

TEGMA GESTÃO LOGÍSTICA S.A.

CNPJ/MF No. 02.351.144/0001-18

NIRE 35.300.340.931

MINUTE OF THE EXECUTIVE BOARD MEETING

1. DATE, TIME AND PLACE: Held on March 5th, 2020, at 9:00 a.m., at the headquarters of Tegma Gestão Logística S.A. ("Company" or "Tegma"), in the city of São Bernardo do Campo, state of São Paulo, at Avenida Nicola Demarchi, No. 2.000, Demarchi District.

1. 2. CALL AND ATTENDANCE: Call formalities waived, due to the presence of all acting members of the Board of Directors ("Members").

3. PRESIDING BOARD: Chairman: Murilo Cesar Lemos dos Santos Passos
Secretary: Fernando Luiz Schettino Moreira

4. AGENDA: (i) resignation from the position of Chief Executive Officer and Investor Relations Officer of the Company; (ii) election of new members to exercise the positions of Chief Executive Officer and Relations Officer of the Company; and (iii) ratification of the composition of the Company's administrative board.

5. RESOLUTIONS:

5.1. After a brief introduction made by Mr. Murilo Cesar Lemos dos Santos Passos of the main subjects of the succession process of Mr. Gennaro Oddone, which has been underway at the Company since mid-2019, Members received a request for resignation from the Chief Executive Officer, according to the attached letter, presented to the board of directors on this date.

5.2. Members began to analyze Mr. Gennaro Oddone's letter of resignation. Subsequently, Members recognized the legacy that Mr. Oddone left in the organization and the importance of his leadership in recent years. In this context, they highlighted their merit in consolidating Tegma's good relationship among the auto industry, adapting its cost structure to a new economic reality and renegotiating the terms of relevant contracts. In addition, he was responsible for stabilizing the results of the Integrated Logistics Division, which ended up strengthening the Company's cash flow. Finally, Members acknowledged the resignation, with effect from the moment of its surrender, and decided to record in the minutes the acknowledgment for the services provided by Mr. Gennaro Oddone as executive director.

Without prejudice, Members resolved that the Company may hire Mr. Gennaro Oddone to support and monitor the succession process, in order to avoid any continuity solution, as well as to support the Board itself in strategic decisions.

5.3. In light of the resignation of the Chief Executive Officer, Members have started to deal with Mr. Gennaro Oddone's succession process again. In this regard, they recognized that: **(i)** Mr. Marcos Medeiros has been prepared since June 24, 2019 to occupy the position of Chief Executive Officer; and **(ii)** Mr. Ramón Pérez Arias Filho, as Administrative and Financial Director, has adequate qualification to cumulatively occupy the position of Investor Relations Officer, especially considering that he worked together with Mr. Gennaro Oddone in several projects of the Company.

5.4. Accordingly, pursuant to Article 23 of the Company's Bylaws, the Members resolved, by unanimous vote and without any reservations, to elect:

(i) Mr. Marcos Antonio Leite de Medeiros, Brazilian, married, engineer, holder of the R.G. at the. 18.387.410-9, registered at CPF / ME under nº 135.006.988-40 resident and living in the City of São Paulo, State of São Paulo, with a professional address in the City of São Bernardo do Campo, State of São Paulo, at Av Nicola Demarchi, nº 2.000, Bairro Demarchi, CEP 09820-655, for the position of Chief Executive Officer of the Company;

(ii) Mr. Ramón Pérez Arias Filho, Brazilian, married, business administrator, holder of the R.G. nº 9.617.066-9 SSP / SP, registered with CPF / ME under nº 073.908.328-78, resident and living in the City of São Paulo, State of São Paulo, with a professional address in the City of São Bernardo do Campo, State of São Paulo, at Av. Nicola Demarchi, nº 2.000, Bairro Demarchi, CEP 09820-655, to cumulate, together with the position of Chief Financial Officer already occupied, the position of Investor Relations Office.

5.5. Then, Mr. Murilo Cesar Lemos dos Santos Passos invited the elected directors to participate in the meeting. Messrs. Marcos Medeiros and Ramón Pérez Arias Filho entered the room, signed the respective terms of office and declared that they are not involved in any of the crimes provided for by law that prevent them from exercising commercial activity and that they meet the requirements for investiture in the positions contained in article 147 of Law No. 6,404, of December 15, 1976, as well as in Instruction No. 367/2002 of the Brazilian Securities Commission.

5.6. After all, the Members ratified the composition of the Company's Executive Board, as follows: **(i)** Mr. Marcos Medeiros, qualified above, as Chief Executive Officer; **(ii)** Mr. Ramón Pérez Arias Filho, qualified above, as Chief Financial Officer and Investor Relations Officer; and **(iii)** Tarcísio Francisco Felisardo, Brazilian, married, business administrator, holder of the R.G. nº 17.584.698-4 SSP / SP, registered with CPF / ME under nº 050.227.558-82, as a director without a specific designation.

6. Closure: There being no further business to discuss, the meeting was adjourned and these minutes were drawn up, read, found to be in compliance, and signed by all.

São Bernardo do Campo, March 5, 2020.

Murilo Cesar Lemos dos Santos Passos
Presidente

Fernando Luiz Schettino Moreira
Secretário

Murilo Cesar Lemos dos Santos Passos

Evandro Luiz Coser

Fernando Luiz Schettino Moreira

Orlando Machado Júnior

Mário Sérgio Moreira Franco

Décio Carbonari de Almeida

São Paulo, March 5, 2020

To

Board of Directors of Tegma Gestão Logística S.A.

Att.: Mr. Murilo Cesar Lemos dos Santos Passos

Ref.: Resignation from the positions of Chief Executive Officer and Investor Relations Officer

Dear Mrs.,

1. Me, Gennaro Oddone, Brazilian, married, economist, holder of the R.G. nº 10.350.051-0 SSP / SP, registered with CPF / ME under nº 011.649.658-40, resident and living in the City of São Paulo, State of São Paulo, with professional address in the City of São Bernardo do Campo, State São Paulo, at Av. Nicola Demarchi, nº 2000, Bairro Demarchi, CEP 09820-655, I present to the members of the board of directors of Tegma Gestão Logística SA (“Tegma” or “Company”) my resignation from the positions of the Company’s Director President and IRO, with effect from this date on.
2. As you all are aware, my decision to resign comes as a result and in the context of a defined model, in 2015 with the Company, when I was elected by the board of directors with the specific objective of strengthening activities Company's operational activities in the areas of Integrated Logistics and Vehicle Logistics. In this context, I have been having talking with the Company's Board of Directors since the beginning of 2019.

3. With this assumption, on June 24, 2019, Mr. Marcos Antonio Leite de Medeiros was appointed to occupy the position of Operations Director Officer, which would allow him to become familiar with the Company
4. Finally, I would like to thank the Company and all employees for the period in which I had the opportunity to be at the head of the executive board.

Gennaro Oddone