



**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 JUNE 30<sup>th</sup>, 2021**

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 June 30, 2021 at 11:00am (“General Meeting”), partially by digital means, 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 and through an electronic system, using the Microsoft Teams platform, which are detailed herein, 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 analyze the management accounts and the management report, examine, discuss and vote on the management accounts, the Financial Statements, the Management Report, accompanied by the Independent Auditors’ Report related to the fiscal year ended on December 31<sup>st</sup>, 2020**

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 2020 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>, 2020.

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 approve the proposal for allocation of the Company result for the fiscal year ended on December 31<sup>st</sup>, 2020**

As established by the CVM 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:**

- **Loss for the year ended 12/31/2018:** BRL 19,076
- **Accumulated losses as of 12/31/2018:** BRL 372,952
- **Loss for the year ended 12/31/2019:** BRL 29,530
- **Accumulated losses as of 12/31/2019:** BRL 402,482
- **Net Income for the year ended 12/31/2020:** BRL 41,366
- **Accumulated losses as of 12/31/2020:** BRL R\$ 335,808

**Allocations:**

- a. Legal Reserve (article 27, “a”, of the By-Laws):** there will be no allocation due to the balance of accumulated losses from prior years.
- b. Contingency Reserve (article 27, “b”, of the By-Laws):** there will be no allocation due to the balance of accumulated losses from prior years.
- c. Unrealized Profit Reserve (article 27, “c”, of the By-Laws):** there will be no allocation due to the balance of accumulated losses from prior years.
- d. Compulsory Dividend Reserve (article 27, “d”, of the By-Laws):** there will be no allocation due to the balance of accumulated losses from prior years.

Considering that the result of the year was positive, the Management presents in Annex D the information set out in Annex 9-1-II of CVM 481/09, referring to “Net Profit Allocation”.

**(iii) To elect the members of the Board of Directors**

The Board of Directors of the Company is composed of up to 9 (nine) members, in accordance with Article 14 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  
Otávio Augusto de Paiva

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.

**(iv) To establish the Company’s Management overall compensation**

The Management proposes and recommends to set a global compensation for the Management up to BRL 10,100,000 (ten million and one hundred thousand reais), pursuant Article 152 of the Brazilian Corporate Law (Law No. 6.404/76), being up to BRL 6,000,000 (six 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 (Annex B) 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. 165/91, 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.

## **II. SHAREHOLDERS REPRESENTATION**

The Meeting will be held partially digitally, under the terms of item II of art. 21-C of CVM Instruction No. 481/2009. Thus, as an alternative to face-to-face participation at the address of the Company's headquarters, Shareholders may participate in the AGM, by themselves or by their representatives, if they so wish, through an electronic system, using the Microsoft Teams digital platform.

Participation through such a digital system will combine audio and image, and shareholders who wish to participate in this way must keep their camera on during the AGO in order to ensure the authenticity of communications. The AGM will be fully recorded.

In order to expedite the procedures for the AGO and facilitate everyone's participation, it is mandatory that shareholders who wish to participate electronically send such request to the Company's e-mail [juridico@mlog.com.br](mailto:juridico@mlog.com.br), at least 48 hours before the AGM (that is, until 11 am - Brasília time - on June 28, 2020), together with all the shareholder's documentation for participation in the AGO, as informed in this Manual and in the Call Notice.

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 Company will not require, exceptionally for this AGM, the receipt of the original physical counterpart of the supporting documents from shareholders, being accepted solely the receipt of electronic versions of such documents by e-mail [juridico@mlog.com.br](mailto:juridico@mlog.com.br). The shareholder will be responsible for the integrity and reliability of the documents sent to the Company.

The shareholder who participates remotely will be able to express himself/herself and exercise his/her voting rights through such system, being considered present at the AGM and signatory of the respective minutes, pursuant to art. 21-V, III and sole paragraph of CVM Ruling No. 481/2009.

The Company is not responsible for any operational or connection issues that the shareholder may face, as well as for any other issues that may hinder or disable the shareholder's participation in the AGO by electronic means. Exclusively regarding question about how to access or use of the Microsoft Teams platform, shareholders who wish to participate in the AGO remotely will be able to contact technical assistance, including in real time, by telephone (21) 2538-4900.

The Company also recommends that shareholders who request their participation by electronic means be familiarized in advance with the use of the Microsoft Teams platform, as well as ensure the compatibility of their respective electronic devices with the use of the platform (by video and audio). In addition, the Company requests such shareholders, on the day of the AGM, to access the platform at least 30 minutes in advance of the time scheduled for the beginning of the AGO in order to allow the validation of the access and participation of all shareholders who use it.

It should be noted that the shareholder who has already sent a power of attorney with his voting instructions will be able to follow the AGM through the electronic system mentioned herein, and must present such request to the Company by sending an e-mail [juridico@mlog.com.br](mailto:juridico@mlog.com.br), indicating that he/she will watch the meeting, without the voting instruction previously sent out being disregarded. If the shareholder wants to change his vote during the meeting, he may do so, since he/she communicates this fact to the meeting board, expressly informing the desire to replace his/her voting instructions.

Finally, all documents and information necessary for the participation and exercise of voting during the AGM, in person or remotely, were made available to shareholders, pursuant to Article 133 of Law No. 6,404/76 and CVM Ruling No. 481/2009, and may be consulted on the Company's investor relations website ([www.mlog.com.br](http://www.mlog.com.br)), as well as on website of the Brazilian Securities and Exchange Commission ([www.cvm.gov.br](http://www.cvm.gov.br)).

The Company recommends that the shareholder who is going to participate in person also sends in advance a copy of the power of attorney and the documents proving the quality of shareholder and of representation by e-mail to [juridico@mlog.com.br](mailto:juridico@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 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, May 27, 2020.

**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)

**ATTACHMENT D** Information required by article 9, sole paragraph, item II, of ICVM 481/09 (information indicated in Annex 9-1-II of ICVM 481/09)

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