

# Assembleia pendente de aprovação

## DISTANCE VOTING BALLOT

Annual General Meeting (AGM) - RUMO S.A. to be held on 04/24/2019

<b>Shareholder's Name</b>
<b>Shareholder's CNPJ or CPF</b>
<b>E-mail</b>
<b>Instructions on how to cast your vote</b> <p>If the shareholder opts to exercise their absentee voting right, in accordance with CVM Instruction 481/2009, as amended, the shareholder must complete this absentee ballot voting form ("Ballot"), which will be considered valid and the votes cast in it will be counted towards the quorum of the Shareholders Meeting only if the following conditions are met:</p> <ul style="list-style-type: none"><li>(i) all the fields must be duly completed;</li><li>(ii) all the pages must be initialed; and</li><li>(iii) the last page must be signed by the shareholder or their legal representative(s), as applicable, and pursuant to applicable laws.</li></ul> <p>It is critical that items 1 and 2 above be completed with the full name (or corporate name) of the shareholder and the registration number at the Ministry of Finance, whether a corporate (CNPJ) or individual (CPF) taxpayer, as well as an e-mail address for contact.</p> <p>Shareholders' documents issued abroad must have signatures recognized by a Notary Public, must be apostilled or, if the issuing country is not signatory to the Hague Convention (Apostille Convention), must be legalized in a Brazilian consulate.</p> <p>The Company will not require the sworn translation of documents originally drafted in Portuguese, English or Spanish or that are accompanied by the respective translation in these languages.</p>
<b>Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider</b> <p>Shareholders who opt to exercise their absentee voting rights may (i) complete and send this Ballot directly to the Company; or (ii) send the voting instructions to service providers as per the following instructions:</p> <p>In the first case, the shareholder must send to the Company (by mail), until April 18, 2019 (through receipt of the original until April 22, 2019) the following documents: i) physical copy of the Ballot completed, initialed and signed; and ii) notarized copy of:</p> <ul style="list-style-type: none"><li>a) for individuals: official identity document with photograph of the shareholder or legal representative and acts that serve as evidence of legal representation, where applicable;</li><li>b) for legal entities: official identity document with photograph of the shareholder or legal representative; consolidated and updated articles of organization/bylaws; and documents attesting to the powers of representation;</li><li>c) for investment funds: official identity document with photograph of the shareholder or legal representative; consolidated and updated articles of organization/bylaws; documents attesting to the powers of representation; most recent consolidated and updated regulations. The shareholder can also send the voting instructions to the respective custody agent as per the rules set forth by them.</li></ul> <p>If the shareholder wishes to send the Ballot by e-mail by April 18, 2019, it must be sent to <a href="mailto:ir@rumolog.com">ir@rumolog.com</a>. Note that the original documents must be received by the company by April 22, 2019, as mentioned above.</p> <ul style="list-style-type: none"><li>• Shareholders holding book-entry shares: may exercise their absentee voting right through their bookkeeping agent. Voting instructions must be sent through the Itaú Assembleia Digital website. To vote through the website, a registration and a digital certificate are required. Information on registration and tutorials for the issue of a digital certificate are described at <a href="http://www.itaubr.com.br/securitiesservices/assembleiadigital/">http://www.itaubr.com.br/securitiesservices/assembleiadigital/</a></li><li>• Shareholders whose shares are held at the custodian/brokerage firm: must verify the voting procedures with the custodian/brokerage firm.</li><li>• Shareholders whose shares are held in custody at more than one institution (one part with the bookkeeping agent and the other with the custody agent, or shares in the custody of more than one agent): send the voting instructions to only one institution, votes will always be considered by the total number of shares held by the shareholder.</li></ul> <p>The deadline for sending instructions to the custody agents is 7 days before the date of the Shareholders Meeting.</p> <p>*The Central Depository of B3 will discard any conflicting instructions for the same decision submitted by the same shareholder.</p>

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submitted by the same shareholder.

Once the Ballot and respective documents are received, the Company will inform the shareholder, through an e-mail sent to the address informed in the Ballot, within three (3) business days after its receipt whether it was accepted, and/or the need for corrections.

#### **Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company**

Investor Relations Department of Rumo S.A.  
Address: Rua Emilio Bertolini, 100, Sala 1, Vila Oficinas  
Curitiba, PR, CEP: 82920-030  
E-mail: ir@rumolog.com

#### **Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number**

ITAÚ CORRETORA DE VALORES S.A.  
Address: Rua Ururai, 111 – Prédio B, Térreo, CEP 03084-010, São Paulo – SP  
Attn.: Marcio Conde de Souza (marcio.conde-souza@itau-unibanco.com.br)  
Tel: (11) 2740-2597

#### **Resolutions concerning the Annual General Meeting (AGM)**

##### **Simple Resolution**

1. To deliberate on the management accounts, the management report and the financial statements of the Company, accompanied by the annual report of the independent auditors, reports from the Audit Board and the Statutory Audit Committee, for the fiscal year ended in December 31, 2018.

Approve  Reject  Abstain

##### **Simple Resolution**

2. To deliberate on the management proposal for the allocation of net income

Approve  Reject  Abstain

##### **Simple Resolution**

3. To set the number of members of the Company's Board of Managers at eleven (11), with term of office until the meeting shareholders to decide on the accounts for the year 2020.

Approve  Reject  Abstain

##### **Simple Resolution**

4. To approve the occupation of the position of independent members of the Board of Managers.

Approve  Reject  Abstain

##### **Simple Question**

5. Would you like to request the separate election of a member of the Board of Managers, pursuant to article 141, paragraph 4, item I, of Law 6.404/1976?

Yes  No  Abstain

##### **Simple Question**

6. Would you like to request the adoption of the multiple vote procedure for the election of the Board of Managers, pursuant to article 141 of Law 6.404/1976?

Yes  No  Abstain

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#### Election of the board of directors by candidate - Total members to be elected: 11

7. Indication of candidates for the Board Managers (the shareholder may indicate as many candidates as there are the number of vacancies to be filled in the general election)

Rubens Ometto Silveira Mello

Approve  Reject  Abstain

Marcos Marinho Lutz

Approve  Reject  Abstain

Marcelo de Souza Scarcela Portela

Approve  Reject  Abstain

Abel Gregorei Halpern

Approve  Reject  Abstain

Marcelo Eduardo Martins

Approve  Reject  Abstain

Sameh Fahmy

Approve  Reject  Abstain

Burkhard Otto Cordes

Approve  Reject  Abstain

Julio Fontana Neto

Approve  Reject  Abstain

Mailson Ferreira da Nobrega

Approve  Reject  Abstain

Riccardo Arduini / Giancarlo Arduini

Approve  Reject  Abstain

Marcos Sawaya Junk

Approve  Reject  Abstain

8. In case of adoption of the multiple vote process, should the votes corresponding to your actions be distributed in equal percentages by the candidates you have chosen? [If the shareholder chooses to abstain and the election occurs through the multiple vote process, his vote must be counted as abstention in the respective resolution of the meeting.]

Yes  No  Abstain

9. Display of all candidates to indicate the% (percentage) of the votes to be awarded

Rubens Ometto Silveira Mello [ ]%

Marcos Marinho Lutz [ ]%

Marcelo de Souza Scarcela Portela [ ]%

Abel Gregorei Halpern [ ]%

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Marcelo Eduardo Martins [ ] %

Sameh Fahmy [ ] %

Burkhard Otto Cordes [ ] %

Julio Fontana Neto [ ] %

Maílson Ferreira da Nobrega [ ] %

Riccardo Arduini / Giancarlo Arduini [ ] %

Marcos Sawaya Junk [ ] %

**Simple Resolution**

10. Nomination of Mr. Rubens Ometto Silveira Mello to hold the position of Chairman of the Board Managers and Mr. Marcos Marinho Lutz to hold the position of Vice-Chairman of the Board Managers.

[ ] Approve [ ] Reject [ ] Abstain

**Simple Question**

11. To set the number of members of the Company's Audit Board at five (5), with term of office until the next annual shareholders meeting of the Company

[ ] Yes [ ] No [ ] Abstain

**Simple Question**

12. Would you like to request the separate election of a member of the Board Audit?

[ ] Yes [ ] No [ ] Abstain

**Election of the fiscal council by candidate - Total members to be elected: 4**

13. Indication of candidates for the Audit Board (the shareholder may indicate as many candidates as there are number of places to be filled in the general election)

Luiz Carlos Nannini / Henrique Aché Pillar

[ ] Approve [ ] Reject [ ] Abstain

Marcelo Curti / João Marcelo Peixoto Torres

[ ] Approve [ ] Reject [ ] Abstain

Francisco Silvério Morales Céspedes / Hélio Ribeiro Duarte

[ ] Approve [ ] Reject [ ] Abstain

Cristina Anne Betts / Guido Barbosa de Oliveira

[ ] Approve [ ] Reject [ ] Abstain

**Separate election of the fiscal council - Common shares**

14. Indication of candidates to the Audit Board by minority shareholders holding shares with

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voting rights (the shareholder must fill in this field if he left the general election field blank)

Thiago Costa Jacinto / Henrique Bredda

Approve  Reject  Abstain

Reginaldo Ferreira Alexandre / Walter Luis Bernardes Albertoni

Approve  Reject  Abstain

**Simple Resolution**

15. Nomination of Mr. Luiz Carlos Nannini to hold the position of Chairman of the Audit Board

Approve  Reject  Abstain

**Simple Resolution**

16. To establish the annual overall compensation of managers for fiscal year 2019 at up to R\$ 54.673.367,94

Approve  Reject  Abstain

**Simple Resolution**

17. To establish the annual overall compensation of Audit Board members for fiscal year 2019 at up to R\$ 861.000.00,00.

Approve  Reject  Abstain

**Simple Question**

18. If a second call is required for this Shareholders Meeting, can the voting instructions in this Ballot be considered valid also if the Meeting is held on second call?

Yes  No  Abstain

City : \_\_\_\_\_

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

Shareholder's Name : \_\_\_\_\_

Phone Number : \_\_\_\_\_