



RULES OF PROCEDURE OF ADVISORY COMMITTEES **OF UNIGEL PARTICIPAÇÕES S.A.**

PURPOSE OF THE RULES OF PROCEDURE

Article 1 – These Rules of Procedure (“Rules”) regulate the functioning of the advisory committees to the Board of Directors of Unigel Participações S.A. (“Committees” and “Company”, respectively) and were prepared in accordance with the provisions of the Company’s Articles of Incorporation, of the Novo Mercado Regulations of B3 S.A. – Brasil, Bolsa, Balcão (“Novo Mercado Regulations”) and the legislation in force.

Paragraph One – If there is a conflict between the provisions set forth in these Rules and the Articles of Incorporation, the provisions of the Articles of Incorporation shall prevail.

Second Two – These Rules are applicable to the Committees as bodies and, whenever applicable, to each of its members.

GENERAL PROVISIONS

Article 2 – The purpose of the Committees is to develop advisory activities that will be presented to the Board of Directors in the form of a recommendation, accompanied by the analysis that supports them.

Paragraph One – As they are advisory bodies, the decisions of the Committees constitute non-binding recommendations to the Board of Directors.

Paragraph Two – The provisions of the Code of Conduct and Ethics and other internal policies of the Company apply to the members of the Committees.

Paragraph Three – In carrying out their duties, the Committees will maintain an effective relationship with the Board of Directors, the Executive Board, the internal and independent audits and, when convened, with the Company’s Fiscal Committee.

Article 3 – The duties of the members of the Committees are to:

- a) attend all Committee meetings to which they are summoned;
- b) attending Committee meetings being prepared, examining the documents made available and participating actively and diligently;
- c) maintaining confidentiality of any and all information of the Company to which they have access due to the performance of their duties, as well as requiring the same confidential treatment of professionals who provide advice;

- d) report on their activities, accompanied by their opinions and recommendations, at the meetings of the Board of Directors and additional clarifications, whenever requested;
- e) prepare, at the end of each fiscal year, a report containing, at least, the following information:
 - (a) main discussions and matters dealt with during the fiscal year;
 - (b) relevant topics for consideration by the Board of Directors;
 - (c) main recommendations to the Board of Directors;
 - and (d) points of improvement identified for the next years.

Article 4 – In order to continuously increase their effectiveness, the Committees shall carry out, at least every year, their self-assessment and the assessment of their functioning process and the individual assessment of their members.

Paragraph One – The member of the Committee who has been in office for at least two (2) regular meetings since the last evaluation will be eligible to participate in the evaluation process, as an appraiser or appraisee.

Paragraph Two – The Coordinator of the respective Committee is responsible for conducting the evaluation process.

Paragraph Three – The consolidated results of the assessments will be made available to all members of the Committee and the Board of Directors. The results of the individual evaluations will be made available to the person in question and to the Coordinator and the Chairman of the Board.

Article 5 – The Committees may convene external experts to analyze and discuss issues under their responsibility and, for this purpose, they will have an annual budget, reflected in the Company's annual budget. **Sole Paragraph** – The work of external consultants does not exempt the Committees from their responsibilities.

FINANCE COMMITTEE

Composition

Article 6 – The Finance Committee will consist of at least three (3) and up to five (5) members.

First Paragraph – The members of the Finance Committee must have proven knowledge and experience in at least one of the following topics: auditing, finance, accounting and taxation, and must be appointed in accordance with the Company's Appointment and Compensation Policy.

Paragraph Two – The members of the Finance Committee will have unified terms of office of two (2) years, reelection being permitted. The election of the members of the Finance Committee will be held annually, at the first meeting of the Board of Directors after the Annual General Meeting of the Company that elects it.

Paragraph Three – The Board of Directors may determine, at any time, the removal of any member of the Finance Committee.

Paragraph Four – In the event of a vacancy of a member of the Finance Committee, which results in a lower number of members than the minimum required in these Rules, the Committee Coordinator shall request the Chairman of the Board to call a meeting to appoint a new member to complete the term of office of the replaced member. The Board of Directors may appoint a replacement to fill the position during this period.

Attributions

Article 7 – It is incumbent upon the Finance Committee, among other matters, to:

- a) advise the Board of Directors on matters within its competence and on specific requests from this body;
- b) prepare an annual plan and schedule of activities and approve them at its first meeting of the current year;
- c) assist the Board of Directors and the Executive Board in analyzing the potential effects of the Brazilian and world economic situation on the Company's financial position, as well as in the discussion of scenarios and trends, in the assessment of opportunities and risks;
- d) annually analyze the proposal for property insurance and other forms of insurance that cover the Company's assets and other interests, evaluating its adherence to the policies in force;
- e) evaluate and monitor cash flow and budget execution;
- f) evaluate and monitor the indebtedness policy, definition of contractual covenants and granting of guarantees;
- g) evaluate and monitor the economic/financial feasibility of investment plans, policies and programs;
- h) evaluate the structure and work of the internal audit, preparing, when necessary, improvement proposals;
- i) monitor and evaluate the Company's corporate and market risks, the instruments and structure existing to mitigate them and their effectiveness, including the internal control environment and the performance of managers for their operation;
- j) evaluate the Company's financial position and capital structure in defining the policy for financial investments;
- k) issue an opinion on the relevant sale of the Company's assets;
- l) issue an opinion on the approval of acts, contracts and transactions relevant to the Company; and

- m) monitor and evaluate transactions and business with related parties.

Article 8 – The Board of Directors shall elect, from among the members of the Finance Committee, a Coordinator, who will be responsible for representing, organizing and coordinating its activities.

Sole Paragraph – The Coordinator of the Finance Committee is responsible for the following attributions:

- a) chairing the meetings and organizing and coordinating the agenda;
- b) coordinating the Committee's general activities, ensuring that all the body's members fulfill its duties;
- c) ensuring that all information necessary to fulfill the Committee's responsibilities is sent to all its members in full and within the deadline;
- d) calling the meetings of the Finance Committee;
- e) establishing, in advance, the agendas to be discussed, according to the need and urgency of the issues;
- f) forwarding the Committee's recommendations to the Chairman of the Board of Directors.

Article 9 – At the first meeting of the current year, the members of the Committee will elect a Secretary, who will have the following attributions:

- a) make all the information necessary to carry out the Committee's activities, including the information prepared by the related areas responsible, available to its members and guests, at least from three (3) to five (5) business days before the meeting, so that they can analyze the material beforehand;
- b) prepare and formalize the minutes of the Committee's meetings, including its recommendations;
- c) make the minutes available to the members of the Committee in no more than three (3) business days after the meeting is held;
- d) organize and file all documents of the Committee;
- e) keep the Committee's annual meeting schedule updated;
- f) assist the Committee in monitoring pending issues and any action plans.

Paragraph One – The Secretary must attend all Committee meetings, however, they cannot give an opinion or vote on the matters on the agenda.

Paragraph Two – In the absence of the Coordinator or the Secretary, the members present shall elect a substitute for the meeting.

Meetings

Article 10 – The members of the Finance Committee will meet ordinarily, preferably once a month and at least ten (10) times a year, or extraordinarily, whenever summoned.

Paragraph One – The meetings of the Finance Committee must be called at least seven (7) business days in advance, with a determined place, date and agenda, by any written means (fax, email or letter), following, whenever possible, the annual schedule of meetings.

Paragraph Two – The meetings, whether regular or special, will be convened with the presence of the majority of its members, and the recommendations of the Board of Directors will be formulated based on the opinion of the absolute majority of its members.

Paragraph Three – The meetings will be convened with the presence of all/the majority of members of the Finance Committee. If the minimum quorum is not met, the Committee Coordinator will be responsible for calling a new meeting, which will take place with any quorum, depending on the urgency of the matter to be discussed.

STRATEGY COMMITTEE

Composition

Article 16 – The Strategy Committee will consist of at least three (3) and up to five (5) members.

Paragraph One – The members of the Strategy Committee will have unified terms of office of two (2) years, reelection being permitted. The election of the members of the Strategy Committee will be held every two years, at the first meeting of the Board of Directors after the Annual General Meeting of the Company.

Paragraph Two – The Board of Directors may determine, at any time, the removal of any member of the Strategy Committee.

Paragraph Three – In the event of a vacancy of a member of the Strategy Committee, which results in a lower number of members than the minimum required in these Rules, the Committee Coordinator shall request the Chairman of the Board to call a meeting to appoint a new member to complete the term of office of the replaced member. The Board of Directors may appoint a replacement to fill the position during this period.

Attributions

Article 17 – It is incumbent upon the Strategy Committee, among other matters, to:

- a) advise the Board of Directors on matters within its competence and on specific requests from this body;
- b) prepare an annual plan and schedule of activities and approve them at the Committee's first meeting on the current year;

- c) assist the Board of Directors in planning and formulating the strategy, as well as in monitoring and evaluating long-term plans, analyzing matters related to the business model, future strategies, new businesses and competitor actions;
- d) monitor the execution and implementation of the Strategic Plan and, upon relevant changes in scenarios or circumstances, recommend adjustments or changes;
- e) review the relevant investment projects presented by the Executive Board;
- f) review M&A projects, joint ventures and sale of operations;
- g) identify critical issues and good practices for social and environmental issues of the Company and companies in the sector.

Article 18 – The Board of Directors shall elect, from among the members of the Strategy Committee, a Coordinator, who will be responsible for representing, organizing and coordinating its activities.

Sole Paragraph – The Coordinator of the Strategy Committee is responsible for the following attributions:

- a) chairing the meetings and organizing and coordinating the agenda;
- b) coordinating the Committee's general activities, ensuring that all the body's members fulfill its duties;
- c) ensuring that all information necessary to fulfill the Committee's responsibilities is sent to all its members in full and within the deadline;
- d) calling the meetings of the Committee;
- e) establishing, in advance, the agendas to be discussed, according to the need and urgency of the issues, as well as making available the applicable documents and materials at least three (03) days before the meeting, so that the other members can have time to analyze them;
- f) forwarding the Committee's recommendations to the Chairman of the Board.

Article 19 – At the first meeting of the current year, the members of the Committee will elect a Secretary, who will have the following attributions:

- a) prepare and formalize the minutes of the Committee's meetings, including its recommendations;
- b) make the minutes available to the members of the Committee in no more than three (3) business days after the meeting is held;
- c) organize and file all documents of the Committee;

- d) keep the Committee's annual meeting schedule updated;
- e) assist the Committee in monitoring pending issues and any action plans.

Paragraph One – The Secretary must attend all Committee meetings, however, they cannot give an opinion or vote on the matters on the agenda.

Paragraph Two – In the absence of the Coordinator or the Secretary, the members present shall elect a substitute for the meeting.

Meetings

Article 20 – The members of the Strategy Committee will meet ordinarily, preferably once a month and at least ten (10) times a year, or extraordinarily, whenever summoned.

Paragraph One – The meetings of the Strategy Committee must be called at least seven (7) business days in advance, with a determined place, date and agenda, by any written means (fax, email or letter), following, whenever possible, the annual schedule of meetings.

Paragraph Two – The meetings, whether regular or special, will be convened with the presence of the majority of its members, and the recommendations of the Board of Directors will be formulated based on the opinion of the absolute majority of its members.

Paragraph Three – The meetings will be convened with the presence of the majority of members of the Strategy Committee. If the minimum quorum is not met, the Committee Coordinator will be responsible for calling a new meeting, which will take place with any quorum, depending on the urgency of the matter to be discussed.

FINAL PROVISIONS

Article 21 – These Rules may only be amended by resolution of the Board of Directors, by changes in the relevant legislation, in the Articles of Incorporation, in the regulatory frameworks of the capital market or in the Company's corporate governance system.

Article 22 – The omissions of these Rules and any doubts of interpretation will be decided at a meeting of the respective Committee.

Article 23 – These Rules comes into force on the date of their approval by the Company's Board, and may be consulted at <http://invest.unigel.com.br/>.