



## **LOG COMMERCIAL PROPERTIES E PARTICIPAÇÕES S.A.**

Publicly-held Company of Authorized Capital - CVM Code No. 02327-2

CNPJ/MF under No. 09.041.168/0001-10 - NIRE 31.300.027.261

Av. Professor Mário Werneck, No. 621, 10th floor, Zip-Code 30455-610, Belo Horizonte – MG

### **NOTICE TO SHAREHOLDERS**

**LOG COMMERCIAL PROPERTIES E PARTICIPAÇÕES S.A.** ("Company"), in addition to the Notice to Shareholders dated December 28, 2018 and January 28, 2019, and considering the Company's capital increase by private subscription within the limit of the authorized capital, approved by its Board of Directors on December 28, 2018, in the amount of three hundred million and eight reais (BRL 300,000,008.00), with the possibility of partial homologation, for a price of twenty-two reais (BRL 22.00) per share, with the total issuance of 13,636,364 common shares by the Company ("Capital Increase"), hereby informs its shareholders and the market in general the following:

#### **Termination of the Period for Exercise of the Preemptive Right**

End of the Period for Exercise of the Preemptive Right. The period for exercising the preemptive right on subscription of the common shares to be issued under the Capital Increase began on January 09, 2019, inclusive, and ended on February 07, 2019, inclusive.

Number of shares subscribed. During the period for exercise of the preemptive right, a total of four million, eighty thousand, three hundred and two (4,080,302) registered book-entry common shares with no par value, issued by the Company at the issue price of twenty-two reais (BRL 22.00) per share, totaling the amount of eighty-nine million, seven hundred and sixty-six thousand, six hundred and forty-four reais (BRL 89,766,644.00), which corresponds to approximately thirty percent (30%) of the maximum amount of the Capital Increase. The Menin Family has already expressed an interest in the subscription of remaining shares, which will be subscribed by them, thereby guaranteeing the value of at least one hundred million and ten reais (BRL 100,000,010.00), as informed in the Material Facts previously disclosed by the Company.

### **Deadline for Subscription of Remaining Shares and Requests for Additional Remaining Shares**

The right to subscribe for remaining shares and to request remaining shares must be exercised between February 15, 2019, inclusive, and February 22, 2019, inclusive.

### **Unsubscribed Shares and Subscription of the Remaining Shares**

Number of unsubscribed shares. During the period for exercise of the preemptive right, nine million, five hundred and fifty-six thousand, sixty-two (9,556,062) registered book-entry common shares with no par value remained unsubscribed, corresponding to seventy percent (70%) of the total number of registered book-entry common shares with no par value available for subscription under the Capital Increase ("Total of Remaining Shares").

Subscription of the Remaining Shares. Under article 171, §7, item "b" of Law No. 6,404, dated December 15, 1976, as amended ("Corporations Law"), the subscriber which, upon subscription, request reservation of the remaining shares may subscribe the unsubscribed remaining shares in same proportion as the preemptive rights to the subscription of shares – both owned by them and acquired from third parties – which they have actually and timely exercised. The subscribers which, in compliance with the provisions in article 171, §7, item "b" of the Corporations Law, did not request reservation of the unsubscribed remaining shares upon subscription of the shares, during the period for exercise of the preemptive right, shall not have the right to subscribe the unsubscribed remaining shares.

Right of subscription of the Remaining Shares. The subscriber which, upon subscription, requested reservation of the remaining shares will have the right to subscribe remaining shares that correspond to 234.205725% from the total of shares subscribed by him during the period for exercise of the preemptive right (i.e. each share subscribed shall give the subscriber that has requested reservation the right to subscribe 2.34205725 registered book-entry common shares, with no par value). The percentage of remaining shares that each subscriber which has requested reservation will be able to subscribe was calculated by multiplying (1) the ratio by the division of (a) the Total of Remaining Shares available for subscription divided by (b) the total number of shares actually subscribed during the period for exercise of the preemptive right by all subscribers who requested the reservation of the remaining shares, for (2) one hundred (100), as follows:

Total of the Remaining Shares (S)	9,556,062
Shares subscribed by subscribers who have requested remaining shares (TAs)	4,080,200
<b>Number of remaining shares for each subscribed share (S/TAs)</b>	<b>2.34205725</b>

Minimum value. The Capital Increase is subject to the subscription of, at least, four million, five hundred and forty-five thousand, four hundred and fifty-five (4,545,455) common shares, for a total amount of one hundred million and ten reais (BRL 100,000,010.00) ("Minimum Value").

Fractional shares. The fractional shares arising from the exercise of the right of subscription of the remaining shares shall be disregarded.

### **Request of Remaining Shares**

Remaining Shares. Upon subscription of the remaining shares to which they are entitled under the terms above, the subscriber may request an additional number of the unsubscribed remaining shares during the period of exercise of the preemptive right, subject to their availability. Accordingly, the number of shares subscribed during the period for subscription of the remaining shares may be even higher than the number of remaining shares to which each shareholder shall be entitled up to the limit of the remaining shares available.

Allotment of Remaining Shares. The requests for subscription of remaining shares shall be met in accordance with the following rules:

- (i) in case the total shares subject to the requests for additional remaining shares exceed the number of remaining shares available, they shall be allocated pro rata to the subscribers which have requested the reservation of the remaining shares, shares which shall be allocated proportionally to the number of shares such subscribers have subscribed upon exercising the preemptive right; and
- (ii) in case the total shares subject to the requests for remaining shares are equal to or less than the number of remaining shares available, the requests for remaining shares shall be fully met.

Fractional shares. The fractional shares arising from the proportional allotment of the unsubscribed remaining shares shall be disregarded.

### **Assignment of the Right for Subscription of Remaining Shares**

Non-assignment of the right for subscription of remaining shares. The assignment of the right for subscription of remaining shares shall be forbidden if autonomous from the preemptive right in the subscription of the Capital Increase.

### **Procedures for Subscription of the Remaining Shares**

Subscription through the Bookkeeping Agent. The subscriber shall exercise his right to subscribe for remaining shares through one of the agencies specializing in serving the shareholders of the Bookkeeping Agent.

Shares held at the Depository Center. The subscribers shall exercise their rights for subscription of the remaining shares through their custody agents, in compliance with the procedures applicable to subscription of the unsubscribed remaining shares.

#### **Definition of the Number of Remaining Shares Allocated to Subscribers**

Notice by the Company. The Company shall notify the Bookkeeping Agent and the Depository Center about the final allotment of the remaining shares to each subscriber.

Disclosure to subscribers. The Bookkeeping Agent shall make available to the subscribers, and Depository Center shall make available to the custody agents, which in turn shall make available to the subscribers, the information regarding the number of shares actually allocated within the remaining shares and the total amount to be paid up.

#### **Payment of the Remaining Shares**

Deadline for payment. Once the number of remaining shares allocated and subscribed by each subscriber is defined, the common shares subscribed relating to the remaining shares shall be paid up in the national currency, in a lump sum, up to three (3) business days counted from the communication about the remaining shares final allocation between subscribers.

#### **Cancellation of the Remaining Shares**

Single Round of Remaining Shares. In the event that there are still new shares remaining after the apportionment round, the Company will not carry out an auction of the remaining shares, proceeding with their cancellation, once the Minimum Value has been verified during the period to exercise the preemptive right and period for the subscription of remaining shares, which will result in the partial homologation of the Capital Increase, considering that the Company's management understands that the purpose of the Capital Increase will be reached even if the Capital Increase has not been fully subscribed.

#### **Withdrawal Period**

Opening of the withdrawal period. In the event of partial homologation of the Capital Increase, a withdrawal period of 4 (four) business days will be granted to the Company's shareholders, counted from a date to be informed in a Notice to Shareholders to be timely disclosed regarding the withdrawal period, for reconsideration of the decision to subscribe the shares in the scope of Capital Increase by the Company's shareholders.

#### **Timeline**

Disclosure of the result of the Exercise of Preemptive Right	February 15, 2019
Beginning of the Period for Subscription of Remaining Shares and Request for Additional Remaining Shares	February 15, 2019

End of the Period for Subscription of Remaining Shares and Request for Additional Remaining Shares	February 22, 2019
Remaining shares paying-up <sup>1</sup>	February 27, 2019
Beginning of the Withdrawal Period <sup>1</sup>	March 1, 2019
End of the Withdrawal Period <sup>1</sup>	March 8, 2019
Homologation of the Capital Increase	March 15, 2019

Note: Dates are indicative and subject to change.

### **Additional Information**

Additional Information. Any doubts and / or clarifications about the procedures may be directed to the following e-mail address: [ri@logcp.com.br](mailto:ri@logcp.com.br).

Belo Horizonte, February 15, 2019.

**Felipe Enck Gonçalves**  
CFO and Investor Relations Officer