



C&A Modas S.A.

Report on the Brazilian Code of Corporate Governance - 2020

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Chapter - Principle e- Practice	Option	Explanation
<b>1. Shareholders</b>		
1.1.1 - The company's share capital shall be comprised of common shares only.	YES	-
1.2.1 - Shareholder agreements shall not be binding on the exercise of the voting rights of any officer or member of the oversight and control bodies.	N/A	-
1.3.1 - Management shall use shareholder meetings to communicate how the company's business is being conducted, for which management shall publish a handbook to facilitate and encourage participation in General Meetings, with the purpose of facilitating and encouraging participation in shareholders' meetings.	YES	-
1.3.2 - Minutes shall enable the full understanding of the discussions taking place during the meetings, even if they are recorded as a summary of the facts. They shall also identify the votes cast by the shareholders.	YES	-
1.4.1 - The Board of Directors shall perform a critical analysis of the advantages and disadvantages of the anti-takeover mechanism and its characteristics, and especially of the triggers and price parameters, if applicable, providing suitable explanations.	N/A	-
1.4.2 - Provisions that impede the removal of the measure from the Bylaws, the so-called "entrenched clauses", shall not be used.	N/A	-
1.4.3 - If the Bylaws require a public offer to acquire shares (OPA) whenever a shareholder or group of shareholders accumulates a significant share of the voting rights, either directly or indirectly, the rule used to determine the offer price shall not impose premiums that result in a share price that is substantially above its economic or market value.	N/A	-
1.5.1 - The Company's Bylaws shall determine that transactions that configure direct or indirect sale of the controlling shareholding must include a public offer to acquire shares (OPA). Transactions where there is direct or indirect transfer of control shall include a public offer to acquire shares (OPA) sent to all shareholders at the same price and under the same terms as those obtained [offered] by the selling shareholder. Officers shall state their position regarding the terms and conditions of corporate reorganization and increases in share capital, and determine if the Company shareholders have received fair and equal treatment.A16	YES	-
1.6.1 - The Bylaws shall require that the Board of Directors issue an opinion regarding any OPA that involves shares or securities that can be converted into or exchanged for company shares. Said opinion shall include, among other relevant information, the opinion of the Board of Directors on accepting the tender offer and on the company's economic value.	YES	-

1.7.1 - The Company shall prepare and disclose its destination of profits policy as defined by the Board of Directors. Among others, this policy shall determine the frequency of dividend payments and the reference parameter to be used to define the amount (percent adjusted net profit and free cash flow, among others).	YES	-
1.8.1 - The Bylaws shall clearly and accurately, and in a separate chapter, state the public interest that justified creating a mixed-capital company.	N/A	-
1.8.2 - The Board of Directors shall monitor the Company's activities and define policies, mechanisms, and internal controls to calculate the possible cost of serving the public interest, and any reimbursements that may be owed the Company or other shareholders and investors by the controlling shareholder.	N/A	-
<b>2. Board of Directors</b>		
2.1.1 Irrespective of any other legal, statutory or legal responsibilities in the Bylaws, the Board of Directors shall \n\n (i) Define the business strategies, bearing in mind the impact of the Company's activities on society and the environment, seeking the company's continuity and long-term value creation; \n\n (ii) Periodically assess the company's risk exposure and the effectiveness of its risk management systems, internal controls and compliance system, and approve a risk management policy compatible with the Company's business strategies; \n\n (iii) Define the company's values and ethical principles and ensure issuer transparency in its relationship with all stakeholders; \n\n (iv) Annually review the corporate governance system with a view to improving it.	YES	The responsibilities of the Company's Board of Directors are described in the Bylaws and the specific Internal Charters. They stipulate that, among others, the Board shall: (i) Define policies and set budget strategies for the business, lead growth strategy implementation and provide overall direction for the Company's business. It shall also approve the annual budget, business plans and any other strategy, investment, annual and/or multiyear plans, as well as the Company's expansion projects; (ii) Approve the Risk Management Policy and, through the Audit and risk Management Committee a) oversee activities in risk management, internal controls and compliance and b) assess and monitor the Company's exposure to risk; (iii) Approve the Code of Ethics and, through the Audit and Risk Management Committee, oversee compliance with the code of conduct and monitor the whistle-blower channel; (iv) Meet with the Audit and Risk Management Committee at least once every quarter to oversee the Committee's activities, including how Corporate Governance themes (risk management, internal controls, information security, data privacy, corporate compliance, ethics and internal auditing) have progressed. The Bylaws, the Board and Committee Charters and the Code of Ethics are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance.
2.2.1 - The Company's Bylaws shall determine that \n\n (i) The Board of Directors shall be composed of a majority of external members, with at least one-third independent board members; \n\n (ii) The Board of Directors shall assess and disclose annually who the independent members are, as well as disclose and justify any circumstances that could compromise their independence.	NO	Article 16 of the Company Bylaws stipulates the rules for composing this body according to the Novo Mercado Rules and Brazil's Corporate Law (Lei das Sociedades por Ações), stipulating that the Board shall have between 3 and 9 members, at least 2 or 20% of whom shall be independent. However, despite the absence of any statutory provision, the composition of the Company's Board of Directors, approved in October 2019, follows best practices of the Brazilian Corporate Governance Code and complies with the practices recommended therein, with 3 of the 5 elected members being external members, 2 of whom are independent. Furthermore, and again despite the absence of any statutory provision, the Board's Bylaws stipulate that, at least once a year, the effectiveness of the Board and its advisory bodies be assessed. This includes an assessment of the independence of its members. In 2019, this assessment was performed during the IPO process, which took place in October. The Board of Director Charter and composition, along with the circumstances of its independence, are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance.

2.2.2 - The Board of Directors shall approve an appointment policy that determines \n\n (i) The procedure for appointing members of the Board of Directors, including their appointment to other company bodies in these same procedures; \n\n (ii) That the Board of Directors shall be composed bearing in mind the time availability of its members to perform their duties as board members, as well as a diversity of knowledge, experience, conducts, cultural aspects, age, and gender.	YES	The Company's Officer Appointment Policy was approved by the Board of Directors in October 2019. It's goal is to define guidelines for appointing board members and ensure a diverse composition of the Company's management bodies, in line with governance best practices. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
2.3.1 - The CEO (Director-President) may not be simultaneously the Chair of the Board of Directors.	YES	-
2.4.1 - The Company shall implement an annual performance assessment process for the Board of Directors and its committees and collegiate bodies, as well as the Chair and Members of the Board of Directors individually, and of the Governance Secretary if applicable.	YES	To continuously enhance its effectiveness, helping the members of the board analyze their own contributions and define action plans for the constant improvement of the Board, at least once every year the Company shall perform a formal assessment of the performance of the Board as a collegiate entity, and of its advisory committees. Any Board member holding such position for at least two ordinary meetings since the latest assessment shall be eligible to be an evaluator. The Chair of the Board of Directors is responsible for conducting the assessment process. Expert independent advisory services may be retained. The results of the assessment shall be disclosed to the CEO and to all Board members. The Board Bylaws are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
2.5.1 - The Board of Directors shall approve and continuously update a CEO succession plan, preparation of which shall be coordinated by the Chair of the Board of Directors.	PARTIALLY	At this point, the Company does not have a formal succession plan for the CEO approved by the BoD. To fill this gap, Article 22 of the Bylaws states that the Board of Directors shall be immediately convened to fill the position in the event the position of CEO falls vacant the person holding that position is permanently impaired. However, the Company continuously analyzes its practices to improve its Corporate Governance structure and is checking if it should implement a formal succession plan, approved by the Board of Directors, for the position of CEO. The Bylaws are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
2.6.1 - The Company shall have a structured onboarding program for new members of the Board of Directors so that they may be introduced to the key people in the company and its facilities. Said program shall also address the themes that are essential to understand the Company's business.	PARTIALLY	Although the Company does not have a formal onboarding process for new members of the Board of Directors, meetings with key people are organized to ensure new members understand the Company's business. Furthermore, before a new Board Member takes office, the Company provides the main documents such as the Bylaws, Regulations, Policies, Code of Ethics, strategic plans and management reports so that he or she may become familiar with the business before starting out in his or her new role. However, the Company continuously analyzes its practices to improve its Corporate Governance structure and is checking if it should implement a formal onboarding program.
2.7.1 - Compensation of the members of the Board of Directors shall be proportional to their responsibilities and time requirements. There shall be no compensation based on participation in meetings. Variable compensation for board members, if any, shall not be linked to short-term results.	YES	-

2.8.1 - The Board of Directors shall have an internal charter that governs its responsibilities and rules of operation, including \n\n (i) The responsibilities of the Chair of the Board of Directors; \n\n (ii) The rules for replacing the Chair in the event the position is vacant or in his/her absence; \n\n (iii) Measures to be implemented in situations where there is conflict of interest; \n\n (iv) A definition of how much time in advance materials to be discussed at meetings in suitable depth must be distributed.	YES	-
2.9.1 - The Board of Directors shall define an annual calendar with the dates of the ordinary meetings, which shall be no fewer than six and no more than twelve each year. It shall also issue calls for extraordinary meetings as necessary. This calendar shall also have an annual theme agenda with the relevant themes and the dates on which they will be discussed.	YES	-
2.9.2 - Board meetings shall foresee regular sessions exclusively for external members, without the presence of Company executives and other guests for alignment and discussion of topics that could cause awkwardness.	YES	-
2.9.2 - The minutes of board meetings shall be written in clear language and record the decisions made, those present, the dissenting votes and any abstentions.	YES	According to Article 18 of the Company Bylaws, every meeting of the Board of Directors must be recorded in minutes signed by all BoD members present at the meeting. It must be written in clear language, list all of the decisions made, those present, dissenting votes and abstentions. It must subsequently be transcribed in+ C34to the Book of Minutes of the company Board of Directors. Minutes that include decisions that will have an effect on third parties must also be published and filed with the Board of Trade [Public Registrar or Mercantile Companies]. The Bylaws are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
<b>3. Executive Management</b>		
3.1.1 The Board of Directors shall, irrespective of any other legal, statutory or other practices stated in the Bylaws \n\n (i) implement a risk management policy and, when necessary, propose to the Board any reviews of this policy as may be necessary as a result of changes in the risks to which the company is exposed; \n\n (ii) implement and maintain effective procedures and programs to monitor and disclosure the Company's financial and operating performance, and the impact of its activities on society and the environment.	YES	-
3.1.2 - The Executive Management should have an exclusive charter that defines its structure, operation, roles and responsibilities.	NO	Although the Company Board does not have its own formal Charter, Section III of the Company's Bylaws defines the BoD structure, operation, roles and responsibilities. This body has an agenda that is defined ahead of time, as well as specific goals and guidelines to ensure suitable completion of the work of each Executive area and the Company's goals. However, the Company continuously analyzes its practices to improve its Corporate Governance structure and is checking if it should implement a formal Charter for its Executive Management.
3.2.1 - There shall be no reservation of executive or managerial positions for direct appointment by the shareholders.	YES	-

3.3.1 - The CEO shall be evaluated by the Board of Directors once a year in a formal assessment process that is based on his/her performance and the financial and non-financial goals (determined by the Board) for the organization.	YES	Article 19 of the Company Bylaws states that the Board of Directors shall assess the performance of the CEO and analyze the performance assessments of the other Officers prepared by the CEO. The financial and non-financial targets to be used for the assessment shall be set at a meeting of the Board of Directors. Considering that the Company uses an annual assessment cycle following the October 2019 IPO, the first formal assessment of the CEO shall take place in 2021, covering the period between November 2019 and December 2020. The Bylaws are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
3.3.2 - The results of the assessments of the other officers, including the CEO's suggestions for targets to be agreed and the permanence, promotion or dismissal of the officers in relation to their respective positions, shall be submitted to, reviewed, discussed and approved by the Board of Directors.	YES	Article 19 of the Company Bylaws states that the Board of Directors shall assess the performance of the CEO and analyze the performance assessments of the other Officers prepared by the CEO. The financial and non-financial targets to be used for the assessment shall be set at a meeting of the Board of Directors. Considering that, since the October 2019 IPO, the Company uses an annual assessment cycle, the first formal assessment of the Officers (Executive Management) CEO by the BoD shall take place in 2021, covering the period between November 2019 and December 2020. The Bylaws are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
3.4.1 - Executive Officer compensation shall be determined based on a compensation policy approved by the Board of Directors using a formal and transparent procedure that considers the costs and risks involved.	YES	The Company has a compensation policy for its Executive Officers that was approved by the Board of Directors in October 2019. The goal is to set clear guidelines and rules for defining the compensation and benefits granted to members of the Executive Board. Members of the Executive Board shall be eligible for: (i) Fixed compensation, including a fixed monthly salary and package of benefits; (ii) Variable compensation based on a profit sharing program for each fiscal period (PLR); (iii) Stock-based compensation. We reiterate that the reference standard for determining executive compensation is the market, in the form of annual market surveys performed by an independent consulting firm specialized in companies with similar compensation policies and competitors in fashion retail. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
3.4.2 - Executive Officer compensation must be linked to results and include medium and long-term targets that are clearly and objectively related to creating long-term economic value for the Company.	YES	The Company has an "Executive Officer Compensation Policy" that was approved by the Board of Directors in October 2019. The goal is to set clear guidelines and rules for defining the compensation and benefits granted to the Executive Officers. Long-term compensation to which Officers are eligible is based on a long-term incentive plan that aims to incentivize and align the interests of our shareholders, maximizing the value created for our business through consistent and sustainable results over the medium and long terms. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.

3.4.3 - The incentives structure must be aligned with the risk limits defined by the Board of Directors and shall prohibit a single person from controlling the decision making process and its respective oversight. Nobody should decide his or her own compensation.	YES	The Company has a compensation policy for its Executive Officers that was approved by the Board of Directors in October 2019. The goal is to set clear guidelines and rules for defining the compensation and benefits granted to executive officers. Any adjustment in Executive Officer compensation must be approved by the Board of Directors before taking effect. The Audit and Risk Management Committee is responsible for monitoring the Company's exposure to risk, and may request detailed information on the policies and procedures related to Officer compensation. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
<b>4. Oversight and Control Bodies</b>		
4.1.1 - The statutory audit committee shall \n\n (i) Among other responsibilities, advise the Board of Directors in how to monitor and control the quality of the financial statements and internal controls, as well as manage risks and compliance; \n\n (ii) Be comprised mostly of independent members and be coordinated by an independent board member; \n\n (iii) At least one of its independent members shall have proven experience in all of the following: corporate accounting, internal controls, finance, and auditing; \n\n(iv) Have a dedicated budget to retain advisors for accounting, legal and other themes when the opinion of an external expert is necessary	YES	The Company created a statutory Audit and Risk Management Committee in October, 2019 as part of the IPO process. This Committee is linked to, and advises the Company Board of Directors and is independent of the Executive Management. Its responsibilities are to: (a) Oversee the quality and completeness of the financial reports, compliance with legal, statutory and regulatory standards, and the suitability of the risk management processes, internal controls, compliance and internal auditing procedures; (b) Oversee the activities of the external (or independent) auditors; (c) Oversee compliance with the code of conduct and monitor the whistle-blowing channel. The Committee is operationally independent and has its own annual or per-project budget, within the limits approved by the Board, to enable it to lead or determine that queries, assessments and investigations be performed within the scope of its activities, including retaining and using external independent experts. The Committee shall have at least 3 members as follows: (a) At least 1 member of the Company Board of Directors that is not also an Executive Officer;+C42 (b) At least 1 member with known experience in corporate accounting, as per the current terms published by the CVM; (c) The majority of the members must be independent. The Bylaws and Board and Committee Charters are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.C44
4.2.1 - The Fiscal Committee shall have its own Charter describing its structure, operation, work program, roles and responsibilities, without creating obstacles to the individual activities of its members.	N/A	-
4.2.2 - Minutes of the Fiscal Committee meetings shall abide by the same rules of disclosure as the minutes of the meetings of the Board of Directors.	N/A	-
4.3.1 - The Company shall define a policy to retain non-auditing services from its independent auditors. This policy must be approved by the Board of Directors and prohibit the retaining of non-auditing services that could compromise the independence of the auditors. The Company shall not retain as independent auditor any party that has provided internal auditing services for the company in the previous three years.	PARTIALLY	The Company has Procedures to Interact with the Independent Auditors that remain in effect. These Procedures were approved by the Comptroller prior to the IPO. The guidelines support interactions with the independent auditors, and prohibits retaining them for certification or internal auditing services. However, we reiterate that the Company constantly analyzes its practices to improve its Corporate Governance structure, and is drafting a Corporate Policy to Retain and Interact with independent Auditors to be approved by the Board of Directors and replace the current Procedures.

4.3.2 - The independent auditing team shall report to the Board of Directors via the Audit Committee, if there is one. The Audit Committee shall monitor the effectiveness of the work of the Independent Auditors and their independence. It shall also assess and discuss the annual work plan of the independent auditors and send it to the Board of Directors for appreciation.	YES	-
4.4.1 - The Company shall have an internal auditing area linked directly to the Board of Directors.	YES	The Company created an Internal Audit Committee within the Corporate Governance department. This includes a dedicated team and specialized consulting separate from independent auditors and duly approved by the Audit and Risk Management Committee. According to the BoD Charter, Internal Auditing is linked to the Board of Directors via a Committee with sole and exclusive responsibility for the area, whose goal is to provide an independent and objective assessment of the quality and effectiveness of the governance and risk management processes+C47 and the Company's internal control environments. The Bylaws and Committee Charter are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
4.4.2 - If this activity is outsourced, internal auditing services shall not be performed by the same firm that audits the Company's financial statements. The Company shall not retain as independent auditor any party that has provided internal auditing services for the company in the previous three years.	YES	-
4.5.1 - The Company shall adopt a risk management policy, approved by the Board of Directors, which includes a definition of the risks for which protection is sought, the instruments used for this, the organizational structure to manage risks, an assessment of the suitability of the operating structure and internal controls used to verify effectiveness, and define guidelines to set acceptable limits for the Company's exposure to these risks.	YES	The Company has a Risk Management Policy approved by the Board of Directors in October 2019. The goal is to formalize and disclose the principles, guidelines and responsibilities of the Officers, Board Members and employees, and the procedures for the Risk Management Area. The Company is committed to the continuous development and improvement of the risk management practices of the entire business in order to monitor progress and allow all those involved to perform their roles in the process. The risk management structure was designed to offer a formal structure through which the Company proactively identifies potential risk scenarios and strives to reduce, as much as possible, its exposure to risk within a predetermined risk appetite. It strives to recognize and obtain the maximum benefit of any opportunities available, and seeks excellence in corporate governance, effectively and continuously managing risk. We reiterate however, that the Company continuously analyzes its practices to improve its Corporate Governance structure. It is currently reviewing its Risk Management Policy and organizational structure based on the recommendations of the Audit and Risk Management Committee. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.

4.5.2 - The Board of Directors is responsible for ensuring that executive officers have internal controls and mechanisms to assess and control risks, keeping them at levels compatible with the limits defined. This shall include a compliance program to ensure laws, regulations and external and internal standards are followed.	YES	The responsibilities of the Company Board of Directors are stipulated in the Company Bylaws and BoD Charter. These stipulate that, among others, the BoD shall a) oversee the activities of risk management, internal controls and compliance and b) oversee compliance with the code of conduct and monitor the whistle-blowing channel via the Audit and Risk Management Committee. The Bylaws, the Board and Committee Charters and the Code of Ethics are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance.
4.5.3 - Company Officers shall assess the effectiveness of the risk management and internal control policies and systems, as well as of the compliance program on at least an annual basis, and render accounts regarding this assessment to the Board of Directors.	YES	The Company has a Corporate Governance department that is also responsible for Risk Management, Internal Controls, Corporate Compliance and Ethics that reports the progress of its activities and main outcomes to the Audit and Risk Management Committee at least every two months. The Board of Directors also has the support of the Audit and Risk Management Committee, which checks the effectiveness of the practices adopted by the Governance department and, if necessary, recommends improvements to the Board of Directors. We reiterate however, that the Company continuously analyzes its practices to improve its Corporate Governance structure. It is currently reviewing its policies in this regard and its organizational structure based on the recommendations of the Audit and Risk Management Committee. The Bylaws and Board and Committee Charters are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
<b>5. Ethics and Conflict of Interest</b>		
5.1.1 - The company shall have a Conduct Committee that is independent and autonomous, linked directly to the Board of Directors and responsible for implementing, disseminating, training, reviewing and updating of the Code of Conduct and whistle-blowing channel, and also to investigate and propose corrective measures regarding breaches of the Code of Conduct.	PARTIALLY	The Company created an Internal Ethics Committee with <b>timely</b> report to the Audit and Risk Management Committee. It is+CS4 independent and autonomous to ensure the implementation, dissemination, training, review and updates of the Code of Ethics. Currently the Committee reports to the CEO and is comprised of at least the senior executives in Humana Resources, Legal and Corporate Governance.
5.1.2 - The Code of Conduct shall be drafted by the Executive Officers, with the support of the Conduct Committee and approved by the Board of Directors. It shall (i) Govern the Company's internal and external relationships, expressing the commitment expected from the Company its board members, officers, shareholders, employees, suppliers and stakeholders to adopt suitable standards of conduct; (ii) manage conflicts of interest and ensure that the board member, Audit Committee member and/or member of the conduct committee, if any that is in conflict abstain [from voting];	YES	-
5.1.3 The whistle-blowing channel shall be independent, autonomous and impartial, operating under guidelines defined by the executive officers and approved by the Board of Directors. It shall operate independently and impartially and ensure the anonymity of its users, and also foster any investigations and measures in a timely manner. This service can be outsourced to a third party of known qualification.	PARTIALLY	Reports may be made via the so-called Open Channel (Canal Aberto), as stated in the Code of Ethics, and are reviewed by Compliance. The investigation of any facts reported are led by Corporate Compliance and Ethics, Legal or Human Resources, with no need to identify the whistle-blower. We reiterate however, that the Company continuously analyzes its practices to improve its Corporate Governance structure. It is currently reviewing its ethics management practices based on the recommendations of the Audit and Risk Management Committee.



5.2.1 - The Company's corporate governance rules shall ensure separation and clear definition of the duties, roles and responsibilities associated with the mandates of all governance agents. The span of authority for each instance shall be defined to minimize potential sources of conflict of interest.	YES	The Company Bylaws and the Charters of the Board of Directors and supporting Committees define the duties, roles and responsibilities of governance agents and provides other relevant information regarding conflicts of interest. The Bylaws and Board and Committee Charters are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
5.2.2 - The Company's governance rules shall be made public and determine that a party who is not independent in relation to the matter under discussion or deliberation in the company's management or oversight bodies must state his/her conflict of interest or private interest in a timely manner. These rules shall also stipulate that, if a conflicted person fails to report a conflict, any other person who is aware of it shall report it and that, as soon as a conflict of interest regarding some specific theme be identified, the conflicted person remove him or herself from the discussions and decisions, including physically. The rules shall stipulate that this temporary removal be recorded in the minutes.	YES	How the Company's governance bodies handle conflicts of interest is described in the Bylaws and in the Charters of the Board and its advisory Committees. These are all public documents available on the Company's Investor Relations web page. The Bylaws and Board and Committee Charters are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
5.2.3 - The Company shall have mechanisms to manage conflicts of interest in matters submitted to a vote at the General Meeting, and to receive and process claims of conflict of interest and annul any conflicting votes, even if subsequent to the meeting.	YES	How the Company's governance bodies handle conflicts of interest is described in the Bylaws and in the Charters of the Board and its advisory Committees. These are all public documents available on the Company's Investor Relations web page. The Bylaws and Board and Committee Charters are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
5.3.1 - The Bylaws shall define which related party transactions must be approved by the Board of Directors, with the exclusion of any members that may have a potential conflict of interest.	YES	-
5.3.2 - The Board of Directors shall approve and implement a related party transaction policy that includes, among others \n\n (i) A provision that, prior to approval of specific transactions or guidelines to enter into transactions, the Board of Directors ask that the executive officers provide market alternatives to said related party transaction, adjusted to the risk factors involved; \n\n (ii) Prohibit any form of advisor, consultant or intermediary compensation that could give rise to a conflict of interest with the Company, its officers, shareholders or classes of shareholders; \n\n (iii) Prohibit loans to the controlling shareholder and officers; \n\n (iv) Any transactions with related parties must be preceded by an independent analysis prepared by a bank, attorney, specialized consulting firm or the like based on realistic premises and data checked with third parties, without any involvement of the parties involved in the transaction; \n\n (v) Corporate transactions with related parties shall always ensure equal treatment of all shareholders.	YES	The Company has a Policy for Related Party Transactions approved by the Board of Directors in October 2019. Its goal is to define rules to ensure that decisions involving related parties and situations where there may be a potential conflict of interest are taken considering the interests of the Company and its shareholders. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.

5.4.1 - The company shall adopt, upon resolution of the Board of Directors, a securities trading policy that, without prejudice to compliance with the rules in CVM regulations, determines controls that enable monitoring the transactions performed and investigates and penalizes those in charge in the event of a breach in this policy.	YES	The Company has a Securities Trading Policy approved by the Board of Directors in October 2019, the goal of which is to determine the lockup of securities transactions prior to the disclosure of a material fact and/or other lockup hypotheses, and how the Company shall proceed if such rules are breached. This Policy is available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
5.5.1 - To ensure greater transparency regarding the use of Company funds, there must be a policy on voluntary contributions, including those for political activities, approved by the Board of Directors and implemented by the executive officers, with clear and objective rules and principles.	PARTIALLY	The Company's Code of Ethics, approved by the Board of Directors in October 2019, states that a) the Company does not support political parties, nor does it make donations to political organizations or candidates; b) it does not fund, sponsor or subsidize the practice of illegal activities described in the Anti-Corruption law; c) It does not promise or directly or indirectly grant undue advantage to a public agent or to related third parties, nor does it obtain advantage or undue benefit. Furthermore, Article 19 of the Company Bylaws stipulates that the Board of Directors shall decide on the direct or indirect donation or encumbrance of company shareholdings. This Policy and the Statute are available on the Company's Investor Relations page at <a href="http://www.ri.cea.com.br">www.ri.cea.com.br</a> > Corporate Governance > Statutes, Policies and Regulations.
5.5.2 - The Policy shall stipulate that the Board of Directors is the entity responsible for approving all disbursements related to political activities.	NO	The Company's Code of Ethics, approved by the Board of Directors in October 2019, states that the Company does not support political parties, nor does it make donations to political organizations or candidates. Thus, there is no provision for such disbursement by the Board of Directors.
5.5.3 - The policy on voluntary contributions of state-owned enterprises, or of companies that have relevant and reiterated business relationships with the State, should prohibit contributions or donations to political parties or persons related thereto, even if they are permitted by law.	N/A	-