

RNI NEGÓCIOS IMOBILIÁRIOS S.A.

Publicly Held Company

Corporate Taxpayer ID (CNPJ/MF): 67.010.660/0001-24

Company Registry No. (NIRE): 35.300.335.210

NOTICE ON RELATED PARTY TRANSACTIONS

Appendix 30-XXXIII to CVM Instruction 480/09

RNI NEGÓCIOS IMOBILIÁRIOS S.A. (“Company”), in compliance with CVM Instruction 480/09 of December 7, 2009, as amended (“ICVM 480”), and its Appendix 30-XXXIII, hereby announces to its shareholders and the market the approval of related-party transactions at the Board of Directors meeting held on July 4, 2019 (“RCA 07/04/2019”).

1. DESCRIPTION OF THE TRANSACTION, INCLUDING:

A) THE PARTIES AND THEIR RELATIONSHIP WITH THE COMPANY:

The Company and Verdade Locação de Imóveis Ltda have the same parent company, GV Holding S.A.

B) SUBJECT MATTER OF THE AGREEMENT AND MAIN TERMS AND CONDITIONS:

Acquisition of property measuring an area of 23,000.00 m², registered at the 5th Notary Service and Property Deeds Office of Cuiabá-MT under no.68.086, from VERDADE LOCAÇÃO DE IMÓVEIS LTDA, inscribed in the corporate taxpayers register (CNPJ) under no. 11.955.137/0001-16, duly approved at the RCA held on 07/04/2019. (“Transaction”)

Following are the main terms and conditions of the Transaction:

- a) Acquisition of the property to develop up to two (2) real estate projects;
- b) Cost of acquisition of property: The Company will pay Verdade Locação de Imóveis Ltda. an amount equivalent to ten (10%) of the Potential Sales Value (PSV) calculated on the revenue from the sale of real estate project units, with the minimum guaranteed amount established at fourteen million, five hundred thousand reais (R\$14,500,000.00).

2. IF, WHEN, HOW AND TO WHAT EXTENT THE COUNTERPARTIES TO THE TRANSACTION AND THEIR PARTNERS OR MANAGERS PARTICIPATED IN THE PROCESS:

A) OF THE DECISION BY THE COMPANY REGARDING THE TRANSACTION, DESCRIBING SUCH PARTICIPATION:

The Transaction was approved by the Board of Directors of the Company at the Board of Directors Meeting held on July 4, 2019, with the following directors abstaining from voting: WALDEMAR VERDI JUNIOR, GIULIANO FINIMUNDI VERDI AND MILTON JORGE DE MIRANDA HAGE.

The negotiation of the terms and conditions of the Transaction was conducted by the Executive Board of the Company, without any influence from said directors of the Company.

B) OF THE NEGOTIATION OF THE TRANSACTION AS REPRESENTATIVES OF THE COMPANY, DESCRIBING SUCH PARTICIPATION:

The negotiation of the terms and conditions of the Transaction was conducted by the Executive Board of the Company, without any influence by the directors of the Company, in particular those who abstained from voting at the Board of Directors Meeting held on July 4, 2019, in accordance with item 2.A above.

3. DETAILED JUSTIFICATION OF THE REASONS WHY THE MANAGEMENT OF THE COMPANY BELIEVES THE TRANSACTION WAS CONDUCTED AT AN ARM'S LENGTH BASIS OR ENVISAGES ADEQUATE COMPENSATORY PAYMENT:

The Transaction is in line with the Company's strategy of acquiring properties to develop real estate projects.

The Transaction was carried out with related parties for the benefit of the Company and its shareholders, especially non-controlling shareholders, since the minimum guaranteed amount negotiated for acquiring the property was lower than its market value.

The Transaction was conducted in the best interest of the Company and all the conditions negotiated between the Parties involved are based on usual market practices or conditions more advantageous to the Company.

São José do Rio Preto, July 5, 2019.

CARLOS BIANCONI

CO-CEO, CHIEF FINANCIAL AND INVESTOR RELATIONS OFFICER