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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934

For the month of April, 2020  
Commission File Number: 001-39155

**XP Inc.**

(Exact name of registrant as specified in its charter)

Av. Chedid Jafet, 75, Torre Sul, 30th floor,  
Vila Olímpia – São Paulo  
Brazil 04551-065  
+55 (11) 3075-0429  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

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**XP INC.**  
**INCORPORATION BY REFERENCE**

This report on Form 6-K shall be deemed to be incorporated by reference into the registration statement on Form S-8 (Registration Number: 333-235755) of XP Inc. and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**XP Inc.**

By: /s/ Bruno Constantino Alexandre dos Santos  
Name: Bruno Constantino Alexandre dos Santos  
Title: Chief Financial Officer

Date: April 14, 2020

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice of 2020 Annual General Meeting of Shareholders
99.2	Proxy Statement
99.3	Form of Proxy Card

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## XP Inc.

(the "Company")

NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY

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Notice is hereby given that an Annual General Meeting of the Company (the "AGM") will be held at the offices of the Company located at Av. Chedid Jafet, 75 Torre Sul, 30<sup>th</sup> Floor, Vila Olímpia, São Paulo SP, 04551-065, Brazil on 30 April 2020 at 10.00am (São Paulo time).

The AGM will be held at the offices of the Company in accordance with Cayman Islands law, but given the situation of COVID-19, in compliance with the decree of the state of São Paulo which recommends that the circulation of people be limited to immediate needs for food and health care, we strongly encourage shareholders to submit a proxy or, if they wish to attend in person, to participate in the AGM in a virtual form.

The AGM will be held for the purpose of considering and, if thought fit, passing and approving the following resolution:

- 1 to resolve, as an ordinary resolution, that the Company's financial statements and the auditor's report for the fiscal year ended 31 December 2019 be approved and ratified.
- 2 to resolve, as an ordinary resolution, that the Company's management accounts for the fiscal year ended 31 December 2019 be approved and ratified.
- 3 to elect, as an ordinary resolution, Ricardo Baldin as a member of the Board of Directors of the Company.

Ricardo's profile is included in the Schedule to this Notice.

The AGM will also serve as an opportunity for shareholders to discuss Company affairs with management.

The Board of Directors of the Company (the "Board") has fixed the close of business on 13 April 2020 as the record date (the "Record Date") for determining the shareholders of the Company entitled to receive notice of the AGM or any adjournment thereof. The holders of record of the Class A common shares and the Class B common shares of the Company as at the close of business on the Record Date are entitled to receive notice of and attend the AGM and any adjournment thereof.

The Board recommends that shareholders of the Company vote "FOR" the resolutions at the AGM. Your vote is very important to the Company.

Whether or not you plan to attend the AGM, please promptly complete, date, sign and return the enclosed proxy card attached to this Notice.

By order of the Board

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Name: Guilherme Dias Fernandes Benchimol

Title: Director

Dated: 14 April 2020

Registered Office:  
c/o Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

## NOTES

**IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE AGM IN PERSON OR SEND IN A SPECIFIC PROXY.**

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the AGM unless revoked prior to the AGM or the shareholder attends the AGM in person.
- 3 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
- 4 A shareholder holding more than one share entitled to attend and vote at the AGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
- 5 No business shall be transacted at the AGM unless a quorum is present. As set out in the articles of association of the Company, one or more shareholders holding not less than 75% in aggregate of the voting power of all shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorised representative, constitutes a quorum of the shareholders. No person shall be entitled to vote at the AGM unless he is registered as a shareholder of the Company on the record date for the AGM nor unless all calls or other sums presently payable by him in respect of such shares have been paid.

## Schedule



**RICARDO BALDIN**

### Profile

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Business consultant. Director of controllership, riskmanagement, integrity and compliance and technology at BNDES from May 2016/July 2017. *Chief Audit Executive* at Itaú-Unibanco from May 2009/May 2015. From august of 1977 to march of 2009 at PwC, *Partner e Head of Financial Services Practice* (1994-2009), *Financial Services Partner* (1988-1994), Senior Manager (1980-1988). Previously worked as a foreign trade specialist for nine years.

### Experience as a member of boards of directors and audit committes:

FGC - Fiscal Conselor from 2018 to 2019, and Board member from march 2019 to december 2019, (from that date until march 2020 in quarantine period)

Redecard – audit committe coordenator until delisting, Tecban - member of audit committe during 2010, Porto Seguro - financial expert member of the audit committee until 2015, CIP - Audit committe member until 2014, FMCSV - Fiscal Conselor until 2016, Itaú – Unibanco - Audit Committe member at may of 2016.

Braskem – Board member until 2019.



Alpargatas – Audit committee coordinator from 2018 to now Ecorodovias – Board member and audit committee coordinator from April 2018 to April 2020.

CBMM – Audit committee coordinator from March 2019 to now.

ENEVA – Audit committee coordinator from September 2019 to now.

### **University graduate/curricular training**

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#### **1 Universidade do Vale do Rio dos Sinos (unisinós)**

Accounting, 1978

#### **Fundação Dom Cabral (Balanced Scorecard)**

Finance specialization, 2006

#### **Fundação Getúlio Vargas (FGV CEO International)**

Executive management, 2007

#### **Main projects**

Acquisition of Banco Nacional by Unibanco. Merger of Itau and Unibanco Evaluation of the National Public Financial System Several acquisition projects, like Sudameris, Meridional, Banespa, Bandeirantes Banks bankruptcy assessment, like SulBrasileiro, Provincia do Rio Grande do Sul, Nacional do Comercio, Sibisa, Maisonnave, Habitasul, Credireal, Bemge. Assessment of banks in the Ecuatorian financial system.

#### **Main audit work**

Banco Itau (Local, USGaap, IFRS and Sarbanes Oxley), Unibanco (USGaap), Banco do Brasil, Caixa Econômica Federal, KIV, Centrasul, Sicredi, Albarus, others.

#### **PwC special training**

Sarbanes Oxley

IFRS

USGAAP



XP Inc.  
c/o Maples Corporate Services Limited  
PO Box 309, Uglund House  
Grand Cayman  
KY1-1104  
Cayman Islands

## PROXY STATEMENT

### General

The board of directors of XP Inc. (the “**Company**” or “**we**”) is soliciting proxies for the annual general meeting of shareholders (the “**AGM**”) of the Company to be held on April 30, 2020 at 10.00am (São Paulo time). The AGM will be held at the offices of the Company located at Av. Chedid Jafet, 75 Torre Sul, 30th Floor, Vila Olímpia, São Paulo SP, 04551-065, Brazil. However, given the situation of COVID-19, in compliance with the decree of the state of São Paulo which recommends that the circulation of people be limited to immediate needs for food and health care, we strongly encourage shareholders to submit a proxy or, if they wish to attend in person, to participate in the AGM in a virtual form.

On or about April 14, 2020, we first mailed to our shareholders our proxy materials, including our proxy statement, the notice to shareholders of our AGM and the proxy card, along with instructions on how to vote using the proxy card provided therewith. This proxy statement can also be accessed, free of charge, on the Investor Relations section of the Company’s website at <https://xpi.gcs-web.com/shareholder-meetings> and on the SEC’s [website at www.sec.gov](http://www.sec.gov).

### Record Date, Share Ownership and Quorum

Only the holders of record of Class A common shares (the “**Class A Common Shares**”) and Class B common shares (the “**Class B Common Shares**” and together with the Class A Common Shares, the “**Common Shares**”) of the Company as at the close of business on April 13, 2020, Eastern Time (the “**Record Date**”) are entitled to receive notice of and attend the AGM and any adjournment thereof. No person shall be entitled to vote at the AGM unless it is registered as a shareholder of the Company on the record date for the AGM.

As of the close of business on the Record Date, 551,800,326 Common Shares were issued and outstanding, including 354,181,346 Class A Common Shares and 197,618,980 Class B Common Shares. One or more shareholders holding not less than 75% in aggregate of the voting power of all shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorised representative, constitutes a quorum of the shareholders.

### Voting and Solicitation

Each Class A Common Share issued and outstanding as of the close of business on the Record Date is entitled to one vote at the AGM. Each Class B Common Share issued and outstanding as of the close of business on the Record Date is entitled to ten votes at the AGM. Each resolution to be put to the vote at the AGM will be approved by an ordinary resolution (i.e. a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM).

### Voting by Holders of Common Shares

Common Shares that are properly voted, for which proxy cards are properly executed and returned within the deadline set forth below, will be voted at the AGM in accordance with the directions given. If no specific instructions are given in such proxy cards, the proxy holder will vote in favor of the item(s) set forth in the proxy card. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the AGM, or at any adjournment thereof. Where any holder of Common Shares affirmatively abstains from voting on any particular resolution, the votes attaching to such Common Shares will not be included or counted in the determination of the number of Common Shares present and voting for the purposes of determining whether such resolution has been passed (but they will be counted for the purposes of determining the quorum, as described above).

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**Proxies submitted by registered shareholders and street shareholders (by returning the proxy card) must be received by us no later than 11:59 p.m., Eastern Time, on April 29, 2020, to ensure your representation at our AGM.**

The manner in which your shares may be voted depends on how your shares are held. If you own shares of record, meaning that your shares are represented by book entries in your name so that you appear as a shareholder on the records of American Stock Transfer & Trust Company, LLC (“AST”) (i.e., you are a registered shareholder), our stock transfer agent, this proxy statement, the notice of AGM and the proxy card will be mailed to you by AST. You may provide voting instructions by returning a proxy card. You also may attend the AGM and vote in person, subject to our above request that, if you wish to attend in person, you do so virtually. If you own Common Shares of record and you do not vote by proxy or in person at the Annual Meeting, your shares will not be voted.

If you own shares in street name (i.e., you are a street shareholder), meaning that your shares are held by a bank, brokerage firm, or other nominee, you are then considered the “beneficial owner” of shares held in “street name,” and as a result, this proxy statement, the notice of AGM and the proxy card will be provided to you by your bank, brokerage firm, or other nominee holding the shares. You may provide voting instructions to them directly by returning a voting instruction form received from that institution. If you own Common Shares in street name and attend the AGM, you must obtain a “legal proxy” from the bank, brokerage firm, or other nominee that holds your shares in order to vote your shares at the meeting and present your voting information card.

#### **Revocability of Proxies**

Registered shareholders may revoke their proxy or change voting instructions before shares are voted at the AGM by submitting a written notice of revocation to our Investor Relations Department at [ir@xpi.com.br](mailto:ir@xpi.com.br), or a duly executed proxy bearing a later date (which must be received by us no later than the date set forth below) or by attending the AGM and voting in person. A beneficial owner owning Common Shares in street name may revoke or change voting instructions by contacting the bank, brokerage firm, or other nominee holding the shares or by obtaining a legal proxy from such institution and voting in person at the AGM. **If you are not planning to attend in person our AGM, to ensure your representation at our AGM, revocation of proxies submitted by registered shareholders and street shareholders (by returning a proxy card) must be received by us no later than 11:59 p.m., Eastern Time, on April 29, 2020.**

#### **PROPOSAL 1:**

##### **APPROVAL AND RATIFICATION OF THE COMPANY’S FINANCIAL STATEMENTS AND THE AUDITOR’S REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

The Company seeks shareholder approval and ratification of the Company’s 2019 audited consolidated financial statements (the “**Audited Accounts**”), which have been prepared in accordance with International Financial Reporting Standards, in respect of the fiscal year ended December 31, 2019. A copy of the Company’s Audited Accounts is available on the Company’s website at <https://xpi.gcs-web.com/shareholder-meetings>

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein. If not otherwise specified, and the proxy card is signed, Common Shares represented by the proxies will be voted in favor of this proposal.

##### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL AND RATIFICATION OF THE COMPANY’S FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019.**

#### **PROPOSAL 2:**

##### **APPROVAL AND RATIFICATION OF THE COMPANY’S MANAGEMENT ACCOUNTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

The Company seeks shareholder approval and ratification of the Company’s 2019 management accounts (the “**Management Accounts**”) in respect of the fiscal year ended December 31, 2019. A copy of the Company’s Management Accounts is available on the Company’s website at <https://xpi.gcs-web.com/shareholder-meetings>

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card,

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Common Shares represented thereby will be voted in the manner specified therein. If not otherwise specified, and the proxy card is signed, Common Shares represented by the proxies will be voted in favor of this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL AND RATIFICATION OF THE COMPANY’S MANAGEMENT ACCOUNTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019.**

**PROPOSAL 3:**

**ELECTION OF DIRECTOR**

Due to the resignation of Geraldo Travaglia Filho to take effect at the AGM, the Company’s board of directors has nominated Ricardo Baldin for election as a new member of the Board of Directors of the Company, to serve in accordance with the Company’s Memorandum and Articles of Association.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION TO THE BOARD OF DIRECTORS OF THE ABOVEMENTIONED NOMINEE.**

**COMPANY INFORMATION**

A copy of this proxy statement can be accessed free of charge, on the Investor Relations section of the Company’s website at <https://xpi.gcs-web.com/shareholder-meetings>

**OTHER MATTERS**

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

Dated: April 14, 2020

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**XP INC.****Proxy for Annual General Meeting of Shareholders on April 30, 2020  
Solicited on Behalf of the Board of Directors**

I/We \_\_\_\_\_  
Please Print Name(s)

of \_\_\_\_\_  
Please Print Address(es)

being (a) shareholder(s) of the Company hereby appoint

\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her

\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her the duly appointed chairman of the Meeting (the "Chairman"), with full power of substitution and power to act alone, as proxies to vote all the Common Shares which the undersigned would be entitled to vote if personally present and acting at the Annual Meeting of Shareholders of XP Inc. (the "Company"), to be held on April 30, 2020 at 10:00 am (Sao Paulo Time) at the offices of the Company located at Av. Chedid Jafet, 75, Torre Sul, 30th floor, Vila Olímpia – São Paulo, Brazil 04551-065, and at any adjournments or post-ponements thereof, as follows:

**(Continued and to be signed on the reverse side)**

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
**XP INC.**

April 30, 2020

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement and proxy card are available at – <https://xpi.gcs-web.com/shareholder-meetings>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2 AND 3.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES. WHERE A CHOICE IS NOT SPECIFIED, THE PROXIES WILL VOTE YOUR SHARES IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.

- |  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. <b>RESOLUTION:</b> TO RESOLVE, AS AN ORDINARY RESOLUTION, THAT THE COMPANY'S FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT FOR THE FISCAL YEAR ENDED 31 DECEMBER 2019 BE APPROVED AND RATIFIED. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. <b>RESOLUTION:</b> TO RESOLVE, AS AN ORDINARY RESOLUTION, THAT THE COMPANY'S MANAGEMENT ACCOUNTS FOR THE FISCAL YEAR ENDED 31 DECEMBER 2019 BE APPROVED AND RATIFIED.                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. <b>ELECTION:</b> TO ELECT, AS AN ORDINARY RESOLUTION, RICARDO BALDIN AS A NEW MEMBER OF THE BOARD OF DIRECTORS OF THE COMPANY.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the AGM.

Notice is hereby given that an Annual General Meeting of the Company (the "AGM") will be held at the Company's offices located at Av. Chedid Jafet, 75, Torre Sul, 30th floor, Via Olímpia – São Paulo, Brazil 04551-065 on April 30, 2020 at 10:00 am (Sao Paulo Time).

Whether or not you plan to attend the AGM, please promptly complete, date, sign and return the enclosed personalised proxy card attached to this Notice in the enclosed, pre-addressed envelope provided for that purpose so that your vote is received before 11:59 PM (Eastern Time) the day before the meeting.

EMAIL - [proxy@astfinancial.com](mailto:proxy@astfinancial.com)

FAX - 718-765-8730

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



# ANNUAL GENERAL MEETING OF SHAREHOLDERS OF XP INC.

April 30, 2020

## PROXY VOTING INSTRUCTIONS

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**VIRTUALLY AT THE MEETING** - The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit <https://web.lumiagm.com/214575958> (password: xpinc2020) and be sure to have available the control number.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy materials, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

### NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

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↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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043020

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2 AND 3.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

**YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICES BY MARKING THE APPROPRIATE BOXES. WHERE A CHOICE IS NOT SPECIFIED, THE PROXIES WILL VOTE YOUR SHARES IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.**

- |  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. <b>RESOLUTION:</b> TO RESOLVE, AS AN ORDINARY RESOLUTION, THAT THE COMPANY'S FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT FOR THE FISCAL YEAR ENDED 31 DECEMBER 2019 BE APPROVED AND RATIFIED. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. <b>RESOLUTION:</b> TO RESOLVE, AS AN ORDINARY RESOLUTION, THAT THE COMPANY'S MANAGEMENT ACCOUNTS FOR THE FISCAL YEAR ENDED 31 DECEMBER 2019 BE APPROVED AND RATIFIED.                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. <b>ELECTION:</b> TO ELECT, AS AN ORDINARY RESOLUTION, RICARDO BALDIN AS A NEW MEMBER OF THE BOARD OF DIRECTORS OF THE COMPANY.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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EMAIL - [proxy@astfinancial.com](mailto:proxy@astfinancial.com)  
FAX - 718-765-8730

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.