



## Manual for Attendance and Management Proposal

Annual and Extraordinary  
Shareholders Meeting

**Date: April 27, 2021**  
**Hour: 11:00 a.m.**

## **Release of documents pursuant to CVM Instruction No. 481/09**

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# 1. MESSAGE FROM THE COMPANY'S INVESTOR RELATIONS OFFICER

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Dear Sirs,

Aiming at facilitating and stimulating your participation, we are sending you the Manual for Attendance at Meetings and the Management Proposal for the Annual and Extraordinary Shareholders Meeting ("AESM" and "Manual and Proposal", respectively) of Via Varejo S.A. ("Company") to be held on April 27, 2021, at 11:00 a.m.

This document, which contains the information and instructions necessary for shareholders' attendance and guidelines on the exercise of voting right at the respective AESM, was elaborated according to the principles of transparency, equity, and consistency as a foundation for our relationship.

On behalf of the Company's Management, we invite you to attend, participate, and render your opinions at the AESM that will be held this year in a totally virtual way due to the pandemic.

**Orivaldo Padilha**

Investor Relations Officer  
Via Varejo S.A.

## 2. INVITATION

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Dear Shareholders,

The Company's Management hereby invites you to attend and render your opinions at the AESM called for April 27, 2021, at 11:00 a.m.

As you know, Brazil and the world are facing an unusual moment with the COVID-19 pandemic. To avoid people gathering, just as general meetings are among the measures recommended by the Brazilian authorities to prevent a rapid spread of the virus. In this regard, the Company will hold the AESM exclusively online, via the electronic platform "Zoom", in-person attendance not being possible. However, for all legal purposes, the AESM shall be considered held at the Company's headquarters, as provided for in Article 4, III, Paragraph 3 of CVM Instruction No. 481/09.

In the event of quorum, the AESM shall be held on the first call, exclusively online via the electronic platform "Zoom", to analyze, discuss and vote the following matters of the agenda:

### **(A) At the Annual Shareholders Meeting:**

(1) Analyze the Management Annual Report, examine the Management accounts, assess, discuss and approve the Company's financial statements for the fiscal year ended December 31, 2020, along with the Independent Auditor's Report; and

(2) Set out the annual overall compensation of members of the Company's Management for the fiscal year of 2021.

### **(B) At the Extraordinary Shareholders Meeting:**

(1) Re-ratify the Management's annual compensation approved at the Annual Shareholders Meeting held on June 4, 2020; and

(2) Deliberate on the absorption of accumulated losses balance by capital reserve; and

(3) Deliberate on the Company's long-term incentive plans.

The Company expects that this document is useful for shareholders and stimulates them to attend the AESM.

Yours faithfully,  
**The Management of Via Varejo S.A.**

### 3. ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETINGS

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The call notice for the AESM, included in **Exhibit A** to this Manual and Proposal shall be published in the editions of March 26, 27 and 30, 2021 of the Official Gazette of the State of São Paulo and the newspaper “Valor Econômico”.

The attendance of shareholders representing, at least, one-fourth (1/4) of the Company’s share capital shall be required to install the Annual and Extraordinary Shareholders Meeting.

If a quorum of, at least, one-fourth (1/4) of the Company’s share capital is not achieved, the Company will publish a new Call Notice announcing another date for the AESM on a second call, which can be installed with the attendance of any number of shareholders.

The approval of the matters to be analyzed at the AESM shall rely on the affirmative vote of an absolute majority of shareholders with voting right, not computing the blank votes, pursuant to Article 129 of Law No. 6.404/76.

Under CVM Instruction No. 481/09, the manual for attendance at meetings and the management proposal, the remote voting forms, and other documents relating to the matters of the agenda of the AESM are available to shareholders at the Company’s headquarters, on the Company’s investor relations webpage ([ri.viavarejo.com.br](http://ri.viavarejo.com.br)), on the webpage of the Brazilian Securities and Exchange Commission ([www.cvm.gov.br](http://www.cvm.gov.br)) and the webpage of B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br/pt\\_br](http://www.b3.com.br/pt_br)).

## 4. INFORMATION ON ATTENDANCE AT THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETINGS

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Shareholders owning shares issued by the Company, by themselves, their legal representatives or proxies may attend the AESM, as long as these shares are registered on their behalf, in deposit accounts at the depositary financial institution in charge of the Company's share bookkeeping services, as provided for in Article 126 of Law No. 6.404/76.

Shareholder's attendance or by duly empowered proxy (observing provisions of Article 126 of Law No. 6.404/76) shall take place exclusively online, via the electronic platform "Zoom", the in-person attendance not being possible, or through remote voting mechanisms.

### 4.1 In-person attendance or represented by proxy

Shareholders opting for attending the AESM via the online platform shall contact the Company's Investor Relations Department and the Legal Department, at the electronic addresses [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societatio@viavarejo.com.br](mailto:juridico.societatio@viavarejo.com.br). Shareholders shall send to the Company via emails mentioned above, updated proof of ownership for the shares issued by the Company, dated within three (3) days before the AESM, issued by a financial institution providing the share bookkeeping services and/or custody agent, as well as digitalized copies of the following documents:

- (i) **individuals**: identity document with photo;
- (ii) **legal entities**: a copy of the last bylaws or restated articles of association and corporate documentation granting powers of representation (minutes of election of officers and/or power of attorney); as well as a copy of identity document with photo of a legal representative(s); and

- (iii) **investment funds:** a copy of the fund's latest restated regulation and bylaws or articles of association of its administrator/manager, besides the corporate documentation granting powers of representation (minutes of election of officers and/or power of attorney); and a copy of identity document with photo of a legal representative(s).

Pursuant to Article 5, Paragraph 3 of CVM Instruction No. 481/09, shareholders intending to attend the AESM via the online platform shall send the documents indicated above, unavoidably, at least, two (2) days before the date of the AESM. i.e., until **11:00 a.m. of April 25, 2021**.

Exclusively to facilitate and expedite the works of the AESM, the Company pleads shareholders to request their virtual attendance (and who has not sent the remote voting form) to send it digitally, along with their request and the documents necessary for virtual attendance, their manifestation of the vote to the Company. The previous submission of manifestations of the vote **does not** exempt shareholders from virtually attending the meetings, i.e., shareholders shall connect, register their attendance and issue their vote via an electronic platform, so that their votes are duly considered.

Once documents are received via emails indicated above and their validity is confirmed, the Company will accredit shareholders to attend the AESM via the online platform and will send detailed instructions, as well as the link of access. **Only duly accredited shareholders are authorized to attend the AESM, in accordance with the term and procedures indicated above.**

The Company will make available an online platform for access and attendance at the AESM through the virtual meeting app, Zoom. Additional information about this platform's functionalities can be found at <https://zoom.us>.

The Company recommends shareholders to previously become familiar with the use of the Zoom platform, also ensure the suitability of their electronic



devices when using this platform. The Company also requests shareholders, on the date of the AESM, to access the Zoom platform, at least, thirty (30) minutes in advance of the hour estimated for the meeting, and allow the validation of all accredited shareholders.

Through the Zoom platform, accredited shareholders will be able to discuss and vote on the items of the agenda, once accessed the video and audio of the virtual room of the AESM.

The Company takes no responsibility for any operational or connection problem shareholder may have, or any other issues beyond the Company to hinder shareholder's attendance at the AESM electronically. If the shareholder has duly requested his virtual attendance and did not receive an email with instructions to access the online platform until 11:00 a.m. of April 26, 2021, he shall contact the Company via emails [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br), until 6:00 p.m. of April 26, 2021, to receive respective access instructions.

Shareholders to be represented by a proxy granted for the specific purpose of attending the meetings, due to the COVID-19 pandemic, the Company shall exempt the notarization and/or consularization or annotation of proxies granted by shareholders to their respective representatives. However, we point out that documents not drawn up in Portuguese shall include a respective translation.

We also request that shareholders represented by proxy, send the power of attorney granted as provided for by laws, **in the online format**, to the Company's Investor Relations Department and Legal Department, to the electronic addresses [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br), also until April 25, 2021.

## 4.2 Attendance via a remote voting mechanism

The shareholder opting for exercising his remote voting right shall do it through one of the options described below:

#### 4.2.1 Through voting instructions sent by shareholders to their respective custody agents

This option is solely destined for shareholders owning shares deposited with institutions and/or brokerage houses ("Custody Agents") on B3 S.A. – Brasil, Bolsa, Balcão ("B3").

In this case, the remote vote shall be exercised by shareholders according to the procedures adopted by Custody Agents holding their custody positions.

The shareholder owning shares deposited on B3 who opts for exercising his remote voting right shall send his voting instruction to the Custody Agent who holds his shares under custody, observing the rules laid out thereby, thereafter, the custody agent shall send the vote instructions to B3's Central Depositary.

Since services of collection and transmission of instructions to complete the remote voting form are optional for Custody Agents, we advise shareholder to verify whether his custody agent is qualified to provide this service and which are the procedures defined by it to issue voting instructions, as well as the documentation and information required by it.

Pursuant to Article 21-B of CVM Instruction No. 481/2009, shareholders shall send the instructions to complete the Voting Form to their custody agents within 7 days before the AESM, i.e., until **April 20, 2021 (inclusive)**, unless if another term, always before this date, is defined by their Custody Agents.

The Company informs that, if your respective Custody Agent does not provide remote voting services, the shareholder shall have the option of sending his Voting Form and applicable documents directly to the Company's share bookkeeping agent or the Company, according to items 4.2.2 and 4.2.3 below. The Company is not liable for the communication between shareholders and their respective Custody Agents.

#### 4.2.2 Through voting instructions sent by shareholders to the Company's share bookkeeping agent

This option is solely addressed to shareholders owning shares deposited in Itaú, in the capacity of the Company's share bookkeeping agent.

Eligible shareholders intending to use this option shall register and have a digital certificate. The registry information and step-by-step instructions to issue a digital certificate are described at the following address: <https://assembleiadigital.certificadodigital.com/itausecuritiesservices/artigo/home/assembleia-digital>.

#### 4.2.3 Through Remote Voting Form completed and directly signed with the Company

If shareholders wish to send their voting instruction directly to the Company, they shall access the field "CVM Filings– Minutes" on the Company's Investor Relations Website ([ri.viavarejo.com.br](http://ri.viavarejo.com.br)) or the website of CVM (<http://sistemas.cvm.gov.br/?CiaDoc>), print the Remote Voting Forms ("Voting Forms"), complete them, initial all the pages and sign them. The Company will authorize the online or electronic signature of the Voting Forms.

Thereafter, they shall send **in the online format**, to the electronic addresses [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br), the following documents:

- (i) a digitalized copy of the Voting Form duly completed, initialed, and signed;
- (ii) a digitalized copy of the documents indicated in the table below:

Documentation to be sent to the Company along with the Voting Form	Individual	Legal Entity	Investment Fund
CPF (individual taxpayer's register) and RG (identity document) with a	X	X	X

photo of the shareholder or his legal representative <sup>1</sup>			
Restated and Updated Articles of association or Bylaws	-	X	X
Document evidencing representation powers	-	X	X
Fund's consolidated and restated regulation <sup>2</sup>	-	-	X

<sup>1</sup> Identity document accepted: RG (identity card), RNE (foreigner's ID card), CNH (driver's license), passport, and officially recognized professional registry.

<sup>2</sup> For investment funds, manager and/or administrator documents, observing the voting policy.

The Company shall exempt the notarization of the Voting Forms signed in the Brazilian territory, consularization, or annotation, where applicable, signed outside the country. However, corporate and proxy documents of legal entities and investment funds drawn up in the English language shall be translated.

Due to the COVID-19 pandemic, aiming at facilitating shareholders' attendance at the AESM, the Company will exempt the submission of the original Voting Forms and certified copies of documents requested above. Shareholders shall send the Remote Voting Form and a copy of other documents above, **in the online format, until April 20, 2021 (inclusive)**, to the following electronic addresses: [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br).

Within three (3) days as of acknowledgment of digitalized copies of referred documents, the Company shall send a notice to shareholder, via e-mail indicated by a shareholder in the Voting Form<sup>1</sup>, concerning the receipt of documents and acknowledgment.

<sup>1</sup> <sup>1</sup> Shareholder shall indicate his e-mail of contact in the Voting Form (field: "Shareholder e-mail address, so that the Company may acknowledge receipt of the voting form")

## 5. Conflict of interests

Shareholders with eventual conflict of interests concerning the matters submitted to AESM resolution or to have their independence jeopardized, shall notify such fact and abstain from discussing and voting the matter. Likewise, attending shareholders aware of any conflict of interest of another shareholder shall notify such fact.

If the conflicted shareholder refuses to abstain from resolutions, the chairman of the AESM shall order the annulment of conflicting votes cast, even if after the meeting.

## 5. MANAGEMENT PROPOSAL

MANAGEMENT PROPOSAL FOR THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETINGS CALLED FOR APRIL 27, 2021, AT 11:00 a.m.

Dear Shareholders,

The Company's Management hereby presents to shareholders its proposal for the matters to be submitted for your deliberation at the Annual and Extraordinary Shareholders Meetings called for April 27, 2021, at 11:00 a.m. exclusively online, with virtual attendance, and in-person attendance will not be possible.

The Proposal presented herein aims:

### **(A) At the Annual Shareholders Meeting**

***(1) Analyze the Management Annual Report, examine the Management accounts, as well as assess, discuss and approve the Company's financial statements for the fiscal year ended December 31, 2020, along with the Independent Auditor's Report.***

We propose to approve the Management accounts and the financial statements of the Company for the fiscal year ended December 31, 2020, accompanied by **Exhibits B, C, D, and E**, described below.

Pursuant to Article 9, item III of CVM Instruction No. 481/09, Management comments on the Company's financial condition (Section 10 of Reference Form – Management Comments) can be found in **Exhibit B** hereto.

Pursuant to Article 9, item IV of CVM Instruction No. 481/09, the independent auditor's report on the Company's financial statements for the fiscal year ended December 31, 2020, can be found in **Exhibit C** hereto.

Pursuant to Article 9, item V of CVM Instruction No. 481/09, the Fiscal Council report on the Company's financial statements for the fiscal year ended December 31, 2020, can be found in **Exhibit D** hereto.

Pursuant to the sole paragraph of Article 9, item III of CVM Instruction No. 481/09, the summarized annual report of the Audit Committee on the Company's financial statements for the fiscal year ended December 31, 2020, can be found in **Exhibit E** hereto.

Taking into account that (i) the Company verified a net income of one billion, three million, nine hundred, sixty-one thousand, two hundred, fourteen Reais and eight centavos (R\$1,003,961,214.08) for the fiscal year of 2020, as evidenced in the statement of income released to the market; and (ii) the Company posted accumulated losses of one billion, four hundred, nineteen million, five hundred, ten thousand, five hundred, forty-seven Reais and seventy-eight centavos (R\$1,419,510,547.78), recorded in its books, pursuant to the standards and pronouncements set forth by CVM and the Brazilian Accounting Pronouncements Committee ("CPC") under Article 189 of Law No. 6.404 of December 15, 1976 ("Brazilian Corporation Law") and Article 32 of the Company's Bylaws, the accumulated losses shall be **mandatorily** deducted from the Company's net income for the year, before any interest.

Therefore, the entire amount of net income verified in 2020 was **mandatorily** utilized to absorb the accumulated losses verified in previous fiscal years.

Thus, strictly in compliance with legal provisions and statutory provision mentioned above, the Company will allocate the net income for the fiscal year of 2020, as follows:

	R\$
<b>ORIGIN</b>	
Net income for the year	<b><u>1,003,961,214.08</u></b>
<b>ALLOCATION</b>	
Absorption of accumulated losses	<b><u>1,003,961,214.08</u></b>

**BALANCE**

Remaining balance of accumulated losses	415,549,333.70
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The information requested by “Exhibit 9-1-II” of CVM Instruction No. 481/09 is available for Shareholders’ consultation in **Exhibit F** to this Proposal.

***(2) Set out the annual overall compensation of the Company’s Management members for the fiscal year of 2021.***

We propose the Management’s annual overall compensation in the total amount of seventy-seven million, eight hundred, twenty-seven thousand, four hundred, seventeen Reais and twenty-five centavos (R\$77,827,417.25).

Pursuant to Article 14 of the Company’s Bylaws, it shall be incumbent upon the Board of Directors to allocate the compensation among its members and members of the Board of Executive Officers. For the purposes of information, the Board of Directors intends to split compensation as follows: (i) Board of Directors with compensation up to eight million, fifty-nine thousand and two hundred Reais (R\$8,059,200.00); and (ii) Statutory Board of Executive Officers with compensation up to sixty-nine million, seven hundred, sixty-eight thousand, two hundred, seventeen Reais and twenty-five centavos (R\$69,768,217.25).

According to the understanding of the CVM’s joint committee at a meeting held on December 8, 2020 (CVM Proceeding No. 19957.007457/2018-109), employer’s payroll charges are not covered by the concept of “benefit of any nature” referred to by Article 152 of the Brazilian Corporation Law. Therefore, these charges were not considered for the purposes of a proposal for overall management compensation submitted herein.

Pursuant to Article 12 of CVM Instruction No. 481/09, information on Management’s compensation indicated in item 13 of the Company’s Reference Form can be found in **Exhibit G** hereto.



### **(3) Fiscal Council Installation**

Despite not included in the agenda of the AESM, the law authorizes shareholders owning, at least, 2% of the Company's total share capital to request the installation of a Fiscal Council, under CVM Instruction No. 324/00. Up to date, Management did not receive a request to install the Fiscal Council and recommends the vote for not requesting the installation of such body, as it understands that the Audit Committee already properly performs the oversight duty, so that the Fiscal Council installation would result in higher costs, without clear benefits.

As legally required, the Remote Voting Form includes the following simple question:

"Do you want to request the installation of the Fiscal Council, as provided for in Article 161 of Law No. 6.404 of 1976?

[ ] Yes [ ] No [ ] Abstain"

Management informs that no request was received to include candidates to the Fiscal Council in the Remote Voting Form, as authorized by CVM Instruction No. 481/2009. Should the Company receive from shareholders appointment of candidates to the Fiscal Council until April 2, 2021, i.e., within the twenty-five (25) day term before the date of the meeting, under CVM No. 481/09, the Remote Voting Form can be restated to include candidates.

Should there be no candidates to the Fiscal Council in the Remote Voting Form, shareholders opting for the remote voting will not be able to know the names, curricula and other relevant information of eventual candidates to be subsequently nominated, even at the Shareholders Meeting, and participate in the election, if shareholders holding, at least, of 2% of the total share

capital of the Company vote in favor of a request to install the Fiscal Council (considering the sum of on-site and online votes).

Thus, to avoid the risk of shareholders opting for the remote voting to inadvertently contribute to elect candidates (i) appointed and supported by shareholders owning the lowest or minimum percentage representing capital, and/or (ii) whose names and curricula and other relevant information for an informed decision have not been disclosed upon the completion of the Remote Voting Form, we suggest shareholders opting for the remote voting, to vote “abstain” so that their shares are not computed to request the installation of the Fiscal Council.

The OFFICIAL CIRCULAR LETTER/CVM/SEP/Nº 01/2021, which provides general guidelines on the procedures to be observed by listed companies, including preparations for the AESM, calls attention to the possibility of shareholders reaching the quorum to install the Fiscal Council, in this case, once installed the council, the election of members becomes mandatory. As suggested by the Official Letter mentioned above, to make feasible the election, we recommend shareholders to be ready for such a scenario at the AESM.

### **(B) At the Extraordinary General Meeting**

#### ***(1) Re-ratify the management’s annual compensation approved at the Annual Shareholders Meeting held on June 4, 2020;***

The amount of the Company’s management annual overall compensation approved at the Company’s Annual Shareholders Meeting held on June 4, 2020, totaled seventy-one million, three hundred, sixty thousand, seven hundred, forty-six Reais and thirty-two centavos (R\$71,360,746.32) for the fiscal year ended December 31, 2020.

Amid a challenging scenario caused by COVID-19, Management delivered results above the Company’s expectations. The Company reinvented itself by executing several projects, bolstering its strategic positioning, enhancing

competitiveness in this new scenario of unified retail. At the same time, the Company concluded successfully its turnaround process, initiated by mid-2019, it reopened the capital market, by conducting a R\$ 4.5 billion follow-on. This transaction was awarded the “Best Follow-on” in Latin America in 2020 by Latin Finance and reinforced the Company’s capital structure.

Given the extraordinary performance and results delivered by the Company during the fiscal year ended December 31, 2020, despite the COVID-19 pandemic, the Company’s Board of Directors approved an additional compensation for the Statutory Board of Executive Officers. Thus, the annual overall compensation of the Company’s management for the fiscal year of 2020 totaled ninety million, five hundred, thirty-seven thousand, seventy-seven Reais, and five centavos (R\$90,537,077.05), therefore, above the original estimate.

Taking into account the aforementioned, Management proposes that the Company’s overall compensation approved at the Annual Shareholders Meeting held on June 4, 2020, is rectified to approve the annual overall compensation of the Company’s management, for the fiscal year of 2020, in the amount of ninety million, five hundred, thirty-seven thousand, seventy-seven Reais and five centavos (R\$90,537,077.05), i.e., a difference of nineteen million, one hundred, seventy-six thousand, three hundred and thirty Reais and seventy-three centavos (R\$19,176,330.73) in relation to the Company’s management overall compensation amount defined at the Company’s Annual Shareholders Meeting held on June 4, 2020, as well as the ratification of amounts paid.

For comparison purposes with overall compensation approved at the Company’s Annual Shareholders Meeting of 2020, the proposal for re-ratification submitted herein includes employer’s payroll charges, observing the same criteria applied in the overall compensation approved at the ASM of 2020.

For additional information on the proposal for re-ratification of management compensation submitted, see item 13 of the Reference Form, attached hereto as **Exhibit G**.

***(2) Deliberate on the absorption of accumulated losses balance by the capital reserve.***

As indicated in the Company's financial statements and Management comments on the Company's financial condition, under Section 10 of the Reference Form included in **Exhibit B** hereto, the Company posted a net income of one billion, three million, nine hundred, sixty-one thousand, two hundred, fourteen Reais and eight centavos (R\$1,003,961,214.08) in the fiscal year ended December 31, 2020.

Pursuant to the Brazilian Corporation Law, the net income for the year shall be mandatorily utilized to absorb accumulated losses of previous years, whose amount was one billion, four hundred, nineteen million, five hundred, ten thousand, five hundred, forty-seven Reais and seventy-eight centavos (R\$ 1,419,510,547.78) on December 31, 2020. After this absorption, a balance of four hundred, fifteen million, five hundred, forty-nine thousand, three hundred, thirty-three Reais, and seventy centavos (R\$415,549,333.70) will remain in the accumulated losses account.

The Company also has capital reserves totaling two billion, two hundred, twenty-seven million, and five hundred thousand Reais (R\$2,227,500,000.00), as evidenced in the Statement of Changes in Shareholders' Equity.

The Brazilian Corporation Law allows capital reserves to be used in the absorption of accumulated losses.

The proposal to absorb the remaining balance of losses by capital reserve account intends to zero the balance of accumulated losses as of December 31, 2020, so that the Company may resume the distribution of dividends to its shareholders in the future, observing the mandatory allocations.

In this regard, the Company's Management proposes that the balance of accumulated losses be absorbed by the Company's capital reserve.

### ***(3) Deliberate on the Company's Long-Term Incentive Plans***

Management proposes to approve the Long-Term Incentive Plans, under the modes of Stock Option Plan, and Restricted Stock Plan ("Long-Term Incentive Plans"). The Long-Term Incentive Plans have the following objectives:

- (i) Stock Option Plan: (a) enable the Company's employees participation in its share capital and equity additions deriving from results to which referred employees have contributed; (b) stimulate the achievement of the Company's objectives; (c) align the interests of employees and shareholders; and
- (ii) Restricted Stock Plan: (a) foment the expansion, success and achievement of the Company's objectives and interests of its shareholders, therefore, the integration of these employees with the Company; and (b) enable the Company to effectively retain the services of top-level employees, through long-term incentive plans.

The information relating to the Long-Term Incentive Plans, as required by Article 13 of CVM Instruction No. 481/09, can be found in **Exhibits H, I, and J** hereto.

São Caetano do Sul, March 25, 2021.

The Management  
**Via Varejo S.A.**

## EXHIBIT A: CALL NOTICE FOR THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETINGS

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### **VIA VAREJO S.A.**

CNPJ/ME nº 33.041.260/0652-90 NIRE 35.300.394.925

### **Publicly-held Company**

### **CALL NOTICE FOR THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETING**

Shareholders of **VIA VAREJO S.A.** ("Company") are summoned to hold the Annual and Extraordinary Shareholders Meetings ("AESM"), to be held on April 27, 2021, at 11:00 a.m. exclusively online, with virtual attendance, or through remote voting mechanisms, the in-person attendance will not be possible, to analyze, discuss and vote the following matters of the agenda:

#### **(A) At the Annual Shareholders Meeting:**

- (1) To analyze the Management Annual Report, examine the Management accounts, assess, discuss and approve the Company's financial statements for the fiscal year ended December 31, 2020, along with the Independent Auditor's Report; and
- (2) Set out the annual overall compensation of the Company's Management for the fiscal year of 2021.

#### **(B) At the Extraordinary Shareholders Meeting:**

- (1) Re-ratify the management's annual compensation approved at the Annual Shareholders Meeting held on June 4, 2020; and
- (2) Deliberate on the absorption of accumulated losses balance by capital reserve; and
- (3) Deliberate on the Company's Long-Term Incentive Plans.

## General Information:

Shareholder's attendance or duly-empowered proxy (abiding by provisions of Article 126 of Law No. 6.404/76) shall take place exclusively online through the electronic platform "Zoom", or through remote voting mechanisms, the in-person attendance will not be possible.

**As you know, Brazil and the world face an unusual moment with the COVID-19 pandemic. Avoid people gathering, just as general meetings are among the measures recommended by authorities to prevent a rapid spread of the virus. In this regard, the Company shall hold the AESM exclusively online through an electronic system, and in-person attendance shall not be possible.**

For all legal purposes, this present meeting shall be considered held at the Company's headquarters, as provided for by Article 4, III, Paragraph 3 of CVM Instruction No. 481/09.

In-person attendance or represented by proxy. Pursuant to Article 5, Paragraph 3 of CVM Instruction No. 481/09, shareholders intending to attend the AESM via the online platform shall send the documents necessary to the electronic addresses [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br), unavoidably, at least, two (2) days before the date of the AESM. i.e., until **11:00 a.m. of April 25, 2021**.

After receiving documents via email and confirming their validity, the Company will accredit shareholders to attend the AESM via the online platform and will send detailed instructions, as well as the link of access. **Only duly accredited shareholders are authorized to attend the AESM, in accordance with the term and procedures indicated above.**

The Company will make available an online platform for access and attendance at the AESM through the virtual meeting app, Zoom. Additional information about this platform's functionalities can be found at <https://zoom.us>.

The Company recommends shareholders to previously become familiar with the use of the Zoom platform, also ensure the suitability of their electronic devices when using this platform. The Company also requests shareholders, on the date of the AESM, to access the Zoom platform, at least, thirty (30) minutes in advance of the hour estimated for the meeting, and allow the validation of all accredited shareholders.

Through the Zoom platform, accredited shareholders will be able to discuss and vote on the items of the agenda, once accessed the video and audio of the virtual room of the AESM.

The Company takes no responsibility for any operational or connection problem shareholder may have, or any other issues beyond the Company to hinder shareholder's attendance at the AESM electronically. If the shareholder has duly requested his virtual attendance and did not receive an email with instructions to access the online platform until 11:00 a.m. of April 26, 2021, he shall contact the Company via emails [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br), until April 25, 2021, to receive respective access instructions.

Shareholders to be represented by a proxy granted for the specific purpose of attending the meetings, due to the COVID-19 pandemic, the Company shall exempt the notarization and/or consularization or annotation of proxies granted by shareholders to their respective representatives. However, we point out that documents not drawn up in Portuguese shall include a respective translation.

We also request that shareholders represented by proxy, send the power of attorney granted as provided for by laws, **in the online format**, to the Company's Investor Relations Department and Legal Department, to the electronic addresses [ri@viavarejo.com.br](mailto:ri@viavarejo.com.br) and [juridico.societario@viavarejo.com.br](mailto:juridico.societario@viavarejo.com.br), until 6:00 p.m. of April 25, 2021.



Attendance through remote voting. The Company, in compliance with the rules issued by the Brazilian Securities and Exchange Commission ("CVM"), especially CVM Instruction No. 481/09, shall ensure shareholders the possibility of exercising their remote vote at the AESM. Shareholder opting for exercising his remote voting right may: (i) send his voting instructions directly through institutions and/or brokerage houses holding his positions under custody if they make available these services; (ii) send his voting instructions directly to the Company's share bookkeeping agent, i.e., Itaú Corretora de Valores S.A., according to instructions laid out in the manual for attendance at the AESM; or (iii) complete the remote voting form available in the addresses indicated below and send it directly to the Company, according to instructions contained in the manual for attendance at the AESM. For additional information, observe the rules issued by CVM Instruction No. 481/09, the manual for attendance at the AESM, and the remote voting form made available by the Company in the addresses indicated below.

Documents relating to the AESM. Pursuant to CVM Instruction No. 481/09, the manual for attendance at meetings, the Management proposal, the remote voting forms, and other documents relating to the matters of the agenda of the AESM are available to shareholders at the Company's head offices, on the Company's investor relations webpage < [ri.viavarejo.com.br](http://ri.viavarejo.com.br) > on the webpage of the Brazilian Securities and Exchange Commission < [www.cvm.gov.br](http://www.cvm.gov.br) >.

São Caetano do Sul, March 25, 2021.

**Raphael Oscar Klein**

Chairman of the Board of Directors

## EXHIBIT C: INDEPENDENT AUDITOR'S REPORT ON THE COMPANY'S FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020

### **Independent Auditor's Report on the Individual and Consolidated Financial Statements**

To Management and Shareholders of

**Via Varejo S.A.**

São Caetano do Sul - SP

#### **Report**

We analyzed the individual and consolidated financial statements of Via Varejo S.A. ("Company"), identified as the parent company and consolidated, respectively, comprising the balance sheet as of December 31, 2020, and related statements of income, comprehensive income, changes in shareholders' equity and cash flows for the fiscal year ended on this date, as well as related notes, including a summary of the main accounting policies.

In our opinion, the financial statements referred to above present fairly, in all material respects, the individual and consolidated equity and financial position of Via Varejo S.A. on December 31, 2020, the individual and consolidated performance of its operations and respective individual and consolidated cash flows for the fiscal year ended on this date, in conformity with the accounting practices adopted in Brazil and the International Financial Reporting Standards issued by the International Accounting Standards Board (IASB).

#### **Basis for opinion**

Our audit was conducted pursuant to the Brazilian and international audit standards. Our responsibilities, in conformity with these standards, are described in the section below, referred to as "Auditor's responsibility for the audit of individual and consolidated financial statements". We are independent in relation to the Company and its subsidiaries, in accordance with relevant ethical principles provided for in the Accountant's Professional Code of Ethics and professional standards issued by the Brazilian Federal Accounting Council, and we observe other ethical responsibilities in conformity with these standards. We believe that the audit evidence obtained is sufficient and appropriate to substantiate our opinion.

## Main audit issues

Main audit issues are those, in our professional judgment, were the most relevant in our audit of the current fiscal year. These issues were considered within the context of our audit of individual and consolidated financial statements as a whole, and our opinion on these individual and consolidated financial statements, therefore, we did not render a separate opinion on these issues. For each topic below, a description of how our audit dealt with the issue, including any comments on the results of our procedure, is presented within the context of the financial statements taken as a whole.

We fulfilled the responsibilities described in the section "Auditor's responsibility for the audit of individual and consolidated financial statements", including those relating to these main audit issues. Therefore, our audit included the conduction of planned procedures to answer our assessment of risks of significant distortions in financial statements. The results of our procedures, including those executed to deal with the topics below, provide the basis for our audit report on the Company's financial statements.

### *Measurement of provision for labor and civil contingencies*

On December 31, 2020, the provision for labor and civil contingencies totaled R\$1,625 million in the parent company and R\$1,653 million in consolidated, as disclosed in Note 17.c to the individual and consolidated financial statements. the Company and its subsidiaries are parties in a substantial number of legal and administrative proceedings under procedural progress with courts and governmental authorities, due to the normal course of its operations, involving labor and civil matters.

The measurement, the accounting recognition of provision, and respective disclosure of contingencies, relating to these legal and administrative proceedings, require the judgment of the Company and its internal and external legal counsels.

Changes in the assumptions adopted by the Company to exercise this judgment, or changes in external conditions, including the standpoint of inspection agencies, may significantly impact the provision amount recognized in the individual and consolidated financial statements.

How our audit addressed the issue:

Our audit procedures included, amongst others: (i) assessment of the accounting policies adopted by the Company when classifying losses, including the evaluation of judgment on the measurement of amounts to be recorded as provision, as well as the proper and consistent application of judgment during all periods reported; (ii) analysis of sufficient provisions recognized and contingencies disclosed which took into account the

evaluations prepared by the Company's internal and external legal counsels; (iii) obtainment of confirmations from the Company's external advisors on the current status and risk classification; (iv) involvement of our taxes and actuarial experts to analyze probable losses and mathematics of the model adopted by the Company to record a provision; and (v) evaluation of adequate disclosures of the Company in the notes, in relation to this topic.

Based on results of audit procedures, which are consistent with Management's assessment, we consider acceptable the estimates prepared by Management, as well as related disclosures in Note 17, within the context of the financial statements taken as a whole.

### *Court deposit assets*

As mentioned in Note 17 to the financial statements, the Company is objecting to the payment of certain taxes, contributions, and labor liabilities, and made court deposits relating to respective legal proceedings.

Usually, referred proceedings are dismissed after a long time gap and involve not only discussions of merit, but also procedural aspects, in observance to prevailing laws. Due to this aspect, the accounting recognition of additions and write-offs in court deposits item requires solid and appropriate control by the Company and its legal counsels.

Due to a significant volume of lawsuits, as well as the representativeness over total assets of the Company, we consider the court deposits accounting a key audit issue.

How our audit addressed this issue:

Our main audit procedures relating to this issue, included, amongst others: (i) the verification of report listing the Company's internal and external legal counsels' opinion concerning the conclusion of claims stemming from lawsuits in progress and those dismissed; (ii) the reading and analysis of procedural progress, jointly with verification of supporting documentation of deposits linked thereto; (iii) the verification of documentation evidencing the effective write-off of court deposits recorded and adequate accrual period; and (iv) the assessment whether the Company properly disclosed its Notes to the financial statements, concerning this topic.

Based on the outcome of audit procedures, which are consistent with Management's assessment, we consider acceptable the amounts relating to court deposit assets, as well as related disclosures in Note 17.e, within the context of the financial statements taken as a whole.

### *Realization of recoverable credits from the State Value-Added Tax – ICMS*

On December 31, 2020, the balance of ICMS tax credits totaled R\$3,123 million in the parent company and R\$3,127 million in consolidated, as

disclosed in Note 8.b to the financial statements as of December 31, 2020. The analysis of ICMS tax credit recoverability was relevant for our audit, as we considered the following: (i) the credit amounts are relevant in relation to the individual and consolidated financial statements as of December 31, 2020, and (ii) the elaboration of this analysis involves the Company's Management judgment when determining the estimate of future ICMS debits in its operations, including considerations on special tax regimes. These projections may be affected by future market and economic conditions.

How our audit addressed this issue:

Our audit procedures included, amongst others: (i) the understanding of the process implemented by Management to elaborate the annual analysis of tax credit recoverability, including the assessment of design and the operational efficacy of internal controls applied in the elaboration of projections; (ii) the assessment of the reasonableness of data used when elaborating the annual analysis of tax credits recoverability, including the mathematical accuracy of referred calculations; and (iii) we involved our indirect tax experts to assess the tax laws and special tax regimes applied in projections employed in the annual analysis of tax credit recoverability. In addition, we evaluated the adequacy of disclosures in Note 8 to the financial statements as of December 31, 2020.

Based on results of audit procedures made on the annual analysis of tax credit recoverability, which is consistent with Management's assessment, we consider that criteria and assumptions relating to ICM tax credit recoverability, as well as respective disclosures in Note 8, are acceptable, within the context of the financial statements taken as a whole.

## Other issues

### *Statements of value-added*

The individual and consolidated statements of value-added (VAS) for the fiscal year ended December 31, 2020, drawn up under the responsibility of the Company's Management, and reported as supplementary information for the purposes of IFRS, were submitted to audit procedures executed jointly with the audit of the Company's financial statements. To shape our opinion, we assessed whether these statements conciliate with financial statements and accounting records, where applicable, whether form and content comply with criteria defined in the Technical Pronouncement NBC TG 09 – Statement of Value-Added. In our opinion, these statements of value-added were properly elaborated, in all material respects, according to criteria defined in referred Technical Pronouncement and are consistent with the individual and consolidated financial statements taken as a whole.

## **Other information accompanying the individual and consolidated financial statements and the auditor's report**

The Company's Management is liable for this other information comprising the Management Report.

Our opinion on the individual and consolidated financial statements does not include the Management Report and we did not express any audit conclusion on the referred report.

Concerning the audit of the individual and consolidated financial statements, our responsibility is to read the Management Report, and then consider if the referred report is significantly inconsistent with financial statements or according to our understanding obtained in the audit, or, otherwise, it seems to be substantially distorted. If based on works conducted, we conclude that the Management Report poses relevant distortion, we are compelled to notify such fact. We do not have anything to report on this concern.

## **Responsibilities of Management and governance for the individual and consolidated financial statements**

Management is liable for elaborating and fairly stating the individual and consolidated financial statements in conformity with the accounting standards adopted in Brasil and the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), and internal controls Management deemed necessary to allow the elaboration of the financial statements free of any relevant distortion, irrespective if caused by fraud or error.

When drawing up the individual and consolidated financial statements, Management is liable for assessing the Company's capacity to continue operating, disclosing, where applicable, the issues relating to its operational continuity and the use of this accounting basis when drawing up the financial statements, unless Management intends to liquidate the Company or cease its operations, or it does not have any realistic alternative to avoid the shutdown of operations.

Those in charge of the Company's and its subsidiaries' governance are those liable for the oversight of the financial statements elaboration process.

## **Auditor's responsibility for the audit of individual and consolidated financial statements**

Our objectives are to obtain reasonable safety that the individual and consolidated financial statements, taken as a whole, are free of any distortion, irrespective if caused by fraud or error and issue an audit report including our opinion. Reasonable safety is a high level of safety, but not a guarantee that the audit carried out in accordance with the Brazilian and international

standards always detects eventual relevant distortions. Distortions may derive from fraud or error and are considered relevant when, severally or jointly, may influence, within a reasonable perspective, the users' economic decisions made based on referred financial statements.

As part of the audit conducted in conformity with the Brazilian and international audit standards, we exercised a professional judgment and maintained a professional skepticism during the audit. In addition:

- We identified and we assessed the risks of relevant distortion in individual and consolidated financial statements, irrespective if caused by fraud or error, we planned and executed audit procedures in response to these risks, as well as we obtained appropriate and sufficient audit evidence to substantiate our opinion. The risk of not detecting a relevant distortion resulting from fraud is greater than that one deriving from error, since fraud may involve the act of deceiving internal controls, collusion, counterfeit, omission, or intentional misrepresentation.
- We obtained an understanding of relevant internal controls for audit for us to plan audit procedures appropriate to the circumstances, but, not aiming at rendering an opinion on the efficacy of the internal controls of the Company and its subsidiaries.
- We assessed the adequacy of accounting policies adopted and the reasonableness of the accounting estimates and respective disclosures made by Management.
- We concluded on the adequacy of use by Management of the accounting basis of operational continuity and, based on the audit evidence obtained, whether exists a relevant uncertainty in relation to events or conditions which may raise a significant doubt concerning the capacity of the Company's operational continuity. If we conclude a relevant uncertainty exists, we must call attention in our audit report to respective disclosures in the individual and consolidated financial statements or include a qualified opinion, if disclosures are inappropriate. Our conclusions are based on the audit evidence obtained until our reporting date. Nevertheless, future events or conditions may result in the Company no longer being able to maintain its operational continuity.
- We assessed the overall presentation, structure, and content of financial statements, including disclosures, whether the individual and consolidated financial statements represent the related transactions and events compatible with the objective of a proper presentation.
- We obtained appropriate and sufficient audit evidence referring to financial information of entities or business activities of the group to render an opinion on the individual and consolidated financial statements. We are liable for the

management, oversight, and performance of the group's audit, and, accordingly, for the audit opinion.

We communicated with those in charge of governance relating to, among other aspects, the scope and the time of audit works planned, as well as relevant audit findings, including significant deficiencies in internal controls which eventually were identified during our works.

We also provided the governance heads with a statement that we complied with all relevant ethical requirements, including the applicable independence requirements and, we notified all eventual relationships or issues that may considerably affect our independence, including, where applicable, respective safeguards.

From the issues that were the purpose of communication with governance heads, we determined those deemed as more relevant in the audit of financial statements for the current fiscal year, and which, henceforth, represent the main audit issues. We described these issues in our audit report, unless law or regulation has forbidden public disclosure thereof, or when, under extremely unusual circumstances, we decide that the issue shall not be informed in our report, since adverse consequences of such communication may, within a reasonable perspective, exceed the benefits of a public announcement.

São Paulo, March 2, 2021.

**ERNST & YOUNG**

Auditores Independentes S.S.

CRC-2SP034519/O-6

**Julio Braga Pinto**

Accountant CRC-1SP209957/O-2



## EXHIBIT D: FISCAL COUNCIL REPORT ON THE COMPANY'S FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020

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### **Fiscal Council Report on the Financial Statements**

The Fiscal Council of Via Varejo S.A. ("Company"), in compliance with legal and statutory provisions, analyzed the Management Report and the Financial Statements for the fiscal year ended December 31, 2020. Based on analyses made, and clarifications given by Management, also considering, the independent auditor's report – Ernst & Young Auditores Independente S.S., dated March 2, 2021, issued a favorable opinion that referred documents, in all their material respects, have conditions to be analyzed by the Company's Annual Shareholders Meeting to be called, under Law No. No. 6.404/76.

São Caetano do Sul, March 2, 2021.

**Olavo Fortes Campos Rodrigues Junior – Chairman**

**Carlos Roberto de Albuquerque Sá – Member**

**André Coji – Member**

## EXHIBIT E: SUMMARIZED ANNUAL REPORT OF THE AUDIT COMMITTEE ON THE COMPANY'S FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020

### SUMMARIZED ANNUAL REPORT OF THE STATUTORY AUDIT COMMITTEE OF VIA VAREJO S.A. FISCAL YEAR OF 2020

To members of Via Varejo S.A.'s Board of Directors ("Company")

#### 1. Presentation

The Company's Audit, Risk and Compliance Committee ("Committee") is the statutory advisory body directly bound to the Board of Directors, permanently, governed by applicable laws and regulations, especially by Instruction issued by the Brazilian Securities and Exchange Commission ("CVM") No. 308/99, the provisions of the Company's Bylaws and its Articles of Incorporation.

The Committee was installed at the Board of Directors' meeting of October 24, 2018, when the Company migrated to the special listing segment of B3 S.A. – Brasil, Bolsa, Balcão, referred to as *Novo Mercado*, and currently, is composed of three (3) members.

On July 7, 2020, the Board of Directors approved the restatement of the Committee's charter, as well as the new composition of the Committee, as follows: (i) Mr. Fernando DaI-Ri Múrcia was removed from office as a member of the Committee; (ii) Mr. Marcel Cecchi Vieira was elected the Committee's coordinator; and (iii) Messrs. Luiz Carlos Nannini and Rogério Paulo Calderón Peres were elected members of the Committee. The term of office of referred members shall take effect until the first Board of Directors' meeting to be held after the Company's Annual Shareholders Meeting of 2022.

The Committee reports to the Board of Directors and acts independently in relation to the Board of Executive Officers. Its duties and responsibilities are performed in compliance with applicable legal, statutory duties and defined in its Charter.

## 2. Activities developed

Under the Committee's Charter, the ordinary meetings of this body shall be held, at least, bimonthly. The Committee held fourteen (14) meetings from January 2020 to March 2021.

All the topics, guidelines, discussions, recommendations, and opinions issued by Committee were declared in the minutes of meetings, which are signed by attending members of the Committee and shall remain filed at the Company's headquarters.

Below, the main activities carried out by this Committee from January 2020 to March 2021 were:

- (a) Review of the Ethics Committee Charter, the Gifts and Presents Policy;
- (b) Monitoring of the independent investigation conducted by Investigation Committee on anonymous whistleblowing received by the Company connected with accounting irregularities ("Investigation");
- (c) Monitoring of main controls and practices implemented by the Company to mitigate the inconsistencies verified in the investigation;
- (d) Analysis and recommendation on the Company's Management Report and Financial Statements for the fiscal year ended December 31, 2019 (DF2019);
- (e) Analysis and recommendation on the Company's financial information for the period ended March 31, 2020 (1Q20);
- (f) Analysis and recommendation on the Company's financial information for the period ended June 31, 2020 (2Q20);
- (g) Monitoring of the Company's external audit work plan;
- (h) Monitoring of the Company's internal audit transition;
- (i) Analysis and recommendation on the Company's financial information for the period ended September 30, 2020 (3Q20);
- (j) Review of the Company's new Code of Ethical Conduct;
- (k) Review of the Company's new Policy of contributions, donations, and sponsorships;
- (l) Analysis and recommendation on the Company's management report and financial statements for the fiscal year ended December 31, 2020 (DF2020).

## 3. Conclusions

Members of the Committee, in the exercise of their duties, examined and analyzed the Company's Financial Statements, accompanied by the Independent Auditor's Report and the Annual Management Report for the fiscal year ended December 31, 2020. Considering all the analyses, studies, and discussions held during meetings and the Committee's monitoring work as to the conclusion of the Financial Statements, especially the information provided by the Company, its Independent Auditors, members of the

Committee informed that they do not object to the submission of referred documents for appropriate analysis of the Company's Board of Directors, and subsequent recommendation to be approved at the General Shareholders Meeting.

São Caetano do Sul, March 1, 2021.

**Marcel Cecchi Vieira – Coordinator**

**Luiz Carlos Nannini – Member**

**Rogério Paulo Calderón Peres – Member**

## EXHIBIT F: EXHIBIT 9-1-II TO CVM INSTRUCTION Nº 481/09

Pursuant to Article 9, Paragraph 1, item II and Exhibit 9-1-II of CVM Instruction No. 481/09, we highlight the following:

DESCRIPTION	INFORMATION
<b>1. Net income for the fiscal year 2020</b>	R\$1,003,961,214.08
<b>2. Overall amount and the amount per share of dividends, including advanced dividends and interest on equity already declared</b>	Not applicable, since under Article 189 of Law No. 6.404 of December 15, 1976 ("Brazilian Corporation Law") and Article 32 of the Company's Bylaws, the Company's net income for the year shall <b>mandatorily</b> deduct the accumulated losses, before any interest, whose amount exceeds the net income for the fiscal year of 2020.
<b>3. Percentage of net income for the year distributed</b>	Not applicable, since the net income verified in the fiscal year ended December 31, 2020, shall be mandatorily allocated to absorb the accumulated losses amount.
<b>4. Overall amount and the amount per share of dividends distributed based on income for previous years</b>	Not applicable, since no dividends were distributed based on income for previous years.
<b>5. Compensation of the fiscal year of 2020, less advanced dividends, and interest on equity already declared</b>	Not applicable, due to the existence of accumulated losses.
<b>6. Declaration of interest on equity, based on earnings verified in half-early or shorter period balance sheets</b>	Not applicable, due to the existence of accumulated losses.
<b>7. Comparative table indicating the following amounts per share of each type and class</b> <b>a)</b> Net income for the year and three (3) previous fiscal years <b>b)</b> Dividend and interest on equity distributed in the	Fiscal year ended December 31:

three (3) previous fiscal years			
<b>R\$</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
Net income(loss)	1,003,961,214.08	(1,432,236,904.17)	(291,643,668.49)
Dividends and interest on equity	Not applicable	Not applicable	Not applicable
<b>8. Allocation of profits to the legal reserve</b>		Not applicable, since the net income verified in the fiscal year ended December 31, 2020, shall be mandatorily allocated to absorb the accumulated losses amount.	
<b>9. Preferred shares entitled to fixed or minimum dividends</b>		Not applicable, since the Company only holds common shares.	
<b>10. In relation to the mandatory dividend</b>		<p>Calculation provided for in the Bylaws pursuant to Article 33 of the Company's Bylaws, shareholders are entitled to receive as mandatory dividends, each year, 25% of the net income decreased or added by:</p> <p>(a) 5% allocated to legal reserve, which shall not exceed 20% of the share capital, may waive the legal reserve in the year that its balance, plus capital reserves amount exceeds 30% of the share capital;</p> <p>(b) the amount allocated to the contingencies reserve and reversal of those set up in previous years; and</p> <p>(c) amount of net income for the year not realized and allocated to the profit reserve and reversal of profits previously recorded in this reserve that have been realized in the year.</p>	
		Inform if the dividend has been fully paid: Not applicable, since the net income for the fiscal year ended December 31, 2020, shall be mandatorily allocated to absorb the accumulated losses amount.	
		Retained amount: Not applicable	
<b>11. Retention of mandatory dividend due to the company's financial condition:</b>		Not applicable.	
<b>12. Allocation of result to contingency reserve:</b>		Not applicable	

<b>13. Allocation of result to unrealized profit reserve:</b>	Not applicable
<b>14. Allocation of result to statutory reserve</b>	Not applicable
<b>15. Profit retention estimated in the capital budget:</b>	Not applicable
<b>16. Allocation of result to the tax incentive reserve</b>	Not applicable

## EXHIBIT H: PROPOSAL FOR THE LONG-TERM INCENTIVE PLANS (*PURSUANT TO ARTICLE 13 OF CVM INSTRUCTION NO. 481/09*)

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### 1. Provide a copy of the plans proposed

The Stock Option Plan ("Stock Option Plan") and the Restricted Share-Based Compensation Plan ("Restricted Stock Plan"), and jointly with the Stock Option Plan, the "Long-Term Incentive Plans" are available in **Exhibits I and J** hereto.

### 2. Inform the key characteristics of the plans proposed, identifying:

#### a. Potential beneficiaries

Stock Option Plan

The Company's employees to be considered key executives are eligible to the Stock Option Plan, subject to the approval of the Company's Board of Directors or Committee, where applicable.

Restricted Stock Plan

The Company's employees considered strategic professionals may be appointed to participate in the Restricted Stock Plan, by the Company's Board of Directors or Committee, where applicable.

#### b. Maximum number of options to be granted

Stock Option Plan

3,151,879 Restricted Stock Plan options

Not applicable, since options are not granted within the scope of the Restricted Stock Plan.

#### c. Maximum number of shares covered by the plan

Stock Option Plan



3,151,879 common shares

Restricted Stock Plan

3,151,879 common shares

#### **d. Vesting conditions**

##### Stock Option Plan

The Board of Directors or Committee, where applicable, shall grant options within the scope of the Stock Option Plan, create Stock Option Programs, always under overall conditions provided for herein, defined (a) the persons eligible to receive the Stock Option Plan options; (b) the number of the Company's shares, the purpose of each option granted; (c) the Strike Price of each option; (d) the grace period during which the options, fully or partially, cannot be exercised, the periods to exercise the options and the maximum term to exercise the option; and (e) the rules applicable to the cases of withdrawal, retirement, decease, or permanent disability of Participants, (f) the rules on the transfer of options and any restrictions to the shares received due to option exercise; (g) eventual penalties due to failure to comply with obligations; and (h) any other terms and conditions not contrary to provisions of the Stock Option Plan.

##### Restricted Stock Plan

The Board of Directors or the Committee, where applicable, shall periodically create, based on the Company's compensation policy and overall conditions provided for herein, Restricted Stock granting programs to set forth, among other conditions: (i) the Participants; (ii) the total amount of Restricted Stock, subject-matter of referred Program; (iii) eventual cash payment for Restricted Stock granted; (iv) how Restricted Stocks shall be transferred, which can occur in batches; (v) the vesting period for transfer of Restricted Stocks; (vi) the rules applicable to the cases of withdrawal, retirement, decease or permanent disability of Participants; (vii) any penalty provisions; and (viii) any other terms and conditions not contrary to this Stock Option Plan.

#### **e. Detailed criteria to set the strike price**

### Stock Option Plan

Participant shall acquire one or more shares against the payment of strike price to be defined by the Board of Directors or Committee, where applicable, applying one of the criteria stipulated below:

**(a)** The closing price of the Company's shares of the same type, purpose of the option, at the trading session immediately preceding the date of option grant; or

**(b)** The average closing price of referred shares traded on B3 S.A. – Brasil, Bolsa, Balcão during certain period preceding the date of the option grant.

The Board of Directors or Committee, where applicable, may opt for applying a discount of up to twenty percent (20%) over the strike price.

### Restricted Stock Plan

The Restricted Stocks shall be freely delivered to Participants. The benchmark price per Restricted Stock, for the purpose of this Stock Option Plan, shall correspond to the quote of the Company's shares on B3 S.A. – BRASIL, BOLSA, BALCÃO at the trading session immediately preceding the date of the Restricted Stocks grant.

## **f. Criteria to set the strike price**

### Stock Option Plan

The terms and conditions of each option granted according to this Plan shall be laid out in an Agreement for Stock Option Granting to be signed by Participant, referring to the Program under consideration, which shall set forth, among others, the term and conditions for effective vesting right to exercise the option.

### Restricted Stock Plan

Upon launch of each program, the Board of Directors or Committee, Where applicable, shall define the terms and conditions to transfer the Restricted Stock in agreement to be signed between the Company and each Participant, always in accordance with this Stock Plan and respective Program, which shall set forth, among others, the term and conditions for effective vesting right of Restricted Stocks.

## **g. How options will be settled**

### Stock Option Plan

The terms and conditions of each option granted according to this Plan shall be outlined in the Agreement for Stock Option Grant to be signed by Participant, referring to the Program under consideration, which shall define among others, the conditions for effective option vesting right and the rules on the transfer of option, restrictions applicable to the transfer of shares received due to exercise of the option, delivery term of shares, the purpose of each option and penalty provisions established by the Board of Directors or Committee, aiming at avoiding the option is transferred to third parties.

### Restricted Stock Plan

The transfer of Restricted Stocks to Participant only shall occur with the execution of terms and conditions provided for in the Stock Plan, Programs, and Agreements, so that the concession of the right to receive shares in itself neither guarantees any rights to Participant over Restricted Shares nor represents a guarantee of receipt.

## **h. Criteria and events that, when verified, will result in the suspension, alteration, or extinguishment of plans**

### Stock Option Plan

Without prejudice of other assumptions provided for in the Program or Option Agreements, the options granted under this Plan shall be automatically extinguished, annulling all its legal effects, in the following cases: (i) upon full exercise; (ii) after lapsing the effectiveness term of stock option; (iii) upon the Option Agreement termination by common agreement between the Company and Participant; (iv) in case of the Company's dissolution, winding-up, or its bankruptcy is adjudicated; (v) or is subject to the rules applied by the Board of Directors or Committee, in cases of Participant's withdrawal, retirement, disability or decease.

### Restricted Stock Plan

Without prejudice of other assumptions provided in the Programs or Agreements, the right to receive the Restricted Stock granted under this Stock Plan shall be automatically extinguished, annulling all its legal effects,

in the following cases: a) upon transfer of shares, the purpose of the Stock Plan, to Participant; b) upon agreement termination, by common agreement between the Company and Participant; c) in case of the Company's dissolution, winding-up, or its bankruptcy is adjudicated; d) or is subject to the rules applied by the Board of Directors or Committee, in cases of Participant's withdrawal, retirement, disability or decease.

### **3. Justify the plans proposed, explaining:**

#### **a. Key objectives of the plans**

##### Stock Option Plan

The Stock Option Plan has two objectives: (a) enable the Company's employees participation in its share capital and equity additions deriving from results to which referred employees have contributed; (b) stimulate the achievement of the Company's objectives, and (c) align employees' interests with the Company's shareholders.

##### Restricted Stock Plan

The Restricted Stock Plan aims at: (a) promoting the expansion, the success, and the achievement of the Company's objectives, as well as its shareholders' interest, therefore, stimulating integration between employees and the Company; and (b) enable the Company to effectively obtain and retain the services of its top-level employees, through long-term incentives.

#### **b. How these plans contribute to these objectives**

The Long-Term Incentive Plans align the interests of the Company's shareholders with its Participants, by granting stock options or restricted stocks, which allows sharing the Company's risks and gains through appreciation of shares received within the scope of the Long-Term Incentive Plans.

#### **c. How these plans are inserted into the Company's compensation policy**

The Long-Term Incentive Plans are an integral part of the Company's executives' compensation strategy, with their commitment to creating value for the Company and its shareholders.

#### **d. How these plans align the interests of beneficiaries and the Company in the short, medium, and long terms**

##### Stock Option Plan

The Stock Option Plan aligns the interests of employees, the Company, its shareholders, by allowing employees' participation in its share capital and equity additions deriving from results to which referred employees have contributed while stimulating the achievement of the Company's objectives.

##### Restricted Stock Plan

This Plan aims at enabling the Company to obtain and retain the services of top-level executives, offering these executives the opportunity of becoming the Company's shareholders, under the terms and conditions provided for in the Plan.

#### **4. Estimate the company's expenses deriving from the plans, according to the accounting standards dealing with this issue**

The expenses to be incurred within the scope of the Plan shall be calculated under the Brazilian Technical Pronouncement CPC 10 (R1) of the Accounting Pronouncements Committee approved by CVM Resolution No. 650 of December 16, 2010 ("CPC10(R1)"), and still rely on unknown factors, such as the number of grants to effectively occur, the market value of the Company's shares upon each grant and the Plan's dropout rate.

The Company's Management estimates that the fair value to be recorded on expenses incurred due to implementation of the Stock Option Plan will total an approximate amount of twenty-three million, six hundred, seventy-three thousand, one hundred, thirty-four Reais and ninety-eight centavos (R\$23,673,134.98) and the Restricted Stock Plan will total an approximate amount of fifty-three million, five hundred, eight thousand, seven hundred, twenty-six Reais and sixty-two centavos (R\$53,508,726.62)