction works, comprising the recovery, maintenance, conservation, operation, expansion and improvements to the concession stretches. Triunfo acquired interest in Transbrasiliana on January 05, 2015. The concession started on February 13, 2008, with a 25-year term ending February 2033.

On March 1, 2021 the Federal Regional Court (TRF) of the 1st Region granted, by unanimous decision, the Appeal filed by Transbrasiliana in the Writ of Mandamus No. 1007988-79.2017.4.01.3400, which authorizes the beginning of the duplication works of Lots 01 (between km 0 and 52) and 03 (between km 162 and 195) of Highway BR-153/ SP, as well as the consequent rebalancing of the toll tariff in order to provide the inclusion of said construction works in the concession agreement. From March 6, 2021, the basic toll tariff of R\$ 7.70 will be applied, emphasizing that this tariff, provided for in ANTT Resolution No. 4.973 of December 16, 2016 should be subject to adjustment to be approved by the Agency for the full rebalancing.

ii) Operation and maintenance of hydro power plants

Tijóá

Tijóá was incorporated for the specific purpose of electricity generation through the concession of the Três Irmãos Hydro Power Plant ("Três Irmãos SHPP") under regime of allocation of quotas of physical guarantee of energy and power to electricity distributors of the National Interconnected System (SIN). Três Irmãos SHPP has five generating units equipped with Francis turbines and installed capacity of 807.50 MW and physical guarantee of 217.5 average MW.

Since August 2014, Triunfo holds an indirect 50.1% interest in Tijóá, through the wholly-owned subsidiary Juno (see note 12).

CSE

Strategic Solutions Center (CSE) provides specialized services in the power generation and transmission segment, related to operation and maintenance engineering, supervision and execution of the operation and local maintenance, environmental and land management, as well as administrative support, planning and project management. CSE started operating in October 2015 with activities substantially related to the provision of services to Tijóá and later expanded its operations to serve other customers. Since January 2020, the activities of CSE have been suspended

Triunfo holds an indirect 50.1% interest in CSE, through the wholly-owned subsidiary Juno (see note 12).

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iii) Airport management

Aeroportos Brasil - Viracopos

On June 14, 2012, joint venture Viracopos entered into a concession agreement for the expansion, maintenance and operation of the Campinas International Airport (Viracopos) for a period of thirty (30) years with the National Aviation Agency (ANAC).

Triunfo's indirect interest in the business corresponds to 24.54% of the voting capital, since:

- a) The Concessionaire comprises the shareholders: (i) Aeroportos Brasil (Private Shareholder), which holds 51% interest, and (ii) Empresa Brasileira de Infraestrutura Aeroportuária - INFRAERO, holding 49%;
- b) Private Shareholder is a special purpose entity with the following ownership structure: Triunfo with 48.12%, UTC Participações S.A. with 48.12%, and Egis Airport Operation with 3.76%.

In consideration for the concession of the Airport Complex operation, concessionaire Viracopos has undertaken to pay the Federal Government a fixed annual contribution in the amount of R\$ 127,367, annually adjusted by IPCA, equivalent to the total of R\$ 3,821,010 at the initial amounts. In addition to the fixed contribution, the agreement also includes a variable contribution corresponding to 5% of the total annual gross revenue of the concessionaire and its wholly-owned subsidiaries, such as VESA.

On May 7, 2018, joint ventures Aeroportos Brasil, Viracopos and VESA filed a request for Court-Supervised Reorganization, due to the financial hardships faced, as a result of the various economic and financial imbalances of the Concession Agreement, not addressed by the Granting Authority (ANAC) concurrently to the act, as provided for under Law No. 8.987/95. Added to this is the change in the country's macroeconomic context and the expected demand estimated by the granting authority for concession services.

For these reasons, the concessionaire had requested in July 2017 to the Investment Partnership Program Council (PPI) to qualify Viracopos airport concession for re-auction, which consists of an amicable return of the concession in compliance with Law 13.448/17, but did not receive any reply due to the lack of regulation on such a procedure, which occurred only in August 2019 with Decree 9.957/2019.

Without the re-auctioning and with the launch of administrative proceedings to verify default and consequent determination of expiry of the concession by ANAC, Viracopos filed for court-supervised reorganization in May 2018 and, in July the same year, filed the first version of the Court-Supervised Reorganization Plan (PRJ). After several meetings held with creditors, on February 14, 2020, the PRJ submitted by the concessionaire was approved, with judicial ratification taking place on February 18, 2020.

PRJ provides for, among other measures, the need to request re-auctioning. The return of assets as part of this re-auctioning will occur to represent a stop-loss order, implying a broad discharge for the Concessionaire and its shareholders as per the terms and conditions of the plan. On March 19, 2020, a request for re-auctioning the airport concession agreement was filed with ANAC, pursuant to Federal Law 13.448/17 and Decree 9.957/19.

In May 2020, the board of ANAC decided favorably on the re-auction request submitted by Viracopos, rendering a favorable opinion the technical and legal feasibility of the request and on the submission of said request to the Ministry of Infrastructure, to evaluate the compatibility of re-auctioning with public policies for the sector.

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On June 25, 2020, the Investment Partnership Program Council (PPI) published Resolution 123 of June 10, 2020, rendering its favorable opinion on qualifying Viracopos International Airport for re-auctioning. On July 16, 2020, Decree 10.427/2020 was published, which, besides confirming that Viracopos is qualified for re-auctioning, determined a 90-day period for the Ministry of Infrastructure to submit to PPI board its assessment on the possibility of transferring to the new concessionaire the debts owed with funding agents by Viracopos. The Decree also established that the qualification of the Airport for re-auctioning will become ineffective if the amendment to the Concession Agreement is not signed within 90 days from its publication.

Thus, on October 16, 2020, Viracopos executed the amendment to the Concession Agreement for the purpose of re-auctioning the project. However, the execution of the amendment was accompanied by a mailing in which Viracopos indicates various reservations about the document, since it understood that an amendment was imposed on it as an adhesion agreement, violating the spirit of free negotiation and the re-auctioning legislation, as well as the commitments assumed by stakeholders in the context of the court-supervised reorganization process.

Also, as part of the Court-Supervised Reorganization, Viracopos signed an Arbitration Commitment by which it agreed that current and future disputes involving the concession agreement will be resolved through arbitration, including lawsuits requesting review, performance obligations, and those related to the levy of fines for delay in the delivery of works under phase I-B of the concession agreement. With the qualification of the project by PPI, the payment of concession fees and the determination of the time-barring process remain stayed and Viracopos is allowed to launch arbitration proceedings. Triunfo is the counter guarantor of the insurance policies guaranteeing the payment of fines. However, the likelihood of enforcing the execution this counter-guarantee is remote, given the current context of the concession.

Viracopos also entered into an agreement with the Brazilian Development Bank (BNDES) and financial institutions that transfer funds from BNDES (Banco do Brasil, Banco Bradesco S.A., Itaú Unibanco S.A. and Haitong Banco de Investimento do Brasil S.A.) establishing that the amounts arising from financial instruments granted to the Concessionaire are not subject to the Court-supervised Reorganization. The agreement also provides for the release of resources available in guarantee accounts backing these liabilities, in order to enable the payments provided for in PRJ, as well as the partial suspension of payments after the signing of the amendment to the airport's Concession Agreement, establishing its re-auctioning.

On December 10, 2020, a decision was rendered establishing the closure of the Viracopos Court-Supervised Reorganization regime, which represents a condition for the effectiveness of the Amendment signed on October 16, 2020 and confirmed by the Management of Airport Infrastructure Grants of the Economic Regulation Superintendence of Airports (SRA), of ANAC on December 11, 2020.

The term for potential appeals against the decision has ended, and this decision represents an important step for the continuation of the Viracopos International Airport re-auctioning, and will lead to the materialization of the right to indemnity, as well as the claims for rebalancing through arbitrations proposed in February 2021. Several steps are still to be accomplished for the effective re-auctioning and within this period the concessionaire continues to operate the Airport as usual.

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On December 8, 2020, Triunfo, as guarantor of ABSA in the financing agreement with the Financier of Studies and Projects - FINEP, complied with item 5.7.1 of the amendment to the court-supervised reorganization plan, i.e., payment of the installment of the financing in the amount of R\$ 18,500, sub-rogating from the credits pursuant to the Plan, which will be reimbursed to the Company after the settlement of the debt with FINEP. The amendment also provides for the monthly payment of interest of 6% per year on the remaining balance, with the payment of the residual balance by October 31, 2023. Accordingly, the Company, as guarantor, may be required to pay monthly interest payments to FINEP and the estimated amount for the next 12 months is up to R\$ 3,897.

It is noteworthy that the investment in joint venture Aeroportos Brasil was fully written off for loss in 2017, upon the first request for qualification at CPPI for re-auctioning, since there have been no other impacts to be presented in the Company's financial statements.

1.2. Summary of relevant events in 2020

The following are the relevant events occurred in the period, and the general context and more information on each theme are presented in the management notes mentioned.

- i) Judicial Decisions - Econorte - See note 1.1, item i)
 - 01/21/2020: TRF-4/PR decision established a 25.77% reduction in toll tariffs and prohibition on distributing profits and dividends.
 - 02/05/2020: Partial suspension of the above Decision by STJ, re-establishing toll tariffs.
 - 03/02/2020: Trial court decision staying the prohibition on the distribution of profits and dividends.
 - 12/17/2020: Application of 7.6% adjustment to the toll tariff, ensured by the Judge of the 1st Federal Court of Curitiba.
- ii) Out-of-Court Reorganization Plans (Reorganization Plans) - Triunfo and Concer - See note 15
 - 01/22/2020: A decision reversing the trial court ratification of the Reorganization Plans was published.
- iii) Time-barring Process - Viracopos - See note 1.1, item iii).
 - 01/23/2020: STJ decision staying the time-barring process and administrative fines imposed by ANAC.
- iv) Court-Supervised Reorganization / Re-auctioning Plan - Viracopos - See note 1.1, item iii).
 - 02/14/2020: Approval of Viracopos Court-Supervised Reorganization.

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- 02/18/2020: Judicial ratification of Viracopos Court-Supervised Reorganization.
- 03/19/2020: The application for the re-auctioning of Viracopos concession agreement was filed with ANAC.
- 05/26/2020: ANAC's Board decided favorably on the technical and legal feasibility of the application.
- 06/25/2020: PPI published Resolution, rendering its favorable opinion on qualifying Viracopos International Airport for re-auctioning.
- 07/16/2020: A decree was published confirming Viracopos qualification for re-auctioning, setting a 90-day period for the Ministry of Infrastructure to submit to PPI board its assessment on the possibility of transferring to the new concessionaire the debts owed by Viracopos.
- 10/16/2020: Viracopos executed the amendment to the Concession Agreement for the purpose of re-auctioning, with reservations presented in mailing to ANAC;
- 12/10/2020: Decision rendered decreeing the end of Court-Supervised Reorganization;
- 12/14/2020: Management of Airport Infrastructure Grants of the Economic Regulation Superintendence of Airports (SRA), of ANAC, confirmed the fulfillment of the condition precedent to the amendment of the bidding agreement executed on October 16, 2020, thus meeting all conditions established in the amendment for going ahead with the re-auctioning process.

v) Re-auctioning - Concebra - See note 1.1, item i)

- 04/13/2020: Concebra submitted a request to ANTT for its concession to be submitted to the re-auctioning process. Due to the progress of the arbitration process, this process is currently stayed.

vi) Tariff reduction - Concebra - See note 1.1, item i)

- 06/28/2020: A decision was rendered by the International Court of Arbitration of the International Chamber of Commerce (CCI), authorizing ANTT to apply a 37.32% reduction in Concebra's toll tariff.

vii) Renegotiation and Settlement of Debentures - Econorte - See note 16

- 07/06/2020: The General Meeting of Debenture Holders (AGD) of Econorte resolved on the renegotiation of the outstanding balance of debentures and the waiver for no early maturity as a result of new rating downgrades;
- 11/12/2020: Full redemption and settlement of debentures;
- 11/17/2020: Issue of instrument for the full settlement of 3rd Issue of debentures by Panner Trustee DTVM Ltda;
- 12/01/2020: Voluntary cancellation of Econorte's securities registration in Category B was approved at an Extraordinary Shareholders' Meeting (AGE);
- 12/16/2020: Superintendence of Corporate Relations (SEP) of the Brazilian Securities and Exchange Commission (CVM) granted the request for voluntary cancellation approved by the AGE on December 1, 2020.

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viii) Tijoá and CSE Divestment - Triunfo - see note 11

- 08/03/2020: Triunfo entered into a new share purchase and sale agreement with other affiliate of *BlackRock Global Energy & Power Infrastructure Fund*, replacing the agreement executed on August 1, 2019, concerning the divestment of its interest in the companies Juno, Tijoá and CSE;
- 01/04/2021: Termination of the purchase and sale agreement executed on August 1, 2019, since the expiration date was reached without all closing conditions having been fulfilled.

1.3. Investigations involving the Company and its subsidiaries

On February 22, 2018, the Federal Police executed a search and seizure warrant at the registered offices of the Company and its subsidiaries Econorte and Rio Tibagi. The court order was issued by the 13th Federal Court of the Judiciary Subsection of Curitiba through the 48th phase of Operation Car Wash, called Integration Operation (“*Operação Integração*”).

On March 1, 2018, the Company’s Board of Directors created an Independent Committee to coordinate the arrangements for launching an investigation into the events reported under the search and seizure warrant. The Independent Committee hired Maeda, Ayres & Sarubbi Advogados to start the investigation work. The Committee was comprised by two Company’s Independent Board Members and a third independent member, with no position in the Company, Mr. Durval José Soledade Santos, a lawyer with extensive experience in the capital market, having worked at the Brazilian Securities and Exchange Commission (CVM), the Brazilian Development Bank (BNDES) and on the committees of various publicly-held corporations

On September 26, 2018, the Federal Police executed a fresh search and seizure warrant at the registered offices of the Company and its subsidiary Econorte. The court order was issued by the 23rd Federal Court of Curitiba, under what was called Operation Integration II, in continuation of the investigation started on February 22, 2018.

The new search and seizure warrant was based on the alleged involvement of entrepreneurs and government officials, fueled by the alleged fraudulent overpricing in toll collections at federal highways granted under concession by the Paraná Government, including subsidiary Econorte.

Investigations are based on plea bargain agreements between MPF and defendants Nelson Leal Junior (Former Director of the Highway Department of the State of Paraná - DER/PR) and Hélió Ogama (former Econorte’s CEO), both arrested in the first phase of Operation Integration, as well as Hugo Ono, Econorte’s former Controller.

On January 28, 2019, the Federal Prosecution Office brought charges against executives and former executives of the Company and Econorte before the 23rd Federal Court of Curitiba.

On March 21, 2019, the Company and its subsidiaries Econorte and Rio Tibagi were notified of the decision rendered by the 23rd Federal Court of Curitiba in criminal prosecution no. 5008581-52.2019.4.04.7000, determining the attachment of assets, as requested by the Federal Prosecution Office, within the scope of Operation Integration I and II.

On April 29, 2019, the works of the Independent Committee were concluded and results were submitted to the Board of Directors. The works of the Independent Committee were inconclusive about the existence of wrongdoings pointed out in the claims of the Federal Prosecution Office. The Board of Directors assessed the implementation of the Independent

Committee's recommendations and has been working on the implementation of measures that seek to enhance governance structure and anti-corruption practices. The Independent Committee completed its works and was discontinued.

On September 10, 2019, Econorte, Triunfo and Rio Tibagi were notified of the filing of an Administrative Proceeding of Liability ("PAR") by the Controller General's Office of the State of Paraná to investigate alleged harmful practices against public administration. Econorte submitted its defense and there is no decision so far regarding such PAR.

The Company has been providing all information requested by the concerned authorities.

1.4. Impacts of Covid-19 pandemic on the Company's operations

On March 11, 2020, the World Health Organization (WHO) declared Covid-19, disease caused by the novel coronavirus, a pandemic. As a result of the pandemic and aiming to refrain its spread across the country, several Brazilian states and cities started to declare a State of Emergency and, on March 20, 2020, the Brazilian Congress declared a State of Public Calamity. The measures implemented by governors and mayors include the closure of commercial establishments and recommendations of social distancing.

Immediately after the pandemic was declared, the Company and its subsidiaries rolled out a contingency plan to protect the health of its employees and their families, service providers, users and society. The key measures in the plan include: leave granted to professionals in risk groups, home isolation of professionals with flu symptoms or suspected infection; intensification of sanitation measures and provision of hand sanitizer at offices, service stations and, especially, at toll plazas; educational and information campaigns, following the guidelines of health authorities; adoption of remote work mode for all eligible professionals; work shifts and all safety measures recommended by sanitary authorities for professionals not on leave or not eligible to work from home; suspension of non-essential travel; suspension of events and in-person meetings; encouragement for meetings to be held through videoconference and provision of tools.

With the restrictions imposed on several non-essential establishments, as well as the recommended social distancing, daily traffic on highways fell 26.1% on average in the last days of March 2020 as compared to the average traffic registered before the pandemic, broken-down as 50% drop in passenger vehicles and 14% in heavy vehicles. In the second quarter, the fall was approximately 9.6%, (38.23% for light vehicles and 6.94% for heavy vehicles). From the second half on, a gradual recovery in daily volume was noticed, with a 3.4% increase in daily volume in the third quarter (15.84% decrease in light vehicles and 14% increase in heavy vehicles) and in the fourth quarter, the daily traffic volume reached 7.83% (13.46% increase in light vehicles and 4.56% in heavy vehicles), partially offsetting losses in the first half. Year-to-date 2020, the daily flow of vehicles showed a 0.16% drop as compared to 2019, with a 12.33% decline in light vehicles, partially offset by the 7% increase in heavy vehicles.

The decline in highway traffic affects directly toll revenue, which accounts for 99% of the Company's total revenue (excluding construction revenue, which has no cash effect). The Company and its subsidiaries took immediate steps to offset the impact of lower revenue on cash flow and ensure the maintenance of its operations in the first months of the pandemic.

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The main measures that reduced the impact on cash flow include:

- a) Suspension of payment of principal and interest on financing of subsidiaries Concebra and Transbrasiliana to BNDES for 6 months starting May 2020;
- b) Renegotiation of debts with senior creditors of subsidiary Concer (debentures and promissory notes), partially suspending the payment between April and June and rescheduling the amortization starting July 2020;
- c) Adoption of tax, social security and labor measures allowed by the Federal Government, such as: postponement of PIS/COFINS taxes and Employer's INSS contribution in March, April and May to the second half of 2020, according to Ordinances 139/2020 and 245/2020 of the Ministry of Economy; installment payment of the FGTS balance for March, April and May 2020 in up to six months starting July 2020, according to MP 27/2020.
- d) Negotiation with suppliers to reduce and postpone payments.

It is important to highlight that around 40% of toll revenue is received in cash and the tariffs paid by users of automatic collection systems are transferred to concessionaires by automatic system operators (OSAs) (or Payment Method Managers (AMAPs)), which assume the risk of default by users. Accordingly, no risks related to receivables were identified.

Concession agreements have an economic and financial rebalancing guarantee in case of fortuitous event or force majeure and, thus, loss of revenues and consequent changes in cash flows during periods of crisis must be compensated as set forth in each agreement by jointly analyzing and defining with the Granting Authority, which could be higher tariffs, lower investments and extension of concession periods, among others. The right to rebalancing was corroborated by Opinion no. 261/2020 of the Attorney General's Office (AGU), which classified the covid-19 pandemic as a fortuitous event.

As discussed in item 1.1, on February 25, 2021, subsidiary Concer's preliminary injunction was granted recognizing the right to economic and financial rebalancing of the Concession Agreement due to losses occurred up to August 2020 resulting from Covid-19 pandemic.

The other Company's concessionaires are also adopting measures in order to ensure the economic and financial rebalancing in their respective concession agreements.

The Company's Management understands that the measures that have been and are being taken to compensate for the drop in cash flow collection are effective and sufficient to ensure the continuity of its business. It is important to emphasize that Management is making its best efforts to preserve jobs and maintain income and remains compliant with its contingency plan, while constantly assessing additional measures that can be implemented in order to guarantee the health and safety of professionals and users, as well as to ensure the cash needed to maintain the Company's operation.

1.5. Company actions for operational continuity

Due to the worsening macroeconomic conditions over the last years, the unstable political scenario and executions by creditors, Triunfo implemented initiatives to improve its financial structure, currently comprising two main fronts:

- **Divestment of assets:**
In early 2017, the Company announced to the market its plans to divest the assets Aeroportos do Brasil, Portonave, Tijoá and CSE (see Note 11). Portonave was divested on October 26, 2017. Other transactions have since been assessed by the Company, not limited to the mentioned assets, and may be entered into as long as financial benefits are identified that are higher than those expected from the subsidiaries in the long term.
- **Renegotiation of financial debts:**
The Company and its subsidiaries constantly review their indebtedness structure and conduct renegotiations with their creditors whenever necessary. In 2017, important agreements were entered into with creditors, especially the development of Out-of-Court Reorganization Plans (RE), which are legal instruments allowing companies to renegotiate with their creditors the conditions to pay their private debts, except labor credits. The Plans were ratified in February 2018, but are currently suspended, as determined by an appellate court in January 2020. In addition to the liabilities included in Reorganization Plans, other example of an important renegotiation was the debt roll-over agreement between Concebra and the BNDES that was signed in 2019. Additionally, the Company entered into agreements with creditors obtaining the final settlement of debts that had been paid within the scope of the RE. For more details, see Note 15.

Thus, these individual and consolidated financial statements were prepared based on the assumption of going-concern. Management assessed the Company's ability to continue as a going concern, and understands that the actions taken to divest assets, together with renegotiations with financial creditors, are important items for the Company's financial planning, as well as for the continuity of operations.

2. Preparation and consolidation base and main accounting policies.

The Board of Directors authorized the completion and issuance of the individual and consolidated Financial Statements on March 25, 2020.

2.1. Statement of compliance

The Company's financial statements were prepared in compliance with the accounting practices adopted in Brazil, which comprise the provisions of corporate law, provided for in Law 6.404/76 with amendments from Law 11.638/07 and Law 11.941/09, and the accounting pronouncements, interpretations and guidelines issued by the Accounting Pronouncements Committee ("CPC"), approved by the Brazilian Securities and Exchange Commission ("CVM") and the International Financial Reporting Standards ("IFRS") issued by International Accounting Standards Board - IASB.

In compliance with CPC Guidance on Evidencing of Disclosure of General Purpose Financial Accounting Reports (OCPC 07), the Company's Management informs that all relevant information related to the financial statements, and only them, are being evidenced in these Financial Statements.

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2.2. Preparation base

Individual and consolidated Financial Statements were prepared based on historical cost, except for certain financial instruments measured at their fair value.

2.3. Consolidation basis

The consolidated financial statements include equity account balance and income of the Company and its subsidiaries, which are recorded under the equity method of accounting.

Fiscal year and Financial Statements of the subsidiaries included in the consolidation are the same as the Parent Company, and the accounting policies used are the same used by the parent and are consistent with those used in the previous year.

The following table shows the interest held in subsidiaries and joint ventures. All companies are domiciled in Brazil:

• Subsidiaries

| Companies | 12/31/2020 | | 12/31/2019 | |
|---|--------------|----------|--------------|----------|
| | Interest (%) | | Interest (%) | |
| | Direct | Indirect | Direct | Indirect |
| Empresa Concessionária de Rodovias do Norte S.A. ("Econorte") | 100.00 | - | 100.00 | - |
| Rio Tibagi Serviços de Operações e de Apoio Rodoviários Ltda ("Rio Tibagi") | 100.00 | - | 100.00 | - |
| Concessionária da Rodovia Osório – Porto Alegre S.A. ("Concepa") | 100.00 | - | 100.00 | - |
| Rio Guaíba Serviços Rodoviários Ltda. ("Rio Guaíba") | 100.00 | - | 100.00 | - |
| Concessão Rodoviária Juiz de Fora – Rio S.A. ("Concer") | 81.84 | - | 81.84 | - |
| Rio Bonito Serviços de Apoio Rodoviário Ltda. ("Rio Bonito") | 82.00 | - | 82.00 | - |
| Concessionária das Rodovias do Vale do Paraíba S.A. - Triunfo Convale ("Convale") | 100.00 | - | 100.00 | - |
| Concebra Concessionária das Rodovias Centrais do Brasil S.A. ("Concebra") | 100.00 | - | 100.00 | - |
| Dable Participações Ltda ("Dable") (i) | 100.00 | - | 100.00 | - |
| BR Vias Holding TBR S.A. ("BR Vias Holding TBR") (i) (ii) | - | 100.00 | - | 100.00 |
| Transbrasiliana Concessionária de Rodovia S.A. ("Transbrasiliana") (ii) | - | 100.00 | - | 100.00 |
| Centro Tecnológico de Infraestrutura Viária ("CTVias") | 100.00 | - | 100.00 | - |
| TPI-Log S.A. ("TPI-Log") (iii) | 100.00 | - | 100.00 | - |
| TPB Terminal Portuário Brites Ltda. ("TPB") (iii) | - | 100.00 | - | 100.00 |
| Rio Claro Energia Ltda ("Rio Claro") | 100.00 | - | 100.00 | - |
| Tucano Energia S.A. ("Tucano") | 100.00 | - | 100.00 | - |
| Retirinho Energia S.A. – Em liquidação ("Retirinho") (v) | 100.00 | - | 100.00 | - |
| Guariroba Energia S.A. ("Guariroba") | 100.00 | - | 100.00 | - |
| Estrela Energia S.A. – Under liquidation ("Estrela") (v) | - | - | 100.00 | - |
| Taboca Energia S.A. – Under liquidation ("Taboca") (v) | 100.00 | - | 100.00 | - |
| ATTT do Brasil Inspeções e Participações Ltda ("ATTT") | 64.00 | - | 64.00 | - |
| Juno Participações e Investimentos S.A. ("Juno") | 100.00 | - | 100.00 | - |
| TPL – Terminal Portuário Logístico S.A. ("TPL") (iv) | 100.00 | - | 100.00 | - |
| Vênus Participações e Investimentos S.A. ("Vênus") | 100.00 | - | 100.00 | - |
| Mercurio Participações e Investimentos S.A. ("Mercurio") | 100.00 | - | 100.00 | - |
| Netuno Participações e Investimentos S.A. ("Netuno") | 100.00 | - | 100.00 | - |
| Minerva Participações e Investimentos S.A. ("Minerva") | 100.00 | - | 100.00 | - |

- (i) Dable holds a 100.00% interest in BR Vias Holding TBR.
- (ii) BR Vias Holding TBR holds a 100.00% interest in subsidiary Transbrasiliana.
- (iii) TPI-Log holds 100.00% interest in TPB.
- (iv) TPL is the new corporate name of subsidiary Santa Cruz Participações e Investimentos S.A.
- (v) Due to the liquidation process of investees Estrela, Taboca and Retirinho, in 2019 the loss of investments in subsidiaries and, therefore, these investees are no longer consolidated in the Company's interim financial statements. In December 2020, the extinction process of subsidiary Estrela was completed.

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• Joint ventures

| Companies | 12/31/2020 | | 12/31/2019 | |
|--|--------------|----------|--------------|----------|
| | Interest (%) | | Interest (%) | |
| | Direct | Indirect | Direct | Indirect |
| Aeroportos Brasil S.A. Under Court-Supervised Reorganization ("Aeroportos Brasil") (i) | 48.12 | - | 48.12 | - |
| Aeroportos Brasil - Viracopos S.A. Under Court-Supervised Reorganization ("Viracopos") (i) | - | 24.54 | - | 24.54 |
| Viracopos Estacionamentos S.A. Under Court-Supervised Reorganization ("VESA") (i) | - | 24.54 | - | 24.54 |
| Tijóá Participações e Investimentos S.A. ("Tijóá") (ii) | - | 50.10 | - | 50.10 |
| Centro de Soluções Estratégicas S.A. ("CSE") (ii) | - | 50.10 | - | 50.10 |
| Empresa Concessionária de Rodovias do Vale do Itajaí S.A. ("Ecovale") (iii) | 52.50 | - | 52.50 | - |

- (i) Aeroportos Brasil holds 51% interest in Viracopos and Viracopos holds 100.0% stake in VESA.
- (ii) Subsidiary Juno holds a 50.1% interest in Tijóá and CSE.
- (iii) The concession for the BR-470/SC Highway System was canceled while still in pre-operational phase. The joint venture does not have records of financial transactions.

2.4. Functional currency and translation of foreign-currency balances and transactions

The individual and consolidated Financial Statements were prepared and are presented in Brazilian Reais (R\$), which is the functional and reporting currency of the Company and its subsidiaries.

2.5. Key accounting practices and use of estimates and judgment

The accounting policies and relevant estimates of the Company and its subsidiaries are presented in the Notes to each item disclosed in these individual and consolidated financial statements

In preparing the individual and consolidated financial statements, the Company and its subsidiaries make use of estimates and judgments based on available information and adopt assumptions that impact the disclosed amounts of revenues, expenses, assets and liabilities, and contingent liabilities. Accounting estimates and judgments are continuously assessed and are based on historical experience and other factors, including expectations of future events that are deemed as reasonable for the circumstances.

2.6. New accounting standards

2.6.1. New or revised pronouncements applied for the first time in 2020

The following revisions to standards went into force in 2020, but having no impacts on the Company's financial statements for the year ended December 31, 2020.

a) Definition of a business (amendment to IFRS 3):

Changes to IFRS 3 are mandatory for periods beginning on or after January 1, 2020. The Company shall apply the revised definition of a business for acquisitions occurring on or after January 1, 2020 to determine whether they should be accounted for in compliance with IFRS 3. Acquisitions made before the effective date of said review may not be reassessed.

b) Impacts of COVID-19 on rental concessions (Amendments to IFRS 16):

As of June 1, 2020, IFRS 16 was amended to provide a practical method for tenants who account for rental concessions received as a direct result of Covid-19 pandemic.

2.6.2. New standards, reviews and interpretations issued and not in force on December 31, 2020

Management is still analyzing the following standards or amendments that have been issued, but were not in force as of December 31, 2020, and so far, have not identified significant impacts on the Company's financial statements at the time of adoption, namely:

- Onerous contracts - Cost of contract compliance (Amendments to IAS 37). It applies to annual periods beginning on or after January 1, 2022 for agreements existing on the date the changes are first applied. The change specifically determines which costs should be considered when calculating the cost of compliance of any agreement;
- Amendment to IAS 16 standard – Property, Plant and Equipment - Classification of the income produced before the property is in expected conditions of use. It clarifies aspects to be considered for the classification of items produced before the fixed asset is in the expected conditions of use. This amendment to the standard is effective for fiscal years beginning on or after 01/01/2022;
- Annual improvements in IFRS Standards 2018-2020 effective for periods beginning on or after 01/01/2022. Amendments to IFRS 1 standards, addressing aspects of first adoption in a subsidiary; IFRS 9, addressing the 10% test criterion for the reversal of financial liabilities; IFRS 16, addressing illustrative examples of leasing and IAS 41, addressing aspects of measurement at fair value. These amendments to the standard are effective for fiscal years beginning on/after 01/01/2022;
- Amendment to IFRS 3 standard - includes conceptual adjustment of this standard with IFRS conceptual structure. These amendments to IFRS 3 are effective for fiscal years beginning on or after 01/01/2022;
- Amendment to IFRS 17 standard - includes clarification of aspects related to insurance agreements. The amendment to IFRS 17 is effective for fiscal years beginning on or after 01/01/2023;
- Amendment to IAS 1 standard - Classification of liabilities as Current or Non-current. This amendment clarifies aspects to be considered for the classification of liabilities as current and non-current. The amendment to IAS 1 is effective for fiscal years beginning on or after 01/01/2023;
- Amendment to IFRS 4 standard - Extension of temporary exemptions from IFRS 9 application to insurance companies. It clarifies aspects related to insurance agreements and the temporary exemption from IFRS 9 standard application for insurance companies. The amendment to IFRS 4 is effective for fiscal years beginning on or after 01/01/2023; and
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (Reference Interest Rate Reform - IBOR “phase 2”) - Amendments are mandatory for fiscal years beginning on or after January 1, 2021, and clarify aspects related to the definition of the reference interest rate for application under these standards.

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2.7. Restatement of comparative period (2019)

As of December 31, 2019, investments in subsidiaries Juno, Tijoá and CSE were being presented as “Interests to be sold” in the Company's current assets, and their results as “Discontinued operations” in the income for the year. With the termination of the contract for the sale of these assets, on December 31, 2020, Triunfo no longer classifies these investments as held for sale, and their results are now back to income from continuing operations. Accordingly, the comparative period (2019) is being restated considering the same assumptions used for 2020 to improve comparability, as required by CPC-31 - Non-Current Assets Held for Sale and Discontinued Operation (IFRS 5).

Below are the effects of the comparative period on the financial statements:

Balance sheets as of December 31, 2019:

| | Parent Company | | | Consolidated | | |
|----------------------|----------------------|-------------|---------------------|----------------------|-------------|---------------------|
| | Originally Disclosed | Adjustments | 12/31/2019 restated | Originally Disclosed | Adjustments | 12/31/2019 restated |
| Other current assets | 21,034 | - | 21,034 | 211,310 | - | 211,310 |
| Interests to be sold | 25,262 | (25,262) | - | 25,262 | (25,262) | - |
| Current Assets | 46,296 | (25,262) | 21,034 | 236,572 | (25,262) | 211,310 |
| Investments | 698,128 | 25,262 | 723,390 | - | 25,262 | 25,262 |
| Other current assets | 236,594 | - | 236,594 | 3,510,334 | - | 3,510,334 |
| Non-current assets | 934,722 | 25,262 | 959,984 | 3,510,334 | 25,262 | 3,535,596 |
| Total assets | 981,018 | - | 981,018 | 3,746,906 | - | 3,746,906 |

Statements of Income for the Year ended December 31, 2019:

| | Parent Company | | | Consolidated | | |
|--|----------------------|-------------|---------------------|----------------------|-------------|---------------------|
| | Originally Disclosed | Adjustments | 12/31/2019 restated | Originally Disclosed | Adjustments | 12/31/2019 restated |
| Gross Profit | - | - | - | 115,244 | - | 115,244 |
| Operating (Expenses) Revenues | | | | | | |
| Equity income | (190,665) | 30,039 | (160,626) | - | 30,039 | 30,039 |
| Other operating expenses | (29,200) | - | (29,200) | (159,448) | - | (159,448) |
| Operating Profit/Loss before financial result | (219,865) | 30,039 | (189,826) | (44,204) | 30,039 | (14,165) |
| Financial results | (2,799) | - | (2,799) | (312,518) | - | (312,518) |
| Loss before income tax and social contribution | (222,664) | 30,039 | (192,625) | (356,722) | 30,039 | (326,683) |
| Income tax and social contribution | - | - | - | 110,248 | - | 110,248 |
| Net Loss from continuing operations | (222,664) | 30,039 | (192,625) | (246,474) | 30,039 | (216,435) |
| Income/Loss from discontinued operations | 30,039 | (30,039) | - | 30,039 | (30,039) | - |
| Net income (loss) for the year | (192,625) | - | (192,625) | (216,435) | - | (216,435) |
| Attributed to: | | | | | | |
| Parent company | (192,625) | - | (192,625) | (192,625) | - | (192,625) |
| Non-controlling shareholders | - | - | - | (23,810) | - | (23,810) |

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Statements of Cash Flows as of December 31, 2019:

| | Parent Company | | | Consolidated | | |
|---|----------------------|-------------|---------------------|----------------------|-------------|---------------------|
| | Originally Disclosed | Adjustments | Restated 31/12/2019 | Originally Disclosed | Adjustments | Restated 31/12/2019 |
| Net income for the year | (192,625) | - | (192,625) | (192,625) | - | (192,625) |
| Equity income | 190,665 | (30,039) | 160,626 | - | (30,039) | (30,039) |
| Income (loss) from discontinued operations | (30,039) | 30,039 | - | (30,039) | 30,039 | - |
| Other adjustments for reconciliation of results | 11,859 | - | 11,859 | 478,576 | - | 478,576 |
| Changes in assets and liabilities | 7,497 | - | 7,497 | (571) | - | (571) |
| Net cash from operating activities | (12,643) | - | (12,643) | 255,341 | - | 255,341 |
| Net cash used in investing activities | 10,627 | - | 10,627 | 1,801 | - | 1,801 |
| Net cash from financing activities | 2,055 | - | 2,055 | (275,032) | - | (275,032) |
| Increase in cash and cash equivalents | 39 | - | 39 | (17,890) | - | (17,890) |
| At beginning of the period | 45 | - | 45 | 119,563 | - | 119,563 |
| At the end of the period | 84 | - | 84 | 101,673 | - | 101,673 |
| Increase in cash and cash equivalents | 39 | - | 39 | (17,890) | - | (17,890) |

Statements of Value-Added as of December 31, 2019:

| | Parent Company | | | Consolidated | | |
|--|----------------------|-------------|---------------------|----------------------|-------------|---------------------|
| | Originally Disclosed | Adjustments | Restated 31/12/2019 | Originally Disclosed | Adjustments | Restated 31/12/2019 |
| Net value-added produced | 7,107 | - | 7,107 | 291,782 | - | 291,782 |
| Net value-added received on transfer | (174,520) | 30,039 | (144,481) | 13,850 | 30,039 | 43,889 |
| Equity income | (190,665) | 30,039 | (160,626) | - | 30,039 | 30,039 |
| Other value-added received on transfer | 16,145 | - | 16,145 | 13,850 | - | 13,850 |
| Total value-added to distribute | (167,413) | 30,039 | (137,374) | 305,632 | 30,039 | 335,671 |
| Distribution of value-added | (167,413) | 30,039 | (137,374) | 305,632 | 30,039 | 335,671 |
| Personnel and charges | 10,872 | - | 10,872 | 144,915 | - | 144,915 |
| Taxes, fees and contributions | 3,202 | - | 3,202 | 9,596 | - | 9,596 |
| Third-party capital remuneration | 19,387 | - | 19,387 | 333,481 | - | 333,481 |
| Granting authority's remuneration | - | - | - | 42,325 | - | 42,325 |
| Income (loss) from discontinued operations | (30,039) | 30,039 | - | (30,039) | 30,039 | - |
| Retained earnings for the year | (170,835) | - | (170,835) | (170,836) | - | (170,836) |
| Non-controlling interest | - | - | - | (23,810) | - | (23,810) |

3. Cash and cash equivalents

| | Parent Company | | Consolidated | |
|---------------------------|----------------|------------|--------------|------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Cash and cash equivalents | 46 | 84 | 8,911 | 8,045 |
| Financial investments | - | - | 45,204 | 93,628 |
| | 46 | 84 | 54,115 | 101,673 |

Financial investments classified as cash and cash equivalents refer mainly to funds invested in Bank Deposit Certificates (CDB), backed by the yield of Interbank Deposit Certificates (CDI), committed, redeemable at any time and with no risk of significant change in value.

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4. Restricted cash

| | Consolidated | |
|-------------------------------|--------------|--------------|
| | 12/31/2020 | 12/31/2019 |
| Restricted Account - Concer | 1,165 | 4,901 |
| Restricted Account - Concebra | 4,706 | - |
| | 5,871 | 4,901 |

Concer

On July 21, 2017, Concer signed a Condition Subsequent Agreement with the Debenture holders and holders of Promissory Notes, to establish the terms of settlement of overdue notes, as shown in Note 16. On August 16, 2017, the 1st Amendment to the Agreement with Senior Creditors was signed, which changed the method of payment, through the partial retention of funds in a restricted account, up to the limits of each amortization installment. Amounts in excess of the monthly installment are released for Concer for use in its daily activities.

Concebra

On December 23, 2019, Concebra executed a debt rollover agreement with the BNDES providing for the renegotiation of the outstanding balance of the bridge loan (see Note 15). The new agreement provides for the payment of installments via the retention of a percentage of revenue (based on the concession's tariff level). The resources retained are controlled by a managing bank, which releases the exceeding amounts to the concessionaire after reaching the amount of the installment to be paid to BNDES. The balance as of December 31, 2020 is represented by funds not available for use by Concebra, and will be used for payment of the next installments.

5. Restricted financial investments

| | Consolidated | |
|-----------------|--------------|--------------|
| | 12/31/2020 | 12/31/2019 |
| Transbrasiliana | 9,692 | 8,394 |
| | 9,692 | 8,394 |

Subsidiary Transbrasiliana holds a financial investment in CDB with daily liquidity, paying remuneration equal to the variation of the CDI overnight rate, which is held as guarantee for the operation with BNDES (see Note 15).

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6. Accounts receivable

a) Trade accounts receivable

| | Consolidated | |
|------------------------------------|---------------------|-------------------|
| | 12/31/2020 | 12/31/2019 |
| Toll (card and toll ticket) | 50,619 | 46,465 |
| Use of right of way | 9,506 | 9,829 |
| Other accounts receivable | 13,650 | 13,749 |
| | 73,775 | 70,043 |
| Allowance for doubtful account (i) | (18,334) | (18,334) |
| | 55,441 | 51,709 |
| Current | 54,677 | 50,969 |
| Non-current | 764 | 740 |

- (i) The allowance for doubtful accounts refers to the balance of accounts receivable of the subsidiary Transbrasiliana related to the use of the right of way (R\$ 5,216), and the sale of the environmental license obtained by Concepa to the granting authority classified under Other accounts receivable (R\$ 13,118), which is over 180 days past due. Both credits are being claimed by the companies and management and its advisors believe that they are likely to be successfully received.

Below is the balance of accounts receivable consolidated by maturity:

| | 12/31/2020 | 12/31/2019 |
|------------------------------------|-------------------|-------------------|
| Current and past-due up to 90 days | 55,441 | 51,709 |
| Past-due over 90 days | 18,334 | 18,334 |
| | 73,775 | 70,043 |

Triunfo and its subsidiaries, as a criterion, set-up allowances for doubtful accounts for items over 90 days past due. The allowance is deemed sufficient by the Company to cover doubtful credits.

As mentioned in Note 1.4, additional risks in receivables arising from Covid-19 pandemic were not identified, since toll credits, the main source of the Company's income, are transferred to the concessionaire by Automatic System Operators (OSAs) (or Payment Method Managers (AMAPs)).

b) Other credits

The Company has other accounts receivable of different types, which add up to current and non-current balances, amounting to R\$ 27,235 as of December 31, 2020 (R\$ 7,212 on December 31, 2019) at the parent company and R\$ 31,168 (R\$ 12,929 in 2019) in the consolidated. Of this amount as of December 31, 2020, R\$ 19,844 refer to amounts receivable from some creditors contemplated in the Reverse Auction within the scope of Out-of-Court Recovery that, due to the judicial decision that reverted the ratification of the Reorganization Plan, gave rise to the obligation to return to Triunfo the amounts received at the time, with the necessary inflation adjustments. Accordingly, new terms for settlement were agreed with some creditors individually in order to definitively settle the obligations between the parties, as mentioned in note 15. The balance receivable corresponds to the difference between the amount paid at the time of the Reverse Auction and the new amount agreed under recent settlement terms.

7. Accounts receivable - concession agreement

| | Consolidated | |
|---|---------------|---------------|
| | 12/31/2020 | 12/31/2019 |
| Accounts receivable on amendments - Concepa | 20,164 | 20,164 |
| | 20,164 | 20,164 |

On April 16, 2014, through the 13th amendment to the concession agreement, Concepa received authorization from ANTT to build the fourth lane of the BR-290/RS highway between Porto Alegre and Gravataí. The works, completed in November 2015, included the widening of both lanes of BR-290/RS, between the access to highway BR-448 in Porto Alegre and the Gravataí junction that gives access to state highway RS-118.

According to the technical note no. 099/2017 issued by ANTT after the Agency's revision, the recomposed balance to be settled regarding the 13th amendment is R\$20,164. The amendment determines that, if financial settlement has not occurred, the balance receivable may be converted into an extension of the concession agreement for a period proportional to unpaid balances.

The concessionaire continues to negotiate the financial rebalancing of the investments made during the management period and have not yet remunerated, including the balance of the 13th amendment.

8. Income tax and social contribution

Deferred taxes are usually recognized over all deductible or taxable temporary differences. Deferred tax assets arising from tax losses and social contribution tax loss carryforwards are recognized only when it is probable that the Company will report future taxable income.

A careful and thorough judgment by Management is required to determine the amount of deferred tax assets that can be recognized, based on probable term and level of future taxable income, together with future tax planning strategies.

a) Deferred tax credits

| | Consolidated | |
|--|----------------|----------------|
| | 12/31/2020 | 12/31/2019 |
| <u>Tax loss and tax loss carryforward (i)</u> | 161,816 | 150,366 |
| <u>Temporary differences:</u> | | |
| Provision for maintenance | 2,151 | 77,805 |
| Provisions for legal and administrative proceedings | 37,273 | 23,985 |
| Goodwill amortization | 120 | 120 |
| Waiver of default charges | 44,316 | 35,583 |
| Other temporary provisions | 3,449 | 2,982 |
| | 87,309 | 140,475 |
| Deferred income and social contribution taxes at fair value recognized in the acquisition of Transbrasiliana investment (ii) | 20,650 | 21,975 |
| | 269,775 | 312,816 |

(i) Balances resulting from tax loss and CSLL tax loss carryforwards of subsidiaries Concer (R\$ 60,334), Concebra (R\$ 91,059) and Transbrasiliana (R\$ 10,423).

(ii) Deferred taxes arising from the recognition of fair value of the acquisition of Transbrasiliana's assets.

The book value of deferred tax credit is revised annually by the Management of the subsidiaries and subsequent adjustments have not been significant in relation to the Management's initial estimates.

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The expected recovery of deferred tax credits related to tax losses and tax loss carryforward, according to forecasts of taxable income is as follows:

| Consolidated | |
|---------------------|----------------|
| Year ending: | |
| 2021 | 23,727 |
| 2022 | 11,816 |
| 2023 | 28,441 |
| 2024 | 37,479 |
| 2025 | 33,488 |
| After 2025 | 26,865 |
| | <u>161,816</u> |

b) Deferred income tax and social contribution liabilities

| | Consolidated | |
|-----------------------------------|-----------------------|-------------------|
| | 12/31/2020 | 12/31/2019 |
| Revaluation reserve | 1,854 | 10,336 |
| Construction revenue - Amendments | 145,044 | 119,396 |
| Capitalized financial costs | 38,086 | 38,267 |
| Amortization reversal – ICPC 01 | 23,043 | 47,320 |
| | <u>208,027</u> | <u>215,319</u> |

c) Cumulative tax losses and tax loss carryforwards - Parent Company

The balances of tax losses and social contribution tax loss carryforwards on the net income of the Company and its subsidiaries can be carried forward indefinitely and can be offset pursuant to Law 9.065/95, which restricted said tax credit offset at the ratio of 30% of taxable income determined in each base period when taxes were paid, and are shown as follows:

| | Parent Company | |
|---------------------------------------|-----------------------|-------------------|
| | 12/31/2020 | 12/31/2019 |
| Tax loss and CS tax loss carryforward | <u>64,493</u> | <u>70,039</u> |

Tax credits on Triunfo's income and social contribution tax loss carryforwards were not recorded since there is no history of profits and due to the fact that they do not comply with the requirements for the initial recognition.

d) Income tax and social contribution - profit or loss

Reconciliation of income and social contribution taxes calculated by applying effective rates and amounts reflected in profit or loss:

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| | 12/31/2020 | | | | |
|--|----------------|-----------------------------|--------------------|----------------|-----------------|
| | Parent Company | Subsidiaries Taxable Income | Other subsidiaries | Deletions | Consolidated |
| Accounting profit (loss) before taxes | 160,886 | 129,207 | (42,346) | (63,797) | 183,950 |
| Effective tax rate (34%) | (54,701) | (43,931) | 14,938 | 21,691 | (62,545) |
| Adjustments to calculate the effective tax rate: | | | | | |
| Equity Income (loss) | 28,286 | - | (5,766) | - | 22,520 |
| Impairment base amortization value, net | - | 19,883 | - | - | 19,883 |
| Permanent additions (deletions), net | (10) | (2,788) | - | - | (2,798) |
| Tax incentives (PAT, Pronac and others) | - | (43) | - | - | (43) |
| Temporary additions (deletions), net | 20,162 | (603) | 89 | - | 19,648 |
| Unrecognized tax losses and tax loss carryforwards | 1,886 | (14,970) | (8,784) | (26,016) | (44,844) |
| Current income tax and social contribution | (4,377) | (8,031) | (65) | - | (12,473) |
| Deferred income tax and social contribution | - | (34,421) | - | (1,325) | (35,746) |
| Total income tax and social contribution | (4,377) | (42,452) | (65) | (1,325) | (48,219) |
| Effective tax rate (i) | 3% | 33% | | | 26% |

- (i) The effective rate of investees opting for Taxable Income is distorted mainly due to the exclusion from the tax base of the effects from amortization of the intangible assets subject to impairment adjustment added to the tax base in 2018 (for Econorte), as well as the non-accrual of deferred taxes on tax losses due to the uncertainty over the taxable income expected for the coming years for subsidiary Concer.

| | 12/31/2019 | | | | |
|--|----------------|-----------------------------|--------------------|----------------|----------------|
| | Parent Company | Subsidiaries Taxable Income | Other subsidiaries | Deletions | Consolidated |
| Accounting profit (loss) before taxes | (222,664) | (283,710) | (85,695) | 235,347 | (356,722) |
| Effective tax rate (34%) | 75,706 | 96,461 | 29,136 | (80,018) | 121,285 |
| Adjustments to calculate the effective tax rate: | | | | | |
| Equity Income (loss) | (64,826) | - | (14,328) | - | (79,154) |
| Provision for asset depreciation losses | - | 26,167 | - | - | 26,167 |
| Permanent additions (deletions), net | (582) | 1,921 | - | - | 1,339 |
| Tax incentives (PAT, Pronac and others) | - | (44) | - | - | (44) |
| Temporary additions (deletions), net | (3,761) | 8,178 | - | - | 4,417 |
| Tax losses and tax loss carryforwards | (6,537) | (21,349) | (14,874) | 78,998 | 36,238 |
| Current income tax and social contribution | - | (3,848) | (66) | - | (3,914) |
| Deferred income tax and social contribution | - | 115,182 | - | (1,020) | 114,162 |
| Total income tax and social contribution | - | 111,334 | (66) | (1,020) | 110,248 |
| Effective tax rate (i) | | 39% | | | 31% |

- (i) The effective rate of investees opting for Taxable Income is distorted mainly due to the exclusion from the tax base of the effects from amortization of the intangible assets subject to impairment adjustment added to the tax base in 2018 (for Econorte), as well as the non-accrual of deferred taxes on tax losses due to the uncertainty over the taxable income expected for the coming years for subsidiary Econorte. Excluding this effect, the effective tax rate for calculating taxable income would be 34%.

The nominal rate of taxes is 34% on income, adjusted as per legislation in force in Brazil for the taxable income regime. Additionally, no deferred tax assets were recognized when there is no presumption of future taxable income, resulting in the effective rates mentioned above.

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9. Judicial deposits

| | Parent Company | | Consolidated | |
|---------------------------------|----------------|---------------|---------------|---------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Creditors – Reverse Auction (i) | 11,626 | 11,327 | 11,626 | 11,327 |
| Frozen funds (ii) | 3,935 | 4,063 | 7,135 | 9,850 |
| Other judicial deposits (iii) | 676 | 99 | 8,200 | 6,586 |
| | 16,237 | 15,489 | 26,961 | 27,763 |

- (i) Judicial deposits made on behalf of creditors of funds FLA Investors, contemplated by the Reverse Auction of the Out-of-Court Reorganization Plan of Triunfo. The funds were released in the first quarter of 2021 for the effective settlement of the debt, after judicial approval of the agreement executed with the creditor in November 2020 (see note 15).
- (ii) Funds frozen in March 2019 at the Parent Company and subsidiary Econorte, stemming from Criminal Action 5008581-52.2019.4.04.7000, in which attachment of assets was determined, at the request of the Federal Prosecution Office, in connection with Integration Operations I and II.
- (iii) Various judicial deposits and frozen funds related to civil, tax and labor lawsuits.

10. Related party transactions

Transactions with related parties refer to transactions with subsidiaries, joint ventures and companies under the common control of the Company.

The main balances and amounts are described below:

| | Parent Company | | | | | |
|---|----------------|---------------|----------------|----------------|---------------|----------------|
| | 12/31/2020 | | | 12/31/2019 | | |
| | Assets | Liabilities | Profit or Loss | Assets | Liabilities | Profit or Loss |
| Dividends receivable: | | | | | | |
| Concer | 1 | - | - | 1 | - | - |
| Rio Guaíba | - | - | - | 238 | - | - |
| Other: | | | | | | |
| Vênus (v) | - | 14,282 | - | - | 14,282 | - |
| Concebra | - | - | - | - | 2 | - |
| Concer (i) | 34,356 | - | 887 | 15,136 | - | - |
| Other | 1,703 | 178 | 2,019 | - | - | - |
| Total current | 36,060 | 14,460 | 2,906 | 15,375 | 14,284 | - |
| Loans / Financial transactions: | | | | | | |
| Rio Claro (ii) | 9,329 | - | 507 | 54,940 | - | 1,153 |
| Concer (iii) | 7,193 | - | 453 | 6,973 | - | 231 |
| Other: | | | | | | |
| Econorte (iv) | 529 | - | 2,888 | 15,810 | - | 723 |
| Rio Tibagi (iv) | 1,753 | - | - | 1,753 | - | - |
| Concer (iv) | 46,655 | - | 4,350 | 43,623 | - | - |
| Concer (i) | - | - | - | 26,967 | - | 1,426 |
| Concebra (iv) | 10,131 | - | 2,972 | 17,510 | - | - |
| Transbrasiliana (iv) | 31,241 | - | 1,203 | 28,667 | - | - |
| Vênus (v) | 8,659 | - | - | 8,659 | - | - |
| Aeroportos Brasil (i) | 45,151 | - | - | 31,317 | - | - |
| (-) Allowance for doubtful accounts (i) | - | - | 31,317 | (31,317) | - | - |
| Other | 874 | - | - | 709 | - | 29 |
| Total non-current | 161,515 | - | 43,690 | 205,611 | - | 3,562 |
| Total | 197,575 | 14,460 | 46,596 | 220,986 | 14,284 | 20,848 |

- (i) Receivables of the subsidiary Concer and the joint venture Aeroportos Brasil related to the sub-rogation of Triunfo in the position of the creditors contemplated by the Reverse Auction in 2018 (see Note 15). The Company recorded an allowance for doubtful accounts for the receivables from joint venture Aeroportos Brasil, due to the scenario of Court-Supervised Reorganization of the investee at the time. In December 2020, new agreements were executed with the

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creditors of the Reverse Auction obtaining the final settlement of debts for the total amount of R\$ 26,651 and, in addition, Triunfo paid R\$ 18,500 to FINEP, ABSA's creditor, as guarantor of debt, sub-rogating from such credit, which should be paid according to the conditions set in the amendment to the Court-Supervised Reorganization, with settlement estimated for 2023. In December 2020, receivables from ABSA no longer consider a provision for losses, in view of the termination of the Court-Supervised Reorganization regime of the investee (see note 1.1, item iii).

- (ii) Loan referring to funding of Rio Claro with Triunfo, adjusted by 100% of the Interbank Deposit Certificate - CDI, variation plus Tax on Financial Operations - IOF for the period.
- (iii) Loans referring to funding of Concer with Triunfo, adjusted by 100% of the Interbank Deposit Certificate - CD variation, with a 7% p.a. spread, added with Tax on Financial Operations - IOF for the period. In July 2020, outstanding debts were novated, and as of this date the debit balance is remunerated only by CDI variation.
- (iv) Receivables from subsidiaries including, in addition to expense reimbursements, income tax and social contribution credits on Triunfo's tax loss and social contribution tax loss carryforwards, assigned to subsidiaries for purposes of reducing tax debts under the installment payment programs (PRT and PERT) (see note 8, item c).
- (v) The balances of assets and liabilities with subsidiary Vênus arise from the intermediation referring to the debentures settled in 2017. Upon the settlement of the 2nd series of debentures (premium) in the first quarter of 2021, accounts will be held to close the investee.

| | Consolidated | | | | | |
|---|---------------|---------------|----------------|---------------|---------------|----------------|
| | 12/31/2020 | | | 12/31/2019 | | |
| | Assets | Liabilities | Profit or Loss | Assets | Liabilities | Profit or Loss |
| Provision of service: | | | | | | |
| Consórcio NSS (Concer) (i) | - | 21,110 | - | - | 23,837 | - |
| CTSA (Econorte) | - | - | - | - | 872 | - |
| CTSA (Transbrasiliana) | - | 1,255 | - | - | 3,135 | - |
| Other: | | | | | | |
| Non-controlling shareholders - Concer | - | - | - | - | 461 | - |
| Other | 1,703 | 2,157 | 5,658 | - | 1,954 | - |
| Total current | 1,703 | 24,522 | 5,658 | - | 30,259 | - |
| Provision of service: | | | | | | |
| Consórcio NSS (Concer) (i) | - | - | - | 145 | - | - |
| CTSA (Econorte) | 5,496 | - | - | 617 | - | - |
| CTSA (Concebra) (ii) | 45,403 | - | - | 45,946 | - | - |
| Other: | | | | | | |
| Aeroportos Brasil S.A. (iii) | 45,151 | - | - | 31,317 | - | - |
| (-) Allowance for doubtful accounts (iii) | - | - | 31,317 | (31,317) | - | - |
| Other | 1,048 | - | - | 1,472 | - | - |
| Total non-current | 97,098 | - | 31,317 | 48,180 | - | - |
| Total | 98,801 | 24,522 | 36,975 | 48,180 | 30,259 | - |

- (i) Concer engaged Construtora Triunfo S.A. ("CTSA"), directly or jointly with other companies, through Contractor Consortia in which CTSA is a party, to execute structural expansion and recovery works in the highways. The prices and number of works executed in highways are in accordance with what is established in the concession agreement are monitored by the granting authority.
- (ii) Refer to advances paid by Concebra to CTSA for the works included in Highway Operation Program (PER), as well as highway recovery and maintenance services.
- (iii) Receivables related to the sub-rogation of Triunfo in the position of the creditors considered in the Reverse Auction (see Note 15). The Company recorded an allowance for doubtful accounts for the receivables from joint venture Aeroportos Brasil, due to the scenario of Court-Supervised Reorganization of the investee at the time. In December 2020, new agreements were executed with the creditors of the Reverse Auction obtaining the final settlement of debts for the total amount of R\$ 26,651 and, in addition, Triunfo paid R\$ 18,500 to FINEP, ABSA's creditor, as guarantor of debt, sub-rogating from such credit, which should be paid according to the conditions set in the amendment to the Court-Supervised Reorganization, with settlement estimated for 2023. In December 2020, receivables from ABSA no longer consider a provision for losses, in view of the termination of the Court-Supervised Reorganization regime of the investee (see note 1.1, item iii).

11. Interests to be sold

Since late 2016, aiming to prioritize liquidity and improve its capital structure, the Company implemented actions to divest assets, aiming to provide funds and reduce the level of indebtedness. Among the investments in which the Company holds interests, Aeroportos Brasil, Portonave, Tijoá and CSE were selected to be held for sale.

As such, on December 31, 2016, the Company reclassified its investments in the above joint ventures as “Equity interest held for sale” under current assets in the individual and consolidated Financial Statements, pursuant to CPC 31 – Non-current assets held for sale and discontinued operations (IFRS5).

Portonave asset was divested in 2017 and the investment in the joint venture Aeroportos Brasil was written off as a loss, according to note 1.1, item iii). Therefore, only investments in Tijoá and CSE remain as held for sale.

On August 1, 2019, a share purchase agreement was entered into with an affiliate of BlackRock Global Energy & Power Infrastructure Funds for the sale of 100% of the Company’s direct and indirect interest in Companies Juno, Tijoá and CSE. Juno is a wholly-owned subsidiary of Triunfo and holds 50.1% of the companies Tijoá and CSE. On August 3, 2020, a new share purchase agreement was entered into with other affiliate of the same Fund, replacing the agreement dated August 1, 2019. The transaction amount remains the same at R\$169.5 million, subject to adjustments usual to this type of transaction, and the conclusion of the sale remains subject to compliance with certain conditions.

On January 4, 2021, the purchase and sale agreement was terminated, due to the expiration of the term set in the agreement without all closing conditions having been fulfilled. Without the completion of the sale process and in view of the current situation of the Company's capital structure, investments in Tijoá and CSE are being presented in these financial statements through the investment in subsidiary Juno (note 12).

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12. Investments

a) Permanent investments

| Investment | Parent Company | | | | | Permanent investments 12/31/2019 (restated) |
|---|----------------------|--------------|----------------|----------------|-------------------------------------|---|
| | Shareholders' equity | Interest (%) | Equity income | Other | Permanent investments 12/31/2020 | |
| Econorte | 42,015 | 100.00% | 42,015 | - | 42,015 | - |
| Rio Tibagi | 1,655 | 100.00% | 1,655 | - | 1,655 | 2,814 |
| Concebra | 313,256 | 100.00% | 313,256 | - | 313,256 | 209,249 |
| Concer (i) | 69,420 | 81.84% | 56,813 | (366) | 56,447 | 149,844 |
| Rio Bonito | 10,788 | 82.00% | 8,846 | - | 8,846 | 9,117 |
| Dable (ii) | 182,412 | 100.00% | 182,412 | - | 182,412 | 187,578 |
| Venus | 5,625 | 100.00% | 5,625 | - | 5,625 | 5,364 |
| TPI-Log (iv) | 78,878 | 100.00% | 78,878 | - | 78,878 | 78,897 |
| TPL | 34,497 | 100.00% | 34,497 | - | 34,497 | 23,867 |
| Rio Claro | 7,731 | 100.00% | 7,731 | - | 7,731 | 8,807 |
| Tucano | 8,939 | 100.00% | 8,939 | - | 8,939 | 8,892 |
| Guariroba | 2,896 | 100.00% | 2,897 | - | 2,897 | 2,888 |
| ATTT (i) | 131 | 64.00% | 84 | 50 | 134 | 134 |
| Mercúrio | 1 | 100.00% | 1 | - | 1 | 1 |
| Minerva | 1 | 100.00% | 1 | - | 1 | 1 |
| Netuno | 1 | 100.00% | 1 | - | 1 | 1 |
| Convale (v) | 13,450 | 100.00% | 13,450 | (13,450) | - | - |
| Rio Guaíba | 71 | 100.00% | 71 | - | 71 | 852 |
| CTVias (iii) | 1,007 | 100.00% | 1,007 | 10,765 | 11,772 | 9,822 |
| Juno | 29,965 | 100.00% | 29,965 | - | 29,965 | 25,262 |
| Total Investments | 802,739 | | 788,144 | (3,001) | 785,143 | 723,390 |
| Econorte | - | 100.00% | - | - | - | (58,357) |
| Concepa | (3,805) | 100.00% | (3,805) | 4 | (3,801) | (12,496) |
| Ecovale (i) | - | 52.50% | - | (46) | (46) | (46) |
| Total provision on unsecured liabilities of subsidiaries | (3,805) | | (3,805) | (42) | (3,847) | (70,899) |
| Total Investments, net | 798,934 | | 784,339 | (3,043) | 781,296 | 652,491 |

- (i) Subsidiaries present an imbalance among shareholders in the contributions and capital payment due to the remittance of funds at rates other than the Company's interest in the investees.
- (ii) Subsidiary Dable holds 100% interest in BR Vias Holding TBR, which holds a 100% interest in Transbrasiliana.
- (iii) Goodwill and surplus value in the acquisition of CTVias, net of amortization (R\$ 10,766), are recognized in the investment balance of the Parent Company.
- (iv) Subsidiary TPI-Log holds 100.00% interest in TPB.
- (v) Subsidiary presents an imbalance as a result of receivables from Triunfo, recorded as investment reduction in the parent company.

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| | Consolidated | | | |
|---|---------------|---------------|--------------------------|---------------|
| | 12/31/2020 | | 12/31/2019 (restated) | |
| | Investments | Equity Income | Investments | Equity Income |
| Investment | | | | |
| Tijóá | 29,179 | 32,966 | 22,073 | 29,433 |
| CSE | 786 | (123) | 3,189 | 606 |
| Total Investments | 29,965 | 32,843 | 25,262 | 30,039 |
| Ecovale | (46) | - | (46) | - |
| Total provision on unsecured liabilities of subsidiaries | (46) | - | (46) | - |

b) Changes in permanent investments

| Investment | Permanent investments 12/31/2019 (restated) | Capital contributions and acquisitions | Equity Income | Dividends | Other | Permanent investments 12/31/2020 | Equity Income as of 12/31/2019 (restated) |
|--------------------------|---|--|----------------|-----------------|--------------|-------------------------------------|---|
| Econorte | (58,357) | 2,500 | 97,872 | - | - | 42,015 | 47,076 |
| Rio Tibagi | 2,814 | - | (1,159) | - | - | 1,655 | (293) |
| Concepa | (12,496) | 12,541 | (3,846) | - | - | (3,801) | (8,239) |
| Rio Guaíba | 852 | 541 | (1,322) | - | - | 71 | (393) |
| Concer | 149,844 | - | (93,397) | - | - | 56,447 | (100,070) |
| Rio Bonito | 9,117 | - | (271) | - | - | 8,846 | (593) |
| Triunfo Convale | - | 6 | (6) | - | - | - | (60) |
| Tucano | 8,892 | 61 | (14) | - | - | 8,939 | (57) |
| Retirinho (i) | - | - | - | - | - | - | (25) |
| Guariroba | 2,888 | 28 | (20) | - | - | 2,896 | (25) |
| Estrela (i) | - | - | - | - | - | - | (11) |
| TPI-Log | 78,897 | 103 | (122) | - | - | 78,878 | (81) |
| Taboca (i) | - | - | - | - | - | - | (16) |
| Dable | 187,578 | 10,079 | (15,245) | - | - | 182,412 | (35,200) |
| ATTT | 134 | - | - | - | - | 134 | - |
| Rio Claro | 8,807 | - | (1,076) | - | - | 7,731 | (1,121) |
| Ecovale | (46) | - | - | - | - | (46) | - |
| TPL | 23,867 | 11,552 | (922) | - | - | 34,497 | (3,504) |
| Concebra | 209,249 | - | 104,007 | - | - | 313,256 | (88,024) |
| Venus | 5,364 | - | 261 | - | - | 5,625 | 2,328 |
| Mercurio | 1 | - | - | - | - | 1 | (10) |
| Minerva | 1 | - | - | - | - | 1 | (12) |
| CTVias | 9,822 | 3,728 | (1,546) | - | (231) | 11,773 | (2,323) |
| Netuno | 1 | - | - | - | - | 1 | (12) |
| Juno | 25,262 | - | 32,843 | (28,140) | - | 29,965 | 30,039 |
| Total Investments | 652,491 | 41,139 | 116,037 | (28,140) | (231) | 781,296 | (160,626) |

- (i) Subsidiaries Estrela, Retirinho and Taboca underwent a liquidation process as of August 2019, with the consequent recognition of losses on these investments. Estrela's extinction process was completed in December, 2020.

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c) Reconciliation of shareholders' equity and net income (loss) for the period of the Parent Company with consolidated

| | Shareholders' Equity | | Net Income (Loss) for the Year | |
|------------------------------|----------------------|----------------|--------------------------------|------------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Parent Company | 897,729 | 751,218 | 189,352 | (192,625) |
| Non-controlling shareholders | 14,912 | 35,690 | (20,778) | (23,810) |
| Consolidated | 912,641 | 786,908 | 168,574 | (216,435) |

d) Balances of assets, liabilities and net income (loss) for subsidiaries as of December 31, 2020

| Company | Current assets | Non-current assets | Current liabilities | Non-current liabilities | Shareholders' Equity | Net Income (Loss) for the year |
|-----------------|----------------|--------------------|---------------------|-------------------------|----------------------|--------------------------------|
| Econorte | 29,818 | 78,991 | 66,385 | 409 | 42,015 | 97,872 |
| Rio Tibagi | 383 | 3,709 | 1,992 | 445 | 1,655 | (1,156) |
| Concepa | 26,937 | 1,378 | 10,614 | 21,503 | (3,802) | (3,847) |
| Rio Guaíba | 74 | 431 | 111 | 323 | 71 | (1,321) |
| Concer | 26,692 | 673,163 | 426,455 | 203,980 | 69,420 | (114,117) |
| Rio Bonito | 10,452 | 361 | 25 | - | 10,788 | (330) |
| Convale | - | 13,450 | - | - | 13,450 | (6) |
| Concebra | 37,994 | 1,576,157 | 145,106 | 1,155,789 | 313,256 | 104,007 |
| Dable | - | 182,412 | - | - | 182,412 | (15,244) |
| BRVias Holding | 1,261 | 354,806 | 146,544 | 366 | 209,157 | (16,960) |
| Transbrasiliana | 23,245 | 582,224 | 84,572 | 166,321 | 354,576 | (1,007) |
| CTVias | 2,944 | 3,121 | 2,430 | 2,627 | 1,008 | (1,545) |
| Venus | 14,283 | - | 8,659 | - | 5,624 | 261 |
| TPI-Log | - | 78,880 | - | - | 78,880 | (122) |
| TPL | 10,053 | 62,809 | 6,059 | 32,307 | 34,496 | (923) |
| Rio Claro | 9,855 | 7,220 | 9,343 | - | 7,732 | (1,076) |
| Tucano | - | 8,939 | - | - | 8,939 | (14) |
| Guariroba | 5 | 2,889 | - | - | 2,894 | (19) |
| ATTT | - | 131 | - | - | 131 | - |
| Mercúrio | 1 | - | - | - | 1 | - |
| Netuno | 1 | - | - | - | 1 | - |
| Minerva | 1 | - | - | - | 1 | - |
| Retirinho | - | 2,700 | - | - | 2,700 | 26 |
| Estrela | - | 2,755 | - | - | 2,755 | (2) |
| Taboca | - | 4,262 | - | - | 4,262 | - |
| Juno | - | 29,965 | - | - | 29,965 | 32,843 |
| Tijóá | 46,817 | 48,578 | 21,359 | 28,675 | 45,361 | 65,800 |
| CSE | 4,974 | - | 4 | 3,400 | 1,570 | (245) |

13. Property, Plant & Equipment

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Property, plant and equipment is recognized at cost, net of cumulative depreciation and/or impairment losses, where applicable. Property, plant and equipment cost includes replacement cost of part of property, plant and equipment and loan costs for long-term construction projects. Depreciation is calculated using the straight-line method, at the rates considering the estimated useful lives of assets. The residual value and useful life of the assets and depreciation methods are reviewed at the end of each year and adjusted on a prospective basis.

| | Consolidated | | | | | | | |
|-----------------------------------|--------------|--------------------------|-------------------------|------------------------|---------------------------|----------|-------|----------|
| | Land | Buildings and Facilities | Machinery and Equipment | Furniture and Fixtures | Data Processing Equipment | Vehicles | Other | Total |
| Balance as of 12/31/2019 | 145,454 | 29,880 | 18,427 | 3,601 | 10,701 | 26,164 | 1,191 | 235,418 |
| Constructions / Acquisitions | - | 8 | 94 | 39 | 456 | 932 | 2 | 1,531 |
| Write-Offs | (9) | (316) | (906) | (278) | (99) | (728) | - | (2,336) |
| Transfers | - | (2) | 40 | - | (40) | 2 | - | - |
| Balance as of 12/31/2020 | 145,445 | 29,570 | 17,655 | 3,362 | 11,018 | 26,370 | 1,193 | 234,613 |
| Depreciation | | | | | | | | |
| Balance as of 12/31/2019 | - | (14,340) | (11,890) | (2,384) | (5,520) | (21,806) | (584) | (56,524) |
| Depreciation | - | (1,903) | (1,557) | (408) | (1,468) | (1,813) | (42) | (7,191) |
| Depreciation - Surplus value | - | - | - | - | - | - | (96) | (96) |
| Write-Offs | - | 2 | 660 | 235 | 72 | 644 | - | 1,613 |
| Transfers | - | - | (70) | (7) | 27 | 51 | (1) | - |
| Balance as of 12/31/2020 | - | (16,241) | (12,857) | (2,564) | (6,889) | (22,924) | (723) | (62,198) |
| Net residual value | | | | | | | | |
| Balance as of 12/31/2019 | 145,454 | 15,540 | 6,537 | 1,217 | 5,181 | 4,358 | 607 | 178,894 |
| Balance as of 12/31/2020 | 145,445 | 13,329 | 4,779 | 798 | 4,129 | 3,446 | 470 | 172,415 |
| Average annual depreciation rates | | 4% | 10% | 10% | 20% | 20% | 10% | |

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14. Intangible assets and intangible assets under construction

| | Consolidated | | | | | | | | | |
|---------------------------------|--------------------------|--------------------------------|--------------------------------|------------------------------|---|-------------------------------------|-----------------------------------|-------|-------------------------|---|
| | Total Parent Company (i) | Highway Concession Assets (ii) | Port activities projects (iii) | SHPP Projects / Studies (iv) | Goodwill on Transbrasiliana acquisition (v) | Goodwill on acquisition CTVias (vi) | Customer portfolio (CTVias) (vii) | Other | Total Intangible Assets | Intangible assets under construction (viii) |
| Cost | | | | | | | | | | |
| Balance as of 12/31/2019 | 3,370 | 5,098,215 | 8,769 | 2,425 | 17,738 | 9,555 | 1,355 | 327 | 5,141,754 | 595,918 |
| Additions | 1,701 | 31,499 | - | 81 | - | - | - | 80 | 33,361 | 84,387 |
| Impairment reversal | - | - | - | - | - | - | - | - | 1,428 | 844 |
| Write-Offs | (578) | (73,379) | - | - | - | - | - | - | (73,957) | (40) |
| Transfers | - | 23,791 | - | - | - | - | - | - | 23,791 | (23,791) |
| Balance as of 12/31/2020 | 4,493 | 5,080,126 | 8,769 | 2,506 | 17,738 | 9,555 | 1,355 | 407 | 5,126,377 | 657,318 |
| Amortization | | | | | | | | | | |
| Balance as of 12/31/2019 | (307) | (2,805,485) | - | - | (3,542) | - | (271) | (209) | (2,809,814) | (4,511) |
| Amortization | (279) | (349,628) | - | - | (856) | - | (136) | - | (350,899) | (30,323) |
| Amortization - surplus value | - | (24,946) | - | - | - | - | - | - | (24,946) | - |
| Write-Offs | - | 4,919 | - | - | - | - | - | - | 4,919 | - |
| Balance as of 12/31/2020 | (586) | (3,175,140) | - | - | (4,398) | - | (407) | (209) | (3,180,740) | (34,834) |
| Net residual value | | | | | | | | | | |
| Balance as of 12/31/2019 | 3,063 | 2,292,730 | 8,769 | 2,425 | 14,196 | 9,555 | 1,084 | 118 | 2,331,940 | 591,407 |
| Balance as of 12/31/2020 | 3,907 | 1,904,986 | 8,769 | 2,506 | 13,340 | 9,555 | 948 | 118 | 1,945,637 | 622,484 |

- (i) Parent Company's intangible assets basically comprise expenses with the development of new projects and obtaining licenses for the port segment (logistics).
- (ii) Assets referring to highway concession rights to be amortized during concession terms by traffic curve. Additions in the period refer to investments made in highways, which will be amortized during the remaining term of the concession, under the ICPC 01.
- (iii) Related to expenses with project development in the port segment (logistics), which is still in pre-operational phase
- (iv) Related to expenses with project development of Small Hydro Power Plants - SHPPs.
- (v) Related to goodwill paid for the expectation of future profitability in the acquisition of BR Vias Holding TBR, Parent Company of concessionaire Transbrasiliana.
- (vi) Refers to goodwill from the acquisition of CTVias, completed on December 28, 2017, whose final allocation of the acquisition price was recognized in June 2018.
- (vii) Refers to the customer portfolio identified in the assessment of allocation of the acquisition price of subsidiary CTVias.
- (viii) Intangible assets under construction (contract assets) reflect non-operational assets as of the date of the financial statements, and are segregated from the balance of Intangible assets as required under the revenue recognition standard (CPC 47 / IFRS 15).

Assets related to public concession are recognized when the operator is entitled to charge users a fee for the public service provided. Under these circumstances, the concessionaire's revenue is contingent on the use of the asset, and the concessionaire bears the risk that the cash flows generated by users of the service may not be sufficient to recover the investment.

The Company's concession agreements within the scope of ICPC 01 – Concession Agreements do not provide for payment by granting authority for the construction services, therefore all concession assets are recorded as intangible assets represented by the right to operate roads, by charging toll from users.

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Amortization of the right to operate infrastructure is recognized in the profit or loss for the year based on the curve of the expected financial benefit over the term of the highway concession. For this purpose, estimated traffic curves were used as amortization baseline. Thus, the amortization rate is determined based on economic surveys that seek to reflect the projected growth of highway traffic and generation of future financial benefits arising from each concession agreement. The Company uses econometric models for traffic forecast, which are reassessed by Management on a regular basis.

Impairment loss of non-financial assets

The Company assesses, on an annual basis, events or economic/operating changes that may indicate impairment of intangible assets.

The assumptions on the future cash flows and growth forecasts were based on 2021 budget and on the long-term business plan, approved by the Board of Directors. The main assumptions used cover the concession term considering: (i) growth the forecast revenues with increase in the average volume and annual average revenues, (ii) operating costs and expenses forecast, considering historical data, (iii) the maintenance levels provided for under concession agreements and (iv) capital goods investments. Future estimated cash flows have been discounted at rate equivalent to the Company's weighted average cost of capital.

As of December 31, 2019, the result obtained from the impairment test for subsidiary Concer was lower than the sum of intangible asset balances, thus detecting the need to record a provision for impairment of its assets in the amount of R\$17,152. As this is a reassessed asset, in compliance with topic 60 of accounting pronouncement CPC-01/IAS-36, such adjustment affects the Shareholders' Equity as "Other comprehensive income," in the amount of R\$ 11,320, net of deferred taxes.

As for subsidiary Econorte, the impairment test result was R\$ 14,718 higher than the accounting balance. Therefore, on December 31, 2019 the partial reversal of the provision for loss assessed in 2018 was recognized. For 2020, the recoverability of assets, specifically the Intangible assets and Intangible assets under construction, was reassessed, identifying an amount R\$ 2,272 higher than the book balance as of December 31, 2020, recognized as a partial reversal of the impairment recorded in 2018.

Results found from impairment tests for other subsidiaries of the Company were higher than book balances. As a result, no other losses from impairment were identified in the assets reassessed in 2020.

For subsidiary Concebra, in addition to the analysis of recoverability of assets using the method of value in use, the Company calculated the indemnifiable value of the assets based on the guidelines of ANTT Resolution No. 5.860/19, and concluded that, in the event of early termination of the concession agreement, if Concebra moves on with a new application seeking re-auctioning, no losses would arise as compared to the concessionaire's current balance of Intangible assets.

Additional risks on the recoverability of assets arising from Covid-19 pandemic were not identified, as mentioned in Note 1.4, since the concession agreements feature economic and rebalancing guarantee for extraordinary events, such as the pandemic.

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15. Loans and financing

After their initial recognition, interest-bearing loans and financing are measured subsequently at their amortized cost, using the effective tax rate method. Gains or losses are recognized in the income statement upon write-off of liabilities, and during the amortization process using the effective tax rate method.

| Loan type | Guarantees | Indexer | Consolidated | |
|---|---|-----------------------|--------------|------------|
| | | | 12/31/2020 | 12/31/2019 |
| Triunfo (Parent Company): | | | | |
| Bank guarantee FINEP - FIBRA | None | 8% p.a. | 627 | 579 |
| Bank guarantee FINEP - ABC | None | CDI+2% p.a. | - | 731 |
| Bank credit note - China Construction Bank | None | CDI + 7.4424% p.a. | 44,473 | 40,363 |
| Bank credit note - Trophy FIP Multiestrategia (i) | Guarantee from THP (Triunfo Holding de Participações) | 140% of CDI | 28,040 | 26,994 |
| Bank Guarantee FINEP - China Construction Bank | None | CDI+8% p.a. | 3,247 | 3,002 |
| Bank guarantee FINEP - Santander (i) | None | CDI+1% p.a. | 9,379 | 9,035 |
| Bank credit note - BTG Pactual | Fiduciary Sale of Shares | CDI+3% p.a. | 19,517 | 33,342 |
| Bank credit note - ABC (i) | None | CDI+5,8% p.a. | - | 11,368 |
| | | | 105,283 | 125,414 |
| Concer: | | | | |
| Financings of property, plant and equipment - FINEP | Bank guarantee letter | TJLP + 0.5% p.a. | 1,074 | 1,054 |
| Bank credit note - Guarantor | None | CDI + 0.5% p.a. | 6,987 | 6,847 |
| FINAME - Banco Guanabara | Fiduciary sale of financed goods | 1.50% to 8.50% p.a. | - | 21 |
| FINAME - Banco Mercedes | Fiduciary sale of financed goods | 6% p.a. | - | 19 |
| Bank credit note - Banco Panamericano | Company guarantee (Triunfo) | CDI + 0.5% p.a. | 7,784 | 7,793 |
| Bank Credit - Banco ABC | None | CDI + 0.5% p.a. | 37,343 | 37,869 |
| Bank credit note - Banco Pine (i) | Company guarantee (Triunfo) | CDI + 0.5% p.a. | - | 30,197 |
| Bridge Loan - BNDES | Company (Triunfo) suretyship and bank guarantee | TJLP + 0.5% p.a. | 199,278 | 194,127 |
| Bank credit note - Banco Crédito Varejo (i) | Company guarantee (Triunfo) | CDI + 0.5% p.a. | - | 5,294 |
| Bank credit note - Banco Fibra (i) | Company guarantee (Triunfo) | CDI + 0.5% p.a. | 6,724 | 6,512 |
| | | | 259,190 | 289,733 |
| Econorte: | | | | |
| Overdraft account - Santander | None | 3.25% p.a + CDI | - | 41,075 |
| | | | - | 41,075 |
| Concebra: | | | | |
| Loan - BNDES Sub-credit A | Fiduciary sale of receivables | TLP + 2% p.a. | 815,824 | 790,498 |
| Loan - BNDES Sub-credit B | Fiduciary sale of receivables | TLP + 2% p.a. | 326,329 | 320,728 |
| | | | 1,142,153 | 1,111,226 |
| Transbrasiliana: | | | | |
| Finem – BNDES | Assignment of rights over receivables under Concession Agreement / Pledge of shares | TJLP + 2.91% per year | 123,296 | 131,231 |
| Bank credit note - Banco ABC | Company guarantee (Triunfo) | CDI+3% p.a. | 9,200 | 12,813 |
| Lease - Banco Volkswagen S.A. | Fiduciary sale of financed goods | 261% p.a. | - | 8 |
| Bank credit note - BTG Pactual | Tijoa shares and Company guarantee (Triunfo) | CDI+3% p.a. | 5,937 | 9,501 |
| Finame - Banco Volkswagen S.A. | Fiduciary sale of financed goods and Promissory Notes | 10% p.a. | - | 57 |
| Bank credit note - Banco Volkswagen S.A. | Fiduciary sale of financed goods | 12.63% p.a. | 1,797 | 1,296 |
| | | | 140,230 | 154,906 |

| | Parent Company | | Consolidated | |
|-------------------------|----------------|----------------|------------------|------------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Current Liabilities | 67,386 | 80,739 | 454,868 | 339,464 |
| Non-current liabilities | 37,897 | 44,675 | 1,191,988 | 1,382,890 |
| | 105,283 | 125,414 | 1,646,856 | 1,722,354 |

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- (i) Credits considered in the Reverse Auction held on March 20, 2018. The amounts deposited in court were raised by the creditors in July 2018, except for the funds FLA Investors (Bank credit note – Trophy FIP Multiestratégia, whose withdrawal of funds is conditioned on the presentation of bank guarantee, since the financial institutions are located abroad. The residual balance of the debts considered in the Reverse Auction, equivalent to the discount given by creditors at the time, continues to make up the balance of loans, financing and debentures and is being restated considering the interest rates and inflation adjustment envisaged in the respective Reorganization Plans. As of December 31, 2020, after settling CCB's with the ABC, Pine and Banco Crédito Varejo banks through direct negotiation with the relevant creditors and fulfilling the conditions for the extinction of debts, such credits amounted to R\$ 44,144.

The maturity of the portion of loans and financing recorded in non-current liabilities as of December 31, 2020 is distributed as follows:

| Year | Parent Company | Consolidated |
|--------------------|----------------|------------------|
| 2022 | 6,041 | 119,012 |
| 2023 | 12,087 | 89,883 |
| 2024 | 12,086 | 95,371 |
| 2025 | 7,199 | 97,311 |
| from 2026 onwards. | 484 | 800,858 |
| | <u>37,897</u> | <u>1,202,435</u> |

The Company and its subsidiaries took over economic and financial commitments with loan creditors, such as not to conduct operations other than those comprised in its corporate purpose; not to apply funds from financing to purposes other from those set forth in agreement; keep the proper disclosure of economic and financial data, pursuant to Law 6.404/76, ratio among debt and EBITDA and indebtedness, among others.

As of December 31, 2020, covenants of loans and financing agreements of Triunfo and its subsidiaries were met.

The Company's management has been adopting measures to enhance its capital structure by negotiating alternatives to lengthen the debt profile, at the Parent Company and its subsidiaries. In 2017, Out-of-Court Reorganization Plans ("Reorganization Plans") were formulated, as detailed below.

Out-of-Court Reorganization Plans (suspended in January 2020):

The request for ratification of the Reorganization Plans of the Company and other subsidiaries and Concer was filed on July 22, 2017 and was approved on July 25, 2017, determining, as of said date, the suspension of all actions and enforcements related to the tax liabilities included in the Plans.

On February 9, 2018, the Out-of-Court Reorganization Plans were ratified, as per the decision of the Judge of the 2nd Bankruptcy Court of the Judicial District of São Paulo, published in the Electronic Justice Gazette on February 19, 2018.

Reorganization plans were structured mainly due to: (i) the execution, by financial creditors, of debts and related guarantees of subsidiaries Concer and Concebra; (ii) the risks inherent to judicial freeze of operating and financial assets that are essential to maintaining the operations of Triunfo and Concer; (iii) the liquidity restrictions, considering the worsening macroeconomic scenario; (iv) the decline in the operating performance of some of Triunfo's subsidiaries; and (v) the need to make unplanned capital contributions in Concer and Concebra.

Reorganization Plans only covered the companies' financial creditors and did not involve suppliers and employees. With these plans, the Company and its subsidiaries sought to balance their financial debts, in order to maintain their business activity.

The ratification of the reorganization plans consists of the recognition that the necessary legal requirements were met and that the provisions in the Plans are binding upon all Applicable Creditors, irrespective of whether they joined such Plans spontaneously or not. Consequently, the Applicable

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Credits will be paid in accordance with the restructured conditions provided for in each of the plans, as follows:

- Option A for payment of the Reorganization Plan of Triunfo and subsidiaries: grace period of 48 months as from the date of request of the ratification and payment of principal and interest within 48 months after the grace period;
- Option B for payment of the Reorganization Plan of Triunfo and subsidiaries: consists of the option of accelerating the receivables by applying a discount in debt through a Reverse Auction; and
- Concer Reorganization Plan: consists of the payment of monthly interest equivalent to the contract index + spread of 0.5% p.a., with amortization of principal from 2019 to 2021.

Regarding Option B, the Reverse Auction was held on March 20, 2018 and included creditors that presented the highest discount, up to the limit of R\$112 million, which were available for this option. The liabilities to be settled in this transaction include Triunfo's own liabilities and those of subsidiaries for which it is guarantor. The aggregate amount of the liabilities is R\$250.4 million and average discount obtained was 55.3%. Payment of the claimed credits was suspended by the São Paulo Court of Justice ("TJSP") on March 19, 2018. On May 10, 2018, TJSP released the payment to creditors, but included the possibility of reimbursement of the amounts if the Reorganization Plan was not ratified by higher courts.

Due to this decision, on May 17, 2018, the Company deposited into court the amounts to settle the liabilities included. On May 29, 2018, the TJSP rendered a new decision, approving the issue of the bills to releasing the funds deposited in court, except for FLA Investors funds, for which the withdrawal of funds was contingent to the submission of a bank guarantee, as these are financial institutions headquartered abroad. The decision maintained the possibility of reimbursement of the amounts in case there was no ratification by higher courts.

The following table presents the results of the proposals for discounts and amounts deposited in court, broken-down by debtor:

| Creditor | Original debtor | Proposed discount | Updated balance (i) | Discount | Amount deposited in court |
|---|-------------------|-------------------|---------------------|----------------|---------------------------|
| Santander | Triunfo | 63.10% | 12,463 | 7,864 | 4,599 |
| FLA Investors (v) | Triunfo | 54.00% | 23,097 | 12,472 | 10,625 |
| BTG (iv) | Vessel | 52.03% | 44,326 | 23,063 | 21,263 |
| ABC (iv) | Maestra | 61.00% | 14,544 | 8,872 | 5,672 |
| Triunfo + Maestra and Vessel debts (ii) | | | 94,430 | 52,271 | 42,159 |
| Pine (iv) | Concer | 52.20% | 54,864 | 28,639 | 26,225 |
| Fibra | Concer | 63.00% | 9,855 | 6,209 | 3,646 |
| BCV (iv) | Concer | 37.00% | 13,734 | 5,081 | 8,653 |
| Concer debts (iii) | | | | 78,453 | 39,929 |
| Haitong (iv) | Aeroportos Brasil | 68.00% | 36,783 | 25,013 | 11,771 |
| BTG (iv) | Aeroportos Brasil | 52.02% | 40,739 | 21,192 | 19,546 |
| Aeroportos Brasil debts (iii) | | | | 77,522 | 46,205 |
| Total | | | 250,405 | 138,405 | 112,000 |

(i) Balance adjusted up to the date of the Reverse Auction.

(ii) Maestra and Vessel were wholly-owned subsidiaries of the Company with discontinued operations, which were also included in the Reorganization Plan. They were terminated in August 2017 and Triunfo assumed all of their liabilities.

(iii) Concer and Aeroportos Brasil are subsidiaries of the Company. The debts settled under this payment option were guaranteed by the Company.

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- (iv) In November and December 2020, debt settlement agreements were executed with creditors, the effects of which were recognized in the financial statements of December 31, 2020.
- (v) In November 2020, a debt settlement agreement was executed. After the court ratification of the agreement and the consequent release of the funds that were deposited in court, in February 2021, Triunfo effectively settled the debt with the creditor.

Thus, in the third quarter of 2018, the amortizations of the credits included in the Reverse Auction were recorded, except for credits of FLA *Investors* funds, which remained in the balance of judicial deposits (see note 9). For the claimed credits to which the Company is a guarantor (Concer and Aeroportos Brasil), Triunfo sub-rogated in the position of the creditors, collecting from the investees the amounts deposited in court. Sub-rogated credits are recognized under related parties (see Note 10). The residual balance of the debts considered in the Reverse Auction, equivalent to the discount given by creditors at the time, continue to make up the balance of loans, financing and debentures (see Note 16).

As mentioned in note 1, on December 3, 2019, the trial court decision granted on February 9, 2018 was reversed, and as from January 23, 2020, with the publication of the Appellate Decision, the Out-of-Court Reorganization Plans of the Company and others, as well as Concer, are suspended. The decision also establishes that creditors contemplated by the Reverse Auction should return the funds through judicial deposit until they are allocated again by a new court decision.

In November 2020 agreements were entered into with the creditors Banco BTG Pactual (Vessel Debentures and Aeroportos Brasil S.A. CCB), Banco ABC (Maestra CCB) and FLA *Investors* (Triunfo CCB) in order to reach a definitive settlement for the respective debts contemplated by the Reverse Auction. In December 2020, similar agreements were entered into with Pine (CCB Concer), Banco de Crédito e Varejo (CCB Concer) and FIDIC São Luiz, which acquired Haitong Banco de Investimentos credits (CCB Aeroporto Brasil S.A.).

The Company continues to conduct negotiations with the other creditors covered in the Out-of-Court Reorganization Plans, in order to reaffirm the commitments then made.

In the opinion of the Company's legal advisors, it is possible that the decision could be overturned by the higher courts. Thus, on December 31, 2020, the financial statements still show the debt balances with the effects from the Out-of-court Reorganization Plans of the Company and Concer, since the decision rendered in the case has not become final and unappealable and, consequently, the expectation is that the conditions already agreed upon with creditors of the Plans ratified by the trial court will be maintained. In addition, the creditors included in the Reverse Auction filed motions for clarification on the Appellate Decision, requesting the reversal of the decision and reaffirming the commitment made under the Plan. For these reasons, the balances currently presented in the financial statements portray conservatively the Management's best estimate for resolving debts with the creditors covered by the Plans.

If the effects from suspension of the Plans were accounted for, considering debts that remain pending renegotiation, on December 31, 2020, the amortized balances of creditors covered by the Reverse Auction (Fibra and Santander) would be reversed, in the total amount of R\$ 8,245 (Triunfo and Concer), in addition to additional interest of R\$ 4,438, totaling an additional liability of R\$ 12,683. In return, assets would be recognized for the right to receive funds deposited by Triunfo in May 2018, in the amount of R\$ 8,245, with the respective inflation adjustment (R\$ 978), totaling an asset of R\$ 9,223. In addition, waived charges for late payment would be recognized again for Concer, especially those related to BNDES, and the difference of current spreads to those set in the original agreements, which are the conditions then agreed upon with the creditors of the subsidiary's Plan, which would amount to R\$ 58,073 as of December 31, 2020. Therefore, the Company estimates that the total possible loss if an adverse decision rendered in the case becomes final and unappealable is R\$ 61,533.

It is worth mentioning that, in addition to the aforementioned effects on the financial statements, if the suspension of the Reorganization Plans is maintained, the amount of R\$37,897 would be recognized again as current liabilities, considering the original terms of each agreement in force prior

to the implementation of the out-of-court reorganization proceeding.

Renegotiation of Bridge Loan – BNDES (Concebra)

On December 23, 2019, Concebra signed with BNDES the instrument of acknowledgment and rescheduling of debt arising from the Bridge Loan, backed by Triunfo. The new format of negotiation envisaged settlement of the total debt (adjusted up to the date of its rescheduling) of R\$ 1,111,265, where (i) R\$ 792,348 (portion named Sub-credit A) will be paid by Concebra in 72 installments, plus a single installment due on December 15, 2025, to be settled with a contribution by Triunfo, or that may be early settled upon receipt of indemnity resulting from the re-auctioning and (ii) the difference, R\$318,917 (named Sub-credit B), corresponding to the charges for late payment of the Bridge Loan, will be waived. The new applicable index will be TLP + 2% p.a.

Pursuant to the rescheduling agreement, the payment of the Sub-credit B amount will be waived annually by BNDES from December 31, 2020 to December 31, 2024, in the proportion of the balance of Sub-credit A effectively amortized. The residual amount of Sub-credit B will also be waived in the settlement of Sub-credit A, on the maturity date (December 31, 2025), or at any time in case of early settlement.

To ensure the payment of the 72 installments of Sub-credit A, Concebra divested to BNDES, under fiduciary sale, credit rights accounting for 27% of its gross monthly revenue, or a minimum amount of the installment (R\$ 5,400), depending on the amount of the toll tariff in force on the maturity of the installment to be paid. In practice, toll and ancillary revenues earned by Concebra are directly deposited into the centralizing account and, by the end of each month, and the balance of the installment is directly transferred to BNDES for payment of Sub-credit A, and only the residual balance can be used by the Concessionaire to settle its current and non-current costs, expenses and taxes.

Despite the above confirmation of the waiver of Sub-credit B, and also the change in the index, form and term of the debt payment, guarantee, etc., BNDES established in the agreement that such changes do not represent novation of the debt; therefore, the requirements for settlement, cancellation or expiration of the term for de-recognition of a financial liability were not met, pursuant to item 3.3.1 of Technical Pronouncement CPC-48. As explained above, significant changes were made, but they do not fully comply with the standard. Therefore, item 3.3.2 of CPC-48 cannot be fully applied (replacement of debt instruments by another substantially different instrument), due to the conditional (legal) nature of the annual waiver of Sub-credit B and the specific requirements of item B.3.3.6 for its application, even though, in practice, the benefits obtained were substantial

However, it is undisputable that the execution of the rescheduling agreement led to a deep and substantial change in the debt conditions before BNDES, producing relevant and immediately visible gains for the Concebra, although full application of item 3.3 of CPC-48 does not enable the appropriate presentation of this new financial position.

The Management of the Company and Concebra understand that such standard neither reflects the essence of the transaction with BNDES nor does it provide for the generation of results similar to those that would be obtained by independent third parties when assessing the amount of this very liability in any other circumstance.

Due to this, aiming to disclose all information available to any interpreter of these financial statements, the debt amount was estimated based on the assumption of waive for part of charges for late payment, which, in the Company Management's opinion, properly reflects the rescheduling terms and the amount that is actually expected to be disbursed to settle the debt balance.

The estimated amount of charged for late payment waived by BNDES was assessed based in the following criteria: (i) calculation of the debt balances from 2020 to 2024 considering the interest provided for in the rescheduling agreement; (ii) recognition of the amortization that will occur with the retention of part of toll revenues and, therefore, of the Sub-credit B balance to be waived, which, ultimately, (iii) was discounted to present value at the rate of 6.74% p.a., which represents the current

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financing cost. Considering this flow, the conclusion is that Concebra will not pay R\$ 106,925 (2020 to 2024) on the date of these financial statements, and the amount of R\$ 1,035,227 is the liability amount the Company finds more adequate for assessing its financial situation.

The estimated installments to be waived referring to charges for late payment (Sub-credit B) are shown below by maturity date.

| | 2021 | 2022 | 2023 | 2024 | 2025 | Total |
|---|---------|---------|---------|---------|----------|-----------|
| Future amount (Sub-credit B) | 25,657 | 26,880 | 37,014 | 37,464 | 316,506 | 443,521 |
| (-) Adjustment at present value | (1,620) | (3,288) | (6,578) | (8,604) | (88,083) | (108,173) |
| Waiver of charges for late payment as of 12/31/2020 | 24,037 | 23,592 | 30,436 | 28,860 | 228,423 | 335,348 |

It is also worth mentioning that in case of early settlement of Sub-credit A, the balance of Sub-credit B balance will be fully waived. Thus, the debt amount, for purposes of analysis of the settlement amount, as of December 31, 2020 would be equivalent only to the balance of Sub-Credit A, which amounts to R\$ 815,823.

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16. Debentures

| Issuer | Issue | Debentures Issued | Maturity | Par value | Transacti on costs | Net value | Issue interest rate | Effective interest rate p.a. | Consolidated | | |
|--------------------------|-----------------------|-------------------|----------|-----------|--------------------|-----------|---------------------|------------------------------|--------------|------------|---------|
| | | | | | | | | | 12/31/2020 | 12/31/2019 | |
| Econorte (i) | 3 rd Issue | 24,600 | 04/2020 | 246,000 | (6,435) | 239,565 | CDI + 3.20% | CDI+3.95% | - | 50,463 | |
| Vessel/Triunfo (ii) | 1 st Issue | 145,000 | 09/2017 | 145,000 | (3,188) | 141,812 | IPCA+7.60% | IPCA+8.19% | - | 26,690 | |
| Concer (iii) | 1 st Issue | 200 | 02/2021 | 200,000 | (8,750) | 191,250 | CDI + 3.85% | CDI+4.82% | 8,927 | 49,374 | |
| BR Vias Holding TBR (iv) | 1 st Issue | 44,000 | 12/2021 | 44,000 | - | 44,000 | IGPM+12% | IGPM + 12% | 144,327 | 128,455 | |
| Vênus (v) | 1 st Issue | 699,331 | 01/2021 | 647,300 | (7,355) | 639,945 | 13.5%a15.5% | 23.64% | - | 261 | |
| | | | | 1,282,300 | (25,728) | 1,256,572 | | | 153,254 | 255,243 | |
| | | | | | | | | | Current | 153,254 | 247,938 |
| | | | | | | | | | Non-current | - | 7,305 |

- (i) Simple debentures, not convertible into shares, of unsecured type with additional security interest and personal guarantee, issued on April 15, 2015. Derivatives (swap) were contracted in relation to this issue (see note 27, item c). There was a breach of covenants related to the downgrade of Econorte's credit rating, but it did not trigger the early maturity of the debt. On July 6, 2020, the debenture holders discussed and voted, among other items, on a new payment flow, changing the original maturity to April 2021, the extinction of the reserve account and the waiver of early maturity in case of a new downgrade, which occurred on July 16, 2020. In line with the commitment to maintain the efforts to settle its obligations with debenture holders, in October and November 2020, extraordinary payments were made and the outstanding balance of such debt was fully settled on December 31, 2020.
- (ii) Simple debentures, not convertible into shares, of unsecured type with additional security interest and personal guarantee, in 4 series, issued on September 21, 2017. After the dissolution of Vessel, the original issuer of the debentures, the Company took on the debt with debenture holders, who are included in the Reorganization Plan of the Company. The outstanding balance of the debentures was included in the Reverse Auction held on March 20, 2018, and the settlement amount was deposited into court on May 17, 2018 (see note 15), which was raised by the creditors on July 6, 2018. On November 30, 2020, a settlement agreement was executed, and the debt balance of this debt was fully settled on December 31, 2020.
- (iii) Simple debentures, not convertible into shares, with security interest and additional personal guarantee, issued on July 12, 2013. On July 21, 2017, Concer entered into a Senior Creditors Agreement (with debenture and promissory note holders) for monthly amortization of the outstanding balance in 43 monthly and successive installments up to February 2021. Due to Covid-19 pandemic and the consequent immediate changes in Concer's cash flow, as mentioned in Note 1.4, the Company renegotiated the amounts that would be paid in April, May and June 2020. On June 3, 2020, an amendment to the agreement was executed with creditors, changing the payment schedule for the outstanding balance, with increasing and no longer constant installments, for adjustment to the current pandemic scenario. The amortizations started to be made on a weekly basis, with percentages and days established in the appendix to the amendment, starting from July 7, 2020 and keeping February 2021 as the final amortization date. As of the date of release of these financial statements, the debt is settled.
- (iv) Simple debentures, not convertible into shares, with annual amortizations since December 2012, issued on December 22, 2010. The annual installments are overdue since December, 2017 and Triunfo's guarantee for such debentures was included in the Reorganization Plan. Upon the suspension of the Plan in January 2020 (see note 15), the Company remains in renegotiation with the debenture holders for restructuring the debt, with extension of the payment term, adjustment of the interest rate and waiver of late charges that make up the outstanding balance. The debt balance as of December 31, 2020 considers the change in the interest rate to IPCA + 7.5% p.a. since January 2020, according to the proposal accepted by the debenture holders, but remains fully recognized in current liabilities, considering that the new payment flow is still under discussion with creditors.
- (v) Private debentures convertible into shares, composed of two series, issued on November 23, 2016. The first series paying from 13.5% to 15.5% p.a. plus exchange variation, guaranteed by the fiduciary sale of Portonave's shares. Therefore, due to the sale of the asset, the 1st series of debentures was fully redeemed on October 26, 2017. The 2nd series consists in a premium to be paid on maturity, calculated over the price of Triunfo's shares, if positive. On December 31, 2020 and December 31, 2019, the balance payable refers to the premium, measured at fair value through the pricing of Triunfo's shares for the maturity date of the debentures (See Note 27, item c). the premium matured in January 2021, and, with no amounts to be paid to the debenture holder, the debt is fully settled on the date of disclosure of these financial statements.

As of December 31, 2020, except as stated in item (iv) above, all covenants of the indentures of the debentures of the Company and its subsidiaries are fully met.

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17. Promissory Notes

| Issuer | Issue | Maturity | Par value | Interest rate | Consolidated | |
|--------|------------|----------|-----------|---------------|--------------|------------|
| | | | | | 12/31/2020 | 12/31/2019 |
| Concer | 01/18/2016 | 02/2021 | 210,000 | CDI + 2.00% | 11,423 | 63,241 |
| | | | | | 11,423 | 63,241 |
| | | | | Current | 11,423 | 54,215 |
| | | | | Non-current | - | 9,026 |

The proceeds were used to invest in the new uphill lanes (Nova Subida da Serra) on Highway BR 040. On July 21, 2017, subsidiary Concer entered into a Senior Creditors Agreement (with debenture and promissory note holders) for monthly amortization of the outstanding balance in 43 monthly and successive installments up to February 2021.

Due to Covid-19 pandemic and the consequent immediate changes in Concer's cash flow, as mentioned in Note 1.4, the Company renegotiated the amounts that would be paid in April, May and June 2020. On June 3, 2020, an amendment to the agreement was executed with creditors, changing the payment schedule for the outstanding balance, with increasing and no longer constant installments, for adjustment to the current pandemic scenario. The amortizations started to be made on a weekly basis, with percentages and days established in the appendix to the amendment, starting from July 7, 2020 and keeping February 2021 as the final amortization date. As of the date of release of these financial statements, the debt is settled.

18. Obligations under Concession Agreements

The amounts recorded as cost of provision for maintenance refer to the estimated future expenditures to maintain the highway infrastructure in compliance with operating contractual obligations and are recorded at present value. Provision for maintenance is discounted to present value at the internal rate of return of the respective concessions.

| | Consolidated | | | | | | 12/31/2020 |
|-----------------|----------------|--------------------------------------|------------------------------------|-----------------------------------|----------------------------|--|---------------|
| | 12/31/2019 | Accrual of provision for maintenance | Effect of present value on accrual | Reversal of maintenance provision | Performance of maintenance | Present value adjustment - realization | |
| Econorte | 59,138 | 13,788 | 5,050 | - | (20,999) | (10,266) | 46,711 |
| Concebra (i) | 287,168 | - | - | (287,168) | - | - | - |
| Concer | 598 | - | - | (598) | - | - | - |
| Transbrasiliana | 4,846 | 1,417 | 1,029 | - | (966) | - | 6,326 |
| Total | 351,750 | 15,205 | 6,079 | (287,766) | (21,965) | (10,266) | 53,037 |
| Current | 41,991 | | | | | | 46,711 |
| Non-current | 309,759 | | | | | | 6,326 |

Re-auctioning - Concebra

Starting from the first quarter of 2020, Concebra has suspended the recording of provision for maintenance. Concebra intended to invest additional proceeds on the pavement and other infrastructure items above, which is why it provisioned the use of additional future proceeds. However, due to the various contractual imbalances, not recognized or not addressed by ANTT and currently under discussion in arbitral court, in addition to successive drops in the toll tariff due to the non-execution of investments resulting from the disappointment related to the release of long-term

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financing for their execution, Concebra decided to join the re-auctioning process, supported by Law 13.448/17 as mentioned in note 1. In this scenario, Concebra must continue operating the managed stretches until the definitive calculation of the amount to be indemnified takes place, and until the Granting Authority concludes the new auction.

As the value of the tariff for the transition period has not been defined, it is not possible to measure the amount related to the provision for maintenance. Accordingly, pursuant to CPC-25, the amounts recognized in subsidiary Concebra as a provision for maintenance that would be performed in subsequent periods (2021 to 2024) were fully reversed on December 31, 2020.

It should be noted that, despite not having fulfilled part of the initial investments provided for in the concession agreement, for reasons beyond the Company's control, in recent years Concebra has had to anticipate part of its maintenance costs, as well as it performed maintenance not provided for in the agreement, mainly in non-duplicated stretches due to the higher level of wear and deterioration of the pavement.

The effects of the reversal were partially recognized against Intangible Assets (R\$ 68,954), since part of the amounts had been capitalized at the beginning of the concession (R\$ 62,245, net of amortizations), and the remainder was recognized in the income for the year under non-recurring expenses (revenues), amounting to R\$ 218,214 (R\$ 144,121 net of deferred taxes). Concebra awaits the unfolding of the re-auctioning process to define the execution plan for the works to be carried out and the consequent review of the method for setting up the maintenance provision, appropriate to the new reality of the company.

19. Taxes, fees and contributions

| | Parent Company | | Consolidated | |
|---|----------------|------------|---------------|---------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Social Contribution on Net Income | 1,165 | - | 2,053 | 921 |
| Corporate Income Tax | 2,580 | - | 5,063 | 2,589 |
| Withholding Income Tax | 19 | 14 | 552 | 930 |
| COFINS | 63 | 49 | 2,652 | 10,275 |
| PIS | 10 | 8 | 461 | 2,223 |
| INSS | 2 | - | 105 | 540 |
| Tax on services | - | - | 17,840 | 24,835 |
| Tax on Financial Transactions | 13 | 159 | 23 | 169 |
| Withholding Social Contribution | 52 | 50 | 724 | 430 |
| Special Tax Regularization Program - PERT | - | - | 3,267 | 6,255 |
| Other installment plans. | - | - | 46,064 | 42,761 |
| Other tax debts | - | - | 5 | 1,014 |
| | 3,904 | 280 | 78,809 | 92,942 |
| Current portion | 3,904 | 280 | 46,780 | 47,515 |
| Non-current portion | - | - | 32,029 | 45,427 |

20. Provisions for legal and administrative proceedings

The Company and its subsidiaries are parties to civil, labor and tax lawsuits, at different levels.

Provisions are established for those processes in which it is probable that there will be an outflow of resources to settle them and on which a reasonable estimate of the amount to be disbursed can be made. Provisions are reviewed and adjusted based on the assessment of the Management, supported by the opinion of its external legal advisors, and require a high level of judgment of the matters involved.

Changes and balances of provisions are shown below:

| | Consolidated | | | | 12/31/2020 |
|-------------------|---------------------|---------------|----------------|-----------------|-------------------|
| | 12/31/2019 | Additions | Payments | Reversals | |
| Civil proceedings | 51,962 | 43,885 | (837) | (8,721) | 86,289 |
| Tax proceedings | 4,627 | 625 | (48) | - | 5,204 |
| Labor proceedings | 10,851 | 6,316 | (3,003) | (2,735) | 11,429 |
| | 67,440 | 50,826 | (3,888) | (11,456) | 102,922 |

Civil proceedings mainly comprise actions filed by users seeking civil redress of incidents in the highways.

Labor proceedings basically refer to the payment of salary differences, severance pay, overtime, equal pay, night work pay and hazardous work premium. Highway concessionaires are also parties in indemnification actions for losses incurred in managed highways.

Additionally, the Company and its subsidiaries are defendants in proceedings whose likelihood of a negative outcome has been classified by our legal advisers as possible in the amount of R\$ 187,264 (R\$ 480,804 in the consolidated) as of December 31, 2020, and R\$ 146,533 (R\$ 501,193 in the consolidated) as of December 31, 2019, for which no provisions were recorded.

Additionally, the Out-of-Court Reorganization Plans of the Company and its subsidiaries are suspended due to the decision of the 2nd instance that reversed the approval of the Plans. The Company's advisors classify the chances of defeat in such lawsuit in higher courts as possible, therefore, the Company neither made provisions for lawsuits nor recognized the financial liabilities under the original conditions of the agreements with creditors, which would amount to R\$ 61,533 (R\$ 29,492 as of December 31, 2019), net of amounts to be returned by creditors, since it does not recognize that cash disbursement of these natures will be probable. See the full context of Out-of-Court Reorganization in note 15.

21. Shareholders' equity

a) Share capital

The fully subscribed and paid-up share capital as of December 31, 2020 is R\$ 842,979, represented by 176,000,000, registered and book-entry common shares, with no par value.

Pursuant to the Bylaws, the Company is authorized to increase its share capital up to 200,000,000 new common shares, by resolution of the Board of Directors, subject to the legal conditions for issuance and the exercise of preemptive right. Of this total authorized increase, up to December 31, 2020 92,575,734 new shares have been issued.

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b) Treasury shares

On March 25, 2015, the Company's Board of Directors approved the share repurchase program issued by the Company, to be later canceled, held in treasury or traded, aiming to maximize the creation of value to shareholders, given the discount of the Company's shares in the Market. The initial program had a term of 365 days and was once again approved on March 22, 2016, extending its term for 18 months.

On September 18, 2017, the Company's Board of Directors approved the continuation of the share buyback program, which ended in March 2019. A total of 2,493,400 shares were repurchased, amounting to R\$ 10,894.

c) Revaluation reserve

The reserve refers to surplus value on the revaluation of property, plant and equipment of subsidiary Concer, after the approval of appraisal reports by the subsidiaries' Management, with a corresponding entry to "Revaluation reserve" item, under shareholders' equity.

The realization of revaluation reserve, net of deferred taxes, occurs proportionally to the realization of assets that had created them, against retained earnings/losses accounts. The realized portion of the revaluation reserve, net of taxes, recorded under "Retained earnings" item comprises the basis for calculating interest and dividend distribution.

In fiscal year 2019, upon the establishment of investment impairment at subsidiary Concer, the amount of R\$ 9,264 was reversed from revaluation reserve related to this asset (see Note 14).

d) Earnings (losses) per share

| | 12/31/2020 | 12/31/2019 |
|--|-------------|-------------|
| Numerator | | |
| Earnings attributable to holders of common shares | 189,352 | (192,625) |
| Denominator | | |
| Weighted average of common outstanding shares – basic | 173,506,600 | 173,506,600 |
| Earnings (losses) per share – basic | 1.09132 | (1.11019) |
| Earnings (losses) per share – diluted | 1.09132 | (1.11019) |
| Earnings (losses) per share - basic and diluted from continuing operations | 1.09132 | (1.11019) |

e) Net income (loss) base for dividend distribution

| | 12/31/2020 | 12/31/2019 |
|---|------------|------------|
| Net income (loss) | 189,352 | (192,625) |
| (-) Offset of retained losses | (173,424) | - |
| Profit (loss) for the year, after legal offsets | 15,928 | (192,625) |
| (-) Legal Reserve | (796) | - |
| (+) Realization of reflex revaluation reserve | 13,472 | 21,791 |
| Dividend calculation base | 28,604 | (170,834) |
| Minimum mandatory dividends (25%) | 7,151 | - |

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Minimum mandatory dividend corresponds to 25% of adjusted net income for the year, as provided for Law 6.404/76 and the Company's Bylaws.

f) Legal Reserve

The legal reserve is accrued through the appropriation of 5% of the net income for the year up to the limit of 20% of the capital, pursuant to article 193 of Law 6,404/76.

g) Non-controlling interest

The balance of non-controlling interest recorded under consolidated Shareholders' Equity refers to the interest of other shareholders in Concer and Rio Bonito investees, which are fully consolidated into the Company.

22. Net operating revenue

| | Consolidated | |
|--|--------------|------------|
| | 12/31/2020 | 12/31/2019 |
| Toll collection from highway concessionaires | 926,261 | 967,627 |
| Construction of highway concession assets | 112,319 | 96,796 |
| Other | 11,416 | 10,389 |
| | 1,049,996 | 1,074,812 |
| (-) Revenue deductions (tax on sales, discounts and rebates) | (80,889) | (84,306) |
| | 969,107 | 990,506 |

Accumulated net revenue of 2020 showed a 4% decrease as compared to 2019, despite the 16% increase in construction revenues that partially offset the losses in toll collection, impacted by the crisis caused by Covid-19 pandemic started in March of 2020, which reduced the traffic volume mainly in the second quarter of 2020. The Company adopted several measures that offset the cash flow changes resulting from the pandemic, as mentioned in note 1.4.

Subsidiary Concebra showed a significant drop in toll collection as of the third quarter of 2020, due to a decision issued under Arbitration Procedure No. 24595/PFF of the International Court of Arbitration of the International Chamber of Commerce (CCI), which authorized ANTT to apply 37.32% reduction in the toll tariff as of June 28, 2020, as mentioned in note 1.1 item (i).

The aforementioned effects were partially offset by the increase in toll collection at subsidiary Econorte, compared to the same period of the previous year. The increase is due to the temporary suspension of collection in the Jacarezinho/PR plaza started in December 2018, which in August 2019 was normalized with the end of the proceeding related to administrative misconduct (see Note 1.1).

a) Toll revenues

Toll revenues, including revenues from toll cards and post-paid cards, are recorded in profit or loss when the user passes through the toll plaza.

b) Revenue recognition and construction margin

When a concessionaire provides construction services, it must recognize construction revenue at its fair value and the respective costs related to the construction service and thus, consequently, determining the profit margin. While booking construction margins, the Management assesses issues related to the primary responsibility for providing construction

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services, even in cases when services are outsourced, costs incurred with managing and/or supervising the work.

The Company also assessed that there are no provisions in the original concession agreement for remuneration payable by the granting authority for the provision of construction services in highway concessions.

Based on studies conducted and internal surveys, Concebra identified costs that only exist in connection with the road duplication and recovery works and which negatively impact the company's results. Based on this scenario, starting January 1, 2014, Concebra accounted for a construction margin of 2.6% on the construction cost, calculated in an amount deemed sufficient by Management to cover the Concessionaire's primary liability, as well as costs related to construction management and supervision.

All assumptions described are used for the purpose of determining the fair value of construction activities.

c) Ancillary revenues from highway concessionaires

Revenues deriving from agreements that allow third parties to use the right-of-way.

23. Management compensation

The Annual Shareholders' Meeting held on April 27, 2020 approved the proposal for the global compensation of the Company's Management in the amount of up to R\$ 7,389. The compensation amounts include the fixed and variable compensation, and the variable compensation is subject to the fulfillment of goals previously set.

| | Parent Company | | Consolidated | |
|----------------------------------|----------------|--------------|---------------|---------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Annual fixed compensation | | | | |
| Salary or management's fee | 3,163 | 6,399 | 8,825 | 12,946 |
| Social charges | 608 | 1,258 | 1,494 | 2,640 |
| Direct and indirect benefits | 3 | 50 | 690 | 1,484 |
| Profit sharing | - | (82) | 2,339 | 2,144 |
| | 3,774 | 7,625 | 13,348 | 19,214 |

24. Other non-recurring (expenses) revenues

| | Parent Company | | Consolidated | |
|--|----------------|----------------|----------------|--------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Reversal of Allowance for doubtful accounts (i) | 31,317 | - | 31,317 | - |
| Reversal of maintenance provision (ii) | - | - | 222,289 | - |
| Provisions for legal proceedings, net of reversals (iii) | 141 | 6,125 | (36,191) | (3,176) |
| Reversal of provisions, including impairment (iv) | 21,088 | 24 | 23,360 | 14,742 |
| Loss on write-off of investments (v) | - | (9,691) | - | (9,691) |
| Other | (63) | (20) | (229) | (369) |
| | 52,483 | (3,562) | 240,546 | 1,506 |

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- (i) Reversal of the allowance for doubtful accounts related to credit held with the investee Aeroportos Brasil, since its Court-Supervised Reorganization regime was terminated, according to note 10.
- (ii) Reversal of the provision for maintenance of subsidiary Concebra, according to note 18.
- (iii) Provisions for legal and administrative proceedings, net of reversals in the period.
- (iv) Reversals of accounts payable resulting from review of estimates, as well as partial reversal of non-financial impairment.
- (v) Loss resulting from the write-off of investments in companies under liquidation.

25. Financial result, net

| | Parent Company | | Consolidated | |
|---|-----------------|-----------------|------------------|------------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Financial income | | | | |
| Income from financial investments | - | 128 | 2,001 | 4,641 |
| Debentures fair value | - | - | 261 | 2,351 |
| Interest income | - | - | 600 | 188 |
| Inflation adjustment on debentures and financing | 5,153 | 8,278 | 5,153 | 4,112 |
| Waiver of debt and default charges (i) | 53,505 | - | 147,566 | - |
| Other interest and discounts obtained | 2,645 | 7,739 | 2,183 | 3,420 |
| | 61,303 | 16,145 | 157,764 | 14,712 |
| Financial expenses | | | | |
| Interest and remuneration on debentures | - | - | (18,401) | (51,773) |
| Inflation adjustment on loans and financing | (15,491) | (18,386) | (131,695) | (226,045) |
| Derivative instruments | - | - | - | (8,698) |
| Adjustment to present value - maintenance provision | - | - | (6,079) | (19,814) |
| Tax on financial transactions | (103) | (100) | (366) | (1,758) |
| Other interest, fines and adjustments | (2,557) | (458) | (15,724) | (19,142) |
| | (18,151) | (18,944) | (172,265) | (327,230) |
| Financial result | 43,152 | (2,799) | (14,501) | (312,518) |

- (vi) In April 2020, a CCB of Econorte was paid at a discount of approximately 70%, resulting in the reversal of provision for interest in the amount of R\$ 28,175. Additionally, the amount of R\$ 20,084 was recognized, referring to the debt remission of Concebra subsidiary related to Sub-credit B with BNDES, proportional to the amortization made in Sub-credit A. In November and December 2020, the effects of the settlements of the parent company's CCB with ABC Bank and Vessel's debentures, held by the parent company, in the amount of R\$ 53,231 were recognized, as well as the settlement of Concer's CCB's with Pine and BCV banks, in the amount of R\$ 45,802, pursuant to Note 15.

26. Insurance (Consolidated)

The policy adopted by Triunfo and its subsidiaries is to maintain insurance coverage considered sufficient, mostly based on the concentration of risks and the significance of the assets, the nature of activities, and the advice of their insurance consultants.

| | Civil Liability | Operating Risks | Engineering risks | Surety | Other | Total Amount Insured (i) |
|-----------------|-----------------|-----------------|-------------------|----------------|---------------|--------------------------|
| Econorte | 12,500 | 91,400 | - | 101,239 | 1,646 | 206,785 |
| Concer | 20,000 | 16,000 | 9,648 | - | 1,508 | 47,156 |
| Concebra | 10,000 | 20,000 | 31,495 | - | 2,847 | 64,342 |
| Transbrasiliana | 10,000 | 47,735 | 15,411 | - | 2,059 | 75,205 |
| Triunfo | - | - | - | 1,530 | 47,000 | 48,530 |
| | 52,500 | 175,135 | 56,554 | 102,769 | 55,060 | 442,018 |

- (i) The Maximum Amount of Losses corresponds to 100% of the policies amount. In addition, the analysis of the sufficiency of the insurance coverage, determined and assessed by the Company's Management, is not included in the scope of our auditors' work.

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The risk assumptions adopted, given their nature, are not part of the scope of audit and, therefore, were not reviewed by our independent auditors.

27. Private pension plan

On January 6, 2012, the Company established the Retirement Plan called Triunfo Prev under the defined contribution type. Thus, the Company does not have actuarial obligations to be recognized.

The Company's contributions for the year ended December 31, 2020 amount to R\$ 1,844 (R\$ 5,824 in the consolidated) and the contributions of professionals amount to R\$ 2,667 (R\$ 7,111 in the consolidated). The Company's contributions for the year ended December 31, 2019 amount to R\$ 1,693 (R\$ 5,658 in the consolidated) and the contributions of professionals amount to R\$ 2,465 (R\$ 7,044 in the consolidated).

The total of active participants in the defined contribution plan as of December 31, 2020 is 537 participants (529 participants as of December 31, 2019).

28. Financial instruments

a) Analysis of financial instruments

The Company and its subsidiaries measured their financial assets and liabilities as compared to market prices using information available to them and appropriate valuation methodologies. However, the interpretation of market data and the selection of the valuation methods require considerable judgment and estimates to calculate the more appropriate realization value. As a result, the estimates presented do not necessarily indicate the amounts that may be realized in the current market. The use of different market assumptions and/or methods may have a material effect on the estimated realization values.

Below is a comparative table per class of book value and fair value of the Company's financial instruments presented in the Financial Statements.

| | Consolidated | | | |
|---|------------------|------------------|------------------|------------------|
| | Book Value | | Fair value | |
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Financial assets | | | | |
| Restricted financial investments (note 5) | 9,692 | 8,394 | 9,692 | 8,394 |
| Total | 9,692 | 8,394 | 9,692 | 8,394 |
| Financial Liabilities | | | | |
| Loans and financing (see note 15) | 1,646,856 | 1,722,354 | 1,538,683 | 1,569,545 |
| Debentures (note 16) | 153,254 | 255,243 | 153,254 | 255,243 |
| Promissory notes (note 17) | 11,423 | 63,241 | 11,423 | 63,241 |
| Dividends | 8,696 | 47,515 | 8,696 | 47,515 |
| Total | 1,820,229 | 2,088,353 | 1,712,056 | 1,935,914 |

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The following methods and assumptions were used to estimate the fair value.

- Cash and cash equivalents, accounts receivable, accounts payable to suppliers and other short-term liabilities are close to their respective book value mostly due to the short-term maturity of these instruments.
- Vênus debenture was recognized as a liability at fair value through profit or loss, using valuation techniques and assumptions adopted by the market.
- The fair value of financing at Concebra considers the cancellation of Sub-credit B debt related to installments falling due until December 2024, at present value.
- Other loans, financing and debentures had their book value equal to their fair value assessed.

a) Derivative financial instruments

- Vênus:

In November 2016, subsidiary Vênus issued private debentures convertible into shares, as described in Note 16. The debentures matured in January 2021, however, the 1st series of the issue had been early settled in 2017.

The 2nd series consisted in the payment of a premium to debenture holders, and of the difference, if positive, between (i) the financial volume-weighted average of Triunfo's shares traded on B3 on the 60 trading sessions prior to the maturity date and (ii) R\$ 4.46, multiplied by 15,000,000.

The balance of the premium is recorded at Fair Value Option, representing the calculation of the amount to be paid according to the pricing of Triunfo's shares forecast for the maturity date of the debentures. Due to the significant reduction in TPI's share price, combined with the requirements for payment of this premium, there is no expectation for cash disbursement for settlement of this financial instrument as of December 31, 2020 (R\$ 261 as of December 31, 2019). The 2nd series matured on January 23, 2021, and as there is no amount to be paid, the instrument is fully settled on the date of publication of these financial statements.

b) Sensitivity analysis of financial assets and liabilities

Three different scenarios were set up for the purpose of verifying the sensitivity of the index used in financial investments to which the Company was exposed to as of December 31, 2020. Based on forecasts by financial institutions, a 12-month forecast was made for Interbank Deposit Certificates (CDI), with an average of 1.90% for fiscal year 2021, representing the probable scenario; based on that, 25% and 50% negative variations were calculated.

For each scenario, the "gross financial income" was calculated, disregarding any taxes levied on the income from such investments. The reference date for the portfolio was December 31, 2020 with a one-year forecast and determining CDI sensitivity under each scenario.

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- *Triunfo (Parent Company and Consolidated)*

| Transaction | Risk | Scenario Probable | Scenario II | Scenario III |
|------------------------------------|------|-------------------|-------------|--------------|
| Concer | CDI | 125 | 93 | 62 |
| Transbrasiliana | CDI | 290 | 218 | 145 |
| Concebra | CDI | 226 | 170 | 113 |
| Rio Claro | CDI | 164 | 123 | 82 |
| CTVias | CDI | 47 | 35 | 23 |
| TPL | CDI | 190 | 143 | 95 |
| R\$ 54,896 (*) | | 1,042 | 782 | 520 |
| Rate/index subject to changes (**) | CDI | 1.90% | 1.43% | 0.95% |

(*) Balances at December 31, 2020 invested in CDB and DI Funds

(**) Source BACEN

Three different scenarios were set up for the purpose of verifying the sensitivity of the index used in debts to which the Company was exposed to as of December 31, 2020. Based on the values of TJLP (long-term interest rate), CDI (interbank deposit rate), and IPCA (Broad Consumer Price Index) projected for 2021, we determined the probable scenarios for the period and then calculated positive variations of 25% and 50%.

For each scenario, the gross financial expense was calculated, not considering the tax levy and maturity flow of each agreement scheduled for 2021. The reference date used for loans and debentures was December 31, 2020 with a one-year forecast and determining their sensitivity under each scenario.

Triunfo (Parent Company and Consolidated)

| Transaction | Risk | Probable Scenario | Scenario II | Scenario III |
|---|------|-------------------|-------------|--------------|
| Bank credit note - China Construction Bank | CDI | 845 | 1,056 | 1,267 |
| Bank credit note - Trophy FIP Multiestrategia | CDI | 533 | 666 | 799 |
| Bank Guarantee FINEP - China Construction Bank | CDI | 62 | 77 | 93 |
| Bank guarantee FINEP - Santander | CDI | 178 | 223 | 267 |
| Bank credit note - BTG Pactual | CDI | 371 | 464 | 556 |
| Financings of property, plant and equipment - FINEP | TJLP | 49 | 61 | 73 |
| Bank credit note - Guarantor | CDI | 133 | 166 | 199 |
| Bank credit note - Banco Panamericano | CDI | 148 | 185 | 222 |
| Bank Credit - Banco ABC | CDI | 710 | 887 | 1,064 |
| Bridge Loan - BNDES A and B | TJLP | 9,067 | 11,334 | 13,601 |
| Bank credit note - Banco Fibra | CDI | 128 | 160 | 192 |
| Bridge Loan - BNDES | TLP | 94,299 | 117,874 | 141,449 |
| Finem – BNDES | TJLP | 5,610 | 7,012 | 8,415 |
| Bank credit note - Banco ABC | CDI | 175 | 219 | 262 |
| Bank credit note - BTG Pactual | CDI | 113 | 141 | 169 |
| R\$ 1,644,432 (**) | | 112,421 | 140,525 | 168,628 |

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| | | | | |
|-------------------------------------|-------|--------|--------|--------|
| Debentures - Concer | CDI | 170 | 212 | 254 |
| Debentures – BR Vias Holding TBR | IGP-M | 34,278 | 42,847 | 51,416 |
| R\$ 153,254 (**) | | 34,448 | 43,059 | 51,670 |
| Promissory Notes - Concer | CDI | 217 | 271 | 326 |
| R\$ 11,423 (*) | | 217 | 271 | 326 |
| Rate/index subject to changes (**) | CDI | 1,9% | 2,38% | 2,85% |
| Rate/index subject to changes (**) | IGP-M | 23,75% | 29,69% | 35,63% |
| Rate/index subject to changes (***) | TJLP | 4,55% | 5,69% | 6,83% |
| Rate/index subject to changes (**) | IPCA | 4,38% | 10,32% | 12,38% |
| Rate/index subject to changes (**) | TLP | 8,26% | 5,48% | 6,57% |

(*) Balance as of December 31, 2020

(**) Source: BACEN

(***) Source: Santander Report

c) Risk Analysis

The main market and regulatory risks faced by the Company and its subsidiaries in the execution of their activities are, but not limited to:

- Liquidity risk

Liquidity risk is the risk that the Company and its subsidiaries will not have sufficient funds to honor their commitments due to different currencies and settlement terms of its rights and obligations.

Control of the Company's liquidity and cash flow is monitored on a daily basis by the Company's Management departments, so as to ensure that operating cash generation and early funding, when necessary, are sufficient to meet the Company's commitment schedule, generating no liquidity risks to the Company and its subsidiaries.

- Credit Risk

The Company and its subsidiaries are exposed to credit risks in their operating activities (especially regarding accounts receivable) and financing, including deposits in banks and financial institutions, foreign exchange transactions and other financial instruments.

Around 50.0% of highway concessionaires' revenues are received in cash, maintaining the delinquency ratio below 1%.

- Market Risk

Interest Rate and Inflation Risk: Interest rate risk arises from the portion of debt indexed to TJLP, IGP-M, CDI and financial investments indexed to CDI that may have a negative effect on financial revenues or expenses if there is any unfavorable change in interest rates and inflation.

- Price and market value risk

The tariff structure is regulated by the granting authority, ensuring the economic and financial balance of the agreement.

- Regulatory risk

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Any events from federal government's initiative that may affect the continued operation of the highways are disregarded. In relation to any political act that implies the breach of contractual relationship, the likelihood is deemed as remote.

The future cash generation of the highway concessionaires seems to be compatible with the need of investments provided for in the Highway Operation Program - PER. The Company and its subsidiaries are considered to have the effective capacity to honor their investment commitments.

- Capital management

Triunfo controls its capital structure by making adjustments and adapting to current economic conditions. The Company may pay dividends, return capital to shareholders, take new loans, issue debentures, issue promissory notes and contract derivative transactions.

The Company includes in the net debt infrastructure: loans, financing, debentures and promissory notes less cash, cash equivalents and restricted financial investments

| | Parent Company | | Consolidated | |
|---|------------------|----------------|------------------|------------------|
| | 12/31/2020 | 12/31/2019 | 12/31/2020 | 12/31/2019 |
| Loans and financing (note 15) | 105,283 | 125,414 | 1,646,856 | 1,722,354 |
| Debentures (note 16) | - | 26,690 | 153,254 | 255,243 |
| Promissory notes (note 17) | - | - | 11,423 | 63,241 |
| (-) Cash and cash equivalents (note 3) | (46) | (84) | 54,115 | 101,673 |
| (-) Restricted cash (note 4) | - | - | (5,871) | (4,901) |
| (-) Restricted financial investments (note 5) | - | - | (9,692) | (8,394) |
| Net debt | 105,237 | 152,020 | 1,741,855 | 1,925,870 |
| Shareholders' equity | 897,729 | 715,528 | 912,641 | 751,218 |
| Total capital | 1,002,966 | 867,548 | 2,654,496 | 2,677,088 |
| Financial leverage ratio - % | 10.49 | 17.52 | 65.62 | 71.94 |

29. Segment Reporting

The Company's consolidated operating segments include the following businesses:

- Highway Segment: Econorte, Rio Tibagi, Concer, Rio Bonito, Dable, BR Vias Holding TBR, Transbrasiliana and Concebra;
- Energy Segment: Juno
- Logistic Segment: TPI-Log, TPB and TPL;
- Holding: the Company;
- Other: Rio Claro, Tucano, Guariroba, Netuno, Mercúrio, Minerva, ATTT, Concepa, Rio Guaíba, Convale, Ecovale, Vênus and CTVias.

Joint ventures Tijoá and CSE, operating in the energy segment, are direct subsidiaries of Juno and are not consolidated into Triunfo. Joint venture Aeroportos Brasil, operating in the logistic segment, is not consolidated and its investment was written off by the Company in fiscal year 2017 (see note 1.1, item iii).

The Company operates in Brazil and its customer portfolio is diversified, with no revenue concentration.

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| | 12/31/2020 | | | | | | Consolidated |
|---|------------|--------|-----------|---------|-----------|---------------|--------------|
| | Highways | Energy | Logistics | Other | Holding | Deletions (*) | |
| Continuing operations | | | | | | | |
| Net operating income | 969,107 | - | - | - | - | - | 969,107 |
| Costs of services rendered | (881,232) | - | - | - | - | - | (881,232) |
| Gross Profit | 87,875 | - | - | - | - | - | 87,875 |
| Operating (Expenses) Revenues | 83,859 | 32,843 | (141) | (7,674) | 150,577 | (116,045) | 143,419 |
| Operating income (loss) before financial result | 171,734 | 32,843 | (141) | (7,674) | 150,577 | (116,045) | 231,294 |
| Financial result | (56,860) | - | (904) | 111 | 43,152 | - | (14,501) |
| Income (loss) before income tax and social contribution | 114,874 | 32,843 | (1,045) | (7,563) | 193,729 | (116,045) | 216,793 |
| Income tax and social contribution | (43,842) | - | - | - | (4,377) | - | (48,219) |
| Net income (loss) | 71,032 | 32,843 | (1,045) | (7,563) | 189,352 | (116,045) | 168,574 |
| Non-controlling interest | - | - | - | - | - | 20,778 | 20,778 |
| Net income (loss) for the year | 71,032 | 32,843 | (1,045) | (7,563) | 156,509 | (95,267) | 189,352 |
| Total assets per segment | 3,005,888 | 29,964 | 151,742 | 91,660 | 1,038,644 | (951,820) | 3,366,078 |
| Total liabilities per segment | 2,386,342 | - | 38,366 | 55,610 | 140,915 | (167,796) | 2,453,437 |

| | 12/31/2019 | | | | | | Consolidated |
|---|------------|--------|-----------|---------|-----------|---------------|--------------|
| | Highways | Energy | Logistics | Other | Holding | Deletions (*) | |
| Continuing operations | | | | | | | |
| Net operating income | 990,506 | - | - | - | - | - | 990,506 |
| Costs of services rendered | (875,262) | - | - | - | - | - | (875,262) |
| Gross Profit | 115,244 | - | - | - | - | - | 115,244 |
| Operating (Expenses) Revenues | (130,471) | 30,039 | (118) | (1,117) | (189,826) | 162,084 | (129,409) |
| Operating income (loss) before financial result | (15,227) | 30,039 | (118) | (1,117) | (189,826) | 162,084 | (14,165) |
| Financial result | (309,325) | - | (3,467) | 3,073 | (2,799) | - | (312,518) |
| Income (loss) before income tax and social contribution | (324,552) | 30,039 | (3,585) | 1,956 | (192,625) | 162,084 | (326,683) |
| Income tax and social contribution | 110,248 | - | - | - | - | - | 110,248 |
| Net income (loss) | (214,304) | 30,039 | (3,585) | 1,956 | (192,625) | 162,084 | (216,435) |
| Non-controlling interest | - | - | - | - | - | 23,810 | 23,810 |
| Net income (loss) for the period | (214,304) | 30,039 | (3,585) | 1,956 | (192,625) | 185,894 | (192,625) |
| Total assets per segment (12/31/2019) | 3,468,851 | 30,039 | 141,711 | 90,001 | 981,018 | (964,714) | 3,746,906 |
| Total liabilities per segment (12/31/2019) | 2,932,272 | - | 38,948 | 63,918 | 265,490 | (304,940) | 2,995,688 |

(*) Deletions of consolidation between the Holding and its subsidiaries

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30. Concession commitments

The right to operate the infrastructure derives from expenditures incurred in the construction of upgrade projects in exchange for the right to charge highway users for using the infrastructure. As the construction/upgrade services represent potential generation of additional revenue, with recovery of the investment made through the additional revenue generation, they have an execution nature, and the obligations (to build) and rights (to operate) are recognized to the extent that construction services are provided.

The commitments related to the subsidiaries' concessions, which represent potential for generating additional revenue, are:

a) Concer

Concer took control of the highway and was expected to make significant investments in the first 12 years of the concession. The Highway Operation Program – PER provides for remaining investments, as shown below:

| <u>Year</u> | <u>Amount</u> |
|-------------|---------------|
| 2020 - 2021 | 24,492 |
| | <u>24,492</u> |

The amounts are stated at their original price in April 1995 and are restated at the tariff adjustment rate, which is currently 5.2349.

Construction costs and revenues are recognized pursuant to the concession agreement and amendments as follows:

| | <u>12/31/2020</u> | <u>12/31/2019</u> |
|----------------------|-------------------|-------------------|
| Construction revenue | 4,685 | 8,033 |
| Construction cost | (4,685) | (8,033) |
| | <u>-</u> | <u>-</u> |

b) Econorte

Econorte's concession agreement entered into with Highway Department of Paraná (DER/PR) is slated to expire in November, 2021. Pursuant to the 6th Amendment to the Concession Agreement, the Highway Operation Program (PER) entailed investments, with the following timetable of disbursements:

| <u>Year</u> | <u>Amount</u> |
|-------------|----------------|
| 2021 | 108,296 |
| | <u>108,296</u> |

Since then, several events have impacted the economic and financial balance of the concession agreement, due to judicial decisions, regulatory and legal changes and, more recently, the effects of Covid-19 pandemic. The non-concurrent and non-simultaneous enforcement of the economic and financial rebalancing of the concession agreement entails irreparable losses to the Company, and may even impact the fulfillment of this schedule.

Construction costs and revenues are recognized pursuant to the concession agreement as follows:

| | <u>12/31/2020</u> | <u>12/31/2019</u> |
|----------------------|-------------------|-------------------|
| Construction revenue | 68,076 | 43,277 |
| Construction cost | (68,076) | (43,277) |
| | <u>-</u> | <u>-</u> |

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Notes to the financial statements
December 31, 2020 and 2019
(in thousands of Brazilian reais)

c) Concebra

Concer took control of the highway under the assumption of making significant investments during the first five years of the concession. With ANTT's consent, the Company also undertook new investment commitments such as traffic diversion within the city of Goiânia, GO (Goiânia beltway), access to Goiânia airport and other investments.

However, the subsidiary submitted a request for re-auctioning, as shown in Note 1.1., which consists of the amicable return of the concession and, consequently, the obligations towards the granting authority will change significantly until the agreement is definitively terminated, especially in relation to highway investments. It is also worth noting that Concebra is not required to comply with PER investments by decision of the arbitration that analyzes the imbalances in the concession agreement.

Construction costs and revenues are recognized pursuant to the concession agreement as follows:

| | 12/31/2020 | 12/31/2019 |
|----------------------|------------|------------|
| Construction revenue | 22,339 | 21,198 |
| Construction cost | (21,773) | (20,656) |
| | 566 | 542 |

d) Transbrasiliana

According to the national highway concession program, the Company took control of the highway under the assumption of making investments during the concession period. The remaining annual investments according to the PER are as follows:

| Year | Amount |
|--------------|---------|
| 2021 | 20,970 |
| 2022 | 37,153 |
| 2023 | 26,771 |
| 2024 | 20,932 |
| 2025 | 29,621 |
| 2026 to 2033 | 220,242 |
| | 355,689 |

Construction costs and revenues are recognized pursuant to the concession agreement as follows:

| | 12/31/2020 | 12/31/2020 |
|----------------------|------------|------------|
| Construction revenue | 17,219 | 24,288 |
| Construction cost | (17,219) | (24,288) |
| | - | - |

It should be noted that, in addition to the above mentioned commitments, subsidiaries Concer, Concepa, Econorte, Concebra and Transbrasiliana did not assume any other burdensome commitment, whether fixed or variable, to operate the highways under their concession.

31. Subsequent events

i) Termination of the agreement for divesting Tijoá and CSE

On January 4, 2021, the purchase and sale agreement entered into on August 1, 2019 with an affiliate of the *BlackRock Global Energy & Power Infrastructure Fund* ("Fund"), referring to the sale of 100% of Triunfo's direct and indirect interest in the companies Juno Participações e Investimentos S.A., Tijoá Participações e Investimentos S.A. and CSE - Centro de Soluções Estrategicas S.A. was terminated, due to the contract's expiration date having been reached without all the closing conditions having been fulfilled.

ii) Extension of the concession term - Concer

On February 25, 2021, the Federal Court of Brasília granted the injunction by which it recognizes the credit in favor of the Company due to investments made and not paid, as indicated in the judicial expert's report, as well as the express provision regarding the right to extend the term of the concession agreement as a measure to restore the economic and financial balance of the investments resulting from the 12th Amendment. On the same date, the preliminary injunction was granted recognizing the right to economic and financial rebalancing of the Concession Agreement due to losses occurred up to August 2020 resulting from Covid-19 pandemic.

Both decisions ensured the continuity of period of Concer's concession agreement for an additional 717 days from February 28, 2021, upon submission of the relevant suitable guarantee within 30 days.

iii) Judicial Decision - Transbrasiliana

On March 1, 2021 the Federal Regional Court (TRF) of the 1st Region granted, by unanimous decision, the Appeal filed by Transbrasiliana in the Writ of Mandamus No. 1007988-79.2017.4.01.3400, which authorizes the beginning of the duplication works of Lots 01 (between km 0 and 52) and 03 (between km 162 and 195) of Highway BR-153/ SP, as well as the consequent rebalancing of the toll tariff in order to provide the inclusion of said construction works in the concession agreement. From March 6, 2021, the basic toll tariff of R\$ 7.70 will be applied, emphasizing that this tariff, provided for in ANTT Resolution No. 4.973 of December 16, 2016 should be subject to adjustment to be approved by ANTT for the full rebalancing.

FISCAL COUNCIL OPINION

The Fiscal Council of TPI - Triunfo Participações e Investimentos S.A., exercising its legal and statutory duties, in compliance with the provisions of article 163, of Law 6.404/76, has examined the Annual Management Report, the Financial Statements, the Profit Allocation and the Capital Budget proposal for fiscal year 2021, being such documents related to fiscal year ended December 31, 2020, of the Parent Company and Consolidated.

Our reviews were supplemented by the analysis of documents and, substantially, by information and clarifications provided by the Independent Auditors and by the Company's Management.

Thus, considering the Independent Auditors' Report on the Financial Statements, issued by BDO RCS - Auditores Independentes S.S., on March 25, 2021, containing its qualified opinion, in view the impossibility of obtaining sufficient audit evidence concerning the possible effects on the individual and consolidated financial statements, as a result of the inconclusive results regarding the existence of alleged unlawfulness pointed out by the Federal Prosecution Office and the limitations presented by the internal investigation, the FISCAL COUNCIL, since there are no convictions against the Company and its managers, as mentioned in note 1.3, and not being possible to estimate amounts and probabilities of loss in the related legal proceeding, considers that the aforementioned documents are in a condition to be examined at the Annual Shareholder's Meeting for discussion.

Sao Paulo, March 25, 2021

Bruno Shigueyoshi Oshiro

Paulo Roberto Franceschi

Vanderlei Dominguez da Rosa

Management's Statements on Independent Audit Report

STATEMENT BY THE EXECUTIVE BOARD

In compliance with the provisions set forth in article 25 of CVM Instruction 480/09, of December 7, 2009, the Company's Executive Board hereby declares that it has discussed, reviewed and agreed, by unanimous decision, with the opinions expressed in the Report of BDO RCS Auditores Independentes SS. on the Company's Financial Statements, issued on March 25, 2021 and with the financial statements for the period ended December 31, 2020.

Sao Paulo, March 25, 2021

Carlo Alberto Bottarelli

Chief Executive Officer

Marcos Paulo Fernandes Pereira

Chief Financial Officer



CAPITAL BUDGET FOR 2021

To the shareholders,

The Management of TPI - Triunfo Participações e Investimentos S.A., pursuant to article 196 of Law No. 6.404/76 ("Brazilian Corporate Law") and article 25, paragraph 1 of CVM Normative Instruction No. 480/09, submits its Capital Budget proposal for fiscal year 2021, for your analysis and subsequent approval at the Company's Annual Shareholder's Meeting, to be held on April 30, 2021, in the amount of **one hundred and eighteen million, four hundred and forty-five thousand, six hundred and fifty Brazilian reais and sixty-six cents (R\$ 118,445,650.66)**, according to the individual budget approved at the Board of Directors' Meeting of the Company and each Subsidiary, according to the funding sources listed below.

| | |
|--|---------------------------|
| 1.1 Capital Budget Proposal | R\$ 118,445,650.66 |
| 1.2 Allocation of Funds Investments budgeted for 2021 in projects currently under development by the Company | R\$ 118,445,650.66 |
| 1.3 Sources / Funding Sources Retained profit reserve | R\$ 21,453,357.00 |
| Own and/or third-party funds | R\$ 96,992,293.66 |

Sao Paulo, March 25, 2021

The Management