

**MINERVA S.A.**

*Publicly-Held Company*

CNPJ No. 67.620.377/0001-14

NIRE 35.300.344.022 – CVM No. 02093-1

**Minutes of the Board of Directors Meeting  
held on August 9, 2021**

- 1. Date, Time and Venue:** Held on August 9, 2021, at 12 p.m, at the Company's office, located in the city of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, No. 758, 8<sup>th</sup> floor, suite 82, ZIP Code 04542-000.
- 2. Board:** Ibar Vilela de Queiroz - Chairman; Frederico Alcântara de Queiroz – Secretary.
- 3. Call:** Call made under paragraph 2 of Article 18, of the Bylaws.
- 4. Attendance:** The undersigned members attended the meeting, being part of the members attending at the meeting place and part attending remotely, as permitted by Article 18, paragraph 1, of the Company's Bylaws.
- 5. Agenda:** The members of the Company's Board of Directors met to examine, discuss and resolve on the following agenda: **5.1.** Ratify the acquisition of majority interest and amendment to the company's articles of association, which will be called Mycarbon3 Ltda. ("Mycarbon3"); **5.2.** Ratify the amendment and restatement of the articles of association of Transminerva Ltda., a subsidiary of the Company ("Transminerva"); **5.3.** Approve the implementation and ratification, as the case may be, of investments, in the amount of up to thirty million US dollars (USD 30,000,000.00), by MF92 Ventures LLC, a subsidiary of the Company incorporated to make investments in innovation abroad ("MF92"), in the acquisition of equity interests and contributions to investees, as well as the execution of agreement and definitive instruments necessary for the conclusion of such transactions and the amendment and restatement of the organizational documents of MF92; **5.4.** Approve the amendment and restatement of Fortuna Foods PTE LTD's organizational documents, a subsidiary of the Company ("Fortuna Foods"); and **5.5.** Approve the authorization for the Officers to perform all the acts necessary to carry out the previous resolution.

**6. Resolutions:** After examining and discussing the matters on the agenda, the members of the Company's Board of Directors in attendance, unanimously, resolved the following:

**6.1** Approve the ratification of the acquisition of a majority interest and amendment to the articles of association of Mycarbon3, pursuant to the document that is filed at the Company's head office.

6.1.1. Record that Mycarbon3, which becomes a subsidiary of the Company, will have as its corporate purpose, among other matters, the activity of trading carbon credits and the development of other related services and activities.

**6.2** Approve the ratification of the amendment and restatement of Transminerva's articles of association, pursuant to the draft that is filed at the Company's head office.

6.2.1. Record that, among other issues, the amendment and restatement of Transminerva's articles of association is intended to reflect the increase in its share capital in the context of contributions made by the Company.

**6.3** Approve the implementation and ratification, as the case may be, of investments, in the amount of up to thirty million US dollars (USD 30,000,000.00), by MF92 in the acquisition of equity interests and contributions to investees, as well as the execution of agreement and definitive instruments necessary for the conclusion of such transactions and the amendment and restatement of the organizational documents of MF92, under the terms of the documents filed at the Company's head office.

6.3.1. Record that the amendment and restatement of MF92's organizational documents, among other issues, aims to reflect the realization of capital increases made in the context of MF92's transactions and investments.

**6.4** Approve the amendment and restatement of Fortuna Foods' articles of association, pursuant to the draft that is filed at the Company's head office.

6.4.1. Record that, among other issues, the amendment and restatement of Fortuna Foods' organizational documents is intended to reflect the increase in its share capital in the context of contributions made by the Company.

**6.5** Approve the authorization for the Officers to perform all the acts necessary to carry out the previous resolution.

**7. Closure and Draw up of the Minutes:** There being no further matters to be discussed, the Chairman offered the floor to anyone who would like to take it and, as no other statements was made, the meeting was adjourned for the time necessary to draw up these minutes, which, when the session was reopened, was read, approved and signed by all those in attendance. The minutes will be drawn up in summary form, provided in Article 130, First Paragraph of the Corporate Law. **Place and Date:** São Paulo, August 9<sup>th</sup>, 2021. **Presiding:** Ibar Vilela de Queiroz, Chairman; Frederico Alcântara de Queirzo, Secretary. **Attending Board Members:** Ibar Vilela de Queiroz, Frederico Alcântara de Queiroz, Norberto Lanzara Giangrande Junior, Alexandre Lahoz Mendonça de Barros, Gabriel Jaramillo Sanint, Sérgio Carvalho Mandim Fonseca, Abdulaziz Saleh Al-Rebdi, Bakr Almuhanha e Mohammed Mansour A. Almousa.

**Declaration:** This is a free English translation of the original minutes drawn up in the Company's Book of the Minutes of the Board of Directors' Meeting n<sup>o</sup> 14, pages 108 through 111.

São Paulo, August 9, 2021.

**Board:**

---

**Ibar Vilela de Queiroz**  
Chairman

---

**Frederico Alcântara de Queiroz**  
Secretary