

HYPERA S.A.

A Publicly-Held Corporation

CNPJ/MF No. 02.932.074/0001-91

NIRE 35.300.353.251

CVM Code No. 21431

MINUTES OF THE SHAREHOLDERS' ORDINARY AND EXTRAORDINARY MEETING HELD ON APRIL 28, 2023

- 1. DATE, TIME AND PLACE:** Meeting held on April 28, 2023, at 2:00 p.m., exclusively by digital format, by means of the electronic system for remote participation made available by Hypera S.A. ("Company"), pursuant to Article 5, paragraph 2, I, and Article 28, paragraphs 2 and 3, of CVM Resolution No. 81, from March 29, 2022 ("CVM Resolution 81/22"), and according to the rules contained in the Participation Manual for the Shareholders' Ordinary and Extraordinary Meeting of Hypera – April 28, 2023, disclosed by the Company.
- 2. CALL NOTICE:** The Call Notice for this Shareholders' Ordinary and Extraordinary Meeting, in the form provided for in Article 124 of Law No. 6,404 dated as of December 15, 1976, as amended and currently in force ("Brazilian Corporations Law"), was published in the "Valor Econômico" newspaper, on the national editions of March 28, 29 and 30, 2023, on pages B12, B14 and B16, respectively.
- 3. PUBLICATIONS AND DISCLOSURE:** In accordance with Article 133 and Article 289, II, of the Brazilian Corporations Law, the financial statements were published, in their summarized version, together with the annual managerial report, PricewaterhouseCoopers Auditores Independentes' ("PwC") report and the Fiscal Council's report, as well as the Statutory Audit Committee's opinion and summarized annual report, regarding the fiscal year ending on December 31, 2022, in the Valor Econômico newspaper, on the national edition on February 23, 2023, on pages B5 to B8, being provided that the entirety of the material published is available on the "Valor Econômico" website (valor.globo.com.br). The documents above were also made available to the shareholders at the Company's administrative office, as well as disclosed in the websites of the Brazilian Securities Commission (*Comissão de Valores Mobiliários - CVM*) ("CVM") (<https://www.gov.br/cvm/pt-br>), of B3 S.A. – Brasil, Bolsa, Balcão ("B3") (https://b3.com.br/pt_br/) and of the Company (<https://ri.hypera.com.br>), as disclosed in the Call Notice for this Shareholders' Ordinary and Extraordinary Meeting.

4. **ATTENDANCE:** Attending, to the Shareholders' Ordinary Meeting, shareholders bearing five hundred and eight million, nine hundred and forty-two thousand, thirty-two (508,942,032) of the Company's common, registered, book-entry and with no par value shares, representing, approximately, eighty point fifty-three percent (80.53%) of the total voting capital of the Company, disregarded the treasury shares, and, to the Shareholders' Extraordinary Meeting, shareholders bearing five hundred and ten million, ninety-two thousand, seventy-six (510,092,076) of the Company's common, registered, book-entry and with no par value shares, representing, approximately, eighty point seventy-one percent (80.71%) of the total voting capital of the Company, disregarded the treasury shares, according to the remote voting ballots considered valid by the Company and the attendance record in the electronic remote participation system made available by the Company under the terms of Article 47, items II and III, of CVM Resolution 81/22. Also attending, for the purposes of the provisions of Article 134, paragraph one, of the Brazilian Corporations Law, the management's representative, Mr. Adalmario Ghovatto Satheler do Couto, the Company's Investors Relations Officer, and Mrs. Juliana Aguinaga Damião Salem, the Company's officer without a specific designation responsible for the legal department, the Fiscal Council's representative, Mr. Marcelo Curti, and PwC's representatives, the company in charge of the audit of the financial statements for the fiscal year ended on December 31, 2022, Messrs. Marcos Carvalho and Fellipe Pereira de Souza, as well as the Statutory Audit Committee's coordinator, for the purposes of the provisions of Article 31-B, paragraph two, II of CVM Resolution No. 23, of February 25, 2021, Mr. Hugo Barreto Sodr  Leal, and one of the members of the Company's Statutory Audit Committee, who is also an independent director of the Company, Mrs. Maria Carolina Ferreira Lacerda.

5. **MEETING BOARD:** Mr. Alvaro Stainfeld Link, Chairman of the Board of Directors, assumed the position as Chairman of the Meeting, who invited Mr. Thiago Saddi Tannous to act as Secretary of the Meeting.

6. **AGENDA:** The Company's shareholders were gathered to examine, discuss and resolve on the following agenda: **(I) At the Shareholders' Ordinary Meeting:** (a) the management's accounts and the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee relating to the fiscal year ended on December 31, 2022; (b) the allocation of the Company's net profit related to the fiscal year ended on December 31, 2022; (c) the definition of the number of members in the Company's Board of Directors; (d) the election of the members of the Company's Board of Directors; and (e) the annual global remuneration of the Company's

managers for the fiscal year to be ended on December 31, 2023; and **(II) At the Shareholders' Extraordinary Meeting:** (a) the amendment to the Company's Bylaws, in order to adjust it to certain provisions of the Brazilian Corporations Law currently in force, as indicated in the Management's Proposal regarding the Shareholders' Meeting, and the consequent restatement of the Company's Bylaws.

7. **RESOLUTIONS:** Having the Shareholders' Ordinary and Extraordinary Meeting been duly convened, the shareholders authorized the drawing of the Minutes of the present Meeting in summary form, as well as its publication with the suppression of the shareholders' signatures, pursuant to Article 130, paragraph one and two, of the Brazilian Corporations Law, and upon the beginning of the discussion of the matters comprised in the Agenda, the shareholders resolved the following:

I. At the Shareholders' Ordinary Meeting:

(a) The management's accounts and the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee, relating to the fiscal year ended on December 31, 2022

(a.i) To approve, by majority of votes, being four hundred and seventy-seven million, five hundred and three thousand, six hundred and sixty-two (477,503,662) affirmative votes, one million, four hundred and thirty-six thousand, six hundred and forty-six (1,436,646) negative votes and thirty million, one thousand, seven hundred and twenty-four (30,001,724) abstentions, the management's accounts, the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee, related to the fiscal year ended on December 31, 2022, audited by PwC.

(b) The allocation of the Company's net profit related to the fiscal year ended on December 31, 2022

(b.i) To approve, unanimously, being five hundred and six million, fourteen thousand and fourteen (506,014,014) affirmative votes and two million, nine hundred and twenty-eight thousand and eighteen (2,928,018) abstentions, the management's proposal for the allocation of the Company's net profit related to the fiscal year ended on December 31, 2022, after adjustment of previous periods to be compensated, in the total amount of one billion, six

hundred eighty-five million, one hundred three thousand, nine hundred and fifty-four Reais and sixty-seven cents (R\$1,685,103,954.67), as follows:

(i) not to allocate, for the formation of the Company's legal reserve, the amount corresponding to five percent (5%) of the fiscal year's net profit, pursuant to article 193, paragraph 1, of the Brazilian Corporations Law, since the sum of the balance of the Legal Reserve and the Capital Reserve of the Company exceeds thirty percent (30%) of its capital stock;

(ii) to allocate the amount of nine hundred and fifty-six million, nine hundred and seventy-one thousand, one hundred and one reais and twenty-eight cents (R\$ 956,971,101.28), to the formation of the Company's Tax Incentives' Reserve, pursuant to article 195-A of the Brazilian Corporations Law; and

(iii) to ratify the full allocation of the balance of the adjusted net profit for the fiscal year, pursuant to the Bylaws, increased by the reversal of the amount of fifty million, nine hundred and fifty-eight thousand, six hundred and thirty-five reais and nineteen cents (R\$ 50,958,635.19) of the Profit Retention Reserve, for payment of interest on equity related to the fiscal year of 2022, also considered in the mandatory minimum dividend, in the total amount of seven hundred and seventy-nine million, ninety-one thousand, four hundred and eighty-eight reais and fifty-eight cents (R\$ 779,091,488.58), resulting in the net amount of taxes of six hundred and seventy-six million, four hundred and thirty-five thousand, one hundred and seventy-nine reais and forty-four cents (R\$ 676,435,179.44), as declared to the shareholders at the meetings of the Company's Board of Directors held on March 23, 2022, June 22, 2022, September 23, 2022, and December 19, 2022, and paid on January 2, 2023.

(c) The definition of the number of members in the Company's Board of Directors

(c.i) To approve, by majority of votes, being five hundred and six million, three hundred and sixty-seven thousand, one hundred and nineteen (506,367,119) affirmative votes, fifty-eight thousand, eighty-nine (58,089) negative votes and two million, five hundred and sixteen thousand, eight hundred and twenty-four (2,516,824) abstentions, the establishment of the number of nine (9) members to compose the Company's Board of Directors during the term of office that will end on the date of the Shareholders' Ordinary Meeting that resolves on the financial statements for the fiscal year ending December 31, 2024.

(d) The election of the members of the Company's Board of Directors

(d.i) To approve, by majority of votes, being three hundred and eighty million, nine hundred and fifteen thousand, six hundred and sixty-nine (380,915,669) affirmative votes, one hundred and twenty-seven million, eight hundred and sixty thousand, nine hundred and eighty-four (127,860,984) negative votes and one hundred and sixty-five thousand, three hundred and seventy-nine (165,379) abstentions, the election of the following members to compose the Company's Board of Directors, nominated according to the slate presented by the Company's management, for a unified term of office of two (2) years, until the date of the Shareholders' Ordinary Meeting that resolves on the financial statements of the Company related to the fiscal year to be ended on December 31, 2024:

(i) **Mr. Álvaro Stainfeld Link**, Uruguayan, married, accountant, enrolled with the CPF/MF under No. 233.482.808-42, resident and domiciled in New York City, New York, with an office at 14 East, 60th Street, New York City, United States, to occupy the position of Chairman of the Board of Directors;

(ii) **Mr. Bernardo Malpica Hernández**, Mexican, married, business administrator, enrolled with the CPF/MF under No. 060.627.487-13, resident and domiciled in Mexico City, Mexico, at Chapultepec Avenue, 218, Mexico D.F 06700, to occupy the position of member of the Board of Directors;

(iii) **Mr. Esteban Malpica Fomperosa**, Mexican, married, public accountant, enrolled with the CPF/MF under No. 060.627.497-95, resident and domiciled in Mexico City, Mexico, at Calle de Córdoba, 8, Mexico City D.F. 06700, to occupy the position of member of the Board of Directors;

(iv) **Mr. Flair José Carrilho**, Brazilian, married, physician, bearer of the Identity Card RG No. 3.950.488-8, issued by SSP/SP, enrolled with CPF/MF under No. 188.121.559-87, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Rua Joaquim Floriano, 466, suite 2,414, Itaim Bibi, Zip Code 04534-002, to occupy the position of independent member of the Board of Directors;

(v) **Mr. Hugo Barreto Sodr  Leal**, Brazilian, married, lawyer, bearer of the Identity Card RG No. 515447412, issued by SSP/BA, enrolled with the CPF/MF under No. 776.936.805-78, resident and domiciled in the City of São Paulo, State of São Paulo,

with business address at Av. Brigadeiro Faria Lima, No. 949, 10th and 11th floors, Pinheiros, São Paulo, State of São Paulo, Zip Code 05426-100, to occupy the position of member of the Board of Directors;

(vi) **Mrs. Luciana Cavalheiro Fleischner Alves de Queiroz**, Brazilian, married, engineer, bearer of the Identity Card R.G. No. 17.005.132-8, issued by SSP/SP, enrolled with the CPF/MF under No. 179.594.798-52, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Avenida Brigadeiro Faria Lima, 2,277, suite 603, Zip Code 01452-000, to occupy the position of member of the Board of Directors;

(vii) **Mrs. Maria Carolina Ferreira Lacerda**, Brazilian, married, economist, bearer of the Identity Card R.G. No. 18.258.292-9, issued by SSP/SP, enrolled with the CPF/MF under No. 151.686.438-76, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Al. Tocantins, 75, 5th floor, Alphaville Industrial, in the City of Barueri, State of São Paulo, to occupy the position of independent member of the Board of Directors;

(viii) **Mr. Mauro Gentile Rodrigues da Cunha**, Brazilian and American citizen, married, consultant, bearer of the Identity Card No. 404.399, issued by Navy Ministry (RJ), enrolled with the CPF/MF under No. 004.275.077-66, resident and domiciled in the 1538 Cardinal Way, Weston, Florida 33327, United States of America, to occupy the position of independent member of the Board of Directors;

(ix) **Mrs. Eliana Helena de Gregório Ambrosio Chimenti**, Brazilian, married, lawyer, bearer of the Identity Card R.G. No. 9.813.993-9, issued by SSP/SP, enrolled with the CPF/MF under No. 170.092.818-07, with office at Av. Brigadeiro Faria Lima, No. 3,200, Zip Code 04538-132, in the City of São Paulo, State of São Paulo, to occupy the position of independent member of the Board of Directors.

(d.ii) Considering that (I) the members of the Company's Board of Directors then in office stated in the Management Proposal referring to the Shareholders' Meeting that Messrs. Flair José Carrilho, Maria Carolina Ferreira Lacerda, Mauro Gentile Rodrigues da Cunha and Eliana Helena de Gregório Ambrosio Chimenti meet the criteria of the Company's Referral Policy and that they comply with the requirements set forth in the B3's Novo Mercado Listing Regulation ("Novo Mercado Regulation") and in Article 6 of Exhibit K to CVM Resolution No. 80, of March 29, 2022, as amended and in force ("CVM Resolution 80/22"); and (II) Messrs. Flair José Carrilho, Maria Carolina Ferreira Lacerda, Mauro Gentile

Rodrigues da Cunha and Eliana Helena de Gregório Ambrosio Chimenti declared that they fulfill the requirements set forth in the Novo Mercado Regulation, in the Company's Bylaws and in Article 6 of Exhibit K to CVM Resolution 80/22, having the members of the Company's Board of Directors then in office consented that the declaration of independence presented by them does not present any reservations or inconsistencies, Messrs. Flair José Carrilho, Maria Carolina Ferreira Lacerda, Mauro Gentile Rodrigues da Cunha and Eliana Helena de Gregório Ambrosio Chimenti are therefore considered as independent directors of the Company.

(d.iii) To state for the record that the members of the Board of Directors elected herein declare, subject to the penalties of law, that they have not been prohibited, by any special law, from managing the Company, nor have been criminally convicted or are under the effects of a criminal conviction that prohibits, even temporarily, the access to public offices; or for any bankruptcy crime, violation of duty, bribery, graft, embezzlement or larceny; or for any crime against popular economy, national financial system, competition defense rules, consumer relations, public faith or property. In this sense, they declare that they have not been convicted with suspension or temporary disqualification penalties applied by CVM, which would make them ineligible for management positions in open companies, as established in paragraph 2 of Article 147 of the Brazilian Corporations Law. They also declare that comply with the good standing requirement in accordance with paragraph 3 of Article 147, of the Brazilian Corporations Law, undertaking to comply with the provisions of Article 46 of the Company's Bylaws. Finally, they declare, under the terms of paragraph 4 of Article 147, of the Brazilian Corporations Law and Article 2 of Exhibit K to CVM Resolution 80/22, that they do not occupy an office in any company that may be considered a competitor of the Company, as well as do not represent conflicting interest with the Company, pursuant to the terms of items I and II, paragraph 3 of Article 147, of the Brazilian Corporations Law.

(d.iv) To state for the record that the members of the Board of Directors elected herein shall be vested in their respective offices upon the execution of the respective terms of investiture, containing the statement set forth in item (d.iii) above, drawn in the Book of Minutes of the Board of Director's Meetings of the Company, which is filed in the Company's headquarters, their investiture being subject to the subscription of the aforementioned document.

(e) The annual global remuneration of the Company's managers for the fiscal year to be ended on December 31, 2023

(e.i) To approve, by majority of votes, being four hundred and sixty million, six hundred and forty-five thousand, one hundred and thirteen (460,645,113) affirmative votes, forty-five million, seven hundred and nine thousand, eight hundred and fifty-six (45,709,856) negative votes and two million, five hundred and eighty-seven thousand, sixty-three (2,587,063) abstentions, the establishment of the global and annual remuneration of the Company's managers for the fiscal year to be ended on December 31, 2023, in up to forty-eight million Reais (R\$ 48,000,000.00), including the salary/fee, benefits and variable compensation (including the share-based portion), being the Board of Directors responsible for allocating such amount among the Company's Board of Directors and Board of Officers, at a meeting of the Board of Directors to be convened in due time.

(f) Installation of the Company's Fiscal Council

(f.i) In view of the request made by shareholders of the Company representing a percentage superior to the minimum required by Article 4 of CVM Resolution n°. 70 of March 22, 2022, bearers of one hundred and five million, four hundred and seventy-six thousand, four hundred and eighty-three (105,476,483) of the Company's common, registered, book-entry and with no par value shares, the Company's Fiscal Council is installed, operating until the date of the Shareholders' Ordinary Meeting that resolves on the financial statements of the Company related to the fiscal year to be ended on December 31, 2023.

(g) The election of the members of the Company's Fiscal Council

(g.i) In view of the request for the adoption of a separate voting, as provided for in paragraph 4 of Article 161, of the Brazilian Corporate Law, the following members were elected, by minority shareholders that hold three million, three hundred and fifty-four thousand, one hundred and ninety-three (3,354,193) and that participated in the separate voting:

(i) **Mr. Marcelo Curti**, Brazilian citizen, married, economist, bearer of Identity Card R.G. n°. 10.306.522, issued by SSP/SP, enrolled with the CPF/MF under No. 036.305.588-60, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Rua Pedroso Alvarenga, 1.046, suites 95 and 96, Itaim Bibi, to the position of member of the Fiscal Council;

(ii) **Mr. Edgard Massao Raffaelli**, Brazilian citizen, divorced, administrator, bearer of Identity Card R.G. No. 12.270.465-4, issued by SSP/SP, registered with the CPF/MF under No. 050.889.138-85, resident and domiciled in the City of São Paulo, State

of São Paulo, with office at Avenida Marquês de São Vicente, 446, suite 1206, for the position of substitute for Mr. Marcelo Curti;

(g.ii) Subsequently, by majority voting, the following members were elected for the Company's Fiscal Council, by two hundred and twenty-nine million, five hundred and forty-eight thousand, two hundred and ninety-six (229,548,296) shares, with two hundred and seventy-six million, thirty-nine thousand, five hundred and forty-three abstentions:

(iii) **Mr. Roberto Daniel Flesch**, Brazilian citizen, married, business administrator, bearer of Identity Card R.G. No. 14.665.185, issued by SSP/SP and enrolled with the CPF/MF under No. 101.039.058-98, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Rua Toneleiro, 204, for the position of member of the Fiscal Council;

(iv) **Mr. Rodrigo Aparecido Leme de Oliveira**, Brazilian citizen, divorced, accountant, bearer of Identity Card R.G. No. 40.062.769-3, issued by SSP/SP and enrolled with the CPF/MF under No. 319.880.958-40, resident and domiciled in the City of São Paulo, State of São Paulo, at Rua Amália de Noronha, 402, Zip Code 05410-010, for the position of substitute for Mr. Roberto Daniel Flesch;

(v) **Mr. Mauro Stacchini Junior**, Brazilian citizen, married, accountant, bearer of Identity Card R.G. No. 6.312.284-4, issued by SSP/SP and enrolled with the CPF/MF under No. 034.993.118-60, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Rua Amalia de Noronha, 402, Pinheiros, for the position of member of the Fiscal Council; and

(vi) **Mr. Luiz Alexandre Tumolo**, Brazilian citizen, married, accountant, bearer of Identity Card R.G. No. 15.783.933, issued by SSP/SP and enrolled with the CPF/MF under No. 091.234.368-08, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Rua Amália de Noronha, 402, Pinheiros, for the position of substitute for Mr. Mauro Stacchini Junior.

(g.iii) To state for the record that the members of the Fiscal Council reelected herein declare, subject to the penalties of law, that they have not been prohibited, by any special law, from exercising the management of the Company, nor have been criminally convicted or are under the effects of a criminal conviction that prohibits, even temporarily, the access to public offices; or for any bankruptcy crime, violation of duty, bribery, graft,

embezzlement or larceny; or for any crime against popular economy, national financial system, competition defense rules, consumer relations, public faith or property. They also declare that comply with the good standing requirement in accordance with paragraph 3 of Article 147, of the Brazilian Corporations Law and the other requirements in accordance with Article 162 of the Brazilian Corporations Law, undertaking to observe the provisions or Article 46 of the Company's Bylaws. Finally, they declare, under the terms of paragraph 4 of Article 147, of the Brazilian Corporations Law, that they do not occupy an office in any company that may be considered a competitor of the Company, as well as do not represent conflicting interest with the Company, pursuant to the terms of items I and II, paragraph 3 of Article 147, of the Brazilian Corporations Law.

(g.iv) To state for the record that the members of the Fiscal Council reelected herein shall have a term of office of one (1) year, until the date of the Shareholders' Ordinary Meeting that shall resolve on the financial statements of the Company related to the fiscal year to be ended on December 31, 2023, and shall be vested in their respective offices upon the execution of the respective Terms of Investiture, containing the statement set forth in item (g.iii) above, drawn in the Book of Minutes of the Fiscal Council's Meetings of the Company, which is filed in the Company's headquarters.

(h) The remuneration of the members of the Fiscal Council for the fiscal year ending December 31, 2023.

(h.i) To approve, unanimously, being two hundred and thirty-three million, nine hundred and six thousand, three hundred and forty-four (233,906,344) affirmative votes and two million, five hundred and sixteen thousand, eight hundred and twenty-four (2,516,824) abstentions, considering the installation of the Fiscal Council, the establishment of the annual global remuneration of the Company's Fiscal Council members in up to five hundred eighteen thousand two hundred sixty-four Reais and forty-five cents (R\$ 518,264.45), which will correspond, for each member of the Fiscal Council, to ten percent (10%) of the remuneration that, on average, is attributed to each officer, not including the benefits and other amounts, as provided in Article 162, paragraph 3, of the Brazilian Corporations Law

II. At the Shareholders' Extraordinary Meeting:

(a) The amendment to the Company's Bylaws, in order to adjust it to certain provisions currently in force of the Brazilian Corporations Law, as indicated in the Management's Proposal regarding the Shareholders' Meeting, with its consequent restatement

(a.i) To approve, by majority of votes, being five hundred and seven million, four hundred and sixty-five thousand, two hundred and fifty-two (507,465,252) affirmative votes and two million, six hundred and twenty-six thousand, eight hundred and twenty-four (2,626,824) abstentions, the amendment to Articles 13 and 24 of the Company's Bylaws, in order to adapt it to certain rules currently in force of the Brazilian Corporations Law, and its consequent restatement, with the restated Bylaws of the Company being now in effect in the form of Exhibit I to the Minutes of this Shareholders' Meeting.

(a.ii) By virtue of the resolution approved in item II(a.i) above, Articles 13 and 24 of the Company's Bylaws shall be in force with the following new wording:

***“Article 13:** The shareholders' meetings shall be called upon a twenty-one (21) days prior notice on the first call and an eight (8) days prior notice on the second call, and convened as provided for in the law. The chairman of the board shall preside over the meetings and appoint the secretary.*

***Paragraph First:** In the event the shareholders' meeting is to decide on matters that due to its complexity require longer period for analysis and consideration by shareholders, the call shall be made upon up to thirty (30) day prior notice.*

***Paragraph Second:** Any matter not expressly included in the agenda set forth in the call notice may only be voted if all shareholders attend the meeting.”; and*

***“Article 24:** The Board of Officers shall be composed by at least three (3) and at most six (6) members, all elected for a term of office of three (3) years, reelection permitted, being one (1) Chief Executive Officer (CEO), one (1) Investors Relations Officer and the remaining without a specific designation, who may or may not be shareholders, and may be elected or at any time removed by the board of directors.*

***Paragraph First:** The executive Officers shall take office upon signing an instrument of investiture drawn up in the Book of Minutes the Board of Officers' Meeting, which shall contemplate*

that they are subjected to Article 46 of these Bylaws, as well as to the fulfillment of all applicable legal requirements.

Paragraph Second: *The Officers may accumulate more than one of the offices mentioned in the caput of this Article.*

Paragraph Third: *The Officers shall remain in their offices and shall discharge their duties until their substitutes take office.”*

8. **CLOSING:** With no further matters to be discussed and with no further statements, the Shareholders’ Meeting was closed and these minutes were drawn in summary form, with its publication authorized with the suppression of the shareholders’ signatures, which after being read and approved, was signed by all attending members, under the terms of Article 28, paragraph 2, I, and Article 47, II and III, of CVM Resolution 81/22, the shareholders whose distance voting ballots were considered valid by the Company and the shareholders who registered their presence in the electronic remote participation system made available by the Company were considered signatories of the minutes. Were received by the Meeting’s board minutes of the prior meeting of the shareholders related to the Company’s Shareholders Agreement, which will be filed in the Company’s head offices. **Meeting Board:** Alvaro Stainfeld Link (Chairman of the Meeting); and Thiago Saddi Tannous (Secretary). **Attending Shareholders:** (a) JOÃO ALVES DE QUEIROZ FILHO; ÁLVARO STAINFELD LINK; MAIOREM S.A DE C.V.; BRENO TOLEDO PIRES DE OLIVEIRA (by proxy. Ana Carolina Castro Reis Passos); (b) BRENO TOLEDO PIRES DE OLIVEIRA (by proxy. João Ribeiro Antunes de Siqueira); USAA EMERGING MARKETS FUND; SMALLCAP WORLD FUND.INC; IMPERIAL EMERGING ECONOMIES POOL; CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM; LEGAL AND GENERAL ASSURANCE PENSIONS MNG LTD; OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM; ALAMEDA COUNTY EMPLOYEES RETIREMENT ASSOC.; AMERICAN FUNDS INS SERIES NEW WORLD FUND; BLACKROCK INSTITUTIONAL TRUST COMPANY NA; CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN; CIBC EMERGING MARKETS INDEX FUND; CITIGROUP PENSION PLAN; DOMINION RESOURCES, INC. MASTER TRUST; RUSSELL TR COMPANY COMMINGLED E. B. F. T. R. L. D. I. S.; IBM 401 (K) PLUS PLAN; NN (L); INVESCO FUNDS; MANAGED PENSION FUNDS LIMITED; RENAISSANCE EMERGING MARKETS EQUITY PRIVATE POOL; BLACKROCK GLOBAL FUNDS; NORGES BANK; ONTARIO TEACHERS PENSION PLAN BOARD; PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO; PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEX; PUBLIC EMPLOYES RET SYSTEM

OF MISSISSIPPI; RENAISSANCE EMERGING MARKETS FUND; SEI INST INT TRUST EM MKTS EQUITY FUND; RUSSEL EMERGING MARKETS EQUITY POOL; STATE ST GL ADV TRUST COMPANY INV FF TAX EX RET PLANS; STICHTING PHILIPS PENSIOENFONDS; PARAMETRIC TAX-MANAGED EMERGING MARKETS FUND; TEACHER RETIREMENT SYSTEM OF TEXAS; CONSULTING GROUP CAPITAL MKTS FUNDS EMER MARKETS EQUITY FUND; THE EMERGING M.S. OF THE DFA I.T.CO.; THE MONETARY AUTHORITY OF SINGAPORE; THE UNITED NATIONS JOINTS STAFF PENSION FUND; TREASURER OF THE ST.OF N.CAR.EQT.I.FD.P.TR.; VANGUARD INVESTMENT SERIES PLC; VONTOBEL FUND; STATE OF NEW JERSEY COMMON PENSION FUND D; AEGON CUSTODY BV; AMERICAN FUNDS INS SER GL SMALL CAPITALIZ FD; VICTORY SOPHUS EMERGING MARKETS VIP SERIES; SSGA MSCI BRAZIL INDEX NON-LENDING QP COMMON TRUST FUND; CAISSE DE DEPOT ET PLACEMENT DU QUEBEC; CIBC EMERGING MARKETS FUND; CITY OF PHILADELPHIA PUB EMPLOYEES RET SYSTEM; FLORIDA RETIREMENT SYSTEM TRUST FUND; RUSSELL INVESTMENT COMPANY EMERGING MARKETS FUND; STATE STREET VARIABLE INSURANCE SERIES FUNDS, INC; GOLDMAN SACHS FUNDS - GOLDMAN SACHS E MARKETS EQ PORTFOLIO; GOLDMAN SACHS TRUST GOLD. SACHS EM MKT EQ F; LEGAL AND GENERAL ASSURANCE SOCIETY LIMITED; MFS INTERNATIONAL GROWTH FUND; MFS VARIABLE INS TRUS II- MFS INTERNATIONAL GROWTH PORTFOLIO; STATE OF ALASKA RETIREMENT AND BENEFITS PLANS; STATE OF MINNESOTA STATE EMPLOYEES RET PLAN; STATE OF WISCONSIN INVT. BOARD MASTER TRUST; CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM; ALBERTA INVESTMENT MANAGEMENT CORPORATION; VICTORY SOPHUS EMERGING MARKETS FUND; USAA WORLD GROWTH FUND; WASHINGTON STATE INVESTMENT BOARD; JOHNSON E JOHNSON PENSION AND SAVINGS PLANS MASTER TRUST; FIDELITY INVESTMENTS MONEY MANAGEMENT INC; RUSSELL INVESTMENT COMPANY PUBLIC LIMITED COMPANY; LOS ANGELES COUNTY EMPLOYEES RET ASSOCIATION; INVESTEC GLOBAL STRATEGY FUND; NEW ZEALAND SUPERANNUATION FUND; SCHOOL EMPLOYEES RETIREMENT SYSTEM OF OHIO; LVIP MFS INTERNATIONAL GROWTH FUND; MONDRIAN EMERGING MARKETS EQUITY FUND, LP; COLORADO PUBLIC EMPLOYEES RET. ASSOCIATION; FORD MOTOR CO DEFINED BENEF MASTER TRUST; FORD MOTOR COMPANY OF CANADA, L PENSION TRUST; INTERNATIONAL MONETARY FUND; LOCKHEED MARTIN CORP MASTER RETIREMENT TRUST; MUNICIPAL E ANNUITY A B FUND OF CHICAGO; NUCLEAR ELECTRIC INSURANCE LIMITED; OKLAHOMA PUBLIC EMPLOYEES

RETIREMENT SYSTEM; MONDRIAN ALL COUNTRIES WORLD EX US EQ FUND LP; STICHTING PENSIONENFONDS VAN DE METALEKTRO (PME); SHRINERS HOSPITALS FOR CHILDREN; TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS; 3M EMPLOYEE RETIREMENT INCOME PLAN TRUST; THE BOARD OF A.C.E.R.S. LOS ANGELES, CALIFORNIA; HOSPITAL AUTHORITY PROVIDENT FUND SCHEME; ILLINOIS MUNICIPAL RETIREMENT FUND; SEI GLOBAL MASTER FUND PLC, THE SEI EMERGING MKT EQUITY FUND; UTAH STATE RETIREMENT SYSTEMS; SUPERANNUATION FUNDS MANAGEMENT CORPORATION OF S AUSTRALIA; PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMP; JOHN HANCOCK VARIABLE INS TRUST INTERN EQUITY INDEX TRUST; NTGI QUANTITATIVE MANAGEMENT COLLEC FUNDS TRUST; THE REGENTS OF THE UNIVERSITY OF CALIFORNIA; VALIC COMPANY II - INTERNATIONAL OPPORTUNITIES FUND; EMER MKTS CORE EQ PORT DFA INVEST DIMENS GROU; CITY OF NEW YORK GROUP TRUST; VICTORIAN FUNDS MAN C A T F V E M T; BLACKROCK LIFE LIMITED - DC OVERSEAS EQUITY FUND; BEWAARSTICHTING NNIP I; CANADA POST CORPORATION REGISTERED PENSION PLAN; THE SEVENTH SWEDISH NATIONAL PENSION FUND - AP7 EQUITY FUND; INTERNATIONAL EQUITY FUND; IBM DIVERSIFIED GLOBAL EQUITY FUND; ISHARES PUBLIC LIMITED COMPANY; WILLIAM BLAIR SICAV; CITY OF NEW YORK DEFERRED COMPENSATION PLAN; NTGI QM COMMON DAILY ALL COUNT WORLD EXUS EQU INDEX FD LEND; CALAMOS GLOBAL TOTAL RETURN FUND; AXIOM INVESTORS TRUST II; MONDRIAN EMERGING MARKETS EQUITY PARALLEL FUND, L.P.; THE MASTER T BK OF JPN, LTD AS T OF NIKKO BR EQ MOTHER FUND; NORTHERN EMERGING MARKETS EQUITY INDEX FUND; KAISER FOUNDATION HOSPITALS; THE NOMURA T AND B CO LTD RE I E S INDEX MSCI E NO HED M FUN; PARAMETRIC EMERGING MARKETS FUND; THE METHODIST HOSPITAL; CHEVRON UK PENSION PLAN; ALASKA COMMON TRUST FUND; ISHARES MSCI BRAZIL ETF; WILLIAM BLAIR EMERGING MARKETS GROWTH FUND; ORANGE COUNTY EMPLOYEES RETIREMENT SYSTEM; ISHARES II PUBLIC LIMITED COMPANY; SUNSUPER SUPERANNUATION FUND; MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST; SPDR SP EMERGING MARKETS ETF; NEW IRELAND ASSURANCE COMPANY PUBLIC LIMITED COMPANY; THE WALT DISNEY COMPANY RETIREMENT PLAN MASTER TRUST; FIDELITY INVEST TRUST LATIN AMERICA FUND; FIDELITY LOW PRICED STOCK FUND; NEW YORK STATE TEACHERS RETIREMENT SYSTEM; COUNTY EMPLOYEES ANNUITY AND BENEFIT FD OF THE COOK COUNTY; JOHN HANCOCK FUNDS II EMERGING MARKETS FUND; GOVERNMENT OF SINGAPORE; CAPITAL GROUP

INTERNATIONAL EQUITY FUND (CANADA); FUTURE FUND BOARD OF GUARDIANS; CALAMOS GLOBAL DYNAMIC INCOME FUND; CITI RETIREMENT SAVINGS PLAN; LIONTRUST INVESTMENT FUNDS I - LIONTRUST LATIN AMERICA FUND; THE UNITE PENSION SCHEME; NORTHERN TRUST INVESTMENT FUNDS PLC; BRITISH COLUMBIA INVESTMENT MANAGEMENT CORPORATION; ISHARES MSCI BRIC ETF; MICROSOFT CORPORATION SAVINGS PLUS 401(K) PLAN; PEOPLE S BANK OF CHINA; PUBLIC SECTOR PENSION INVESTMENT BOARD; AXA WORLD FUNDS - FRAMLINGTON EMERGING MARKETS; COLLEGE RETIREMENT EQUITIES FUND; EATON VANCE COLLECTIVE INVESTMENT TFE BEN PLANS EM MQ EQU FD; CUSTODY B. OF J. LTD. RE: STB D. B. S. M. F.; EATON VANCE INT (IR) F PLC-EATON V INT (IR) PAR EM MKT FUND; THRIVENT INTERNATIONAL ALLOCATION FUND; STICHTING PENSIOENFONDS UWV; EASTSPRING INVESTMENTS; LEGAL & GENERAL INTERNATIONAL INDEX TRUST; THRIVENT INTERNATIONAL ALLOCATION PORTFOLIO; VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF; THE BANK OF NEW YORK MELLON EMP BEN COLLECTIVE INVEST FD PLA; ISHARES III PUBLIC LIMITED COMPANY; LOCKHEED MARTIN CORP DEFINED CONTRIBUTION PLANS MASTER TRUST; NTGI-QM COMMON DAC WORLD EX-US INVESTABLE MIF – LENDING; AXA IM SUSTAINABLE EQUITY FUND; SWISSCANTO (LU); AMERICAN HEART ASSOCIATION, INC.; REGIME DE RETRAITE D HYDRO-QUEBEC; AMERICAN FUNDS INSURANCE SEIRES INTERNATIONAL GAI FUND; RUSSELL INSTITUTIONAL FUNDS, LLC - REM EQUITY PLUS FUND; PICTET GLOBAL SELECTION FUND - G G M FUND; EMERGING MARKETS EQUITY FUND; NEUBERGER BERMAN EQUITY FUNDS - EMERGING MARKETS EQUITY FUND; CUSTODY BANK OF JAPAN, LTD. RE: EMERG EQUITY PASSIVE MOTHF; MONDRIAN EMERGING MARKETS EQUITY FUND; BELLSOUTH CORPORATION RFA VEBA TRUST; MFS DEVELOPMENT FUNDS, LLC; CENTRAL PROVIDENT FUND BOARD; PACIFIC SELECT FUND - PD EMERGING MARKETS PORTFOLIO; STICHTING PGGM DEPOSITARY; MISSOURI LOCAL GOVERNMENT EMPLOYEES RETIREMENT SYSTEM; ARIZONA PSPRS TRUST; KAISER PERMANENTE GROUP TRUST; FIDELITY SALEM STREET TRUST: FIDELITY SERIES G EX US I FD; SCHWAB EMERGING MARKETS EQUITY ETF; STICHTING PENSIOENFONDS HORECA CATERING; BELLEVUE FUNDS (LUX); POPLAR TREE FUND OF AMERICAN INVESTMENT TRUST; ISHARES MSCI EMERGING MARKETS ETF; THE MASTER T B J, LTD AS T OF DAIWA BRAZIL STOCK OPEN-RIO WI; THE BANK OF N. Y. M. (INT) LTD AS T. OF I. E. M. E. I. F. UK; FIDELITY INVESTMENT TRUST: FIDELITY INTERNATIONAL SMALL CAP; CUSTODY BANK OF JAPAN, LTD. STB BRAZIL STOCK M. F.; UPS GROUP

TRUST; WILLIAM BLAIR COLLECTIVE INVESTMENT TRUST; CHANG HWA CO BANK, LTD IN ITS C AS M CUST OF N B FUND; QSUPER; BMO MSCI EMERGING MARKETS INDEX ETF; WELLINGTON TRUST COMPANY N.A.; NTGI-QM COMMON DAILY EMERGING MARKETS EQUITY I F- NON L; TIAA-CREF FUNDS - TIAA-CREF EMERGING MARKETS EQUITY I F; LEGAL GENERAL GLOBAL EMERGING MARKETS INDEX FUND; THE PENSION BOARDS - UNITED CHURCH OF CHRIST, INC; THE SULTANATE OF OMAN MINISTRY OF DEFENCE PENSION FUND; LEGAL GENERAL GLOBAL HEALTH PHARMACEUTICALS INDEX TRUST; SUN LIFE MFS INTERNATIONAL OPPORTUNITIES FUND; NEUBERGER BERMAN INVESTMENT FUNDS PLC; JOHNSON CONTROLS SAVINGS AND INVESTMENT 401K PLAN; BNYM MELLON CF SL EMERGING MARKETS STOCK INDEX FUND; JOHNSON CONTROLS PENSION PLAN; SSGA MSCI ACWI EX-USA INDEX NON-LENDING DAILY TRUST; DELA DEPOSITARY ASSET MANAGEMENT B.V.; VOYA EMERGING MARKETS HIGH DIVIDEND EQUITY FUND; FIRST TRUST BRAZIL ALPHADDEX FUND; SSGA SPDR ETFS EUROPE I PLC; WILLIAM BLAIR SYSTEMATIC INTERNATIONAL ALL CAP CORE FUND LLC; FIDELITY GLOBAL SMALL CAP FUND; STICHTING PENSIOENFONDS ING; EUROPEAN CENTRAL BANK; EATON VANCE TR CO CO TR FD - PA STR EM MKTS EQ COM TR FD; MASTER TRUST FOR CERTAIN TAX-QUALIFIED BECHTEL RETIREMENT PL; PACIFIC SELECT FUND - INTERNATIONAL SMALL-CAP PORTFOLIO; VERDIPAPIRFONDET KLP AKSJE FREMVOKSENDE MARKEDER INDEKS I; TOTAL INTERNATIONAL EX U.S. I MASTER PORT OF MASTER INV PORT; ISHARES MSCI ACWI EX U.S. ETF; ISHARES MSCI ACWI ETF; FIDELITY SALEM STREET T: FIDELITY E M INDEX FUND; FIDELITY SALEM STREET T: FIDELITY G EX U.S INDEX FUND; ISHARES V PUBLIC LIMITED COMPANY; OPTIMIX WHOLESALE GLOBAL EMERGING MARKETS SHARE TRUST; UI-E - J P MORGAN S/A DTVM; NORDEA 1 SICAV NORDEA 1 STABLE EMERGING MARKETS EQUITY FUND; NORDEA STABIL; WILLIAM BLAIR EMERGING MARKETS SMALL CAP GROWTH FUND; GRANDEUR PEAK GLOBAL OPPORTUNITIES FUND; GRANDEUR PEAK INTERNATIONAL OPPORTUNITIES FUND; DWS ADVISORS EMERGING MARKETS EQUITIES-PASSIVE; AEGON CUSTODY BV RE MM EMERGING MARKETS FUND; NORDEA 1 SICAV - NORDEA 1 STABLE RETURN FUND; GOLDMAN SACHS FUNDS II - GOLDMAN SACHS GMS EMERGING MARKETS; VOYA EMERGING MARKETS INDEX PORTFOLIO; VANGUARD FUNDS PUBLIC LIMITED COMPANY; VOYA MULTI-MANAGER EMERGING MARKETS EQUITY FUND; JOHN HANCOCK FUNDS II MULTI-ASSET ABSOLUTE RETURN FUND; INVESCO SP EMERGING MARKETS MOMENTUM ETF; CAPITAL GROUP EMERGING MARKETS TOTAL OPPORTUNITIES FUND (CAN; MERCER

QIF FUND PLC; ONEPATH GLOBAL EMERGING MARKETS SHARES (UNHEDGED) INDEX POOL; ASCENSION ALPHA FUND, LLC; COMMONWEALTH SUPERANNUATION CORPORATION; HAND COMPOSITE EMPLOYEE BENEFIT TRUST; DOW RETIREMENT GROUP TRUST; WATER AND POWER EMPLOYEES RETIREMENT PLAN; KUMPULAN WANG PERSARAAN (DIPERBADANKAN); GRANDEUR PEAK GLOBAL OPPORTUNITIES LP; PYRAMIS EMERGING MARKETS EQUITY SMALL CAP COMMINGLED POOL; FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX F; SCHRODER EMERGING MARKETS FUND SUSTAINABLE FUND; ISHARES CORE MSCI EMERGING MARKETS ETF; ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF; BLACKROCK GLOBAL INDEX FUNDS; STEELWORKERS PENSION TRUST; EMERGING MARKETS EQUITY FUND; EVTC CIT FOF EBP-EVTC PARAMETRIC SEM CORE EQUITY FUND TR; ANDRA AP-FONDEN; EQ/EMERGING MARKETS EQUITY PLUS PORTFOLIO; BLACKROCK LIFE LIMITED; DESJARDINS GLOBAL SMALL CAP EQUITY FUND; KAPITALFORENINGEN LAEGERNES PENSIONSINVESTERING, LPI AEM I I I; MISSOURI EDUCATION PENSION TRUST; GENERAL PENSION AND SOCIAL SECURITY AUTHORITY; CONNECTICUT GENERAL LIFE INSURANCE COMPANY; GRANDEUR PEAK GLOBAL REACH FUND; EXELON GENERATION COMP, LLC TAX QUALIFIED NUCLEAR DECOMM PAR; EQ ADVISORS TRUST-EQ/INTERNATIONAL CORE MANAGED VOLATILITY P; GRANDEUR PEAK EMERGING MARKETS OPPORTUNITIES FUND; QS INVESTORS DBI GLOBAL EMERGING MARKETS EQUITY FUND LP; NEUBERGER BERMAN EMERGING MARKETS EQUITY MASTER FUND L.P.; CLINTON NUCLEAR POWER PLANT QUALIFIED FUND; THREE MILE ISLAND UNIT ONE QUALIFIED FUND; THE GOLDMAN SACHS TRUST COMPANY NA COLLECTIVE TRUST; SCHLUMBERGER INTERNATIONAL STAFF RETIREMENT FUND, FCP – SIF; STATE STREET IRELAND UNIT TRUST; EM BRAZIL TRADING LLC; FIDELITY GROUP TRUST FOR EMPLOYEE B P: F LOW-PRICED S C P; VAUGHAN NELSON EMERGING MARKETS OPPORTUNITIES FUND; SPDR SP EMERGING MARKETS FUND; AMERICAN FUNDS DEVELOPING WORLD GROWTH AND INCOME FUND; DEUTSCHE X-TRACKERS MSCI ALL WORLD EX US HEDGED EQUITY ETF; XTRACKERS (IE) PUBLIC LIMITED COMPANY; PACIFIC GAS & EL COMP NU F Q CPUC DEC MASTER TRUST; NORDEA 1 - ALPHA 10 MA FUND; NORDEA 1-ALPHA 15 MA FUND; XTRACKERS; FONDO CONSOLIDADO DE RESERVAS PREVISIONALES; THE MASTER TRUST BANK OF JAPAN, LTD. AS T OF MUTB400021492; FIDELITY INVESTMENT FUNDS FIDELITY INDEX EMERG MARKETS FUND; NN PARAPLUFONDS 1 N.V; NORTHERN TRUST COLLECTIVE

ALL COUNTRY WORLD I (ACWI) E-U F-L; NORTHERN TRUST COLLECTIVE EMERGING MARKETS INDEX FUND-LEND; ENSIGN PEAK ADVISORS, INC; SPDR MSCI EMERGING MARKETS STRATEGICFACTORS ETF; CONSTRUCTION BUILDING UNIONS SUPER FUND; SANTANDER SICAV; NAT WEST BK PLC AS TR OF ST JAMES PL ST MANAGED UNIT TRUST; JPMORGAN DIVERSIFIED RETURN EMERGING MARKETS EQUITY ETF; BLACKROCK A. M. S. AG ON B. OF I. E. M. E. I. F. (CH); SSGA SPDR ETFS EUROPE II PUBLIC LIMITED COMPANY; STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO; WM POOL - EQUITIES TRUST NO 74; HOSTPLUS POOLED SUPERANNUATION TRUST; GENERAL ORGANISATION FOR SOCIAL INSURANCE; LEGAL GENERAL GLOBAL EQUITY INDEX FUND; MOBIUS LIFE LIMITED; INTERNATIONAL EXPATRIATE BENEFIT MASTER TRUST; WISDOMTREE EMERGING MARKETS EX-STATE-OWNED ENTERPRISES FUND; SHELL FOUNDATION; SPDR MSCI ACWI LOW CARBON TARGET ETF; ISHARES MSCI ACWI LOW CARBON TARGET ETF; A. D BUSINESS TRUST ALLIANCEBERNSTEIN F. I. SMALL CAP SERIES; NEUBERGER BERMAN TRUST COMPANY N.A. COLLECTIVE INVESTMENT TR; ROTHKO ALL COUNTRIES WORLD EX-US EQUITY FUND, L.P.; LATTICE EMERGING MARKETS STRATEGY ETF; POOL REINSURANCE COMPANY LIMITED; LEGAL GENERAL COLLECTIVE INVESTMENT TRUST; ISHARES EDGE MSCI MULTIFACTOR EMERGING MARKETS ETF; NORDEA 1 SICAV - GBP DIVERSIFIED RETURN FUND; GOLDMAN SACHS ETF TRUST - GOLDMAN S ACTIVEBETA E M E ETF; RUSSELL INVESTMENT COMPANY RUSSELL TAX-MANAGED INTERNATIONAL; GOLDMAN SACHS TRUST II- GOLDMAN SACHS MULTI-MANAGER G E FUND; STATE STREET GLOBAL ADVISORS LUX SICAV - S S G E M I E FUND; STATE STREET EMERGING MARKETS EQUITY INDEX FUND; GRANDEUR PEAK GLOBAL STALWARTS FUND; GRANDEUR PEAK INTERNATIONAL STALWARTS FUND; THE MASTER TRUST BANK OF JAPAN, LTD. AS T OF MUTB400021536; AVADIS FUND - AKTIEN EMERGING MARKETS INDEX; CC AND L Q 140-40 FUND; THE BOARD OF THE PENSION PROTECTION FUND; GUIDEMARK EMERGING MARKETS FUND; WM POOL - EQUITIES TRUST NO. 75; FUNDAMENTAL LOW V I E M EQUITY; NORTHERN TRUST UCITS FGR FUND; VANGUARD INTERNATIONAL HIGH DIVIDEND YIELD INDEX F; BERNSTEIN FUND, INC. - INTERNATIONAL SMALL CAP PORTFOLIO; CCL U.S. Q MARKET NEUTRAL ONSHORE FUND II; THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS G; FIDELITY SALEM STREET TRUST: FIDELITY SAI EMERGING M I FUND; QSMA1 LLC; GRANDEUR PEAK INTERNATIONAL STALWARTS, L.P.; MONDRIAN MASTER COLLECTIVE INVESTMENT TRUST; STATE STREET ICAV; WISDOMTREE EMERGING

MARKETS ESG FUND; GAM INVESTMENT MANAGEMENT (SWITZERLAND) AG F Z I I-Z A E M P; AXIOM INVESTORS ICAV; AXIOM INVESTORS COLLECTIVE INVESTMENT TRUST; MULTI-ADVISOR FUNDS GLOBAL EMERGING MARKETS FUND - STEWART I; VICTORY CAPITAL INTERNATIONAL COLLECTIVE INVESTMENT TRUST; FRANKLIN TEMPLETON ETF T - FRANKLIN LIBERTYQ EMERGING M ETF; FIDELITY SALEM STREET T: FIDELITY TOTAL INTE INDEX FUND; MACKENZIE MAXIMUM DIVERSIFICATION EMERGING MARKETS INDEX ETF; ISHARES IV PUBLIC LIMITED COMPANY; NORDEA 2 SICAV; CGMPV, LLC; DWS I. GMBH FOR DEAM-FONDS KG-PENSIONEN; SCHLUMBERGER GROUP TRUST AGREEMENT; AQR EMERGING EQUITIES FUND LP; LEGAL & GENERAL ICAV; CCL Q EMERGING MARKETS EQUITY FUND LP; VANGUARD INV FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX F; MINISTRY OF ECONOMY AND FINANCE; AMG TIMESSQUARE EMERGING MARKETS SMALL CAP FUND; AGFIQ EMERGING MARKETS EQUITY ETF; JOHN HANCOCK FUNDS II INTERNATIONAL STRATEGIC EQUITY ALLOCAT; CITITRUST LTD A T VANG FDS S - VANGUARD MODERATE GROWTH FUND; CITITRUST LIM AS TR OF BLACK PREMIER FDS- ISH WOR EQU IND FD; FIDELITY SALEM STREET TRUST: FIDELITY FLEX INTERNATIONAL IND; PRUDENTIAL ASSURANCE COMPANY SINGAPORE (PTE) LTD; FIDELITY SALEM STREET TRUST: FIDELITY INTERNATIONAL SUSTAINA; FIDELITY PURITAN TRUST: FIDELITY LOW-PRICED STOCK K6 FUND; WELLS FARGO FACTOR ENHANCED EMERGING MARKETS PORTFOLIO; ISHARES MSCI EMERGING MARKETS EX CHINA ETF; MG (LUX) INVESTMENT FUNDS 1; PIMCO EQUITY SERIES: PIMCO RAFI DYNAMIC MULTI-FACTOR EMERGIN; EMERGING MARKETS EQUITY SELECT ETF; SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: SPARTAN EMERG; BLACKROCK CDN MSCI EMERGING MARKETS INDEX FUND; EMERGING MARKETS EQUITY INDEX MASTER FUND; EMERGING MARKETS EQUITY INDEX ESG SCREENED FUND B; EMERGING MARKETS INDEX NON-LENDABLE FUND; EMERGING MARKETS INDEX NON-LENDABLE FUND B; NEW SOUTH WALLS TR CORP AS TR FOR THE TC EMER MKT SHAR FUND; MFS INTERNATIONAL GROWTH LLC II; LEGAL GENERAL SCIENTIFIC BETA EMERGING MARKETS FUND, LLC; INVESCO PUREBETASM FTSE EMERGING MARKETS ETF; FRANKLIN LIBERTYSHARES ICAV; CCL Q US EQUITY EXTENSION FUND; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ4000; AAM SP EMERGING MARKETS HIGH DIVIDEND VALUE ETF; VICTORYSHARES USAA MSCI E. M. VALUE M. ETF; THE INCUBATION FUND, LTD.; FRANKLIN LIBERTYQT EMERGING MARKETS INDEX ETF; FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE BRAZI;

NATIONAL PENSION INSURANCE FUND; FISHER INVESTMENTS EMERGING
 MARKETS EQUITY ESG UNI; VANGUARD EMERGING MARKETS STOCK INDEX
 FUND; ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND; RBC
 EMERGING MARKETS VALUE EQUITY FUND; COLONIAL FIRST STATE
 INVESTMENT FUND 50; NORDEA 1 - ALPHA 7 MA FUND; PARAMETRIC TMEHC
 FUND, LP; WILLIAM BLAIR EMERGING MARKETS GROWTH FUND LLC;
 VARIABLE INSURANCE PRODUCTS FUND II: INTERNATIONAL; DEUTSCHE
 ASSET MANAGEMENT S.A. FOR ARERO - DER WEL; MSCI EQUITY INDEX FUND
 B – BRAZIL; SCRI ROBECO QI INST EMERG MKTS ENHANCED IND EQUITIES
 FUND; SUNAMERICA SERIES TRUST SA EMERGING MARKETS EQUITY; ARK
 GLOBAL EMERGING COMPANIES, LP; KRANESHARES EMERGING MARKETS
 HEALTHCARE INDEX ETF; MSCI ACWI EX-U.S. IMI INDEX FUND B2;
 LAERERNES PENSION FORSIKRINGSAKTIESELSKAB; FIDELITY CONCORD
 STREET TRUST: FIDELITY ZERO INT. INDEX FUND; WISDOMTREE EMERGING
 MARKETS MULTIFACTOR FUND; VANGUARD ESG INTERNATIONAL; WEST
 YORKSHIRE PENSION FUND; VERDIPAPIRFONDET KLP AKSJE
 FREMVOKSENDE MARKEDER F; GALLERY TRUST - MONDRIAN E. M. VALUE
 EQUITY FUND; HARRIS FAMILY FOUNDATION; ISHARES (DE) I
 INVESTMENTAKTIENGESSELLSCHAFT MIT TG; FRANKLIN TEMPLETON ETF
 TRUST - FRANKLIN FTSE LATIN; XTRACKERS MSCI ACWI EX USA ESG
 LEADERS EQUITY ETF; GAM INVESTMENT MANAGEMENT (SWITZERLAND)
 AG ON BEHA; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FO; LVIP
 SSGA EMERGING MARKETS EQUITY INDEX FUND; XTRACKERS MSCI
 EMERGING MARKETS ESG LEADERS EQUITY; AVIVA I INVESTMENT FUNDS
 ICVC - AVIVA I INTERNATIONAL I T F; NORDEA 2 - VAG OPTIMISED STABLE
 RETURN FUND; DESJARDINS RI EMERGING MARKETS MULTIFACTOR - LOW C;
 DESJARDINS RI GLOBAL MULTIFACTOR - FOSSIL FUEL RES; VANGUARD
 FIDUCIARY TRT COMPANY INSTIT T INTL STK MKT INDEX T; BLACKROCK
 MSCI ACWI EX USA DIVERSIFIED FACTOR MIX FUND; LGPS CENTRAL
 EMERGING MARKETS EQUITY ACTIVE MULTI; CORDIUS B; MERCER UCITS
 COMMON CONTRACTUAL FUND; ABERDEEN INVESTMENT FUNDS UK ICVC II
 - ABERDEEN EM; THE SAUDI SECOND INVESTMENT COMPANY; BNY MELLON
 (RIVER AND MERCANTILE) GLOBAL EQUITY FU; DANSKE INVEST SICAV -
 EMERGING AND FRONTIER MARKETS; DANSKE INVEST SICAV-SIF -
 EMERGING AND FRONTIER MARKETS SMID; RBC EMERGING MARKETS
 DIVIDEND FUND; RBC FUNDS (LUX) - EMERGING MARKETS VALUE EQUITY
 FUND; BORDER TO COAST GLOBAL EQUITY ALPHA FUND; GRANDEUR PEAK
 GLOBAL CONTRARIAN FUND; CCL Q EMERGING MARKETS EQUITY FUND;

PENSIONDANMARK PENSIONSFORSIKRINGSAKTIESELSKAB; MERCER
 PRIVATE WEALTH INTERNATIONAL FOCUSED EQUITY POOL; AMERICAN
 CENTURY ETF TRUST - AVANTIS EMERGING MARK; GOLDMAN SACHS ETF
 TRUST - GOLDMAN SACHS EMERGING M; SPARTAN GROUP TRUST FOR
 EMPLOYEE BENEFIT PLANS: SP; GOLDMAN SACHS ETF ICAV ACTING SOLELY
 ON BEHALF OF; THE CONVENT OF THE SISTERS OF SAINT JOSEPH, CHESTN;
 KAPITALFORENINGEN INVESTIN PRO, GLOBALE AKTIER IND; MG
 INVESTMENT FUNDS (10) - MG GLOBAL ENHANCED EQ; MONDRIAN GLOBAL
 ALL COUNTRIES WORLD EQUITY FUND, L; THRIVENT CORE EMERGING
 MARKETS EQUITY FUND; NATWEST TRUSTEE AND DEPOSITARY SERVICES
 LIMITED AS; NORDEA DEDIC. INVEST. F., SICAV-FIS-MA LIQUID ALTER. I
 FUND; AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK; ASSET
 MANAGEMENT EXCHANGE UCITS CCF; VONTOBEL FUND II - MTX
 SUSTAINABLE EMERGING MARKET; VANGUARD F. T. C. INST. TOTAL INTL
 STOCK M. INDEX TRUST II; ISHARES ESG MSCI EM LEADERS ETF; NEUBERGER
 BERMAN EMERGING MARKETS EQUITY SELECT MA; DURHAM COUNTY
 COUNCIL PENSION FUND; THE NOMURA TRUST AND BANKING CO., LTD. RE:
 FIDELIT; BLK MAGI FUND; KAPITALFORENINGEN EMD INVEST, EMERGING
 MARKETS IND; WELLINGTON MANAGEMENT FUNDS (LUXEMBOURG) III
 SICAV; LEGAL GENERAL CCF; NORDEA DEDICATED INV FD, SICAV-FIS-MA
 LIQ ALTERNATIVE II FD; VANGUARD INVESTMENT SERIES PLC / VANGUARD
 ESG EMER; MONDRIAN GLOBAL EQUITY VALUE FUND; STICHTING
 PENSIOENFONDS PGB; KAPITALFORENINGEN PENSAM INVEST, PSI 3
 GLOBALE AKTIER 3; ARERO - DER WELTFONDS -NACHHALTIG; KIEGER UCITS
 FUND; DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM;
 MAINSTAY VP EMERGING MARKETS EQUITY PORTFOLIO; MAINSTAY
 CANDRIAM EMERGING MARKETS EQUITY FUND; JOHN HANCOCK TRUST
 COMPANY COLLECTIVE INVESTMENT T; NATIONAL EMPLOYMENT SAVINGS
 TRUST; GUINNESS ASSET MANAGEMENT FUNDS PLC; DISTILLATE
 INTERNATIONAL FUNDAMENTAL STABILITY V; DESJARDINS RI EMERGING
 MARKETS - LOW CO2 INDEX ETF; CUSTODY BANK OF JAPAN, LTD. AS
 TRUSTEE FOR AMONE M; IMCO EMERGING MARKETS PUBLIC EQUITY LP;
 SCOTTISH WIDOWS MANAGED INVESTMENT FUNDS ICVC -INT; VANGUARD
 FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP U; HSBC BANK PLC AS
 TRUSTEE OF STATE STREET AUT EMERG; QIC LISTED EQUITIES FUND; JNL
 EMERGING MARKETS INDEX FUND; INTECH GLOBAL ALL COUNTRY
 ENHANCED INDEX FUND LLC; MONDRIAN GLOBAL ALL COUNTRIES WORLD
 EQUITY FUND; INVESCO MSCI EMERGING MARKETS ESG UNIVERSAL

SCREEN; CIBC EMERGING MARKETS EQUITY INDEX ETF; NEW AIRWAYS PENSION SCHEME; RBC EMERGING MARKETS EX-CHINA DIVIDEND FUND; LGIASUPER TRUSTEE; MACQUARIE TRUE INDEX EMERGING MARKETS FUND; POPLAR DELAWARE BRAZIL I LLC; UNICARE SAVINGS PLAN; INVESCO RAFI FUNDAMENTAL GLOBAL INDEX TRUST; NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHIN; MONDRIAN EMERGING MARKETS EQUITY ESG FUND, L.P.; HEXAVEST SYSTEMATIC ESG EMERGING MARKETS EQUITY FU; HARTFORD SCHRODERS DIVERSIFIED EMERGING MARKETS FU; APOSTLE PEOPLE AND PLANET DIVERSIFIED FUND; SPDR S+P INTERNATIONAL DIVIDEND ETF; STICHTING JURIDISCH EIGENAAR ACHMEA INVESTMENT MAN; COMMONWEALTH GLOBAL SHARE FUND 16; LORD ABBETT TRUST I- LORD ABBETT EMERGING MARKETS; COLONIAL FIRST STATE WHOLESALE INDEXED GLOBAL SHAR; INVESCO MSCI EMERGING MARKETS ESG CLIMATE PARIS AL; TRINITY COLLEGE CAMBRIDGE; THE TRUSTEE FOR OX CAPITAL DYNAMIC EMERGING MARKET; THE TRUSTEE FOR OX CAPITAL EMERGING MARKETS FUND; NEPC INVESTMENT LLC; GRANDEUR PEAK GLOBAL EXPLORER FUND; LEGAL & GENERAL FUTURE WORLD ESG EMERGING MARKETS; INVESTERINGSFORENINGEN D. I. I. G. AC R. - A. KL; INVESTERINGSFORENINGEN D. I. I. G. E. M. R. - A. KL; AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EME; GOLDMAN SACHS FUNDS - GOLDMAN SACHS EMERGING MARKE; CANDRIAM GLOBAL SUSTAINABLE EMERGING MKTS EQUITIES FUND LP; CANDRIAM GLOBAL EMERGING MARKETS EQUITIES FUND LP; WISDOMTREE EMERGING MARKETS EX-CHINA FUND; INVESTERINGSFORENINGEN DANSKE INVEST SELECT; ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF; WILLIAM BLAIR EMERGING MARKETS EX CHINA GROWTH FUN; GOLDMAN SACHS TRUST - GOLDMAN SACHS EMERGING MARKE; NATIONAL PHILANTHROPIC TRUST; THE MASTER TRUST BANK OF JAP, LTD. AS TR. FOR MTBJ400045828; THE MASTER TRUST BANK OF JAP., LTD. AS TR. FOR MTBJ400045829; THE MASTER TRUST BANK OF JAPAN, LTD. AS T F MTBJ400045832; THE MASTER TRUST BANK OF JAPAN, LTD. AS T. FOR MTBJ400045835; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRU FO MTBJ400045849; THE MASTER TRUST BANK OF JAPAN, LTD. AS TR FOR MUTB400045792; THE MASTER TRUST BANK OF JAPAN, LTD. TRUSTEE MUTB400045794; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB4000; VANGUARD FUNDS PLC / VANGUARD ESG EMERGING MARKETS; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF; U.S STEEL RETIREMENT PLAN TRUST; STRIVE EMERGING MARKETS EX-CHINA ETF; MONDRIAN EMERGING MARKETS EX-CHINA EQUITY FUND, L.; MBB PUBLIC

MARKETS I LLC; SCOTIA EMERGING MARKETS EQUITY INDEX TRACKER ETF;
 TEXAS PERMANENT SCHOOL FUND CORPORATION; WILLIAM BLAIR
 EMERGING MARKETS GROWTH POOLED FUND; VOYA VACS INDEX SERIES EM
 PORTFOLIO; ABS DIRECT EQUITY FUND LLC; FIDELITY GLOBAL EX-U.S.
 EQUITY INDEX INSTITUTIONAL; ALLIANZ GL INVESTORS GMBH ON BEHALF
 OF ALLIANZGI-FONDS DSPT; AMONIS NV; AUSTRALIANSUPER PTY LTD AS
 TRUSTEE FOR AUSTRALIASUPER; AVIVA INVESTORS; AVIVA LIFE PENSIONS
 UK LIMITED; BLACKROCK ASSET MANAG IR LT I ITS CAP A M F T BKR I S FD;
 ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND; BUREAU OF LABOR
 FUNDS - LABOR INSURANCE FUND; CAPITAL GROUP INTERNATIONAL ALL
 COUNTRIES EQUITY C T (US); CAPITAL GROUP INTERNATIONAL ALL
 COUNTRIES EQUITY TRUST (US); CAPITAL GROUP EMERGING MARKETS
 RESTRICTED EQUITY C T (US); CAPITAL GROUP EMPLOYEE BENEFIT
 INVESTMENT TRUST; CAPITAL INTERNATIONAL FUND; EMERGING MARKETS
 GROWTH FUND INC; EQ ADVISORS TRUST - EQ/MFS INTERNATIONAL
 GROWTH PORTFOLIO; EUROPACIFIC GROWTH FUND; H.E.S.T. AUSTRALIA
 LIMITED; INTERNATIONAL GROWTH AND INCOME FUND;
 INVESTERINGSFORENINGEN NORDEA INVEST STABIL BALANCERET KL; MFS
 INTERNATIONAL GROWTH LLC; MFS INTERNATIONAL NEW DISCOVERY
 FUND; NEW WORLD FUND, INC.; NEW YORK STATE COMMON RETIREMENT
 FUND; SAS TRUSTEE CORPORATION POOLED FUND; SBC MASTER PENSION
 TRUST; SCHRODER INTERNATIONAL SELECTION FUND; SHELL TR (BERM)
 LTD AS TR O SHELL OV CON P F; SOUTHERN COMPANY SYSTEM MASTER
 RETIREMENT; STATE OF CALIFORNIA MASTER TRUST; STATE OF NEW
 MEXICO STATE INV. COUNCIL; STATE OF WYOMING; STICHTING DEPOSITARY
 APG EMERGING MARKETS EQUITY POOL; STICHTING PENSIOENFONDS VOOR
 HUISARTSEN; STICHTING SHELL PENSIOENFONDS; THE SHELL
 CONTRIBUTORY PENSION FUND; VANGUARD EMERGING MARKETS SHARES
 INDEX FUND; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SE
 VAN S F; SAULO CAMIMURA JESUS SOUZA; SFA MASTER FIA - BDR NÍVEL I;
 ALLURE FIA; KIRON MASTER FIA; KIRON INSTITUCIONAL FIA; KIRON
 PREVIDENCIA XP FIE FIA; KIRON MASTER PREV LONG ONLY FIA; KIRON B
 PREVIDENCIA FIA MASTER FIFE; ASTER MASTER FIA Q; ASTER MASTER FIA G
 BDR NIVEL I; ASTER INSTITUCIONAL MASTER FIA; ASTER INSTITUCIONAL A
 FIA; IU WESTERN ASSET CORPORATE RV 25 FIM; PREVIHONDA ENTIDADE DE
 PREVIDÊNCIA PRIVADA; WESTERN ASSET PREV IBRX ATIVO ACOES FUNDO
 DE INVESTIMENTO; JJSP FUND III FIM; WESTERN ASSET LONG & SHORT FIM;
 WESTERN ASSET IBOVESPA ATIVO FIA; ICATU SEG APOSENTADORIA IBRX

ATIVO ACOES FUNDO DE INVESTIMENTO; WESTERN ASSET VALUATION FIA;
 WESTERN ASSET DIVIDEND YIELD FIA; MULTIPREV FIA; METLIFE FIA;
 WESTERN ASSET LONG & SHORT MACRO FIM; WESTERN ASSET PREV IBRX
 ALPHA MASTER ACOES FUNDO DE INVESTIMENTO; BRASIL WESTERN ASSET
 FIA; IN BK FOR REC AND DEV, AS TR FT ST RET PLAN AND TR/RSBP AN TR;
 THE PUBLIC INSTITUTION FOR SOCIAL SECURITY; BOARD OF PENSIONS OF THE
 EVANGELICAL LUTHERAN CHURCH IN AMER; ALASKA PERMANENT FUND;
 NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST; NATIONAL
 COUNCIL FOR SOCIAL SECURITY FUND; BUREAU OF LABOR FUNDS - LABOR
 PENSION FUND; BUREAU OF LABOR FUNDS - LABOR RETIREMENT FUND;
 WESTERN ASSET SUSTENTABILIDADE EMPRESARIAL FIA (through remote voting
 ballot); **(d)** AMSELECT - VONTOBEL GLOBAL EQUITY EMERGING; ARISAIG
 GLOBAL EMERGING MARKETS FUND LLC; ARISAIG NEXT GENERATION
 MASTER FUND ICAV; BEST INVESTMENT CORPORATION; BNP PARIBAS
 FUNDS EMERGING EQUITY; DANSKE INVEST EMER MARK EQUITY FUND;
 ALLIANZ EQUITY EMERGING MARKETS 1; AMUNDI INDEX SOLUTIONS;
 BESTINVER LATAM, FI; CANDRIAM EQUITIES L; CANDRIAM SUSTAINABLE;
 STICHTING PENSIOENFONDS VOOR DE ARCHITECTENBUREAUS (by
 proxy Ricardo Marques Risatto); **(e)** CONSTELLATION SULAMERICA PREV FUNDO
 DE INVESTIMENTO MULTIMERCADO; CONSTELLATION INSTITUCIONAL BR
 FIA; CONSTELLATION BRADESCO 100 FIFE FUNDO DE INVESTIMENTO EM
 ACOES; CONSTELLATION BP 100 PREV FIA FIFE; CONSTELLATION FAMILIA
 PREVIDENCIA FUNDO DE INVESTIMENTO EM ACOES; CONSTELLATION
 CAMBARA FUNDO DE INVESTIMENTO EM ACOES; CONSTELLATION
 QUALIFICADO MASTER FUNDO DE INVESTIMENTO DE ACOES;
 CONSTELLATION MASTER FUNDO DE INVESTIMENTO DE ACOES;
 CONSTELLATION ICATU 70 PREV FIM; CONSTELLATION 70 PREVIDENCIA FIP
 MULTIMERCADO; CONSTELLATION 100 PREV FIM FIFE; TYLER FINANCE LLC;
 BARTHE HOLDINGS LLC (by proxy Larissa Matias Correia Nunes); **(f)** RENATO
 SOBRAL PIRES CHAVES; **(g)** BB TOP MM BALANCEADO FI LP; BRASILPREV TOP
 RETURN FUNDO DE INVESTIMENTO EM ACOES; BB ONDINA II ACOES FUNDO
 DE INVESTIMENTO - BDR NIVEL I; BB ETF IBOVESPA FUNDO DE INDICE; BB
 TOP ACOES TOTAL RETURN FUNDO DE INVESTIMENTO; BB TOP ACOES DUAL
 STRATEGY FUNDO DE INVESTIMENTO; BB TOP ACOES SAUDE BEM ESTAR
 FUNDO DE INVESTIMENTO; BB ECO GOLD FUNDO DE INVESTIMENTO EM
 ACOES; BB CAP IBOVESPA INDEXADO FUNDO DE INVESTIMENTO EM ACOES;
 BB TERRA DO SOL FUNDO DE INVESTIMENTO MULTIMERCADO CREDITO
 PRIVADO; BB NICTHEROY FUNDO DE INVESTIMENTO MULTIMERCADO

LONGO PRAZO CREDITO PRIVADO INVESTIMENTO NO EXTERIOR; BB TOP ACOES DIVIDENDOS MIDCAPS FUNDO DE INVESTIMENTO; BB ACOES GOVERNANCA IS FUNDO DE INVESTIMENTO; BB CAP ACOES FUNDO DE INVESTIMENTO; BB PREVIDENCIA ACOES IBRX FUNDO DE INVESTIMENTO; BB TOP ACOES IBOVESPA ATIVO FUNDO DE INVESTIMENTO; BB TOP ACOES SETORIAL CONSUMO FUNDO DE INVESTIMENTO; BB TOP ACOES IBOVESPA INDEXADO FUNDO DE INVESTIMENTO; BB TOP ACOES QUANTITATIVO FUNDO DE INVESTIMENTO; BRASILPREV TOP A FUNDO DE INVESTIMENTO DE ACOES; BB TOP ACOES INDICE DE SUSTENTABILIDADE EMPRESARIAL IS FUNDO DE INVESTIMENTO EM ACOES; BB BNC ACOES NOSSA CAIXA NOSSO CLUBE DE INVESTIMENTO (by proxy Rita de Cássia Adorno Sitta).

São Paulo, April 28, 2023.

CERTIFICATE

Conforms with the original drawn in the appropriate book.

Meeting Board:

Thiago Saddi Tannous

Secretary

HYPERA S.A.

A Publicly-Held Corporation

CNPJ/ME No. 02.932.074/0001-91

NIRE 35.300.353.251

CVM Code No. 21431

**EXHIBIT I TO THE SHAREHOLDERS' ORDINARY AND EXTRAORDINARY MEETING
HELD ON APRIL 28, 2023**

RESTATED BYLAWS

HYPERA S.A.'S

BYLAWS

CHAPTER I

**CORPORATE NAME, REGISTERED OFFICE, CORPORATE PURPOSE AND TERM OF
DURATION**

Article 1: Hypera S.A. is a corporation governed by these Bylaws (“Bylaws”) and by the applicable legal provisions, using the expression “Hypera Pharma” as the corporate name (“Company”).

Article 2: The Company’s registered office and jurisdiction shall be in the City of São Paulo, State of São Paulo, at Rua Nova Cidade, 404, Vila Olímpia, Zip Code 04547-070. The Company may, upon resolution of the Board of Officers, establish and/or close offices, sales offices, branches, warehouses, establishments or other premises anywhere in Brazil or abroad.

Article 3: The corporate purpose of the Company includes the following:

- a.** sale, production, import and export of hygiene and cleaning products (sanitary and household cleaners) and domestic hygiene, as well as commercial agency for its own account and for the account of third parties;

- b.** provision of manufacturing services in the consumption goods industry;
- c.** production and sale of beverages and food products in general, namely: (i) dairy products, cereals, fruit and other animal or vegetable products, including juice concentrates, fruit beverages and fruit-flavored juice drinks, pasta, cookies and candies; (ii) diet products and dietary food products, including production of synthetic sugar and sweeteners, dietetic sweeteners, dietetic supplements and stevia sweeteners; (iii) animal food; (iv) dextrose (corn syrup) sugar and beet sugar; (v) infant's food products; (vi) special enriched and fortified food products, dietary supplements and other preserved food products; (vii) manufacturing, distilling, homogenizing and mixing of sugarcane and other liquors and distilled beverages, soft drinks, juice drinks, syrups and powder flavor; and (viii) nutritional supplements.
- d.** production, manufacturing and sale of equipment, packaging and inputs for the products mentioned in item "c" above, for their byproducts and related products, as well as for seeds, fertilizers, chemicals and agricultural products;
- e.** lease and import of machinery and equipment;
- f.** labor lease;
- g.** manufacturing, production, transportation, warehousing, distribution, import and sale of personal hygiene products and toiletries, cosmetics and perfumes;
- h.** manufacturing, production, transportation, warehousing, distribution, import and sale of medicinal drugs, health-related products, pharmaceuticals, including allopathic, herbal and homeopathic medicines for human consumption, import of inputs and raw materials for their production, related technological and scientific research and development, commercial agency and marketing of allopathic and herbal medicines;
- i.** manufacturing, production, wholesale, import and export of: (i) beverages and beverage processing raw materials, (ii) herbs for infusion, (iii) smoking Articles, (iv) lubricants, (v) paint and coatings, (vi) raw or processed metals, including precious metals, (vii) mechanical and electro-electronic machinery, tools, equipment and appliances, (viii) musical instruments, vehicles and vehicle parts, (ix) furniture and household utensils, (x) leather, (xi) plastics, (xii) building materials, office materials, (xiii) threads, fabrics, tapestry, sewing notions, (xiv) toys, (xv) clothing, (xvi) plants and (xvii) camping articles;

- j.** publications, advertising and marketing services, events, asset management, services, business, construction and commercial agency for the account of third parties;
- k.** sale, production, import and export of insect and rodent control disinfectants, chemical products, insecticides, pesticides, herbicides, household devices, instruments and traps of domestic use;
- l.** provision of technical assistance services, cleaning services, furniture and building preservation and immunization services, general material treatment and processing services;
- m.** manufacturing, sale, import and export of waterproof diaper covers, cloth diapers, whether made of cotton or other natural fiber cloth, disposable diapers, menstrual pads and tampons, hospital diapers, diaper liners, pads and related products for hospital use, cotton swabs, makeup removers and cleansing pads;
- n.** production and sale of veterinary medications;
- o.** provision of electronic equipment calibration and testing services to third parties;
- p.** sale of medical surgical instruments and materials;
- q.** bottling, packaging and selling activities for the account of third parties, including repackaging of pharmaceutical salts and pharmaceutical substances, and the sale of those;
- r.** manufacturing, sale, import and export of latex articles;
- s.** warehousing, distribution, transportation import and export of any of the products listed in items (a) through (r) above;
- t.** distribution and sale of antibiotics, vitamins, pharmaceutical inputs, chemical, biological and technological products, natural products, energizing products and vaccines;
- u.** packaging, re-packing and handling of its inventories, subject to applicable legal and sanitary rules and standards;
- v.** manufacturing of brushes, paintbrushes and brooms;

w. representation of all fields of activities set forth in items (t) to (v) above through commissioning; and

x. holding ownership interest in other companies, as shareholder or quotaholder, and participation in ventures engaging in any of the activities listed in items (a) through (w) above

Article 4: The Company shall have an indefinite term of duration.

CHAPTER II

CAPITAL STOCK AND SHARES

Article 5: The fully subscribed and paid-in capital stock is four billion, four hundred and seventy-eight million, one hundred and twenty-six thousand, two hundred and eighty-seven *Reais* and fifty-five cents (R\$ 4,478,126,287.55), divided into six hundred and thirty-three million, four hundred and twenty thousand, eight hundred and twenty-three (633,420,823) common, registered, book-entry shares, without par value.

Paragraph First: The Company is authorized to increase the capital stock up to the limit of five billion and five hundred million *Reais* (R\$5,500,000,000.00) regardless of amendment to these Bylaws, by resolution of its Board of Directors.

Paragraph Second: The Board of Directors shall establish the conditions of issuance, subscription, form and terms of payment, price per share, form of placement (public or private) and distribution of shares in Brazil and/or abroad.

Paragraph Third: Within the limit of the authorized capital stock and pursuant to a plan approved by the shareholders' meeting, the Company may grant stock options to directors and officers, employees or natural persons providing services to the Company or its subsidiaries, as well as to its directors, officers and employees of subsidiaries, without granting preemptive rights to shareholders.

Article 6: Without granting preemptive rights or upon reducing the exercise period foreseen in Article 171, Paragraph 4, of Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporations Law"), at the discretion of the Board of Directors, the Company may issue shares, debentures or subscription warrants for placement through sale on a stock

exchange or by public subscription, or through an exchange offer carried out in a tender offer, pursuant to applicable law, within the limit of the authorized capital stock.

Article 7: The Company's shares are book-entry shares, which will be kept in the name of their holders in deposit accounts under custody of a financial institution authorized by the Brazilian Securities Commission ("CVM").

Sole Paragraph: Pursuant to the bookkeeping services agreement, the depository institution may directly charge the shareholders for the share transfer and registration costs, as well as the bookkeeping services costs, within the maximum limits established by the CVM.

Article 8: The capital stock is solely represented by common shares. Each common share is entitled to one vote in decisions of the Shareholders' Meeting.

Article 9: Failure to pay the subscription price, such as established in the subscription list or in a capital call made by the management bodies, shall legally constitute default under Articles 106 and 107 of the Brazilian Corporate Law, such that the defaulting person shall be subject to pay the issue price as adjusted for inflation pursuant to the variation of the General Market Price Index ("IGP-M") compiled and released by Fundação Getúlio Vargas ("FGV"), or a substitute index, at as short intervals as legally acceptable, and accruing interest calculated *pro rata temporis* at the rate of twelve percent (12%) per year, in addition to default fine of ten percent (10%) of the amount due and unpaid, as adjusted for charges.

Article 10: The Company is forbidden from issuing preferred shares or founders' shares.

CHAPTER III **SHAREHOLDERS' MEETING**

Article 11: Provided it is called in accordance with the law, the shareholders' meeting has authority to decide on all matters of the Company's interest, except for matters which under the law or these Bylaws fall within the sphere of competence of the management bodies.

Sole Paragraph: The shareholders' meeting shall not delegate to management bodies the authority to decide on any matter not expressly incumbent upon them in accordance with the law or these Bylaws.

Article 12: The shareholders shall convene annually on a Shareholders' Meeting within the period of four months following the end of the fiscal year, and extraordinarily, whenever the Company's interests so require.

Article 13: The shareholders' meetings shall be called upon a twenty-one (21) days prior notice on the first call and an eight (8) days prior notice on the second call, and convened as provided for in the law. The chairman of the board shall preside over the meetings and appoint the secretary.

Paragraph First: In the event the shareholders' meeting is to decide on matters that due to its complexity require longer period for analysis and consideration by shareholders, the call shall be made upon up to thirty (30) day prior notice.

Paragraph Second: Any matter not expressly included in the agenda set forth in the call notice may only be voted if all shareholders attend the meeting.

Article 14: Unless as otherwise provided in the law and in these Bylaws, the shareholders' meetings shall convene upon attendance by shareholders representing at least twenty-five percent (25%) of the voting capital on the first call, and with any number of shareholders on the second call.

Article 15: Unless otherwise required by law and subject to the provisions of these Bylaws, all decisions of the shareholders' meeting shall be adopted by absolute majority of affirmative votes cast by attending shareholders, not computing blank votes.

Article 16: The annual shareholders' meeting, which shall be held annually within the first four months following the end of the fiscal year, shall have authority to:

- a. review the management's accounts, and review, deliberate and judge the financial statements;
- b. decide on the allocation of net profit for the fiscal year and distribution of dividends;
- c. elect and remove the members of the Board of Directors; and
- d. elect and remove the Fiscal Council members.

Article 17: In addition to other matters contemplated by law, the following matters and acts shall be subject to approval by the shareholders' meeting:

- a.** any increase of the Company's capital stock (except through capitalization of reserves, or within the authorized limit of the capital stock, or as required by law), and any stock split or reverse split, or a redemption of shares to be either forfeited or held in treasury;
- b.** the definition of the remuneration of all and any member of the Board of Directors and Board of Officers, as well as the remuneration of the fiscal council members, if this is installed;
- c.** amendment of these Bylaws;
- d.** issuance of bonus shares;
- e.** establishment of stock option or stock subscription plans, as incentive to directors, officers, employees or natural persons providing services to the Company or its subsidiaries, as well as to officers and employees of Company subsidiaries;
- f.** establishment of the number of members or limitation to the responsibilities of the Board of Directors;
- g.** any merger, spin-off, incorporation or conversion of the Company into any other corporate nature;
- h.** authorization to the officers to petition for voluntary bankruptcy or for judicial or extrajudicial reorganization in name of the Company;
- i.** approval of liquidation or dissolution of the Company;
- j.** the execution of any assignment to the benefit of creditors of the Company, in the event of insolvency;
- k.** delisting from the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("Novo Mercado");

- l.** any amendment to the corporate purpose of the Company;
- m.** any change in the dividend and distributions policy adopted by the Company;
- n.** waiver from conducting a public offering due to withdrawal from the Novo Mercado, as provided for in Chapter VIII of these Bylaws;
- o.** qualification of the person appointed for the Board of Directors as independent director, in accordance with Article 19 of these Bylaws; and
- p.** resolution on any other matter submitted to it by the Board of Directors.

CHAPTER IV

MANAGEMENT

Section I

Board of Directors

Article 18: The Company shall be managed by a Board of Directors and by a Board of Officers, in accordance with the applicable legal provisions and with these Bylaws.

Paragraph First: The directors shall take office upon signing an instrument of investiture drawn up in the Book of Minutes of Board of Directors' Meetings, which shall contemplate that they are subjected to Article 46 of these Bylaws, as well as to the fulfillment of the applicable legal requirements.

Paragraph Second: The shareholders' meeting shall establish the individual or aggregate amount of the remuneration of directors and executive officers. If set as an aggregate amount, the Board of Directors shall allocate it amongst directors and officers. The Shareholders' Meeting may also authorize profit sharing payments to directors and officers, within the limit established by the pertinent applicable legal limits and the provisions of these Bylaws.

Article 19: The Board of Directors shall consist of at least nine (9) Directors and no more than eleven (11) Directors elected and removable by the Shareholders' Meeting, being one the Chairman and the others without a specific title, all shareholders or not, with a unified term of office of two (2) years, reelection permitted.

Paragraph First: A director must have unimpeachable reputation and, except upon waiver expressed by the shareholders' meeting, a director may not: (i) work as senior manager, director, consultant, lawyer, auditor, executive, employee or service provider for companies that may be deemed to compete with the Company; or (ii) represent interests that conflict with the interests of the Company. No Director may exercise voting rights in the event of any supervening impediment.

Paragraph Second: A Director may neither be granted access to information, nor participate in the Board of Directors' meeting convened to resolve on matters in which the director would have or represent interests that are in conflict with the interests of the Company.

Paragraph Third: As defined in the *Novo Mercado* Rules, a minimum of two (2) or twenty percent (20%), whichever is higher, of the members of the Board of Directors shall qualify as Independent Directors. If this percentage results in a fractional number of directors, it shall be rounded up to the next whole number.

Paragraph Fourth: For purposes of these Bylaws, the qualification as "Independent Director" shall take into consideration the relationship between the director and (1) the Company, its direct or indirect controlling shareholder, and its managers, and (2) the subsidiaries, affiliates or companies under common control, and it is also necessary to confirm if the following situations imply loss of independence of the directors in view of the characteristics, magnitude and extension of the relationship: (i) if the director is a relative by affinity up to the second degree of the controlling shareholder, of the Company's manager or of the controlling shareholder's manager; (ii) if the director was, for the past three (3) years, an employee or officer of affiliates, subsidiaries or companies under common control; (iii) if the director has commercial relationships with the Company, its controlling shareholder or affiliates, companies controlled or under common control; (iv) if the director holds office in a company or entity that has commercial relationships with the Company or with its controlling shareholder that has decision-making power in the conduction of the activities of said company or entity; (v) if the director receives other remuneration from the Company, its controlling shareholder, affiliates, subsidiaries or companies under common control, in addition to the remuneration related to the activities as member of the board of directors or of committees of the company, of its controlling shareholder, of its affiliates, subsidiaries or companies under common control, except for remuneration in cash as a result of ownership interest in the Company and benefits originating from supplementary social-security plans. If

there is a controlling shareholder, directors elected pursuant to Article 141, Paragraphs 4 and 5 of Brazilian Corporations Law also qualify as Independent Directors. The following cannot be deemed Independent Directors: (a) those who are the Company's direct or indirect controlling shareholder; (b) those whose voting exercise at the meetings of the board of directors is subject to a shareholders' agreement providing on matters relating to the Company; (c) those who are spouses, common-law partner or direct or collateral relative, up to the second degree, of a manager of the Company or of a manager of the controlling shareholder; and (d) those who were, for the last three (3) years, employees of officers of the Company or of its controlling shareholder.

Paragraph Fifth: Qualification of those appointed for the board of directors as Independent Directors shall be resolved by the Shareholders' Meeting, which may decide based upon: (i) the statement, sent by those appointed to hold office as Independent Director in the Board of Directors, confirming their qualification in relation to the independence criteria established in the *Novo Mercado* Rules, contemplating the respective justification, upon verification of any of the situations set forth in paragraph four of Article 19 of these Bylaws; and on (ii) the pronouncement of the Company's Board of Directors, included in the Officers proposal relating to the shareholders' meeting for the election of managers, with respect to the candidates' qualification or non-qualification with respect to the independence criteria. The procedure set forth in this Paragraph shall not apply to the appointment of candidates for the Board of Directors: (a) who do not meet the term for inclusion of candidates in the voting bulletin, as provided in the regulation enacted by the CVM on remote voting; and (b) upon separate voting, as set forth in Article 141, Paragraphs 4 and 5 of the Brazilian Corporation Law.

Paragraph Sixth: The Board of Directors shall have one (1) Chairman, who shall be appointed by the Shareholders' Meeting which elect him/her or by a majority vote of all attending, at the first meeting of the board of directors immediately after these directors take office, or whenever in the event of resignation from, or vacancy of, these positions.

Paragraph Seventh: The Directors shall remain in their offices and exercise their duties until their substitutes take office, unless differently decided by the Shareholders' Meeting.

Paragraph Eighth: The offices of Chairman of the Board of Directors and Chief Executive Officer of the Company may not be held by the same person, except in the event of vacancy, it being understood that, in this case, the Company shall: (i) disclose the accumulation of offices as a result of the vacancy until the business day following the

date of the event: (ii) disclose, within sixty (60) days as from the vacancy, which steps shall be taken to cease the accumulation of the offices; and (iii) cease the accumulation within one (1) year.

Article 20: The Chairman of the Board of Directors shall exclusively:

- a.** give a casting vote in the event of a tie;
- b.** act as link between the Board of Directors and the Executive Board of the Company, including, but not limited to, for purposes of flow of information of the Company;
- c.** act as a link between the Board of Directors and the committees of the Company, in the event of any existing and/or established committee, including, but not limited to, purposes of flow of information of the Company;
- d.** coordinate the business of the committees of the Company, in the event of any existing and/or established committee;
- e.** ensure the efficacy and good performance of the Board of Directors;
- f.** ensure the efficacy of the system to follow up and assess the Executive Board and the Board of Directors itself;
- g.** bring the activities of the Board of Directors in alignment with the interests of the Company, its shareholders and other interested parties;
- h.** organize and coordinate, with the cooperation of the other members of the Board of Directors, the agenda of the meetings, after hearing, if applicable, the Chief Executive Officer (CEO) and the other Officers;
- i.** ensure that the Directors receive complete and timely information on the items included in the agenda of the meetings of the Board of Directors;
- j.** propose to the Board of Directors the annual budget of the Board of Directors, including for hiring external professionals, to be submitted to the Shareholders' Meeting for resolution; and

k. propose to the Board of Directors an annual schedule of the meetings of the Board of Directors (and of any committees, in the event of any existing and/or established committee).

Article 21: The Board of Directors shall meet regularly every three (3) months and extraordinarily, whenever required, by the Chairman's call, by means of registered mail, personal delivery, electronic mail or facsimile sent to the other directors at least three (3) business days ahead of the date of the meetings.

Paragraph First: Regardless of the formalities contemplated in this Article, any meeting attended by all acting Directors shall be deemed to have been regularly called.

Paragraph Second: The decisions or resolutions shall be drawn up in the Book of Minutes to the Board of Directors' Meetings.

Paragraph Third: The meetings of the Board of Directors may be held by conference call, videoconference or by any other means of communication, and they shall be deemed valid and effective if all directors in attendance subsequently sign the minutes of the meeting.

Paragraph Fourth: The meetings of the Board of Directors shall be convened upon attendance of at least six (6) members. The resolutions shall be adopted by a majority vote of the attending members.

Article 22: In the event of a vacancy in the office as Director, it shall be incumbent on the Chairman of the Board of Directors to choose the replacement, which shall hold office until the next shareholders' meeting. For purposes of this Bylaws, vacancy shall be deemed to have occurred upon death, permanent disability or resignation of a Director, removal from office or unjustified absence for more than three consecutive meetings.

Article 23: In addition to other responsibilities prescribed in these Bylaws, it shall be incumbent on the board of directors to:

- a. set the general business guidelines of the Company;
- b. approve the annual plan for the Company, establishing objectives, goals and business plans for each of the Company's business area;

- c.** elect and remove the executive Officers of the Company, establishing their responsibilities, as well as oversee Officers activities, examining at any time the books and documents of the Company and request information on agreements executed or to be executed and on any other acts;
- d.** approve the Internal Regulations of the Board of Directors and of the Board of Officers, which shall provide for the administrative and functional structures, subject to the provisions of the *Novo Mercado* Rules;
- e.** resolve on the issuance of shares, as well as a reduction or elimination of preemptive rights, pursuant to Article 6 of these Bylaws;
- f.** call the Shareholders' Annual Meeting and, whenever necessary, Shareholders' Extraordinary Meetings, in addition to deciding on instances in which to extend the call notice period, pursuant to the provisions of Article 13, Paragraph One, of these Bylaws;
- g.** manifest in advance about the managements' report and Board of Officer's accounts, as well as the financial statements of the fiscal year, in addition to reviewing monthly trial balances;
- h.** review the quarterly reports on results of operations, as well as resolve on distributions of interim or periodical dividends, as provided in the law and these Bylaws;
- i.** order inspections, audits and take accounts of subsidiaries, controlled entities and affiliates;
- j.** elect, supervise and replace the independent auditors and other consultants of the Company;
- k.** without prejudice to applicable legal and regulatory provisions, resolve on the issuance of simple, nonconvertible and unsecured debentures or on the issuance of debentures convertible into shares, as long as within the limits of the authorized capital stock provided for in Article 5 of these Bylaws;
- l.** perform other statutory duties, as assigned by the shareholders' meeting;

- m.** resolve on purchases of the Company's own shares, either for cancellation, maintenance as treasury stock, including in the latter case resolutions to sell treasury stock;
- n.** approve any acquisition, disposition or act establishing a lien or encumbering assets or rights of the Company, pursuant to transactions which individually or in the aggregate equal or exceed forty million Brazilian *Reais* (R\$40,000,000);
- o.** approve the granting of collateral to secure obligations other than undertaken by a subsidiary of the Company, for amounts equaling or in excess of fifty million Brazilian *Reais* (R\$50,000,000);
- p.** grant stock purchase options or stock subscription options to officers or employees of the Company, without granting preemptive rights to shareholders, due regard being given to the plan approved by the shareholders' meeting;
- q.** resolve on any transaction or series of successive transactions for completion within one (1) year, whose amount equals or exceeds five million Brazilian *Reais* (R\$5,000,000.00), where the Company has any of the following as counterparty (i) any of the Controlling Shareholders, (ii) any individual, including a spouse or relative to the third degree, or any legal person directly or indirectly holding control of the corporate controlling shareholders of the Company, or (iii) any legal person in which any of the controlling shareholders holds direct or indirect ownership interest, including through a spouse or relative to the third degree. Irrespective of the amount involved, any transaction between the Company and any of the above persons must be entered into under conditions at normal market prices. Any member of the Board of Directors is assured the prerogative of requesting independent evaluation of any transaction contemplated by this item;
- r.** allocate, individually, to Directors and Officers the aggregate remuneration set by the Shareholders' Meeting;
- s.** decide on any proposed profit sharing program contemplating officers of the Company, subject to ratification by the Shareholders' Meeting;
- t.** approve any financial transaction with banks and lending institutions under which the Company is to undertake indebtedness equaling or in excess of one hundred million Brazilian *Reais* (R\$100,000,000);

- u.** approve any decisions related to the acquisition, disposal, encumbering and waiver of any of the Company's relevant intellectual property items, including domain names, trademarks and patents, except for decisions merely regarding their use or exploitation, which shall be incumbent upon the Board of Officers;
- v.** state a favorable or a contrary opinion in respect of any tender offer for acquisition of shares issued by the Company, upon the issuance of an informed opinion, to be disclosed within up to fifteen (15) days from the publication of the announcement of the tender offer notice for acquisition of shares, in accordance with the applicable regulations;
- w.** prepare the Company's internal policy regarding the disclosure of information to the market;
- x.** resolve on the payment or credit of interest on equity to the shareholders, according to the applicable law;
- y.** request for review, at any time, any issue relating to the business of the Company and its subsidiaries which are not within the exclusive power of the Shareholders' Meeting, even if not included in the list above, and resolve on the issues required to be enforced by the Board of Officers;
- z.** issue opinion and report on the structure, functions and powers of the Company's Board of Officers;
- aa.** issue opinion on any proposal of the Board of Officers to the Shareholders' Meeting;
- bb.** approve the proposal to be submitted to and discussed at the Shareholders' Meeting relating to the amendment to the Bylaws of the Company;
- cc.** approve proposals to be submitted to and discussed at Shareholders Meeting relating to merger (including merger of shares), spin-off, transformation or any other reorganization of the Company;
- dd.** resolve on cases omitted in these Bylaws and perform other duties which are not assigned to other bodies of the Company by law, by the Bylaws or by the *Novo Mercado* Rules; and

ee. approve the issuance of promissory notes.

Paragraph First: The Company and its directors and officers shall, within up to five (5) business days after the disclosure of quarterly results or of the Company's financial statements, conduct a public presentation, in person or by conference call, videoconference or any other means permitting remote participation, with analysts and any other interested parties on the disclosed information.

Paragraph Second: To better perform its duties, the Board of Directors may create advisory committees or work groups with defined purposes, composed of persons it shall appoint from among the members of the management and/or other persons with direct or indirect ties to the Company, subject to the Company's appointment policy. It shall be incumbent on the Board of Directors to approve the internal regulations of the advisory committees or work groups possibly created.

Paragraph Third: If a shareholder wishes to nominate to the Board of Directors one or more representatives at the time, not being members of its most recent composition, it shall give written notice of the nomination to the Company five (5) days before the date of the Shareholders' Meeting called to elect the board, informing the name, identification and complete professional resume of the candidates.

Section II

Board of Officers

Article 24: The Board of Officers shall be composed by at least three (3) and at most six (6) members, all elected for a term of office of three (3) years, reelection permitted, being one (1) Chief Executive Officer (CEO), one (1) Investors Relations Officer and the remaining without a specific designation, who may or may not be shareholders, and may be elected or at any time removed by the board of directors.

Paragraph First: The executive Officers shall take office upon signing an instrument of investiture drawn up in the Book of Minutes the Board of Officers' Meeting, which shall contemplate that they are subjected to Article 46 of these Bylaws, as well as to the fulfillment of all applicable legal requirements.

Paragraph Second: The Officers may accumulate more than one of the offices mentioned in the *caput* of this Article.

Paragraph Third: The Officers shall remain in their offices and shall discharge their duties until their substitutes take office.

Article 25: In the event of definitive impediment or vacancy, the following provisions shall apply: (a) in case of vacancy in the office of the Chief Executive Officer (CEO), a meeting of the Board of Directors shall promptly be called to fill in the office; and (b) in other cases, the chief executive officer (CEO) shall designate the substitute. In the event of absence or temporary impediment of any officer, a substitute officer shall accumulate his duties and those of the substituted officer, provided a meeting of the Board of Directors shall be held within at most thirty days to fill in the office and elect a substitute to act for the remainder of the term of office.

Sole Paragraph: Unless authorized by the Board of Directors, the absence or impediment of any officer for a continuing period of more than thirty days shall put an end to the term of the relevant officer, in which event the main provision of this Article 25 shall apply.

Article 26: The Board of Officers shall have general administrative and management powers to operate the Company and practice any acts necessary to conduct day-to-day business and represent the Company before third parties, in or out of court, due regard given to matters which pertain to the exclusive sphere of competence of the shareholders' meeting. In addition, except as provided for in Article 28, any two executive officers acting jointly shall have sufficient powers to bind the Company.

Paragraph First: The executive officers shall meet whenever necessary. The meetings of the Board of Officers shall be convened upon attendance of a majority of the acting officers.

Paragraph Second: Minutes of meetings and decisions of the Board of Officers shall be drawn up in the proper book.

Paragraph Third: The decisions taken by the Board of Officers in validly convened meetings shall be adopted by a majority of affirmative votes cast by officers in attendance.

Article 27: The Board of Officers shall have the responsibilities and authority granted under applicable law and these Bylaws, with due regard to resolutions passed at the shareholders' meetings and board of directors' meetings, to ensure the regular operation of the Company. In particular, it shall be incumbent on the Board of Officers to:

- a.** resolve on the conduction of the business operations in accordance with the guidelines set by the Board of Directors, and to organize general plans for development of the Company;
- b.** settle doubts and controversies arising from the exercise of the respective duties of its members, and them grant authorizations;
- c.** authorize the establishment and closing of branches, sales offices, premises, offices, warehouses and any other establishments of the Company anywhere in Brazil or abroad;
- d.** present quarterly financial reports to the Board of Directors in connection with the financial condition and results of operations of the Company and subsidiaries;
- e.** present to the Board of Directors the annual management report and board of officers' accounts, in addition to the independent auditors' report, and a proposal for allocation of net income for the preceding year;
- f.** observe and enforce these Bylaws, as well as the decisions of the Shareholders' Meetings and the Board of Directors;
- g.** represent the Company before the federal, state and municipal government agencies, government agencies, public utility companies and any other government entities;
- h.** approve any acquisition, purchase, disposition or act establishing a lien or encumbering assets or rights of the Company, subject to the provisions of item "n" of Article 23 of these Bylaws;
- i.** approve the granting of collateral to secure obligations other than undertaken by a subsidiary of the Company, subject to the provisions of item "o" of Article 23 of these Bylaws; and
- j.** approve any financial transaction with financial or similar institutions resulting in the Company incurring in indebtedness, subject to the provisions of item "t" of Article 23 of these Bylaws.

Article 28: The Company shall be legally represented and will only be bound by the signatures of any two (2) officers, except with regard to any of the matters listed under items

(h), (i) and (j) of Article 27 of these Bylaws, in which events the Company shall be represented as follows:

a. As regards line (h) of Article 27 above, the acquisition, purchase, disposition or encumbering of assets or rights of the Company, the individual or aggregate amount of which shall exceed five million *Reais* (R\$5,000,000.00) shall be effected upon the signature (a) of the Chief Executive Officer (CEO) or of the Officer without specific designation responsible for the Company's financial area jointly with any other officer; or (b) of any officer jointly with an attorney-in-fact, whose respective power of attorney granted by the Company shall always be signed by the Chief Executive Officer (CEO) or by the Officer without specific designation responsible for the Company's financial area jointly with any other officer, subject to the provisions of Article 23 of these Bylaws;

b. As regards line (i) of Article 27 above: approval of the grant of collateral for obligations other than those of the Company's subsidiaries shall be effected upon the signature (a) of the Chief Executive Officer (CEO) or of the Officer without specific designation responsible for the Company's financial area jointly with any other officer; or (b) of any officer jointly with an attorney-in-fact, whose respective power of attorney granted by the Company shall always be signed by the Chief Executive Officer (CEO) or by the Officer without specific designation responsible for the Company's financial area jointly with any other officer, subject to the provisions of Article 23 of these Bylaws; and

c. As regards line (j) of Article 27 above: approval of any transaction of a financial nature resulting in indebtedness of the Company towards a financial institution or the like shall be effected upon the signature (a) of the Chief Executive Officer (CEO) or of the Officer without specific designation responsible for the Company's financial area or of the Investor Relations Officer jointly with any other officer; or (b) of any officer jointly with an attorney-in-fact, whose respective power of attorney granted by the Company shall always be signed by the Chief Executive Officer (CEO) or by the Officer without specific designation responsible for the Company's financial area or by the Investors Relations Officer jointly with any other officer, subject to the provisions of Article 23 of these Bylaws.

Paragraph First: The Company may also be represented, including in acts related to any of the matters listed under Article 27, by one attorney-in-fact acting jointly with any executive officer, due regard given to the provisions of this article.

Paragraph Second: The Company may be represented by just one (1) officer or just one (1) attorney-in-fact in Company acts that do not result in obligations for the Company, as well as in acts related to routine administrative operations, including acts performed before government departments, mixed capital companies, the Federal Income Service, and before state treasury offices, municipal treasury offices, commercial registries, the labor courts, the Brazilian National Institute of Social Security (INSS), the Unemployment Remuneration Fund (FGTS) and their bank collection agents, and before other government or administrative authorities and departments of similar nature.

Paragraph Third: The powers of attorney shall be fixed term of validity for a maximum period of one (1) year, except for powers of attorney granted for representation before the courts, which may granted be for an indefinite period. The powers of attorney shall specify the powers granted therein, while giving due regard to limitations established in these Bylaws.

Article 29: The Officers report shall discuss the corporate governance practices adopted by the Company.

Article 30: The Officers are competent, besides further attributions provided in the Board of Officers' Regulation, to assist and support the Chief Executive Officer (CEO) in the administration of the Company's business and to exercise the activities related to the duties attributed to them by the Board of Directors and by these Bylaws.

Article 31: The members of the Board of Officers shall not be required to post bond.

CHAPTER V

FISCAL COUNCIL

Article 32: The Fiscal Council of the Company shall be composed of three (3) members and the same number of alternates, pursuant to the terms, conditions and responsibilities set forth under applicable law.

Paragraph First: The fiscal council shall not operate on a permanent basis. The fiscal council shall be established upon call from the shareholders, in accordance with the legal provisions. Investiture of the fiscal council members shall be conditional upon signature of the respective instrument, drawn up in the Book of Minutes and Opinions of the Fiscal

Council, which shall set forth that they are subject to Article 46 of these Bylaws, as well as upon the fulfillment of all applicable legal requirements.

Paragraph Second: Without prejudice to the sphere of competence provided by the law, the duties and responsibilities of the fiscal council include:

- a. monitor, through any of its members, the acts of the managers, and check the fulfillment of their legal and statutory duties;
- b. give opinion on the annual management's report, including the additional information that it may deem necessary or useful for resolution of the Shareholders' Meeting;
- c. give opinion on the proposals of the management to be submitted to the Shareholders' Meeting relating to change in the capital stock, issuance of debentures or warrants, investment plans or capital budgets, distribution of dividends, transformation, merger, consolidation or spin-off;
- d. denounce, through any of its members, to the management bodies, and, if the latter takes no measure necessary to protect the interests of the Company, to the Shareholders Meeting, any errors, frauds or crimes that it may find, and suggest useful measures to the Company;
- e. call the Shareholders' Ordinary Meeting, if the management bodies delay such calling for more than one (1) month, and the Shareholders' Extraordinary Meeting, whenever any serious or urgent event may occur, including in the agenda of the meeting the issued that it may deem necessary;
- f. examine at least quarterly the trial balance and the financial statements prepared from time to time by the Company;
- g. examine and report on the financial statements of the fiscal year; and
- h. perform these duties during the liquidation, taking into account the special provisions governing it.

CHAPTER VI

STATUTORY AUDIT COMMITTEE

Article 33: The Statutory Audit Committee of the Company shall be permanent and be composed of at least three (3) and at most five (5) members, whereas most of them shall be independent members and all of them shall be appointed by the Board of Directors for a unified term of office of two years, always coinciding with the term of office of the members of the Board of Directors, permitted successive tenures.

Paragraph First: Among the members of the Statutory Audit Committee, at least one (1) member shall be an Independent Member, and at least one (1) member shall have recognized experience in corporate accounting matters, and the same member may combine both of the characteristics referred to in this Paragraph.

Paragraph Second: No member of the Statutory Audit Committee may hold office for more than ten (10) successive years, provided, further, that the participation in the Statutory Audit Committee by Officers of the Company, its directly or indirectly controlling, controlled, affiliated or sister companies is forbidden.

Paragraph Third: The Statutory Audit Committee is an advisory body directly bound to the Board of Directors, being responsible for, further to the duties ascribed by the Board of Directors, the duties in the applicable regulation, in the Statutory Audit Committee Internal Regulation: (i) expressing an opinion on the hiring and dismissal of independent audit services; (ii) evaluating the quarterly information, interim statements and financial statements; (iii) monitoring the activities of the Company's internal audit and internal controls area; (iv) evaluating and monitoring the Company's risk exposures (v) evaluate, monitor and recommend to Officers the correction or improvement of the Company's internal policies, including the related-parties transactions policies; and (vi) have means for receiving and processing information about non-compliance with legal and regulatory provisions applicable to the Company, in addition to internal regulations and codes, including the provision of specific procedures for protecting the provider and the confidentiality of information.

Paragraph Fourth: To the members of the Statutory Audit Committee shall be applicable the same responsibilities, obligations and restrictions imposed to the Company's managers by the law, the Company's Bylaws and the *Novo Mercado*

Regulation. The coordinator's activities of the Statutory Audit Committee are defined in its internal regulations, approved by the Board of Directors.

Paragraph Fifth: The Board of Directors of the Company shall fix the remuneration of the members of the Statutory Audit Committee, in accordance with their responsibilities, the time spent by them in their duties, their capacity and professional reputation and their services' value to the market.

Paragraph Sixth: In the case of vacancy of positions as member of the Audit Committee, the Board of Directors shall be incumbent of appointing the person who shall conclude the tenure of the replaced member.

CHAPTER VII

FISCAL YEAR AND DISTRIBUTION OF PROFITS

Article 34: The fiscal year shall begin on January 1st and end on December 31st of each year. The Company shall prepare quarterly reports and at the end of each fiscal year shall draw up the annual financial statements, in accordance with the provisions of applicable law.

Article 35: Prior from making any distribution, the Company shall deduct accumulated losses, if any, and the income tax and social contribution provision from net income for the year. From the remaining income, profit sharing payments attributable to directors and officers shall be deducted pursuant to article 18, Paragraph Two, of these Bylaws, if such is decided by the shareholders' meeting. Net profit for the year thus determined shall be allocated as follows:

- a. before any other allocation, five percent (5%) shall be allocated to formation of the legal reserve, which shall not exceed twenty percent (20%) of the capital stock;
- b. pursuant to management's recommendation, a portion of the net income may be allocated to a contingency reserve, as permitted under Article 195 of the Brazilian Corporations Law;
- c. pursuant to management's recommendation and as permitted under Article 196 of the Brazilian Corporations Law, the Company may retain a portion of the net income based on a previously approved capital expenditure budget;

- d. the portion attributable to the mandatory dividend payable to shareholders shall be allocated pursuant to the provisions of Article 36 of these Bylaws;
- e. in fiscal years in which the amount of the mandatory dividend, as computed pursuant to the provisions of Article 36, exceeds the realized portion of the net income for the year, the shareholders' meeting may, on management's proposal, allocate any excess amount to the formation of an unrealized profit reserve, as permitted under Article 197 of the Brazilian Corporations Law; and
- f. pursuant to management's recommendation, a portion may be allocated to the formation of an expansion reserve, such as foreseen in Article 35, Sole Paragraph, of these Bylaws and as permitted under Article 194 of the Brazilian Corporations Law.

Sole Paragraph: The Expansion Reserve shall have the following characteristics:

- a. its purpose is to preserve the integrity of the Company's assets and ownership interests in subsidiaries and affiliates, preventing capital depletion derived from distribution of unrealized profits, as well as to ensure there are sufficient financial resources for additional capital expenditures and for expansion of the business activities;
- b. in each fiscal year, any unrealized net profits in excess of the amount allocated to the unrealized profit reserve contemplated in Article 197 of the Brazilian Corporate Law shall be allocated to the expansion reserve;
- c. to the extent that profits allocated to the Expansion Reserve are realized, previous allocations shall be reversed and made available to the shareholders' meeting, which, upon proposal of directors and officers, shall decide on whether to allocate them for purposes of: (i) capitalization; (ii) distribution of dividends; (iii) allocation to either of the profit reserves referred to in Article 35, items "b" or "c", as the case may be, due regard given to applicable legal and statutory provisions; and
- d. the maximum amount of the Expansion Reserve shall equal the aggregate amount of the unrealized profits, due regard given to limit balance of profit reserves provided in Article 199 of the Brazilian Corporations Law.

Article 36: The shareholders shall be entitled to receive, as mandatory dividend for each fiscal year, twenty-five percent (25%) of the net profit for the year, as reduced or increased by the following amounts:

- a. amounts allocated to the constitution of the legal reserve;
- b. amounts allocated to the constitution of the contingency reserve (Article 35, item “b”), and amounts reversed from allocations made in previous years; and
- c. amounts reversed from allocations to the unrealized profit reserve made in previous years, pursuant to the provisions of Article 202, item III, of the Brazilian Corporations Law.

Paragraph First: The shareholders’ meeting may authorize profit sharing payments to directors and executive officers, provided the aggregate amount of such payments must neither exceed the annual remuneration attributed to the directors and officers, nor ten percent (10%) of the net profit for the year, whichever is lower, and provided further any such payment observe the instances, and the form and limits established by applicable law. With due regard for the limit set by the shareholders’ meeting, it shall be incumbent on the Board of Directors to establish the criteria pursuant to which profit sharing payments shall be attributable to directors and officers.

Paragraph Second: The remaining balance of profits, if any, shall be allocated as decided by the shareholders’ meeting, subject to the applicable legal provisions and to those contained in these Bylaws.

Article 37: The board of directors is authorized to declare interim dividends on account of the retained earnings or profit reserves, as determined based on annual or semi-annual financial statements, which shall be deemed to consist of advances on distribution of the mandatory dividend prescribed in Article 36 of these Bylaws.

Paragraph First: The Board of Directors may further determine that monthly or quarterly balance sheets be prepared, based on which it may declare interim dividends based on net income thus determined, due regard given to applicable legal limits, provided such distributions shall be deemed to consist of advances on payment of the mandatory dividend prescribed in Article 36 of these Bylaws.

Paragraph Second: The Board of Directors may pay or credit interest on own shareholders' equity, subject to confirmation by the shareholders' meeting that reviews and judges the financial statements related to the year in which such distribution is paid or credited to shareholders, provided any such payment shall be deemed to consist of advances on distribution of the mandatory dividend.

Article 38: The right to claim dividends lapses within three (3) years from the date on which they are made available to shareholders, after which period any unclaimed dividends shall legally revert to the Company.

CHAPTER VIII

TRANSFER OF CONTROL, CANCELLATION OF THE PUBLICLY-HELD CORPORATION REGISTRY AND DELISTING FROM THE *NOVO MERCADO*

Article 39: The direct or indirect disposal of the Company's control, whether through a single or a series of successive transactions, should be contracted, subject to the condition that the acquirer of control conducts a tender offer for the purchase of shares, having as object the shares issued by the Company held by the other shareholders, in accordance with terms and conditions set forth under the applicable legislation and in force regulations and the *Novo Mercado* Rules, such that all shareholders are extended equal treatment as the treatment afforded to the seller of control.

Article 40: The Company's voluntary delisting from the *Novo Mercado* shall be subject to approval by the Shareholders' Meeting and preceded by a public tender offer for the acquisition of shares that will observe the conditions and deadlines set forth in the laws and regulations in force and in the *Novo Mercado* Regulations.

Paragraph First: The public tender offer provided for in this Article may be waived by the Company's General Meeting, which shall be convened on first call with the attendance of shareholders representing at least two-thirds (2/3) of the Company's total Outstanding Shares and, on second call, with the presence of any number of shareholders holding Free Float Shares.

Paragraph Second: The resolution to waive the tender offer must be approved by the majority of votes of the holders of Outstanding Shares present at the Shareholders' Meeting.

Paragraph Third: For the purposes of these Bylaws, Outstanding Shares means all shares issued by the Company, except shares held by the controlling shareholder, by persons linked to him, by the Company's managers, and those held in treasury.

Article 41: A tender offer may be conducted for more than one of purposes foreseen in this Chapter VII, in the *Novo Mercado Listing Rules* and in the regulation issued by the CVM, provided the procedures established for each of modality of tender offer can be reconciled without detriment to the addressees of the offer, and provided further the CVM shall grant approval for the offer, if so required by applicable legislation.

Article 42: The shareholders responsible for making the public offer for acquisition under this Chapter VIII, in the *Novo Mercado Regulations* or in the regulations issued by the CVM are not exempt from the obligation to hold the public offering for acquisition until it is concluded in compliance with the applicable rules.

Article 43: Commencing from the date on which the Company is deemed to no longer have controlling shareholder, any shareholder that accumulates direct or indirect ownership interest in shares equaling or in excess of five percent (5%) of the total capital stock of the Company, which wishes to acquire additional shares shall be required to (i) purchase any additional shares on the stock exchange, provided no private purchases or purchases on the over-the-counter market may be closed; (ii) give the Company's Investors Relations Officer a three (3) business days prior written notice of each intended additional purchase, including as to number of shares it aims to purchase. The Investors Relations Officer will give full disclosure of such information, through a notice to the market.

Sole Paragraph: Should the acquiring shareholder fail to comply with the obligations set forth in this Article, the Board of Directors of the Company shall call a Shareholders' Extraordinary Meeting to decide on suspending the rights of the acquiring shareholder, such as prescribed in Article 120 of the Brazilian Corporations Law, without prejudice to such acquiring shareholder's liability for losses and damages incurred by other shareholders as a result of such noncompliance.

Article 44: Any omissions in these Bylaws shall be resolved by the Shareholders' Meeting and regulated in accordance with the provisions of the Brazilian Corporations Law, subject to the provisions of the *Novo Mercado Listing Rules*.

CHAPTER IX

LIQUIDATION OF THE COMPANY

Article 45: The Company shall be liquidated in the events contemplated by law. The Shareholders' Meeting shall have powers to resolve on the form of liquidation and elect the liquidator and the fiscal council that shall operate during the liquidation period.

CHAPTER X

ARBITRATION

Article 46: The Company, its shareholders, effective and deputy (if any) directors, officers and fiscal council members undertake to submit to arbitration, before the Market Arbitration Chamber, in the form of its regulations, any and all disputes among them, which arises out of, or relates to its capacity as issuer, shareholders, managers and members of the Fiscal Council, in particular, those that result from the provisions of Law No. 6.385/76, Brazilian Corporations Law, these Bylaws, the rules issued by the Brazilian National Monetary Council, the Central Bank of Brazil and the Brazilian Securities Commission, as well as other legal and regulatory rules applicable to the Brazilian capital markets, in addition to the rules in the *Novo Mercado* Rules, the other regulations of B3 S.A. – Brasil, Bolsa, Balcão and the Agreement for Participation in the Novo Mercado.

CHAPTER XI

FINAL PROVISIONS

Article 47: The Company shall observe and enforce the terms and conditions of Shareholders' Agreements registered in accordance with the provisions of Article 118 of the Brazilian Corporations Law, and the chairman of the Company's Shareholders' Meetings and of the meetings of the Board of Directors shall refrain from computing the votes cast in violation of the provisions of these shareholders' agreements.

Article 48: With the entry of the Company in the Novo Mercado segment, the Company, its shareholders, including controlling shareholders, managers and members of the fiscal council, when operating, are subject to the provisions of the *Novo Mercado* Rules.

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