



PUBLICLY HELD COMPANY

National Corporate Taxpayer Number (*Cadastro Nacional de Pessoas Jurídicas* – CNPJ)
33.592.510/0001-54

EXTRAORDINARY SHAREHOLDERS' MEETING

NOTICE OF MEETING

The Shareholders of Vale S.A. (“Vale”) are hereby called to the Extraordinary Shareholders’ Meeting which will be held on September 21, 2020, at 10 a.m., exclusively digitally via the Webex platform, in order to vote on the separate election of one (1) principal member of the Fiscal Council, by the shareholder holding all the special-class preferred shares (Golden Shares) issued by Vale, to complete the term of office until the Annual Shareholders’ Meeting to be held in 2021.

All the relevant documentation regarding the item to be voted on in the Meeting are available to the shareholders at Vale’s head office, on its website (<http://www.vale.com>) and on the websites of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* – CVM) (www.cvm.gov.br), the B3 Brazilian Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) (www.b3.com.br) and the Securities and Exchange Commission (www.sec.gov).

Pursuant to Article 5, Paragraph 4, Vale’s By-Laws and Article 161, Paragraph 4, “a,” of Law No. 6,404/1976, the shareholder holding the special-class preferred shares will have the right to elect, in a separate vote, a member of the Fiscal Council, the only item on the Agenda. For this reason, the shareholders owning common shares who attend the Meeting will not be able to vote on this matter, as it is a separate election process reserved exclusively for the preferred shareholder. The shareholder may participate personally or through a duly appointed proxy, observing the terms of paragraph 1 of Article 126 of Law No. 6,404/1976. In this case, the proxy must have been appointed less than one (1) year previously and be a shareholder or manager of the Company, a lawyer registered with the Brazilian Bar Association (*Ordem de Advogados do Brasil* – OAB) or a financial institution. Under the terms of Circular Letter/CVM/SEP/No. 02/2020, shareholders that are legal entities may be represented at the Meeting by their legal representatives or by a duly appointed proxy, in accordance with the company’s formation documents and under the rules of the Brazilian Civil Code, and in this specific case there is no need for the proxy to be a shareholder, a manager of the company or a lawyer. Similarly, shareholders that are investment funds, as decided by the CVM Board in the scope of CVM Administrative Procedure No. RJ-2014-3578, may be represented at the Meeting through legal representatives or through proxies duly established by their manager or administrator, as provided under their by-laws.

As described in the Manual for Participation in the Meeting, to be able to participate in the Meeting, personally or by proxy, the shareholder must prove the ownership of shares issued by Vale with the certificate issued by the depository financial institution or custodian in the same day of the accreditation, as well as: (a) in the case of individual shareholders, a valid photo I.D. or, if applicable, I.D. of the proxy and respective proxy appointment; (b) in the case of legal entity shareholders, a valid photo I.D. of the legal representative and documents proving representation, including the representation agreement and copy of organizational documents and minutes of the election of the directors, and (c) in the case of investment funds, a valid photo I.D. of the representative and documents proving representation, including the representation agreement and copy of the by-laws of the fund in effect, the organizational documents of its director or manager, as the case may be, and the minutes electing the managers of the director or manager. If such documents are in a foreign language, they must be translated into Portuguese by a sworn translator, but notarization and consularization shall not be necessary. Note that documents in English and Spanish do not need to be translated.

The participation via Webex will be restricted to shareholders or their representatives or proxies, as the case may be, who are accredited under the terms described in the Manual for Participation. Registration must be completed by September 19, 2020, by filing the form available at www.vale.com/age2020.

Rio de Janeiro, August 21, 2020.

José Maurício Pereira Coelho
Chairman of the Board of Directors