

DURATEX S.A.

CNPJ. 97.837.181/0001-47

A Publicly Trading Company

NIRE 35300154410

Authorized Capital: up to 920,000,000 of common shares
Subscribed and Paid-in Capital: R\$ 1,970,188,626.80 – 691,784,501 of common shares

CORPORATE BYLAWS

(Approved at the Extraordinary and Annual General Meeting of April 30, 2020)

CHAPTER I

DENOMINATION, PLACE, OBJECT AND DURATION

1. *Denomination.* DURATEX SA ("Company") is a corporation and is governed by its Bylaws and applicable law.

1.1. *Admission to the Special Listing Segment.* With the Company's entry to the B3 S.A. – Brasil, Bolsa, Balcão ("B3") Novo Mercado, the Company and its shareholders, including controlling shareholders, officers and members of the Fiscal Council, when installed, are subject to the provisions of B3's Novo Mercado Regulations.

2. *Headquarters.* The Company is headquartered in the city and state of São Paulo. By resolution of the Board, the Company may install and close branches, agencies, warehouses, offices, and other establishments in Brazil or abroad, pursuant to these Bylaws.

3. *Object.* The Company's corporate purpose is: **(a)** the manufacture, trade, import, export, storage, distribution and transportation of: (i) timber products, in any of their forms and purposes, and products and byproducts related or similar services; (ii) chemicals, alcohol-chemical, petrochemicals and their derivatives; (iii) products of metals, ceramics and natural and synthetic plastics, and other products for general construction, as well as products and byproducts related or similar services; **(b)** afforestation, reforestation and extraction of its production on land owned by the Company or leased from third parties to supply its industrial needs; **(c)** electricity generation and trading; **(d)** technical and administrative services related to the Company's corporate purpose; and **(e)** the Company's participation in other companies, as a quota holder or shareholder.

4. *Duration of the Company.* The duration of the Company is indefinite.

CHAPTER II

CAPITAL, SHARES AND SHAREHOLDERS

5. *Capital.* The Company's capital, fully subscribed and paid up is R\$ 1,970,188,626.80 (one billion, nine hundred and seventy million, one hundred and eighty-eight thousand, six hundred and twenty-six reais and eighty centavos), divided into 691,784,501 (six hundred and ninety-one million, seven hundred and eighty-four thousand, five hundred and one common shares, without par value. Each common share of the Company is entitled to 1 (one) vote at the General Shareholders' Meeting.

5.1. *Authorized Capital.* Upon the resolution of the Board of Directors, the Company is authorized to increase its capital up to the limit of 920,000,000 (nine hundred and twenty million) shares, statutory amendment not being required. The Board of Directors shall determine the conditions for the issue, including price and paying in of the shares.

5.2. *Share purchase options.* Within the limits of the authorized capital and provided that it is in agreement with the plans approved at the General Shareholders' Meeting, the Board of Directors may authorize the granting of call options or share subscriptions to managers and employees of the Company, as well as the managers and employees of other companies or entities connected to the Company, without preemptive rights to the shareholders.

6. Book Entry Shares. All the Company's shares are of the book-entry type, held in a deposit account in the name of the holder, without the issue of certificates by the depository institution, authorized by the Brazilian Securities and Exchange Commission - CVM, and appointed by the Board. The transfer and registration costs and service costs relating to shares of the Company may be collected directly from the shareholder of the Company by the depository institution pursuant to the applicable legislation and the respective custody agreement.

7. Issue of Shares, Subscription Bonus or other Securities. With respect to the issue by the Company of shares, subscription bonus or other securities convertible into shares of the Company that are intended for public or private subscription, the Board of Directors, through a notice published in the newspapers used by the Company, shall notify shareholders of the resolution to increase its authorized capital with information on all of the features and conditions of the issue and, pursuant to the provisions of Article 8, the term for exercising preemptive rights in proportion to shareholders' respective stakes, the said term to be no less than 30 (thirty) days.

7.1. Non-Exercising of Preemptive Rights. If the shareholders do not exercise their preemptive rights to subscribe new shares or securities issued by the Company, whether this decision is expressed or implied, the Board may offer the unsubscribed securities to third parties.

8. Reduction or Exclusion of the Term for the Exercising of Preemptive Rights. Pursuant to the resolution of the Board, in accordance with Article 172 of Law 6404 of December 15, 1976, as amended ("Brazilian Corporate Law"), the deadline for shareholders of the Company to exercise their preemptive rights to Company issues of shares, warrants or other securities convertible into shares, may be reduced, or the right may be withdrawn altogether, provided that the placement is carried out via: **(i)** sale on the stock exchange or by public subscription; or **(ii)** the exchange of shares through a public offering for acquiring control, pursuant to the applicable legislation, within the authorized capital limit.

CHAPTER III

GENERAL SHAREHOLDERS MEETING

9. Convening of General Shareholders' Meetings. The General Shareholders Meeting shall be convened **(i)** by the Chairman or any one of the Co-Chairmen of the Board of Directors, or in their absence, by any Vice President of the Board, or in their absence, by the decision of a majority of the members of the Board; or **(ii)** in the cases stipulated in Article 123 of the Brazilian Corporate Law with at least 15 (fifteen) days of advance notice. If the General Shareholders' Meeting is not realized on the first call, it will be re-convened, with at least 8 (eight) days advance notice prior to the date of its realization at the second call notice.

9.1. Attendance at General Shareholders' Meeting. The participation of shareholders at any General Shareholders' Meeting is subject to the following rules: **(a)** presentation of an identity document; and **(b)** showing proof of deposit of shares issued by a depository institution.

9.2. Proxies at the General Shareholders' Meeting. Shareholders may be represented by proxy at General Shareholders' Meetings, provided that: **(a)** the power of attorney has been drawn up in accordance with Article 126 of the Brazilian Corporate Law; **(b)** the rules laid down in Article 9.1 are observed; and **(c)** the power of attorney or the substantiating documents providing proof of representation have been filed with the corporate headquarters at least 48 (forty-eight) hours prior to the General Shareholders' Meeting.

9.3. Without prejudice to the above, the shareholder which appears at the General Shareholders's Meeting in possession of the required documents mentioned in item 9.1., up until the time of opening of the Assembly, also may participate and vote even if he has previously failed to present them.

- 9.3. Notification of the Meeting's Agenda.** All documents relating to the meeting's agenda, from the date of publication of the first call notice of the General Shareholders' Meeting or public announcements in accordance with Article 133 of Brazilian Corporate Law, shall be made available to shareholders at the Company's headquarters and at B3. The agenda shall list expressly all matters to be resolved, inclusion of items on the agenda of the General Shareholders' Meetings under the heading "other issues" or "general matters" (or similar) not being permitted).
- 9.4. Request for the Inclusion of Matters on the Meeting's Agenda.** Provided that the request made is **(i)** in writing; **(ii)** in the strict interests of the Company; and **(iii)** at least 1 (one) month in advance of the holding of the General Shareholders' Meeting, shareholders may submit matters for the attention of the Chairman or any one of the Co-Chairmen of the Board to be included on the agenda at the first General Shareholders' Meeting to be held following receipt of the request. The Company may reject such inclusions, provided that the refusal is satisfactorily justified in writing and filed at Company Headquarters, together with the respective request.
- 10. Installation and Presidency of the General Shareholders' Meeting.** The General Shareholders' Meeting shall be convened and chaired by **(i)** the Chairman or any one of the Co-Chairmen of the Board of Directors; or **(ii)** in their absence, by any Vice President of the Board; or **(iii)** in their absence, by any member of the Board of Directors; or **(iv)** in the absence of all members, by a person appointed by the majority of shareholders attending the General Shareholders' Meeting. The President of the General Shareholders' Meeting shall appoint a secretary to assist in the work and to draft the minutes of the General Shareholders Meeting.
- 11. Responsibilities of the General Shareholders' Meeting.** In addition to the duties set out in the applicable legislation, it is incumbent upon the General Shareholders' Meeting:
- (i)** to set the aggregate annual remuneration of the members of the Board of Directors, the Board of Officers and the Fiscal Council, if installed;
 - (ii)** to allocate bonus shares and decide on reverse stock splits or stock splits;
 - (iii)** to decide on Stock Options Plans or Stock Grant Plans of shares issued by the Company;
 - (iv)** elect the liquidator as well as the Fiscal Council to operate for the period when the company is in liquidation;
 - (v)** to decide on the de-listing of the Company's shares and their withdrawal from B3's Novo Mercado ("Novo Mercado");
 - (vi)** to approve mergers, incorporations, incorporation of shares, spin-offs, transformation or any other form of corporate restructuring involving the Company;
 - (vii)** to deliberate on the redemption or reimbursement of the Company's shares; and
 - (viii)** to approve the issue of convertible debentures.

CHAPTER IV
MANAGEMENT BODIES
GENERAL PROVISIONS

- 12. Company Management.** The Company shall be managed by the Board of Directors and the Board of Officers.
- 12.1. Investiture.** The directors and officers shall be invested in their positions during the 30 (thirty) days following the respective election, by signing their instruments of investiture which shall include their subjection to the Arbitration Clause referred to in Item 32, in the minutes book of the Board of Directors and the Board of Officers, as applicable, with the

waiving of any management guarantee. The investiture of any Director or Officer is conditional upon the prior signature of **(i)** the instrument of adhesion to the Company's securities trading policy; and **(ii)** the term of adhesion to the Company's material information disclosure policy, as well as compliance with the applicable legislative requirements.

- 12.2. *Permanence in Office.*** The directors and officers shall remain in office until the investiture of their replacements.
- 12.3. *Management Remuneration and Profit Sharing.*** Members of the Board of Directors and the Board of Officers shall receive due remuneration and may take part in profit sharing, pursuant to the legal limits.
- 12.4. *Restriction on Accumulation of Positions.*** The positions of Chairman or of Co-Chairmen of the Board of Directors and Chief Executive Officer or of principal executive of the Company shall not be held by the same person.

BOARD OF DIRECTORS

Composition of the Board of Directors

13. *Composition of the Board of Directors.* The Board of Directors shall comprise at least 5 (five) and at most 9 (nine) full members and alternates, all of them elected and removable by the General Shareholders' Meeting, there being 1 (one) Chairman, 2 (two) Vice Presidents and the other Members, with no specific position or designation. At the Annual General Shareholders' Meeting to deliberate on the election of members of the Board of Directors, the shareholders shall also decide on the effective number of full and alternate members of the Board of Directors for that fiscal year.

13.1. *Alternates.* On electing each of the alternates, the General Shareholders' Meeting shall appoint one or more effective directors who may be substituted by each of these alternates.

13.2. *Independent Board Members.* At least 20% (twenty percent) of the members of the Board must be independent, as defined in the Novo Mercado Regulations. Under the terms of these regulations, Board Members shall be considered independent if elected pursuant to the provisions of Article 141, paragraphs 4 and 5 of the Brazilian Corporate Law. If compliance with the percentage mentioned in this article results in a fractional number of members, the number shall be rounded up or down to a whole number: **(i)** the nearest whole number immediately above, when the fraction is equal to or greater than 0.5; or **(ii)** the nearest whole number immediately below, when the fraction is less than 0.5. Qualification as Independent Board Members shall be expressly declared in the minutes of the General Shareholders' Meeting that elects them.

13.3. *Board Members' Mandate.* Members of the Board of Directors and alternates shall be elected for a unified mandate of one (1) year, with re-election permitted. For purposes of this article, 1 (one) year is considered to be the period between 2 (two) consecutive Annual General Shareholders' Meetings of the Company.

14. *Requirements for being a Director.* Both for a full board member and an alternate, appointments to the Board of Directors must be for persons **(i)** who have not completed 70 (seventy) years of age on the date of their election to the Board of Directors (a board member who reaches the age of 70 (seventy) while in office may complete his mandate); and **(ii)** who have recognized and proven experience, expertise and the conditions required for the post of board member.

14.1. *Exception to Article 14 "i".* The Stockholders' Meeting may, on an extraordinary basis, elect other persons to make up the Board of Directors even if they do not meet the requirement mentioned in item "i" of Article 14, provided that these persons are not already 75 (seventy-five) years of age at the date of the election for the position of

Director. Should these persons turn 75 (seventy-five) years during their term of office, they may complete it.

15. Election of Chairman or Co-Chairman and Vice Presidents. At the first meeting of the Board of Directors held after the election of its members by the General Shareholders' Meeting, the Board shall elect the Chairman or the Co-Chairmen and Vice Presidents of the Board of Directors.

15.1. Responsibilities of the Co-Chairmen. The Co-Chairmen shall have identical powers and responsibilities and shall act jointly in the chairmanship of the Board of Directors.

15.2. Temporary or Permanent Replacement of the Chairman or of the Co-Chairmen in the Course of his Mandate. In the event of:

- (i) the absence or temporary disability: (a) of one of the Co-Chairmen, the remaining Co Chairman shall assume on an interim basis all the responsibilities of the position; or (b) of the Chairman or the 2 (two) Co-Chairmen, the Board of Directors shall appoint the interim substitute(s) from among its members.
- (ii) vacancy, decease, permanent incapacity or disability: (a) of one of the Co-Chairman, the remaining Co-Chairman shall assume automatically the position of Chairman of the Board; or (b) of the Chairman or of the 2 (two) Co-Chairmen, it is incumbent on the Board of Directors to choose from among the directors in office the person to replace the Chairman or the Co-Chairmen in such functions until the end of the term of office.

The alternate director of the replaced person shall not substitute him in the function of Chairman or of Co-Chairman.

15.3. Alternates. Pursuant to Article 15.2, in case of non-attendance by a board member at any meeting of the Board, his alternate, shall replace the absent member at that meeting. In the event of decease, incapacity or permanent disability of any board member his/her alternate will replace this board member at meetings of the Board until the end of his mandate or until another person is elected to the office previously occupied by the deceased, incapacitated or disqualified director.

Meetings of the Board of Directors

16. Frequency of Meetings of the Board. The Board shall meet (i) ordinarily, 6 (six) times a year; and (ii) extraordinarily, whenever corporate interests require.

16.1. Convening. The meetings of the Board shall be convened by its Chairman or by any one of the Co-Chairmen or a majority of its members, with advance notice of at least 5 (five) working days. The Chairman or any one of the Co-Chairmen of the Board shall prepare the agenda for meetings based on requests from other Directors and the CEO. The call notice shall be made in writing by mail, telegram, fax, email or by any other means where there is proof of receipt prior convening of the meeting as a condition for its validity is waived when all members of the Board of Directors are present. The call notice shall be accompanied by the meeting's agenda and all the information and documents referring to the resolutions to be passed at the meeting.

16.2. Meeting Format. Meetings of the Board of Directors may be held by conference call, video conference or any other medium. All resolutions of the Board shall include the minutes drafted to the respective register of Minutes of the Board of Directors' Meetings and certified by the president.

17. Installation Quorum. The meetings of the Board are installed on a first call, with the presence of a majority of its members, and on second call, with any number thereof.

17.1. Attendance of Alternates at Meetings of the Board. Any alternate may attend any meeting of the Board, even if all of the full directors are also present. If all the full directors are present, no alternate present may make any comment, unless it is to

agree with all the board members (or alternates where these are replacing full members) at the meeting.

18. Exercise of Voting Rights. Each Director shall be entitled to 1 (one) vote in decisions of the Board of Directors. The resolutions shall be deemed to have been approved by a majority vote of those present, unless otherwise expressly provided for in these Corporate Bylaws. At meetings of the Board, delegated votes on behalf of another Board member, early votes in writing, cast by fax, e-mail or any means of communication shall be accepted, with members voting in this way being deemed to be present at the meeting.

Responsibilities of the Board of Directors

19. Responsibilities. It is incumbent on the Board of Directors, in addition to its other responsibilities established in these Corporate Bylaws, or the applicable legislation:

- (i)** to set the general guidelines of the Company and its subsidiaries, as well as ensure their smooth implementation;
- (ii)** to review and approve annual and multi-annual budgets;
- (iii)** to decide on the buy-back by the Company of its own shares, to be held in treasury for subsequent cancellation and/or sale as well as to decide whether they should be re-sold or cancelled;
- (iv)** to approve the issue of simple unsecured debentures;
- (v)** to deliberate on the approval of any transaction which has not previously been approved as part of the Company's annual or multi-annual budget involving the acquisition, sale, investments, divestment, encumbrance or transfer of any assets of the Company should the value, individually or in aggregate, for the same type of operation, exceed 3% (three percent) of the shareholder's capital cited in the most recent audited balance sheet of the Company;
- (vi)** to set the remuneration of members of the Board and Chief Executive Officer, subject to the aggregate annual compensation approved by the General Shareholders' Meeting, as well as to set the remuneration policy and benefits for officers and employees of the Company and its subsidiaries;
- (vii)** to set and change the Company's debt policy;
- (viii)** to approve agreements between the Company and **(a)** any controlling shareholder of the Company (or their spouses); **(b)** the members of management (or their spouses) of the Company or those of its subsidiaries; or **(c)** subsidiaries controlled or under common control (i) of any of the controlling shareholders (or their spouses) or (ii) of members of management (or their spouses) of the Company or those of its subsidiaries;
- (ix)** to decide on the rendering of a surety, endorsement or other personal or real guarantees with respect to third-party obligations, except when the beneficiary is a company that is solely controlled by the Company, directly or indirectly;
- (x)** to approve the opening and closing of committees and/or working groups of the Company, in order to assist the Board, defining their composition, charter, remuneration and scope of work;
- (xi)** to establish the conditions for engagement of any public funding in the capital markets and the issuance of any credit instruments for raising resources, whether bonds, notes, commercial paper or others commonly used in the capital markets, also deciding on conditions of issuance and redemption;
- (xii)** to approve any material change in accounting practices of the Company except for changes required by the applicable laws or regulations;

- (xiii) to discuss the sale, transfer, licensing or encumbrance of any type, of trademark, patent or industrial design held or used by the Company, directly or indirectly, with the exception of trademark licenses for any subsidiary of the Company, in this case complying with the provisions of Article 24.1 (viii) below;
- (xiv) to define and change the securities' trading policies and disclosure of material information of the Company;
- (xv) to support, or otherwise, any public offering for the acquisition of shares where these involve shares issued by the Company, based on a prior opinion disclosed no more than 15 (fifteen) days from the publication of the public offering notice for the acquisition of shares, to include at least (a) the convenience and timeliness of the public offering for the acquisition of shares in terms of the interest of the Company, shareholders as a whole and including in relation to the price and potential impacts for liquidity of the shares; (b) the strategic plans disclosed by the offerer in relation to the Company; (c) regarding alternatives to the acceptance of the OPA available in the market; and (d) other points considered relevant by the Board of Directors, as well as the information required by the applicable rules established by the Brazilian Securities and Exchange Commission.

Internal Charter of the Board of Directors

20. Internal Charter. The Board of Directors shall adopt an internal charter that clearly defines its responsibilities and duties and covers situations of conflict with the Board of Officers, especially with the CEO. The Charter should cover: (i) the scope of action and goals of the Board of Directors; (ii) the rules for its operation; (iii) the rules for handling conflicts of interest; (iv) its voting system; (v) its reporting secretary; (vi) its meetings, convening, agendas, minutes and documentation; (vii) the committees referred to in item (x) of Article 19 above; (viii) interaction with the Fiscal Council, if installed; (ix) the implementation of its budget and (x) interaction with the independent auditor.

20.1. Provision of the Internal Charter. The Internal Charter of the Board of Directors shall be available to any shareholder of the Company at its headquarters and through its website.

Evaluation of the Board of Directors

21. Evaluation. Formal evaluation of the performance of the Board of Directors shall be conducted annually in the manner and in accordance with criteria to be established by it or the committee set up pursuant to item (x) of Article 19 above.

BOARD OF OFFICERS

22. Composition of the Board of Officers. The Company's Board of Officers shall consist of at least 6 (six) and a maximum of 20 (twenty) officers, who are elected and can be removed at any time by the Board of Directors for a term of one (1) year, with re-election permitted. The election of the Board of Officers shall occur preferably on the same date as the General Shareholders' Meeting.

23. Requirements to become an Officer. Nominations to qualify for the post of Officer (including its Chief Executive Officer) shall be for those (i) who have not completed 65 (sixty-five) years of age from the date of their election to the position of officer (the officer completing 65 (sixty-five) years of age during their mandate may conclude it); and (ii) who have recognized and proven experience, competence and fitness for the requirements of the post.

- 23.1. *Absence or Temporary Impediment.*** In case of vacancy, absence or temporary disability of any officer, it will be the CEO, at his option, **(i)** to replace the officer temporarily and assume such duties on an interim basis; or **(ii)** appoint one of the other officers to assume on an interim basis.
- 23.2. *Decease, Permanent Disability or Impediment.*** In case of death, permanent disability or permanent incapacity of an officer, it will be incumbent on the CEO, at his discretion, **(i)** to temporarily replace him and assume such functions on an interim basis; or **(ii)** to appoint a replacement from among the other officers to assume the position on an interim basis. A meeting of the Board must be held as soon as possible to elect an effective replacement officer to complete the mandate of the replaced officer.
- 24. *Positions on the Board of Officers.*** The positions of the officers, comprising those of **(i)** Chief Executive Officer, **(ii)** Vice Presidents and **(iii)** Officers as well as the duties of the officers shall be those established by the Board of Directors, which will appoint, among them, the one who will act as Investor Relations Officer.
- 24.1. *Chief Executive Officer.*** It is incumbent on the Chief Executive Officer: **(i)** to direct, preside over and coordinate the activities of the Company, fulfilling and enforcing the law, these Bylaws and the decisions of the Board and the General Shareholders' Meeting; **(ii)** to supervise the activities of the other officers; **(iii)** to implement and enforce the Company's commercialization and marketing policies; **(iv)** to establish and ensure the implementation of policies for financial and administrative management and human resources policy of the Company, subject to the policies set by the Board of Directors; **(v)** to implement and enforce the execution of policies for forestry management; **(vi)** to implement and enforce the execution of policies for industrial management; **(vii)** to approve any transaction that has not been previously approved in the annual or multi-annual budget involving the Company's acquisition, disposal, investments, divestments, encumbrance or transfer of any assets of the Company, the value of which for the same type of operation, is individually or in aggregate lower than 3% (three percent) of the capital in the latest audited balance sheet of the Company; **(viii)** to approve, in combination with another officer of the Company: (a) the providing of sureties, pledges or other personal or real guarantees in the name of the Company when the beneficiary is a company solely controlled by the Company, directly or indirectly; (b) the licensing of any brand name held or used by the Company, directly or indirectly, or any company controlled by it; and **(ix)** to establish the remuneration of each of the other officers of the Company, pursuant to the annual aggregate remuneration approved by the General Shareholders' Meeting, the value allocated from this aggregate annual amount by the Board of Directors being in benefit of its members and the Chief Executive Officer, and the remuneration policy and benefits of the officers and employees of the Company and its subsidiaries approved by the Board of Directors.

Representation of the Company

- 25. *Representation of the Company.*** The Company is represented actively and passively **(i)** by 2 (two) officers jointly; **(ii)** by 1 (one) officer together with 1 (one) proxy with specific powers; or **(iii)** by 2 (two) proxies with specific powers. The acts where these Bylaws require prior authorization by the General Shareholders' Meeting, the Board of Directors or the CEO can only be practiced when this condition is satisfied.
- 25.1. *Exceptions for Specific Acts.*** The Company may be represented by one (1) officer or 1 (one) proxy, acting in isolation **(i)** for acts with federal, state and municipal governments, autarchies, secretariats and their agencies and inspectorates, tax offices and agencies, mixed economy state-owned companies, Central Bank of Brazil, Banco do Brasil and their portfolios and departments, Empresa Brasileira de Correios e Telégrafos, railways, Infraero and airlines and telephone and communications

companies that do not involve the creation of liabilities or waiving rights; **(ii)** for discharge of payments made to the Company by check in its favor; **(iii)** the appointment of an agent to represent it in court, including the Labor Court; and **(iv)** the issue of trade bills, the endorsement of checks for deposit in a bank account of the Company and the endorsement of trade bills, bills of exchange and other credit instruments to financial institutions and the deposit of the product in the Company's account.

25.2. Constitution of Proxies. In the constitution of proxies, the following rules must be observed: **(i)** all powers of attorney shall be authorized by two (2) officers; **(ii)** the powers of attorney must expressly establish the powers granted and whether the mandate should be exercised jointly with 1 (one) officer or another proxy of the Company, or in isolation, as in the cases cited in Section 25.1 above; **(iii)** for acts that depend upon the prior authorization of the General Shareholders' Meeting, the Board of Directors or the CEO, the granting of the power of attorney shall be expressly conditional on obtaining this authorization, which shall be mentioned in its text, and **(iv)** the power of attorney may not have a validity period of more than 1 (one) year, except in the case of powers of attorney granted to lawyers, for "ad judicia" purposes or for the purpose of defending administrative proceedings, these instruments to be of indefinite duration.

CHAPTER V FISCAL COUNCIL

26. Fiscal Council. The Fiscal Council shall not operate on a permanent basis and shall only be installed upon request of the shareholders, in accordance with the applicable legislation.

26.1. Investiture. The effective and alternate members of the Fiscal Council, shall assume their posts during the 30 (thirty) days following their election by signing the instrument of investiture which shall include their subjection to the Arbitration Clause referred to in Item 32, in the minutes book of the Fiscal Council, management guarantees being waived. The investiture of any fiscal councilor is conditional upon signature of **(i)** the instrument of adhesion to the Company's securities trading policy; **(ii)** the instrument of adhesion to the Company's material information disclosure policy; and **(iii)** the instrument of adhesion to the Internal Charter of the Fiscal Council.

CHAPTER VI FISCAL YEAR AND DISTRIBUTION OF PROFITS

27. Fiscal Year. The fiscal year begins on January 1 and ends on December 31 of each year.

28. Allocation of Net Income. Together with the financial statements, the Board of Directors shall submit a proposal to the Annual General Shareholders' Meeting on the allocation of net income for the fiscal year, subject to the provisions of articles 186 and 191 to 199 of the Brazilian Corporate Law and the following provisions:

- (a) prior to any other allocation, 5% (five percent) shall be applied to the Legal Reserve, which shall not exceed 20% (twenty percent) of shareholders' capital;
- (b) the amount allocated to dividend payouts to shareholders, pursuant the provisions of Article 29 shall be specified; and
- (c) the balance shall be allocated as per proposal of the Board of Directors, including for the formation of reserves mentioned in Article 30, ad referendum of the General Shareholders' Meeting.

29. Mandatory Dividend. Shareholders are entitled to a mandatory dividend for each fiscal year amounting to no less than 30% (thirty percent) of net income in the same year, adjusted for the decrease or increase of the values specified under letters "a" and "b" of subsection I

of Article 202 of the Brazilian Corporate Law and pursuant to subsections II and III of the same article.

- 29.1. *Balance Sheet and Distribution of Interim Dividends.*** The Company may raise semi-annual balance sheets or for shorter periods, and the Board of Directors shall decide the distribution of dividends to the debit of the profit and loss account in these balance sheets. The Board of Directors may also distribute interim dividends during the fiscal year itself and up to the date of the Annual General Shareholders' Meeting, which approves the respective financial statements to the retained earnings account, revenue reserves or Reserve for Dividend Equalization, under any of the methods permitted by Article 204 of the Brazilian Corporate Law. That part of the mandatory dividend which may have been paid in advance for account of the Reserve for Dividend Equalization shall be credited to the same reserve.
- 29.2. *Interest on capital.*** By resolution of the Board of Directors, interest on capital may be paid, offsetting the amount paid or credited against the mandatory dividend, pursuant to Article 9, Paragraph 7 of Law 9.249/95.
- 30. *Statutory Reserves.*** At the proposal of the Board, the General Shareholders' Meeting may decide to set aside the following reserves: **(i)** Reserve for Dividend Equalization; **(ii)** Reserve for Working Capital Increase; and **(iii)** Reserve for Increase in Capital of Investees.
- 30.1. *Reserve for Dividend Equalization.*** The Reserve for Dividend Equalization shall be limited to 40% (forty percent) of registered capital and its purpose shall be to guarantee resources for the payment of dividends, including in the form of interest on capital (Article 29.2), or interim dividends to maintain the flow of shareholder remuneration, the reserve being made up as follows:
- (a)** equivalent of up to 50% (fifty percent) of net income for the fiscal year, adjusted in accordance with Article 202 of the Brazilian Corporate Law;
 - (b)** equivalent of up to 100% (one hundred percent) of the realized portion of Revaluation Reserves, booked as retained earnings;
 - (c)** equivalent of up to 100% (one hundred percent) of the amount of adjustments in prior fiscal years, booked to retained earnings, and
 - (d)** as a result of the credit corresponding to interim dividends (Article 29.1).
- 30.2. *Reserve for Working Capital Increase.*** Reserve for Working Capital Increase shall be limited to 30% (thirty percent) of the amount of capital, the purpose being to guarantee funds for the operation of the company, comprising resources equivalent to up to 20% (twenty percent) of net income, adjusted pursuant to Article 202 of the Brazilian Corporate Law.
- 30.3. *Reserve for Increase in Capital of Investees.*** The Reserve for the Increase in Capital of Investees shall be limited to 30% (thirty percent) of registered capital, the purpose being to guarantee the exercising of preemptive subscription rights for capital increases of subsidiaries, comprising funds amounting up to 50% (fifty percent) of net income for the fiscal year, adjusted pursuant to Article 202 of the Brazilian Corporate Law.
- 30.4. *Capitalization of Statutory Reserves.*** At the proposal of the Board of Directors, portions of this reserve shall be periodically capitalized in order that the respective amount does not exceed 95% (ninety-five percent) of the capital. The balance of these reserves, plus the Legal Reserve, may not exceed the total paid-up capital.
- 30.5. *Sub-accounts.*** The profits allocated to constitute reserves shall be broken down into separate sub-accounts per reserve according to the relative fiscal year and the Board of Directors shall specify the profits used in the distribution of interim dividends, which may be debited to different subaccounts.

CHAPTER VII SALE OF SHAREHOLDING CONTROL

31. *Public Offering and Sale of Control.* The direct or indirect sale of the Company's control, either through a single operation, or through successive operations, shall be carried out under the condition, which obliges the acquirer of control to make a public offering for the acquisition of shares based on shares issued by Company and owned by the other shareholders, observing the conditions and terms laid down in existing legislation and regulations and the Novo Mercado Regulations, in order to ensure equal treatment to that given to the selling shareholder.

CHAPTER VIII ARBITRATION

32. *Arbitration.* The Company, its shareholders, officers and members of the Fiscal Council, effective and alternate, if any, undertake to resolve by means of arbitration through the Market Arbitration Panel, in the form of its regulation, any controversy arising from or related to its condition as issuer, shareholders, managers, and members of the fiscal council, in particular to the application, validity, efficacy, interpretation, breach and their effects, of the provisions contained in the Law 6.385/76, in the Law 6.404/76, in the Company's Bylaws, in the norms issued by the Brazilian Monetary Council, the Central Bank of Brazil and the Brazilian Securities and Exchange Commission, as well as the other norms applicable to the capital markets as a whole, in addition to those included in the Novo Mercado Regulations, of the other regulations of B3 and in the Novo Mercado Participation Agreement.

32.1. Without limitation on the effectiveness of this arbitration clause, when there is need for urgent measures, by the Parties, before initiating the arbitration procedures, the issue in question shall be submitted to the courts, as set forth in item 5.1.3 of the Market Arbitration Panel's Arbitration Regulations.

CHAPTER IX LIQUIDATION OF THE COMPANY

33. *Liquidation of the Company.* The Company shall be liquidated pursuant to the applicable legislation or by resolution of the General Shareholders' Meeting, and shall be extinguished upon termination of the liquidation.

33.1. *Appointment of a Liquidator.* The General Shareholders' Meeting shall appoint a liquidator, set their fees, determine the manner of conducting the liquidation process and the form and guidelines to be followed. The General Meeting shall also elect the members of the Fiscal Council, which shall installed during this period.

CHAPTER X FINAL PROVISIONS

34. *Null and void acts committed by Directors and Officers.* It is expressly forbidden for directors, fiscal councilors, officers, proxies or employees of the Company to perform any act involving the Company that is contrary to its corporate purpose, such act being considered legally null and void. The practice of such acts shall subject the respective director, fiscal councilor, officer, proxy or employee of the Company to civil and criminal prosecution, if applicable.

35. *Shareholders' Agreement.* The Company, its directors, fiscal councilors and officers shall comply with the shareholders' agreements filed at company headquarters, being that **(i)** those making up the chair of the General Shareholders' Meeting or the management organs of the Company, especially their presidents, must refrain from including votes cast contrary to that established in such agreements, as well as allow, in the absence or abstention of the

shareholder, party to the shareholders' agreement or their representative on the Board of Directors, the shareholder harmed by such conduct, or their representatives on the Board of Directors, voting with the shares of the shareholder or in place of the absent or negligent director, as appropriate; and **(ii)** it is expressly forbidden for the Company to accept and execute any transfer of shares, encumbrance or assignment of preemptive rights to subscribe shares or other securities that do not respect the terms of these Corporate Bylaws and in any shareholders' agreement.

36. Shareholders' List. On request pursuant to Paragraph 2, Article 126 of the Brazilian Corporate Law, the Company shall provide to any shareholder who owns at least 0.5% (one half of one percent) of the Company's capital, a list of addresses of the other shareholders of the Company. The request must be substantiated and forwarded by registered mail addressed to the Company's CEO, on whom it shall be incumbent to provide the list within 5 (five) days from the date of receipt of the letter.

37. Omissions. Any situations not addressed in these Corporate Bylaws shall be resolved by the General Shareholders' Meeting and regulated by the Brazilian Corporate Law, pursuant to the provision in the Novo Mercado Regulations.

CARLOS HENRIQUE PINTO HADDAD
Investor Relations Officer