



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

CONTENTS

1. PURPOSE 2

2. DEFINITIONS 2

3. SECURITIES TRADING POLICY OF THE COMPANY 3

4. INDIVIDUAL INVESTMENT PLAN 5

5. CHANGES IN THE TRADING POLICY 6

6. VIOLATIONS AND PENALTIES 6

7. GENERAL PROVISIONS 6

8. TERM OF EFFECTIVENESS 7

EXHIBIT I..... 8

EXHIBIT II 9



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

1. PURPOSE

- 1.1. This "Securities Trading Policy", approved at the meeting of the Board of Directors of **MITRE REALTY EMPREENDIMENTOS E PARTICIPAÇÕES S.A.** ("Company"), aims at establishing rules to ensure compliance with good practices while trading Securities (as defined below) issued by the Company, and prevent undue use of Insider Information (as defined below), pursuant to CVM Instruction 358 (as defined below).

2. DEFINITIONS

- 2.1. The terms and expressions listed below, when used in this Policy (as defined below), shall have the following meanings:
- 2.1.1. **"Controlling Shareholder"**: means the shareholder or group of shareholders bound to a shareholders' agreement or under common control, exercising direct or indirect power of control of the Company, in accordance with the Corporation Law.
- 2.1.2. **"Managers"**: means the members of the Board of Directors and the Executive Board of the Company.
- 2.1.3. **"Associates with Access to Insider Information"**: means the employees and other workers of the Company, the Controlling Shareholder or the Controlled Companies or affiliates, which, due to their position at the Company, the Controlling Shareholder or the Controlled Companies or affiliates, may be aware of or have access to any Insider Information.
- 2.1.4. **"Material Act or Fact"**: means any decision of a Controlling Shareholder, resolution of the shareholders' meeting or management bodies of the Company, or any other political/administrative, technical, trading or economic/financial fact or act that may have occurred or relates to the business of the Company that may have a material effect: **(a)** on the quotation of Securities of the Company; **(b)** on the decision of investors to purchase, sell or keep such Securities; or **(c)** on the decision of investors of exercising any rights relating to their status as holder of Securities, which may include, without limitation, the examples of potentially Material Facts or acts listed in the exhibit of the Disclosure Policy.
- 2.1.5. **"Company"**: means Mitre Realty Empreendimentos e Participações S.A.
- 2.1.6. **"Fiscal Council Members"**: means the standing members and alternates of the Fiscal Council of the Company.
- 2.1.7. **"Board of Directors"**: means the Board of Directors of the Company.
- 2.1.8. **"Fiscal Council"**: means the Fiscal Council of the Company.
- 2.1.9. **"CVM"**: the Brazilian Securities Commission.
- 2.1.10. **"Investor Relations Officer"**: means the Officer of the Company elected to perform such duties set forth in the CVM instructions and regulations, including performance, follow-up and inspection of this Policy.
- 2.1.11. **"Executive Board"**: means the Executive Board of the Company.
- 2.1.12. **"Market Entities"**: means the set of stock exchanges or over-the-counter Market Entities in which securities issued by the Company are or may be admitted to trading, as well as equivalent entities of other countries.
- 2.1.13. **"Former Managers"**: means the Managers that are no longer part of the Management of the Company.
- 2.1.14. **"Insider Information"**: means any and all information relating to the Company or its Controlled Companies that may materially affect the quotation of the Securities, in accordance with CVM Instruction 358 and the Disclosure Policy, and which has not been disclosed to investors yet.
- 2.1.15. **"CVM Instruction 358"**: means CVM Instruction No. 358, dated January 3, 2002, as amended.



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

- 2.1.16. **"Corporation Law"**: means Law No. 6.404, dated December 15, 1976, as amended.
- 2.1.17. **"Trading Lockout Period"**: means any and all Securities trading lockout period imposed by regulatory order or by the Investor Relations Officer, including such periods set forth in Sections 3.2, 3.4, 3.5, 3.6, 3.7 and 3.8 of this Policy.
- 2.1.18. **"Related Persons"**: means such persons who may have with the Linked Persons the following bonds: **(i)** spouse, who is not judicially separated; **(ii)** partner; **(iii)** any dependent included in the annual individual income tax return; **(iv)** children, siblings (1st degree relatives); and **(v)** companies directly or indirectly controlled by the Managers, Fiscal Council Members, Controlling Shareholders, Associates with Access to Insider Information or the Linked Persons.
- 2.1.19. **"Linked Persons"**: means the Controlling Shareholder, the Managers, the Fiscal Council Members, the members of any bodies of the Company with technical or advisory functions, created by statutory provision, or the Associates with Access to Insider Information.
- 2.1.20. **"Plan"**: means the individual investment plan approved by the Company.
- 2.1.21. **"Policy"**: means this "Trading Policy of Securities Issued by the Company".
- 2.1.22. **"Disclosure Policy"**: means the "Company's Material Act or Fact Disclosure Policy".
- 2.1.23. **"Controlled Companies"**: means the companies in which the Company, directly or indirectly, holds shareholder rights permanently granting preponderance in the company resolutions, and the power to elect the majority of the managers.
- 2.1.24. **"Adhesion Instrument"**: means the Adhesion Instrument attached to this Policy to be executed according to the form set out in **Exhibit I** to this Policy.
- 2.1.25. **"Securities"**: mean any shares, debentures, whether or not convertible, securities receivables certificates, warrants, subscription receipts and rights, promissory notes, stock or derivative put or call option rights of any type, or any other bonds or collective investment agreements issued by or related to the Company, which, by statutory order, are regarded as "securities".

3. SECURITIES TRADING POLICY OF THE COMPANY

3.1. Trading Lockout Periods

- 3.1.1. The Linked Persons may not trade Securities during the Trading Lockout Period, pursuant to this Policy.
- 3.1.2. The Investor Relations Officer shall inform the Linked Persons of the start of the Trading Lockout Period; however, he is not required to inform the reasons for imposing the Trading Lockout Period, and the aforementioned individuals shall keep that order in secret.

3.2. Trading Lockout in the Absence of Disclosure of Material Fact

- 3.2.1. Securities cannot be traded by a Linked Person who may have knowledge of Insider Information regarding the Company until the Company discloses it to the market in the form of Material Act or Fact, according to the Disclosure Policy.
- 3.2.2. The provisions of Section 3.2.1 above shall also apply:
 - (i)** when: **(a)** a purchase or sale of Securities is being conducted by the Company, its Controlled Companies, affiliated companies or other companies under common control; or **(b)** an option or power of attorney has been granted for that purpose; and



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

- (ii) whenever there is the intention to conduct a merger, total or partial spin-off, amalgamation, transformation or corporate reorganization of the Company.

3.3. **Exceptions for General Securities Trading Lockouts**

3.3.1. Without prejudice to the provisions of Section 4 below, the trading lockouts set out in this Policy do not apply to Linked Persons who may have knowledge of Insider Information when they perform the following transactions:

- (i) purchase of treasury shares by private trading as a result of exercise of purchase options according to the stock purchase option plan approved by the shareholders' meeting; or
- (ii) in case of shares granted to managers, employees or service providers as part of the compensation previously approved by the shareholders' meeting of the Company.

3.4. **Trading Lockouts after Disclosure of a Material Act or Fact**

3.4.1. In the events set forth above, even after disclosure of a Material Act or Fact, the trading lockout shall continue in effect in case it may interfere with the trading of Securities, thus causing damages to the Company or the shareholders, and such additional restriction shall be disclosed by the Investor Relations Officer.

3.5. **Trading Lockouts Before the Disclosure of Quarterly Information, the Standardized Financial Statements and Distribution of Results**

3.5.1. The Linked Persons may not trade Securities during the fifteen (15)-day period before the disclosure or publication, as the case may be, of: (i) the quarterly information of the Company (ITR); and (ii) the standardized financial statements of the Company (DFP).

3.5.2. The restrictions set out in Section 3.5.1 above do not apply to investment plans that comply with the requirements set out in the applicable regulations, as set forth in Section 4 below.

3.5.3. The Linked Persons may not trade Securities during periods to be informed by the Investor Relations Officer, between the decision made by the relevant corporate body to increase the capital stock, distribute results, share or derivative bonuses or approve splits, and the publication of the respective notices or communications.

3.6. **Prohibition to Resolve on the Acquisition or Disposal of Shares Issued by the Company**

3.6.1. The Board of Directors may not approve a repurchase program consisting in the acquisition or disposal by the Company of Securities issued thereby for as long as the following information is not disclosed to the public:

- (i) execution of any agreements or contracts to transfer the shareholding of the Company;
- (ii) grant of options or powers of attorney to transfer the shareholding of the Company; or
- (iii) intention to conduct a merger, total or partial spin-off, amalgamation, transformation or corporate reorganization involving the Company.

3.6.2. In case, after approval of the repurchase program, a fact involving any of the three events mentions above occurs, the Company shall immediately suspend the trading of Securities issued thereby until the respective Material Act or Fact is disclosed.

3.7. **Trading Lockout applicable to Former Managers**

3.7.1. Former Managers removed from the Management before the public disclosure of a Material Act or Fact relating to a deal or fact commencing during their term in office may not trade Securities for six (6) months after their



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

removal or until such Material Act or Fact has been disclosed, whichever occurs last, provided further that the provisions of Section 3.7.2 below are complied with.

3.7.2. If the trading of Securities may, even after disclosure of the Material Act or Fact, interfere with the conditions of such business, with prejudice to the Company or its shareholders, the Former Managers may not trade Securities for at least six (6) months after their removal, provided that such additional restriction shall be disclosed by the Investor Relations Officer.

3.8. Additional Prohibitions

3.8.1. The prohibitions set forth in this Policy also apply to trading conducted, directly or indirectly, by the Linked Persons in case such trading occurs by means of:

- (i) Related Persons;
- (ii) third parties with which they may have entered into a securities portfolio agreement or trust; or
- (iii) any person who may have knowledge of Insider Information by means of any of the Linked Persons, aware that it has not been disclosed to the market yet.

3.8.2. Trading by funds and/or investment clubs of which the persons mentioned in Section 3.8.1 above shall not be regarded indirect trading, and shall not be subject to the prohibitions set out in this Policy provided that:

- (i) such investment funds and/or clubs are not exclusive; and
- (ii) the fund and/or investment club’s manager trading decisions cannot in any way be influenced by its respective unitholders.

3.8.3. The Company, the Linked Persons and the Related Persons may not: (i) act in loan transactions involving shares issued by the Company (also known as share lease); and (ii) engage options derivatives related to referenced Securities.

4. INDIVIDUAL INVESTMENT PLAN

4.1. Trading of Linked Persons performed according to the Plan shall be included in this Policy, provided that they comply with the applicable requirements (Article 15-A, paragraph 1 and paragraph 2, CVM Instruction 358, or supervening regulations), including:

- (i) execution by the Company of purchases subject to the stock repurchase program for cancellation or cancellation or treasury;
- (ii) application of the variable compensation received as profit sharing of the Company or its Controlled Companies in the purchase of Securities; or
- (iii) acquisition of shares for cancellation or to be held in treasury, or disposal of treasury shares by the Company, by means of private trading, by vesting purchase options under a stock purchase option plan of the Company duly approved by the shareholders’ meeting.

4.2. A Linked Person may, if he or she so intends, formalize in writing with the Investor Relations Officer a single Plan stating the amount of funds to be invested or the number of securities issued by the Company to be traded, as well as the investment term.

4.3. Irrespective of provisions of the respective investment plans, all Linked Persons adopting the Plan shall continue to observe the provisions of this Policy.



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

5. CHANGES IN THE TRADING POLICY

- 5.1. Upon resolution of the Board of Directors, this Policy may be changed in the following events:
- (i) express order by the CVM;
 - (ii) changes in applicable legal or regulatory provisions, in order to implement such adaptations that may be necessary; or
 - (iii) need for changes by the Board of Directors in the efficacy appraisal process of adopted procedures.
- 5.2. Without prejudice to further investigations and penalties, the CVM may order that this Policy be improved or modified in case it understands that the contents hereof do not prevent the relevant information from being used in trading, or that it fails to properly comply with the applicable law.
- 5.3. The CVM and the Market Entities shall be informed of any changes in this Policy by the Investor Relations Officer, provided that such notice shall be accompanied of copies of the resolutions and full contents of the documents governing and which are an integral part of the Policy, as required by the applicable standards, as well as the individuals listed in Section 7.1 below.

6. VIOLATIONS AND PENALTIES

- 6.1. Without prejudice to the applicable penalties under the applicable law to be imposed by the relevant authorities, in case of violation of the terms and procedures set out in this Policy, the Board of Directors shall take the respective disciplinary actions within the Company, including removal from office or termination of the wrongdoer in the events of demonstrated serious violation, at the discretion of the Board of Directors.
- 6.2. In case the violation is perpetrated by third parties, which shall characterize contractual breach, the Company may, with no burden, terminate the respective contract and demand payment of the penalty set forth therein, without prejudice to losses and damages.
- 6.3. In case the applicable action is the responsibility of the shareholders' meeting of the Company, under the law or regulations, the Board of Directors shall call it to settle the issue.

7. GENERAL PROVISIONS

- 7.1. This Policy shall be complied with by the Company, the Controlling Shareholder, the Managers, Fiscal Council Members and any other bodies with technical or advisory functions created according to legal provisions, or any employees or third parties with permanent or occasional access to Insider Information.
- 7.2. The Company shall send by registered letter or e-mail, return receipt requested, to the Linked Persons, a copy of this Policy, and request that a duly signed Adhesion Instrument be returned to the Company according to the form set out in **Exhibit I** of this Policy, which shall be filed at the headquarters of the Company.
- 7.2.1. Upon execution of the instrument of investiture of new managers of the Company, the Adhesion Instrument shall also be executed, and the managers informed of this Policy.
- 7.2.2. The Linked Persons shall be informed of the existence of this Policy, as well as the requirement to execute the Adhesion Instrument, before such individuals become aware of the Material Act or Fact and trade the securities.
- 7.2.3. The Adhesion Instrument shall be filed at the headquarters of the Company while the Linked Persons are engaged therewith, and at least for five years after their termination.
- 7.2.4. The Company shall keep at its headquarters, available for CVM, a list of Linked Persons and their respective details, stating the position or role, address and their National or Individual Corporate Taxpayers Register number with the Ministry of Finance, to be immediately updated in case of changes.



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

- 7.2.5. The Linked Persons shall not only execute the Adhesion Instrument, but also the statement a form of which is attached hereto as exhibit to the Disclosure Policy in case of trading that changes their interest in excess of five percent (5%), and submit it to the Investor Relations Officer.
- 7.3. The Linked Persons shall demand that third parties with which they have a business, professional or trust relationship with the Company, such as consultants, independent auditors, securities analysts, institutions that are part of the distribution system and advisors who must have access to Material Act or Fact formally certify that they are aware of this Policy and undertake not to trade Securities while they provide services to the Company.
- 7.4. The Controlling Shareholder, Managers, Fiscal Council Members and alternates of any bodies of the Company with technical or advisory functions created by statutory provisions, as well as those that may become so, shall not only execute the Adhesion Instrument, but also the statement a form of which is attached hereto as **Exhibit II** in case of trading changing their direct or indirect interest, up or down, at levels of 5%, 10%, 15%, and so on, regarding shares representing the capital stock of the Company, in accordance with the subparagraphs of paragraph 2, article 12, CVM Instruction 358, and submit them to the Investor Relations Officer.
- 7.5. Any doubts on the provisions of this Policy shall be solved with the Investor Relations Officer of the Company.

8. TERM OF EFFECTIVENESS

- 8.1. This Policy shall be effective on the date of approval hereof and may only be modified upon resolution of the Board of Directors of the Company, available on <https://ri.mitrerealty.com.br>.



Securities Trading Policy

Version: 1.0

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EXHIBIT I

**ADHESION INSTRUMENT TO THE TRADING POLICY OF SECURITIES ISSUED BY MITRE REALTY
EMPREENDIMENTOS E PARTICIPAÇÕES S.A.**

[Insert name or corporate name] {or} [Insert details - nationality, marital status, occupation, identity card (RG/RNE), for individuals; inform corporate type, for legal entities], with offices/principal place of business at [•], enrolled with the Individual Taxpayers Register [CPF/MF] {or} National Corporate Taxpayers Register [CNPJ/MF] under No. [•], as [inform position {or} "Controlling Shareholder" {or} Associates with Access to Insider Information] of **MITRE REALTY EMPREENDIMENTOS E PARTICIPAÇÕES S.A.**, a company with its principal place of business in the City of São Paulo, State of São Paulo, at Alameda Santos, 700, 5º Andar, Jardim Paulista, CEP 01418-002, enrolled with the National Corporate Taxpayers Register of the Ministry of Finance under No. 07.882.930/0001-65 ("Company"), hereby comes by this Adhesion Instrument to declare that it has become aware of the "Trading Policy of Securities Issued by the Company", approved at the meeting of the Board of Directors, according to CVM Instruction No. 358, dated January 3, 2002, as amended, and also undertakes to comply with the rules and procedures set out in such document, and always act on behalf of the Company in accordance with such provisions.

[insert place and data of signature]

[NAME]



Securities Trading Policy	Version: 1.0
Approver: Board of Directors	Date of approval: 11/28/19

EXHIBIT II

STATEMENT

I, [name], [function or office], HEREBY DECLARE that [I have purchased/disposed of] [number] [shares or debenture stock], and changed to [•]% my interest in the capital stock of **MITRE REALTY EMPREENDIMENTOS E PARTICIPAÇÕES S.A.** ("Company"), as described below: **(a)** purpose of my shareholding [•]%; **(b)** number of shares, purchase or subscription options held directly or indirectly: [•]%; **(c)** number of debts convertible into shares of the Company, held directly or indirectly, equal to: [•]%; and **(d)** contract or agreement governing or limiting the power to vote or outstanding of the securities mentioned above (declare the nonexistence of such agreement or contract, as the case may be): [•]%. According to CVM Instruction No. 358, dated January 3, 2002, as amended, I HEREBY DECLARE, further, that I will inform the Investor Relations Officer of the Company of any changes in my direct or indirect equity interest, upwards or downwards, at levels of 5%, 10%, 15%, and so on, of shares representing the capital stock of the Company.

[Insert place and date of signature]

[Name]