



WEG S.A.
under CNPJ No. 84.429.695/0001-11
Avenida Prefeito Waldemar Grubba, 3.300
CEP 89256-900 – Bairro Vila Lalau
Jaraguá do Sul - Santa Catarina
NIRE 42300012203

BYLAWS

CHAPTER I - NAME, HEADQUARTERS, OBJECT AND TERM OF DURATION

Article 1 - WEG S.A. is a publicly-held corporation, with its bylaws filed with the Board of Trade of the State of Santa Catarina on June 30, 1961, under No. 25.254, and shall be governed by these Bylaws and the legal provisions applicable to it.

Sole Paragraph - With the Company's entry into the Novo Mercado, of B3 S.A. - Brasil, Bolsa, Balcão ("B3"), the Company, its shareholders, including controlling shareholders, managers and members of the Fiscal Council, are subject to the provisions of the Novo Mercado Regulation of B3 ("Novo Mercado Regulation").

Article 2 - The Company has its headquarters and jurisdiction in the city of Jaraguá do Sul, Santa Catarina, at Avenida Prefeito Waldemar Grubba, 3.300, Vila Lalau, CEP 89256-900, and may open and close branches, agencies, warehouses, sales offices and offices in any location in the country or abroad.

Article 3 - The Company's purpose is:

I - participation in other companies, businesses and enterprises;

II - the provision of services, consulting, control, technical assistance, administration of goods;

III - the production, industrialization, trade, export and import of:

a) industrial, electromechanical and electronic systems, rotating electrical machines, machinery and equipment in general, apparatus for the production, distribution and conversion of electrical energy, electrical material, programmable controllers, parts and components of machinery, apparatus and equipment in general; and

b) resins in general, dyeing materials, substances and products of plant and chemical origin intended for industry and science.

Article 4 - The duration of the Company is indefinite.

CHAPTER II - SHARE CAPITAL, AUTHORIZED CAPITAL AND SHARES

Article 5 - The Company's Share Capital is R\$ 12,504,516,508.00 (twelve billion, five hundred and four million, five hundred and sixteen thousand, five hundred and eight Reais), fully subscribed and paid in, represented by 4,197,317,998 (four billion, one hundred and ninety-seven million, three hundred and seventeen thousand, nine hundred and ninety-eight) registered book-entry common shares, with no par value, all with voting rights.

Paragraph 1 - It is authorized to issue up to 64,574,000 (sixty-four million, five hundred and seventy-four thousand) new book-entry common shares, without par value, all with voting rights, regardless of statutory reform and by resolution of the Board of Directors.

Paragraph 2 - The Company may offer a Share-Based Compensation Plan to its Directors and Managers, under the conditions proposed by the Board of Directors and approved by the General Meeting, by issuing new shares, respecting the limit referred to in the previous paragraph.

Paragraph 3 - The Share-Based Compensation Plan referred to in the previous paragraph may provide for treasury shares to be used, respecting the limit of 2% (two percent) of the total shares representing the Company's Share Capital.

Paragraph 4 - In the event of issuance of shares pursuant to paragraph 2 of this article, the preemptive right of former shareholders is excluded, pursuant to art. 172 of Law no. 6.404/76.

Paragraph 5 - The Company may not issue preferred shares or beneficiary parties referred to in articles 46 et seq. of Law no. 6.404/76.



Paragraph 6 - All shares of the Company will be held in custody, on behalf of their holders, in a depository institution authorized by the Securities and Exchange Commission, hereinafter referred to simply as "CVM", with whom the Company maintains a custody agreement in force, without issuing certificates.

Paragraph 7 - The financial institution may charge the Shareholders for the cost of transferring and recording the ownership of the book-entry shares, as well as the cost of services related to the shares held in custody, subject to the maximum limits set by the CVM.

Article 6 - Dividends not claimed in 3 (three) years, counted from the date on which they were made available to the Shareholders, shall prescribe in favor of the Company.

Article 7 - The subscription of new shares for capital increase will be carried out under the terms and conditions stipulated by the General Meeting, which will also set the issue price.

Paragraph 1 - The shareholders have preemptive rights in the subscription of the new shares, in their respective proportion, whose right must be exercised within thirty (30) days from the date set by the Meeting or by the Board of Directors.

Paragraph 2 - The delay of the Shareholder in the realization of the subscribed capital will result in the collection, by the Company, of a fine of 10% (ten percent) of the amount of the installment due, in addition to interest of 1% (one percent) per month in accordance with the legislation in force.

CHAPTER III - SHAREHOLDERS' AGREEMENTS

Article 8 - Shareholders' agreements, duly registered at the Company's headquarters, governing the purchase and sale of shares, the preemptive right in their purchase or the exercise of voting rights, will always be observed by the Company.

Sole Paragraph - The obligations and liabilities resulting from such agreements shall be enforceable against third parties, as soon as such agreements have been duly recorded in the Company's registration books and in the share certificates, if issued, subject to article 118 of Law no. 6.404/76.

CHAPTER IV - GENERAL MEETINGS

Article 9 - The General Meetings shall be called by the Board of Directors or by other legal forms.

Sole Paragraph - The call notice will be published at least 15 (fifteen) days in advance for the first call, and 8 (eight) days for the second call. The notice of second call may only be published if the Meeting has not been held at the first call.

Article 10 - The General Meetings shall be chaired by the Chairman of the Board of Directors and, in their absence, by the Vice-Chairman or by another Member of the Board of Directors specifically appointed by the collegiate. In the event of their impediment, the General Meetings may be chaired by a Shareholder appointed from among those present. The Chairman of the General Meeting shall invite one of those present to act as secretary.

Article 11 - In order to attend and vote at the General Meetings, the Shareholders shall present an official identification document with photo, valid throughout the Brazilian territory. For the purpose of resolution, changes in shareholding positions that occurred on the date of the General Meeting will be disregarded.

Paragraph 1 - The Company shall adopt, in the inspection of the documentary regularity of the shareholder's representation, the principle of good faith, assuming the statements it makes to be true. Except for the non- presentation of the power of attorney, if applicable, and the proof of custody of shares, when they do not appear in the Company's records as owned by the custodian institution, no formal irregularity, such as the presentation of documents by copy, or the lack of authentication of copies, will be grounds for preventing the vote of the shareholder whose regularity of documentation is in doubt.

Paragraph 2 - In the event of the previous paragraph, the votes of the challenged shareholder shall be counted normally, and the Company shall, within five (5) business days after the General Meeting, notify the challenged shareholder that, through definitive evidence subsequently



obtained, it was demonstrated that: a) the challenged shareholder was not correctly represented at the General Meeting; or b) the challenged shareholder was not the holder, on the date of the General Meeting, of the number of shares declared. In such cases, notwithstanding the holding of a new General Meeting, the Company will disregard the votes of the challenged shareholder, who will be liable for all losses and damages caused by their action.

Paragraph 3 - The person who is not independent with respect to the matter under discussion or deliberation must declare their conflict of interest or special interest (direct or indirect) in a timely manner, and if they fail to do so, another person may declare the conflict if they are aware of it, so that as soon as the conflict with respect to the specific matter is identified, the person concerned is removed, including physically, from the relevant discussions and deliberations, and this temporary removal or voluntary abstention shall be recorded in the minutes.

Article 12 - The General Meetings shall have the attributions conferred on them by the legislation in force.

Article 13 - Each share corresponds to one vote in the resolutions of the General Meeting.

Article 14 - The resolutions of the General Meeting, except for the exceptions provided for in the legislation, shall be taken by an absolute majority of votes, not counting blank votes.

Article 15 - The Shareholder may be represented at the General Meetings by an attorney-in-fact appointed less than one year ago, who is a Shareholder, Manager of the Company or Lawyer, provided that they prove their position by means of a mandate with special powers, as well as by a Financial Institution, and the investment fund manager is responsible for representing the condominium members, with the power of attorney and other representative documents filed with the Company.

CHAPTER V – MANAGEMENT

Article 16 - The Company will be managed by a Board of Directors and Statutory Executive Directors.

CHAPTER VI - BOARD OF DIRECTORS

Article 17 - The Board of Directors is composed of at least five (5) and at most ten (10) members, all elected and removable by the General Meeting, with a unified term of office of two (2) years, reelection being allowed.

Paragraph 1 - Of the members of the Board of Directors, at least two (2) or twenty percent (20%), whichever is greater, must be independent directors, as defined in the Novo Mercado Regulation, and the characterization of those appointed to the board of directors as independent directors must be resolved at the general meeting that elects them. The Independent Director, for the purposes of these Bylaws, is considered to be the one who meets the provisions of the Novo Mercado Regulation of B3, as well as the director elected by means of the option provided for in § 4 of art. 141 of Law no. 6.404/76 in the event of a controlling shareholder.

Paragraph 2 - When, as a result of the calculation of the percentage referred to in the previous paragraph, the result generates a fractional number, it will be rounded up to the immediately higher integer.

Paragraph 3 - If the multiple voting process is not requested, in accordance with the law, the Meeting shall vote through tickets registered under the terms of the items of this paragraph and following, individual voting in candidates is prohibited.

I - In order to run for election to the Board of Directors, one or more tickets must be formed, and the Company's Directors must disclose information about the candidates that make up the ticket(s), in accordance with the applicable legal and regulatory rules.

II - Any shareholder, or set of shareholders, may propose another ticket to the Board of Directors, however, the presentation of more than one ticket by the same shareholder or Group of Shareholders is prohibited, also observing the applicable legal and regulatory rules.

III - The tickets shall be composed of the number of members corresponding to the vacancies



available, and one member shall be appointed as provisional, who may only take office in the event that a member is not required and elected pursuant to § 4 and § 5 of art. 141 of Law no. 6.404/76, when applicable.

IV - Each shareholder may only vote for one ticket, and the ticket that receives the highest number of votes at the General Meeting will be declared elected.

Paragraph 4 - If the election procedure provided for in §§ 4 and 5 of art. 141 of Law No.6.404/76, when applicable, this procedure will precede the election by ticket referred to in the items of the previous paragraph, and then the election by ticket referred to in the aforementioned items. In the event that the minority shareholders elect their representative to the Board, they will assume one of the vacancies, and the name indicated on the ticket as a provisional member will be null and void.

Paragraph 5 - The General Meeting that elects the members of the Board of Directors shall appoint, among them, the Chairman and the Vice-Chairman of the Board of Directors.

Paragraph 6 - The Directors shall be invested in their positions by signing an instrument of investiture in the Minutes Book of the Board of Directors, which shall contemplate their subjection to the arbitration clause referred to in article 43, as well as meeting the other legal requirements.

Paragraph 7 - The positions of the Board of Directors may not be accumulated by the Chief Executive Officer, by the Statutory Executive Directors, as well as by the executives of the Company and/or its Subsidiaries.

Article 18 - The Board of Directors shall meet whenever necessary, and at least quarterly, upon being convened by its Chairman or, in their absence or impediment, the Vice-Chairman, at least three (3) days in advance.

Article 19 - The meetings of the Board of Directors shall be held with the presence of at least 2/3 (two thirds) of its members.

Sole Paragraph - The meetings may be held by teleconference, videoconference or any other electronic or technologically available means. Directors may cast their votes at such meeting by letter, statement or notice sent to the Company prior to or during the meeting by facsimile, electronic mail or any other electronic or technologically available means. The Director acting as provided above shall be deemed present at the meeting, and their vote shall be valid for all legal purposes and shall be recorded in the minutes of the meeting.

Article 20 - The Board of Directors shall resolve by majority vote of the members present. The due minutes of the resolutions shall be drawn up.

Article 21 - Whenever the Board of Directors meets to deal with a matter whose decision depends on additional clarifications from the Statutory Executive Directors, it may be fully or partially called to participate in the meeting, without the right to vote in the resolutions.

Article 22 - The Board of Directors shall:

- a)** establish the general orientation of the Company's business;
- b)** examine and express an opinion on proposals of the Statutory Executive Directors to be submitted to the General Meeting;
- c)** submit to the General Meeting the proposal for the distribution of net income for the year, pursuant to Article 40 of these Bylaws;
- d)** propose to the General Meeting statutory amendments;
- e)** elect and dismiss the Company's Officers and establish their attributions, approving the Company's organization chart;
- f)** appoint the substitute of the Officer in case of absence, temporary impediment or vacancy of the position, subject to the provisions of article 31 of these Bylaws;
- g)** supervise the management of the Statutory Executive Directors and express an opinion on the Directors report and the accounts of the Statutory Executive Directors;
- h)** convene the General Meetings;
- i)** decide in advance in relation to the following acts to be performed by the Statutory Executive Directors, when the amounts and/or deadlines exceed those set by the Board of Directors:
 - i).1.** any loan agreements, loans and/or financing to be signed by the Company and/or its subsidiaries, with credit financial institutions;



Financial Officer, an Investor Relations Officer and other Officers without specific designation, and the Board of Directors shall decide on the need to create the other positions, as well as their duties. All members of the Statutory Executive Directors shall be elected and dismissed, at any time, by the Board of Directors and may accumulate functions.

Paragraph 1 - The term of office shall be two (2) years, reelection being allowed;

Paragraph 2 - The Officers shall be invested in their positions, by signing the instrument of investiture in the minutes book of the Board of Directors, which shall contemplate their subjection to the arbitration clause referred to in article 43, as well as shall meet the other legal requirements.

Article 27 - The Statutory Executive Directors, within the limits established by law and by these Bylaws, are vested with broad and general management powers, which enable the practice of all acts necessary for the regular operation of the Company, with a view to achieving its corporate purposes.

Paragraph 1 - The active and passive representation of the Company, in or out of court, as well as the practice of all legal acts that create, modify or extinguish any rights and obligations, is the responsibility of two (2) members of the Statutory Executive Directors, signing together, one of them being the Chief Executive Officer, or the Chief Administrative and Financial Officer, or the Investor Relations Officer, in addition to article 31 of these Bylaws.

Paragraph 2 - The Company will be represented in isolation by any of the members of the Statutory Executive Directors, in cases of receipt of summons, subpoenas or judicial notifications and in the provision of personal testimony.

Article 28 - The Statutory Executive Directors, through two (2) members jointly, one of them being the Chief Executive Officer, or the Chief Administrative and Financial Officer, or the Investor Relations Officer, may constitute, on behalf of the Company, attorneys-in-fact with "ad judicium" and "et extra" powers, or others to be specified in the power of attorney. Such powers of attorney shall be valid until December 31 of the year in which they are granted, except for the powers of attorney granted in the last quarter of the year, which may be valid until December 31 of the following year. For representation in court and at the administrative level, the mandates may be granted for an indefinite period, with specific powers.

Article 29 - The Chief Executive Officer shall exercise, among others, the following duties:

- a) exercise the Company's institutional representation and direct its general activities;
- b) establish policies for the development of the Company and its subsidiaries; approve the strategic, budgetary and investment plans of the Company and its subsidiaries, submitting them to the referendum of the Board of Directors;
- c) guide, coordinate and supervise the work of the Officers;
- d) convene and preside over the meetings of the Statutory Executive Directors; and,
- e) ensure the faithful compliance with these Bylaws, the resolutions of the General Meeting and the Board of Directors.

Sole Paragraph - The Chief Executive Officer shall have, in addition to the common vote, the casting vote in the event of a tie in the decisions of the Statutory Executive Directors.

Article 30 - The Investor Relations Officer is responsible for:

- a) represent the Company before the CVM and other capital market entities and financial institutions;
- b) enforce the rules issued by CVM applicable to the Company; and
- c) manage the investor relations policy.

Sole Paragraph - The other Officers are responsible for:

- a) replace each other, in their absences or impediments; and
- b) exercise the executive functions and powers assigned to them in order to plan, develop and control the business of the Company and its subsidiaries.

Article 31 - In the event of the absence or impediment of the Chief Executive Officer, they will be replaced by the Chief Administrative and Financial Officer, and in the event of their absence or impediment, by the Investor Relations Officer. If none of these Officers can replace the Chief Executive Officer, the Board of Directors shall appoint another member of the Statutory Executive Directors to do so.



Article 32 - The Statutory Executive Directors shall meet whenever called by the Chief Executive Officer, and its resolutions shall be taken by a majority of votes and recorded in minutes.

Article 33 - The Officers and any Attorneys-in-fact are expressly prohibited from using the Company's name in acts outside the corporate interests, and in a special way, in the granting of guarantees, sureties or endorsements of favor or loans, to the managers.

Paragraph 1 - Within the limit of its competence, the Statutory Executive Directors may provide sureties on behalf of the Company and its subsidiaries, before municipal or parastatal entities, to public treasuries in favor of commercial or industrial entities, among others that may be authorized by the Company, through the signature of two (2) Officers, one of them being the Chief Executive Officer, or the Chief Administrative and Financial Officer or the Investor Relations Officer, or the substitute appointed by the Board of Directors.

Paragraph 2 - The signature rule described in § 1 of this article also applies to the granting of sureties, endorsements and guarantees in general authorized by the Company.

Article 34 - The Statutory Executive Directors shall have the functions and management duties of the Company in the form of the organization chart and definition of duties and responsibilities of each one, approved by the Board of Directors.

CHAPTER VIII - FISCAL COUNCIL

Article 35 - The Company will have a non-permanent Fiscal Council, composed of up to five (5) effective members and an equal number of alternates, to be established only by resolution of the General Meeting, which, at that occasion, will also be responsible for electing its members and setting their remuneration.

Sole Paragraph - The members of the Fiscal Council and their alternates shall hold their positions until the first Annual General Meeting to be held after their election.

Article 36 - The Fiscal Council shall deliberate by the majority of its members, and its meetings shall only be held if the majority of its members are present.

Paragraph 1 - The Fiscal Council shall meet quarterly, or when called in writing, by any of its members, five (5) days in advance of the meeting.

Paragraph 2 - The meetings may be held by teleconference, videoconference or any other electronic or technologically available means. Members of the Fiscal Council may cast their votes at such meeting by letter, statement or notice sent to the Company prior to or during the meeting by facsimile, electronic mail or any other electronic or technologically available means. The member of the Fiscal Council acting as provided above shall be deemed to be present at the meeting, and their vote shall be considered valid for all legal purposes and shall be recorded in the minutes of said meeting.

Paragraph 3 - Minutes of the meetings of the Fiscal Council shall be drawn up in a proper book, which shall be available to the shareholders at the Company's headquarters.

Paragraph 4 - The members of the Fiscal Council shall be invested in their positions by signing the instrument of investiture in the Book of Minutes of Meetings of the Fiscal Council, which shall contemplate their subjection to the arbitration clause referred to in article 43~~1~~, as well as shall meet the other legal requirements.

CHAPTER IX - STATUTORY AUDIT COMMITTEE

Article 37 - The Company will have a Statutory Audit Committee, an advisory body directly linked to the Board of Directors, composed of up to 3 (three) independent members, including a Coordinator, appointed and removable by the Board of Directors, provided that (i) the Committee members must be independent members, (ii) at least 1 (one) member must be an independent member of the Company's Board of Directors, who does not participate in the Board of Directors, as defined in the Novo Mercado Regulation of B3 and (iii) at least 1 (one) member must have recognized experience in corporate accounting matters.

Article 38 - It is the responsibility of the Statutory Audit Committee:



- a) to opine on the hiring and dismissal of independent audit services;
- b) to evaluate quarterly information, interim statements, and financial statements;
- c) to monitor the activities of the Company's internal audit and internal controls areas;
- d) to assess and monitor the Company's risk exposures;
- e) to evaluate, monitor, and recommend to Directors the correction or improvement of the Company's internal policies, including the related party transaction policy;
- f) to receive and process information reporting non-compliance with applicable legal and regulatory provisions, as well as internal regulations and codes, including provisions for specific procedures to protect the provider and the confidentiality of information;
- g) to report quarterly to the Board of Directors about its activities, which will be recorded in the minutes of the Board of Directors meeting in which the report is given;
- h) to annually submit to the Board of Directors, before the close of the fiscal year, a proposal of a summary report covering the meetings held, the main topics discussed, and the recommendations made by the Statutory Audit Committee to the Board of Directors, which will be disclosed by the Company.

Paragraph 1 - The rules regarding the composition, responsibilities, operation, remuneration, and term of the Statutory Audit Committee members office, among other aspects, are governed by its own Internal Regulations, approved by the Board of Directors, observing the provisions of the applicable regulations.

CHAPTER X - FISCAL YEAR

Article 39 - The fiscal year will end on the last day of December of each year, the date on which the general inventory and the annual balance sheet will be drawn up.

Sole Paragraph - Ad Referendum of the General Meeting, the Board of Directors may decide on the distribution of interim dividends and/or interest on shareholders' equity, pursuant to Law No. 9.249/95, as well as on the payment of interim dividends, provided that a balance sheet is drawn up in accordance with current legislation.

Article 40 - The result for the year, after the deductions provided for in Article 189 of Law no. 6.404/76 and after the deduction, subject to legal restrictions, of up to 10% (ten percent) by way of participation of the managers (Article 190 of Law no. 6.404/76), will have the following destination:

- a) 5% (five percent) for the constitution of a legal reserve, which will not exceed 20% (twenty percent) of the share capital;
 - b) importance, when necessary and duly justified by the Directors, for the formation of Contingency Reserves and for the formation of Unrealized Profit Reserve, in accordance with the legislation;
 - c) 25% (twenty-five percent) at least of the adjusted net income pursuant to article 202 of Law No. 6.404/76, for the distribution of dividends and/or interest on equity, pursuant to Law No. 9.249/95, attributed to dividends;
 - d) Retention of profit, when duly justified by the Managers, to finance the capital budget approved by the General Meeting and reviewed annually;
- the balance that occurs, after the deductions above, will be distributed to the Shareholders in the form of dividends.

Sole Paragraph - In view of Law no. 9.249/95, the Board of Directors will resolve on:

- a) the amount of interest as remuneration of equity, to be paid or credited to the Shareholders, in kind or "in natura", in whole or in part; and
- b) the imputation and deduction, from the mandatory dividend, of the amount of interest paid or credited to the Shareholders as remuneration of equity.

CHAPTER XI - LIQUIDATION

Article 41 - The Company shall be liquidated in the cases provided for by law, and the General Meeting shall elect the liquidator or liquidators, subject to legal formalities.

CHAPTER XII - DISPOSAL OF CONTROL

Article 42 - The direct or indirect sale of the Company's control, either through a single transaction or through successive transactions, must be contracted under the condition, suspensive or resolutive, that the acquirer of the control undertakes to carry out a public offer for the acquisition



of shares with the purpose of the shares issued by the Company owned by the other shareholders, observing the conditions and deadlines provided for in legislation and regulations in force and in the Novo Mercado Regulation, in order to ensure them equal treatment to that given to the seller.

CHAPTER XIII - CONFLICT RESOLUTION

Article 43 - The Company, its shareholders, Directors and members of the fiscal council, effective and alternate, if any, undertake to resolve, through arbitration, before the Market Arbitration Chamber, in the form of its regulation, any controversy that may arise between them, related to or arising from their condition as issuer, shareholders, Directors and members of the fiscal council, in particular, arising from the provisions contained in Law No. 6.385/76, Law No. 6.404/76, in the Company's bylaws, in the rules issued by the National Monetary Council, the Central Bank of Brazil and the CVM, as well as in the other rules applicable to the operation of the capital market in general, in addition to those contained in the Novo Mercado Regulation, the other regulations and B3 and the Novo Mercado Participation Agreement.

CHAPTER XIII - GENERAL PROVISIONS

Article 44 - The General Meeting may at any time resolve on the transformation of the Company's legal type, in accordance with the legislation in force, and shall observe, as appropriate, the other provisions of these Bylaws.

Article 45 - The cases omitted in these Bylaws shall be resolved by the legislation in force and the provisions of the Novo Mercado Regulation.

Article 46 - The Company participates in a group of companies, called "WEG Group", as a Command Company, for an indefinite period, by means of a Convention, by which it undertakes to combine resources and efforts to carry out the respective corporate purposes of the Group Companies or to participate in common activities or enterprises.

Décio da Silva
Chairman

Edenilson Schneider
Secretary