

RNI NEGÓCIOS IMOBILIÁRIOS S.A.

Publicly Held Company

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

Company Registry No. (NIRE): 35.300.335.210

CALL NOTICE

ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETING

The Shareholders of **RNI NEGÓCIOS IMOBILIÁRIOS S.A.** (“Company”) are hereby invited to the Annual and Extraordinary Shareholders Meeting to be held on April 24, 2019, at 10:30 a.m., at the head office of the Company located at Av. Francisco das Chagas de Oliveira, 2500, Higienópolis, in the city of São José do Rio Preto, state of São Paulo, CEP 15085-485, to deliberate on the following agenda:

At the Annual Shareholders Meeting:

- (i) To examine, discuss and vote on the management accounts and financial statements of the Company for the fiscal year ended December 31, 2018, accompanied by the management report and the independent auditor’s report;
- (ii) To deliberate on the allocation of the net income of the Company in the fiscal year ended December 31, 2018;
- (iii) To fix the overall annual management compensation for fiscal year 2019;
- (iv) To deliberate on maintaining the Audit Board of the Company and the election of its members; and

At the Extraordinary Shareholders Meeting:

- (v) To deliberate on the proposal for amending the Bylaws of the Company for the purpose of:
 - (a) refining, by amending article 9 of the Bylaws, the procedures for the participation at the Shareholders Meetings of the Company, of shareholders whose registered shares are held in custody, through submission of a statement containing the respective shareholding position and/or absentee ballot form;
 - (b) modifying, by amending articles 13, head paragraph and paragraph 1 of the Bylaws, the composition of the Board of Directors, which will now have at least three (3) and not more than nine (9) members;
 - (c) aligning, by amending article 18, paragraph 3 of the Bylaws, the continuation of the replacement director in the position, as envisaged in article 150 of the Brazilian Corporations Law;
 - (d) modifying, by amending article 23 of the Bylaws, the composition of the Board of Executive Officers, which will now have at least two (2) and not more than six (6) members;

- (e) adjusting the Bylaws to the new Novo Mercado Regulations to meet the requirements, which will consequently entail the amendment, inclusion and/or exclusion of the articles as per appendix IV to the Management Proposal; and
- (f) improving the wording of certain provisions in the Bylaws and, consequently, restating the Bylaws, due to the amendments proposed above, pursuant to the draft of the new Bylaws in Appendix V to the Management Proposal.

General Information:

1. To participate and vote at the Annual and Extraordinary Shareholders Meeting, shareholders or their legal representative must bring to the Meetings their identification documents, as well as: (i) proof issued by Banco Bradesco S.A., the stock transfer agent of the Company, of the book-entry shares held by them or held in custody, in accordance with article 126 of Federal Law 6,404/76, as amended; and (ii) the proxy instrument, duly established pursuant to law and the Bylaws of the Company, in case of representation of shareholder. In accordance with article 9 of the Bylaws of the Company, all the documents must be lodged at the registered office of the Company by 6:00 p.m. on April 18, 2019.
2. Due to the adoption of the absentee ballot system for the Annual and Extraordinary Shareholders Meeting, in accordance with CVM Instruction 481 of December 17, 2009, as amended (“ICVM 481/09”), shareholders may participate in the Meetings by themselves or through their legal representatives or proxies, as well as through absentee ballot submitted through their respective custody agents or stock transfer agent or directly to the Company. The detailed instructions regarding the required documentation are available on the absentee ballot and the Management Proposal, which will be published within the legal timeframe.
3. All the documents and information related to the matters to be deliberated upon at the Annual and Extraordinary Shareholders Meeting of the Company are available to shareholders at the registered office of the Company and its website – ri@mi.com.br, and were submitted to the Securities and Exchange Commission of Brazil (CVM) and B3 S.A. - Brasil, Bolsa, Balcão, in accordance with applicable law.

São José do Rio Preto, March 21, 2019.

CARLOS BIANCONI
CO-CHIEF ADMINISTRATIVE, FINANCIAL AND INVESTOR RELATIONS OFFICER