

CHARTER OF THE COMMITTEE FOR EVALUATION OF TRANSACTIONS WITH RELATED PARTIES

(Approved at the Board of Directors Meeting on 09.29. 2011 and altered on the Board Meeting on 04.25.2012, 10.28.2013 and 11.03.2016)

1. CHARTER

The responsibilities, powers and duties of the Committee for the Evaluation of Transactions with Related Parties (Committee) of Dexco S.A. (Dexco) are defined and established in these Rules.

For the purposes of this document, the definition of related party will be that used by the Securities and Exchange Commission ("CVM"), pursuant to CVM Resolution No. 642, of 10.07.2010, which approved Technical Pronouncement CPC No. 5 (R1), issued by the Accounting Pronouncements Committee – CPC.

2. OBJECT

The Related Party Transactions Review Committee is a committee of the Board of Directors of Dexco ("CA") and is responsible for ensuring that transactions with related parties are based primarily on the interests of Dexco, observing conditions strictly contracts, negotiated independently, through a transparent, ethical process and in accordance with current legislation.

3. COMPOSITION

- 3.1. The Committee will be formed by the 3 (three) members of the CA considered independent. One of the members will be elected President by their peers. After the election, the CA will be notified of the fact.
- 3.2. The role of Committee member is non-delegable.
- 3.3. The term of office of the Committee member will be 1 (one) year, starting from the first meeting of the Board after the Annual General Meeting.
- 3.4. In the event that there are only 2 (two) members on the Committee, the Chairman of the Committee, through the CA, will monitor the negotiations for the appointment of the new Independent Director, integrating him to the work of the Committee as soon as he is sworn in.
- 3.5. It is forbidden for Committee members, directly or indirectly, to receive any type of compensation from Dexco for the provision of consulting, advisory or any other services that constitute an impediment or incompatibility with the obligations and responsibilities of a committee member.

4. OPERATION

- 4.1. The Committee will meet at least twice a year, when convened by its Chairman;
- 4.2. The Committee's deliberations will be taken by the majority of its members;
- 4.3. The meeting agenda will be distributed to the Committee members at least 5 (five) business days in advance;
- 4.4. The Committee may schedule, with prior notice to the Chief Executive Officer, meetings with members of the Board of Executive Officers or any other Dexco employees, with the Independent Audit company and with the person responsible for Internal Audit. Such meetings will aim to discuss policies, practices and procedures adopted, about the fulfillment of their attributions and responsibilities defined in the Related Party Transactions Policy and verify, when necessary, compliance with its recommendations;
- 4.5. The Committee, through its chairman, will report to the Board, at least once a year, on the work carried out and its compliance with the best practices in transactions with related parties;
- 4.6. The Committee may, whenever it deems it necessary and appropriate, select and propose the hiring of specialized consultancy in the technical, legal, financial and accounting areas to advise it in its work, sending the contracting proposal to the Chief Executive Officer of Dexco for knowledge and to the CA for approval; and
- 4.7. The Committee's deliberations will be recorded in minutes, copies of which will be sent to the Chairman of the Board and the Chief Executive Officer.

5. DUTIES/RESPONSIBILITIES

- 5.1. Monitor compliance with the Related Party Transactions Policy, proposing its review whenever necessary to the Board of Directors;
- 5.2. Periodically evaluate transactions between related parties;
- 5.3. Act as a mediator and propose a solution whenever there is a disagreement between Dexco and any of the related parties in any discussion about business, contracts, operations or services; and
- 5.4. Propose to the Board the renegotiation or discontinuation of a service, business, contract or any operation with related parties, whenever it deems that the conditions of said business are benefiting one of the parties unduly or outside market conditions.

6. ASSESSMENT

The Committee will formally and annually carry out its self-assessment.

9. ALTERATIONS

These Bylaws will be revised every 3 years or whenever the majority of its members deem relevant. The consequent amendment must be submitted to the Board of Directors for consideration and approval.
