

**BYLAWS OF
CPFL ENERGIAS RENOVÁVEIS S.A.
COMPANY'S REGISTRY (NIRE) 35.300.33581-3
CORPORATE TAXPAYER NUMBER (CNPJ/MF) 08.439.659/0001-50**

**CHAPTER I
CORPORATE NAME, PURPOSE, HEAD OFFICE AND TERM**

Article 1. CPFL ENERGIAS RENOVÁVEIS S.A. ("**Company**") is a corporation governed by these Bylaws and the applicable legal provisions, in particular Law 6404, of December 15, 1976, as amended ("**Brazilian Corporate Law**").

Sole Paragraph. With the admission of the Company in the special listing segment called "Novo Mercado", of B3 S.A. – Brasil, Bolsa Balcão ("**B3**"), the Company, its shareholders, members of the Board of Directors, Executive Board and Fiscal Council shall be subject to the provisions of the Listing Rules of the Novo Mercado of B3 ("**Novo Mercado Listing Regulation**").

Article 2. The Company is engaged in:

- (i) developing electric energy generating projects not using fossil or nuclear fuel, such as small hydroelectric plants (SHPs), wind farms, biomass-fired thermal power plants and photovoltaic plants, with the subsequent provision of public electric energy generation services;
- (ii) developing project activities, engineering, licensing, financing, acquisition, operation and maintenance of generation assets and power generation potential, provided that it is related to the electric energy generation projects not using fossil or nuclear fuel, as set forth in item (i) above;
- (iii) the sale of electric energy generated by the projects held by the Company, comprising the purchase and sale, import and export of electric energy to other concessionaires, producers, distributors or consumers that have a free choice of supplier, and operations with the Electric Power Trade Chamber (CCEE);
- (iv) investing in the capital of other companies (individually or as a consortium of enterprises) in the electric energy generation sector, without using fossil or nuclear fuel, as set forth in item (i) above, or related services;
- (v) providing services and intermediation of businesses associated with, related to or required for the sale of electric energy generated by the projects held by the Company; and
- (vi) performing other activities, directly or indirectly, in whole or in part, subject to the Company's corporate purpose.

Paragraph 1. The Company may carry out its activities, directly or indirectly, through investments in investees; securities or other rights convertible into capital, or even through private equity funds.

Paragraph 2. The investees may be limited-liability companies or corporations, publicly or privately held, and may be located in Brazil or abroad, provided that the investment is related to projects in Brazil.

Paragraph 3. The Company may also engage in other activities reasonably expected from a holding company, including, but not limited to, negotiate and obtain financing, and contract third-party services to the Company's business group, provided that such activities are related to electric energy generation projects not using fossil or

nuclear fuel.

Article 3. The Company has its registered office and legal jurisdiction in the city of São Paulo, State of São Paulo, at Avenida Dr. Cardoso de Melo, 1184, 7th floor, Vila Olímpia, Zip Code 04548-004, and it may establish branches, agencies, offices and establishments anywhere in Brazil or abroad by resolution of the Board of Directors.

Article 4. The Company was established for indefinite period.

CHAPTER II CAPITAL STOCK AND SHARES

Article 5. The Company's subscribed and paid-in capital stock is three billion, three hundred and ninety-eight million, forty-eight thousand, forty-nine reais e sixteen cents (R\$3,398,048,049.16), divided into five hundred and three million, eight hundred and eleven thousand, four hundred and eighty-nine (503,811.489) book-entry common shares with no par value.

Paragraph 1. The capital may be increased up to the limit of one billion, two hundred and fifty million reais (R\$1,250,000,000.00) by issuing new nominative common shares, with no par value, by resolution of the Board of Directors and irrespective of any amendment to these Bylaws, stipulating the issuance conditions, including issuance price and payment.

Paragraph 2. Up to the limit of authorized capital, shares, convertible debentures or subscription bonus may be issued by the resolution of the Board of Directors, irrespective of any amendment to these Bylaws. In the increases of capital by private subscription, the period for exercising the preemptive right may not be less than thirty (30) days. At the discretion of the Board of Directors, the Company is authorized to issue, without preemptive rights to the shareholders or by reducing the term for the exercise of preemptive rights, shares, convertible debentures or subscription bonus, through sale on the stock exchange or public subscription or exchange of shares in a public offering for the acquisition of shareholding control, in accordance with Article 172 of the Brazilian Corporate Law. In the issuance of shares, convertible debentures or subscription bonus for public or private subscription, the Executive Board shall, by notice published in the press, notice the shareholders about the resolution of the Board of Directors to increase the capital, informing all the issuance characteristics and conditions and the term for exercising the preemptive right, if any.

Paragraph 3. The Board of Directors shall establish the price and number of shares to be subscribed, and the term and conditions of subscription and payment, except for the payment of goods, which shall depend on the approval of the Shareholders' Meeting, as provided by law.

Paragraph 4. The payments shall be performed in cash.

Paragraph 5. The shareholder who fails to pay the subscribed shares, according to the application or call form, shall be obliged to pay the Company, under the law, the interest of one percent (1%) per month or fraction thereof, from the first day of non-compliance with the obligation, inflation adjustment according to the law plus a fine equivalent to ten percent (10%) of the amount overdue and unpaid.

Paragraph 6. By resolution of the Shareholders' Meeting, the Company may acquire shares of its own issuance to be canceled or held in treasury, determine the resale or replacement of these shares in the market, according to the standards issued by the Brazilian Securities and Exchange Commission ("CVM") and other applicable legal provisions.

Paragraph 7. The shares are indivisible to the Company and each share shall be entitled to the right to one vote at the Shareholders' Meetings.

Paragraph 8. The Company shall retain the book-entry shares to a financial institution authorized by CVM to provide such services and may be charged by the shareholders to pay the compensation referred to in Paragraph 3, Article 35, of the Brazilian Corporate Law, as set forth in the custody agreement.

Article 6. Within the limit of authorized capital, the Company may grant stock options to its Directors and employees, or individuals who provide services to the Company or companies controlled by the Company, without preemptive rights to shareholders, based on the plans approved by the Shareholders' Meeting.

Article 7. The Company may issue debentures, whether convertible into shares or not, which shall grant to the holders the right to claim against the Company according to the approval of the proposal of the Board of Directors by the Shareholders' Meeting. The rule of Paragraph 2, Article 5, *in fine*, shall be applied to the issuance of convertible debentures.

Sole Paragraph. According to Paragraph 1, Article 59, of the Brazilian Corporate Law, the Board of Directors may resolve on the issuance of simple debentures, not convertible into shares and without collateral security.

Article 8. The Company shall not issue preferred shares or beneficiary parties.

CHAPTER III SHAREHOLDERS' MEETING

Article 9. The Shareholders' Meeting shall be held within the four (4) first months following the end of each fiscal year, i.e., until April 30 of each year, according to the law in order to:

- (a) receive the accounts of the Directors, for the last fiscal year;
- (b) analyze, discuss and vote on the financial statements, provided with the opinion of the Fiscal Council;
- (c) resolve on the allocation of net income and distribution of dividends;
- (d) elect the effective and alternate members of the Fiscal Council;
- (e) elect the effective and alternate members of the Board of Directors; and
- (f) determine the aggregate compensation of the members of the Board of Directors and Executive Board, as well as the fees of the Fiscal Council.

Article 10. The Shareholders' Meeting shall be held extraordinarily whenever called by the Board of Directors, the Fiscal Council or the shareholders, as provided by law.

Sole Paragraph. The Shareholders' Meeting, in addition to other duties provided by law in these Bylaws, shall:

- (a) resolve on the entry, registration and listing of the Company's shares on any stock exchanges or OTC markets;
- (b) approve or change the Company's stock option plans;

- (c) resolve on the cancellation of the registration of public company before the CVM;
- (d) resolve on the delist of the “Novo Mercado” segment of B3; and
- (e) resolve on the choice of a specialized company responsible for determining the Company’s economic value for purposes of the public offerings set forth in Chapters IX and X hereof, in the list of three companies indicated by the Board of Directors.

Article 11. The Shareholders’ Meeting shall be called by a notice published at least fifteen (15) days prior as the first call, and eight (8) days prior as the second call.

Article 12. The Ordinary Shareholders’ Meetings or Extraordinary Shareholders’ Meetings shall be chaired by the Chairman of the Board of Directors and in his/her absence, by the Vice-President and, in his/her absence, by another member of the Board of Directors. The secretary’s position shall be taken by someone chosen by the Chairman of the Shareholders’ Meeting.

Article 13. Only the shareholders holding shares registered in their own name in two business days before the date appointed for the Shareholders’ Meeting shall participate and vote in this Meeting.

Paragraph 1. Shareholders may be represented by an attorney in the Shareholders’ Meetings, as provided for in Paragraph 1, Article 126, of the Brazilian Corporate Law, and it is requested to previously register the power of attorney and required documents at the registered office within forty-eight (48) hours before the time fixed for the Shareholders’ Meeting.

Paragraph 2. Shareholders who attend to the Shareholders’ Meeting with the required documents shall be entitled to participate and vote, although they have failed to deliver such documents previously.

CHAPTER IV MANAGEMENT BODIES

Section I – General Provisions to the Management Bodies

Article 14. The Company shall be managed by the Board of Directors and the Executive Board.

Sole Paragraph. The Chairman of the Board of Directors and the Chief Executive Officer or the main executive officer of the Company may not be held by the same person.

Article 15. The members of the Board of Directors and Executive Board shall assume their respective positions by signing the instrument of investiture drawn up in proper books within thirty (30) days after the election and after signing the Consent of the Management Members referred to in the Novo Mercado Listing Regulation, in compliance with applicable legal requirements, and shall remain in office until the investiture of new Directors and Executive Officers elected.

Sole Paragraph. The Directors and Executive Officers of the Company must adhere to the Disclosure Policy of Relevant Act or Event and the Trading Policy of Securities Issued by the Company upon signature of such documents.

Section II – Board of Directors

Article 16. The Board of Directors shall be composed of at least seven and no more than thirteen effective members and for each effective member there will be one alternate member, elected for a term of office of one year, and it is allowed the reelection and removal from the position at any time by the Ordinary Shareholders' Meeting. There is no alternate member for the effective(s) independent(s) position(s).

Paragraph 1. The members of the Board of Directors shall be at least twenty percent (20%) of Independent Directors, as defined in the Novo Mercado Listing Regulation and expressly identified in the minutes of the Shareholders' Meeting electing such members, and shall also be considered Independent Directors due to the qualification provided for in Paragraphs 4 and 5, Article 141, of the Brazilian Corporate Law.

Paragraph 2. Regarding the compliance of the percentage referred to in the paragraph above, a fractional number of Directors shall be rounded according to the Novo Mercado Listing Regulation.

Paragraph 3. The Board of Directors shall have a Chairman and a Vice-Chairman elected by its members at the first meeting held after the election of the Directors.

Paragraph 4. The Shareholders' Meeting may elect an alternate member (or members) of the Board of Directors to replace the effective member (or members) that is(are) bound in case of absence or temporary inability to attend to, subject to the provisions of Article 16, Paragraph 1, hereof.

Article 17. In case of the vacancy of member(s) of the Board of Directors is such a way that the number of members is less than the number established in these Bylaws, a Shareholders' Meeting shall be called in no more than 30 (thirty) days to elect the new member(s) and fulfill the vacancy(ies). The term of the board members elected under these conditions will be terminated together with the terms of the other board members.

Paragraph 1. In case of vacancy(ies) in the Board of Directors, the vacancy(ies) shall be temporarily filled by the Board itself with the appointment, by the majority of its members, to the vacant(s) position(s) of one (or more) of the elected alternate board members and the term of those appointed members will be until the Shareholders' Meeting to deliberate about the vacancy(ies) fulfillment, to be called in 30 (thirty) days, under main article 17 above..

Paragraph 2. In case of temporary absence or inability of the Chairman of the Board of Directors, his/her duties shall be exercised by the Vice Chairman or, in his/her absence, by another Director appointed by the Chairman of the Board of Directors and, if there is no appointment, chosen by the majority of the members of the Board of Directors.

Paragraph 3. In case of vacancy of the position of Chairman of the Board of Directors, the Vice Chairman shall hold office until the investiture of the new Chairman chosen by the Board of Directors, which position shall be held by the alternate member for the remaining term.

Paragraph 4. The Directors may submit in advance their votes for the purpose of checking quorums for the meeting and resolution, as long as it is forwarded in writing to the Company, until the beginning of the meeting, in attention to the Chairman of such Board of Directors' Meeting.

Article 18. The Board of Directors is responsible for:

- (a) electing members of the Executive Board, setting the monthly individual compensation, according to the total amount established by the Shareholders' Meeting;
- (b) establishing the Company's general business policy, previously approving corporate policies, projects, annual budgets and five-year business plan, as well as the annual reviews;
- (c) supervising the management of the Executive Officers, analyzing, at any time, the Company's papers, requesting information on the agreements entered into or to be entered into, and any other acts through the Chairman;
- (d) approving profit sharing plans and setting criteria for compensation and benefit policies of the Executive Board and the Company's employees;
- (e) calling the Shareholders' Meeting, where appropriate, or in cases where the calling is determined by law or by these Bylaws;
- (f) informing on the Management Report, the accounts of the Executive Board and the financial statements, setting the dividend policy and proposing to the Shareholders' Meeting the allocation of net profit for each year;
- (g) resolving on the capital increase and the issuance price of the Company's shares and subscription bonus in accordance with the provisions hereof;
- (h) resolving on the conditions and opportunity to issue the debentures provided for in items VI to VIII of Article 59 of the Brazilian Corporate Law, in accordance with Paragraph 1 of the same article;
- (i) resolving on the conditions for issuing promissory notes for public distribution in accordance with applicable legislation;
- (j) resolving on the appointment or dismissal of the Company's external auditors;
- (k) resolving on loan or debt assumption resulting in the Company's indebtedness above the limits set in the annual budget or five-year plan;
- (l) setting a list of three companies specialized in economic evaluation of companies to prepare an evaluation report of the Company's shares, in case of public offerings for cancellation of the registry of the public company or delisting from the "Novo Mercado" segment, as provided for in Chapters IX and X hereof;
- (m) resolving on the acquisition of any fixed asset in an amount equal to or higher than fifty million, eight hundred and twenty-nine thousand reais (**R\$50,829,000.00**) and on the disposal or lien of any fixed assets in an amount equal to or higher than three million, seven hundred and eighty-three thousand reais (**R\$3,783,000.00**) by the Company or its subsidiaries;
- (n) approving the terms and conditions of any public offering of the Company's shares, subject to the authority of the Shareholders' Meeting;
- (o) previously and expressly authorizing the execution of agreements by the Company with shareholders or persons controlled by, associated with or related to the shareholders, directly or indirectly, which value is above twelve million, seven hundred and forty-six thousand reais (**R\$12,746,000.00**);

- (p) previously and expressly approving the execution of agreements, by itself or by its subsidiaries, of any type, which the aggregate value is above fifty million, eight hundred and twenty-nine thousand reais (**R\$50,829,000.00**), even if it relates to expenses set in the annual budget or five-year business plan;
- (q) ensuring the implementation, amendment or termination of the policy for disclosure of information and trading of securities;
- (r) ruling on the matters that the Executive Board submits for resolution or submission to the Shareholders' Meeting;
- (s) resolving on the establishment and termination of subsidiaries, the acquisition or disposal of shares in other companies and the Company's entry into any consortium or association;
- (t) resolving on any change in the Company's human resources policy that may have a substantial impact on costs;
- (u) requesting, at any time, the analysis of any matter relating to the Company's businesses, although not referred to in this Article, and providing resolution to be mandatorily enforced by the Executive Board;
- (v) resolving on the creation of any form of guarantee not involving fixed assets in an amount equal to or greater than fifty million, eight hundred and twenty-nine thousand reais (**R\$50,829,000.00**), in businesses related to the interests and activities of the Company and/or its direct or indirect subsidiaries; and the creation of any form of guarantee involving fixed assets in an amount equal to or greater than three million, seven hundred and eighty-three thousand reais (**R\$3,783,000.00**), in businesses related to the interests and activities of the Company and/or its direct or indirect subsidiaries;
- (w) approving the granting of guarantees, real or personal, and guarantees for obligations of any third parties other than the Company's subsidiaries or investees;
- (x) declaring dividends to net profit for six-month periods or shorter periods, to retained earnings or earnings reserves, under applicable legislation, as well as declaring interest on capital;
- (y) resolving on the creation of Committees and Commissions to advise it on the decision of specific matters within its level of authority;
- (z) approving the internal regulation of the Board of Directors, Committees and Commissions to be created;
- (aa) approving and submitting to the Shareholders' Meeting the proposed stock option plan to members of the Board of Directors and the Executive Board and employees of the Company and other companies that are directly or indirectly controlled by the Company;
- (ab) previously approving any amendment to the concession, permit or authorization agreement entered into by the Company, direct or indirect subsidiaries, or associated companies;
- (ac) approving or not any public offering for acquisition of the shares issued by the Company, through a prior opinion, issued within up to fifteen (15) days from the publication of the invitation to bid of the public offering of shares, which shall address, at least (i) the convenience and opportunity of the public offering of shares with respect to the shareholders' interest and the liquidity of the securities owned by the shareholders; (ii) the impact of the public offering of shares on the Company's interests; (iii) the strategic plans disclosed by

the offeror in relation to the Company; (iv) other matters deemed appropriate by the Board of Directors, as well as information required by the applicable rules established by CVM; and

(ad) resolving any omission in these Bylaws and performing other duties that applicable law or these Bylaws have not granted to another Company's body.

Paragraph 1. The Ordinary Board of Directors' meetings shall be held every two months; however, it may also be held more frequently if the Chairman of the Board of Directors requests, on his/her own initiative or upon request of any member, validly resolving based on the vote of the majority of attending Directors (amongst them, necessarily, the Chairman or Vice Chairman). The Directors may attend to the Board of Directors' meetings by conference call or video conference.

Paragraph 2. The Board of Directors' meetings shall be called within ten business days in advance through the notice submitted by the Chairman of the Board of Directors, indicating the matters to be discussed and along with the supporting documents required.

Paragraph 3. In the case of urgency, the Board of Directors' meetings may be called on shorter time than as provided for in Paragraph 2 above.

Paragraph 4. In the case of a tie vote, the Chairman of the Board of Directors and, in his/her absence, the Vice-Chairman, shall have the casting vote, in addition to the regular vote.

Paragraph 5. The attendance by all its members shall allow to hold the Board of Directors' meetings regardless of call.

Paragraph 6. If there is no quorum on first call, the Chairman shall call a new Board of Directors' meeting, which may be held on second call, to be made within at least seven days in advance, with any number of members. The subject not included in the agenda of the original Board of Directors' meeting shall not be discussed on second call, unless such meeting have been attended by all Directors and they have expressly agreed with the new agenda.

Paragraph 7. During the Board of Directors' meetings, one Director may vote represented by another Director, through vote in advance in writing and through vote via facsimile, e-mail or any other means of communication, and the votes are counted based on the attending members who voted.

Section III – Executive Board

Article 19. The Executive Board shall be composed of up to eight members, namely (i) one Chief Executive Officer (CEO); (ii) one Deputy Chief Executive Officer; (iii) one Chief Financial (CFO) and Investor Relations Officer; (iv) one Deputy Chief Financial Officer; (v) one Operation and Maintenance Officer; (vi) one Engineering and Construction Officer; (vi) one New Business Officer; and (viii) one Institutional Relations Officer.

Sole Paragraph. It is incumbent upon the:

(a) Company's Chief Executive Officer: (i) to conduct, coordinate and oversee the activities of other Executive Officers; (ii) to oversee the work of internal audit and legal advisory; (iii) to inform the Board of Directors on the performance of relevant operations that do not require the prior approval of the Board of Directors; and (iv) to request the approval of the Board of Directors for all acts or operations provided for in Article 18 of these Bylaws, as applicable.

(b) Company's Deputy Chief Executive Officer: (i) to assist the Company's Chief Executive Officer on conducting, coordinating and overseeing the activities of the other Executive Officers; (ii) to assist the Chief Executive Officer on overseeing the activities of internal audit and legal advisory; (iii) to assist the Chief Executive Officer on reporting to the Board of Directors any material transaction that does not require prior approval of the Board of Directors; and (iv) to assist the Chief Executive Officer on requesting the approval of the Board of Directors for all acts and operations provided for in Article 18 of these Bylaws, as applicable.

(c) Company's Chief Financial and Investor Relations Officer: (i) to provide information to the investors, CVM, stock exchanges and regulatory entities of the over-the-counter markets where the Company's securities were originally admitted for trade in the last fiscal year, which request periodical or eventual information; (ii) to maintain the Company's registry updated with the stock exchanges and regulatory entities of the over-the-counter markets where the Company's securities were originally admitted for trade, as provided for by the law; and (iii) to conduct and lead the management of the financial activities of the Company and its subsidiaries, including the analysis of investments and definition of the limits of risk exposure, recommendation and undertaking of loans and financing, treasury operations, financial and tax planning and control and management of the accounting activities of the Company and its subsidiaries.

(d) Company's Deputy Chief Financial Officer: to assist the Chief Financial and Investor Relations Officer and replace him/her in his/her temporary absence; to conduct and lead the financial management of the Company, including the analysis of investments and the definition of the limits of risk exposure, recommend and undertake loans and financial operations, treasury operations, financial and tax planning and control and management of activities pertaining to the Company's accounting, strengthening the financial management and risk control, optimizing the capital structure to enhance competitiveness and creating value to the Company.

(e) Company's Operation and Maintenance Officer: to conduct the electric energy generation business, responding for the operations and maintenance of the generation units of the Company and its subsidiaries and affiliates.

(f) Company's Engineering and Construction Officer: to propose, analyze, evaluate, plan and implement the current and future generation plant projects of the Company and its subsidiaries and affiliates

(g) Company's New Business Officer: to conduct and lead the assessment of the potential and development of new businesses in the renewable energy generation area and correlated businesses.

(h) Company's Institutional Relations Officer: to represent the Company in the energy sector forums, lead the regulatory agenda, plant and perform the energy trade of the energy generation projects directly or indirectly held by the Company, lead, plan and implement environmental licensing processes and social and environmental programs of the generation units of the Company and its subsidiaries and associated companies.

Article 20. The members of the Executive Board shall hold the position for two years, being the reelection permitted.

Article 21. In case of vacancy in the Executive Officer position, the Chief Executive Officer shall assume the vacancy temporarily or appoint, among other Executive Officers, who shall be responsible for accumulating the corresponding duties of the vacant position until the election is performed by the Board of Directors. In case of vacancy in the position of the Chief Executive Officer, the Board of Directors shall be responsible for appointing a member of the Executive Board to temporarily perform his/her duties until the election of the substitute

member.

Paragraph 1. The Chief Executive Officer, during his/her temporary inability, shall be replaced by an Executive Officer to be appointed by the Chairman of the Board of Directors.

Paragraph 2. In case of temporary absence or inability of any Executive Officer, the Chief Executive Officer shall replace him/her or appoint another Executive Officer.

Article 22. The Executive Board shall meet as convened by the Chief Executive Officer, upon attended of the majority of its members.

Sole Paragraph. The resolutions of the Executive Board shall be taken by the majority vote of members, and the Chief Executive Officer shall be responsible for the casting vote, in case of tie vote.

Article 23. All acts, agreements or documents that imply the Company's responsibility or release third parties from liability or obligation to the Company shall, under penalty of not having effect against it, be signed by (i) two Executive Officers; (ii) a sole Executive Officer, provided that previously authorized by the Board of Directors; (iii) an Executive Officer jointly with an attorney; or (iv) two attorneys.

Paragraph 1. The powers of attorney granted on behalf of the Company shall (i) be always signed by two Executive Officers; (ii) explicitly specify the powers granted; and (iii) be effective for, at most, one year, without delegation powers, except for: (a) the powers of attorney with an *ad judicium* clause, which may be delegated and granted for an indefinite period; and (b) the powers of attorney granted to financial institutions, which may be established for the term of the financing agreement.

Paragraph 2. Subject to the provisions hereof, the Company shall be represented by a sole Executive Officer or attorney (i) to act in the daily administrative operations, including those relating to government offices, local authorities, public enterprises, joint stock companies, Trade Board, Labor Justice, National Institute of Social Security (INSS), Severance Pay Fund (FGTS) and banks thereof; (ii) with concessionaires or public utility companies, to act in a way that do not imply the assumption of obligations or relieve the third-party obligations; (iii) to protect its rights in administrative proceedings or any other type of proceedings, and compliance with tax, labor and social security obligations; (iv) to endorse securities for collection or deposit in the Company's bank accounts; and (v) to receive subpoenas, services of process, notices or writs, or to represent the Company in court.

Paragraph 3. The Executive Officers and attorneys shall not undertake acts different from the Company's corporate purpose, as well as provide guarantees or assume obligations on behalf or in favor of third parties without the prior and express consent of the Board of Directors, so that the acts performed in breach of this provision shall have no effect to the Company.

Article 24. Any member of the Executive Board shall be responsible for performing, in addition to exercising the powers and duties granted by these Bylaws, other duties to be set by the Board of Directors.

Article 25. The Chief Executive Officer may dismiss any member of the Executive Board, by notifying his/her decision and the reasons for it, and such dismissal shall be documented in the next Board of Directors' meeting. The duties of the dismissed Executive Officer shall be performed by the Executive Officer designated by the Chief Executive Officer until the appointment of the alternate Executive Officer.

CHAPTER V

FISCAL COUNCIL

Article 26. The Fiscal Council, which shall operate on a permanent basis, subject to the requirements and constraints set forth in the legal provisions, shall be composed of three effective members and an equal number of alternates, to serve until the Shareholders' Meeting following their election, reelection permitted.

Paragraph 1. The members of the Fiscal Council shall be vested in their respective positions upon signing the investiture term drawn up in the book of minutes of the Fiscal Council's meetings.

Paragraph 2. The members of the Fiscal Council shall assume the position after the signing of the Term of Consent of the Fiscal Council, under the terms of the Novo Mercado Listing Regulation and in compliance with applicable legal requirements.

Paragraph 3. The members of the Fiscal Council shall be compensated according to the fees determined by the Ordinary Shareholders' Meeting.

Paragraph 4. The Fiscal Council, without prejudice to other duties granted by law or by resolution of the Shareholders' Meeting, shall be responsible for:

- (a) inspecting, by any of its members, the Directors and Executive Officers' acts and the compliance with legal and statutory duties;
- (b) providing opinion on the annual management report, including in its opinion the additional information deemed necessary or useful to the resolution of the Shareholders' Meeting;
- (c) providing opinion on the management proposals, to be submitted to the Shareholders' Meeting, regarding changes in capital, issuance of debentures or subscription bonus, investment plans or capital budgets, dividend distribution, transformation, incorporation, merger or spin-off of the Company;
- (d) reporting errors, frauds or crimes by any of its members and management bodies and, if they do not take the necessary measures to protect the Company's interests, to the Shareholders' Meeting, suggesting useful measures to the Company;
- (e) calling the Shareholders' Meeting if the members of the Board of Directors and the Executive Board fail to call it for more than one month and the Extraordinary Shareholders' Meeting whenever serious or urgent matters occur, including in the agenda of the Meetings the matters deemed necessary;
- (f) analyzing, at least quarterly, the balance sheet and other financial statements periodically prepared by the Executive Board;
- (g) analyzing the financial statements of the fiscal year and providing an opinion thereon;
- (h) supervising the activities of the independent auditors to assess: (i) their independence; (ii) the quality of services provided; (iii) the adequacy of services to the Company's requirements; and
- (i) performing the duties during the liquidation of the Company.

Paragraph 5. The members of the Fiscal Council shall compulsorily attend to the Board of Directors' meetings that shall analyze the matters referred to in subitems (b), (c) and (g) of Paragraph 4 above.

CHAPTER VI FISCAL YEAR

Article 27. The fiscal year shall end in December 31 of each year, when the financial statements for the year shall be prepared, taking into consideration that quarterly financial statements shall also be prepared, except for the last quarter of each year. All financial statements shall include the Company's statement of cash flows, which shall indicate, at least, the changes in cash and cash equivalents, segregated into flows of operations, financing and investments. The financial statements shall be, after opinion of the Board of Directors and Fiscal Council, the latter if implemented, submitted to the Shareholders' Meeting, along with the proposed allocation of profit or loss for the year.

Paragraph 1. The Company and its members of the Board of Directors and the Executive Board shall, at least once a year, hold a public meeting with analysts and any other interested parties, to disclose information on the Company's economic and financial condition, projects and perspectives.

Paragraph 2. The net profit for the year shall mandatorily have the following allocation: (a) five percent (5%) for the legal reserve, until reaching twenty percent (20%) of the subscribed capital; (b) payment of mandatory dividend, subject to the provisions set forth in Article 28; and (c) the remaining profit, unless otherwise requested at the Shareholders' Meeting, shall be allocated to the recognition of the working capital reserve, provided that this reserve does not exceed the lesser of the following amounts: (i) 80% of capital; or (ii) the amount that, added to the balances of other profit reserves, except for the unrealized earnings reserve and the reserve for contingencies, does not exceed 100% of the Company's capital.

Article 28. The Company shall distribute as dividend, in each fiscal year, at least twenty-five percent (25%) of the net profit for the year, adjusted in accordance with Article 202 of the Brazilian Corporate Law.

Article 29. By resolution of the Board of Directors, the mandatory dividend may be paid in advance, in the course of the year and until the Shareholders' Meeting that shall determine the respective amount. The advanced dividend shall be offset against the mandatory dividend for the year. The Shareholders' Meeting shall determine the payment of the mandatory dividend, if any.

Article 30. The Company may prepare the semiannual balance sheet in June 30 of each year and may, by resolution of the Board of Directors, prepare balance sheets in shorter periods.

Paragraph 1. The Board of Directors may declare interim dividends, to the account of the profit recorded in the semiannual balance sheet and, subject to the legal provisions, to the account of the profit recorded in the balance sheet for a period shorter than a semester, or to the account of retained earnings or earnings reserves recorded in the last annual or semiannual balance sheet.

Paragraph 2. The Board of Directors may declare interest on capital under the terms of Paragraph 7, Article 9, of Law 9249, of December 26, 1995, to be charged against the payment of minimum mandatory dividend.

Article 31. Dividends, except otherwise resolved at the Shareholders' Meeting, shall be paid within, at most, sixty (60) days from the date of resolution of such distribution and, in any case, within the fiscal year.

Article 32. In the years in which the minimum mandatory dividend is paid, the Shareholders' Meeting may assign to the Board of Directors and the Executive Board profit sharing, according to the limits set forth in Paragraph 1,

Article 152, of the Brazilian Corporate Law, it being understood that the Board of Directors shall set the respective distribution.

Article 33. The declared dividends shall not yield interest and shall not be adjusted for inflation and, if not claimed within three years, as from the initial payment date, shall prescribe on behalf of the Company.

CHAPTER VII DISSOLUTION

Article 34. The Company shall be dissolved in the cases provided for in law, and the Board of Directors shall determine the type of liquidation, while the Shareholders' Meeting shall exclusively elect and dismiss the liquidators and analyze the accounts.

CHAPTER VIII DISPOSAL OF SHAREHOLDING CONTROL

Article 35. The Disposal of the Company's Shareholding Control, by means of a single operation or by means of successive operations, shall be hired under suspensive or resolute condition, that the Transferee is forced to perform the public offering for the acquisition of the shares held by the other Company's shareholders, subject to the conditions and terms provided for in applicable legislation and the Novo Mercado Listing Regulation, in order to assure them equal treatment to that offered to the Selling Controlling Shareholder.

Sole Paragraph. The public offering referred to in the preceding article shall also be carried out: (i) in the onerous assignment of share subscription rights and other titles or rights relating to securities convertible into shares, which may result in the Disposal of the Company's Shareholding Control; or (ii) in the disposal of the shareholding control of a company holding the Shareholding Control of the Company and, in this case, the Selling Controlling Shareholder shall be bound to declare to B3 the amount assigned to the Company in this disposal and attach the supporting documentation.

Article 36. The one that acquires the Shareholding Control, by means of a private share purchase agreement entered into with the Controlling Shareholder, involving any number of shares, shall be required to: (i) perform the public offering referred to in Article 35 hereof; and (ii) pay, in accordance with the terms listed below, the amount equivalent to the difference between the price of the public offering and the amount paid per share eventually acquired on the stock exchange during the six months preceding the date of acquisition of the Shareholding Control, duly adjusted until the payment date. Such amount shall be distributed between all persons who sold the Company's shares in the auctions where the Transferee carried out the acquisitions, proportionally to the daily selling net balance of each one, and B3 shall operate the distribution, in accordance with its rules; (iii) undertake the proper measures to reset the minimum percent of twenty-five percent (25%) of the Company's total outstanding shares, in the six months subsequent to the acquisition of the Shareholding Control.

Sole Paragraph The Controlling Shareholder, in the eventual Disposal of the Company's Shareholding Control, shall not transfer the ownership of the shares while the Transferee has not subscribed the Term of Consent of the Controlling Shareholders referred to in the Novo Mercado Listing Rules of B3 entered into by the Company, whereby the Transferee and the Company commit themselves to comply with the rules set forth therein.

Article 37. The Company shall not record any transfer of shares to the Transferee or to those that come to hold the Shareholding Control, while they do not subscribe the Term of Consent of the Controlling Shareholders referred to in the Novo Mercado Listing Regulation.

Article 38. No shareholders' agreement providing for the exercise of the Shareholding Control shall be registered at the Company's head office without the subscription of, by the signatories thereof, the Term of Consent of the Controlling Shareholders referred to in the Novo Mercado Listing Regulation.

CHAPTER IX CANCELLATION OF REGISTRY OF PUBLICLY-HELD COMPANY

Article 39. In the public offering for acquisition of shares, to be performed by the Controlling Shareholder or the Company, for cancellation of the registry of publicly-held company, the minimum price to be offered shall correspond to the Economic Value assessed in the appraisal report prepared under the terms of Paragraphs 1 and 2 of this Article, in accordance with applicable legal and regulatory rules.

Paragraph 1. The appraisal report referred to in the *caput* hereof shall be prepared by specialized institution or company, with proven experience and independence with respect to the decision power of the Company, the members of the Board of Directors and the Executive Board and the Controlling Shareholder, in accordance with the requirements set forth in Paragraph 1, Article 8, of the Brazilian Corporate Law, including the responsibility provided for in Paragraph 6 of this article.

Paragraph 2. The specialized institution or company responsible for the determination of the Company's Economic Value shall be exclusively selected at the Shareholders' Meeting, from the triple list presented by the Board of Directors, which respective resolution, not computing the blank votes, shall be taken by the majority of the votes of the attending shareholders representing the Outstanding Shares, which meeting, if installed on first call, shall be attended by the shareholders representing, at least, twenty percent (20%) of the Outstanding Shares, or, if installed on second call, shall be attended by any number of shareholders representing the Outstanding Shares.

Paragraph 3. Subject to the other terms of the Novo Mercado Listing Regulation of B3, these Bylaws and the applicable legislation, the public offering for the registry cancellation may also provide for the exchange for securities issued by other publicly-held companies, to be accepted at the discretion of the offeree.

Paragraph 4. The costs for preparation of the appraisal report shall be fully born by the offeror.

Article 40. If the appraisal report referred to in Article 38 is not ready until the Extraordinary Shareholders' Meeting requested to resolve on the cancellation of the registry of publicly-held company, the Controlling Shareholder shall inform at such Meeting the maximum amount per share or lot of thousand shares of the public offering.

Paragraph 1. The public offering shall be subject to the condition that the amount assessed in the appraisal report, as referred to in Article 38, does not exceed the amount disclosed by the Controlling Shareholder, at the Meeting referred to in the *caput* hereof.

Paragraph 2. If the determined amount of the shares in the appraisal report is above the amount informed by the Controlling Shareholder, the resolution referred to in the *caput* hereof shall be automatically cancelled, which fact shall be widely disclosed to the market, except if the Controlling Shareholder has expressly agreed to perform the public offering by the amount assessed in the appraisal report.

CHAPTER X

DELIST FROM “NOVO MERCADO” SEGMENT

Article 41. In the event the Company has elected to delist from the “Novo Mercado” segment so that the securities issued by it are recorded for trading outside the “Novo Mercado” segment, or by virtue of corporate reorganization, in which the company resulting from this reorganization does not have its securities admitted for trading in the “Novo Mercado” segment within one hundred and twenty (120) days from the Shareholders’ Meeting that approved the operation, the Controlling Shareholder shall perform the public offering for the acquisition of the shares held by the other Company’s shareholders, at least, by the respective Economic Value, to be assessed in the appraisal report prepared under the terms of Paragraphs 1 and 2 of Article 38, in compliance with the applicable legal and regulatory rules.

Article 42. In the absence of Controlling Shareholder, in the event the Company has elected to delist from the “Novo Mercado” segment so that the securities issued by it are recorded for trading outside the “Novo Mercado” segment, or by virtue of corporate reorganization, in which the company resulting from this reorganization does not have its securities admitted for trading in the “Novo Mercado” segment within one hundred and twenty (120) days from the Shareholders’ Meeting that approved the operation, the delist shall be subject to the performance of the public offering for acquisition of the shares under the same conditions provided for in article above.

Paragraph 1. The Shareholders’ Meeting shall define those responsible for the performance of the public offering for acquisition of the shares, which responsibility shall be expressly assumed at such Meeting.

Paragraph 2. In the absence of any definition of those responsible for the performance of the public offering for acquisition of the shares, in the event of corporate reorganization, in which the company resulting from this reorganization does not have its securities admitted for trading in the “Novo Mercado” segment, the shareholders who have voted favorably to such corporate reorganization shall perform the offering.

Article 43. The delist of the Company from the “Novo Mercado” segment due to breach of the obligations set forth in the Novo Mercado Listing Regulation shall be subject to the performance of the public offering for acquisition of the shares at least by the Economic Value of the shares, to be assessed in the appraisal report referred to in Article 38 hereof, subject to applicable legal and regulatory rules.

Paragraph 1. The Controlling Shareholder shall perform the public offering for acquisition of the shares set forth in the *caput* of this article.

Paragraph 2. In the absence of Controlling Shareholder and the delist from the “Novo Mercado” segment, as referred to in the *caput*, resulted from the resolution of the Shareholders’ Meeting, the shareholders who have voted in favor of the resolution that implied the respective breach shall perform the public offering for acquisition of the shares provided for in the *caput*.

Paragraph 3. In the absence of Controlling Shareholder and the delist from the “Novo Mercado” segment, as referred to in the *caput*, resulted from any management act or fact, the Company’s members of the Board of Directors and the Executive Board shall convene the Shareholders’ Meeting which agenda shall be the resolution about how to remedy the non-compliance with the obligations set forth in the Novo Mercado Listing Regulation or, however the case may be, resolve on the delist of the Company from the “Novo Mercado” segment.

Paragraph 4. If the Shareholders’ Meeting referred to in Paragraph 3 above shall resolve by the delist of the Company from the “Novo Mercado” segment, such Shareholders’ Meeting shall define those responsible for the performance of the public offering for acquisition of the shares, as set forth in the *caput*, which responsibility

shall be expressly assumed at such Meeting.

CHAPTER XI ARBITRATION COURT

Article 44. The Company, its shareholders, members of the Board of Directors, the Executive Board and the Fiscal Council are obliged to resolve through arbitration any and all dispute or controversy which may arise between them, related to or arising from, in special, the application, validity, effectiveness, interpretation, breach and its effects in connection with the provisions set forth in these Bylaws, the provisions set forth in the Brazilian Corporate Law, the rules enacted by the National Monetary Council, the Central Bank of Brazil and the CVM, other rules applicable to the operation of the capital market in general, in addition to those provided for in the Novo Mercado Listing Regulation, Novo Mercado Adhesion Agreement, Arbitration Regulation of the Market Arbitration Chamber and Regulation of Sanctions, which shall be conducted before the Market Arbitration Chamber implemented by B3, in accordance with the Regulation of such Chamber.

CHAPTER XII FINAL PROVISIONS

Article 45. The provisions of the Novo Mercado Listing Regulation shall prevail over the statutory provisions, in the event of injury to the rights of the recipients of the public offerings provided for in these Bylaws.

Article 46. The Company shall observe any eventual Shareholders' Agreements, filed at its head office, which provide for the restrictions to the trading of shares, preemptive right to acquire the shares, exercise of the voting right or Shareholding Control, at the Shareholders' Meetings and the Board of Directors' meetings, complying with and cause (i) the financial institution to note them in the deposit account statement provided to the shareholder; and (ii) the Chairman of the Board of Directors' meeting or executive board of the Shareholders' Meeting, however the case may be, to refuse the validity of the vote issued against its provisions.

Article 47. The monetary amounts referred to in Article 18 are corrected at the beginning of each fiscal year, based on the variation of the General Market Price Index of Fundação Getúlio Vargas for the previous year; in the absence of such index, by any other index published by Fundação Getúlio Vargas that reflects the loss of the purchasing power of the domestic currency in the period. The amounts established in Article 18 hereof were adjusted on January 1, 2019.
