

ATTACHMENT 2

JHSF PARTICIPAÇÕES S.A.

CNPJ/ME 08.294.224/0001-65

NIRE 35.300.333.578

Publicly-held Company

FISCAL COUNCIL INTERNAL REGULATIONS

Article 1 - The purpose of these Internal Regulations is to establish rules for the operation of the Fiscal Council of JHSF Participações S.A. ("**Fiscal Council**", "**Company**" or "**JHSF Participações**"), when installed, defining its responsibilities and attributions, pursuant to the Company's Bylaws, Law No. 6404, of December 15, 1976, as amended ("**Corporation Law**"), as well as good corporate governance practices.

Article 2 - The Fiscal Council will not have a chairperson and is jointly managed by all its effective members, which together, and in compliance with the simple majority criterion, will resolve on all matters of its competence or those that are necessary to resolve for the proper conduct of its work.

Sole Paragraph – The following are the responsibilities of the Fiscal Council and its members, in addition to other duties provided for in the Brazilian Corporate Law and in the Company's Bylaws:

- I)** attend the meetings of the Fiscal Council;
- II)** examine matters assigned to it, issuing opinions on them;
- III)** participate in discussions and voting sessions, asking for views on the matter, if deemed necessary, during the debate and before the vote;
- IV)** request from the Company's management bodies information considered indispensable to the performance of the duty;
- V)** notify the other members of the Fiscal Council at least two (2) days in advance of the scheduled meeting about the impossibility to attend said meeting for the purpose of calling the alternate member;
- VI)** the prerogative to request clarification or information from the management bodies, as well as preparation of special financial or accounting statements, as long as they are related to its supervisory duty, as well as to request clarification or information from independent auditors and ascertainment of specific facts;
- VII)** the Fiscal Council will hold at least one quarterly meeting to analyze financial information of the respective period and one annual meeting to analyze and express its opinion on the statements of the fiscal year;
- VIII)** the Fiscal Council will prepare a work plan for each year, which will be presented at the first Fiscal Council meeting held in the year to which the respective work plan refers; and

IX) perform other legal duties, which are inherent to the function of Fiscal Advisor.

Article 3 - In case of absence or temporary impediment of any member, he shall be replaced by his respective alternate.

Article 4 - The Fiscal Council is non-permanent, and will be installed upon request of the shareholders, pursuant to the law. When installed, the Fiscal Council will be composed of three (3) to five (5) members and an equal number of alternates, who will exercise their offices until the first Annual General Meeting held after their election, and may be reelected.

Article 5 – Any Fiscal Council member can call for ordinary and extraordinary meetings of the Fiscal Council, and the respective notices must be sent at least 3 (three) days in advance by registered letter or e-mail. The summons must indicate the meeting's agenda. The call for meetings is waived when the Board members have previously expressed their agreement with the date, time and place or when all Board members are present at the meeting.

Article 6 - The meetings of the Fiscal Council may be validly installed when at least the majority of its members are present, and the decisions are taken by the majority of those present.

Sole Paragraph - The dissenting member in relation to any resolution of the Fiscal Council may record his dissent in the Fiscal Council meeting minutes, as well as communicate it to the Company's managing bodies.

Article 7 - The Fiscal Council will meet at the Company's headquarters, or it may meet by means of audio and video tools to hold remote meetings, provided that the majority of the acting members have previously agreed. The meetings will be held in business hours and on working days.

Article 8 - At the Fiscal Council meetings, early written votes and votes cast by electronic mail (e-mail) or any other means of communication will be admitted, and members voting in this manner will be considered to be attending the meeting; members attending the meeting by means of conference call, video conference, or any other means that allow identification of the director and simultaneous communication with all other persons present at the meeting will also be considered present at the meeting.

Sole Paragraph - The sequence of work at meetings will preferably follow the order below: (a) attendance check; (b) working hours; (c) report, discussion and voting of the proceedings on the agenda; and (d) miscellaneous matters.

Article 9 - The minutes of the Board meetings will be transcribed in the Book of "Minutes and Opinions of the Fiscal Council", which will be kept, together with the other corporate books, at the Company's headquarters. The minutes may be written by a participant of the Fiscal Council meeting.

Article 10 - The documents and information that have not been published pursuant to the law, and that made available to the Fiscal Council by the Company's management, will be kept confidential in order to safeguard the interests of the Company, its shareholders and the market, and these documents and information cannot be disclosed to third parties without prior alignment with the Company's management.

Sole Paragraph - Directors will sign a Confidentiality Agreement with the Company, guaranteeing, during and after the exercise of their mandate, the non-disclosure of any

information, to which they have or will have access in the exercise of their duties in the Fiscal Council, which is not publicly available, except in the fulfillment of their legal obligations.

Article 11 - The members of the Fiscal Council will immediately inform the Investor Relations Officer on any changes in their shareholding positions in the Company, under the conditions and as determined by the Brazilian Securities and Exchange Commission (CVM) and other Company documents.

Article 12 – The Fiscal Council members are prohibited: (a) to contract loans or advances from the Company or any of its subsidiaries; this prohibition also applies to their spouses and relatives up to second degree; (b) to accept, directly or indirectly, any type of compensation in excess of that approved at the Company's General Shareholders' Meeting, for the provision of consultancy or advisory services.