



**INTERNAL REGULATIONS OF THE FISCAL COUNCIL OF
TEGMA GESTÃO LOGÍSTICA S.A.**



Chapter I

General Objectives

Article 1. These Internal Regulations (“Regulations”) have the scope of establishing the general rules related to the structure, organization, attributions, responsibilities, and of disciplining the operation of the Fiscal Council of Tagma Gestão Logística S.A. (“Tagma”/“Company”).

Article 2. The Fiscal Council is a body for supervising the acts of Company’s administrators and management. Its activities are governed by the Bylaws and these Regulations, without prejudice to the legal and regulatory rules that apply to it.

Article 3. The Fiscal Council will not be permanent and will only be installed at the request of sharemembers, subject to the provisions of the applicable legislation and regulations.

Chapter II

Composition, Mandate, Investiture, and Replacement

Article 4. As defined in the Bylaws, the Fiscal Council will be composed of a minimum of three (3) and a maximum of five (5) effective members and an equal number of alternates, elected by the General Meeting, among which one will be appointed Chairman of the Fiscal Council, by the respective Body, in a meeting.

Article 5. Conditions for taking office are that the director:

- (iv) Signs the term of investiture, drawn up in the Fiscal Council’s Minutes Book, under the terms defined by Law and the New Market Regulation;
- (v) Provides a declaration of clearance made under the penalties of the Law and in a specific instrument, which will be filed at the Company’s headquarters; and
- (vi) Signs the terms of adherence to the Material Act or Fact Disclosure Policy and the Company’s Securities Trading Policy.

Article 6. The members of the Fiscal Council and their alternates will hold office until the first ordinary general meeting to be held after their election, reelection being permitted.

Article 7. The role of member of the Fiscal Council is non-delegable.

Article 8. Alternates will replace the members in impediments, in formal resignation, in temporary or permanent absences.



Chapter III

Compensation

Article 9. The General Meeting that elects the Fiscal Council will set their compensation, which will not be lower, for each member in office, to one tenth of that which, on average, is attributed to each Officer, not counting the benefits, representation fees, and participation in the profits.

Sole Paragraph. The Directors will be reimbursed by the Company for the expenses incurred as a result of their transportation to the Fiscal Council meetings, as provided for in paragraph 3 of article 162 of law no. 6,404, of December 15, 1976 (“Business Corporation Law”).

Article 10. Alternate members, when called upon to participate in the meeting to replace the member, will receive the full amount of the compensation due to the member, and in the event of this hypothesis, the member will not be entitled to the compensation for such period.

Chapter IV

Competence of the Fiscal Council

Article 11. The attributions of the Fiscal Council are provided for in article 163 of the Business Corporation Law.

Article 12. Each member of the Fiscal Council is responsible for:

- (x) Calling meetings, communicating the agenda to the others, under the terms of these Regulations;
- (xi) Requesting books, documents, or information necessary for the performance of the functions of the Fiscal Council;
- (xii) Attending Fiscal Council meetings;
- (xiii) Examining matters attributed to him/her, issuing opinions on them;
- (xiv) Taking part in discussions and voting;
- (xv) Requesting the management bodies for information considered essential to the performance of the function;
- (xvi) Attending meetings of the management bodies and Shareholders’ Meetings, in accordance with the law and these Regulations;



- (xvii) Communicating to the members of the Fiscal Council, at least three (3) days in advance of the previously scheduled meeting, the non-possibility of attending said meeting, for the purpose of calling for an alternate; and
- (xviii) Performing other legal and statutory duties, inherent to the function of fiscal director.

Chapter V

Duties of the Fiscal Director

Article 13. It is the duty of every director, in addition to those provided for by law and those that the applicable regulations and the Bylaws impose on him/her, to:

- (vi) Maintain confidentiality of any and all Company's information to which he/she has access as a result of the exercise of the position, as well as requiring the same confidential treatment of the professionals who advise him/her, using it only for the exercise of his/her duties as a director, under penalty of being liable for the act that contributes to its undue disclosure;
- (vii) Attend the meetings of the Board previously prepared, with the examination of documents made available, and to participate actively and diligently;
- (viii) Abstain from intervening, alone or in conjunction with third parties, in any business with the Company, its subsidiaries and affiliates, controllers, and also among the Company and its subsidiaries and affiliates, as well as other companies that, with any of these persons, whether in the same legal or de facto group, except with prior and specific approval of the Board;
- (ix) Declare, prior to the resolution, that for any reason he/she has a particular or conflicting interest with that of the Company in relation to the subject matter submitted to him/her, abstaining from its discussion and vote; and
- (x) Ensure that the Company adopts good corporate governance practices.

Chapter VI

Prohibitions to Fiscal Directors

Article 14. The Directors are prohibited from:

- (vii) Receiving any undue or disproportionate advantage, due to the exercise of the position;
- (viii) Using, for their own benefit or that of others, with or without prejudice to the Company, the commercial opportunities of which they are aware due to the exercise of their position;



- (ix) Omitting to exercise or protection of the rights of the Company or, in order to obtain advantages for themselves or others, to fail to take advantage of business opportunities of the Company's interest;
- (x) Acquiring, to resell at a profit, a good or right that may be necessary to the Company or that it intends to acquire;
- (xi) Using privileged information to obtain an advantage for him/herself or for others; and
- (xii) Participating directly or indirectly in the management of competing companies.

Chapter VII

Operation Rules of the Fiscal Council

Article 15. The Fiscal Council will meet ordinarily every three (3) months, according to the annual calendar previously defined by the Company, and, at the first meeting to be held after the election of its members, elect the Chairman of the Fiscal Council.

Article 16. The Fiscal Council may meet extraordinarily upon the summon of any of its members, or by the Company's Management, to deal with specific matters, the information of which shall be sent to the Directors along with the summons.

Article 17. The summoning of Directors to the ordinary and extraordinary meetings will be made with a minimum advance of five (5) days of their performance by the Administrative-Financial Officer of the Company or any of the members of the Fiscal Council. The summons shall be accompanied by an indication of date, time, location, which shall preferably be the Company's headquarters, and the agenda for the meeting.

Article 18. In the event of justified urgency, the meeting may be called and held without observing the minimum period referred to in article 17 above, provided that all members of the Fiscal Council are present.

Article 19. The Fiscal Council's resolutions will be taken by majority vote, with the majority of its members present.

Article 20. The directors may participate in the Fiscal Council's meetings by conference call or video conference, in which case they shall forward their vote in writing to the Chairman of the Fiscal Council, by means of a letter or email, shortly after the end of the meeting.

Article 21. During the meeting, the record of the discussions and resolutions shall be made, which will be used to draw up minutes of the meeting's proceedings, containing the items covered, the decisions made, and the actions to be taken. Differing votes and relevant discussions shall be included in the minutes whenever required.



Article 22. If the Fiscal Council intends that the minutes take effect against third parties, they will be filed in the trade register and published in accordance with the law, within a maximum period of thirty (30) days from the date of the Fiscal Council's meeting.

Article 23. The secretary of the Council will have the following duties:

- (v) Organizing, under the guidance of the Chairman, the agenda for the matters to be addressed at each meeting, providing the necessary documents for the appreciation of agenda items;
- (vi) Arranging the call for board meetings, informing the directors - and any participants - of the place, date, time, and agenda;
- (vii) Serving as secretary for the meetings, preparing the respective minutes, and collecting the signatures of all directors taking part in it, in addition to consigning the attendance of any invited guests; and
- (viii) Monitoring and controlling requests and pending issues arising at Board's meetings.

Article 24. After the deliberations are finished, the Chairman will collect the vote of each director.

Article 25. Sessions shall be suspended or closed, when circumstances so require, at the request of any director and with the approval of the Fiscal Council.

Sole paragraph. In the event of session suspension, the Chairman shall set the date, time, and place for its continuation, with the need for a new call of directors being waived.

Chapter VIII

Interaction with the Board of Directors

Clause 26. The Fiscal Council will meet periodically with the Board of Directors to deal with matters of common interest.

Article 27. The Chairman of the Board will provide the clarifications and information requested by the Fiscal Council, regarding his/her supervisory role.

Chapter IX

Final Provisions

Article 28. The omissions of these Internal Regulations, doubts of interpretation, and any changes to its provisions will be decided in a meeting of the Fiscal Council, as provided for in the Bylaws and these Regulations.

Article 29. These Internal Regulations enter into force on the date of their approval by the Fiscal Council and will be filed at the Company's headquarters.