

MARFRIG GLOBAL FOODS S.A.
TAXPAYER ID (CNPJ/MF) 03.853.896/0001-40
STATE REGISTRATION (NIRE) 35.300.341.031
PUBLICLY HELD COMPANY

BYLAWS

**Chapter I Name, Headquarters, Jurisdiction, Corporate Purpose and
Term of Duration**

Article 1. Marfrig Global Foods S.A. (“Company”) is a corporation with authorized capital, governed by these Bylaws (“Bylaws”) and the applicable legal provisions and regulations.

Article 2. The Company has its headquarters and venue in the City of São Paulo, State of São Paulo, at Avenida Queiroz Filho, No. 1.560, Block 5 (Torre Sabiá), 3rd Floor, Room 301, Vila Hamburguesa, ZIP Code 05319-000, and can open and close branches, agencies, warehouses, offices, subsidiaries, representations and any other establishments in the country or abroad, by decision of the Executive Board.

Article 3. The corporate purpose of the Company is (i) operation of meatpacking activities, with the slaughter of cattle, horses, pigs, goats, sheep, poultry, buffalo and the industrialization and marketing of products and by-products of animal origin, edible or not, including but not limited to the industrialization and marketing of leather products and by-products, in its own establishment or that of a third party; (ii) purchase, sale, distribution, representation, import and export of food products in general, including alcoholic or non-alcoholic beverages and others; (iii) purchase and sale of standing cattle, horses, pigs, goats, sheep, poultry and buffaloes; (iv) supply of effective labor to other companies; (v) exploration of agricultural and forestry activities; (vi) participation as a partner or shareholder in any commercial or civil company; (vii) distribution and sale of food products in general; (viii) production, distribution and marketing of soaps, washing preparations, disinfectants, softeners and other hygiene and cleaning products; (ix) cogeneration, production and marketing of energy and biodiesel; (x) participation in the financial market, as well as in the carbon credit market; (xi) marketing and production of products derived from legumes and vegetables, as well as all their derivatives and substitutes; feed, preserves, canned goods and fats; (xii) transportation of its products and those of third parties; representations and other related undertakings that are necessary for the company’s objectives; (xiii) breeding, rearing and fattening cattle, horses, goats, sheep, poultry and buffaloes in their own and third-party establishments; (xiv) import and export of

products related to farming activities, as well as embryos and others; (xv) the supply of effective labor to other companies; (xvi) the provision of services to third parties for the breeding, handling, fattening and transportation of standing cattle, horses, pigs, goats, sheep, poultry and buffalo; (xvii) technical testing and analysis; (xviii) manufacture of pharminochemical products of animal origin; (xix) manufacture of organic chemical products not previously specified; and (xx) ecological restoration services.

Paragraph 1. The Company may explore other lines of business that have an affinity with the purpose expressed in this Article 3.

Paragraph 2 - With the admission of the Company to the special listing segment called Novo Mercado, of B3 S.A. – Brasil, Bolsa, Balcão (“**B3**” e “**Novo Mercado**”, respectively), the Company, its shareholders, including controlling shareholders, members of the Board of Directors, the Executive Board and the Fiscal Council, are subject to the provisions of Novo Mercado Regulation (“**Novo Mercado Regulation**”).

Paragraph 3. The provisions of the Novo Mercado Regulation will prevail over the statutory provisions, in the event of prejudice to the rights of the recipients of the public offerings provided for in these Bylaws.

Paragraph 4. The Company, its shareholders, including controlling shareholders, members of the Board of Directors, of the Executive Board and of the Fiscal Council, shall observe the terms, obligations and procedures set forth in the B3 Issuers Listing and Admission to Securities Trading Regulations (*Regulamento para Listagem de Emissores e Admissão à Negociação de Valores Mobiliários of B3*), in the Manual of the Issuer of B3 (*Manual do Emissor da B3*) and the Novo Mercado Regulation.

Article 4. The Company has an indefinite duration.

Chapter II Share Capital and Shares

Article 5. The Company’s share capital, fully subscribed and paid up, is R\$ 10,491,577,961.00 (ten billion, four hundred and ninety-one million, five hundred and seventy-seven thousand, nine hundred and sixty-one reais), divided into 857.928.119 (eight hundred and fifty-seven million, nine hundred and twenty-eight thousand, one hundred and nineteen) common shares, all nominative, book-entry and without par value.

Article 6. The Company is authorized, by resolution of the Board of Directors, to increase its share capital, regardless of amendment to the bylaws, by issuing up to two billion (2,000,000,000) common shares, all nominative and without par value, including the Company’s current Share Capital.

Paragraph 1. The Board of Directors will establish the conditions for the issue of shares referred to in the caput above, including the price and payment period, and may, within the limit of the authorized capital, resolve the issue of subscription bonuses.

Paragraph 2. Within the limit of authorized capital and in accordance with the plan approved by the Shareholders' meeting, the Board of Directors may authorize the Company to grant stock options to its managers, employees and service providers, as well as to managers, employees and services providers of other companies that are directly or indirectly controlled by the Company, without preemptive rights for shareholders.

Paragraph 3. The Company is prohibited from issuing founders' shares.

Article 7. The share capital will be represented exclusively by common shares and each common share will correspond to the right to one vote in the resolutions of the Shareholders' meeting. The Company will not be able to issue preferred shares.

Article 8. The shares issued by the Company are book-entry, held in accounts of deposit on behalf of their holders, before financial institution authorized by the Brazilian Securities and Exchange Commission ("**CVM**").

Sole paragraph. In compliance with the maximum limits set by the CVM, the cost of the service of transferring the ownership of book-entry shares may be charged directly to the shareholder by the depositary institution, as defined in a share bookkeeping agreement.

Article 9. At the discretion of the Board of Directors, an issue may be made, without preemptive rights or with a reduction in the term referred to in Article 171, paragraph 4, of the Brazilian Corporation Law, of shares, debentures convertible into shares or subscription bonus, whose placement is made by sale on the stock exchange or by public subscription, or by exchange for shares in a public offer for the acquisition of control, under the terms established in the applicable legislation and regulations, within the limit of the authorized capital.

Chapter III Shareholders' meeting

Article 10. The Shareholders' meeting will meet ordinarily once a year and, extraordinarily, when convened, under the terms of the applicable legislation or these Bylaws.

Article 11. The Shareholders' meeting will be installed and chaired by the Chairman of the Board of Directors or, in his absence, by any member of the Board of Directors or, in his/her absence, by a shareholder or manager of the Company chosen by the majority of votes of those present, and the Chairman of the Shareholders' meeting must appoint the secretary, who may or may not be a shareholder of the Company.

Article 12. It is incumbent upon the Shareholders' meeting, in addition to the duties provided for by law and these Bylaws, to:

- I. elect and remove the members of the Board of Directors, as well as appoint the Chairman of the Board of Directors.
- II. establish the annual global remuneration of the members of the Board of Directors and of the Executive Board, as well as that of the members of the Fiscal Council, if installed;
- III. take, annually, the accounts of the managers and to resolve on the financial statements presented by them;
- IV. reform the Bylaws;
- V. resolve on the dissolution, liquidation, merger, spin-off, incorporation of the Company, or of any company into the Company;
- VI. approve plans to grant stock options to its managers and employees, as well as to managers and employees of other companies that are controlled, directly or indirectly, by the Company.
- VII. resolve, in accordance with the proposal presented by management, on the allocation of income for the year and the distribution of dividends;
- VIII. elect the liquidator, as well as the Fiscal Council that will operate during the liquidation period.
- IX. resolve on the request to cancel the registration as a publicly-held company with the CVM and withdraw from the Novo Mercado; and
- X. resolve on any matter submitted to it by the Board of Directors.

Chapter IV Management Bodies

Section I General Provisions

Article 13. The Company will be managed by the Board of Directors and the Executive Board.

Paragraph 1. The take of office by members of the Board of Directors and of the Executive Office will occur through instrument drawn up in proper book, signed by the manager or director sworn in, and contemplating that he/she is subject to the arbitration clause mentioned in Article 33 of these Bylaws, and any management guarantee is waived and will be conditioned to the compliance with legal requirements.

Paragraph 2. The managers shall communicate to the Company, and, if applicable, to the CVM and B3, the ownership and the negotiations carried

out with securities issued by the Company, under the terms of the law and regulations in force.

Paragraph 3. The managers will remain in their positions until their successors take office.

Paragraph 4. The positions of Chairman of the board of directors and chief executive officer or main executive of the Company cannot be accumulated by the same person.

Paragraph 5. The rule in Paragraph 4 does not apply in the event of a vacancy, and in this case, the company must: (i) disclose the accumulation of positions as a result of vacancy by the business day following that of the occurrence; (ii) disclose, within 60 (sixty) days, counted from the vacancy, the measures taken to cease the accumulation of positions; and (iii) cease accumulation within 1 (one) year.

Paragraph 6. The Company must disclose, subject to the provisions of the regulations issued by the CVM, which provide for the disclosure and use of information on the relevant act or fact related to publicly-held companies, the resignation or dismissal of members of the board of directors and statutory officers until the business day following the day in which the company is notified of the resignation or in which the dismissal is approved.

Article 14. The Shareholders' meeting shall establish an annual global compensation limit for distribution among the managers and the Board of Directors shall have the power to decide on the individual remuneration of managers, subject to the provisions of these Bylaws.

Article 15. In compliance with a regular call pursuant to these Bylaws, any of the management bodies validly meets with the presence of the majority of its members and resolve by the vote of the majority of those present.

Sole Paragraph. The prior call of all managers for the meeting will only be waived, as a condition of its validity, if all the members of the body to be convened are present, and, for this purpose, verification of attendance by presentation of written votes delivered by another member or sent to the Company prior to the meeting is permitted.

Section II Board of Directors

Article 16. The Board of Directors will be comprised of at least 03 (three) and at most 11 (eleven) members, all elected and removable by the Shareholders' Meeting, with a unified mandate of 02 (two) years, reelection being permitted.

Paragraph 1. At the Ordinary Shareholders' Meeting, shareholders must decide on the effective number of members of the Board of Directors.

Paragraph 2. Among the members of the Board of Directors at least two (2) directors or 20% (twenty percent), whichever is greater, shall be independent directors, based on the criteria and requirements established by the Novo Mercado Regulation, and the characterization as an independent director must be expressly indicated in the minutes of the Shareholders' meeting electing them, being also considered as independent the director(s) elected through the powers provided for in article 141, paragraphs 4 and 5, of Law 6,404, of 15 December 1976, as amended ("**Brazilian Corporation Law**").

Paragraph 3. When, as a result of the calculation of the percentage referred to in Paragraph 1 above, a fractional number of independent directors results therefrom, it shall be proceeded with the rounding up to the number immediately higher.

Paragraph 4. The member of the Board of Directors must have an unblemished reputation, and one cannot be elected, unless upon waiver of the Shareholders' Meeting, if he/she (i) occupies positions in companies that may be considered competitors of the Company; or (ii) has or represents a conflicting interest with the Company; voting rights cannot be exercised by the member of the Board of Directors if the same impediment factors are configured superveniently.

Paragraph 5. The member of the Board of Directors may not have access to information or participate in meetings of the Board of Directors related to matters on which he/she has or represents a conflicting interest with the Company, and the exercise of his/her voting right is expressly forbidden.

Paragraph 6. The Board of Directors, for better performance of its functions, may create committees or working groups with defined objectives, being made up of persons designated by it from among the members of the management and/or other people who are not part of the management of the Company.

Article 17. The Chairman of the Board of Directors will be appointed by the Shareholders' Meeting.

Paragraph 1. The Chairman of the Board of Directors will be responsible for presiding over the Shareholders Meetings and meetings of the Board of Directors and in case of absence or temporary impediment, these functions must be exercised by another member of the Board of Directors chosen by the majority of the other members.

Paragraph 2. In the event of a vacancy in the Board of Directors that does not result in a composition lower than the majority of the positions of the body, according to the number of effective members decided by the Shareholders' meeting, the other members of the Board of Directors may:

(i) appoint substitute(s), who shall remain in office until the end of the term of the replaced member(s); or (ii) choose to leave vacant the position(s) of the vacant member(s), provided that the minimum number of members provided for in the *caput* of Article 16 is respected.

Paragraph 3. In the event of a vacancy in the Board of Directors that results in a composition lower than the majority of the positions of the body, according to the number of effective members decided by the Shareholders' Meeting, the Board of Directors must call the Shareholders' Meeting to elect substitute(s) who shall remain in the position until the end of the term of the replaced member(s).

Paragraph 4. In the resolutions of the Board of Directors, the Chairman of the body will be attributed, in addition to his own vote, the casting vote, in the event of a tie in the vote due to an eventual composition of an even number of members of the Board of Directors. Each director will have the right to 1 (one) vote in the resolutions of the body.

Article 18. The Board of Directors will meet whenever called by the Chairman of the Board of Directors. Board meetings may be held, exceptionally, by conference call, video conference or any other means of communication in which there is unequivocal proof of the vote.

Paragraph 1. The summons for the meetings shall be made in writing at least 3 (three) business days in advance, by letter, telegram, fax, e-mail or any other form that allows the recipient to confirm receipt of the summons, and must contain the agenda and be accompanied by documentation relating to the agenda.

Paragraph 2. All resolutions of the Board of Directors will be included in the minutes drawn up in the respective Board book and signed by the attending members.

Paragraph 3. At the Board of Directors' meetings, early written votes and votes cast by fax, electronic mail or any other means of communication are permitted, and the members who vote in this way shall be counted as attending the meeting.

Paragraph 4. The decisions of the Board of Directors will always be taken by the favorable vote of the majority of the members present at the meeting.

Article 19. It is incumbent upon the Board of Directors, in addition to other duties attributed to it by law or in these Bylaws:

- (i) to set the general direction of the Company;
- (ii) to appoint and dismiss the Company's Executive Officers;

- (iii) to establish or change the limit amount of the Executive Board for the issuance and/or a public or private offering of credit instruments for raising funds, whether simple debentures, not convertible into shares and without collateral, “bonds”, “notes”, promissory notes, “commercial papers” or other commonly used in the market as well as to secure their issuance and redemption conditions, being possible, in the cases defined, to require the prior authorization of the Board of Directors as a condition of validity of the act;
- (iv) to supervise the management of the Executive Officers, examining, at any time, the Company’s books and papers and requesting information about agreements entered into or to be entered into and any other acts;
- (v) to choose and remove the Company’s independent auditors;
- (vi) to call independent auditors to provide clarifications deemed necessary;
- (vii) to prepare the Management Report and the Executive Board’s accounts and resolve on their submission to the Shareholders’ Meeting;
- (viii) to approve the Company’s annual budgets and their respective changes;
- (ix) to previously manifest any proposal to be submitted to the resolution of the Shareholders’ Meeting;
- (x) to authorize the issuance of shares of the Company, within the limits authorized in Article 6 of these Bylaws, establishing the issuance conditions, including price and payment term, and may also exclude (or reduce the term for) the preemptive right in the issuance of shares, warrants and convertible debentures, the placement of which is made by sale on the stock exchange or by public subscription or in a public offer for acquisition of control, under the terms established by law;
- (xi) to resolve on the acquisition by the Company of shares of its own issue, or on the launch of put and call options, referenced in shares issued by the Company, for maintenance in treasury and/or subsequent cancellation or sale.
- (xii) to resolve on the issue of subscription bonuses;
- (xiii) to grant stock options to its managers, employees and service providers, as well as managers, employees and other company service providers that are directly or indirectly controlled by the

Company, without preferential rights for shareholders in terms of the programs approved by the Shareholders' Meeting.

- (xiv) to authorize the Company to provide guarantees for its obligations and for its subsidiaries and/or wholly-owned subsidiaries, the value of which is higher than the limit value established under the terms of the Sole Paragraph below;
- (xv) to approve any acquisition or disposal of permanent assets, the value of which is higher than the limit value established under the terms of the Sole Paragraph below, except as provided in item (xvi) below;
- (xvi) to authorize the Company's participation as a shareholder or quota holder in other companies, or the association of the Company with other companies to form joint ventures;
- (xvii) approve the creation of real liens on the Company's assets or the granting of guarantees to third parties, the value of which is higher than the limit value established under the terms of the Sole Paragraph below;
- (xviii) to approve the obtaining of any financing or loan, including leasing operations, on behalf of the Company, not provided for in the annual budget, whose value is higher than the limit value established under the terms of the Sole Paragraph below;
- (xix) to approve any transaction or set of transactions whose annual value is equal to or higher than the authority's limit defined by the Board of Directors, involving the Company and any related Party, directly or indirectly. For the purposes of this provision, any related company manager, employee or shareholder that directly or indirectly holds more than 10% (ten percent) of the Company's capital stock is understood as a related party.
- (xx) to authorize the assignment of use, dispose of, transfer or license any type of intellectual or industrial property that belongs to the Company;
- (xxi) to previously resolve on spin-off, merger, incorporation, dissolution or liquidation operations, or any other corporate reorganization operation with similar effects involving any of the Company's controlled companies;
- (xxii) to attribute bonuses over shares and decide on possible reverse stock split and splits; and
- (xxiii) to express itself in favor or contrary to any public offering for the acquisition of shares ("OPA") that has as object the shares issued by the Company, by means of a prior reasoned opinion, disclosed within

15 (fifteen) days the publication of the OPA public notice, which should address, at least (i) the OPA's convenience and opportunity regarding the interest of all shareholders and in relation to the price and potential impacts on the liquidity of the securities owned by them; (ii) the strategic plans disclosed by the offeror in relation to the Company; and (iii) alternatives for the acceptance of the OPA on the market. The opinion of the Board of Directors must cover the opinion favorable or contrary to the acceptance of the public offer for the acquisition of shares, warning that each shareholder is responsible for the final decision on said resolution; and

(xxiv) to choose the specialized company responsible for preparing the appraisal report of the Company's shares, in case of cancellation of the public registration of the company or exit from the Novo Mercado.

Sole Paragraph. The Board of Directors may establish limits for the executive board to perform any of the acts referred to in items (iii), (xiv), (xv), (xvii), (xviii) and (xx) of the *caput* of this Article, observed the amount limits per act or series of acts.

Section III Executive Board

Article 20. The Executive Board will be comprised of 2 (two) to 7 (seven) Officers, being a Chief Executive Officer, an Investor Relations Officer, an Administrative-Financial Officer, and the other Officers with no specific designation. The position of Investor Relations Officer may be exercised cumulatively with that of any other Officer, as determined by the Board of Directors.

Paragraph 1. The Officers will be elected for a term of 3 (three) years and may be reelected.

Paragraph 2. The members of the Executive Board who are not reelected will remain in the exercise of their respective positions until the investiture of the new Officers.

Paragraph 3. In the event of a permanent impediment or vacancy in the position, the Board of Directors shall be immediately called for the appointment of a substitute.

Paragraph 4. The absence or impediment of any Officer for a continuous period of thirty days, unless authorized by the Board of Directors, will determine the termination of the mandate, applying the provisions of Paragraph 3 of this Article.

Paragraph 5. One Officer may not substitute more than one other Officer at the same time.

Paragraph 6. The Executive Board will meet when convened by its Chief Executive Officer or by any two members together, whenever corporate

interests so require. The Board of Executive Officers' meetings, which will be held at the headquarters, will be installed with the presence of the majority of its members, among them necessarily the Chief Executive Officer or the absolute majority of the members of the Executive Board, the respective resolutions being taken by the vote of the majority of the members present, with the exception that in the event of a tie, the Chief Executive Officer will be assigned the qualified vote to approve or reject the matter under discussion. Minutes with the corresponding resolutions will be recorded in the relevant Book.

Article 21. It is incumbent upon the Officers to administer and manage the Company's business, especially:

- (i) complying and enforcing these Bylaws and resolutions of the Board of Directors and the Shareholders' Meeting;
- (ii) to annually submit to the Board of Directors, the Management Report and the Executive Board accounts, accompanied by the independent auditors' report and the proposal for application of income earned in the previous year;
- (iii) to submit to the Board of Directors the Company's annual budget;
- (iv) to present the detailed economic, financial and equity balance sheet of the Company and its subsidiaries to the Board of Directors on a quarterly basis;
- (v) to issue and approve instructions and internal regulations that it deems useful or necessary; and
- (vi) to represent the Company actively and passively, in and out of court, as provided for in Article 26.

Article 22. It is incumbent upon the Chief Executive Officer to coordinate the actions of the Officers and direct the execution of activities related to the Company's general planning, in addition to the functions, attributions and powers entrusted to it by the Board of Directors, and observing the policy and guidance previously outlined by the Board of Directors:

- (i) to call and chair the meeting of the Board;
- (ii) to superintend the Company's management activities, coordinating and supervising the activities of members of the Executive Board;
- (iii) to coordinate staff, organizational, managerial, operational and marketing policy of the Company;
- (iv) to annually prepare and submit to the Board of Directors the annual business plan and the annual budget of the Company; and
- (v) to manage corporate matters in general.

Article 23. It is incumbent upon the Investor Relations Officer to provide information to the investing public, the Securities and Exchange Commission and the stock exchanges and organized over-the-counter markets in which the Company is registered, and to keep the Company's publicly-held corporation registry updated, in compliance with all legislation. and regulations applicable to publicly-held companies.

Article 24. It is incumbent upon the Administrative-Financial Officer, in addition to the functions, duties and powers granted to him by the Board of Directors, and observing the policy and guidance previously outlined by the Board of Directors:

- (i) to propose financing alternatives and approve financial conditions for the Company's business;
- (ii) to manage the Company's cash and accounts payable and receivable; and
- (iii) to direct the accounting, financial planning and fiscal/tax areas.

Article 25. The Company will be represented as follows:

- (i) by 2 (two) directors jointly, one of whom being the Chief Executive Officer or the Administrative-Financial Officer, necessarily in conjunction with another Officer without a specific designation;
- (ii) by 2 (two) officers jointly, one of whom being the Chief Executive Officer, necessarily in conjunction with the Administrative-Financial Officer or another Officer without a specific designation;
- (iii) by any officer together with an attorney-in-fact appointed in the form of item (i) and (ii) above;
- (iv) by 2 (two) attorneys-in-fact together, appointed in the form of item (i) and (ii) above; or
- (v) individually by the Investor Relations Officer, exclusively within the scope of his competence as provided for in Article 24 of these Bylaws.

Paragraph 1. Powers of attorney will always be granted on behalf of the Company in the form of items (i) and (ii) above, and will have a term of validity limited to a maximum of one year, except that powers of attorney for purposes of judicial representation or in administrative proceedings, which may be granted for a period of time with indefinite validity.

Paragraph 2. Power of attorney duly granted in the form of Paragraph 1 above, may expressly authorize the practice of specific acts that bind the Company by only one of the members of the Executive Board or by a nominated attorney-in-fact.

Chapter V Fiscal Council

Article 26. The Company's Fiscal Council, with the attributions established by law, will be composed of 03 (three) to 05 (five) members and an equal number of substitute members.

Paragraph 1. The Fiscal Council will function on a permanent basis, in accordance with the legal provisions.

Paragraph 2. The members of the Fiscal Council shall, immediately after investing in their respective positions, communicate to B3 the quantity and characteristics of the securities issued by the Company that they hold directly or indirectly, including their derivatives.

Paragraph 3. The members of the Fiscal Council will have a term of 1 (one) year and may be reelected. The investiture of the members of the Audit Committee will take place by a term drawn up in the appropriate book, signed by the said invested member and contemplating their submission to the arbitration clause referred to in Article 33 of these Bylaws and will be conditioned to the compliance with the applicable legal requirements.

Chapter VI Statutory Audit Committee

Article 27. The Statutory Audit Committee, advisory body linked to the Board of Directors is composed of at least three (3) members, of which at least one (1) is independent director, and at least 1 (one) must have recognized experience in corporate accounting matters.

Paragraph 1. The same member of the Statutory Audit Committee can accumulate both characteristics referred to in the *caput*.

Paragraph 2. The activities of the coordinator of the audit committee are defined in its internal regulations, approved by the Board of Directors.

Paragraph 3. The members of the Statutory Audit Committee will have a mandate of 2 (two) years, being able to be reelected and exercise their positions for a maximum of 10 (ten) years, with the investiture being conditioned to the signing of the investiture term, which must include its submission to the arbitration clause referred to in Article 32 of these Bylaws.

Paragraph 4. The Statutory Audit Committee will have the following duties:

- (i) to opine on the hiring and dismissal of the independent external auditor to conduct an independent external audit or for any other service;
- (ii) to supervise the activities of: (a) the independent auditors, in order to assess their independence, the quality and adequacy

of the services provided to the needs of the Company; (b) the Company's internal controls area; (c) the Company's internal audit area; and (d) the area for preparing the Company's financial statements;

- (iii) to monitor the quality and integrity: (a) of the internal control mechanisms; (b) of the Company's quarterly information, interim statements and financial statements; and (c) of the information and measurements disclosed based on adjusted accounting data and non-accounting data that add elements not foreseen in the structure of the usual reports of the financial statements;
- (iv) to evaluate and monitor the Company's risk exposures, and may even require detailed information on policies and procedures related to: (a) management's compensation; (b) the use of the Company's assets; and (c) expenses incurred on behalf of the Company;
- (v) to evaluate and monitor, together with management and the internal audit area, the adequacy of transactions with related parties carried out by the Company and their respective disclosures;
- (vi) to prepare a summarized annual report, to be presented together with the financial statements, containing the description of: (a) its activities, the results and conclusions reached and the recommendations made; and (b) any situations in which there is a significant divergence between the Company's management, the independent external auditors and the Statutory Audit Committee, in relation to the Company's financial statements; and
- (vii) to ensure that the Company has the means to receive and handle information about non-compliance with legal and regulatory provisions applicable to the Company, in addition to internal regulations and codes, including provision for specific procedures to protect the whistleblower and the confidentiality of the information.

Paragraph 5. The bylaws of the Statutory Audit Committee will be approved by the Board of Directors and will describe in detail its functions, as well as its operational procedures.

Paragraph 6. The remuneration of the members of the Statutory Audit Committee, in addition to the respective budgetary allocation, will be set by the Board of Directors.

Chapter VII Fiscal Year and Financial Statements

Article 28. The fiscal year begins on January 1 and ends on December 31 of each year.

Paragraph 1. At the end of each fiscal year, the Executive Board will have the financial statements required by law and the Novo Mercado Regulations prepared, in compliance with the relevant legal requirements.

Paragraph 2. Management proposal on the allocation to be given to the net income will be part of the financial statements for the fiscal year, observing the provisions of these Bylaws and applicable law.

Paragraph 3. The net income for the year will mandatorily have the following destination:

- (i) 5% (five percent) for the formation of the legal reserve, until reaching 20% (twenty percent) of the subscribed share capital;
- (ii) payment of mandatory dividend, observed the provision of Article 29 of these Bylaws and the applicable legislation; and
- (iii) constitution of a profit reserve and distribution of dividends in addition to the mandatory dividends under the terms of Brazilian Corporation Law

Article 29. The shareholders will be entitled to receive, in each year, as dividends, a minimum mandatory percentage of 25% (twenty-five percent) on the net income for the year, with the following adjustments:

- (i) the decrease in the amounts allocated, during the year, to the constitution of the legal reserve and reserves for contingencies; and
- (ii) the increase in the amounts resulting from the reversal, in the year, of contingency reserves, previously formed.

Paragraph 1. Whenever the amount of the mandatory dividend exceeds the realized portion of net income for the year, management may propose, and the Shareholders' Meeting may approve, to allocate the excess to the constitution of the unrealized profit reserve (article 197 of the Brazilian Corporation Law).

Paragraph 2. The Shareholders' Meeting may grant the managers of the Company or its subsidiaries a share in profits, subject to the applicable legal limits. It is a condition for the payment of such interest the payment to the shareholders of the minimum mandatory dividend referred to this the Article.

Paragraph 3. The Company may draw up balance sheets every six months or for shorter periods. Subject to the conditions imposed by law, the Board of Directors may: (a) resolve on the distribution of dividends debited from the profit account determined in the half-yearly balance sheet or in shorter periods *ad referendum* of the Shareholders' Meeting; and (b) declare interim dividends debited from the profit reserve account existing in the last annual or half-yearly balance sheet.

Paragraph 4. Dividends not claimed in three years expire in favor of the Company.

Paragraph 5. The Board of Directors will resolve on the Executive Board's proposal for payment or credit of interest on own capital, *ad referendum* of the Shareholders' Meeting that appreciates the financial statements related to the fiscal year in which such interest was paid or credited, and the amounts corresponding to the interest on equity shall be charged to the mandatory dividend.

Chapter VIII Transfer of Corporate Control,

Cancellation of Registration of Publicly Held Company and Exit from the Novo Mercado

Article 30. The direct or indirect transfer of control of the Company, either by means of a single operation, or by means of successive operations, must be contracted under the condition that the purchaser of the control undertakes to perform OPA having as object the shares issued by the Company owned by the other shareholders, observing the conditions and terms provided for in the legislation and the regulations in force and in the Novo Mercado Regulation in order to ensure equal treatment to that given to the assignor

Article 31. In the event of direct or indirect transfer of control of the Company, cancellation of registration as a publicly-held company, voluntary withdrawal from the Novo Mercado or corporate reorganization involving the transfer of the Company's shareholding base, the provisions of the applicable legislation and regulations must be observed, including, without limitation, the rules issued by the CVM and the Novo Mercado Regulation.

Chapter IX Dispute Resolution

Article 32. The Company, its shareholders, managers and effective and substitute members of the fiscal council, if any, undertake to resolve, through arbitration, before the Market Arbitration Chamber (Câmara de Arbitragem do Mercado), in the form of its regulation, any controversy that may arise between them, related to or arising from their condition as issuer, shareholders, managers and members of the fiscal council, and in particular, arising out of the provisions of Law No. 6.385, of December 7, 1976, as amended, in the Brazilian Corporation Law, in the rules issued by the National Monetary Council, by the Central Bank

of Brazil and by CVM, in these Bylaws, as well as in the other rules applicable to the functioning of the securities market in general, besides those in the Novo Mercado Regulation, the other regulations of the B3 and the Participation Agreement in the Novo Mercado (Contrato de Participação no Novo Mercado).

Chapter X Liquidation

Article 33. The Company will be dissolved in the cases provided by law, and it is incumbent upon the Shareholders' Meeting, when applicable, to determine the method of liquidation and to appoint the Fiscal Council and the liquidator who shall act during the liquidation period, establishing their remuneration.

Chapter XI Final Provisions

Article 34. The Company is forbidden to grant financing or guarantees of any kind to third parties, under any modality, for business outside the corporate interests.

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