

DISTANCE VOTING BALLOT**Annual General Meeting (AGM) - VALE S.A. to be held on 04/30/2019****Shareholder's Name****Shareholder's CNPJ or CPF****E-mail****Instructions on how to cast your vote**

Shareholders opting to exercise their absentee voting rights, under articles 21-A and following of CVM Instruction 481/2009, as amended ("CVM Instruction 481/2009"), must complete this Absentee Ballot ("Ballot"), which shall only be considered valid and the votes cast herein shall only be counted in the quorum for the Annual and Extraordinary Shareholders' Meetings ("Meetings") of Vale S.A. ("Vale" or "Company") if the following instructions are observed:

- (i) the shareholder must note above his or her name (or business name), as well as CPF or CNPJ, as applicable, as well as an email address for any contact;
- (ii) all the fields must be duly completed;
- (iii) all the pages must be initialed; and
- (iv) the last page must be signed by the shareholder or its legal representative(s), as applicable and under law in force.

The Company does not require certified signatures on Ballots issued in Brazil or notarization of those issued outside of Brazil.

The Company informs that Chapa 1 of the Board of Directors election was appointed by the group of shareholders who signed Vale's Shareholders Agreement and was unanimously recommended by the Company's Board of Directors.

The company informs that received from a group of minority shareholders (Geração Futuro L. Par Fundo de Investimento em Ações, Genial Gestão de Recursos Ltda., Alaska Master Black FIA-BDR Nível I, Alaska Range FIM, Alaska Poland FIA-BDR Nível I, Alaska Investimentos Ltda., Victor Adler and José Pais Rangel), holders of approximately 0.6% of the outstanding share capital, the request for inclusion of candidates in the Ballot to run for the election of the Board of Directors and Fiscal Council.

Shareholders must note to not complete the Ballot items in a conflict way (e.g. (a) the completion of favorable instructions simultaneously to items related to the separate election (items 35 and 36), the majority election by slate (items 28 to 31) or the majority election by candidate (items 32 to 34), (b) the completion of favorable instructions simultaneously to items related to the majority election by slate (items 28 to 31) and to the majority election by candidate (items 32 to 34), or (c) to instruct that, in case of multiple vote, their votes must be distributed by equal percentage by the candidates chosen (items 30 and 33) at the same time in which, in the following item, indicates percentages incompatible to the favorable completion of the first instruction), under penalty of such votes being considered invalid and, therefore, disregarded.

In the case of the by-law amendment in Extraordinary Shareholders Meetings is rejected, Ms. Clarissa de Araújo Lins, independent member candidate, will no longer be included in List 1 (Chapa 1). We would like to point out that is important that shareholders fill in the item 29 of the Distance Voting Ballot ("If one of the candidates that compose the chosen List fails to integrate it, the related to it shares votes may continue to be assigned to the chosen List?").

Please note that April 23rd, 2019 is the last day for RECEIPT of the Ballot through one of the three forms listed in the item below, and not the last day for it to be sent. If it is received after April 23rd, 2019, the votes will not be counted.

Shareholders opting to exercise their right to vote through the Ballot must observe the other rules and formalities described in the Manual for Participation in the Annual and Extraordinary Shareholders' Meetings and in item 12.2 of the Company's Reference Form (Rules, policies and practices related to shareholders' meetings), available on the CVM's website (www.cvm.gov.br).

Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider

In order, for this Ballot to be considered delivered and computed, the Ballot and other necessary documents as mentioned below must be received up to 7 days before the Meeting, that is, until April 23, 2019 (inclusive), and the shareholders who choose to vote by Distance Voting Ballot must send them by adopting one of the following alternatives:

1) Send to Depository: the shareholder should transmit the instructions for completion of this Ballot to the depository of the Company's issued shares (Banco Bradesco S.A.), only in the case of shares that are not deposited in the central depository, observing the procedures established and the documents required by the depository.

2) Send to custodian: the shareholder should transmit the instructions for completion of this Ballot to the custodian of its shares, observing the procedures established and documents required by the respective custodian.

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3) Send directly to the Company: the shareholder should send this Ballot the mailing address shown below along with the following documents:

(i) Individual: valid photo I.D. of the shareholder as detailed in the Manual.

(ii) if legal entity: (1) documents proving representation, including the proxy appointment and copy of the formation documents and of the minutes of the election of the directors, and, in case of investment fund, copies of: (i) the fund by-laws in force, (ii) the formation documents of its director or manager, as the case may be, and (iii) the minutes of election of such directors (translation rules and notarization detailed in Manual); (2) valid photo I.D of the legal representative, as detailed in the Manual.

In the case of sending directly to the Company, the shareholder may also, if he or she prefer, send the document to the Company in advance, by send the digitalized copies of the Ballot and the abovementioned documents to the email address vale.ri@vale.com. Either way, it is indispensable that the Company receives the original (physical) copy of the Ballot and copy of the other documents sent before via email by the shareholder, by April 23, 2019.

Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company

Att: Department of Investors Relations

Praia de Botafogo, 186, 18 andar, Torre Oscar Niemeyer, Botafogo, in the City of Rio de Janeiro – RJ, CEP 22250-145, attention to the Investor Relations Office.

e-mail: vale.ri@vale.com

Note: The e-mail submission of the digitalized copies of the Ballot and the complementary documents does not dispenses the requirement to send the physical copy of the Ballots and copies of necessary documents to the address indicated above, and must be received by the company until April, 23, 2019.

Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number

Banco Bradesco S.A. (Bradesco)

Telephone number for contact: 0800 701 1616

e-mail: 4010.acecustodia@bradesco.com.br

As informed in the Manual of the Meetings, Bradesco informs that the information above was inserted solely so the shareholder can have a channel to ask any questions related to sending the ballot to the depository agent. However, Bradesco will not accept the receipt of Ballots through electronic mail, and only ballots submitted through any Bradesco branch shall be considered, in the terms and conditions set forth in the Manual of the Meetings.

Resolutions concerning the Annual General Meeting (AGM)

Simple Resolution

1. Evaluation of management's report and accounts and analysis, discussion and vote on the financial statements for the fiscal year ended December 31, 2018

Approve Reject Abstain

Simple Resolution

2. Proposal for the allocation of profits for the year 2018, and the consequent approval of Vale's Capital Budget, for the purposes of Article 196 of Law 6,404/1976:

Management's Proposal:

-R\$ 1,282,826,291.81 for the account "Legal Reserve"

-R\$ 1,496,628,728.93 for the account "Tax Incentives Reserve"

-R\$ 11,438,535,407.74 for the account "Investments Reserve", based on Article 37, II of the ByLaws;

-R\$ 3,744,456,807.75 for the account "Investment Reserve" based on Article 196 of Law 6,404 and on the Capital Budget;

Approve Reject Abstain

Simple Resolution

27. Do you wish to request the adoption of the multiple vote process for the election of the Board of Directors, pursuant to article 141 of Law 6404, of December 15, 1976, as amended (Law 6,404 /1976)? [If the shareholder chooses reject or abstain, his or her actions will not be computed for purposes of multiple vote request]

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Approve Reject Abstain

Election of the board of directors by single group of candidates

Chapa 1 - Indicados pelo grupo de acionistas signatários do Acordo de Acionistas da Companhia e recomendada, por unanimidade, pelo Conselho de Administração

Marcio Hamilton Ferreira / Gilmar Dalilo Cezar Wanderley
Marcel Juviniانو Barros / Marcia Fragoso Soares
José Maurício Pereira Coelho / Arthur Prado Silva
Marcelo Augusto Dutra Labuto / Ivan Luiz Modesto Schara
Oscar Augusto de Camargo Filho / Yoshitomo Nishimitsu
Toshiya Asahi / Hugo Serrado Stoffel
Fernando Jorge Buso Gomes / Johan Albino Ribeiro
Eduardo de Oliveira Rodrigues Filho / Vago
José Luciano Duarte Penido / Vago
Sandra Maria Guerra de Azevedo / Vago
Isabella Saboya de Albuquerque / Adriano Cives Seabra
Clarissa de Araújo Lins / Vago

28. Nomination of all the names that make up the list - Chapa 1 - Indicados pelo grupo de acionistas signatários do Acordo de Acionistas da Companhia e recomendada, por unanimidade, pelo Conselho de Administração

Approve Reject Abstain

29. If one of the candidates that compose the chosen list fails to integrate it, can the votes corresponding to your shares continue to be granted to the chosen list?

Yes No Abstain

30. In case of adoption of the multiple vote process, the votes corresponding to your actions must be distributed in equal percentages by the members of the list you have chosen? [If the shareholder chooses to abstain and the election occurs through the multiple vote process, his vote must be counted as abstention in the respective resolution of the meeting.]

Yes No Abstain

31. Display of all the candidates that compose the list to indicate the % (percentage) of the votes to be assigned

Marcio Hamilton Ferreira / Gilmar Dalilo Cezar Wanderley [] %

Marcel Juviniانو Barros / Marcia Fragoso Soares [] %

José Maurício Pereira Coelho / Arthur Prado Silva [] %

Marcelo Augusto Dutra Labuto / Ivan Luiz Modesto Schara [] %

Oscar Augusto de Camargo Filho / Yoshitomo Nishimitsu [] %

Toshiya Asahi / Hugo Serrado Stoffel [] %

Fernando Jorge Buso Gomes / Johan Albino Ribeiro [] %

Eduardo de Oliveira Rodrigues Filho / Vago [] %

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José Luciano Duarte Penido / Vago [] %

Sandra Maria Guerra de Azevedo / Vago [] %

Isabella Saboya de Albuquerque / Adriano Cives Seabra [] %

Clarissa de Araújo Lins / Vago [] %

Election of the board of directors by candidate - Total members to be elected: 1

32. Nomination of candidates for the board of directors (the shareholder may indicate as many candidates as there are number of places to be filled in the general election)

Patricia Gracindo Marques de Assis Bentes / Marcelo Gasparino da Silva

[] Approve [] Reject [] Abstain

33. In case of adoption of the multiple vote process, should the votes corresponding to your shares be distributed in equal percentages by the candidates you have chosen? [If the shareholder chooses to abstain and the election occurs through the multiple vote process, his vote must be counted as abstention in the respective resolution of the meeting.

[] Yes [] No [] Abstain

34. Display of all the candidates that compose the list to indicate the % (percentage) of the votes to be assigned

Patricia Gracindo Marques de Assis Bentes / Marcelo Gasparino da Silva [] %

Simple Resolution

35. Do you wish to request the separate election of a member of the Board of Directors, pursuant to Article 141, paragraph 4, item I, of Law No. 6,404 of 1976? (the shareholder must complete this field if he has left the general election field (items 28 to 34) blank and holds the shares with which he votes during the 3 months immediately prior to the general meeting).

[] Approve [] Reject [] Abstain

Simple Resolution

36. If it is found that neither the holders of shares with voting rights nor the holders of preferred shares without voting rights or with restricted votes made up, respectively, the quorum required in items I and II of paragraph 4 of article 141 of Law No. 6,404 of 1976, do you want your vote to be aggregated to the votes of the preferred shares in order to elect to the board of directors the candidate with the highest number of votes among all of those who, included in this ballot, stand for a separate election?

[] Approve [] Reject [] Abstain

Election of the fiscal board by single group of candidates

Chapa 1

Eduardo Cesar Pasa / Nelson de Menezes Filho

Marcelo Amaral Moraes / Vago

Marcus Vinícius Dias Severini / Vago

37. Nomination of all the names that make up the list - Chapa 1

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Approve Reject Abstain

38. If one of the candidates that compose the chosen list fails to integrate it, according to the separate election dealt with in arts. 161, § 4, and 240 of Law No. 6,404 of 1976, can the votes corresponding to your shares continue to be granted to the chosen list? -

Yes No Abstain

Separate election of the fiscal council - Common shares

39. Nomination of candidates to the fiscal council by minority shareholders holding shares with voting rights (the shareholder must fill in this field if he left the general election field blank)

Raphael Manhães Martins / Gaspar Carreira Júnior

Approve Reject Abstain

Simple Resolution

40. Setting the compensation of management and members of the Fiscal Council for the year 2019:

Management's Proposal: Set the annual overall compensation of management, members of the Advisory Committees and members of Vale's Fiscal Council for the fiscal year of 2019, in the amount of up to R\$ 115,204,420.58, to be individualized by Vale's Board of Directors.

Set the monthly compensation of each acting member of the Fiscal Council, from May 1, 2019, until the Annual Shareholders' Meeting to be held in 2020, corresponding to 10% (ten percent) of the compensation that, on average, is attributed monthly to each Executive Officer, not counting benefits, representation funds and profit sharing. In addition to the compensation set forth above, the acting members of the Fiscal Council shall be entitled to reimbursement of travel and subsistence expenses necessary for the performance of their duties, provided that alternate members shall only be reimbursed in the cases in which they exercise their title due to vacancy, impediment or absence of the respective principal member.

Approve Reject Abstain

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____