

INTERNAL REGULATION OF THE FISCAL COUNCIL

CHAPTER I - OBJECTIVES AND COMPETENCIES

Article 1 The purpose of this Internal Regulation ("Internal Regulation") is to establish the procedures to be observed by the Fiscal Council ("Fiscal Council") of EMBRAER S.A. ("Company") in the exercise of its activities and performance of its legal and statutory duties, as well as to define rules for its operation, structure and organization.

Article 2 The Fiscal Council is a permanent supervisory organ that acts independently in relation to the Board of Directors and the Company's Executive Board, of a permanent nature, regulated by the applicable legislation and by the dispositions of the Company's Bylaws and in this Internal Regulations.

Article 3 It is up to the Fiscal Council to perform the following established duties in clauses I to VIII of art. 163 of the Federal Law nº 6.404 of December 15, 1976, as amended ("Brazilian Corporation Law"), which are:

- (i) to fiscalize, by any of its members, the acts of the managers and verify the fulfillment of their legal and statutory duties;
- (ii) to express an opinion about the management's annual report, making to contain in its opinion the complementary information it deems necessary or useful to the General Assembly's deliberation;
- (iii) to express an opinion about the proposals from the administration organs, to be submitted to the General Assembly, related to the modification of the capital stock, issuing of debentures or subscription bonuses, investment plans or capital budgets, distribution of dividends and/or interest on own capital, transformation, incorporation, merger or spin-off;
- (iii) denounce, by any of its members, to the management organs and, if these do not take the necessary measures to protect the Company's interests, to the General Assembly, the errors, frauds or crimes they discover, and suggest useful measures to the Company;
- (iv) call the Ordinary General Assembly, if the management organs delay for more than 1 (one) month the convocation, and the extraordinary, whenever serious or urgent reasons occur, including in the agenda of the Assemblies the matters they consider necessary;
- (v) analyze, at least quarterly, the trial balance sheet and other financial statements periodically elaborated by the Company;
- (vii) examine the financial statements for the fiscal year and issue an opinion on them;
- (viii) exercise these attributions, during liquidation, having regard to the special dispositions that regulate it.

Single Paragraph The Fiscal Council may request clarifications or information from the Company's Independent Auditors, as well as the ascertainment of specific facts.

Article 4 The members of the Fiscal Council must maintain strict confidentiality about information received from the Company or collected by them in the exercise of their duties, as well as information received from independent auditors and other assessors, employees or directors of the Company.

Article 5 In addition to the responsibilities set forth in the article 3 above, the Fiscal Council must:

- (i) to zeal for the Company's interests, within the scope of its attributions; and
- (i) carry out, annually, a self-evaluation of its activities and identify possibilities for improvement in the way it operates.

CHAPTER II - COMPOSITION AND RESPONSIBILITIES OF THE FISCAL COUNCIL MEMBERS

Article 6 The Fiscal Council is a collegiate organ and will be composed of at least 3 and at most 5 effective members and an equal number of substitutes, shareholders or not, residents in the country and elected by the General Assembly.

Article 7 The function of the Fiscal Council member is non-delegable and must be exercised in compliance with the duties of loyalty and diligence, as well as avoiding any situations of conflict that may affect the interests of the Company and its shareholders.

Article 8 Under the terms of the Brazilian Corporation Law, the members of the Fiscal Council must perform their duties respecting the same duties and responsibilities attributed to the Company's managers.

Article 9 The members of the Fiscal Council will be invested in their respective positions by signing the Instrument of Investiture, drawn up in the book of minutes of Fiscal Council meetings. With regard to ineligibility, the same rules set forth in Article 147 of the Brazilian Corporation Law apply to Fiscal Council members, and for such purpose they shall also sign the Declaration of Clearance, which shall be filed at the Company's headquarters.

Article 10 The members of the Fiscal Council will also sign an Agreement of Adherence to the Company's Policy for Trading with Securities of Own Issue and for Disclosure of Material Information and Confidentiality Preservation, whereby, in compliance with the provisions of CVM Instruction nº 358/02, they undertake to inform the Company of the quantity of securities issued by the Company and by the Company's controlled or controlling company(ies) that are publicly held, as well as any changes in their shareholding positions.

Article 11 Only natural persons, resident in the country, with a university degree, or who have exercised the position of a company administrator or fiscal councilor for at least three (3) years, can be elected to the Fiscal Council.

First Paragraph In addition to the people listed in the paragraphs of article 147 of the Brazilian Corporations Law, members of management organs and employees of the Company or of a controlled company or company of the same group, and the spouse or relative, up to the third degree, of a Company manager cannot be elected to the Fiscal Council.

Article 12 In the event of vacancies in the position(s) of effective member(s) of the Fiscal Council, the respective substitute will take its place.

CHAPTER III - FISCAL COUNCIL MEETINGS

Article 13 The Fiscal Council will meet ordinarily, every calendar quarter, to analyze the trial balance sheet and other financial statements periodically prepared by the Company, according to a pre-set annual schedule, and may hold extraordinary meetings when necessary, at the request of the Chairperson, on its own initiative or at the request of any of its members.

Article 14 The meetings of the Fiscal Council will be held, preferably at the Company's headquarters, and may be held at other Company branches addresses if all members deem it convenient.

Article 15 Calls for Fiscal Council meetings will be made in writing, convening by electronic mail will be admitted (e-mail), at least three (3) business days prior to the meeting date, whereby, with at least two (2) business days prior notice, the agenda of the meeting will be sent via electronic mail (e-mail), except for those matters that require urgent consideration.

Single Paragraph Extraordinary meetings requested by any member of the Fiscal Council must be formulated in writing to the Chairperson of the Fiscal Council.

Article 16 The inclusion of non-agenda items in the agenda will depend on the approval of the majority of the members of the Fiscal Council.

Article 17 The meetings shall be convened with the presence of at least 3 effective or alternate members, being allowed the participation in the ordinary and extraordinary meetings of the Fiscal Council by conference call, videoconference or any other means of communication that allows the identification of the member of the Fiscal Council and the simultaneous communication with all other people present at the meeting. In this case, the members of the Fiscal Council will be considered present at the meeting and must sign the corresponding minute. Under normal conditions, the mandatory in-person attendance of the Board members at the total annual meetings will be at least 51% of these meetings.

Single Paragraph The decisions of the Fiscal Council will be made by a majority vote of the members present at the meetings, with the Chairperson or his substitute having the deciding vote in case of a tie.

Article 18 The Fiscal Council may request Directors, members of the executive board and internal and external collaborators of the Company, who hold relevant information or whose matters on the agenda are pertinent to its area of activity, to attend its meetings.

Article 19 The matters, recommendations, and opinions of the Fiscal Council will be consigned in the minutes of its meetings, which will be signed by the present Fiscal Council members, and must contain the relevant points of the discussions, the list of those present, mention of justified absences, possible irregularities, and the requested measures.

Article 20 The documents that support the meetings will be archived at the Company's headquarters.

Article 21 The secretary will forward copies of these minutes to all members of the Fiscal Council, and if necessary, the matters recorded in the minutes may be forwarded to the responsible areas to take the measures recommended by the Fiscal Council.

CHAPTER IV - ATTRIBUTIONS OF THE CHAIRPERSON AND SECRETARY

Article 22 The proposed slate of the Fiscal Council to be submitted to the General Assembly approval must include, among the members, the Chairperson of the Fiscal Council ("Chairperson") and the Vice Chairperson.

Article 23 Without prejudice to the other established attributions by the applicable legislation, the Chairperson of the Fiscal Council is responsible for:

- (i) to call, install and preside over the meetings of the Fiscal Council;
- (ii) represent the Fiscal Council in its relationship with the Board of Directors, the Executive Board and other internal organs of the Company, signing, when necessary, the correspondences, invitations and reports addressed to them;
- (iii) convene, on behalf of the Fiscal Council, eventual participants of the meetings, as the case may be; and
- (iv) to fulfill and enforce these Internal Rules

Article 24 In its absence or temporary impediment the Chairperson will be replaced by the Vice Chairperson of the Fiscal Council.

Article 25 The Chairperson, or in his absence the Vice Chairperson of the Fiscal Council, accompanied by other members of the Council when necessary or convenient, must:

- (i) meet with the Board of Directors, upon convocation by the same, periodically, to report on the activities of the Fiscal Council, among other matters that may be pertinent; and
- (ii) to attend the Company's ordinary general meeting.

Article 26 The Fiscal Council will have a secretary who must attend all meetings.

Single Paragraph The Chairperson of the Fiscal Council must request from the Company's CEO the indication of a qualified person to act as secretary to the Fiscal Council and the availability of the necessary infrastructure for the functioning of the Fiscal Council.

Article 27 The attributions of the Secretary are:

- (i) Assist the work of the Fiscal Council;
- (ii) Redact the meetings Fiscal Council's minutes; and
- (iii) Keep file of the Fiscal Council's documents until the end of each year;
- (iv) Forward the Fiscal Council documents to the Legal Department, at the end of the fiscal year, for keeping and closure of the corporate book.

CHAPTER V - FINAL DISPOSITIONS

Article 28 No member of the Fiscal Council may take part in any operation or recommendation that involves a relative or company of which is directly or indirectly a partner, shareholder, administrator, or even an employee or service provider, as well as any other hypothesis that characterizes a conflict of interest.

Article 29 The provisions of the Company's Code of Ethics and Conduct, Anti-Corruption Policy, and Policy for Trading with Securities of Own Issue and Disclosure of Material Information and Confidentiality of the Company, as well as the other Company policies that refer to the Fiscal Council, are applicable to the members of the Fiscal Council.

Article 30 The members of the Fiscal Council, or at least its Chairperson, must attend the Company's General Meetings, when necessary, and respond to requests for information made by shareholders.

Article 31 The Fiscal Council will receive copies of the General Meetings minutes, the Board of Directors and the Executive Board, upon request, as well as other clarifications and information it deems necessary for the performance of its duties, as long as permitted by law and the Company's Bylaws.

Article 32 The prompted doubts in the application of this Internal Regulation shall be clarified and solved by the Fiscal Council, supported by the provisions of the Brazilian Corporate Law and, whenever deemed necessary, based on the opinion of legal advisors or other specialists.

Article 33 Any omitted cases will be solved by the Fiscal Council as provided in the previous article, and their resolution may lead to the revision of these Internal Rules.

São Paulo, September 10th, 2020.