

## **INTERNAL REGULATIONS OF THE BOARD OF EXECUTIVE OFFICERS**

**Approved by the Board of Directors  
on October 26, 2018**

### **CHAPTER I NATURE AND SUBJECT MATTER OF THE INTERNAL REGULATIONS**

Article 1 – These Internal Regulations (“Regulations”) regulate the operation of the Board of Executive Officers of Embraer S.A. (“Company”), as well as its relationship with the other bodies of the Company, pursuant to applicable law, supplementing the rules applicable to the Board of Executive Officers set forth in the Company’s Bylaws, which must prevail in case of conflict with the provisions hereof.

### **CHAPTER II COMPOSITION, TERM OF OFFICE AND INVESTITURE**

Article 2 – The Board of Executive Officers consists of at least four (4) and no more than eleven (11) Officers, including one Chief Executive Officer, for a two-year term. Reelection is permitted.

Paragraph 1 – The Board of Directors shall set forth the designations and functions of each Executive Officer, as well as appoint the Investor Relations Officer.

Paragraph 2 – The Board of Directors shall appoint, as members of the Board of Executive Officers, professionals who are able to harmoniously combine the interests of the Company and its shareholders and the Company’s social and environmental responsibility, based on legality and confidentiality, in accordance with the law and ethics.

Paragraph 3 – The members of the Board of Executive Officers shall take office upon execution of the Investiture Instrument, drawn in the Company’s book, within thirty (30) days after their election.

Paragraph 4 – The accumulation of positions is permitted.

### **CHAPTER III ABSENCE OR IMPEDIMENT AND VACANCY**

Article 3 – In the event of absence or impediment of any of the Executive Officers, the Chief Executive Officer may choose an interim officer among the members of the Board of Executive Officers to replace him or her. In the event of absence or impediment of the CEO, the CEO shall appoint one Executive Officer to replace him or her. The Executive Officer so appointed shall accumulate the position of CEO.

Paragraph 1 – In the event of vacancy of the position of CEO, one of the Executive Officers, to be appointed by the Chairman of the Board of Directors, shall take over as interim CEO until the next meeting of the Board of Directors, which shall appoint the new CEO.

Paragraph 2 – In the event of vacancy of the position of Executive Officer, one of the Executive Officers, to be appointed by the CEO, shall take over as interim Executive Officer and temporarily accumulate these positions until the next meeting of the Board of Directors.

Paragraph 3 – The Executive Officer who replaces the CEO or any other Executive Officers, as provided in this Article, shall not be entitled to any additional compensation.

#### **CHAPTER IV POWERS AND DUTIES OF THE BOARD OF EXECUTIVE OFFICERS**

Article 4 – The duties of the Board of Executive Officers are provided in applicable law. In addition, the Board of Executive Officers is responsible for the implementation of the resolutions of the Board of Directors and the Shareholders' Meeting, subject to applicable law, the Company's Bylaws and this Chapter IV.

Article 5 – The Board of Executive Officers has full powers to practice all acts required to fulfill the Company' corporate purpose, subject to applicable law, the Company's Bylaws and the resolutions taken at the Shareholders' Meeting and by the Board of Directors.

Article 6 – The Board of Executive Officers shall review, at least annually, the efficacy of the risk management and internal control policies and systems and compliance program. The Board of Executive Officers is also accountable for this review before the Audit, Risk and Ethics Committee.

Article 7 – The Board of Executive Officers shall perform the risk management policy and, as required, propose to the Audit, Risk and Ethics Committee of the Board of Directors any amendments to this policy, based on changes in risks to which the Company is exposed.<sup>1</sup>

Article 8 – The Board of Executive Officers shall implement and maintain efficient mechanisms, processes and programs to monitor and disclose the Company's financial and operating performance, as well as the impacts of the Company's activities on the society and the environment.<sup>2</sup>

#### **CHAPTER V OPERATING RULES OF THE BOARD OF EXECUTIVE OFFICERS**

Article 9 – The Board of Executive Officers shall meet as required, pursuant to the Company's Bylaws, or at the discretion of the CEO, who shall chair the relevant meeting.

Paragraph 1 – The Executive Officers may request, through the Secretary, the presence of any employee and/or member of the other management bodies of the Company before the Board of Executive Officers, provided that no legal impediment exists.

Paragraph 2 – The minutes of the meetings of the Board of Executive Officers may be drawn in Portuguese or English, as applicable, for purposes of recording, and must be filed at the Company's headquarters.

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<sup>1</sup> Duties included pursuant to item 3.1.1.i of the Brazilian Code of Governance.

<sup>2</sup> Duties included pursuant to item 3.1.1.ii of the Brazilian Code of Governance.

## **CHAPTER VI SECRETARY**

Article 10 – The General Counsel shall act as secretary in the meetings of the Board of Executive Officers. In the absence of the General Counsel, the Board of Executive Officers may appoint another individual to act as secretary.

Article 11 – The Secretary shall be responsible for the administrative organization of the Board of Executive Officers, preparing, organizing, drafting and delivering the agenda of meetings, as well as conveying the information required for the resolutions included in the agenda.

## **CHAPTER VII DUTIES AND RESPONSIBILITIES**

Article 12 – The duties of the Executive Officers are provided in applicable law, the Company's Bylaws, these Regulations, and set forth by the Board of Directors, strictly subject to the Articles providing for members of Management, in Chapter XII, section IV, of Law No. 6.404/76, and the policies approved by the Board of Directors.

Article 13 – The Executive Officers shall keep the Company's business in secret, treating as confidential all information to which they have access in connection with the Company, its business, employees, members of management, shareholders or contractors and service providers, using such information exclusively and in the best interest of the Company.

Article 14 – The Company's Executive Officers shall not (i) enter into transactions that are foreign to the Company's corporate purpose, (ii) practice any liberalities on behalf of the Company, or (iii) provide accommodations, post bonds or provide any other guarantees that are not required for the fulfilment of the Company's corporate purpose.

Article 15 – In case of trading of securities issued by the Company, the Executive Officers shall comply with the Trading Policy of Securities Issued by the Company and with the Material Information Disclosure and Confidentiality Policy.

Article 16 – The members of the Board of Executive Officers shall not interfere with any corporate transaction in which they have a conflict of interest with the Company.

Article 17 – The CEO may claim conflict of interest regarding any Executive Officers of the Company. In the event the relevant Executive Officer does not agree with the claimed conflict of interest, the Board of Directors shall decide on this matter.

## **CHAPTER VIII MISCELLANEOUS**

Article 18 – These Regulations may only be amended by the Board of Directors.

Article 19 – The Board of Directors shall settle any omissions.

Article 20 – These Regulations take effect on the date they are approved by the Board of Directors and will be filed at the Company's headquarters.