

BYLAWS
CHAPTER I
NAME, HEAD OFFICE, OBJECT AND DURATION

Article 1 - ENEVA S.A. ("Company") is a corporation governed by the present Bylaws, by Law No. 6,404 of December 15, 1976 ("Law No. 6,404/76") and by the other applicable laws and regulations.

Sole Paragraph – Due to the entry of the Company on the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão ("B3"), the Company, its shareholders, including controlling shareholders, managers and members of the Fiscal Council, when in operation, will also be subject to the provisions of the Regulation of Novo Mercado of B3 ("Novo Mercado Regulation").

Article 2 - The Company's principal place of business is located in the City of Rio de Janeiro, State of Rio de Janeiro, and is the Board of Directors responsibility to establish its exact location.

Sole Paragraph - The Company may open, transfer and/or close branches, agencies, warehouses, offices and any other establishments, anywhere in Brazil or abroad.

Article 3 - The Company's corporate purpose are: (i) the generation, distribution and trading of electric power; (ii) the exploration, development and production of hydrocarbons; and (iii) the participation, as partner, quotaholder or shareholder, in the capital of other civil or commercial companies, either in Brazil or abroad, irrespective of their corporate purposes. In order to meet its corporate purpose, the Company may establish subsidiaries under any corporate form.

Article 4 - The Company's term of duration is indefinite.

CHAPTER II
CAPITAL STOCK AND SHARES

Article 5 - The Company's capital stock is R\$9.044.992.243,40 (nine billion, forty-four million, nine hundred and ninety-two thousand, two hundred and forty-three reais and forty cents), fully subscribed and paid in, divided into 1.283.339.183 (one billion, two hundred and eighty-three million, three hundred and thirty-nine thousand, one hundred and eighty-three) common shares, all registered, book-entry and without par value.

Paragraph 1 - The Company's capital stock shall be represented exclusively by common shares.

Paragraph 2 - The shares are indivisible before the Company and each share entitles

its holder to one vote in the resolutions of the Shareholders' Meetings.

Paragraph 3 - All of the Companies' shares are in book entry form and shall be kept in an escrow account in the name of its holders, at a financial institution authorized by the Brazilian Securities Commission ("CVM") with which the Company holds a valid custody agreement, without the issuance of certificates. The custodian institution may collect from the shareholders the cost of transfer and annotation of the ownership of the book entry shares, as well as the service relative to the shares kept in custody, with due regard for the maximum limits fixed by CVM.

Article 6 - The Company is authorized to increase the capital stock through an additional issuance of up to 331.419.704 (three hundred and thirty-one million, four hundred and nineteen thousand, seven hundred and four) common shares, regardless of statutory reform, upon resolution of the Board of Directors.

Sole Paragraph: Within the limit of authorized capital, the Board of Directors may:

I. resolve on the issuance of common shares, subscription warrant or convertible debentures;

II. set forth the conditions for the issuance, including the type and quantity of the titles, price, term and form of payment, being the subscription and payment with assets conditioned to the approval by the Shareholders' Meeting of the appraisal report, after hearing the Fiscal Council, if installed;

III. approve the capital increase by the capitalization of the profits or reserves, with stock dividend;

IV. exclude the preemptive right or decrease its exercise term in the issuance of titles that the placement is made by means of sale in the stock market or public subscription, or swap of shares, in a public takeover bid, pursuant to the terms of the applicable law and this Bylaws; and

V. in accordance to the plans approved by General Meeting, grant stock options to the managers, employees or natural persons which work for the Company or for any other companies controlled directly or indirectly by the Company, with treasury shares or by issuance of new shares, excluding the right of first refusal to the shareholders.

Article 7 - The Company may, under the applicable regulations, acquire its own shares to keep in treasury and to subsequently dispose of or cancel them, up to the amount of the balance of profits and reserves, except for the legal reserve, without decrease of the capital stock, with due regard for the applicable legal and regulatory provisions.

CHAPTER III

MANAGEMENT

SECTION I - GENERAL PROVISIONS

Article 8 - The Company shall be managed by one Board of Directors and one Executive Committee, in accordance with the duties and powers granted by the applicable legislation and by these Bylaws.

Paragraph 1: The investiture of the managers is conditioned to the execution of the instrument of investiture, which shall include their subjection to the arbitration clause referred to in article 31 of these Bylaws, as well as to the compliance with the applicable legal requirements.

Paragraph 2: After taking office, the managers must keep the Company informed about the quantity and characteristics of the securities issued by the Company directly or indirectly held by them, in accordance to the applicable laws and regulation.

Paragraph 3: The managers will remain in their positions until the election of their successors, except if diversely deliberated by the Shareholders Meeting or by the Board of Directors, as applicable.

Article 9 - The Shareholders' Meeting shall fix the annual overall amount of the remuneration of the Company's management and the Board of Directors shall resolve on the distribution thereof.

SECTION II - BOARD OF DIRECTORS

Article 10 - The Board of Directors will be composed of a minimum of seven (7) and a maximum of eleven (11) members, all elected and discharged by the General Shareholders' Meeting with a unified term of one (1) year, being permitted the re-election.

Paragraph 1 - At least of 2 (two) or twenty percent (20%) of the members of the Board of Directors, whichever is greater, shall be Independent Board Members, according to the definition of the Novo Mercado Regulation, the classification of the board members as Independent Board Members will be decided by the general meeting that deliberates on their election.

Paragraph 2 - Whenever the result of the application of the percentage referred to in the paragraph above reflects a fractional number, the Company shall round the number up for the next higher whole number.

Paragraph 3 - Except as provided in Article 141 of Law 6404/76, the election of members of the Board of Directors under Article 10 will happen through the coalition system.

Article 11- It is granted to any other shareholder, or group of shareholders, proposing another coalition for the Board of Directors, subject to the following standards:

- I. the proposal must be sent in writing to the Company (i) from the first business day of the year in which the shareholders' meeting will be held and up to 25 (twenty five) days before the date of the meeting, in case of an annual shareholders' meeting; or (ii) from the first business day after the event that justifies the convening of a shareholders' meeting for the election of members of the Board of Directors and up to 25 (twenty five) days before the date of the meeting, in case of an extraordinary shareholders' meeting convened for this purpose, being prohibited in any case the presentation of more than one coalition by the same shareholder or group of shareholders;
- II. the notice shall contain the name, qualification and complete professional resume of the appointed candidates, as well as the following documentation for each candidate: (i) term signed by the candidate attesting their acceptance to run for the position, and (ii) if indicated as Independent Director, statement of the candidate to the position in the board of directors attesting their suitability to the independence criteria as well as any justification according to the Novo Mercado Listing Regulation.

Paragraph 1: The proposals containing the slates shall be disclosed by the Company shall disclose in the management proposal to the General Meeting called to elect the members of the Board of Directors.

Paragraph 2 - The same person may belong to two or more coalitions, including the one referred to paragraph 5 of Article 10.

Paragraph 3 - Each shareholder may only vote in favor of one coalition, the votes will be counted being declared elected the candidates of the coalition that receives the highest number of votes in the Shareholders' Meeting.

Article 12 - The Board of Directors shall have one (1) Chairman and one (1) Vice Chairman, which shall be elected by the simple majority of the votes present, in the first meeting of the Board of Directors held immediately after such members take office, or whenever such positions go vacant. In case of absence or temporary impairment of the Chairman of the Board of Directors, the Vice-Chairman will assume the duties of the Chairman. In case of absence or temporary impairment of the Chairman and Vice Chairman of the Board of Directors, the duties of the chairman will be assumed by another member of the Board of Directors designated by the majority of the other members of the Board of Directors.

Sole Paragraph - The positions of Chairman of the Board of Directors and Chief Executive Officer or of the main executive of the Company may not be held by the same person, according to the Novo Mercado Regulation.

Article 13: The replacement of the members of the Board of Directors, due to absence or vacancy of the position, shall be as follows:

- I.** In case of temporary impediment of any member of the Board of Directors, the member shall remain absent until the impediment ceases;
- II.** In the event of absence or temporary impediment of the Chairman of the Board of Directors, the Vice-Chairman shall temporarily assume the functions of the Chairman, regardless of any formality;
- III.** In case of absence or temporary impediment of the Chairman and of the Vice-Chairman of the Board of Directors, a member of the Board of Directors appointed by the majority of the members of the Board shall temporarily assume the functions of the Chairman.
- IV.** In case of a permanent vacancy to a position in the Board of Directors, the Board of Directors shall appoint the substitute until the first General Meeting, when the successor shall be elected definitively to complete the current unified term.

Article 14 - The regular meetings of the Board of Directors shall take place at least six (6) times a year, and, extraordinarily, whenever necessary. The Board meetings

shall be called by the Chairmen or by the majority of the Directors in office, not being necessary to be called when verified the attendance of all the members of the Board of Directors.

Paragraph 1: The meetings will be called upon a written notice delivered to each member of the Board of Directors, either personally, by email or by international mail, with prior notice of at least five (5) business days and specifying the date, place and time and informing the detailed agenda.

Paragraph 2: The meetings of the Board of Directors may be called by any member without regard for the timeframe set forth above whenever any urgent matters so require, provided that all other board members are unequivocally aware of it. The calls may be made by a written notice delivered, either personally, by email or by international mail, in each case with proof of receipt.

Paragraph 3 - The meetings of the Board of Directors will be held, preferably in the Company's headquarter. The members of the Board of Directors may participate of the meetings by conference call, video conference, previously sending their vote in writing, or by any other means of communication that allow the identification of the referred member and the simultaneous communication with all other persons present at the meeting. The member of the Board of Directors who attends the meeting remotely will be considered present at the meeting in order to verify the installation of the quorum and the voting, and its vote will be considered valid for all legal purposes, and should be included in the minutes of the said meeting.

Paragraph 4: Within two (2) business days counted from adjournment of the meeting, the minutes of the corresponding meeting shall be sent to the approval of the Directors, and as soon as approved, drawn up in the proper book and signed by all Board members that attended to the meeting.

Paragraph 5: The Minutes of Meetings of the Company's Board of Directors containing resolutions intended to produce effects before third parties shall be filed at the commercial registry and published.

Article 15 - The meetings of the Board of Directors shall be convened with the attendance of the majority of its members in office.

Sole Paragraph: The resolutions of the Board of Directors may be passed upon the favorable vote of the majority of the members present or who may have cast

their votes as provided for in Article 14 of these Bylaws.

Article 16 - It is responsibility of the Board of Directors in addition to any other duties provided for by Law, or by the Bylaws:

- I.** To outline the general guidelines of the Company's business;
- II.** To elect, evaluate and dismiss the members of the Company's Executive Board, and fix their responsibilities;
- III.** To distribute the compensation annually fixed by the Shareholders Meeting among the Directors and officers;
- IV.** To deliberate on the convening of the General Assembly, when it deems appropriate or in the cases provided by the law;
- V.** To monitor and evaluate the financial and economic development of the Company;
- VI.** To inspect the management of the members of the Executive Committee, in a way to ensure the integrity and continuity of the Company by examining, at any time, the Company's books and papers;
- VII.** To elect and dismiss the independent auditors observed the applicable legislation;
- VIII.** To review the Management Report, the accounts of the Executive Committee and the financial statements related to each fiscal year, previously to the submission thereof to the Shareholders' Meeting;
- IX.** Subject to the provisions of paragraph 2, Section VI of article 19 hereof, to previously authorize the assumption of the responsibility or the obligation or even the execution by the Company of any legal business or transaction, involving an amount of more than R\$50,000,000.00 (fifty million reais), including, but not limited to, (i) borrowing or other financing; (ii) granting of real or personal guarantees or sureties in favor of the Company itself, controlled company or third party; (iii) sale, encumbrance or disposition of the Company's assets or of its subsidiaries and (iv) participation in bidding processes, in particular concerning the activities of generation of electricity and exploration of hydrocarbons;
- X.** To approve the Company's strategic plan, investment plan, and the annual budgets, as prepared and recommended by the Executive Committee, as well as amendments thereto exceeding an amount of the higher of (i) a deviation of twenty- five per cent (25%) of the original amount or (ii) R\$ 250 million provided;
- XI.** To resolve on the issuance of debentures non-convertible into shares;
- XII.** To resolve on the issuance of shares, subscription warrants and debentures convertible into shares by the Company, within the authorized capital limits;
- XIII.** To resolve on the trading, by the Company, of its own shares, subscription warrants and other securities referred to in its shares, as well as the execution of derivatives agreements referred to its shares, subject to the provisions of the applicable regulations;
- XIV.** To approve internal rules of procedure for the Board of Directors;
- XV.** To prepare and disclose a reasoned opinion on any public offering for the acquisition of shares, aiming the Company's shares, within fifteen (15) days from the

publication of the public offer notice for the acquisition of shares, pursuant to the Novo Mercado Regulation;

XVI. To approve the guidelines and corporate policies that affect the Company as a whole;

XVII. To submit proposals to the Ordinary Shareholders' Meeting regarding the allocation of the Company's net profits of each fiscal year and to the distribution of dividends;

XVIII. To deliberate on the distribution of interim or intercalary dividends, in accordance to article 26, paragraph 1, as well as the payment or the credit of interest on capital to the shareholders;

XIX. To establish the vote to be cast by the representative of the Company at shareholders' meetings and meetings of companies in which it participates as a partner or shareholder and that have as the matter subjects that are similar to the matters set forth in this article;

XX. To propose, to the Shareholders' Meeting, the plan granting stock options or other compensation models based on shares, for the managers, employees or service provider individuals of the Company and of its direct or indirect subsidiaries;

XXI. Deliberate on the opening, transfer and closure of branches, agencies, deposits, offices and any other establishments of the Company;

XXII. Nominate and remove from office the responsible for internal audit of the Company, which will respond directly to the Board of Directors;

XXIII. Approve the attributions of the internal audit area and deliberate on the annual plan of Company's internal audit;

XXIV. To approve the execution of operations and businesses of any nature with related parties;

XXV. To express their opinion about any subject to be submitted to the general shareholders meeting; and

XXVI. To resolve any omissions in these Bylaws that by the law are not of responsibility of the General Meeting nor of the Fiscal Council.

Article 17: For advisory purposes, the Board of Directors may stipulate the formation of technical and advisory, non-deliberative committees with clear non-executive purposes and duties, which committees may be formed by members of the Company's Administrative bodies or otherwise, forbidden the participation of the members of the Executive Committee as members of the committees.

Paragraph 1: The Board of Directors shall be responsible for setting forth the norms applicable to the committees, including the rules on membership, term of office, remuneration, operation, scope and the area of operation.

Paragraph 2: The Company shall have a statutory audit committee, an advisory collegiate body which responds directly to the Board of Directors.

Paragraph 3: The audit committee will be composed by a minimum of three (3) members, being at least one (1) an independent member of the Board of Directors, and at least one (1) must have recognized experience in corporate accounting matters.

Paragraph 4: One sole member of the audit committee may accumulate both characteristics referred to in Paragraph 3 above.

Paragraph 5: The activities of the coordinator of the audit committee are defined in the internal regulations of the committee approved by the Board of Directors.

Paragraph 6: It is the responsibility of the of audit committee, among others:

- I.** To offer an opinion on the hiring and dismissal of the services of independent auditors;
- II.** To evaluate quarterly information, intermediary financial statements, and financial statements;
- III.** To monitor Company's internal audit and internal controls activities;
- IV.** To evaluate and monitor the Company's risk exposure;
- V.** To evaluate, monitor and recommend to the administration the adjustment or improvement of the internal policies of the Company, including the Policy on Related Party Transactions; and
- VI.** To have a channel to receive and treat information about non-compliance with legal provisions and regulations applicable to the Company, in addition to non-compliance with internal regulations and codes, including specific procedures to protect the person who reports and the confidentiality of the information.

SECTION III – EXECUTIVE COMMITTEE

Article 18: The Company's Executive Committee shall consist of, at least, three (3) members, and, at most, of seven (7) members, whether shareholders or not, resident in this country, the accumulation of duties by the same executive officer being permitted, being designated one Chief Executive Officer, one Deputy Chief Executive Officer, one Investor Relations Officer and others with designation to be proposed to the Board of Directors by the Chief Executive Officer.

Paragraph 1 - The term of office of the members of the Executive Committee shall be of three (3) years, with reelection being permitted.

Paragraph 2: The Chief Executive Officer shall submit to the Board of Directors the names of the candidates to the Board of Officers which shall demonstrate academic background and experience acquired in courses and by exercising activities suitable with the responsibilities for what they are being considered, and may propose to the Board of Directors their dismissal at any time.

Article 19: The Executive Committee has broad and general management powers to represent the Company and to carry out of all measures deemed necessary for its regular operation, and to perform all acts required for the pursuance of the Company's corporate purpose, even in special cases as to waive or assign rights, compromise and agree, enter into agreements, acquire, dispose of and encumber movable and immovable assets, offer guarantees, aval guarantees and secure bonds in general, within the limits of the law and this Bylaws.

Paragraph 1 - The following are also duties of the Executive Committee:

- I.** To plan and conduct the operations of the Company and to report the Company's financial and economic performance to the Board of Directors;
- II.** To decide on any matter which is not of exclusive responsibility of the Shareholders Meeting or of the Board of Directors;
- III.** To prepare and propose the strategic plan, the investment program and the annual budget of the Company to the Board of Directors, within the terms foreseen in the annual corporate calendar;
- IV.** To comply and make others comply with the decisions and general business directions determined by the Board of Directors;
- V.** To prepare and provide the Board of Directors with the reports and information necessary for the compliance with the thematic agenda and Corporate Calendar approved by the Board of Directors;
- VI.** To prepare and propose to the Board of Directors the corporate policies, and implement the approved policies; and
- VII.** To annually prepare and submit to the review of the Board of Directors the Company's financial statements and the management report, as well as the proposed destination of the net profit of the fiscal year and the distribution of dividends.

Paragraph 2 - It is the duty of the Chief Executive Officer to guide the performance of the activities related to the company's general planning, as well as the duties, attributions and powers assigned to them by the Board of Directors, with due regard for the policy and guidelines previously outlined by the Board of Directors, including:

- I.** To oversee the management duties of the Company, and coordinate and supervise the activities of the members of the Executive Committee;

- II.** To suggest to the Board of Directors, the assignment of duties to each executive officer at the time of the election;
- III.** To coordinate the personnel, organizational, managerial, operating and marketing policy of the Company;
- IV.** On an annual basis, to elaborate and submit to the Board of Directors the Company's annual plan;
- V.** To establish the vote to be cast by the representative of the Company at shareholders' meetings and meetings of companies in which it participates as a partner or shareholder, subject to the provisions of Section XIX of article 16 hereof;
- VI.** approve the transactions referred to in Section IX of article 16 hereof up to the limit of R\$50,000,000.00 (fifty million reais).
- VII.** To resolve on any disagreement between the members of the Board; and
- VIII.** To generally manage the corporate matters.

Paragraph 3 - The Deputy Chief Executive Officer shall replace the Chief Executive Officer, in case of temporary or permanent absence.

Paragraph 4 - It is the duty of the Investor Relations Officer, in addition to the duties, attributions and powers vested in him by the Board of Directors or provided for in the applicable regulations, with due regard for the policy and guidelines previously outlined by the Board of Directors, to:

- I.** Represent the Company before the controlling entities and other institutions operating in the securities and capital market;
- II.** Render information to investors, to CVM, to the Stock Markets in which the Company deals in its securities and other bodies related to the activities performed in the securities and capital market, according to the applicable legislation, in Brazil and abroad; and
- III.** Keep the registration of the company as a publicly-held company duly updated before CVM.

Paragraph 5 - The other Executive Officers without specific designation in these Bylaws, are responsible for the implementation of policies and guidelines established to them by the Board of Directors.

Article 20 - The Company will be deemed to have incurred obligations when represented as follows:

- a) By 2 (two) Executive Officers acting jointly;
- b) By one (1) Executive Officer jointly with one (1) proxy with special powers, duly authorized;
- c) By two (2) proxies acting jointly, with special powers duly

- authorized; and
- d) By one (1) Executive Officer or one (1) proxy, to (i) endorse cheques for deposits into the Company's bank accounts; (ii) sign routine correspondences that do not create any responsibility for the Company; (iii) receive writ of summons, subpoenas and judicial and administrative notifications, personal testimonies, and representation as representative (preposto) in court hearings; (iv) compliance and negotiation of tax, labor or social security obligations and practice of administrative acts before federal public agencies, state or municipal authorities, public companies and mixed-capital companies, provided that it does not imply in the assumption of new obligations; and (v) in case of proxy, whether it is an ad judicia et extra mandate to represent the Company in judicial or administrative proceedings.

Paragraph 1 - The Company may also be validly represented by only one any (1) Executive Officer, including the assumption of duties in the following situations:

- I. Hiring contractors or employees;
- II. Routine issues before federal, state or municipal public authorities, government-controlled autonomous entities and joint stock companies;
- III. Signing correspondence on routine matters;
- IV. Representation of the Company at shareholders' meetings of its subsidiaries and of other companies in which it participates as a shareholder, subject to the provisions of these Bylaws.

Paragraph 2 - All powers of attorney will be granted in the Company's name by two (2) members of the Executive Committee acting jointly, one of them mandatorily being the Chief Executive Officer or the Deputy Chief Executive Officer, who shall stipulate the powers assigned and, except for those described in Paragraph Three herein, will have a validity term limited to one (1) year.

Paragraph 3 - Powers of attorney for legal purposes may be granted for indefinite terms and those granted for purposes of complying with contractual clauses may be granted for the term of validity of the contract to which they are linked.

CHAPTER IV

GENERAL SHAREHOLDERS' MEETINGS

Article 21 - The General Shareholders' Meeting shall ordinarily take place within the four (4) months following the end of each fiscal year and, on extraordinary basis, whenever required by the Company's interests with due regard for the applicable legal and regulatory provisions and the provisions of these bylaws as regards the call and installation thereof and resolutions passed therein.

Paragraph 1 - The General Shareholders' Meetings shall be convened within the period provided for by law or by the applicable regulation and presided over by the Chairman of the Board of Directors or, in his absence, by the Vice- Chairman of the Board of Directors or, in the absence of both, by a member designated by the majority of Board of Directors members. In the absence of such designation, the Meeting shall be presided by the person designated by the General Shareholders' Meeting. The Chairman of the General Shareholders' Meeting shall invite one of the attending shareholders, or an attorney, to act as secretary to the meeting.

Paragraph 2 - Except for the special hypotheses provided for by law and by these Bylaws, the resolutions of the Shareholders' Meeting shall be adopted by the absolute majority of the valid votes, the blank votes to not being computed.

Paragraph 3 - The minutes of the General Shareholders' Meetings shall be drawn up as a summary of the facts, including dissents and protests, with the transcription of the resolutions taken, pursuant to the provisions of Paragraph 1 of Article 130 of Law 6404/76.

Article 22 -It is the duty of the Shareholders' Meeting, in addition to the other attributions provided for by law, to:

- a) Take the managers accounts, examine, discuss and vote the financial statements;
- b) To elect and dismiss the members of the Board of Directors and the Supervisory Council, when installed;
- c) Stipulate the annual overall remuneration of the management of the Company, as well as of the members of the Fiscal Council, if any;
- d) Approve the plans granting share option or other models of share based compensation to its managers and employees or individuals rendering service to the Company, or to companies directly or indirectly controlled by the Company, without the shareholders' right of first refusal;
- e) Resolve, on the allocation of the net profits of the year and distribution of dividends; and
- f) Resolve on the cancellation of the registration of the Company as a publicly-held company before CVM.

CHAPTER V

FISCAL COUNCIL

Article 23 -The Fiscal Council of the Company shall function on nonpermanent basis and, when installed, shall consist of a minimum of three (3) and a maximum of 5 (five) sitting members and the same number of alternates, shareholders or not, elected and liable to be removed at any time by the Shareholders' Meeting. In the election of members of the Fiscal Council, the same procedures described in article

11 hereof shall be observed. The Fiscal Council of the Company shall be formed, installed and remunerated according to the prevailing legislation.

Paragraph 1 – The effective and substitute members of the Fiscal Council will take office upon the execution of the instrument of investiture, which shall provide about their subjection to the arbitration clause referred to in article 31 of these Bylaws, as well as to the compliance with the applicable legal requirements.

Paragraph 2 - The members of the Fiscal Council shall, after taking office, keep the Company informed about the quantity and characteristics of the securities issued by the Company directly or indirectly held by them, according to the terms of the applicable legislation.

Paragraph 3 - In case of absence and impairment, the members of the Fiscal Council shall be replaced by their corresponding alternates.

Paragraph 4 - In case of vacancy of any position in the Fiscal Council, the corresponding alternate shall act in his stead. Should there be no alternate for such position, the Shareholders' Meeting shall be convened to elect the member for the vacant position.

Paragraph 5 - No person related to a company that may be considered a competitor of the Company can be elected for the position of member of the Fiscal Council, neither can any person that: (a) is an employee, shareholder or member of the management, technical or inspection body of any competitor or controlling or controlled shareholder of a competitor; (b) spouse or relative up to the second degree of kinship of a body of the management, technical or inspection body of a competitor or of a controlling or controlled shareholder of a Competitor.

Article 24 - Pursuant to law, when installed, the Fiscal Council shall meet whenever necessary and, at least on a quarterly basis, will analyze the financial statements.

Paragraph 1 - Regardless of any formalities, any regular meeting to which all members of the Fiscal Council are present will be considered duly convened.

Paragraph 2 - The Fiscal Council makes valid resolutions upon the absolute majority of its votes cast by the majority of its members.

Paragraph 3 - All resolutions of the Fiscal Council shall be reflected in the minutes in the corresponding book of Minutes and Opinions of the Fiscal Council and executed by the Fiscal Council members present.

CHAPTER VI

FISCAL YEAR, FINANCIAL STATEMENTS AND PROFIT ALLOCATION

Article 25 - The fiscal year shall start on January 1st and finish on December 31st and, as regards the financial statements, will observe the provisions in the Law and the applicable regulations.

Paragraph 1 - Upon a resolution of the Board of Directors, the Company may (i) draw its balance sheets on a semiannual, quarterly or shorter basis, and declared evidence or interest over equity capital to the account of profits assessed in such balance sheets; or (ii) declare interim dividends or interest over equity capital, to the accrued profit or profit reserve accounts existing in the latest annual balance sheet.

Paragraph 2 - The interim dividends distributed and the interest over equity capital may be attributed to the mandatory dividend provided for in Article 26 below.

Paragraph 3 - The Company shall hold a public presentation disclosing the information regarding the quarterly financial results and financial statements, in the term and conditions determined by the Novo Mercado Regulation.

Article 26 - The accrued losses, if any, shall be deduced from the results of the financial year before any distributions, as well as the provision for income tax and social contribution on profits.

Paragraph 1 - The Shareholders' Meeting may distribute to the Managers a participation in the profits corresponding to up to 1/10 of the profits of the financial year or the annual remuneration of the management, whichever is less, such distribution to be made with the remaining balance. The distribution of the mandatory dividends to the shareholders as provided for in paragraph 3 of this Article is a requirement for the payment of such participation.

Paragraph 2 - The net profit of the financial year shall be distributed as follows:

- a) Five per cent (5%) shall, before any other allocation, be used to form the legal reserve, which shall not exceed twenty per cent (20%) of the capital stock. The allocation of part of the net profits of the fiscal year to the legal reserve shall not be mandatory in any fiscal year in which the balance of the legal reserve plus the amount of the capital reserves addressed in Paragraph 1 of Article 182 of Law 6404/76 exceeds thirty per cent (30%) of the capital stock;
- b) As suggested by the Board of Directors to the Shareholders Meeting,

part of the net profits may be allocated to the formation of a contingency reserve and a reversal of the same reserves formed in previous financial years, pursuant to the terms of Article 195 of Law 6404/76;

- c) Part of the net profits shall be allocated to the payment of the mandatory minimum annual dividend payable to the shareholders, as provided for in Paragraph 4 of this Article;
- d) In any financial year in which the amount of the mandatory dividend calculated pursuant to the terms of paragraph 4 of this article, exceeds the realized portion of the profits of the financial year the Shareholders' Meeting may, as suggested by the Board of Directors, allocate the surplus to the formation of a realizable profit reserve, with due regard for the provisions of Article 197 of Law 6404/76;
- e) As suggested by the Board of Directors to the Shareholders Meeting, part of the net profits may be retained based on a previously approved budget pursuant to the terms of Article 196 of Law 6404/76;
- f) The Company shall keep a statutory profit reserve denominated "Investment Reserve", the purpose of which will be to finance the expansion of the activities of the Company and/or of any companies controlled and associated to it, including by means of the subscription of capital increases or creation of new undertakings, which will be constituted of up to one hundred per cent (100%) of the remainder of the net profit after the legal and statutory deductions and the balance of which, plus the balance of the other profit reserves, except for the realizable profit reserves, tax incentives, and the contingency reserves, may not exceed one hundred per cent (100%) of the Company's capital stock; and
- g) The balance to be allocated as stipulated by the Shareholders' Meeting, with due regard for the legal provisions.

Paragraph 3 - The shareholders are entitled to an annual mandatory dividend at least equal to twenty-five per cent (25%) of the net profit of the financial year, plus the following amounts: (i) the amount intended to form the legal reserve; and (ii) the amount intended to form the contingency reserve and reversal of the same reserves formed in previous financial years.

Paragraph 4 - Pursuant to law, the payment of the mandatory dividend may be limited to amount of the realized net profit.

Article 27 - As suggested by the Executive Committee and upon the approval of

the Board of Directors, the Company may pay or credit interest on behalf of the shareholders, by way of remuneration of their equity capital, with due regard for the applicable legislation. Any amounts possibly disbursed on this account may be attributed to the amount of the mandatory dividend provided for in these Bylaws.

Sole Paragraph -Should such interest be credited to the shareholders throughout the financial year and the amount of the mandatory dividend be attributed to such shareholders, the shareholders will be ensured the right to receive any possible remaining balance. Should the value of the dividends be smaller than the amount credited to them, the Company may not collect the surplus from the shareholders.

Article 28 -The Shareholders' Meeting may resolve on the capitalization of profits or capital reserves, including the ones instituted in interim balance sheets, with due regard for the applicable legislation.

Article 29 -Dividends not received or claimed shall be forfeit 3 (three) years from the date on which they were made available to the shareholder, and shall revert to the company.

CHAPTER VII TRANSFER OF CONTROL

Article 30 -The direct or indirect transfer of control of the Company, either by means of a single operation, as by means of successive operations, shall be contracted under condition that the control acquirer is obligated to conduct a public offer for acquisition of the shares issued by the Company held by the other shareholders, observing the conditions and time limits laid down in current legislation and regulation and in the Novo Mercado Regulation, in order to assure equal treatment to that given to the selling shareholder.

CHAPTER VIII ARBITRATION

Article 31 - The Company, its shareholders, Management and members of the Fiscal Council members, effective and substitute, if applicable, undertake to resolve, through arbitration, before the Market Arbitration Chamber, according to the its regulation, the disagreements that may arise between them, concerning or arising from, their position as issuer, shareholder, Management, and members of the Fiscal Council, particularly arising from the provisions of the Law 6385/1976, and Law 6404/76, in the Bylaws of the Company, the standards issued by the National Monetary Council, by the Central Bank of Brazil and by the CVM, as well as other standards applicable to the functioning of the capital markets in general, in addition to those listed in the Novo Mercado Regulation and other B3 regulation.

CHAPTER IX LIQUIDATION

Article 32 - The Company shall be liquidated and dissolved in the cases provided for by law and the Shareholders' Meeting shall be responsible for establishing the form of liquidation, elect the liquidator and, as the case may be, the Fiscal Council to this effect.

CHAPTER X GENERAL PROVISIONS

Article 33 - The cases not addressed in these Bylaws shall be handled by the Shareholders' Meeting and regulated according to the precepts of Law 6404/76 and applicable regulations.

Article 34 - With due regard for the provisions of Article 45 of Law 6404/76, the value of the reimbursements to be paid to the dissident shareholders will be based on the equity value reflected in the latest balance sheet approved by the Shareholders' Meeting.

Article 35 - Dividends attributed to shareholders will be paid within the terms established by law, only with the incidence of monetary restatement and/or interests if so established by the Shareholders' Meeting.