

BYLAWS OF
SANTOS BRASIL PARTICIPAÇÕES S.A.
CNPJ/MF Nº 02.762.121/0001-04
NIRE 35.3.0035005-7

CHAPTER I

Corporate Name, Regulation, Head Office, Jurisdiction, Purpose and Duration

Article 1. **SANTOS BRASIL PARTICIPAÇÕES S.A.** (“Company”) is a corporation governed by these Bylaws and by applicable laws and regulations.

Article 2. The Company has its headquarters and venue in the city of São Paulo, State of São Paulo, and it may, as resolved by the Board of Directors, regardless of authorization from the General Meeting, establish the place of headquarters, open and close branches, offices, establishments or representations, anywhere in Brazil or abroad.

Article 3. The purpose of the Company is the commercial exploration of port facility through operations with containers, general load or related activities, involving recovery of existing facilities, the technology and management upgrade thereof, as well as the expansion of the facilities upon improvements; moving and storing liquid and liquefied bulk, including petroleum products subject to the legal rules provided for in the regulation of the respective port, the Federative Republic of Brazil and notices and lease agreements which it is party to and bound by.

Sole Paragraph – The Company may also hold interests, as partner or as shareholder, in the capital stock of other Brazilian or foreign companies and participate in consortia, as well as (i) commercially explore port and port-backup facilities, upon transfer of containers and related activities, (ii) provide services to operate and storage general load under its several modalities, and (iii) contract, including through leasing, public areas related to the subject matters described herein.

Article 4. The Company’s term is undetermined, but not less than 2 (two) years after the end of the last port lease agreement explored by the Company, even if the same is extended.

CHAPTER II

Capital Stock and Shares

Article 5. The fully subscribed and paid in capital stock is two hundred and seventy-nine million, four hundred and eighty-four thousand, three hundred and forty-four reais and thirty-nine centavos (R\$ 279,484,344.39), divided into eight hundred fifty-one million, eighteen thousand and sixty-nine (851,018,069) common shares, registered and with no par value.

Paragraph One – Each common share entitles its holder the right to one (1) vote in the resolutions of the General Meeting.

Paragraph Two – The Company may not issue beneficiary parties.

CHAPTER III Management

Article 6. The Company's management is exercised by the Board of Directors and by the Executive Board, pursuant to the law and to these Bylaws.

Sole Paragraph – The investiture of the Company's managers and respective alternates, as applicable, will be subject to execution of the respective Statement of Investiture, to be drafted pursuant to applicable laws.

SECTION I Board of Directors

Article 7. The Board of Directors will comprise, at least, three (3), and, at most, ten (10), members, resident in Brazil or not, elected and removable by the General Meeting, and will serve for an unified term of office of three (3) years, reelection being permitted.

First Paragraph – Directors may have alternates if approved by the Shareholders' Meeting at which they are elected.

Second Paragraph - At the end of the mandate, the Directors shall remain in the exercise of their positions until the investiture of the Board members who will substitute them, pursuant to the law and to these Bylaws.

Article 8. The Board of Directors has, among its members: (a) 1 (one) chairman, who presides its meetings, and (b) 1 (one) Vice President, elected by the majority of the Board members among the members elected.

Sole Paragraph – The positions of Chairman of the Board of Directors and Chief Executive Officer of the Company may not be held by the same person.

Article 9. The Board of Directors shall meet, ordinarily, at least once a year, and, extraordinarily, whenever necessary in order to meet its corporate interests, called by the Chairman of the Board of Directors or the Vice President and their respective alternates representing them, if any.

Paragraph One – The meetings will be called upon written notice issued at least two (2) days in advance, which must indicate the place, date and time of the meetings, as well as a summary of the agenda.

Paragraph Two – Call notice procedure described in the preceding paragraph will be dismissed whenever all current members of the Board of Directors are present at the meeting.

Paragraph Three – In order for the meetings of the Board of Directors that have been duly called to be held and validly resolve on any matter, at first call, attendance by the majority of its current members will be required, provided that attending member shall also mean any members who sent his/her vote in writing. On second call, which will be informed to the Board members once again pursuant to Paragraph One above, sent immediately after the date designated for the first call, the meeting will be held with any number of Board Members. The Board of Directors shall

resolve based on the majority of votes cast by the attending the members, and, in the event of tie, the Chairman will have the casting vote.

Paragraph Four – Board members may attend meetings of the Board of Directors by means of audio or video conference, or by any other means of communication that enables (i) the Board member to be identified, (ii) the communication with all others attendees , and (iii) verification of authenticity of their vote, as resolved by the Board of Directors. In such case, the Board members will be considered present in the meeting, and their vote will be considered valid for all legal purposes and included in the minutes of the respective meeting.

Article 10. In the event of vacancy in the position of Board member, and in case the Board member has no appointed alternate, a deputy member will be appointed within 60 days by the other Board members and will serve until the next General Meeting, at which time the appointment shall be ratified or another director shall be elected to complete the unexpired term of the replaced director. If a majority of the seats become vacant, a General Meeting shall be convened to conduct a new election.

Sole Paragraph - In the event of the temporary absence of any member of the Board of Directors, in case no alternate was appointed, such director may grant powers to another Director, duly appointed, whose power of attorney expressly specifies the vote to be cast, to represent the director at the meeting the director will not attend, by means of written notice to the Chair of the Board of Directors, or, as applicable, to the chair of the meeting, provided such notice is delivered before the meeting is called to order.

Article 11. The Board of Directors shall:

- (a) establish goals, the policy and the general guidance of the Company's business;
- (b) call Annual General Meetings and, whenever it may deem necessary, Extraordinary General Meetings;
- (c) appoint and remove the Company's Officers, establishing their assignments;
- (d) Issue a prior opinion on the Management Report, on the Executive Board's accounts, on the financial statements of the year;
- (e) inspect the management of the Officers;
- (f) examine acts, books, documents and agreements of the Company;
- (g) approve the annual budget of the Company;
- (h) submit to the General Meeting the destination to be given to the net profit of the year, including any kind of contribution or distribution of the Company;
- (i) appoint and remove independent auditors;
- (j) create committees and technical or advisory commissions;

(k) approve the execution of any investments by the Company that are superior to R\$35,000,000.00 (thirty- five million reais);

(l) approve the contracting of loans, financings or the granting of guarantees by the Company that exceed R\$35,000,000.00 (thirty-five million reais);

(m) approve the acquisition, disposal, transfer, contribution to the capital stock of another company, creation of any liens or encumbrances, execution of an option agreement, or any other form of disposal, directly or indirectly, by the Company (a) of shares or units, as the case may be, in other companies or other forms of organization, (b) of subscription or acquisition rights in other companies or other forms of organization, or (c) of subscription or acquisition rights of securities convertible into shares/quotas, or which enable the subscription of securities entitling the same right, as well as the securities referred to herein, including call options and other similar agreements and instruments;

(n) authorize the disposal of property, plant and equipment and obsolete items of inventory, that are superior to R\$35,000,000.00 (thirty-five million reais);

(o) deliberate on the payment or credit of interest on equity to the shareholders, in conformity with the applicable legislation;

(p) approve trading of shares and other securities convertible into shares for purposes of cancellation or holding them in treasury and their respective disposal, transfer, contribution to the capital stock of another company, constitution of any type of liens or encumbrances, execution of an option agreement, or any other form of disposition, directly or indirectly, by the Company;

(q) approve any related party transaction as defined by applicable regulation or set of transactions between the Company and/or its subsidiaries, as the case may be, other than those entered into the ordinary course of business and on arm's-length terms, in an amount not exceeding R\$35,000,000.00 (thirty-five million reais). Approval is not required for transactions between subsidiaries that are, directly or indirectly, wholly owned by the Company, or for transactions among such subsidiaries;

(r) approve any material amendment to any concession agreement to which the Company or any of its subsidiaries is a party, which may lead to a new material obligation, including capital expenditure, extension or reduction of contractual terms, or the waiver of any material right;

(s) approve any material changes in the legal, corporate organization or structure of the Company and its subsidiaries, not related to the ordinary, daily management and strategy execution of the Company and its subsidiaries.

SECTION II

Executive Board

Article 12. The Executive Board will be comprised by no less than 2 (two) and no more than 5 (five) members, who may or may not be shareholders, and elected by the Board of Directors. The Executive Board is competent to exercise the acts of corporate management, primarily in the

following authorities, competences and activities, but not limited to:

- (a) Chief Executive Officer – conduct management of the Company, execute the policy, guidelines and activities related to the corporate purpose of the Company, as instructed by the Board of Directors, ensuring that the resolutions and guidelines established by the Board of Directors are fully complied with;
- (b) Financial and Economic and Investors Relations Officer – execute the Company's policy, guidelines and economic-financial and accounting activities, as instructed by the Board of Directors, as well as provide information to the investing public, the Securities and Exchange Commission, and keep the Company's registration as a publicly-held company updated, in compliance with all legislation and regulations applicable to publicly-held companies;
- (c) Administrative Officer – execute the policy, guidelines and the activities of human resources, security, environment and social liability areas, ensuring compliance with the administrative guidelines instructed by the Board of Directors;
- (d) Operations Officer - execute the policy, guidelines and operational activities of the Company, as instructed by the Board of Directors, as well as coordinate stowage, loading and unloading of ships and storage of containers and represent, including in the capacity of Legal Officer, before the Customs of the Federal Revenue of Brazil;
- (e) Commercial Officer– execute the policy, guidelines and commercial activities, promotion of advertisement, determination of sales policy and promotion of marketing programs, as well as the search for new business opportunities in the market, always according to the instructions provided by the Board of Directors; and
- (f) Any other executive with competence and title determined by the Board of Directors at the time of their election, if applicable.

Paragraph One – The term of office for each officer is 3 (three) years, and reappointment is permitted.

Paragraph Two – After the end of the term of office, the Officers remain in the exercise of their respective positions, until the election and investiture of the new Officers or until their reappointment.

Paragraph Three – If any Officer position vacates, the Board of Directors may appoint the substitute member, whose term of office will expire on the same date the terms of office of the other Officers expire.

Paragraph Four – In the event of absence or temporary impairment, the Officers will replace each other, as instructed by the Executive Board.

Article 13. The Executive Board shall exercise the duties provided by law, in the Bylaws and by the Board of Directors, however special such duties are, provided that under existing rights, necessary to the regular operation of the Company.

Article 14. The Executive Board shall, collectively:

- (a) perform the tasks assigned to it by the Board of Directors;
- (b) prepare the management report, the economic-financial statement for the year, as well as the balance sheets and periodical financial statements;
- (c) submit to the Board of Directors the general and special budgets of the Company, including cyclical adjustments, during the current and pluriannual years which such budgets refer to;
- (d) approve the appointment of effective Senior Management members; and
- (e) approve and modify charts and internal regulations.

Article 15. The Company shall be represented as follows:

- (a) by two (2) Officers, jointly;
- (b) by any Officer together with an attorney-in-fact appointed under item “(a)” above, within the limits of his/ her term of office;
- (c) as authorized by the Executive Officers, who may appoint attorneys-in-fact, always in groups of two, who will have special powers in order to perform the obligations assumed by the Company, especially, but not limited to, to (i) perform daily payments of the obligations assumed by the Company, through checks, payments orders and electronic transfers, (ii) sign foreign exchange agreements exclusively related to the obligations assumed by the Company; (iii) operate bank accounts, request bank statements and transfer amounts between current accounts held by the Company; (iii) request and remove checkbooks and returned checks; and (iv) sign forms, notices, terms or any other documents before Customs, the Federal Revenues Office and any other governmental and/or private entities, directly or indirectly, in any instance and that regulate or may regulate the activities developed by the Company. The powers of attorney will be valid for no longer than one (1) year and will accurately and fully indicate the powers being granted;
- (d) by any Officer or attorney-in-fact, individually, to sign agreements totaling an amount below R\$ 100,000.00 (one hundred thousand reais);
- (e) by any Officer or attorney-in-fact, individually, without the formalities set forth in this article, in the event of receipt of services or process or judicial notices or personal testimony, and will be represented, in the cases permitted by law, by representatives duly appointed, on a case-by-case basis, in writing.
- (f) individually or jointly, by paralegal(s) (agents) or employee(s), with no limitation of time required, in lawsuits or proceedings of any nature, directly or indirectly, involving any governmental authority or entity.

Sole Paragraph – Powers of attorney shall always be granted on behalf of the Company in the form of item “(a)” above, and shall have a term of validity not exceeding 12 (twelve) months, except for powers of attorney for the general forum and extrajudicial acts of representation and defense before legal entities, public or private (“ad judicia” and “et extra”), which may be granted for an

indeterminate period of validity.

Article 16. The meetings of the Executive Board will be called by the Chief Executive Officer, and will be held upon attendance of the majority of its members, whenever necessary to meet corporate interests.

Paragraph One – Decisions will be made by the Executive Board based on the majority of votes cast by the attending members, and, in the event of tie, the Chief Executive Officer will have the casting vote.

Paragraph Two – The resolutions of the Executive Board shall be recorded in the minutes book and maintained for the purposes of record keeping.

CHAPTER IV Fiscal Council

Article 17. The Company will have a non-permanent Fiscal Council, comprised by three (3) effective members, with the same number of alternates, which will exercise the powers mandated by law and will only be installed in the fiscal years in which shareholders so request, as provided by law.

Sole Paragraph – The members of the Fiscal Council will be elected by the Annual General Meeting, and will serve up to the first Annual General Meeting to be held after their election, reelection being allowed.

CHAPTER V General Meetings

Article 18. The General Shareholders Meeting, in terms of the law, shall meet:

I - Ordinarily: in the first four months, after the end of the fiscal year to:

- (a) examine the management accounts, review, debate, and approve the financial statements;
- (b) elect the members of the Board of Directors in the proper periods and members of the Fiscal Council, when the case may be;
- (c) deliberate on the issue of debentures, commercial notes and other securities not convertible into shares;
- (d) resolve on the destination of the year's net profit, if any, and the distribution of dividends, when the case may be; and
- (e) establish the manager's compensation.

II- Extraordinarily, whenever the Company's interests so advise or when requested by the shareholder.

Article 19. The General Meeting will be called and conducted by the Chairman of the Board of Directors, provided that, if the Chairman is absent, the meeting will be presided by his/her alternate, if applicable, and, if not applicable, by the Vice-President of the Board of Directors. In the event they are also absent, the shareholders present at the meeting will appoint the Chairman of the Meeting. Board secretary will be freely chosen by the Chairman of the Meeting.

Article 20. Call notices, published as provided by law, must include, in addition to place, date and time of the Meeting, the detailed agenda, and, in the event of amendment of the Bylaws, the detailed matters.

Sole Paragraph - Notwithstanding any notice requirements, the General Shareholders Meeting shall be deemed validly held if shareholders representing 100% of the Company's capital stock are present.

CHAPTER VI

Fiscal Year

Article 21. The fiscal year shall end December 31 of each year.

Article 22. At the end of each fiscal year, the executive board shall prepare the Balance Sheet and other financial statements as required by law.

Article 23. The profits determined in each fiscal year, accumulated losses and a provision for income tax shall be deducted prior to any other distribution.

Article 24. Together with the financial statements of the year, the management shall present to the General Meeting, for approval, the proposal on allocation of net income of the year after the following deductions or increases, made in the following decreasing order:

- (a) five percent (5%) to institute a legal reserve which will not exceed twenty percent (20%) of the capital stock. The constitution of such legal reserve may be dismissed in the year in which balance of such legal reserve, plus the amount of capital reserves, exceeds the capital stock by thirty percent (30%);
- (b) amount that may be allocated to constitute Reserves for Contingencies, in the terms provided by law, and reversal of reserves constituted in previous years;
- (c) Profit to be Performed and Profit Reversal previously registered in this reserve that have been used during the year;
- (d) at least one percent (1%) of the net income for the fiscal year, calculated on the balance obtained after the deductions and additions provided in the items above, for payment of minimum mandatory dividends; and
- (e) up to one hundred percent (100%) of the remaining portion of adjusted net income after the payment of minimum mandatory dividends will be allocated to the Reserve for Investment and Expansion, the purpose of which is (i) to assure existence of funds to invest in permanent assets, without prejudice to profit retention pursuant to article 196 of the Brazilian Corporate Law; and (ii) to reinforce working capital; as well as it may (iii) be used for transactions of redemption,

reimbursement or acquisition of shares from the capital stock of the Company as well as for the payment of dividends or interest on equity to the Company's shareholders, and the General Meeting may dismiss it in the event of payment of additional dividends to minimum mandatory dividends. The balance of the Reserve for Investment and Expansion, together with the other profit reserves, except for contingency reserves, tax incentive reserves, and unrealized profit reserves, shall not exceed 100% (one hundred percent) of the Company's capital stock.

Article 25. The Company, as resolved by the Board of Directors, may prepare a six-month period balance sheet and declare dividends to the account of profits determined therein. The Company may draw up balance sheets and distribute dividends, for shorter periods, as long as the total dividends paid out every half fiscal year do not exceed the Company's total capital reserves. The Board of Directors may declare interim dividends using accumulated profits or the profit reserves held over from previous annual or half-yearly balance sheets.

Sole Paragraph – Upon approval from the Board of Directors, the Company may pay or credit interests to the shareholders, as payment of own capital thereof, subject to applicable laws. Any amounts so paid or credited may be offset against the mandatory dividends provided in these Bylaws.

CHAPTER VII

Settlement, Winding up and Termination

Article 26. The Company shall settle, wind up and terminate in the cases provided in law.

Sole paragraph – The Board of Directors shall appoint the liquidator and to the General Meeting to determine the form of settlement and elect the Fiscal Council, to work during the period of settlement.

CHAPTER VIII

Applicable Law and Jurisdiction

Article 27. These bylaws shall be governed by the laws of the Federative Republic of Brazil.

Article 28. Shareholders and, where applicable, the Company, will endeavor its best efforts to resolve any disputes, differences, or claims related to these bylaws amicably. Any complaints by a shareholder must be submitted in writing to the other shareholders. If no agreement is reached within 15 (fifteen) days of receiving the written notice, the dispute shall be addressed and resolved according to the provisions of Article 29 below.

Article 29. All issues, questions, disputes, controversies, and complaints arising from or related to these bylaws, including issues of existence, validity, interpretation, or enforceability, shall be submitted to the Court of the District of São Paulo, São Paulo State.

Chapter IX

General Provisions

Article 30. The Company, at any time, in order to improve its services and adapt to new management methods, may adopt mechanic processes of issuance and authentication of

commercial documents, in conformity with standards and systems established by market practices.

Article 31. The acquisition of control of the Company by any third party or the execution of a shareholders' agreement in order to exercise the control of the Company may only occur upon approval from the National Water Transportation Agency (ANTAQ).

Article 32. The shareholders of the Company shall comply and shall cause compliance with the requirements set forth in PND/MT/CODESP Notice No. 01/97, in addition to any requirements later issued by the Granting Authority, in order to adjust the container terminal lease agreement in the Port of Santos.

Article 33. The Company shall inform to the Ministry of Transports, Ports and Civil Aviation any changes to interests held by shareholders in the control of the Company, pursuant to regulations in force. Whenever such change occurs, the Company shall submit to the Ministry of Transports, Ports and Civil Aviation the new list of shareholders who hold controlling interests in the Company, indicating such shareholder's name and the number of shares held by him/her. If such shareholder or quota holder included in the list is a legal entity, the Company must also indicate the ownership interests held by it, as well as ownership interests held by its shareholders, and so on, until shareholding control is clearly evidenced, per individual or legal entity, headquartered in Brazil or abroad.

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