

**MARFRIG GLOBAL FOODS S.A.**  
**Taxpayer ID (CNPJ/MF): 03.853.896/0001-40**  
**State Registration (NIRE): 35.300.341.031**  
**Public Company**

**BYLAWS**

**CHAPTER I**

**CORPORATE NAME; REGISTERED OFFICE; PURPOSE; TERM**

**Article 1** – Marfrig Global Foods S/A (“Company”) is a corporation governed by applicable law and these Bylaws.

**Article 2** – The Company has registered office and legal domicile in the city of São Paulo, state of São Paulo, at Avenida Queiroz Filho, nº 1.560, Bloco 5, Torre Sabiá, 3º Andar, Sala 301, Vila Hamburguesa, CEP 05319-000. The Company may open and close branches, warehouses, offices, main branches, and any other type of establishment in Brazil and elsewhere by resolution of the Board of Executive Officers.

**Article 3** – The corporate purpose of the Company is (a) to operate a meatpacking business, including by handling animal slaughtering and butchering (of cattle, buffalo, horses, pigs, goats, sheep and poultry), packaging, processing and distribution of edible or non-edible animal products and by-products, including, but not limited to, manufacturing and distribution of leather products and by-products, in its own or third-parties’ establishments; (b) the purchase, sale, distribution, agency, import and export of food products in general, including alcoholic and non-alcoholic beverages, and other products; (c) the purchase and sale of livestock (cattle, buffalo, horses, pigs, goats, sheep); (d) the supply of manpower to other companies; (e) engaging in animal husbandry; (f) holding ownership interest, as partner or shareholder, in other commercial or civil companies; (g) engaging in distribution and sale of food products in general; (h) engaging in production, distribution and sale of soaps, detergents and washing preparations, disinfectants, softeners and other cleaning and hygiene products; (i) engaging in cogeneration and production and sale of energy and biodiesel; (j) operating in the financial market and in carbon market; (k) engaging in production and sale of vegetable-based products, oils, derivatives and substitutes; animal feed rations (feed and fodder), canned food and fats; and (l) transportation of its own and third-party’s products; agency and other related activities, as necessary to fulfill the corporate purpose.

**Paragraph 1** – The Company may engage in business in other fields of activity correlated with the corporate purpose set forth in article 3.

**Paragraph 2** – Following the admission to the *Novo Mercado* special listing segment of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros, the Brazilian Securities, Commodities and Futures Exchange (“BM&FBOVESPA”), the Company, its shareholders, directors, officers and fiscal council members are now subject to, and bound by the provisions of the *Novo Mercado* Listing Regulation (the “*Novo Mercado* Listing Regulation”).

**Paragraph 3** – The provisions of the *Novo Mercado* Listing Regulation shall prevail over these Bylaws where in a tender offer the rights of shareholders are better served under the provisions of the Listing Regulation.

**Article 4** – The Company shall have an indefinite term of duration.

## **CHAPTER II** **CAPITAL STOCK; SHARES**

**Article 5** – The fully subscribed and paid-in capital stock of the Company is five billion, two hundred seventy-seven million, two hundred eighteen thousand and two hundred ten reais (R\$5,277,218,210.00), divided into five hundred twenty million, nine hundred forty-four thousand and nine hundred sixty-six (520,944,966) registered common shares, with no par value.

**Article 6** – Pursuant to a decision of the board of directors, and irrespective of amending these bylaws, the Company is authorized to increase the capital stock by issuing shares up to the authorized limit of six hundred and thirty million (630,000,000) common registered shares, with no par value, provided this includes the issued and outstanding shares of capital stock.

**Paragraph 1** – On deciding to issue shares pursuant to the main provision, the board of directors shall establish the terms of issuance, including issue price and payment conditions. The board of directors may also decide to issue subscription warrants, whereas having regard to the authorized share limit.

**Paragraph 2** – The board of directors, acting within the scope of a stock options plan approved at a Shareholders Meeting and having regard to the authorized share limit, shall have authority to grant stock options to directors, officers, employees and consultants or other providers of the Company and its direct or indirect subsidiaries, and may for this purpose withdraw the preemptive rights of existing shareholders.

**Paragraph 3** – The Company shall not issue participation certificates.

**Article 7** – The capital stock shall be represented solely by common shares. Each common share shall entitle the holder to one vote in decisions taken at Shareholders Meetings. The Company shall not issue preferred shares.

**Article 8** – The shares of capital stock shall be issued in registered or book-entry form. Where book-entry shares are issued, they shall be deposited under custody of a CVM-licensed registrar financial institution.

**Sole Paragraph** – Due regard given to the limits provided under CVM\*\* regulations, share transfer and registration costs may be charged directly to the relevant shareholders, whereas the registrar may charge for its services according to the relevant registrarship agreement.

**Article 9** – Giving regard to the authorized share capital and applicable law, the board of directors may issue shares, convertible debentures or subscription warrants for public distribution under a

primary market offering or private placement with accredited investors or exchange offer. In any such event, as permitted under paragraph 4 of article 171 of Brazilian Corporate Law\*, the board of directors may in its discretion restrict the exercise period of, or withdraw, the preemptive rights of shareholders in the issuance.

## **CHAPTER III** **CORPORATE BODIES**

### **SECTION I** **SHAREHOLDERS' GENERAL MEETING**

**Article 10** – A Shareholders' General Meeting shall convene ordinarily once a year and, extraordinarily upon being called pursuant to applicable law or these Bylaws.

**Article 11** – The Shareholders Meetings shall be convened and presided over by the Chairman of the Board of Directors or, in his absence, by any other Board member or, in their absence, by a shareholder or executive officer appointed by a majority of votes cast by attendees. The Chairman of the meeting shall appoint the secretary, who may or may not be a shareholder.

**Article 12** – It shall be incumbent on shareholders convening in a general meeting to decide on the matters listed below, among other actions prescribed by law and these Bylaws.

- I. To elect and remove the directors and to appoint the Chairman of the Board;
- II. To establish the aggregate annual compensation of the directors, officers and fiscal council members;
- III. To review the management's report and the annual financial statements presented under their responsibility;
- IV. To amend the Bylaws;
- V. To decide on the dissolution and liquidation of the Company, or on a consolidation or spin-off or merger transaction, whether having the Company as mergor or mergee;
- VI. To approve the stock option plan applicable to directors, officers and employees of the Company and its direct and indirect subsidiaries;
- VII. To decide on Management's proposals concerning allocation of net income for the year and dividend distributions;
- VIII. In the event of liquidation, to elect the liquidator and the fiscal council members for the liquidation process;
- IX. To decide on a going private process (deregistration as a public company) or delisting from the *Novo Mercado* segment of the stock exchange operated by BM&FBOVESPA;
- X. Where a valuation of the shares is required in connection with a going private process (deregistration as a public company) or delisting from the *Novo Mercado* segment, as contemplated under Chapter V of these Bylaws, to select a specialist valuation firm to prepare a valuation report from a nominations list prepared by the board of directors; and
- XI. To resolve on any matter the board of directors may submit to a Shareholders Meeting.

## SECTION II GOVERNANCE; MANAGEMENT

### Subsection I General Provisions

**Article 13** – The Company shall be managed and directed by a Board of Directors and an Executive Board of Officers.

**Paragraph 1** – The directors and officers of the Company, who shall not be required to post bond, shall take office upon signing an instrument of investiture in the proper register.

**Paragraph 2** – Effective from the Company's adherence to the rules of the *Novo Mercado* listing segment of BM&FBOVESPA, a condition precedent applies requiring directors and officers to sign a statement prior taking office substantially in the form of the Standard Statement of Adherence for Directors and Officers provided in the *Novo Mercado* Listing Regulation, as well as to meet other applicable legal requirements. Pursuant to applicable law and regulations, the directors and officers are further required to give the Company, and the CVM\*\* and BM&FBOVESPA, as applicable, notice of their holdings and transactions in securities issued by the Company.

**Paragraph 3** – The directors and officers shall remain in office until a successor is elected and takes office.

**Paragraph 4** – Pursuant to article 45 of these Bylaws, effective from May 10, 2014, no single person shall be permitted to accumulate the offices of chairman of the board and chief executive officer or lead executive of the Company.

**Article 14** – A Shareholders Meeting shall set the aggregate annual compensation payable to directors and executive officers, and the board of directors shall allocate such amount amongst the directors and officers giving due regard to the provisions of these Bylaws.

**Article 15** – Provided due call notice shall have been given pursuant to these Bylaws, a quorum to convene the meetings of either the board of directors or the executive board shall require attendance by a majority of its members. A majority of affirmative votes cast by the attendees shall constitute a quorum to resolve.

**Sole Paragraph** – A call notice to any meeting of either the board of directors or the executive board may be validly waived if the meeting convenes with the presence of all its members. For purposes of this paragraph, any member casting written votes (whether delivered to the Company prior to the meeting or by hand through another member) shall be deemed to present at the meeting.

## **Subsection II Board of Directors**

**Article 16** – The Board of Directors shall be composed of at least five (5) and at most eleven (11) members elected or removed upon a decision of the Shareholders' General Meeting. The directors shall be elected for unified two-year terms of office, reelection being permitted.

**Paragraph 1** – The shareholders shall establish the total number of acting directors at the annual Shareholders Meeting.

**Paragraph 2** – At least twenty percent (20%) of the members of the board of directors shall be Independent Directors (as defined in the *Novo Mercado* Listing Regulation) and the capacity of Independent Director necessarily be declared in the minutes of the Shareholders Meeting that elects them. Where the 20% rule established in this Paragraph 2 results in a fragmented number of directors, such number shall be rounded to the next integral number; (i) upwards, if the fragment is 0.5 or above, and (ii) downwards, if the fragment is below 0.5.

**Paragraph 3** – Directors that are elected pursuant to the cumulative voting process foreseen in article 141, Paragraphs 4 and 5, of Brazilian Corporate Law\* shall also be deemed to be Independent Directors.

**Paragraph 4** – The directors shall take office upon signing an instrument of investiture in the proper register. Unless otherwise decided at a Shareholders Meeting, the directors shall remain in office until a successor is elected and takes office.

**Paragraph 5** – The members of the board of directors must enjoy an upstanding reputation. Furthermore, unless upon a waiver granted at a Shareholders Meeting, board of directors candidates must (i) not hold a position in any company deemed to be a competitor of the Company; and (ii) not have, nor represent any party that has, a conflict of interest with the Company. Accordingly, any acting director shall be required to abstain from voting if he or she has a supervening impediment or conflict of interest in the matter under consideration.

**Paragraph 6** – No member of the board of directors may have access to information, take part in decisions and discussions of the board of directors, or exercise the right to vote, or in any way intervene in matters in which he or she has, or represents any party that has, a conflict of interest with the Company.

**Paragraph 7** – In order to better perform its role, the board of directors may establish purpose-specific committees or work groups whose members it will designate from among the directors and by selecting other persons that perform no role in managing the Company.

**Article 17** – The Chairman of the Board shall be appointed by the Shareholders' General Meeting.

**Paragraph 1** – It shall be incumbent on the Chairman to preside over Shareholders Meetings and meetings of the board of directors. In his or her absence or temporary impediment, another director appointed by a majority of attendees shall perform this function.

**Paragraph 2** – In the event a board seat becomes vacant, and provided such vacancy does not deprive the board of a majority of the number of minimum active seats defined at a Shareholders Meeting, the other acting directors may (i) fill in the vacant seat by appointing a substitute to act as director for the remainder of the term, or (ii) leave the seat vacant for the remainder of the term, whereas having due regard for the minimum number of active board seats required under the main provision of article 16.

**Paragraph 3** – Where a vacancy does deprive the board of directors of a majority of the minimum number of active seats defined at a Shareholders Meeting, the board shall call a Shareholders Meeting to fill in the vacant seat, in which case the substitute director shall take office for the remainder of the term.

**Paragraph 4** – In resolutions of the board of directors, each director shall be entitled to cast one vote, except that the Chairman of the Board shall have the casting vote, thus voting twice on issues where the votes are equally divided due to an even number of acting directors.

**Article 18** – The board of directors shall meet upon being called by the Chairman. Exceptionally, the meetings of the board of directors may be held by conference call, video conference or any other means of communication whereby a vote can be cast unequivocally.

**Paragraph 1** – The directors shall be given three (3) business days written call notice of any board meeting, which notice shall state the order of business for the meeting and attach the related documentation. The call notices shall be delivered by letter, telegram, fax, email or any other means permitting proof of delivery to be kept.

**Paragraph 2** – The decisions of board of directors' meetings shall be registered in minutes drawn up in the proper register and signed by the attendees.

**Paragraph 3** – In board meeting decisions, the directors may cast votes in writing, at or ahead of the meeting, or by fax, email or any other means of communication, and shall thus be deemed to be present at the meeting.

**Paragraph 4** – A majority of affirmative votes cast by directors present at a board meeting shall constitute a quorum to resolve.

**Article 19** – In addition to other actions prescribed by law and these Bylaws, it shall be incumbent on directors convening in a meeting to decide on the matters listed below.

- I. To set the general business guidelines of the Company;
- II. To elect and remove the executive officers;
- III. To set or change liability caps limiting the executive board's ability to approve issuances of debt instruments and notes receivable in connection with capital raising transactions (including nonconvertible, non-mortgage backed simple debentures, and bonds, notes, commercial papers or other instruments typically traded on fixed-income markets) or their ability to establish terms of issuance or redemption of any such instruments or securities. The board of directors may also require the executive board to obtain the board's prior consent for specifically defined transactions, in which case consent will constitute a condition of validity of the transaction,

- IV.** To oversee management as performed by the executive board, including by inspecting the books and records of the Company, and demanding information on transactions and proposed transactions, and any other actions of the executive officers;
- V.** To select and remove the independent auditors of the Company;
- VI.** To summon the independent auditors to provide information and clarifications, as it may deem fit;
- VII.** To review the management's report and financial statements, and to approve them for submission to the shareholders' general meeting;
- VIII.** To approve the annual budgets of the Company and any budget changes;
- IX.** To advise the shareholders about proposals management may plan to submit to a Shareholders Meeting;
- X.** To authorize the Company to issue shares within the authorized limit of the share capital set forth under Article 6 of these Bylaws, and to establish the terms of issuance, including issue price and payment conditions; furthermore, as permitted by law, in its discretion, to restrict the exercise period of, or withdraw, the preemptive rights of shareholders in any issuance of shares, convertible debentures and subscription warrants for public distribution under a primary market offering or private placement with accredited investors or exchange offer;
- XI.** To decide on any share buyback program, whether for the repurchased shares to be cancelled or kept as treasury stock for future reissue, and on the writing of put or call options on shares issued by the Company;
- XII.** To decide on the issuance of subscription warrants;
- XIII.** Within the scope of a stock options plan previously approved at a Shareholders Meeting, to grant stock options to directors, officers, employees, consultants and other providers of the Company and its direct and indirect subsidiaries, including by withdrawing the preemptive rights of shareholders;
- XIV.** To authorize the Company to give guarantees to secure obligations undertaken by the Company or its subsidiaries and wholly-owned subsidiaries, where the transaction value exceeds the liability cap foreseen under the sole paragraph of this article;
- XV.** Having regard for the provision under item XVI below, to approve transactions entailing acquisition or sale of permanent asset items, where the transaction value exceeds the liability cap foreseen under the sole paragraph of this article;
- XVI.** To authorize the Company to hold ownership interest in other companies, as shareholder or partner, or to agree joint ventures with other companies;
- XVII.** To approve the giving of security interest in assets of the Company or the giving of collateral to third parties, where the transaction value exceeds the liability cap foreseen under the sole paragraph of this article;
- XVIII.** To approve borrowing transactions, and the execution of credit facility or loan or leasing agreements not foreseen in the annual budget, where the transaction value exceeds the liability cap foreseen under the sole paragraph of this article;
- XIX.** To approve any transaction or series of related transactions between the Company and any directly or indirectly related party, where the transaction value in any given year equals or exceeds the liability cap established by the board of directors. For purposes of this provision, "related party" is defined as any director or officer or employee of the Company, or any person directly or indirectly holding ownership interest in shares representing more than ten percent (10%) of the capital stock of the Company;

**XX.** To authorize any assignment for use, or disposition, transfer or licensing of any intellectual property or industrial property belonging to the Company;

**XXI.** To grant prior consent to any spin-off, consolidation or merger transaction, or liquidation or dissolution transaction, or any other corporate restructuring process of like effects involving any subsidiary of the Company; and

**XXII.** To decide on bonus share distributions and on stock split or reverse split transactions;

**XXIII.** To express and release to the market within fifteen (15) days after any tender offer announcement, a reasoned opinion on the tender offer initiated in respect of the Company shares, advising shareholders on (i) the timing and convenience of the bid vis-à-vis the interests of shareholders and the liquidity of their shares; (ii) the impact of the offer on the business interests of the Company; (iii) the bidder's announced strategic plans for the Company; and (iv) any other point of consideration the Board may deem relevant. In expressing an opinion in favor of, or rejecting the tender offer, the board of directors shall further provide the additional information required under applicable CVM rules; and

**XXIV.** Where a tender offer is required to be implemented in connection with a going private process (deregistration as a public company) or delisting from the *Novo Mercado*, to prepare a list nominating three specialist valuation firms with expertise to determine the economic value of the Company shares and prepare a valuation report.

**Sole Paragraph** – The board of directors may establish liability caps limiting the ability of the executive officers to undertake obligations in name of the Company in any of the transactions listed under items III, XIV, XV, XVII, XVIII and XX of this article.

### **Subsection III Executive Board of Officers**

**Article 20** – The Executive Board shall be composed of two (2) to seven (7) executive officers, whose titles will be Chief Executive Officer, General Counsel, Investor Relations Officer, Chief Financial and Administrative Officer and the other executive officers will have no specific title. The functions of Investor Relations Officer may be exercised cumulatively with those of any Officer, as determined by the Board of Directors.

**Paragraph 1** – The officers shall be elected for three-year terms, reelection being permitted.

**Paragraph 2** – Where an officer is not reelected, he or she shall remain in office the successor takes office.

**Paragraph 3** – In the event of permanent impediment of an officer or vacancy of an executive office, the board of directors shall promptly convene in meeting to appoint a substitute to fill in the position.

**Paragraph 4** – Unless specifically authorized by the board of directors, the absence or impediment of any executive officer for a period in excess of thirty (30) consecutive days shall end such officer's term and determine a vacancy, requiring the board of directors to proceed to fill in the vacant office pursuant to paragraph 3 of this article.

**Paragraph 5** – No executive officer shall be permitted to accumulate functions substituting for any more than one officer at any given time.

**Paragraph 6** – The executive board shall meet upon being called by the Chief Executive Officer or any two other executive officers acting jointly, whenever the interests of the Company so require. The meetings of the executive board, which shall be held at the registered office of the Company, shall convene with the presence of a majority of its members, one of them being the Chief Executive Officer, or otherwise with the absolute majority of the executive officers. A majority of affirmative votes cast by the attendees shall constitute a quorum to resolve, provided in the event of a tie the Chief Executive Officer shall have the casting vote, thus voting twice on issues where the votes are equally divided. The minutes of the meetings of the executive board of officers shall be drawn up in the proper register.

**Article 21** – It shall be incumbent on the executive board of officers to direct and manage the business operations of the Company and, in particular, to:

- (a). Comply with and enforce the provisions of these Bylaws and the decisions of the board of directors and the shareholders' general meeting;
- (b). Submit for review by the board of directors the annual management's report, the financial statements, the independent auditors' report, and the proposal on allocation of net income for the year;
- (c). Submit for approval by the board of directors the annual budget proposal;
- (d). Submit for review by the board of directors the quarterly financial reports for the Company and its subsidiaries;
- (e). Issue and approve instructions and internal regulations it may deem necessary or useful; and
- (f). Represent the Company in and out of court, as a plaintiff or defendant, whereas having due regard for the provisions set forth in article 26.

**Article 22** – The Chief Executive Officer shall be responsible for coordinating the actions of the executive officers, for managing the business activities consistently with the general business plans of the Company, in addition to performing other functions and discharging other duties prescribed by the board of directors. Within his or her sphere of authority, and giving regard to the policies and business guidelines set by the board of directors, the chief executive officer shall:

- (a). Call and preside over the meetings of the executive board of officers;
- (b). Supervise the management of the Company, coordinating with, and directing the activities of, the other executive officers;
- (c). Coordinate the personnel policies, as well as the organizational, management, operating and marketing policies of the Company;
- (d). Prepare and submit to the board of directors the annual business plan and budget proposal; and
- (e). Manage the general corporate affairs.

**Article 23** – The General Counsel shall be responsible for setting guidelines and supervising the Company's activities within the wider legal realm, while providing legal assistance to governance and upper management bodies of the Company.

**Article 24** – The Investor Relations Officer shall be responsible for releasing information to the market, the CVM\*\*, the stock exchange and over-the-counter markets on which securities issued by the Company are listed to trade, and for keeping current the Company’s public company registration and record information filed with the CVM\*\* and to ensure the Company is compliant with the legislation and regulations applicable to public companies.

**Article 25** – In addition to performing other functions and discharging other duties prescribed by the board of directors, whereas giving regard to the policies and business guidelines the board may have set, the Chief Financial and Administrative Officer shall be responsible for:

- (a). Proposing financing alternatives and approving the financial terms and conditions of transactions and business operations carried out by the Company;
- (b). Managing the Company’s cash flows, and the accounts payable and receivable; and
- (c). Managing the accounting and tax department and the financial planning department.

**Article 26** – The Company shall be represented as follows:

- (a). By two (02) officers acting jointly, one of whom must be the Chief Executive Officer, or the General Counsel, or the Chief Financial and Administrative Officer, the other being an Executive Officer with no Specific Title;
- (b). By any executive officer acting jointly with an attorney-in-fact acting under a power of attorney granted pursuant to item (a) above; or
- (c). By two (02) attorneys-in-fact acting under a power of attorney granted pursuant to item (a) above.
- (d). Individually by the Investor Relations Officer strictly when acting within the scope of his functions in such capacity, pursuant to article 24 of these Bylaws.

**Paragraph 1** – The Company, as compulsorily represented pursuant to item (a) of the main provision, shall grant powers of attorneys for maximum one-year terms, except that powers of attorney granted for legal representation in judicial or administrative proceedings may be granted for an indefinite term.

**Paragraph 2** – Special powers of attorney granted pursuant to Paragraph 1 above may expressly authorize a single executive officer or attorney-in-fact to act individually on behalf of the Company, and represent or bind the Company in connection with specified actions or transactions.

### **SECTION III FISCAL COUNCIL**

**Article 27** – The Fiscal Council of the Company, which shall have the responsibilities set forth under applicable law, shall be composed of three (03) to five (05) members and an equal number of alternates.

**Paragraph 1** – The Fiscal Council shall operate on a permanent basis, in accordance with applicable legal provisions.

**Paragraph 2** – Effective from the Company’s adherence to the rules of the *Novo Mercado* listing segment of BM&FBOVESPA, the investiture of fiscal council members in office is now

contingent upon their signing and delivering mandatory statements of adherence to the *Novo Mercado* Listing Regulation and other applicable legal requirements. Under the law and applicable regulations, the fiscal council members are further required to give BM&FBOVESPA notice of their direct or indirect holdings, and transactions from time to time carried out in securities issued by the Company and derivatives thereof.

#### **CHAPTER IV**

#### **AUDIT COMMITTEE ESTABLISHED PURSUANT TO BYLAWS**

**Article 28** - The Audit Committee, established pursuant to the Bylaws as a permanent advisory committee to the Board of Directors, consists of at least three (3) members, at least one (1) of whom must be an Independent Director and at least one (1) must have recognized experience in corporate accounting matters.

**Paragraph 1** - The same member of the Audit Committee may possess both the characteristics mentioned in the head paragraph.

**Paragraph 2** - Audit Committee members will serve a term of two (2) years, may be reelected and hold office for a maximum of ten (10) years. Their investiture is conditioned on signing the Consent of Appointment of Audit Committee Members, in accordance with Novo Mercado Regulations, as well as complying with applicable legal requirements.

**Paragraph 3** - The Audit Committee will have the following responsibilities: a) to provide an opinion on hiring and removing the external independent auditor responsible for independent external audit or any other service; b) to supervise the activities of: (i) independent auditors in order to ensure their independence, the quality and adequacy of the services provided in relation to the needs of the Company; (ii) the internal controls area of the Company; (iii) the internal audit area of the Company; and (iv) the area responsible for preparing the financial statements of the Company; c) to monitor the quality and integrity of: (i) the internal control mechanisms; (ii) the quarterly financial statements, interim financial statements and financial statements of the Company; and (ii) the information and measurements disclosed based on adjusted accounting data and non-accounting data that add elements not envisaged in the usual reporting framework of the financial statements; d) to evaluate and monitor the risk exposures of the Company, and even requesting detailed information on the policies and procedures related to: (i) management compensation; (ii) the use of Company assets; and (iii) expenses incurred on behalf of the Company; e) to evaluate and monitor, together with management and internal audit, the adequacy of related-party transactions conducted by the Company and their respective reporting; f) to prepare a summarized annual report, to be presented together with the financial statements, describing: (i) its activities, results, conclusions and recommendations; and (ii) any situations in which there is a significant divergence between the management of the Company, external independent auditors and the Audit Committee regarding the financial statements of the Company.

**Paragraph 4** - The charter of the Audit Committee will be approved by the Board of Directors and should describe in detail its functions and its operational procedures.

**Paragraph 5** - The compensation of Audit Committee members, apart from the respective budget allocation, will be fixed by the Board of Directors.

#### **CHAPTER IV** **FISCAL YEAR AND FINANCIAL STATEMENTS**

**Article 29** – The fiscal year shall begin on January 1 and shall end on December 31 of each year.

**Paragraph 1** – At the end of each fiscal year, the financial statements required under the law and the *Novo Mercado* Listing Regulation shall be prepared under management’s responsibility in accordance with applicable legal and regulatory requirements.

**Paragraph 2** – In addition to having the financial statements prepared, and as an integral part thereof, the executive board shall prepare a proposal no allocations of net income for the year, whereas giving regard to the provisions of applicable law and these Bylaws.

**Paragraph 3** – The following allocations of net profit for the year are mandatory:

- (a) a five percent (5%) allocation to the legal reserve, which however may be waived if it reaches the equivalent of twenty percent (20%) of the capital stock, as issued and outstanding;
- (b) the allocation for payment of the mandatory dividend, as provided under the law and article 29 of these Bylaws;
- (c) allocations to profit reserves and additional payouts, other than the mandatory dividends prescribed by Brazilian Corporate Law\*.

**Article 30** – The shareholders shall be entitled to a mandatory dividend distribution in the equivalent of twenty-five percent (25%) of net income for the year, as adjusted to account for the following:

- I. deductions related to yearly allocations to the legal reserve and to contingency reserves; and
- II. additions related to the reversal, in the year, of prior allocations to the contingency reserve for losses that did not materialize as anticipated.

**Paragraph 1** – Where the mandatory dividend amount exceeds the realized net profits in a given year, the board of directors may propose to the Shareholders Meeting the allocation of the excess amount to an unrealized profit reserve account, such as contemplated under article 197 of Brazilian Corporate Law.

**Paragraph 2** – The Shareholders Meeting may, giving regard to applicable legal restrictions, approve profit sharing payments attributable to directors and officers of the Company and its subsidiaries, provided any such payment shall be contingent on the mandatory dividend prescribed in this article being paid to the shareholders.

**Paragraph 3** – The Company may prepare semi-annual or other interim financial statements. Due regard given to applicable legal restrictions, the board of directors may: (a) declare interim dividends based on the net income determined in such interim financial statements, subject to subsequent confirmation by the Shareholders Meeting; and (b) declare intermediary dividends

based on existing profit reserves, as determined in the most recent annual or semi-annual financial statements.

**Paragraph 4** – Dividend payments which remain unclaimed for three years are forfeited and return to the Company.

**Paragraph 5** – Pursuant to a proposal submitted by the executive board, the board of directors may declare interest on shareholders' equity for payment or crediting to shareholders, subject to confirmation at the annual Shareholders Meeting that considers the financial statements related to that year. Interest on shareholders' equity declared to shareholders may be computed as part of the annual mandatory dividend distribution.

## **CHAPTER V**

### **DISPOSITION OF CONTROL; DEREGISTRATION AS A PUBLIC COMPANY; DELISTING FROM THE *NOVO MERCADO***

**Article 31** – Any single transaction or series of successive transactions for disposition of control is required to be agreed under a condition precedent or dissolving condition that a tender offer for all other shares of the Company be conducted by the acquirer of control, giving due regard to the conditions and deadlines prescribed under applicable legislation and the *Novo Mercado* Listing Regulation, thus ensuring other shareholders are extended the same treatment afforded the selling controlling shareholder.

**Article 32** – A tender offer shall likewise be required in any the following events:

- I. Where subscription rights or other securities convertible into, or exchangeable or exercisable for shares are assigned at cost, such that the end result equates to a disposition of control of the Company, or
- II. Where a transaction is agreed for disposition of the controlling interest in a controlling shareholder of the Company, in which case the selling shareholder will be required to disclose to BM&FBOVESPA the value assigned to the Company in the selling transaction and present documentary evidence thereof.

**Article 33** – A shareholder acquiring a controlling interest under a private purchase transaction agreed with the controlling shareholder for any number of Company shares, shall be required:

- I. to conduct a tender offer, as required under Article 31 of these Bylaws; and
- II. to refund counterparties (which may have sold shares to the bidder under on-exchange trades over the six-month period preceding the date of the private transaction) for any difference between the bid price per share (in the tender offer) and the adjusted price per share paid in the relevant exchange transactions. BM&FBOVESPA will be responsible for implementing the reimbursement process, in accordance with its own regulations, such that the aggregate reimbursement price can be allocated amongst the relevant counterparty sellers of shares in proportion to each of their daily net selling positions as of the relevant trade dates over the relevant six-month period.

**Article 34** – Where a tender offer is required to be conducted by a controlling shareholder or the Company due to a going private process (deregistration as a public company), the bid price shall be

the Economic Value per share, as determined in a valuation report prepared in the manner provided in Article 37 of these Bylaws, due regard being given to applicable legal and regulatory rules.

**Article 35** – In the event the Company is set to delist from the *Novo Mercado* for the shares to trade elsewhere, or due to a corporate restructuring process where the surviving company fails to list its shares to trade on the *Novo Mercado* within one hundred and twenty days (120) after the date of the Shareholders Meeting that approves the restructuring transaction, the controlling shareholder shall be required to conduct a tender offer for all the shares and pay a bid price not lower than the Economic Value per share, as determined in a valuation report prepared in the manner provided in Article 37 of these Bylaws, due regard being given to applicable legal and regulatory rules.

**Article 36** – In the absence of a controlling shareholder due to widely dispersed ownership, if the Company is set to delist from the *Novo Mercado* for the shares to trade elsewhere, or due to a corporate restructuring process where the surviving company fails to list its shares to trade on the *Novo Mercado* within one hundred and twenty days (120) after the date of the Shareholders Meeting that approves the restructuring transaction, such event shall trigger the tender offer requirement, and the bid shall be implemented under similar terms and conditions as provided in the preceding article.

**Paragraph 1** – In either of the abovementioned events, the Shareholders Meeting that approves the action or transaction shall be required to designate the party or parties responsible for carrying out the tender offer. If attending the meeting, the designated bidder or bidders shall be required to expressly commit to conduct the tender offer.

**Paragraph 2** – Absent a decision designating the party or parties responsible for the tender offer in the case of a corporate restructuring process where the shares of the surviving company are not listed to trade on the *Novo Mercado*, the responsibility for conducting the tender offer shall lie with the shareholders voting to approve the restructuring transaction.

**Article 37** – A cancellation of the listing authorization ordered as a result of a breach of the *Novo Mercado* Listing Regulation shall trigger the tender offer requirement. In this event, the offer shall be implemented at a bid price not lower than the Economic Value per share, as determined in a valuation report prepared in the manner provided in Article 37 of these Bylaws, due regard being given to applicable legal and regulatory rules.

**Paragraph 1** – The responsibility for completing the tender offer required in the main provision of this article shall lie with the controlling shareholder.

**Paragraph 2** – Absent a controlling shareholder due to widely dispersed ownership, if the event triggering the tender offer requirement consists of a contravening action or transaction decided at a Shareholders Meeting, the responsibility for completing the tender offer shall lie with the shareholders that vote to approve the contravening action or transaction.

**Paragraph 3** – Absent a controlling shareholder due to widely dispersed ownership, if the event triggering the tender offer requirement consists of an act of fact of management, the directors and officers shall be responsible for calling a Shareholders Meeting at which the shareholders

shall be asked to consider how to remedy the breach of the *Novo Mercado* Listing Regulation or, as the case may be, adopt a process to delist the shares from the *Novo Mercado*.

**Paragraph 4** – Where the Shareholders Meeting convening pursuant to paragraph 3 above votes to delist the shares from the *Novo Mercado*, the shareholders shall also be required to designate the party or parties responsible for carrying out the tender offer foreseen in the main provision. If attending the meeting, the designated party or parties shall be required to expressly commit to conduct the tender offer.

**Article 38** – The valuation reports required under articles 33, 34 and 36 of these Bylaws shall be prepared by an experienced, independent, specialist valuation firm, which is not susceptible to being influenced by the decisions of the Company, its directors and officers, or the controlling shareholder(s). In addition, any such valuation firm shall meet the requirements of paragraph 1 of Article 8 of Brazilian Corporate Law\* and perform the work subject to the liability clause contemplated under paragraph 6 of said legal provision.

**Paragraph 1** – A Shareholders Meeting shall have exclusive discretionary powers and authority to select and appoint a specialist valuation firm to determine the Economic Value of the Company shares from among a triple nomination list submitted by the board of directors. The affirmative vote of holders of record representing a majority of the outstanding shares in attendance of a Shareholders Meeting convening on first call shall constitute a quorum to resolve on the appointment, provided blank votes shall be disregarded. In a Shareholders Meeting convening on second call with any number of attendees, a quorum to resolve on the appointment shall exist upon holders of record casting affirmative votes representing at least twenty percent (20%) of the outstanding shares present at the meeting, not including blank votes.

**Paragraph 2** – The tender-offer bidder shall bear all of the costs related to the preparation of the valuation report.

**Article 40** – The Company shall not consent to record any transfer of shares to an acquirer of control until such time as the latter, consistent with the *Novo Mercado* Listing Regulation, shall have delivered a duly signed Statement of Adherence of Controlling Shareholder. Likewise, the Company shall not consent to register any shareholders' agreement regulating the exercise of controlling power unless the agreement signatories shall have delivered duly signed Statements of Adherence of Controlling Shareholder.

**Article 41** – It shall be permitted for a single tender offer to be registered with a view to accomplishing one or some of the objectives contemplated in this Chapter V, in the *Novo Mercado* Listing Regulation, or the CVM regulation, provided it must be possible to harmonize the different offer methods, and provided further the procedure shall not be detrimental to the addressees of the offer, and the CVM shall have consented to such offer, where consent is required under applicable legislation.

**Article 42** – Where these Bylaws, the *Novo Mercado* Listing Regulation, or the CVM regulation require a tender offer to be carried out by one or some of the shareholders, the obligation may be discharged through any willing shareholder or a third party. However, the shareholder(s) charged with

conducting the tender offer shall not be released from the obligation until such time as a tender offer completes in accordance with applicable rules.

**Article 41** – Where these Bylaws are silent on an issue, the matter shall be resolved at a Shareholders Meeting, due regard being given to the provisions of Brazilian Corporate Law\* (Law No. 6,404/76, as amended) and the *Novo Mercado* Listing Regulation.

## **CHAPTER VI** **ARBITRATION**

**Article 43** – The Company, the shareholders, the directors and officers and the fiscal council members are required to settle by arbitration any and all disputes involving any of them, as related to, or arising from the application, validity, effectiveness, interpretation, violation and effects of violation of the provisions of these Bylaws, the Brazilian Corporate Law\*, the rules and regulations of the Brazilian National Monetary Council, the Central Bank of Brazil and the CVM\*\*, the *Novo Mercado* Listing Regulation and Sanctions Regulation, the *Novo Mercado* Listing Agreement, and the Arbitration Regulation adopted by the Market Arbitration Chamber, as well as other rules and regulations applicable to the Brazilian capital markets. The arbitration proceedings shall be conducted by the Market Arbitration Chamber (established by BM&FBOVESPA) under its adopted Arbitration Regulation.

## **CHAPTER VII** **LIQUIDATION**

**Article 44** – The Company shall be liquidated in the events contemplated under the law, and the shareholders' general meeting shall elect the liquidator or liquidators and the Fiscal Council which shall operate during the liquidation period, whereas giving regard to applicable legal formalities.

## **CHAPTER II** **TRANSITORY AND FINAL PROVISIONS**

**Article 45** – The Company shall not grant any type of loans or financing or guarantees of any kind to third parties for purposes unrelated to the business interests of the Company.

**Article 46** – The provision under paragraph 4 of article 13 of these Bylaws takes effect from May 10, 2014, when a revised version of subsection 14.5 of the *Novo Mercado* Listing Regulation comes into effect.