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Publicly Traded Company

NIRE 35300154410

# **DURATEX S.A.**

## **CHARTER OF THE PERSONNEL, GOVERNANCE AND NOMINATION COMITTEE**

(Approved at the Board of Directors Meeting on June 14, 2010 and altered at the Board Meeting on April 25, 2012 and October 28, 2013)

### **1. REGULATION**

- 1.1 The responsibilities, competencies and duties of the Personnel, Governance and Nominating Committee Charter ("Committee") of Duratex S.A. ("Company") are defined and established in this Charter.

### **2. OBJECTIVES**

- 2.1. The Committee is a collegiate body of advice and guidance established by the Board of Directors of the Company ("Board") and aims to:
- (i) Define competencies inherent to the members of the Board and Chief Executive Officer of the Company and participate in its selection;
  - (ii) Monitor and approve the procedures for setting and reviewing the Vision, Mission and Values of the Company and its practice;
  - (iii) Analyze the mechanisms of compensation of the directors, leading to the Board its proposed annual amounts to be expended;
  - (iv) Set the remuneration of the Chief Executive Officer of the Company in all its components;
  - (v) Support the Board in evaluating the Company's CEO and the creation / revision of the annual evaluation process of the executive and the Council itself;
  - (vi) Review and approve the desired elements in the culture of the Company and monitor its adoption;
  - (vii) Review and approve the administrative structure and corporate governance of the Company, the succession of its directors and the remuneration policy and development of its employees;
  - (viii) Ensuring the existence, revision and maintenance of a Policy and Plan (s) of Human Resources, resulting in a cohesive, competent and high performance workforce, and
  - (ix) Ensure the best practices of the Corporate Governance and coordinate its implementation process.

### **3. COMPOSITION**

- 3.1. The Committee will consist of at least 3 (three) and maximum of 7 (seven) members selected by the Board.
- 3.2. The President of the Committee should preferably be carried out by an Independent Member.
- 3.3. The Committee members are subject to the same duties as the Board Directors, defined in the Art. 6 of the Board Charter.
- 3.4. The Chairman and Chief Executive Officer will be permanent guests at the meetings of the Committee.
- 3.5. The function of the Committee members cannot be delegated.
- 3.6. The election of its members will occur at the Board Meeting that is elected the Directors of the Company and the mandate will be for 1 (one) year, reelection being permitted.
- 3.7. In the event of vacancy in the Committee, the Board shall choose a replacement within 30 (thirty) days.
- 3.8. It is forbidden to members of the committee, directly or indirectly receive any compensation from the Company for the provision of consultancy services, advice or any other that configure impediment or incompatibility with the obligations and responsibilities of a Committee member.

#### **4. OPERATION**

- 4.1. The Committee will meet at least 6 (six) times a year, convened by its Chairman.
- 4.2. The agenda of the meetings will be circulated to Committee members with a minimum of ten (10) working days, with copies to the Board Chairman and the Chief Executive Officer.
- 4.3. In order to allow a thorough evaluation of the subjects, prior analysis materials of the matter, that require study and reflection, should be sent to the Board with at least 10 days.
- 4.4. In order to permit an in-depth discussion, the presentation shall be structured based on one slide every 3 minutes from allocated time.
- 4.5. The deliberations of the Committee shall be taken by a majority of its members and will constitute recommendations to the Board.
- 4.6. The resolutions of the meetings of the Committee shall be recorded in the minutes, copies of which will be sent to the Chairman of the Board and Chief Executive Officer.
- 4.7. Also, there will also be forwarded to the Chairman and the Chief Executive Officer of the Company, copies of the annual schedule of meetings, as well as all information and studies submitted to the Committee members.
- 4.8. Whenever deemed necessary, the Committee may invite, communicating prior to the Company's CEO, Directors or any of their employees to attend meetings and discuss matters relating to their area of expertise.

- 4.9. The Committee, as part of its duties, may engage the services of experts, with the prior approval of the Board.
- 4.10. With the goal of keeping all Directors sufficiently well informed of progress of work in carrying out the Committee, each Board meetings, the President of this Committee, shall report on the work done and communicate relevant facts observed since the last explanation.

## **5. ATTRIBUTIONS**

### **5.1. The attributions of this Committee:**

#### **5.1.1. Regarding to the basic principles that guide the Company's action:**

- (i) Review and approve the desired elements in the Company's culture; and
- (ii) Promote, monitor and approve the procedures for setting and reviewing the Vision, Mission and Values of the Company;

#### **5.1.2. Regarding to the Company's Governance System:**

- (i) Conduct periodic evaluations of the corporate areas operation referred in the constitutive documents of the Company and its subsidiaries and recommend improvements, able to do so, hire expert advice for preparing and conducting the evaluation process of the Board and Committees of the Board of Directors, upon approval of the Board
- (ii) Approve the administrative structure of the Company and its subsidiaries, and monitor its operation, including the Committees of the Board of Directors.

#### **5.1.3. Regarding the Board of Directors of the Comapny:**

- (i) Define and map the competencies that ought to integrate the professional profile of the Board's member;
- (ii) Propose the Board internal charter;
- (ii) Structure the evaluation process of its operation and propose action plan to remedy any deficiencies;
- (iii) Identify and evaluate candidates for the tenure of independent members; and
- (iv) Propose the remuneration of the Board members

#### **5.1.4. Regarding the Directorship and other employees of the Company:**

- (i) Define and map the competencies that ought to integrate the professional profile of the Chief Executive Officer (CEO);
- (ii) Approve the indication of the names presented by the CEO to constitute the Executive Board;
- (iii) Establish guidelines (aligned with the Vision, Values and the intended results) and approve the process of performance evaluation;
- (iv) Establish guidelines unfolding process of annual targets;
- (v) Support annual review of performance of the Company's CEO, submitting it to the attention of the Board;

- (vi) Meet the performance evaluations of officers made by the Company's CEO, submitting it to the attention of the Board;
- (vii) Determine the remuneration package of the CEO of the Company, with all its components (fixed salary, short-term bonus, long-term bonus and indirect benefits);
- (viii) Approve the remuneration package of the remaining members of the Executive Board proposed by the Chief Executive Officer of the Company, with all its components (fixed salary, short-term bonds, long-term bonds - stock options - and fringe benefits),
- (ix) Approve the Company's remuneration general policy, with all its components;
- (x) Approve the creation and / or modification of stock option plans for executives of the Company, as well as validate the recommendation of the Chief Executive Officer of the Company of the beneficiaries of grants of options to purchase shares, the proposals shall be submitted to the Board;
- (xi) Define succession plan for the Chief Executive Officer of the Company, taking charge of its implementation, as well as evaluate candidates and recommend its approval by the Board;
- (xii) Establish guidelines and evaluate the implementation and the functioning of the succession plan for Directors and other executives of the Company;
- (xiii) Monitor the internal climate and leadership style in the Company.

## **6. EVALUATION**

- 6.1. The Committee will conduct, formal and annually, your self-evaluation addressing the activities developed by the Committee during the period, which will be submitted to the analysis of the Board.

## **7. AMENDMENTS**

- 7.1. This Charter shall be reviewed every 3 years, at the end of the self-evaluation of the Committee and may be revised whenever a majority of the Committee members understand relevant. Any changes must be submitted to and approved by the Board.
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