



TCB 2 PARTICIPAÇÕES S.A.

NIRE 3530056981-4

CNPJ/ME 42.152.704/0001-20

**Ata da Assembleia Geral Ordinária e Extraordinária
realizada em 09 de outubro de 2023**

1. Data, Hora e Local: No dia 09 de outubro de 2023, às 10h, na sede da TCB 2 Participações S.A. ("Companhia"), na cidade de São Paulo, Estado de São Paulo, na Rua Professor Atílio Innocenti, 165, 11º andar, sala 1101-B, Itaim Bibi, CEP 04538-000.
2. Convocação e Presença: Dispensada a convocação nos termos do art. 124, §4º, da Lei nº 6.404/76, em face da presença do acionista representando a totalidade do capital social da Companhia, conforme assinaturas lançadas no Livro de Presença de Acionistas.
3. Mesa: Presidente: Pedro Marcio Daltro dos Santos; Secretário: Marcelo Rebonato Mariani Carletti.
4. Deliberações: Por unanimidade de votos foram tomadas as seguintes deliberações:
 - 4.1. Aprovar a lavratura da ata que se refere a presente Assembleia em forma de sumário, nos termos do art. 130, § 1º, da Lei nº 6.404/76.
 - 4.2. Tomar as contas da administração e aprovar, sem quaisquer reservas ou ressalvas, as demonstrações financeiras da Companhia referentes aos exercícios sociais findos em 31 de dezembro de 2021 e em 31 de dezembro 2022, nos termos do art. 132, I, da Lei nº 6.404/76, as quais foram colocadas à disposição do acionista para consulta na sede social da Companhia e publicadas nos termos do art. 294, III da Lei nº 6.404/76, considerando-se sanada a não observância dos prazos do art. 133 e parágrafos da Lei nº 6.404/76, nos termos do § daquele mesmo dispositivo.
 - 4.3. Aprovar a alteração do endereço da sede social da Companhia para Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, na mesma cidade e Estado de São Paulo.
 - 4.4. Em razão da deliberação anterior, aprovar a alteração do *caput* do Artigo 2º do Estatuto Social da Companhia, que passa a vigorar com a seguinte redação:

"Artigo 2º. A Companhia tem sede e foro na cidade de São Paulo, Estado de São Paulo, na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, podendo, por deliberação da Diretoria, abrir filiais, agências e escritórios, no Brasil e no exterior".



4.5. Aprovar a reeleição dos atuais Diretores da Companhia, com mandato até a Assembleia Geral Ordinária que aprovar as demonstrações financeiras da Companhia referentes a 2024, os Srs. **Pedro Marcio Daltro dos Santos**, brasileiro, casado, bacharel em administração de empresas, portador da Cédula de Identidade nº 3062040-8 SSP/SP, inscrito no CPF sob o nº 482.418.225-53, residente e domiciliado na cidade de São Paulo, Estado de São Paulo, com endereço comercial na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132 e **Marcelo Rebonato Mariani Carletti**, casado, engenheiro, portador da Cédula de Identidade nº 16.775.992-9 SSP/SP, inscrito no CPF sob o nº 263.902.198-22, residente e domiciliado na cidade de São Paulo, Estado de São Paulo, com endereço comercial na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, os quais tomarão posse por meio da assinatura do competente termo de posse no livro próprio, ocasião em que farão as declarações previstas em lei.

5. Encerramento: Nada mais havendo a tratar, foi a presente ata lavrada, lida, aprovada e assinada pelos membros da Mesa e pelo acionista presente à Assembleia.

Certificamos que a presente é cópia fiel da ata lavrada em livro próprio.

Assinaturas:

Mesa:

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PEDRO MARCIO DALTRO DOS SANTOS
2F2FD157E31F4F8...
Pedro Marcio Daltro dos Santos
Presidente

DocuSigned by:
MARCELO REBONATO MARIANI CARLETTI
5D1D971665D3490...
Marcelo Rebonato Mariani Carletti
Secretário

Acionista Presente:

DocuSigned by:
Katherine Albuquerque
C10F8D056DC044A...

DocuSigned by:
PEDRO MARCIO DALTRO DOS SANTOS
2F2FD157E31F4F8...

Fundo de Investimento em Participações SPX SYN Desenvolvimento I – Multiestratégia
p. SPX SYN Gestão de Recursos Ltda.

p. Katherine Albuquerque e Pedro Marcio Daltro dos Santos



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marcelo.carletti@spxcapital.com.br
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PEDRO MARCIO DALTRO DOS SANTOS
pedro.daltro@spxcapital.com.br
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TCB 2 PARTICIPAÇÕES S.A.

NIRE 3530056981-4

CNPJ/ME 42.152.704/0001-20

TERMO DE POSSE

Mediante o presente Termo de Posse, **MARCELO REBONATO MARIANI CARLETTI**, casado, engenheiro, portador da Cédula de Identidade nº 16.775.992-9 SSP/SP, inscrito no CPF sob o nº 263.902.198-22, residente e domiciliado na cidade de São Paulo, Estado de São Paulo, com endereço comercial na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, toma posse do cargo de Diretor da Companhia **TCB 2 PARTICIPAÇÕES S.A.**, com sede na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, inscrita no CNPJ/MF sob nº 42.152.704/0001-20, para o qual foi eleito nesta data, por meio da Ata de Assembleia Geral Ordinária e Extraordinária da Companhia, realizada em 05 de outubro de 2023, para um mandato vigente até a Assembleia Geral Ordinária que aprovar as demonstrações financeiras da Companhia referentes a 2024, assumindo todos os encargos legais e estatutários inerentes à função, nos termos do artigo 149 da Lei 6.404/76.

Ainda em conformidade com a Lei 6.404/76, artigos 147 e 149, **MARCELO REBONATO MARIANI CARLETTI** DECLARA para todos os fins de direito que não está impedido por lei especial, bem como não está incurso em quaisquer crimes previstos em lei que o impeçam de exercer atividades mercantis ou a administração de sociedades empresárias, e que tampouco foi condenado a pena que vede, ainda que temporariamente, o acesso a cargos públicos, nem por crime falimentar, de prevaricação, peita ou suborno, concussão, peculato, contra a economia popular, contra o sistema financeiro nacional, contra as normas de defesa da concorrência e relações de consumo, a fé pública ou a propriedade, e INDICA o endereço constante de sua qualificação acima para o recebimento de citações e intimações em processos administrativos e judiciais relativos a atos de sua gestão.

São Paulo, 09 de outubro de 2023.

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MARCELO REBONATO MARIANI CARLETTI

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MARCELO REBONATO MARIANI CARLETTI

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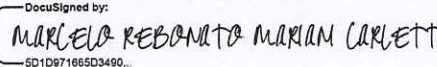
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TCB 2 PARTICIPAÇÕES S.A.

NIRE 3530056981-4
CNPJ/ME 42.152.704/0001-20

TERMO DE POSSE

Mediante o presente Termo de Posse, **PEDRO MARCIO DALTRO DOS SANTOS**, brasileiro, casado, bacharel em administração de empresas, portador da Cédula de Identidade nº 3062040-8 SSP/SP, inscrito no CPF sob o nº 482.418.225-53, residente e domiciliado na cidade de São Paulo, Estado de São Paulo, com endereço comercial na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, toma posse do cargo de Diretor da Companhia **TCB 2 PARTICIPAÇÕES S.A.**, com sede na Avenida Brigadeiro Faria Lima, 3732, 21º andar, Itaim Bibi, CEP 04538-132, inscrita no CNPJ/MF sob nº 42.152.704/0001-20, para o qual foi eleito nesta data, por meio da Ata de Assembleia Geral Ordinária e Extraordinária da Companhia, realizada em 05 de outubro de 2023, para um mandato vigente até a Assembleia Geral Ordinária que aprovar as demonstrações financeiras da Companhia referentes a 2024, assumindo todos os encargos legais e estatutários inerentes à função, nos termos do artigo 149 da Lei 6.404/76.

Ainda em conformidade com a Lei 6.404/76, artigos 147 e 149, **PEDRO MARCIO DALTRO DOS SANTOS** DECLARA para todos os fins de direito que não está impedido por lei especial, bem como não está incurso em quaisquer crimes previstos em lei que o impeçam de exercer atividades mercantis ou a administração de sociedades empresárias, e que tampouco foi condenado a pena que vede, ainda que temporariamente, o acesso a cargos públicos, nem por crime falimentar, de prevaricação, peita ou suborno, concussão, peculato, contra a economia popular, contra o sistema financeiro nacional, contra as normas de defesa da concorrência e relações de consumo, a fé pública ou a propriedade, e INDICA o endereço constante de sua qualificação acima para o recebimento de citações e intimações em processos administrativos e judiciais relativos a atos de sua gestão.

São Paulo, 09 de outubro de 2023.

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PEDRO MARCIO DALTRO DOS SANTOS

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PEDRO MARCIO DALTRO DOS SANTOS



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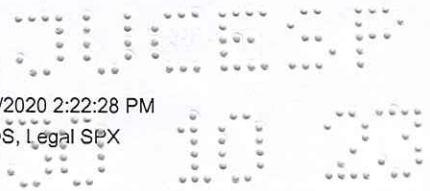
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Data de Início	Data de Fim	Consolidada	Origem
31/05/2021	31/12/2021	Não	Participante-Upload

Título

Demonstrações Financeiras - 2021

Descrição

Demonstrações Financeiras , Notas Explicativas e parecer da Auditoria ano 2021.

Anexos

Tipo de Anexo	Título	Descrição
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Publicante

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Título
Demonstrações Financeiras - 2022

Descrição
Demonstrações Financeiras , Notas Explicativas e parecer da Auditoria ano 2022.

Anexos

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Publicante

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Declaração

Eu, PEDRO MARCIO DALTRO DOS SANTOS, portador da Cédula de Identidade nº 30.620.408, inscrito no Cadastro de Pessoas Físicas - CPF sob nº 482.418.225-53, na qualidade de titular, sócio ou responsável legal da empresa TCB 2 PARTICIPAÇÕES S.A., **DECLARO** estar ciente que o **ESTABELECIMENTO** situado no(a) Avenida Brigadeiro Faria Lima, 3732, 21º Andar, Itaim Bibi, SP, São Paulo, CEP 04538-132, para exercer suas atividades regularmente, **DEVERÁ OBTER** parecer municipal sobre a viabilidade de instalação e funcionamento no local indicado, conforme diretrizes estabelecidas na legislação de uso e ocupação do solo, posturas municipais e restrições das áreas de proteção ambiental, nos termos do art. 24, §2º, do Decreto Estadual nº 56.660/2010, bem como **CERTIFICADO DE LICENCIAMENTO INTEGRADO VÁLIDO**, obtido pelo sistema Via Rápida Empresa – Módulo de Licenciamento Estadual.

Declaro ainda estar ciente que qualquer alteração no endereço do estabelecimento, em sua atividade ou grupo de atividades, ou qualquer outra das condições determinantes à expedição do Certificado de Licenciamento Integrado, implica na perda de sua validade, assumindo, desde o momento da alteração, a obrigação de renová-lo.

Por fim, declaro estar ciente que a emissão do Certificado de Licenciamento Integrado poderá ser solicitada por representante legal devidamente habilitado, presencialmente e no ato da retirada das certidões relativas ao registro empresarial na Prefeitura, ou pelo titular, sócio, ou contabilista vinculado no Cadastro Nacional da Pessoa Jurídica (CNPJ) diretamente no site da Jucesp, através do módulo de licenciamento, mediante uso da respectiva certificação digital.

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Declaração

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