



**MLOG S.A.**

CNPJ/MF nº 13.444.994/0001-87

NIRE 33.3.0029745-6

Public-held Company

**MANAGEMENT MANUAL TO THE ORDINARY GENERAL MEETING OF MLOG S.A. TO BE HELD ON APRIL 30, 2019**

The present manual ("Manual") has the purpose to provide explanations and voting guidelines to the Shareholders regarding the deliberations to be taken in the Ordinary General Meeting of **MLog S.A.** ("Company" or "MLog"), that will be held on April 30, 2019 at 11:00am ("General Meeting") at Company's headquarters located at Rua Lauro Muller, No. 116, suites 2601 and 2608 – part, Botafogo, Zip Code 22.290-906, City and State of Rio de Janeiro, which are detailed herein.

This Manual was prepared by the Company's Management with the purpose to provide clarification and guidance to the Shareholders, as well as submitting to your appreciation, in accordance with the legal and statutory provisions, the Management's Proposal as follows:

**I. MANAGEMENT'S PROPOSAL**

We hereby present to the Shareholders, the Management's Proposal for each of the matters on the agenda included in the Call Notice, which will be subject to the voting procedure at the General Meeting:

- (i) To examine, discuss and vote on the management accounts, the Financial Statements, the Management Report, as well as the Independent Auditors' Report for the fiscal year of 2018;**

The Company's Financial Statements and the Management Report were approved by the Company's Board of Directors and audited by the Independent Auditors – KPMG Auditores Independentes.

The Management recommends that the Company's Shareholders carefully examine these documents related to the fiscal year of 2018 and, if necessary, clarify any doubts in advance, in order to resolve on the approval of the Financial Statements and the Management Report of the fiscal year ended on December 31<sup>st</sup>, 2018.

We hereby present to you on this Manual the comments of the Company's Officers regarding the financial situation of MLog which correspond to the item 10, Annex 24 of CVM Instruction No. 480 dated as of December 7, 2009 (CVM 480/09), as determined by the Article 9, line III of the CVM Instruction No. 481 dated as of December 17, 2009 (CVM 481/09). The required information is available for the shareholders consult at the Company's headquarters, at the Comissão de Valores Mobiliários – CVM website ([www.cvm.com.br](http://www.cvm.com.br)) as well as in the Annex A of this Proposal.

**(ii) To elect the members of the Board of Directors and to establish the Company's Management overall compensation;**

The Board of Directors of the Company is composed of up to 9 (nine) members, in accordance with Article 9 of the Company's Bylaws. The Company's Board of Directors members will be elected in the General Meeting, by the system of plates. Considering that the candidates that compose the plate have declared to fulfill the legal and statutory requirements to compose the Board of Directors, the Management recommends the election of the following plaque:

Candidates to the Board of Directors:

Luiz Claudio Souza Alves  
Alvaro Piquet Carneiro  
Eduardo de Abreu Borges  
Otávio Augusto de Paiva  
Patricia Coelho

The Management recommends that the Company's Shareholders fully examine the information set out in items 12.5 to 12.10 of the Reference Form in relation to the candidates on the plate proposed by the Board of Directors, which are available in Appendix C of this Manual, pursuant to Article 10 of CVM Instruction No. 481.

The Management proposes and recommends to set a global compensation for the Management up to BRL 13,650,000.00 (thirteen million six hundred and fifty thousand reais), pursuant Article 152 of the Brazilian Corporate Law (Law No. 6.404/76), being up BRL 9,550,000.00 (nine million five hundred and fifty million reais) to be set as a fixed global compensation and up to BRL 4,100,000.00 (four million one hundred thousand reais) to be set as variable global compensation.

Attached to this Manual we hereby present the information required under the Article 12 of the CVM 481/09.

Finally, we would like to highlight that in accordance with the CVM Instruction No. 165, amended by the CVM Instruction No. 282/98, the minimum voting capital required to request the cumulative voting procedure to the Board of Directors election is 5% (five percent) and shall be informed to the Company within 48 (forty eight) hours before the beginning of the Ordinary General Meeting.

**(iii) To approve the proposal for allocation of net income for the fiscal year ended on December 31, 2018;**

As established by the CVMI 481/09, Article 9, as well as in order to make available for the Shareholders all the information necessary for their deliberations regarding the allocation of results of the Company, we hereby disclose:

**Composition of Retained Earning/Losses:**

- **Accumulated losses as of 12/31/2017:** BRL 353,876
- **Loss for the year ended 12/31/2018:** BRL 19,076
- **Accumulated losses as of 12/31/2018:** BRL 372,952

**Allocations:**

- a. **Legal Reserve (article 27, “a”, of the By-Laws):** there will be no impairment of the Company in the year ended December 31, 2018 and the balance of accumulated losses of prior years.
- b. **Contingency Reserve (article 27, “b”, of the By-Laws):** there will be no impairment of the Company in the year ended December 31, 2018 and the balance of accumulated losses of prior years.
- c. **Unrealized Profit Reserve (article 27, “c”, of the By-Laws):** there will be no impairment of the Company in the year ended December 31, 2018 and the balance of accumulated losses of prior years.
- d. **Compulsory Dividend Reserve (article 27, “d”, of the By-Laws):** there will be no impairment of the Company in the year ended December 31, 2018 and the balance of accumulated losses of prior years.

In light of Article 189 of the Brazilian Corporate Law, the Management understands that the Annex 9-1-II set out in CVMI 481/09, referring to “Net Profit Allocation” is not applicable, as the result for the year was negative.

**II. SHAREHOLDERS REPRESENTATION**

In order to attend the General Meeting, the Shareholders must prove its shareholder capacity, as per section 126 of the Brazilian Corporate Law, by submitting the following documents: (i) the respective share certificate issued by the depositary financial institution; (ii) identity document with photo, for the individual shareholder, and for the corporate shareholder, the documents proving its power of representation; and (iii) as the case may be, a power of attorney to represent the shareholder by an attorney in fact, granted under the terms of the first paragraph of article 126 of the Brazilian Corporate Law.

Together with the power of attorney, each shareholder who is not a natural person or who is not signing the power of attorney in its own behalf shall send supporting documents of the signatory to represent him.

The Company will review the power of attorneys and the representation supporting documents and, if the representation is not valid based on the received documents, the Company will not give the power of attorney to the designated attorney in fact, pursuant to the provisions set forth under the Brazilian Corporation Law and ICVM 481/09.

The address to where these documents should be sent is:

MLOG S.A.  
Rua Lauro Muller, 116, suites 2601 e 2608 – part,  
Botafogo - Rio de Janeiro, RJ - Zip Code 22.290-906

The Company recommends that you send in advance a copy of the power of attorney and the documents proving the quality of shareholder and of representation, by facsimile these documents to (21) 2538-4900, in the attention to the Investor Relations Officer, or by e-mail to [ri@mlog.com.br](mailto:ri@mlog.com.br).

### **III. GENERAL INFORMATION**

The documents and information related to the matters above, to be discussed at the OGM hereby called, are available to Shareholders at the Company's headquarters, as well as on the website of the Brazilian Securities and Exchange Commission (CVM) <http://www.cvm.gov.br> and in the Company's website <http://www.mlog.com.br>, in accordance with the provisions of the Brazilian Corporate Law and CVM 481/09.

Rio de Janeiro, March 29, 2019.

**Gustavo Barbeito de Vasconcellos Lantimant Lacerda**  
Investor Relations and Strategic Planning Officer  
MLog S.A.

## ATTACHMENTS

**ATTACHMENT A** Comments of the Board of Officers on the financial situation of the Company (item 10, of Annex 24 - Reference Form, ICVM 480/09)

**ATTACHMENT B** Proposal for Remuneration and Information on the Remuneration of Managers (as per Article 12 of ICVM 481 and item 13 of Annex 24 - Reference Form, ICVM 480/09)

**ATTACHMENT C** Information required by article 10 of ICVM 481/09 (items 12.5 to 12.10 of the Reference Form)

To see the attachments, please revert to the Portuguese version available at the CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)).