



BOARD OF OFFICERS' INTERNAL RULES OF QUALICORP CONSULTORIA E CORRETORA DE SEGUROS S.A.

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OF QUALICORP CONSULTORIA E CORRETORA DE SEGUROS S.A.

CHAPTER I – INTRODUCTION

Article 1 - These Internal Rules regulate the operation of the Board of Officers of Qualicorp Consultoria e Corretora de Seguros S.A. (“Company”), as well as the relationship between the Board of Officers and the other Company bodies, subject to the provisions of its bylaws (“Bylaws”), of the Novo Mercado Listing Regulation of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão (“Regulation of Novo Mercado”), of Law No. 6,404, dated as of December 15, 1976 (“Brazilian Corporation Law”), as well as the other applicable rules provided for in law and in the current regulation.

CHAPTER II – FORMATION AND ORGANIZATION

Article 2 - As defined in the Bylaws, the Board of Officers is comprised by at least 2 and at most 8 members, shareholders or not, resident in the country, elected and removable at any time by the Board of Directors, being at least one Chief Executive Officer, one Chief Investor Relations Officer, one Chief Financial Officer and the other Officers with the respective duties to be defined by the Board of Directors.

Sole Paragraph – The same Officer may, at the discretion of the Board of Directors, accumulate two or more Company’s Board of Officers position.

Article 3 - The Officers’ term of office will be 2 years, with the possibility of accumulating positions and reelection.

Sole Paragraph – Notwithstanding the provisions in the *caput*, the term of office of the Officers shall extend until their successors are elected and take office, pursuant to Paragraph 4 of article 150 of the Brazilian Corporation Law.

Article 4 - The appointment of Officers and the formation of this body shall comply with the requirements and procedures set forth in the Company's Nomination Policy, in the Bylaws, in the Regulation of Novo Mercado, in the Brazilian Corporation Law, as well as in the other rules provided in the applicable laws and regulations.

Article 5 - The members of the Board of Officers will be invested in their respective positions by signing an instrument of investiture, which will indicate the domicile for receipt of summons and subpoenas in administrative and judicial proceedings related to acts of their management and will provide the statement that they do not fit into any of the events of unenforceability set forth in art. 147 of the Brazilian Corporation Law, and their subjection to the statutory arbitration clause and the rules established in the Bylaws, in these Internal Rules, in the Code of Ethics and Conduct and in the applicable Company Policies.

CHAPTER III - SCOPE OF PERFORMANCE

Article 6 - The Board of Executive Officers shall be responsible for the practice of acts necessary for the regular operation of the Company and the management of corporate business, as well as for deciding on matters that are not, by law or by provisions of these By-laws, the exclusive competence of the General Meeting or the Board of Directors (subject to the individual competence of each member of the Board of Executive Officers), and the Officers shall act pursuant to their duties established by law, the Bylaws, the Board of Directors, and in the Company's corporate policies, when approved by the Board of Directors.

Article 7 - Without prejudice to the additional functions, authorities and powers to be assigned to each Officer by the Board of Directors, the following also applies:

- (i) to the Chief Executive Officer: (a) administer and manage the businesses of the Company; (b) make these decisions of the Board of Directors and the General Meeting be followed; and (c) conduct and coordinate the activities of the other Officers in the sphere of the duties and powers established to the respective Officers in law, by the Board of Directors, by these By-laws and in the corporate policies of the Company, inviting and leading the meetings of the Board of Executive Officers.
- (ii) to the Chief Financial Officer: (a) help the Chief Executive Officer in his functions; (b) coordinate and lead the activities related to the operations of financial, budget and accounting nature of the Company; (c) coordinate and supervise the performance and the results of the Company's financial area; (d) prepare the financial statements of the Company; and (e) exercise other functions or duties determined.
- (iii) to the Chief Investor Relations Officer: (a) represent the Company before the control agencies and other institutions which act in the capital market where the securities issued by the Company are admitted for negotiation; (b) represent the Company before the investing public, providing the necessary information; (c) monitor the compliance with the obligations established in the Bylaws by the stockholders of the Company and report to the General Meeting and to the Board of Directors, when requested, its conclusions, reports and diligences; (d) make arrangements to keep the registration of publicly held company updated at CVM; and (e) exercise other functions or responsibilities determined.

CHAPTER IV - DUTIES OF THE BOARD OF OFFICERS MEMBER

Article 8 - In addition to the duties set forth in the Bylaws and in the applicable law and regulations, it is the duty of every Officer:

- (i) attend to the meetings previously prepared, with the examination of the documents made available, and participate actively and diligently in them;
- (ii) maintain the confidentiality of any and all Company information to which he has access, as well as to demand the same confidential treatment from the professionals that provide him with advice, using it only for the exercise of his duties in the Company;
- (iii) declare in advance if, for any reason, he has any private interest or if it conflicts with that of the Company with respect to a certain matter submitted for his appreciation, abstaining from discussing and voting on it;

- (iv) ensure that the Company adopts good corporate governance practices; and
- (v) comply with the provisions of these Rules and of the Company's other corporate documents, when applicable.

CHAPTER V - TEMPORARY IMPEDIMENTS, ABSENCES AND VACANCY

Article 9 - In event of definitive impediment or permanent vacancy in the position of Officer, the Board of Directors shall meet in order to discuss about electing an alternate.

Article 10 - In the absence or temporary impairment of the Chief Executive Officer, his functions shall be temporarily and cumulatively performed by an Officer to be designated by the Chief Executive Officer himself or, in the absence of such indication, by an Officer to be designated by the Board of Directors.

Article 11 - In the absence or temporary impediment of any other Officer, other than the Chief Executive Officer, his functions will be temporarily and cumulatively performed by the Chief Executive Officer or by another Officer appointed by the Chief Executive Officer.

CHAPTER VII - RULES OF OPERATION FOR THE BOARD OF OFFICERS' MEETINGS

Article 12 - With due regard for the individual competencies of the Officers, the Board of Officers will hold meetings whenever called by any of the Officers.

Article 13 - The Officers will resolve, collectively, on the approval of topics attributed to the collective Board of Officers in a policy of jurisdictions to be approved by the Board of Directors.

Article 14 - The minutes of the meetings will be drawn up in the Book of Minutes of the Board of Officers' Meetings.

CHAPTER X - MISCELLANEOUS

Article 15 - Any changes or reviews to these Rules must be approved by the Company's Statutory Board, which will also be responsible for resolving any disputes and omissions related to the application of these Rules.

Article 16 - These Rules shall become effective on the date of their approval by the Statutory Board and will be filed at the Company's head office.

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