

SUZANO PAPEL E CELULOSE S.A.
Corporate Taxpayer ID (CNPJ/MF): 16.404.287/0001-55
Company Registry (NIRE): 29.300.016.331
Publicly Held Company

PROPOSAL TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS MEETING AND THE SPECIAL MEETING OF PREFERRED SHAREHOLDERS TO BE HELD ON SEPTEMBER 29th, 2017.

The management of Suzano Papel e Celulose S.A. ("Company"), pursuant to Federal Law 6,404 of December 15, 1976 ("Brazilian Corporations Law"), and CVM Instruction 481 of December 17, 2009 ("ICVM 481/09") hereby submits its management proposal ("Proposal") regarding the matters on the agenda of the (i) Special Meeting of Class B Preferred Shareholders of the Company, to be held on first call on September 29th, 2017, at 9 am ("Special PN-B Meeting"); (ii) Special Meeting of Class A Preferred Shareholders of the Company, to be held on first call on September 29th, 2017, at 10 am ("Special PN-A Meeting" and, together with the Special PN-B Meeting, the "Special Meetings"); and (iii) the Extraordinary Shareholders Meeting of the Company, to be held on first call on September 29th, 2017, at 11 am ("Extraordinary Shareholders Meeting"), all of them related to the proposed migration of the Company to the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão ("Migration", "Novo Mercado" and "B3"), approved by the Board of Directors of the Company at a meetings held on July 31st, 2017 and August 28th, 2017.

I. Special Meetings of Preferred Shareholders (PN-A and PN-B)

I.1 Conversion of all preferred shares into common shares

Due to the proposal for Migration of the Company to the Novo Mercado segment of B3, the Management proposes the conversion of all preferred shares issued by the Company into common shares, at the ratio of one class A or class B (1) preferred share for one (1) common share ("Conversion"), in compliance with the new provisions of the Company's Bylaws, whose wording has been submitted to the Extraordinary Shareholders Meeting to be held on the same date.

Appendix I hereto describes and provides the justification for the amendments proposed on account of the Conversion, and analyzes their impacts, as required by ICVM 481/09.

Once the Conversion is approved, the equity and voting rights attributed to the new common shares will be identical to the equity and voting rights attributed that the existing common shares of the Company will be entitled to after the Migration is approved, subject to the new provisions of the Company's Bylaws, whose wording has also been submitted to the Extraordinary Shareholders Meeting for approval.

The common shares to be received by class A or B preferred shareholders of the Company on account of the conversion will be entitled to the same benefits, including dividends and shareholders remuneration that may be approved in the future, and to the same rights attributed to the holders of the existing common shares of the Company. Moreover, once the shares issued by the Company start trading on the Novo Mercado, all shareholders of the company will be entitled to receive one hundred percent (100%) of the amount paid per voting share in the controlling block, in case of sale of control of the Company.

Among other amendments proposed to the Bylaws of the Company is the change in the methodology for calculating the minimum mandatory dividend, whose goal is to preserve the financial liquidity of the Company in the years when its net income is not proportional to its operational cash flow.

The change in the methodology for calculating mandatory dividends could imply, depending on the Company's operating cash flow, a reduction in the mandatory dividend currently applicable. In accordance with ICVM 481/09, the detailed justification of the reasons for changing the methodology for calculating the mandatory dividends, as well as comparative information required by said regulation, are available in Appendix II hereto.

In accordance with ICVM 481/09, the proposed amendments to the Bylaws of the Company are highlighted in Appendix IV hereto, and the origin, justification and analysis of the legal and economic effects of each amendment are detailed in Appendix V hereto.

Approval of the Conversion will signify agreement by shareholders who approved the rights and benefits attributed to the common shares issued by the Company, as set forth in the management proposal for the amendment and restatement of the Bylaws of the Company, including with regard to the methodology for calculating mandatory dividends, as per the draft submitted to the Extraordinary Shareholders Meeting for approval. For more information regarding the proposal amendment and restatement of the Company's Bylaws, see item II.2 below.

If the Conversion is approved in the Special Meetings, the preferred shareholders of the Company who (i) vote against the conversion; (ii) abstain from voting; or (iii) fail to attend the Special Meetings, will be entitled to the withdrawal rights and to require the reimbursement of the preferred shares issued by the Company held by them, pursuant to Paragraph 1 of the head paragraph of Article 137 of Brazilian Corporations Law.

In compliance with ICVM 481/09, information regarding the conditions for exercising said withdrawal rights is available in Appendix III hereto.

All acts of the Migration, including the Conversion and the amendment and restatement of the Bylaws, will be considered as a single operation and, hence, are bound and conditioned upon each other's approval in order to ensure their full execution, so that the rejection of any of the items on the agenda, including the Conversion, will render the other resolutions ineffective.

II. Extraordinary Shareholders Meeting

II.1. Admission of the Company's shares to the Novo Mercado special listing segment of B3

The Management submits to shareholders for approval, the migration of the Company to the Novo Mercado special listing segment of B3 ("Novo Mercado").

Migration to the Novo Mercado represents the Company's commitment to advancing its corporate governance practices so that its shareholders enjoy equal voting and economic rights in an alignment of interests to achieve the Company's corporate purpose.

Apart from the advances in corporate governance, if approved, the Migration will grant: (i) full voting rights in shareholders meetings; and (ii) the non-controlling shareholders the right to sell their shares at the same price paid to the controlling shareholders in case of transfer of control to third parties (full tag-along rights).

In compliance with the requirements for authorization of trading on securities in the Novo Mercado, set forth in the Novo Mercado Listing Regulation ("Novo Mercado Regulation"), the listing of the Company's shares in the Novo Mercado is subject to approval of items II.2 and II.3 herein at the Extraordinary Shareholders Meeting, and item I.1 herein in the Special Meetings.

The Company will keep the market informed of the approval of the matters discussed in this Proposal by the Special Meetings and the Extraordinary Shareholders Meeting, as well as of its listing in the Novo Mercado segment.

II.2 Conversion of all preferred shares into common shares

For information on the Conversion, see item I.1 above.

In light of the provisions in Paragraph 1, Article 136 of Brazilian Corporations Law, the Conversion, pursuant to this Proposal, will be subject (i) to prior approval by more than half of the Company's class B preferred shareholders at the Special PN-B Meeting; and (ii) to prior approval by the more than half of the Company's class A preferred shareholders at the Special PN-A Meeting.

II.3. Amendment and restatement of the Company's Bylaws

Together with Migration and Conversion, Management proposes the amendment and restatement of the Company's Bylaws to adapt it to the Novo Mercado Regulations, change the methodology for calculating mandatory dividends, and reflect the corporate governance best practices ("Amendment and Restatement of Bylaws").

In accordance with ICVM 481/09, the proposed amendments to the Company's Bylaws, included in the item on Amendment and Restatement of the Bylaws, are highlighted in Appendix IV hereto, and the origin, justification and analysis of the legal and economic effects of each amendment are detailed in Appendix V hereto.

The proposed amendments to the Company's Bylaws include changing the methodology for calculating mandatory dividends, whose goal is to preserve the Company's liquidity in the years when its net income is not proportional to its operating cash flow.

The change in the methodology for calculating mandatory dividends could imply, depending on the Company's operating cash flow, a reduction in the mandatory dividends. In accordance with ICVM 481/09, the detailed justification of the reasons for changing the methodology for calculating the mandatory dividends, as well as comparative information required by said regulation, are available in Appendix II hereto.

The Amendment and Restatement of the Bylaws and other matters specified in items II.1 and II.2 above are considered as a single operation and, hence, are bound and conditioned upon each other's approval, so that the rejection of the Amendment and Restatement of the Bylaws will render the other resolutions ineffective.

Approval of the Amendment and Restatement of the Bylaws shall therefore mean agreement with the terms and conditions of the Conversion, submitted to the Special Meetings.

If the Amendment and Restatement of the Bylaws is approved in the Extraordinary Shareholders Meeting, the Company's preferred shareholders who (i) vote against the conversion; (ii) abstain from voting; or (iii) fail to attend the Special Meetings, will be entitled to withdrawal rights and to require the reimbursement of the common shares issued by the Company held, pursuant to Paragraph 1 of the head paragraph of Article 137 of Brazilian Corporations Law.

In compliance with the provisions of ICVM 481/09, information regarding the conditions for exercising said withdrawal rights is available in Appendix III hereto.

III. General Information

The consolidated description of the items on the agenda is available in the Management Proposal which, together with other documents to be examined at the Extraordinary Shareholders Meeting and the Special Meetings, is available to Shareholders on the investor relations website of the Company (www.suzano.com.br/ir) and on the websites of the Securities and Exchange Commission of Brazil - CVM (www.cvm.gov.br) and the São Paulo Stock Exchange – B3 (www.bmfbovespa.com.br).

The Company informs that it has implemented an absentee ballot system, in accordance with CVM Instruction 481/2009 (as amended), enabling its preferred shareholders to send voting instructions to the Special Meetings in accordance with law. In view of the absentee ballot system, the Special Meetings will be identified in the Absentee Ballot as Extraordinary Shareholders Meeting and the matters subject to vote will be the matters for deliberation at the respective Special Meetings.

Without prejudice to Paragraph 2, Article 5 of CVM Instruction 481/2009, the Company requests that proxy instruments and proof of ownership of shares required to participate in the Extraordinary Shareholders Meeting and/or Special Meetings be delivered to the registered office of the Company by 5:00 p.m. on September 27th, 2017.

Salvador, August 28th, 2017.

David Feffer
Chairman of the Board of Directors

APPENDIX I

INFORMATION REQUIRED DUE TO THE CONVERSION OF PREFERRED SHARES INTO ORDINARY SHARES

(Pursuant to Appendix 17 of ICVM 481/09)

1. In case of creation of preferred shares or a new class of preferred shares

Item 1 of Appendix 17 of ICVM 481/09 and its sub-items are not applicable to the case hereof.

2. In case of change in the preferred shares, advantages or redemption conditions or amortization of preferred shares

a. Describe, in detail, the proposed changes

The Management proposes that the totality of the seven hundred and thirty four million, six hundred and eighty one thousand and seventy four (734,681,074) preferred shares issued by the Company are converted into seven hundred and thirty four million, six hundred and eighty one thousand, seventy four (734,681,074)¹ common shares, in the proportion of one (1) preferred share, classes A or B, for each common share, in view of the new terms of the Company's Bylaws, which wording has been submitted for the Extraordinary Shareholders Meeting approval, to be held on the same date.

Due to the provisions of paragraph 1 of article 136 of the Brazilian Corporations Law, the conversion of the totality of the preferred shares issued by the Company into common shares is conditioned to (i) the prior approval, by holders of more than half of the class B preferred shares issued by the Company, reunited in the Special PN-A Meeting; and (ii) the prior approval, by holders of more than half of the Class A preferred shares issued by the Company, reunited in the Special PN-B Meeting.

Therefore, in case the Conversion is not approved in the Special Meetings and on the Extraordinary Shareholders Meeting, the capital stock of the Company will be divided into (one billion, one hundred and five million, eight hundred and twenty six, one hundred and forty five) 1,105,826,145 common, book entry shares, with no par value.

The effectiveness of the Conversion is conditioned to the approval of all the other acts submitted to the Shareholders Meetings, among them, the Migration and Reform of the Bylaws.

The approval of the Conversion shall mean the agreement with the new terms and conditions proposed by the Management to the Company's Bylaws, as per the minute submitted for the Extraordinary Shareholders Meeting approval, including for the purposes of the right to withdraw.

b. Justify, in detail, the proposed changes

The conversion of the totality of the preferred shares into common shares aims to fulfill with the requirements established in the Novo Mercado Rules, which determine that the capital stock

¹ The executed change aims to reflect (i) the cancellation of PN-Bs and (ii) the conversion of ONs into PN-As carried out in this year's ordinary and extraordinary shareholders meeting (AGOE).

of companies listed in the Novo Mercado segment shall be exclusively composed by common shares.

c. Provide a detailed analysis of the impact of the proposed changes over the holders of the shares which are subject to the change

In case the Conversion is approved in the Special Meetings and in the Extraordinary Shareholders Meeting, the current holders of preferred shares shall become holders of common shares issued by the Company, respecting the exchange ratio of one (1) preferred Class A share or one (1) preferred Class B share for one (1) common share.

The political and ownership rights attributed to the new common shares are identical to the political and ownership rights that the other currently existing common shares issued by the Company will be entitled to after the approval of the Migration, subject to the new terms of the Company's Bylaws, which wording has also been submitted for the Extraordinary Shareholders Meeting approval.

The rights attributed to the new common shares include the right to vote in the Shareholders Meeting, the right to receive one hundred percent (100%) of the amount paid per voting share in the controlling block, in case of sale of control of the Company, as well as the right to the receipt of dividends and/or interest on capital which are declared by the Company.

Among other amendments proposed to the Bylaws of the Company is the change in the methodology for calculating the minimum mandatory dividend, whose goal is to preserve the financial liquidity of the Company in the years when its net income is not proportional to its operational cash flow.

The change in the methodology for calculating mandatory dividends could imply, depending on the Company's operating cash flow, a reduction in the mandatory dividend currently applicable. In accordance with ICVM 481/09, the detailed justification of the reasons for changing the methodology for calculating the mandatory dividends, as well as comparative information required by said regulation, are available in Appendix II hereto.

In accordance with ICVM 481/09, the proposed amendments to the Bylaws of the Company are highlighted in Appendix IV hereto, and the origin, justification and analysis of the legal and economic effects of each amendment are detailed in Appendix V hereto.

The preferences originally attributed to the preferred shares issued by the Company will not be transferred to the new common shares after the conclusion of the Conversion process.

d. Provide a detailed analysis of the impact of the proposed changes over the rights of the holders of other classes and types of shares of the company

The holders of common shares issued by the Company which do not hold preferred shares will have their equity interest in the voting capital of the Company and its corresponding political rights diluted due to the conversion of the preferred shares into common shares. On the other hand, if approved, the conversion of the preferred shares into common shares will enable to entrance of the Company in the Novo Mercado segment, which will enable (i) differentiated corporate governance practices and (ii) wide access of the Company to the capital markets.

APPENDIX II

INFORMATION REQUIRED DUE TO THE CHANGE IN THE METHODOLOGY FOR ASCERTAINING THE MANDATORY DIVIDEND

(Pursuant to Appendix 18 of ICVM 481/09)

I – detailed description of the reasons for the reduction of the mandatory dividend;

The change in the methodology for ascertaining the mandatory dividend aims to preserve the financial liquidity of the Company in the fiscal years in which its net profit is not proportional to its generation of operational cash. Depending on the generation of operational cash of the Company, the change in the methodology for ascertaining the mandatory dividend may imply in the reduction of the mandatory dividend.

II – comparative chart indicating the following amounts for each type and class of share:

a) mandatory dividend and total approved dividend, including interest on capital, in the last three (3) fiscal years;

	2014	2015	2016
(R\$ thousand)			
Minimum dividend pursuant to the current policy	-	120,000	370,828
Dividends paid	150,000	420,000	370,828

b) mandatory dividend, including interest on capital, which would have been approved in the last three (3) fiscal years, in case the new wording of the bylaws were in force.

	2014	2015	2016
(R\$ thousand)			
Adjusted EBITDA	2,452,010	4,593,675	3,905,875
Maintenance Capex	998,665	1,108,750	1,158,119
Operational Cash Flow	1,453,345	3,484,925	2,747,756
10% of cash generation	145,335	348,493	274,776
Minimum dividend pursuant to the new policy proposed	-	120,000	274,776

APPENDIX III

INFORMATION REQUIRED DUE TO THE RESOLUTION WHICH CAUSES THE RIGHT TO WITHDRAW

(Pursuant to Appendix 20 of ICVM 481/09)

1. Description of the Event which causes the Right to Withdraw and its Legal Justification

The right to withdraw will arise from the approval of the Migration due to the (i) conversion of the preferred shares into common shares issued by the Company, based on article 137 and also on the provisions of item II of article 136, both from the Brazilian Corporations Law; and (ii) the adherence by the shareholders to the new terms of the Company's Bylaws, which establishes the change in the methodology for ascertaining the mandatory dividend, based on article 137 and also on the provisions of item III of article 136.

All the Migration's acts, including the Conversion and the Bylaws Reform are considered a single transaction and, therefore, are bound and conditioned among themselves, in order to ensure their full execution in the terms proposed by the Management.

Therefore, for the purposes of the exercise of the right to withdraw, the approval of the Conversion by any shareholder shall mean its agreement with all the other Migration acts, including the change in the methodology for calculating the mandatory dividend, as per the Bylaws' Reform. In the same way, the approval of the Bylaws' Reform shall mean the agreement by the shareholders which approved it together with the other Migration Acts, including the Conversion, in such a way that the Shareholders that approve the Conversion may not exercise its right to withdraw in relation to the approval of the Bylaws' Reform and the shareholders which approve the Bylaws' Reform may not exercise the right to withdraw with respect to the Conversion.

2. Shares and Classes to which the Right to Withdraw is Applicable

Pursuant to the terms of article 137 of the Brazilian Corporations Law, will be entitled to withdraw from the Company: (a) only the holders of preferred shares (i) dissident of the resolutions of the respective Special Meetings; (ii) that have abstained from the resolutions of the respective Special Meetings; or (iii) that did not attend the respective Special Meetings; and (b) only the holders of common shares (i) dissident of the Bylaws' Reform resolution; (ii) that have abstained from the Bylaws' Reform resolution; or (iii) that did not attend the Extraordinary Shareholders Meeting.

The Company will disclose the Notice to Shareholders containing all the necessary information for the exercise of the right to withdraw.

3. Inform the date of the first publication of call shareholders' meeting call notice, as well as the date of the communication of the relevant fact regarding the resolution which gave or which will give rise to the right to withdraw

The call notice of the Special Meetings was disclosed before the Empresas.NET System maintained by the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários - CVM*) and B3 on the date hereof and its publication will be carried out on the following days: 29, 30 and 31 of August 2017.

The Relevant Fact which addressed the approval of the Migration and the Conversion by the Board of Directors of the Company, still in that opportunity subject to certain conditions has been disclosed to the market on July 31, 2017.

4. Inform the term for the exercise of the right to withdraw and the date which will be considered for the effect of determining the holders of the shares which may exercise the right to withdraw

The owner of shares issued by the Company that wishes to withdraw from the Company will have a thirty-day term counting from the date of publication of the Special Meetings and the Extraordinary Shareholders Meeting minutes (as the case may be) in order to exercise its right. In case the right is not exercised within such term, such right will preclude pursuant to the terms of paragraph 4 of article 137 of the Brazilian Corporations Law. The right to withdraw may be exercised only in relation to shares issued by the Company which are held without interruption since July 31, 2017, date in which the relevant fact that disclosed to the market the Company's intention to enter the Novo Mercado.

5. Inform the amount of reimbursement per share or, in case it is not possible to determine it previously, the estimate of the management regarding such amount

The amount of the reimbursement shall be of nine reais and thirty cents (R\$ 9.30) per share, regardless of the class or type, equivalent to its respective equity value shown in the balance sheet drawn up on December 31, 2016 and approved by the Ordinary Shareholders Meeting of the Company held on April 28, 2017, provided, however, the right of the dissenting shareholder to ask, jointly with the reimbursement, the draw up of a special balance sheet, in the terms of paragraph 2 of article 45 of the Brazilian Corporations Law.

6. Inform the form of calculating the reimbursement amount

The owner of the shares issued by the Company which opts to exercise its right to withdraw, regardless of class or type, shall receive the amount of nine reais and thirty cents (R\$ 9.30), multiplied by its quantity of shares issued by the Company.

7. Inform if the shareholders will have the right to request the draw up of a special balance sheet

Yes, the dissenting shareholder may request, jointly with the reimbursement, the draw up of a special balance sheet, in the terms of paragraph 2 of article 45 of the Brazilian Corporations Law.

8. In case the reimbursement amount is determined upon valuation, list the experts or the specialized companies recommended by the management

Not applicable.

9. In case merger, merger of shares or amalgamation involving controlling and controlled company or under common control

a. Calculate the exchange ratio of the shares based on the book value at market prices or other criteria accepted by CVM

Not applicable.

b. Inform if the exchange ratio of the shares set forth in the protocol of the transaction are less advantageous than the ones calculated pursuant to item 9(a) above

Not applicable.

c. Inform the amount of the reimbursement calculated based on the book value at Market prices or other criteria accepted by CVM

Not applicable.

10. Inform the book value of each share ascertained as per the last balance sheet approved

The book value of each share pursuant to the last balance sheet approved is of nine reais and thirty cents (R\$ 9.30).

11. Inform the quotation of each class or type of shares to which the right to withdraw is applicable in the markets in which they are negotiated, identifying:

(i) Minimum, medium and highest quotation of each year, of preferred shares, in the last three (3) years;

Period	Highest (R\$/share)	Minimum (R\$/share)	Medium (R\$/share)
2014	10.58	6.65	8.52
2015	18.53	9.36	14.84
2016	17.76	8.94	12.10

(ii) Minimum, medium and highest quotation of each quarter of the preferred shares, in the last two (2) years;

Period	Highest (R\$/share)	Minimum (R\$/share)	Medium (R\$/share)
1T14	8.90	7.59	8.32
2T14	8.31	6.65	7.53
3T14	9.48	7.70	8.48
4T14	10.58	8.39	9.72
1T15	13.91	9.36	11.32
2T15	16.00	13.14	14.65
3T15	18.39	13.26	16.24
4T15	18.53	15.40	17.12
1T16	17.76	11.57	14.10

2T16	14.29	10.43	12.61
3T16	11.73	8.94	10.14
4T16	13.83	9.83	11.69

(iii) Minimum, medium and highest quotation of each month, of the preferred shares, in the last six (6) months; and

Period	Highest (R\$/share)	Minimum (R\$/share)	Medium (R\$/share)
Mar/2017	13.08	11.85	12.54
Abril/2017	13.58	12.14	12.83
Mai/2017	15.75	12.51	13.86
Junho/2017	15.95	13.91	14.88
Julho/2017	14.33	13.36	13.94
Agosto/2017¹	17.72	15.06	16.38

¹ quotation by August 25th, 2017

(iv) average quotation of the preferred shares, in the last ninety (90) days;

Period	Highest (R\$/share)	Minimum (R\$/share)	Medium (R\$/share)
90 dias¹	17.72	12.42	14.56

¹ last 90 trading days by August 25th, 2017

APPENDIX IV

BYLAWS OF THE COMPANY WITH THE PROPOSED CHANGES HIGHLIGHTED

BYLAWS

SUZANO PAPEL E CELULOSE S.A.
Publicly Held Company of Authorized Capital
CNPJ/MF n° 16.404.287/0001-55
NIRE n° 29.300.016.331

CHAPTER I

NAME, HEAD OFFICE, DURATION AND PURPOSE

Clause 1 - SUZANO PAPEL E CELULOSE S.A. ("Company") is a Brazilian corporation with authorized capital, governed by these Bylaws and by the applicable legislation, operating in an ethically responsible manner and with respect for human rights.

Sole

Paragraph - ~~The~~With the admission of the Company ~~is listed on the Level 1 Corporate Governance in the special listing~~ segment of the ~~BM&FBOVESPA S.A. — Securities, Commodities and Futures Exchange (BM&FBOVESPA), and as such is subject, together with~~Novo Mercado of B3 S.A. – Brasil Bolsa, Balcão ("B3"), the Company, its shareholders, managers and Fiscal Council members; ~~are subject~~ to the ~~Level 1 Corporate Governance~~Novo Mercado Listing Regulations of the ~~BM&FBOVESPA ("Level 1 Regulations~~B3 ("Novo Mercado Rules")).

Clause 2 - The Company has its head office in the city, municipality and district of Salvador, State of Bahia, which is its legal jurisdiction.

Clause 3 - The Company shall have indeterminate duration.

Clause 4 - The objects of the Company are:

- a) manufacture, trade, import and export of pulp, paper and other products originated from the transformation of forest materials, including their recycling, and products related to the printing industry;
- b) formation and commercial operation of homogenous forests, company-owned or owned by third parties, directly or through contracts with companies specializing in forest cultivation and management;

- c) provision of services, and import, export and commercial operation of assets related to the Company's purposes;
- d) transportation, by itself or by third parties;
- e) holding interest as a partner or shareholder in any other company or project;
- f) operation of port terminals; and
- g) generation and sale of electricity.

CHAPTER II

~~REGISTERED~~ CAPITAL STOCK AND SHARES

Clause 5 - The capital stock of the Company, fully subscribed ~~capital~~ is of six billion, two hundred and forty-one million, seven hundred and fifty-three thousand, thirty-two reais and sixteen centavos (R\$6,241,753,032.16), divided into one billion, one hundred and five million, eight hundred twenty-six thousand, one hundred and forty-five (1,105,826,145) ~~shares, with no par value, of which three hundred seventy-one million, one hundred forty-five thousand, seventy-one (371,145,071) are registered, common shares, seven hundred thirty four million, six hundred and fifty two thousand, seven hundred and eighty seven (734,652,787) are class "A" preferred shares, and twenty eight thousand, two hundred and eighty seven (28,287) are class "B" preferred shares, both of common shares, all nominative and~~ book-entry type, with no par value.

§ One - The registered capital may be increased without any change in the Bylaws, by decision of the Board of Directors, up to the limit of ~~260,039,904 (two seven~~ hundred and ~~sixty eight~~ million, ~~thirty nine thousand, nine one hundred and nineteen, seven~~ hundred and ~~four)~~ ordinary shares, ~~517,079,808 (five hundred and seventeen million, seventy nine thousand and eight hundred and eight) class A preferred shares and 3,000,000 (three million) class B preferred~~ twelve (780,119,712) ordinary shares, all exclusively book-entry type.

§ Two - ~~In decisions on the issuance of preferred shares, the Board of Directors shall indicate the number, type and class of shares to be issued, price and conditions of the issue, whether the form of paying in of subscription shall be at sight or for later payment, and in the latter case the minimum to be paid on subscription and the period and conditions for payment of the balance. The Company may not issue preferred shares.~~

§ Three - In the event of an increase in capital, pursuant to the terms of the law, the shareholders shall have the preemptive right in subscription of the shares to be issued, in proportion to the number ~~and type~~ of shares that they hold, ~~for a period of 30 (thirty) calendar days from the publication of the respective notice to shareholders.~~

§ Four - The Board of Directors may exclude the ~~right~~ of first refusal for existing shareholders in any issue of shares, debentures convertible into shares or warrants the placement of which is made through (i) sale on securities exchanges or by public subscription or (ii) exchange of shares, in a public offering for acquisition of control, in accordance with the legislation.

~~**Clause 6 -** The class B preferred shares shall be reserved for subscription with FINOR tax incentive instruments.~~

~~**§ One -** Services of custody and transfer of ownership of book entry shares shall be provided free of charge to FINOR - Fundo de Investimentos do Nordeste - for shares subscribed by it.~~

~~**§ Two -** Shares subscribed by Fundo de Investimentos do Nordeste - FINOR shall be paid by deposits of the corresponding quantity in a linked account with Banco do Nordeste do Brasil S.A. in the name of the Company, the release of the funds to take place after presentation of the proof of filing with the Commercial Board of the State and, according to the law, the Minutes of the Board of Directors which made the respective decision.~~

~~**§ Three -** The Class B preferred shares shall not be transferable until the date of issue of the Certificate of Project Completion by the competent Development Agency.~~

~~**Clause 7 -** Holders of class A preferred shares shall have the following benefits:~~

- ~~a) priority in reimbursement of capital, in the event of liquidation of the Company;~~
- ~~b) full sharing in the results of the Company, subject to the terms of item "c" below;~~
- ~~c) dividend, per preferred share, at least 10% (ten percent) greater than the dividend attributed to each common share;~~
- ~~d) participation, on equal conditions with the common shares, in distribution of profits in the form of bonus in cash or in any other form, and also in the capitalization of any type of reserve, including a reserve relating to revaluation of assets, subject to item "c" above.~~

Sole

~~**Paragraph -** The class A preferred shares shall not carry the right to vote, other than in circumstances in which the law gives them this right.~~

~~Clause 8~~ — Holders of Class B preferred shares shall have the following benefits:

- ~~a)~~ — priority in distribution of a minimum dividend of 6% (six per cent) per year, calculated on that part of the registered capital made up of this type of class of shares;
- ~~b)~~ — dividend, per preferred share, at least 10% (ten percent) greater than the dividend attributed to each common share;
- ~~c)~~ — the right to a dividend equal to that of the common shares, using the preferential dividend for this comparison, and subject to the terms of item “b” above;
- ~~d)~~ — priority in the reimbursement of capital in the event of liquidation of the Company;
- ~~e)~~ — participation, on equal conditions with the common shares, in distribution of profits in the form of bonus in cash or in any other form, and also in the capitalization of any type of reserve, including a reserve relating to revaluation of assets, subject to item “b” above;
- ~~f)~~ — full participation in the results of the Company, in such a way that no other type or class of share shall have superior ownership advantages in relation to the Company’s equity.

~~§ One~~ — The class B preferred shares shall not carry the right to vote.

~~§ Two~~ — The class B preferred shares shall acquire the right to vote if the minimum dividends to which they have the right are not paid in three consecutive business years, and they shall maintain this right until the respective payment.

~~§ Three~~ — In the event of an increase in capital the class B preferred shares shall not have right of preference for subscription of the new shares as long as they are held in the name of FINOR.

~~§ Four~~ — There shall be no preference right for subscription of securities issued under the special law for tax incentives.

~~Clause 9~~ — The Company has the right, by decision of its General Meeting of Shareholders, to create new classes of preferred shares, or increase the quantity of preferred shares of existing classes, without maintaining their proportion in relation to the other shares, provided that the total number of preferred shares without the right to vote does not exceed 2/3 (two thirds) of the registered capital. Preferred shares may also be created or increased in number to comply with a request of shareholders under Clause 10 of these Bylaws.

~~§ One~~ — Decisions on the increase of registered capital shall indicate, in relation to the shares to be issued, how the first subsequent dividend to which the new shares are entitled shall be calculated.

§ ~~Two~~Five - In the event of capital increase by incorporation of reserves or of funds of any kind, the new shares, if issued, shall maintain the same proportions in relation to quantity, ~~type and class~~ of shares as those existing at the moment prior to the increase, and the rights attributed to ~~each type and class of~~the shares issued by the Company must be fully obeyed.

~~Clause 10~~ — ~~Shareholders may at any time request conversion of all or part of their holdings of common shares into preferred shares. This will result in each common share being converted purely and simply into one preferred share, subject to the maximum limit set by the previous Clause.~~Clause 116 - Any shareholder who, for any reason, does not within the specified period pay in any call for capital to subscribe shares of the Company shall, for the full purposes of law, be regarded as in arrears and subject to payment of the amount subscribed with monetary adjustment, in accordance with the law, by the Market General Price Index (IGP-M, published by the FGV), plus interest of 12% per year and a penalty payment of 10% on the amount of the outstanding balance of the call.

CHAPTER III

~~THE GENERAL MEETING OF~~ SHAREHOLDERS MEETING

Clause 127 - The Shareholders Meeting shall be convened, ordinarily, in one of the 4 (four) months following the ending of the business year and, extraordinarily, at any time when called by the Chairman of the Board of Directors, by a Vice-chairman of the Board of Directors, or in any of the cases provided for by law.

Sole

Paragraph - The Shareholders Meeting which has as a matter of its agenda the resolution over (i) the cancellation of the company's registry as a publicly held company, (ii) the withdraw of the Company from the Novo Mercado, or (iii) the change or the exclusion of Clause 30 below, shall be called, with at least, sixty (60) days in advance.

Clause 138 - The Shareholders Meeting shall be declared to be in session by the Chairman of the Board of Directors, or by any of the Vice-Chairmen of the Board of Directors, by the Chief Executive Officer, or by the Investor Relations Officer and the shareholders shall then immediately elect the Chairman of the Meeting, who shall request one of those present to be secretary of the Meeting. The Shareholders Meeting may also be declared to be in session by an attorney-in-fact, appointed for that specific purpose by the Chairman of the Board of Directors or by the Chief Executive Officer.

~~TÍTULO~~ CHAPTER IV

THE MANAGEMENT ~~OF THE COMPANY~~

Clause 149 - The following are the Company's management bodies:

- a) the Board of Directors: and
- b) the Executive Officers.

Clause 1510 - The Board of Directors is a committee decision body, and representation of the Company is a private right of the Chief Executive Officers and Executive Officers.

§ One - The term of office of the members of the Board of Directors is 2 (two) years, and that of the Executive Officers is 1 (one) year, but both shall be extended until the new members appointed are sworn in. Board members will serve a unified term and re-election is allowed.

§ Two - The investiture of the Directors and Officers is conditional on the prior execution of the Managers' Term of Investiture in accordance with the ~~Level 1~~ Regulations Novo Mercado Rules, as well as their compliance with the applicable legal requirements.

§ Three - The positions of Chairman of the Board of Directors and Chief Executive Officer or key executive of the Company cannot be held by the same person.

Clause 1611 - The Ordinary General Meeting of Shareholders shall, annually, set the global amount of remuneration of the Board of Directors and the Executive Officers, it being for the Board of Directors to decide on the form of distribution of the amount fixed, between its members and those of the Executive Officers.

SECTION I

~~THE EXECUTIVE OFFICERS~~ BOARD OF DIRECTORS

Clause 1712 - The Board of Directors shall be made up of between 5 (five) and 9 (nine) members, resident in or outside Brazil, elected and dismissed by the Shareholders Meeting, who shall appoint a Chairman and up to 2 (two) Vice-Chairmen from among them.

§ One - Out of the members of the Board of Directors, at least twenty per cent (20%) shall be Independent Directors, as per the definition of the Novo Mercado Rules, and expressly declared as such in the Shareholders Meeting which elects them, being also considered as independent the Directors elected upon the faculty set forth by paragraphs 4 and 5 of article 141 of Law n° 6,404/76 ("Corporations Law").

§ Two - When, due to the compliance of the percentage referred in the paragraph above, results in a fractional number of directors, it shall proceed with the rounding in the terms of the Novo Mercado Rules.

Clause 1813 - The Board of Directors shall meet on being called by its Chairman, or any of its Vice-Chairmen or by the Chief Executive Officer, with a minimum of 2 (two) days' notice and indication of the agenda. Convocation may be by electronic mail. The quorum for the Board to be in session at first ~~convocation~~call is at least 2/3 (two-thirds) of its members, provided that at least the Chairman or one of the Vice-Chairmen of the Board of Directors shall be present, and, on second ~~convocation~~call, the majority of its members, provided that at least the Chairman or one of the Vice-Chairmen of the Board of Directors shall be present. The decisions of the Board of Directors shall be taken by a majority vote of members present at the meeting, provided that one is the Chairman or one of the Vice-Chairmen. In the event of a tied vote, the Chairman of the Board of Directors shall have a casting vote.

§ One - Members of the Board of Directors may take part in meetings by telephone, videoconference or other means of communication; and to ensure effective participation and authenticity of the vote, members should, within the 3 (three) days following meetings ~~of this type~~, deliver to the head office, or send by ~~fax~~e-mail, documents signed by them confirming their participation and the content of their votes. This procedure may be dispensed with by the said member signing the corresponding minutes of the meeting of the Board of Directors, which must make reference to the medium by which the member stated his or her opinion.

§ Two - Any member of the Board of Directors shall have the right to be represented, through written document or through ~~email, by one of his or her peers in the meetings~~e-mail, by another member of the Board of Directors, whether for the formation of a quorum, or for voting, with the option to indicate, or not, his or her vote. This representation shall be extinguished simultaneously with the closing of the meeting of the Board of Directors.

§ Three - Similarly, votes shall be valid if made by letter, telegram, ~~or~~ e-mail ~~or fax~~, when received by the Chairman of the Board of Directors or his substitute, up to the ~~moment~~end of the meeting.

§ Four - The Chairman of the Board of Directors may invite any of the members of the Committees of the Board of Directors or any of the Executive Officers who are not members of the Board of Directors to attend meetings, but without the right to vote, and also any other executive of the Company, or the representative of the Company's external auditors, or any third party who may be able to

contribute opinions, information or suggestions or able to assist in the decisions of the members of the Board.

§ Five - The Board of Directors may also appoint an honorary member, a person of recognized professional competence with a history of dedication to the Company, who may be consulted on an information basis at the meetings of the Board of Directors, under rules and conditions to be set by the Board of Directors.

~~**§ Six -** Having previously received the opinion of the Management Committee on the matter, the Board of Directors may appoint, with the title of Director, persons to direct or manage sectors or areas, and such procedure shall not result in delegation of any powers that, either by law or by these Bylaws, are particular powers of the elected Directors, nor shall it attribute to them membership of any corporate body established by the Bylaws.~~

Clause 1914 - The following shall be the attributes of the Board of Directors:

- a) to fix the general orientation of the Company's business, subject always to the ethical values adopted by the community where it is working, especially respect for human rights and the environment;
- b) once the Management Committee and the People's Committee (if created by the Board of Directors) are heard, to elect, evaluate or dismiss Executive Officers, at any time, and to set the attributions and competencies of each one of them where these are not provided by these Bylaws;
- c) to inspect the management as effected by the Executive Officers; to examine the books and papers of the Company at any time; to request information on contracts signed or about to be signed, and any other acts;
- d) ~~to decide on issuance of preferred shares, in accordance with the first to fourth paragraphs of Clause 5 (five) of these Bylaws;~~ once the Management Committee is heard, to state an opinion on the management report and accounts of the Executive Officers
- ~~f) e)~~ once the Audit and Risk Management Committee is heard, to choose, and to dismiss, the ~~Independent Auditors~~ independent auditors, subject to the right of veto provided for by law;
- ~~g) o set~~ f) once the Audit and Risk Management Committee is heard, to approve the accounting criteria and practices;
- ~~h) g)~~ once the Management Committee is heard, to approve the long-term global strategy to be obeyed by the Company and by the subsidiary

companies, and also the long-term global strategy to be proposed for the affiliated companies;

- ~~i)~~ h) once the Management Committee is heard, to examine, approve, and monitor the execution of, the annual and multi-year capital expenditure and operational budgets, which shall be prepared by the Executive Officers;
- ~~j)~~ i) to monitor and evaluate the economic and financial performance of the Company;
- ~~k)~~ j) to state opinions on any proposals or recommendations made by the Executive Officers to the General Meeting of Shareholders;
- ~~l)~~ k) to decide on the grant, or not as the case may be, of the preemptive right of ~~preference to existing~~ shareholders, or to reduce the period of this right, in issues of shares, debentures convertible into shares, or warrants, the placement of which is made by one of the methods referred to in Section 172 of the Corporations Law-6404/76;
- ~~m)~~ l) subject to the terms of line “k” above, to decide on the issue of securities, including promissory notes, for public or private distribution, inside or outside Brazil, in accordance with the respective legislation;
- ~~n)~~ m) once the Management Committee is heard, to authorize initial or subsequent participation of the Company as a partner, shareholder or member of a consortium, in another company or undertaking, the giving in guarantee of any interest so acquired to third parties in the Company’s transactions, or disposal in any manner or form of any shareholding or interest which is part of the Company’s assets;
- ~~o)~~ n) to authorize the acquisition of shares in the Company, for the purpose of cancellation, or holding in treasury and subsequent sale;
- ~~p)~~ o) once the People’s Committee (if created by the Board of Directors) is heard, to appoint the Investor Relations Officer;
- ~~q)~~ p) once the Management Committee is heard, to authorize the Executive Officers, with limits of authority to be defined by a resolution approved at a meeting of the Board of Directors, the minutes of which meeting shall be duly registered with the ~~Commercial~~ competent Board of ~~the State of Bahia~~ Trade;
- ~~qq.1)~~ q).1) to sell, ~~r~~-place a charge on or acquire assets related to the Company’s fixed assets and those referred to in sub-clause “nm” of this Clause;

- ~~pp.~~2) to give a real guarantee of any nature, or to give a chattel mortgage;
- ~~pp.~~3) to agree asset or liability financial transactions, including those known as “vendor” transactions, in which the Company is a guarantor for its clients;
- ~~pp.~~4) to sign any other contracts in accordance with defined limits of authority in relation to amounts;
- ~~pp.~~5) to carry out, or order to be carried out, any acts not expressly provided for in these Bylaws provided that such acts are legally within its competence;
- ~~pp.~~6) to bring actions, make concessions, reach agreements or withdraw legal proceedings, procedures, measures or any other demands in Court, administrative or arbitration proceedings, and also to carry out voluntary tax offsetting, such as may result in or can result in obligations or rights on the part of the Company, or which may prejudice or can prejudice the Company’s reputation or image;
- ~~r~~q) to decide on the establishment of a Consultative Council to provide advice to the members of the Board of Directors, and to set the positions, remuneration and rules for functioning of that body; ~~and;~~
- ~~s)-r)~~ to create other Committees of the Board of Directors, whenever it deems this to be desirable, subject to the terms of Clause ~~2+16~~ below.;
- (s) once the People’s Committee (if created by the Board of Directors) is heard, nominate people to drive sectors or areas of the Company, as Officers, who shall report to an Executive Officer, not implying such procedure in the delegation of powers which, by law or the present Bylaws, are exclusive of Executive Directors elected, neither attributing to them, therefore, the condition of member of any statutory organ;
- (t) once the Management Committee is heard, to manifest in favor or against any tender offer for the acquisition of shares which aim at acquiring the shares issued by the Company (“OPA”), by means of a prior justified opinion, disclosed in up to fifteen (15) days as from the publication of the OPA notice, which shall encompass, at least (i) the convenience and opportunity of the terms offer for the acquisition of shares in relation to the joint interest of the shareholders and in relation to the liquidity of the securities; (ii) the repercussions of the tender offer for the acquisition of shares on the Company's interests; (iii) the strategic plans disclosed by the

offeror in relation to the Company; and (iv) other items that the Board of Directors considers pertinent, as well as the information required by the applicable rules established by the Brazilian Securities and Exchange Commission (“CVM”); and

(u) once the Audit and Risk Management Committee is heard, define a triple list of companies specializing in economic valuation of companies for the preparation of an appraisal report of the Company's shares, in cases of OPA for cancellation of registration as a publicly-held company or for the withdraw from the Novo Mercado.

~~Clause 20 - For the purposes of: (i) increasing interaction and cooperation between the Executive Officers and the Board of Directors; (ii) providing deep analysis of material strategic matters, ensuring that there is adequate information and maximum quality and efficiency in the process of decision-making by the Board of Directors; and (iii) meeting the requirements of the latest rules on corporate governance, the~~15 - The Committees of the Board of Directors ~~are hereby created, and their, which~~ function ~~shall be to give opinions on matters within their areas of~~ is to opine over the matter of their competence, in ~~accordance with the terms of~~ these Bylaws and the ~~decisions~~resolutions of the Board of Directors. The recommendations of the Committees shall have an exclusive opinionative character, being that the members of the Committees shall not have any deliberative power or responsibility for the resolutions.

§ One - Each Committee shall be made up of between 2 (two) and 9 (nine) people, who up may be members of the Board of Directors, appointed by that Board and having the same period of office as its members. The chairman of the Board of Directors shall appoint a coordinator for each Committee. The members of the Committees may be members of more than one Committee, if the Board of Directors so decides, and shall have the same legal duties and responsibilities as managers of a sociedade anônima. The Board of Directors may dismiss or replace the members of the Committees at any time. The recommendations of the Committees shall ~~decide~~be made by the majority of their members, and the Coordinator shall have a casting vote when the Committee has an even number of members.

§ Two - The Committees may have assistance from other professionals, and also an administrative support structure. The Company shall pay the remuneration of such professionals, including that of the members of the Committees and the expenses of the administrative support structure. When the Committees believe it to be necessary, they may also hire consultancy services from external professionals, whose fees shall be paid by the Company.

§ Three - The Board of Directors shall make specific rules (internal regulations) for the work, competency and procedures of the Committees.

Clause ~~21~~16 - Without prejudice to the creation of other committees by the Board of Directors, the following are now created:

- a) **The Management Committee:** The attributions of this committee shall be set by the Board of Directors, and shall include, among others, advising the Board of Directors in the fulfillment of its responsibilities in the areas of finance, budget and control, ~~management of talent, remuneration of executives,~~ legal subjects, new business, investments, relationship with the market and investors, monitoring of results of the Company and performance of executives, ~~and acting to promote the preparation and formulation of specific corporate policies for the areas of environment, health and safety, and also preparation of the annual Sustainability Report.~~ This Committee should give prior opinion when a decision of the Board of Directors deals with the matters specified in the sub-clauses “b”, “d”, “g”, “h”, “m”, “p” and “t” of Clause ~~19 (nineteen),~~14, with the exception of sub-Clause “h”, of these Bylaws.
- b) **The Sustainability and Strategy Committee:** The attributions of this committee shall be set by the Board of Directors, and shall include, among other matters, advising the Board of Directors on compliance with its responsibilities relating to the area of long-term strategy and its planning, and also advising the Board of Directors in the dissemination of the strategic concept of sustainability, aiming to meet the standards accepted worldwide as benchmarks of excellence. ~~This Committee should give a prior opinion when a decision of the Board of Directors deals with the subject specified in sub-Clause “h” of Article 19 (nineteen) of these Bylaws.~~
- c) **The Audit and Risk Management Committee:** shall have its attributions indicated by the Board of Directors, including, among others, to give advice to the Board of Directors in compliance with its responsibilities in relation to (i) analysis of the financial statements, development of internal controls; ~~and;~~ (ii) the analysis and monitoring of the Company’s indebtedness; (iii) analysis of credit transactions and/or liquidation of relevant debt of the Company, as well as the derivative transactions; (iv) identification and measurement of relevant risks associated to the Company, its activities and businesses; and (v) control, inspection and coordination of the work of the Company’s internal and external audits, and also permanently to make efforts for compliance with the Code of Conduct and of the mitigation plans. Such Committee shall previously opine when the decision of the Board of Directors is about the matters set forth in items “e”, “f” and “u” of Clause 14 of the Bylaws.

Clause 2217 - The Chairman of the Board of Directors has the following attributions, with the assistance, in relation to the matters in lines “b”, “c” and “d” below, at his exclusive option, of the respective Committees of the Board of Directors:

- a) to represent the Board of Directors in dealings with other parties;
- b) to suggest to the Board of Directors the general orientation of the Company’s business to be transmitted to the Executive Officers;
- c) to prepare all the elements necessary for the practice of the acts which are within the competence of the Board of Directors; and
- d) to accompany and give support to the activities of the Executive Officers and/or of any of its members.

Clause 2318 - If the Chairman of the Board of Directors is temporarily absent, he shall be substituted by one of the Vice-Presidents of that body, and it shall be for the Chairman of the Board of Directors to indicate the substitute; and when this does not happen, it shall be for the Board of Directors to make such indication. The same criterion shall be adopted in the same cases for any other member, who shall be substituted by one of his peers.

§ One - If a vacancy occurs on the Board of Directors, ~~an Extraordinary General Meeting of Shareholders should be called, within no more than 20 (twenty) days, to decide on a replacement~~ the seat may remain vacant until the next Ordinary Shareholders Meeting, without prejudice of a nomination of a substitute, in order to complete the current mandate, by the remaining directors in a Board of Directors Meeting, in the form of Article 150 of the Corporations Law, if one is necessary to maintain the minimum number of members of that body, or if it is deemed convenient that the post should be filled.

§ Two - The substitutions provided for in this Clause shall result in the exercise of the functions and of the right to vote in the meetings of the Board of Directors, but not in the remuneration and other advantages of the person substituted.

SECTION II THE EXECUTIVE OFFICERS

Clause 2419 - The Executive Officers shall be the Chief Executive Officer and between 4 (four) and 9 (nine) Executive Officers, resident and domiciled in Brazil, and of recognized technical and administrative ability, who may be shareholders, elected by the Board of Directors and able to be dismissed by it at any time, and also to be re-elected.

§ One - The area of specific activity and competence of each of the Executive Officers may be fixed by the Board of Directors, when not specified in these Bylaws.

§ Two - The members of the Executive Officers are not permitted to give personal guarantees.

Clause ~~25~~20 - In the temporary absence:

- a) of the Chief Executive Officer, his replacement shall be designated by the Chairman of the Board of Directors, from among the members of the Board of Directors or the Executive Officers;
- b) of any other Executive Officers, his replacement shall be designated by the Chief Executive Officer, from among the other members or from the direct subordinates of the Executive Officer who is absent or prevented, on his recommendation. In this latter case, the direct subordinate who is substituting the absent Executive Officer shall take part in all the routine activities and shall have all the duties of the said Executive Officer, including that of being present at meetings of the Executive Officers to instruct on matters relating to the Executive Officer who is substituted, without, however, exercising the right to a vote of receiving the remuneration of the person substituted.

§ One - In the event of a seat on the Executive Board becoming vacant, the Board of Directors shall meet to fill the vacant seat, if this be necessary to provide the minimum number of members of that body, or if the Board of Directors believes it to be convenient to fill the post. The term of office of the Executive Officer thus elected shall terminate simultaneously with that of his peers.

§ Two - Subject to the terms of line “b” of the head paragraph of this Clause, substitutions made under this Clause shall result in the substitute having the post of the person substituted as well as his or her own, including the right to vote, but excluding the right to receive the remuneration or other advantages of the person substituted.

Clause ~~26~~21 - The Executive Officers shall meet on convocation by the Chief Executive Officer, or by 2 (two) Executive Officers, with up to 2 (two) days’ prior notice, this period being dispensed with when all of the members take part in the meeting.

§ One - The meetings of the Executive Officers shall be valid when the majority of its members are present, including the Chief Executive Officer or his substitute.

§ Two - Decisions at all meetings of the Executive Officers shall be taken by the majority of the members present and recorded in minutes. In the event of a tied vote, the Chief Executive Officer shall have the casting vote.

§ Three - The Executive Officers may meet independently of the formality of convocation, when there is an urgent subject. For this meeting to be valid it is necessary that 2/3 (two-thirds) of the members of the Executive Officers be present or represented, and that the decision be taken unanimously.

Clause ~~27~~22 - The following shall be attributions of the Executive Officers:

- a) to comply with the terms of these Bylaws, and the decisions of the General Meeting of Shareholders and of the Board of Directors, and cause them to be complied with;
- b) to administer and manage the Company's business in accordance with the orientation established by the Board of Directors;
- c) to produce monthly interim financial statements and deliver them to the Board of Directors;
- d) to prepare the financial statements for each business period, as specified in these Bylaws, including a proposal for allocation of the profit, and submit them to the Board of Directors;
- e) to propose to the Board of Directors the approval of the procedures referred to in Clauses ~~32 (thirty two)~~27 and ~~33 (thirty three)~~28 of these Bylaws;
- f) to prepare the annual and multi-year operations and capital expenditure budgets, including, among other matters, the forestry, industrial, commercial, financial and human resources plans, to be submitted by the Chief Executive Officer to the Board of Directors;
- g) to decide on the transactions indicated in lines "~~ap.1~~" to "~~ap.4~~" and "~~ap.6~~" of Clause ~~19 (nineteen)~~14 of these Bylaws, subject, when their value does not exceed the amounts indicated in those sub-items, to the authorized limit amounts previously established by the Board of Directors or, if their value does exceed the amounts indicated in those sub-items, after prior submission to the Board of Directors;
- h) to inform the Management Committee in writing with a minimum of 5 (five) days' notice, whenever any General meetings of Shareholders, or Supervisory Board meetings, are called by any affiliated or subsidiary company, or by any project or undertaking in which the Company

participates with an interest (and when there is no Supervisory Board, in any meeting of the Executive Officers or similar body), submitting proposals aiming to make clear the likely vote of the Company in such [shareholders meeting or](#) meetings;

- i) to open and/or close branch offices or warehouses throughout the whole of Brazil;
- j) to inform the Board of Directors, in the person of its Chairman, in relation to any question of singular importance for the Company's business; and
- k) to seek continuous improvement in the organizational climate and results.

Clause 2823 - In acts and transactions which create obligations for the Company or exonerate third parties from obligations to it, the Company shall be represented, actively and passively, by any two of its Executive Officers.

§ One - The Company may be represented by one Executive Officer and one person holding a power of attorney, by two persons holding powers of attorney or even by one person holding a power of attorney, provided that the power of attorney itself is given by two Executive Officers, ~~one of them necessarily the Chief Executive Officer, and~~ provided that the said power of attorney precisely and consistently specifies the powers that it gives and its period of validity.

§ Two - No powers may be subrogated under any power of attorney, except for the purposes of court proceedings and in-court representation ~~before Public Administration bodies, in which case subrogation shall be allowed with a Clause reserving equal powers for the delegating party.~~

§ Three - The Company may, subject to the terms of this Clause, be represented by a single Executive Officer, [or by an attorney-in-fact with specific powers to practice any of the following acts](#):

- a) in acts of endorsement of checks or trade bills in favor of financial institutions, in the former case for the purposes of deposit in the Company's account; or in the latter case for the purposes of discount and/or deposit and/or trading charge and/or collection; also signing the respective contracts, proposals and bordereaux;
- b) [representation of the Company](#) before any federal, state or municipal public office, or independent public authority, or public companies, public mixed-capital companies or foundations, solely for administrative purposes;

- c) representation of the Company before the Labor Courts, the Public Attorneys' Offices, or in dealings with labor unions, including for the purposes of appointing representatives and in matters relating to hiring, suspension and dismissal of employees and/or labor agreements including labor litigation; and
- d) representation of the Company in relation to third parties, for the purposes of representation which does not involve any type of obligation on the Company.

§ Four - Except for purposes of the Courts, and of representation of the Company in administrative disputes ~~with government bodies~~ and procedures relating to brands and patents, all other powers of attorney given by the Company shall have a maximum period of validity, namely up to 30 June of the year following the year in which they are given, unless there be established a shorter period, which must in any event always be included in the respective instrument.

Clause ~~29~~²⁴ - The following are attributions of the Chief Executive Officer:

- a) without prejudice to the terms of Clause ~~28 (twenty eight)~~²³ above, to represent the Company actively or passively in the courts or outside the courts, especially to give personal testimony, and for this function he may designate a person to represent him, by special power of attorney;
- b) to represent the Company in its public and private relationships at high level;
- c) to oversee all the Company's activities in conformity with the orientation established by the Board of Directors; e
- d) to submit the annual and multi-year operations and capital expenditure budgets to the approval of the Executive Officers and the Board of Directors;
- e) to submit to examination by the Executive Officers the statistics, reports and statements which give evidence of the global results of the Company, including those of the affiliated and subsidiary companies;
- f) to stimulate good relations between the Executive Officers, the Committees and the Board of Directors, based on the interests of the Company;
- g) to keep the Board of Directors, in the person of its Chairman, constantly informed on all the facts and acts relating to the Company's activities and investments, discussing all the material aspects with him;

- h) to propose to the Board of Directors:
- h.1) setting of financial policy, at high level, to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;
 - h.2) decision on the long-term global strategy to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;
 - h.3) acquisition by the Company, or its subsidiaries, or affiliated companies, of an initial or subsequent interest, through shares, in any other company, and also the disposal of, or the placing of a charge on, any of these interests; and
 - h.4) formation of joint ventures or signing of partnerships of any type, or cancellation or renewals of such partnerships, by the Company or by its subsidiaries, or affiliated companies.

Sole

Paragraph - Service of process on the Company shall be valid only when served on the Chief Executive Officer and one other Executive Officer.

**CHAPTER V
THE AUDIT BOARD**

Clause 3025 - The Audit Board is a permanent body, and shall be made up of between 3 (three) and 5 (five) sitting members and an equal number of substitute members.

§ One - The investiture of the members of the Fiscal Council shall be conditioned to the previous subscription of the Statement of Consent of the Members of the Fiscal Council in accordance with the provisions of the Novo Mercado Rules, as well as compliance with applicable legal requirements.

Sole

Paragraph § Two - In the event of impediment or absence of any member, or a vacancy, members of the Audit Board shall be replaced by their respective substitute members.

CHAPTER VI

FINANCIAL STATEMENTS AND ALLOCATION OF NET PROFIT

Clause 3126 - The business year shall coincide with the calendar year, thus terminating on 31 December of each year, when the financial statements shall be prepared, together with which the management bodies shall submit to the General Meeting of Shareholders a proposal for allocation of the net profit for the ~~business year, adjusted in the terms of Section 202 of the Corporate Law~~ fiscal year ending on December 31 of the previous year ("Fiscal Year"), subject to deductions, in the following order, in accordance with law:

- a) a minimum of 5% (five percent) for the Legal Reserve ~~Fund~~, until it reaches 20% (twenty percent) of the registered capital, provided that in the fiscal year in which the balance of the legal reserve added by the capital reserve amounts exceed 30% (thirty percent) of the capital stock, it will not be mandatory to allocate part of the net income for the fiscal year to the legal reserve;
- b) the amounts ~~which must by law be~~ allocated to Contingency Reserves, if constituted;
- c) the amount necessary for the payment of a mandatory dividend which, in each ~~business year, represents~~ Fiscal Year, shall be equivalent to the lowest amount between: (i) 25% (twenty-five per cent) of the annual net profit adjusted in accordance with Section 202 of the Corporate Law. Dividends shall be declared with full observance of the rights, preferences, advantages and priorities of the existing shares, in accordance with law and with these Bylaws and, as the case may be, with resolutions of the General Meeting of Shareholders Corporations Law; or (ii) 10% (ten per cent) of the Operational Cash Flow Generation in the respective Fiscal Year, calculated in accordance with paragraph 3 of this Clause;
- d) Any balance, if any, shall be allocated in such a way as the Executive Officers propose and the Board of Directors recommends, and the Shareholders Meeting approves, pursuant to the terms of the Corporations Law, and up to 90% (ninety percent) may be allocated to the Capital Increase Reserve, for the purpose of ensuring adequate operational conditions. This reserve may not exceed 80% (eighty percent) of the registered capital. The remainder shall be allocated to the Special Reserve Under the Bylaws for the purpose of ensuring continuity of semi-annual distribution of dividends, until such reserve reaches 20% (twenty percent) of the registered capital.

§ One - As provided for in Section 197 of the Corporate Law and its sub-paragraphs, in any business year in which the amount of obligatory dividend, calculated in

accordance with ~~these Bylaws or with Section~~ article 202 of that same law and these Bylaws, exceeds the realized portion of the net profit for the business year, the General Meeting of Stockholders may, on a proposal by the management bodies, allocate the difference to constitution of a Future Earnings Reserve.

§ Two - Under Section 199 of the Corporate Law, the balance of profit reserves, other than the reserves for contingencies and future earnings, may not exceed the registered capital. When this limit is reached the General Meeting of Stockholders shall decide on the application of the excess amount, either for paying-in or for increase of the registered capital, or in distribution of dividends.

§ Three - For the purposes of calculating the amount to be paid as minimum mandatory dividends set forth in item “c” of Clause 26, “Operational Cash Generation” means the result of the following formula:

$$\text{GCO} = \text{Adjusted EBITDA} - \text{Maintenance Capex}$$

Where:

“GCO” means the Generation of Operational Cash of the Fiscal Year, expressed in national currency;

“EBITDA” means the net profit of the Fiscal Year of the Company expressed in national currency, before the income tax and social contribution on net income, financial income and expenses, depreciation and amortization (including goodwill amortization), gains (losses) arising from changes in fair value less estimated realized and unrealized costs of sale of the biological assets realized and unrealized.

“Adjusted EBITDA” means the EBITDA excluding items not recurrent and/or not cash.

“Maintenance Capex” means the amount, expressed in national currency, of the investments in maintenance executed in the Fiscal Year.

§ Four - Upon the resolution of the Shareholders Meeting, the Company may distribute dividends higher than the mandatory dividends set forth in item “c” of this clause.

§ Five - The Shareholders Meeting may allocate a participation in the profits to the members of the Board of Directors and the Executive Officers, in the circumstances and within the form and limits allowed by law.

Clause 3227 - On a proposal by the Executive Officers, approved by the Board of Directors, the Company may pay remuneration to the stockholders, as interest on their equity, up to the limit established by Section 9 of Law 9249 of 26 Dec 1995; and in accordance with sub-paragraph 7 of that Section any amounts thus disbursed may be deemed part of the obligatory dividend provided for by law and by these Bylaws.

Clause 3328 - Interim financial statements shall be prepared on the last day of June of each year, and the Executive Officers may:

- a) declare a semi-annual dividend, on account of the annual dividend;
- b) raise interim financial statements and declare dividends for shorter periods, on account of the annual dividend, as long as the total of the dividends paid in each half of the business year does not exceed the amount of the capital reserves;
- c) declare interim dividends on account of retained earnings or on account of profit reserves existing in the previous annual or half-yearly financial statements, on account of the annual dividend.

Clause 3429 - The annual financial statements shall, obligatorily, be audited by external auditors registered with the CVM (Comissão de Valores Mobiliários). Such auditors shall be chosen and/or dismissed by the Board of Directors, subject, as the case may be, to the terms of Paragraph 2 of Section 142 of the Corporate Law.

CHAPTER VII

TENDER OFFER IN CASE OF ACQUISITION OF RELEVANT INTEREST

Clause 30 - Any Person (as defined in paragraph one below) solely or jointly with another Bound Person(s), shareholder(s) or not of the Company, which subscribes, acquires or, in any other form, including, without limitation, by means of exchange, conversion, corporate reorganization (including, but not limiting to the merger of the Company and/or of its shares or the merger by the Company of other company or the shares thereof), or even upon acquisition of preemptive rights and/or subscription of shares or other securities issued by the Company convertible into shares or which give the right to its subscription or purchase of shares of the Company, becomes holder, directly or indirectly, in Brazil or offshore, of Relevant Interest (as defined in paragraph one below) the Company shall, within the maximum term of thirty (30) days counting from the date of the event which results in the ownership of the Relevant Interest, launch or, in the case of a registered tender offer in the terms of CVM Rule 361/02, file a registry request before CVM of, an OPA for the acquisition of the totality of the shares

issued by the Company, which shall be liquidated in the maximum term of (a) forty eight (48) days counting from the launch of the offer not subject to registration, and (b) one hundred and eighty (180) days counting from the date of registry filing, in the case of an offer subject to registration, in the terms of the law and applicable legislation, except for certain delays which do not arise from any act or omission of the offeror.

§ One - For the purposes of these Bylaws:

(a) “Derivatives” means any derivatives liquidated in shares issued by the Company and/or by means of payment in currency, traded on the stock exchange, organized or privately traded, that are referenced in shares or any other security issued by the Company;

(b) “Other Rights of Corporate Nature” means (i) usufruct or trust on shares issued by the Company, (ii) options to purchase, subscribe or exchange, for any purpose, that may result in the acquisition of shares issued by the Company; or (iii) any other right that permanently or temporarily secures political or shareholder rights over shares issued by the Company, including American Depositary Receipts (ADRs);

(c) “Relevant Interest” means the amount of shares issued by the Company (or its legal successors) in a percentage equal to or greater than twenty percent (20%) of the total shares issued by it;

(d) “Person” means any person including, without limitation, any natural or legal person, investment fund, condominium, securities portfolio, universality of rights, or other form of organization, resident, domiciled or headquartered in Brazil or abroad;

(e) “Bound Person” means any Person or group of Persons bound by a voting agreement or similar agreement, or acting jointly representing the same interests. Examples of group of persons acting jointly representing the same interests are those (i) that are directly or indirectly controlled or administered by a person belonging to the group of Persons, (ii) who controls or administers, under any form, a Person belonging to the group of Persons, (iii) that is directly or indirectly controlled or administered by any Person who directly or indirectly controls or manages a person who is a member of the Group of Persons, (iv) in which the Controlling Shareholder of such person belonging to the Group of Persons holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital, (v) in which such Person belonging to the group of persons holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital, or (vi) holds, directly

or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital of the person belonging to the group of Persons;

§ Two - The OPA Shall be (i) addressed to all shareholders of the Company, (ii) executed in an auction to be held at B3, (iii) launched at the price determined in accordance with the provisions of Paragraph Three below, and (iv) paid at sight, in national currency, against the acquisition in the OPA of shares issued by the Company.

§ Three - The acquisition price of each share issued by the Company in the OPA will be the highest of the following values:

(a) Economic Value (as defined in the *caput* of Clause 35 below) defined in a valuation report drafted in accordance with the provisions and following the procedures set forth in Clause 35 of these Bylaws; and

(b) 145% (one hundred and forty five per cent) of the highest unit quotation of shares issued by the Company on any stock exchange in which the Company's shares are traded, during the period of 24 (twenty four) months prior to the OPA, duly updated by the reference rate of monetary adjustment of the Special Settlement and Custody System - SELIC (or the index that replaces it) up to the time of payment.

§ Four - The execution of the OPA mentioned in the *caput* of this article shall not exclude the possibility of a third party submitting a competing OPA, in accordance with the applicable regulations.

§ Five - The Person shall be obliged to comply with any requests or requirements of the CVM regarding the OPA, within the maximum periods prescribed in the applicable regulations.

§ Six - In the event that a Person does not comply with the obligations imposed by this clause, including with respect to meeting the maximum terms (i) for the execution of the OPA, or (ii) to attend to any requests or requirements of the CVM, the Company's Board of Directors shall call an **Extraordinary General Meeting**, in which such Person may not vote, to resolve the suspension of the exercise of the rights of the Person who has not complied with any obligation imposed by this clause, as provided in article 120 of the Corporations Law.

§ Seven - Any person who acquires or becomes holder, in Brazil or abroad, of other rights, including (i) Other Rights of Corporate Nature of shares issued by the Company, or that may result in the acquisition of shares issued by the Company, or (ii) Derivatives (a) that give rise to the Company's shares or (b) which give the right to receive the corresponding amount of the Company's shares, which results in

such Person becoming a holder of a Relevant Interest, shall be equally obliged to, in the maximum term of 30 (thirty) days as from the date of the event that resulted in the ownership of the Relevant Interest, launch or, in the case of an offer to be registered pursuant to CVM Rule 361/02, file a request for registration with the CVM of an OPA for the acquisition of the totality of the shares issued by the Company, observing the provisions of this Clause 30.

§ Eight - The obligations contained in article 254-A of the Corporations Law and Clauses 31, 32 and 33 of these Bylaws exclude the fulfillment by the Person holding a Relevant Interest of the obligations contained in this clause.

§ Nine - For the purposes of calculating the percentage of twenty percent (20%) of the total of the shares issued by the Company to calculate the Relevant Interest, as described in item "c" of Paragraph One of this clause, will not be computed the involuntary increases of equity interest resulting from cancellation of shares in treasury or redemption of shares.

§ Ten - If CVM regulations applicable to the OPA determines the adoption of a calculation criterion for the determination of the acquisition price in the OPA of each share issued by the Company that results in a purchase price higher than that determined in the terms of Paragraph Three above, the acquisition price calculated in accordance with CVM regulations shall prevail at the time of the OPA.

§ Eleven - The provisions of this Clause 30 do not apply to the direct and indirect controlling shareholders of the Company on September 29th, 2017 and to its Successors (defined below).

§ Twelve - For the purposes of paragraph eleven of Clause 30 above, "Successors" of the direct and indirect controlling shareholders of the Company, their respective spouses, companions, heirs, legatees, assigns and successors who, for any reason, including corporate reorganizations, become holders of the shares (and/or of the voting rights inherent to them) and/or Other Rights of Corporate Nature related to the shares held or which will be held by the direct and indirect controlling shareholders of the Company on September 29th, 2017.

CHAPTER VIII SALE OF CONTROL

Clause 31 - The Sale of Control of the Company, either through a single transaction or through successive transactions, shall be contracted under a suspensive or resolutive condition that the acquirer of the Power of Control undertakes to execute a OPA for the acquisition of shares issued by the Company that the other shareholders hold, observing the conditions and terms established in the current

legislation and in the Novo Mercado Listing Rules, in order to assure them equal treatment to that given to the Selling Controlling Shareholder.

§ One - For purposes of these Bylaws, "Sale of the Company's Control" means the transfer to third parties, for consideration, of the Controlling Shares.

§ Two - For the purposes of these Bylaws, the "Controlling Shares" means the shares which assure, directly or indirectly, to their holder(s) the individual and/or shared right to exercise of the Power of Control of the Company, as defined in Paragraph Four of this Clause 31.

§ Three - For purposes of these Bylaws, "Controlling Shareholder" means the shareholder or the group of shareholders, as defined in the Novo Mercado Rules ("Group of Shareholders"), exercising the Power of Control (as defined in Paragraph Four below).

§ Four - For the purposes of these Bylaws, the term "Power of Control" means the power effectively used to direct the corporate activities and orient the functioning of the Company's organs, directly or indirectly, in fact or in law, regardless of the equity interest held. There is a relative presumption of ownership of the Power of Control in relation to the person or Group of Shareholders who holds shares that have assured him an absolute majority of the votes of the shareholders present at the last three Shareholders Meetings of the Company, even though he is not the owner of the shares which ensure an absolute majority of the voting capital.

Clause 32 - The tender offer referred to in the previous clause shall be:

(a) when there is an onerous transfer of rights to subscribe for shares and other securities or rights related to securities convertible into shares, which may result in the Sale of the Company's Control; or

(b) in the event of Sale of the Company's Control, in which case the Selling Controlling Shareholder will be obliged to declare to B3 the amount attributed to the Company in such sale and attach documentation which confirms such value.

Clause 33 - Any person who, through a private share purchase agreement entered into with the Controlling Shareholder of the Company, involving any number of shares, acquires the Power of Control of the Company, shall be obliged to:

(a) execute the tender offer referred to in Clause 31 of these Bylaws; and

(b) pay, in the terms indicated below, an amount equivalent to the difference between the price of the tender offer and the amount paid per share that may have been acquired on the stock exchange in the six (6) months prior to the date of acquisition of the Power of Control, duly updated until the date of the payment. The said amount shall be distributed among all persons who sold shares of the Company at the trading sessions in which the buyer made the acquisitions, proportionally to the daily net selling balance of each one, being B3 responsible for operating the distribution, pursuant to its regulations.

Clause 34 - The Company will not register any transfer of shares to the acquirer of the Power of Control, or to those who come to hold the Power of Control, as long as it does not subscribe to the Instrument of Consent of the Controlling Shareholders, as provided for in the Novo Mercado Listing Rules. The Company will also not register a shareholders agreement regarding the exercise of the Power of Control until its signatories do not sign the Instrument of Consent of the Controlling Shareholders.

CHAPTER IX

CANCELLATION OF THE REGISTRY AS A PUBLICLY-HELD COMPANY

Clause 35 - The cancellation of the Company's registry as a publicly-held company will be preceded by an OPA, to be effected by the Company itself or by the shareholders or Group of Shareholders that hold the Company's Power of Control, at least for its respective Economic Value, to be determined in a valuation report drafted pursuant to Paragraphs 1 to 3 of this Clause ("Economic Value"), in compliance with the applicable legal and regulatory rules.

§ One - The appraisal report referred to in the *caput* of this clause shall be prepared by a specialized institution or company, with proven experience and independent as to the decision-making power of the Company, its managers and Controlling Shareholder(s), and the valuation report shall also satisfy the requirements of paragraphs 1 and 6 of article 8 of the Corporations Law.

§ Two - The choice of the institution or specialized company responsible for determining the Economic Value of the Company is of the exclusive competence of the Shareholders Meeting, as from the presentation by the Board of Directors of a triple list, and the respective resolution, not counting blank votes, be taken by a majority of the votes of the shareholders representing the Outstanding Shares present at that Meeting, which, if installed in the first call, shall be attended by shareholders representing at least twenty percent (20%) of the total Outstanding Shares, or that, if installed on second call, may count on the presence of any number of shareholders holding Outstanding Shares. For the purposes of these Bylaws, "Outstanding Shares" means all shares issued by the Company, except those (i) owned, directly or indirectly, by the Controlling Shareholder (as

defined in Paragraph Three of Clause 31) or persons related thereto; (ii) in the Company's treasury; (iii) held by a company controlled by the Company; and (iv) directly or indirectly held by the managers of the Company.

§ Three - The costs incurred in the preparation of the valuation report shall be borne entirely by the offeror.

CHAPTER X

WITHDRAW FROM NOVO MERCADO

Clause 36 - The Company may withdraw the Novo Mercado at any time, provided that the exit is (i) previously approved at a shareholders meeting, called pursuant to art. 7, sole paragraph, and (ii) communicated to B3 in writing with at least 30 (thirty) days in advance. The exit of the Novo Mercado will not imply for the Company the loss of the status of publicly-held company registered in B3.

Clause 37 - In the event that the Company's withdraw from the Novo Mercado is resolved or if such withdraw is due to a corporate reorganization operation, in which the securities issued by the company resulting from such reorganization are not admitted to trading on the Novo Mercado within 120 (one hundred and twenty) days as from the date of the shareholders meeting that approved such transaction, the shareholder or Group of Shareholders that holds the Company's Power of Control shall effect a tender offer for the acquisition of shares belonging to the other shareholders of the Company, whose minimum price to be offered shall correspond to the Economic Value determined in a valuation report prepared in accordance with the first to third paragraphs of Clause 35 above, in compliance with applicable legal and regulatory standards.

Clause 38 - In the event there is no Controlling Shareholder, in case the Company's withdraw from the Novo Mercado is deliberated so that the securities issued by it will be registered for trading outside the Novo Mercado, or by virtue of a corporate reorganization transaction, by which the company resulting from this transaction does not have its securities admitted to trading on the Novo Mercado within a period of 120 (one hundred and twenty) days as of the date of the shareholders meeting that approved said transaction, the withdraw will be conditioned to the execution of a tender offer for the acquisition of shares in same conditions set forth in the clause above.

§ One - The referred shareholders meeting shall define the person(s) responsible for conducting the tender offer for the acquisition of shares, that, present at the shareholders meeting, shall expressly assume the obligation to perform the offer.

§ Two - In the absence of a definition of those responsible for conducting the tender offer for the acquisition of shares, in the event of a corporate reorganization

transaction, in which the Company resulting from such reorganization does not have its securities admitted to trading on the Novo Mercado, it will be up to the shareholders who voted in favor of the corporate reorganization to carry out the referred offer.

Clause 39 - The Company's withdraw from the Novo Mercado due to noncompliance with the obligations set forth in the Novo Mercado Listing Rules is conditioned to carrying out a tender offer for the acquisition of shares, at least, by the Economic Value of the shares, to be determined in the valuation report to which the first to third paragraphs of Clause 35 above refer to, in compliance with applicable legal and regulatory rules.

§ One - The Controlling Shareholder shall effect the tender offer for the acquisition of shares set forth in *caput* of this Clause.

§ Two - In the event that there is no Controlling Shareholder and the withdrawal from the Novo Mercado referred to in the *caput* results from a resolution of the shareholders meeting, the shareholders that voted in favor of the resolution that implied the respective noncompliance shall carry out the tender offer for the acquisition of shares provided for in the *caput*.

§ Three - In the event that there is no Controlling Shareholder and the withdrawal from the Novo Mercado referred to in the *caput* occurs due to an act or fact of the management, the Company's Managers shall call a shareholders meeting whose agenda shall be the resolution on how to remedy the noncompliance with the obligations Novo Mercado Rules or, if applicable, resolve on the Company's withdrawal from the Novo Mercado.

§ Four - In case the shareholders meeting referred to in Paragraph Three above decides that the the Company should withdraw from Novo Mercado, such shareholders meeting shall define the person(s) responsible for conducting the public tender offer provided for in the *caput*, who, present at the meeting, shall expressly assume the obligation to conduct the tender offer.

Clause 40 - It is possible to formulate a single OPA for more than one of the purposes set forth in Sections IX and X, the Novo Mercado Rules, the Corporations Law or the regulations issued by the CVM, provided that it is possible to reconcile all the proceedings of all the modalities of the tender offer, there is no loss to the recipients of the offer and the authorization of the CVM is obtained when required by the applicable legislation.

Clause 41 - Any Person who holds Outstanding Shares of the Company, in an amount greater than five percent (5%) of the total shares issued by the Company and that wishes to carry out a new acquisition of shares issued by the Company ("New

Acquisition"), shall be obliged, prior to each New Acquisition, to communicate in writing to the Company's Investor Relations Officer, at least three (3) business days prior to the date of the New Acquisition: (i) the number of Outstanding Shares that it intends to acquire; (ii) the intention to acquire; (iii) if it has an interest to appoint a member to the Board of Directors or to the Company's Fiscal Council; (iv) the source of the resources that will be used for such acquisition; and (v) the strategic plans related to its investment in the Company.

§ One - In addition, the Person characterized in the *caput* of this Clause will be obliged to make each New Acquisition in B3, being prohibited to carry out private or over-the-counter market trades.

§ Two - The Investor Relations Officer is authorized, on his own initiative or in response to a request made by the regulatory bodies, to request that the Company's shareholders or Group of Shareholders report their direct and/or indirect shareholding composition, as well as the composition of the Its direct and/or indirect control block and, if applicable, the corporate and corporate group, in fact or in law, of which they form part.

§ Three - In the event that the Person does not comply with the obligations imposed by this clause, the provisions of Clause 30, Seventh Paragraph, above.

CHAPTER XI

LIQUIDATION

Clause 3542 - The Company shall goeenter into liquidation in the circumstances provided for by law, and the Shareholders Meeting shall determine the manner of liquidation and appoint the liquidator who shall function during the period of liquidation.

CHAPTER XII

ARBITRATION PROCEEDING

Clause 43 - The Company, its shareholders, managers and members of the Fiscal Council undertake to resolve, through arbitration, before the Market Arbitration Chamber (*Câmara de Arbitragem do Mercado*), any and all disputes or controversies that may arise between them, relating to or arising from, in special, the application, validity, effectiveness, interpretation, violation and its effects, of the provisions contained in the Corporations Law, in these Bylaws, in the rules issued by the National Monetary Council, by the Central Bank of Brazil and by the CVM, as well as in the other rules applicable to the operation of the capital markets in general, in addition to those contained in the Novo Mercado Rules, the Novo Mercado Listing Agreement, the Market Arbitration Chamber Arbitration Regulation and of the Sanctions Regulation.

APPENDIX V

ORIGIN AND JUSTIFICATION OF THE CHANGES TO THE BYLAWS AND ANALYSIS OF THEIR LEGAL AND ECONOMIC EFFECTS

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>Clause 1 - SUZANO PAPEL E CELULOSE S.A. is a Brazilian corporation with authorized capital, governed by these Bylaws and by the applicable legislation, operating in an ethically responsible manner and with respect for human rights.</p>	<p>Clause 1 - SUZANO PAPEL E CELULOSE S.A. (“<u>Company</u>”) is a Brazilian corporation with authorized capital, governed by these Bylaws and by the applicable legislation, operating in an ethically responsible manner and with respect for human rights.</p>	<p>- There is no prevision of legal or economic effects.</p>
<p>Sole Paragraph - The Company is listed on the Level 1 Corporate Governance segment of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange (BM&FBOVESPA), and as such is subject, together with its shareholders, managers and Fiscal Council members, to the Level 1 Corporate Governance Listing Regulations of the BM&FBOVESPA (“Level 1 Regulations”).</p>	<p>Sole Paragraph - With the admission of the Company in the special listing segment of the Novo Mercado of B3 S.A. – Brasil Bolsa, Balcão (“<u>B3</u>”), the Company, its shareholders, managers and Fiscal Council members are subject to the Novo Mercado Listing Regulations of the B3 (“<u>Novo Mercado Rules</u>”)</p>	<p>- Wording adjustment in order to adequate the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>Clause 2 - The Company has its head office in the city, municipality and district of Salvador, State of Bahia, which is its legal jurisdiction.</p>	(Unchanged)	(Unchanged)
<p>Clause 3 - The Company shall have indeterminate duration.</p>	(Unchanged)	(Unchanged)
<p>Clause 4 - The objects of the Company are:</p> <p>a) manufacture, trade, import and export of pulp, paper and other products originated from the transformation of forest materials, including their recycling, and products related to the printing industry;</p> <p>b) formation and commercial operation of homogenous forests, company-owned or owned by third parties, directly or through contracts</p>	(Unchanged)	(Unchanged)

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>with companies specializing in forest cultivation and management;</p> <p>c) provision of services, and import, export and commercial operation of assets related to the Company’s purposes;</p> <p>d) transportation, by itself or by third parties;</p> <p>e) holding interest as a partner or shareholder in any other company or project;</p> <p>f) operation of port terminals; and</p> <p>g) generation and sale of electricity.</p>		
<p>Clause 5 - The subscribed capital is six billion, two hundred and forty-one million, seven hundred and fifty-three thousand, thirty-two reais and sixteen centavos (R\$6,241,753,032.16), divided into one billion, one hundred and five million, eight hundred twenty-six thousand, one hundred and forty-five (1,105,826,145) shares, with no par value, of which three hundred seventy-one million, one hundred forty-five thousand, seventy-one (371,145,071) are registered, common shares, seven hundred thirty-four million, six hundred and fifty-two thousand, seven hundred and eighty-seven (734,652,787) are class “A” preferred shares, and twenty-eight thousand, two hundred and eighty-seven (28,287) are class “B” preferred shares, both of book-entry type.</p>	<p>Clause 5 - The capital stock of the Company, fully subscribed is of six billion, two hundred and forty-one million, seven hundred and fifty-three thousand, thirty-two reais and sixteen centavos (R\$6,241,753,032.16), divided into one billion, one hundred and five million, eight hundred twenty-six thousand, one hundred and forty-five (1,105,826,145) common shares, all nominative and book-entry type, with no par value.</p>	<ul style="list-style-type: none"> - The changes in this section reflect the conversion of the totality of the preferred shares into common shares issued by the Company, in order to adapt the Bylaws to the Novo Mercado Rules. - The legal and economic effects of this change have been treated in Appendix I of the present Proposal.
<p>§ One - The registered capital may be increased without any change in the Bylaws, by decision of the Board of Directors, up to the limit of 260,039,904 (two hundred and sixty million, thirty-nine thousand, nine hundred and four) ordinary shares, 517,079,808 (five hundred and seventeen million, seventy-nine thousand and eight hundred and eight) class A preferred shares and 3,000,000 (three million) class B</p>	<p>§ One – The registered capital may be increased without any change in the Bylaws, by decision of the Board of Directors, up to the limit of seven hundred and eighty million, one hundred and nineteen, seven hundred and twelve (780,119,712) ordinary shares, all exclusively book-entry type.</p>	<ul style="list-style-type: none"> - The changes in this section reflect the conversion of the totality of the preferred shares into common shares issued by the Company, in order to adapt the Bylaws to the Novo Mercado Rules. - There is no change in the total number of shares related to the authorized capital, which is not due to the conversion.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
preferred shares, all exclusively book-entry type.		- There is no prevision of economic effects.
<p>§ Two - In decisions on the issuance of preferred shares, the Board of Directors shall indicate the number, type and class of shares to be issued, price and conditions of the issue, whether the form of paying-in of subscription shall be at sight or for later payment, and in the latter case the minimum to be paid on subscription and the period and conditions for payment of the balance.</p>	<p>§ Two – The Company may not issue preferred shares.</p>	<p>- Adjustment of the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>§ Three - In the event of an increase in capital, shareholders shall have the right of preference in subscription of the shares to be issued, in proportion to the number and type of shares that they hold, for a period of 30 (thirty) calendar days from the publication of the respective notice to shareholders.</p>	<p>§ Three - In the event of an increase in capital, pursuant to the terms of the law, the shareholders shall have the preemptive right in subscription of the shares to be issued, in proportion to the number of shares that they hold.</p>	<p>- Compatibility of the wording with the provisions of article 172 of the Corporations Law, which authorizes the granting of the preemptive right in less than thirty (30) days, in the hypotheses of subsections I and II of the same legal provision.</p> <p>- There is no prevision of economic effects.</p>
<p>§ Four - The Board of Directors may exclude the preference right for existing shareholders in any issue of shares, debentures convertible into shares or warrants the placement of which is made through (i) sale on securities exchanges or by public subscription or (ii) exchange of shares, in a public offering for acquisition of control, in accordance with the legislation.</p>	(Unchanged)	(Unchanged)
<p>Clause 6 - The class B preferred shares shall be reserved for subscription with FINOR tax incentive instruments.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>§ One - Services of custody and transfer of ownership of book-entry shares shall be provided free of charge to FINOR – Fundo de</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
Investimentos do Nordeste – for shares subscribed by it.		
<p>§ Two - Shares subscribed by Fundo de Investimentos do Nordeste – FINOR shall be paid by deposits of the corresponding quantity in a linked account with Banco do Nordeste do Brasil S.A. in the name of the Company, the release of the funds to take place after presentation of the proof of filing with the Commercial Board of the State and, according to the law, the Minutes of the Board of Directors which made the respective decision.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>§ Three - The Class B preferred shares shall not be transferable until the date of issue of the Certificate of Project Completion by the competent Development Agency.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>Clause 7 - Holders of class A preferred shares shall have the following benefits:</p> <p>a) priority in reimbursement of capital, in the event of liquidation of the Company;</p> <p>b) full sharing in the results of the Company, subject to the terms of item “c” below;</p> <p>c) dividend, per preferred share, at least 10% (ten percent) greater than the dividend attributed to each common share;</p> <p>d) participation, on equal conditions with the common shares, in distribution of profits in the form of bonus in cash or in any other form, and also in the capitalization of any type of reserve, including a reserve relating to revaluation of assets, subject to item “c” above.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>Sole Paragraph - The class A preferred shares shall not carry the right to</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
vote, other than in circumstances in which the law gives them this right.		- There is no prevision of economic effects.
<p>Clause 8 - Holders of Class B preferred shares shall have the following benefits:</p> <p>a) priority in distribution of a minimum dividend of 6% (six per cent) per year, calculated on that part of the registered capital made up of this type of class of shares;</p> <p>b) dividend, per preferred share, at least 10% (ten percent) greater than the dividend attributed to each common share;</p> <p>c) the right to a dividend equal to that of the common shares, using the preferential dividend for this comparison, and subject to the terms of item “b” above;</p> <p>d) priority in the reimbursement of capital in the event of liquidation of the Company;</p> <p>e) participation, on equal conditions with the common shares, in distribution of profits in the form of bonus in cash or in any other form, and also in the capitalization of any type of reserve, including a reserve relating to revaluation of assets, subject to item “b” above;</p> <p>f) full participation in the results of the Company, in such a way that no other type or class of share shall have superior ownership advantages in relation to the Company’s equity.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>
<p>§ One - The class B preferred shares shall not carry the right to vote.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects</p>
<p>§ Two - The class B preferred shares shall acquire the right to vote if the minimum dividends to which they have the right are not paid in three consecutive business years, and they shall maintain this right until the respective payment.</p>	(Provision excluded)	<p>- Provision excluded to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>§ Three - In the event of an increase in capital the class B preferred shares shall not have right of preference for subscription of the new shares as long as they are held in the name of FINOR.</p>	<p>(Provision excluded)</p>	<ul style="list-style-type: none"> - Provision excluded to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects
<p>§ Four - There shall be no preference right for subscription of securities issued under the special law for tax incentives.</p>	<p>(Provision excluded)</p>	<ul style="list-style-type: none"> - Provision excluded to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects
<p>Clause 9 - The Company has the right, by decision of its General Meeting of Shareholders, to create new classes of preferred shares, or increase the quantity of preferred shares of existing classes, without maintaining their proportion in relation to the other shares, provided that the total number of preferred shares without the right to vote does not exceed 2/3 (two-thirds) of the registered capital. Preferred shares may also be created or increased in number to comply with a request of shareholders under Clause 10 of these Bylaws.</p>	<p>(Provision excluded)</p>	<ul style="list-style-type: none"> - Provision excluded to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects.
<p>§ One - Decisions on the increase of registered capital shall indicate, in relation to the shares to be issued, how the first subsequent dividend to which the new shares are entitled shall be calculated.</p>	<p>(Provision excluded)</p>	<ul style="list-style-type: none"> - Provision excluded to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects.
<p>§ Two - In the event of increase in capital by incorporation of reserves or of funds of any kind, the new shares, if issued, shall maintain the same proportions in relation to quantity, type and class of shares as those existing at the moment prior to the increase, and the rights attributed to each type and class of shares issued by the Company must be fully obeyed.</p>	<p>§ Five of Clause 5 - In the event of capital increase by incorporation of reserves or of funds of any kind, the new shares, if issued, shall maintain the same proportions in relation to quantity of shares as those existing at the moment prior to the increase, and the rights attributed to the shares issued by the Company must be fully obeyed.</p>	<ul style="list-style-type: none"> - Provision transferred to Paragraph 5 of Clause of the Proposed Bylaws. - Adjustment of the Bylaws to the Novo Mercado Rules.
<p>Clause 10 - Shareholders may at any time request conversion of all or part of their holdings of common shares</p>	<p>(Provision excluded)</p>	<ul style="list-style-type: none"> - Provision excluded to adapt the Bylaws to the Novo Mercado Rules.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>into preferred shares. This will result in each common share being converted purely and simply into one preferred share, subject to the maximum limit set by the previous Clause.</p>		<p>- There is no prevision of economic effects.</p>
<p>Clause 11 - Any shareholder who for any reason does not within the specified period pay in any call for capital to subscribe shares of the Company shall, for the full purposes of law, be regarded as in arrears and subject to payment of the amount subscribed with monetary adjustment, in accordance with the law, by the Market General Price Index (IGP-M, published by the FGV), plus interest of 12% per year and a penalty payment of 10% on the amount of the outstanding balance of the call.</p>	<p>(Refer to Clause 6)</p>	<p>- Provision transferred to Clause 6 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 12 - The General Meeting of Shareholders shall be convened, ordinarily, in one of the 4 (four) months following the ending of the business year and, extraordinarily, at any time when called by the Chairman of the Board of Directors, by a Vice-chairman of the Board of Directors, or in any of the cases provided for by law.</p>	<p>(Refer to Clause 7)</p>	<p>- Provision transferred to Clause 7 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Sole Paragraph of Clause 7 - The Shareholders Meeting which has as a matter of its agenda the resolution over (i) the cancellation of the company's registry as a publicly held company, (ii) the withdraw of the Company from the Novo Mercado, or (iii) the change or the exclusion of Clause 30 below, shall be called, with at least, sixty (60) days in advance.</p>	<p>- Adequacy of the Bylaws to the Novo Mercado Rules, which requires that the withdraw from Novo Mercado is deliberated at a Extraordinary Shareholders Meeting.</p> <p>- Inclusion of the requirement of prior approval, by the Extraordinary General Meeting, for the cancellation of registration as a publicly-held company.</p> <p>- Inclusion of a 60 (sixty) day call notice period for the Extraordinary General Meeting that has as its subject (i) the cancellation of</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
		<p>registration as a publicly-held company, (ii) the Company's withdraw from the Novo Mercado, or (iii) the change or exclusion of statutory clause of stock dispersion.</p> <p>- There is no prevision of economic effects.</p>
<p>Clause 13 - The General Meeting of Shareholders shall be declared to be in session by the Chairman of the Board of Directors, or by any of the Vice-Chairmen of the Board of Directors, by the Chief Executive Officer, or by the Investor Relations Officer and the shareholders shall then immediately elect the Chairman of the Meeting, who shall request one of those present to be secretary of the Meeting. The General Meeting of Shareholders may also be declared to be in session by an attorney-in-fact, appointed for that specific purpose by the Chairman of the Board of Directors or by the Chief Executive Officer.</p>	<p>(Refer to Clause 8)</p>	<p>- Provision transferred to Clause 8 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 14 – The following are the Company’s management bodies: a) the Board of Directors; and b) the Executive Officers.</p>	<p>(Refer to Clause 9)</p>	<p>- Provision transferred to Clause 9 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 15 - The Board of Directors is a committee decision body, and representation of the Company is a private right of the Chief Executive Officers and Executive Officers.</p>	<p>(Refer to Clause 10)</p>	<p>- Provision transferred to Clause 10 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>§ One - The term of office of the members of the Board of Directors is 2 (two) years, and that of the Executive Officers is 1 (one) year, but both shall be extended until the new members appointed are sworn in. Board members will serve a unified term and re-election is allowed.</p>	<p>(Refer to Paragraph One of Clause 10)</p>	<p>- Provision transferred to paragraph one of Clause 10 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>§ Two - The investiture of the Directors and Officers is conditional on the prior execution of the</p>	<p>Paragraph Two of Clause 10 - The investiture of the Directors and Officers is conditional on the prior</p>	<p>- Adjustment of the Bylaws to the Novo Mercado Rules.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
Managers' Term of Investiture in accordance with the Level 1 Regulations, as well as their compliance with the applicable legal requirements.	execution of the Managers' Term of Investiture in accordance with the Novo Mercado Rules, as well as their compliance with the applicable legal requirements.	- There is no prevision of economic effects.
§ Three - The positions of Chairman of the Board of Directors and Chief Executive Officer or key executive of the Company cannot be held by the same person.	(Refer to Paragraph One of Clause 10)	- Provision transferred to Clause 10 of the Proposed Bylaws. (Unchanged) - There is no prevision of legal or economic effects.
Clause 16 - The Ordinary General Meeting of Shareholders shall, annually, set the global amount of remuneration of the Board of Directors and the Executive Officers, it being for the Board of Directors to decide on the form of distribution of the amount fixed, between its members and those of the Executive Officers.	(Refer to Clause 11)	- Provision transferred to Clause 11 of the Proposed Bylaws. (Unchanged)
Clause 17 - The Board of Directors shall be made up of between 5 (five) and 9 (nine) members, resident in or outside Brazil, elected by the General Meeting of Shareholders, who shall appoint a Chairman and up to 2 (two) Vice-Chairmen from among them.	Clause 12 - The Board of Directors shall be made up of between 5 (five) and 9 (nine) members, resident in or outside Brazil, elected and dismissed by the Shareholders Meeting, who shall appoint a Chairman and up to 2 (two) Vice-Chairmen from among them.	- Inclusion of an express reference of the competence of the Shareholders Meeting to dismiss the members of the Board of Directors elected by it. - There is no prevision of economic effects.
(Provision without equivalence in the original Bylaws)	Paragraph One of Clause 12 - Out of the members of the Board of Directors, at least twenty per cent (20%) shall be Independent Directors, as per the definition of the Novo Mercado Rules, and expressly declared as such in the Shareholders Meeting which elects them, being also considered as independent the Directors elected upon the faculty set forth by paragraphs 4 and 5 of article 141 of Law n° 6,404/76 (" <u>Corporations Law</u> ").	- Drafting adjustment to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects.
(Provision without equivalence in the original Bylaws)	Paragraph Two of Clause 12 - When, due to the compliance of the	- Drafting adjustment to adapt the Bylaws to the Novo Mercado Rules.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	percentage referred in the paragraph above, results in a fractional number of directors, it shall proceed with the rounding in the terms of the Novo Mercado Rules.	<ul style="list-style-type: none"> - There is no prevision of legal or economic effects.
<p>Clause 18 - The Board of Directors shall meet on being called by its Chairman, or any of its Vice-Chairmen or by the Chief Executive Officer, with a minimum of 2 (two) days' notice and indication of the agenda. Convocation may be by electronic mail. The quorum for the Board to be in session at first convocation is at least 2/3 (two-thirds) of its members and, on second convocation, the majority of its members. The decisions of the Board of Directors shall be taken by a majority vote of members present at the meeting, provided that one is the Chairman or one of the Vice-Chairmen. In the event of a tied vote, the Chairman of the Board of Directors shall have a casting vote.</p>	<p>Clause 13 - The Board of Directors shall meet on being called by its Chairman, or any of its Vice-Chairmen or by the Chief Executive Officer, with a minimum of 2 (two) days' notice and indication of the agenda. Convocation may be by electronic mail. The quorum for the Board to be in session at first call is at least 2/3 (two-thirds) of its members, provided that at least the Chairman or one of the Vice-Chairmen of the Board of Directors shall be present, and, on second call, the majority of its members, provided that at least the Chairman or one of the Vice-Chairmen of the Board of Directors shall be present. The decisions of the Board of Directors shall be taken by a majority vote of members present at the meeting, provided that one is the Chairman or one of the Vice-Chairmen. In the event of a tied vote, the Chairman of the Board of Directors shall have a casting vote.</p>	<ul style="list-style-type: none"> - Transfer of the equivalent provision to Clause 13 of the proposed Bylaws. -Inclusion of an express reference to the need for attendance by the Chairman or one of the Vice-Chairmen of the Board of Directors as an essential condition for the installation of meetings of the Board of Directors. - There is no prevision of economic effects.
<p>§ One - Members of the Board of Directors may take part in meetings by telephone, videoconference or other means of communication; and to ensure effective participation and authenticity of the vote, members should, within the 3 (three) days following meetings of this type, deliver to the head office, or send by fax, documents signed by them confirming their participation and the content of their votes. This procedure may be dispensed with by the said member signing the corresponding minutes of the meeting of the Board of Directors,</p>	<p>Paragraph One of Clause 13 - Members of the Board of Directors may take part in meetings by telephone, videoconference or other means of communication; and to ensure effective participation and authenticity of the vote, members should, within the 3 (three) days following meetings, deliver to the head office, or send by e-mail, documents signed by them confirming their participation and the content of their votes. This procedure may be dispensed with by the said member signing the corresponding minutes of the</p>	<ul style="list-style-type: none"> - Transfer of the equivalent provision to paragraph one of Clause 13 of the proposed Bylaws. - Adequacy of the forms of representation in Meetings of the Board of Directors. - There is no prevision of legal or economic effects.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
which must make reference to the medium by which the member stated his or her opinion.	meeting of the Board of Directors, which must make reference to the medium by which the member stated his or her opinion.	
<p>§ Two - Any member of the Board of Directors shall have the right to be represented, through written document or through email, by one of his or her peers in the meetings of the Board of Directors, whether for the formation of a quorum, or for voting, with the option to indicate, or not, his or her vote. This representation shall be extinguished simultaneously with the closing of the meeting of the Board of Directors.</p>	<p>(Refer to Paragraph Two of Clause 13)</p>	<p>- Provision transferred to the Second Paragraph of Clause 13 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>§ Three - Similarly, votes shall be valid if made by letter, telegram, e-mail or fax, when received by the Chairman of the Board of Directors or his substitute, up to the moment of the meeting.</p>	<p>Paragraph Three of Clause 13 - Similarly, votes shall be valid if made by letter, telegram or e-mail, when received by the Chairman of the Board of Directors or his substitute, up to the end of the meeting.</p>	<p>- Provision transferred to the Third Paragraph of Clause 13 of the Proposed Bylaws.</p> <p>- Adequacy of the forms of representation in Meetings of the Board of Directors.</p> <p>- There is no prevision of legal or economic effects.</p>
<p>§ Four - The Chairman of the Board of Directors may invite any of the members of the Committees of the Board of Directors or any of the Executive Officers who are not members of the Board of Directors to attend meetings, but without the right to vote, and also any other executive of the Company, or the representative of the Company's external auditors, or any third party who may be able to contribute opinions, information or suggestions or able to assist in the decisions of the members of the Board.</p>	<p>(Refer to Paragraph Four of Clause 13)</p>	<p>- Provision transferred to the Fourth Paragraph of Clause 13 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>§ Five - The Board of Directors may also appoint an honorary member, a person of recognized professional competence with a history of dedication to the Company, who</p>	<p>Paragraph Five of Clause 13 - The Board of Directors may also appoint an honorary member, a person of recognized professional competence with a</p>	<p>- Provision transferred to the Fifth Paragraph of Clause 13 of the Proposed Bylaws.</p> <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>may be consulted on an information basis at the meetings of the Board of Directors, under rules and conditions to be set by the Board of Directors.</p>	<p>history of dedication to the Company, who may be consulted on an information basis at the meetings of the Board of Directors, under rules and conditions to be set by the Board of Directors.</p>	<p>- There is no prevision of legal or economic effects.</p>
<p>§ Six - Having previously received the opinion of the Management Committee on the matter, the Board of Directors may appoint, with the title of Director, persons to direct or manage sectors or areas, and such procedure shall not result in delegation of any powers that, either by law or by these Bylaws, are particular powers of the elected Directors, nor shall it attribute to them membership of any corporate body established by the Bylaws.</p>	<p>(Refer to item “s” of caput of Clause 14)</p>	<p>- Transfer of the equivalent provision to item "s" of the caput of Clause 14.</p> <p>(Unchanged)</p>
<p>Clause 19 - The following shall be the attributes of the Board of Directors:</p>	<p>(Refer to Clause 14)</p>	<p>- Formal adjustment, transfer from the wording to the current Clause 14 of the Proposed Bylaws.</p> <p>- There is no prevision of legal or economic effects.</p>
<p>a) to fix the general orientation of the Company’s business, subject always to the ethical values adopted by the community where it is working, especially respect for human rights and the environment;</p>	<p>(Refer to item “a” of caput of Clause 14)</p>	<p>- Transfer from the wording to the current item “a” of caput of Clause 14 of the Proposed Bylaws</p> <p>(Unchanged)</p>
<p>b) to elect, evaluate or dismiss Executive Officers, at any time, and to set the attributions and competencies of each one of them where these are not provided by these Bylaws;</p>	<p>Item “b” of caput of Clause 14 - once the Management Committee and the People’s Committee (if created by the Board of Directors) are heard, to elect, evaluate or dismiss Executive Officers, at any time, and to set the attributions and competencies of each one of them where these are not provided by these Bylaws;</p>	<p>- Transfer from the wording to the current item “b” of caput of Clause 14 of the Proposed Bylaws.</p> <p>- Inclusion of a reference to the prior consultation to the Management Committee and the Peoples’ Committee (if created by the Board of Directors) to elect, evaluate and dismiss, at any time, the Executive Officers and establish the attributions and competencies of each one of them when not provided for in these Bylaws.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
		- There is no prevision of economic effects.
c) to inspect the management as effected by the Executive Officers; to examine the books and papers of the Company at any time; to request information on contracts signed or about to be signed, and any other acts;	(Refer to item “c” of caput of Clause 14)	- Transfer from the wording to the current item “c” of caput of Clause 14 of the Proposed Bylaws. (Unchanged)
d) to decide on issuance of preferred shares, in accordance with the first to fourth paragraphs of Clause 5 (five) of these Bylaws;	(Provision excluded)	- Provision excluded to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of legal or economic effects.
e) to state an opinion on the management report and accounts of the Executive Officers;	(Refer to item “d” of Clause 14) - once the Management Committee is heard, to state an opinion on the management report and accounts of the Executive Officers;	- Transfer from the wording to the current item “d” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the Management Committee. - There is no prevision of economic effects.
f) to choose, and to dismiss, the Independent Auditors, subject to the right of veto provided for by law;	(Refer to item “e” of Clause 14) - once the Audit and Risk Management Committee is heard, to choose, and to dismiss, the independent auditors, subject to the right of veto provided for by law;	- Transfer from the wording to the current item “e” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the Audit and Risk Management Committee. - There is no prevision of economic effects.
g) to set the accounting criteria and practices;	(Refer to item “f” caput of Clause 14) - once the Audit and Risk Management Committee is heard, to approve the accounting criteria and practices;	- Transfer from the wording to the current item “f” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the Audit and Risk Management Committee.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
		<ul style="list-style-type: none"> - There is no prevision of economic effects.
<p>h) to approve the long-term global strategy to be obeyed by the Company and by the subsidiary companies, and also the long-term global strategy to be proposed for the affiliated companies;</p>	<p>(Refer to item “g” of caput of Clause 14) - once the Management Committee is heard, to approve the long-term global strategy to be obeyed by the Company and by the subsidiary companies, and also the long-term global strategy to be proposed for the affiliated companies;</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “g” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the Management Committee. - There is no prevision of economic effects.
<p>i) to examine, approve, and monitor the execution of, the annual and multi-year capital expenditure and operational budgets, which shall be prepared by the Executive Officers;</p>	<p>(Refer to item “h” of caput of Clause 14) - once the Management Committee is heard, to examine, approve, and monitor the execution of, the annual and multi-year capital expenditure and operational budgets, which shall be prepared by the Executive Officers;</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “h” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the Management Committee. - There is no prevision of economic effects.
<p>j) to monitor and evaluate the economic and financial performance of the Company;</p>	<p>(Refer to item “i” caput of Clause 14)</p> <p>(Unchanged)</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “i” of caput of Clause 14 of the Proposed Bylaws. <p>(Unchanged)</p>
<p>k) to state opinions on any proposals or recommendations made by the Executive Officers to the General Meeting of Shareholders;</p>	<p>(Refer to item “j” caput of Clause 14)</p> <p>(Unchanged)</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “i” of caput of Clause 14 of the Proposed Bylaws. <p>(Unchanged)</p>
<p>l) to decide on the grant, or not as the case may be, of the right of preference to existing shareholders, or to reduce the period of this right, in issues of shares, debentures convertible into shares, or warrants, the placement of which is made by one of the methods referred to in Section 172 of Law 6404/76;</p>	<p>(Refer to item “k” caput of Clause 14)</p> <p>- to decide on the grant, or not as the case may be, of the preemptive right of shareholders, or to reduce the period of this right, in issues of shares, debentures convertible into shares, or warrants, the placement of which is made by one of the methods referred to in Section 172 of the Corporations Law;</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “k” of caput of Clause 14 of the Proposed Bylaws. - Adjustment in the wording to replace “Law No. 6.404/76” with “Corporations Law” - There is no prevision of legal or economic effects.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
m) subject to the terms of line “l” above, to decide on the issue of securities, including promissory notes, for public or private distribution, inside or outside Brazil, in accordance with the respective legislation;	Item “l” of caput of Clause 14 - subject to the terms of line “k” above, to decide on the issue of securities, including promissory notes, for public or private distribution, inside or outside Brazil, in accordance with the respective legislation;	<ul style="list-style-type: none"> - Transfer from the wording to the current item “l” of caput of Clause 14 of the Proposed Bylaws. - Renumbered references - There is no prevision of legal or economic effects.
n) to authorize initial or subsequent participation of the Company as a partner, shareholder or member of a consortium, in another company or undertaking, the giving in guarantee of any interest so acquired to third parties in the Company’s transactions, or disposal in any manner or form of any shareholding or interest which is part of the Company’s assets;	Item “m” of caput of Clause 14 - once the Management Committee is heard, to authorize initial or subsequent participation of the Company as a partner, shareholder or member of a consortium, in another company or undertaking, the giving in guarantee of any interest so acquired to third parties in the Company’s transactions, or disposal in any manner or form of any shareholding or interest which is part of the Company’s assets;	<ul style="list-style-type: none"> - Transfer from the wording to the current item “m” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the Management Committee. - There is no prevision of economic effects.
o) to authorize the acquisition of shares in the Company, for the purpose of cancellation, or holding in treasury and subsequent sale;	Item “n” caput of Clause 14	<ul style="list-style-type: none"> - Transfer from the wording to the current item “n” of caput of Clause 14 of the Proposed Bylaws. <p>(Unchanged)</p>
p) to appoint the Investor Relations Officer;	Item “o” caput of Clause 14 - once the People’s Committee (if created by the Board of Directors) is heard, to appoint the Investor Relations Officer;	<ul style="list-style-type: none"> - Transfer from the wording to the current item “o” of caput of Clause 14 of the Proposed Bylaws. - Inclusion of reference to prior consultation with the People’s Committee (if created by the Board of Directors). - There is no prevision of economic effects.
qto authorize the Executive Officers, with limits of authority to be defined by a resolution approved	Item “p” of Clause 14 - once the Management Committee is heard, to authorize the Executive	<ul style="list-style-type: none"> - Transfer from the wording to the current item “p” of caput of Clause 14 of the Proposed Bylaws.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>at a meeting of the Board of Directors, the minutes of which meeting shall be duly registered with the Commercial Board of the State of Bahia:</p> <p>q.1) to sell, place a charge on or acquire assets related to the Company’s fixed assets and those referred to in sub-clause “n” of this Clause;</p> <p>q.2) to give a real guarantee of any nature, or to give a chattel mortgage;;</p> <p>q.3) to agree asset or liability financial transactions, including those known as “vendor” transactions, in which the Company is a guarantor for its clients;</p> <p>q.4) to sign any other contracts in accordance with defined limits of authority in relation to amounts;</p> <p>q.5) to carry out, or order to be carried out, any acts not expressly provided for in these Bylaws provided that such acts are legally within its competence;</p> <p>q.6) to bring actions, make concessions, reach agreements or withdraw legal proceedings, procedures, measures or any other demands in Court, administrative or arbitration proceedings, and also to carry out voluntary tax offsetting, such as may result in or can result in obligations or rights on the part of the Company, or which may prejudice or can prejudice the Company’s reputation or image;</p>	<p>Officers, with limits of authority to be defined by a resolution approved at a meeting of the Board of Directors, the minutes of which meeting shall be duly registered with the competent Board of Trade:</p> <p>(p.1) to sell, place a charge on or acquire assets related to the Company’s fixed assets and those referred to in sub-clause “m” of this Clause;</p> <p>(p.2) to give a real guarantee of any nature, or to give a chattel mortgage;</p> <p>(p.3) to agree asset or liability financial transactions, including those known as “vendor” transactions, in which the Company is a guarantor for its clients;</p> <p>(p.4) to sign any other contracts in accordance with defined limits of authority in relation to amounts;</p> <p>(p.5) to carry out, or order to be carried out, any acts not expressly provided for in these Bylaws provided that such acts are legally within its competence;</p> <p>(p.6) to bring actions, make concessions, reach agreements or withdraw legal proceedings, procedures, measures or any other demands in Court, administrative or arbitration proceedings, and also to carry out voluntary tax offsetting, such as may result in or can result in obligations or rights on the part of the Company, or which may prejudice or can prejudice the Company’s reputation or image;</p>	<p>- Renumbered references.</p> <p>- There is no prevision of economic effects.</p>
<p>r) to decide on the establishment of a Consultative Council to provide advice to the members of the Board of Directors, and to set the positions, remuneration and rules for functioning of that body; and;</p>	<p>Item “q” of caput of Clause 14</p>	<p>- Transfer from the wording to the current item “q” of caput of Clause 14 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>s) to create other Committees of the Board of Directors, whenever it deems this to be desirable, subject to the terms of Clause 21 below.</p>	<p>Item “r” of caput of Clause 14</p> <p>- to create other Committees of the Board of Directors, whenever it</p>	<p>- Transfer from the wording to the current item “r” of caput of Clause 14 of the Proposed Bylaws.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	deems this to be desirable, subject to the terms of Clause 16 below.	<ul style="list-style-type: none"> - Renumbered References. - There is no prevision of legal or economic effects.
(Provision without equivalence in the original Bylaws)	<p>Item “t” of caput of Clause 14</p> <p>- once the Management Committee is heard, to manifest in favor or against any tender offer for the acquisition of shares which aim at acquiring the shares issued by the Company (“<u>OPA</u>”), by means of a prior justified opinion, disclosed in up to fifteen (15) days as from the publication of the OPA notice, which shall encompass, at least (i) the convenience and opportunity of the terms offer for the acquisition of shares in relation to the joint interest of the shareholders and in relation to the liquidity of the securities; (ii) the repercussions of the tender offer for the acquisition of shares on the Company's interests; (iii) the strategic plans disclosed by the offeror in relation to the Company; and (iv) other items that the Board of Directors considers pertinent, as well as the information required by the applicable rules established by the Brazilian Securities and Exchange Commission (“<u>CVM</u>”); and; and</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “t” of caput of Clause 14 of the Proposed Bylaws. - Drafting adjustment to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of legal or economic effects.
(Provision without equivalence in the original Bylaws)	<p>Item “u” of caput of Clause 14</p> <p>- once the Audit and Risk Management Committee is heard, define a triple list of companies specializing in economic valuation of companies for the preparation of an appraisal report of the Company's shares, in cases of OPA for cancellation of registration as a publicly-held company or for the withdraw from the Novo Mercado.</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “u” of caput of Clause 14 of the Proposed Bylaws. - Drafting adjustment to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of legal or economic effects.
Clause 20 - For the purposes of: (i) increasing interaction and cooperation between the Executive	Clause 15 - The Committees of the Board of Directors, which function is to opine over the matter of their	- Transfer from the wording to the current Clause 15 of the Proposed Bylaws.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>Officers and the Board of Directors; (ii) providing deep analysis of material strategic matters, ensuring that there is adequate information and maximum quality and efficiency in the process of decision-making by the Board of Directors; and (iii) meeting the requirements of the latest rules on corporate governance, the Committees of the Board of Directors are hereby created, and their function shall be to give opinions on matters within their areas of competence, in accordance with these Bylaws and the decisions of the Board of Directors.</p>	<p>competence, in the terms of these Bylaws and the resolutions of the Board of Directors. The recommendations of the Committees shall have an exclusive opinionative character, being that the members of the Committees shall not have any deliberative power or responsibility for the resolutions.</p>	<ul style="list-style-type: none"> - Adequacy to the acting premises of Board of Directors' Committees. - There is no prevision of legal or economic effects.
<p>§ One - Each Committee shall be made up of between 2 (two) and 9 (nine) people, who up may be members of the Board of Directors, appointed by that Board and having the same period of office as its members. The chairman of the Board of Directors shall appoint a coordinator for each Committee. The members of the Committees may be members of more than one Committee, if the Board of Directors so decides, and shall have the same legal duties and responsibilities as managers of a sociedade anônima. The Board of Directors may dismiss or replace the members of the Committees at any time. The Committees shall decide by the majority of their members, and the Coordinator shall have a casting vote when the Committee has an even number of members.</p>	<p>(Refer to Paragraph One of Clause 15)</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current Paragraph One of Clause 15 of the Proposed Bylaws. <p>(Unchanged)</p>
<p>§ Two - The Committees may have assistance from other professionals, and also an administrative support structure. The Company shall pay the remuneration of such professionals, including that of the members of the Committees and the expenses of the administrative support structure. When the</p>	<p>Paragraph Two Clause 15 - The Committees may have assistance from other professionals, and also an administrative support structure. The Company shall pay the remuneration of such professionals, including that of the members of the Committees and the expenses of the administrative support structure.</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current Paragraph Two of Clause 15 of the Proposed Bylaws. - There is no prevision of legal or economic effects.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
Committees believe it to be necessary, they may also hire consultancy services from external professionals, whose fees shall be paid by the Company.	When the Committees believe it to be necessary, they may also hire consultancy services from external professionals, whose fees shall be paid by the Company .	
§ Three - The Board of Directors shall make specific rules (internal regulations) for the work, competency and procedures of the Committees.	(Refer to Paragraph Three of Clause 15)	- Transfer from the wording to the current Paragraph Three of Clause 15 of the Proposed Bylaws. (Unchanged)
Clause 21 - Without prejudice to the creation of other committees by the Board of Directors, the following are now created:	(Refer to Clause 16)	- Transfer from the wording to the current Clause 16 of the Proposed Bylaws. (Unchanged)
a) The Management Committee: The attributions of this committee shall be set by the Board of Directors, and shall include, among others, advising the Board of Directors in the fulfillment of its responsibilities in the areas of finance, budget and control, management of talent, remuneration of executives, legal subjects, new business, investments, relationship with the market and investors, monitoring of results of the Company and performance of executives, and acting to promote the preparation and formulation of specific corporate policies for the areas of environment, health and safety, and also preparation of the annual Sustainability Report. This Committee should give prior opinion when a decision of the Board of Directors deals with the matters specified in the sub-clauses of Clause 19 (nineteen), with the exception of sub-Clause “h”, of these Bylaws.	Item “a” of Clause 16 - The Management Committee: The attributions of this committee shall be set by the Board of Directors, and shall include, among others, advising the Board of Directors in the fulfillment of its responsibilities in the areas of finance, budget and control, legal subjects, new business, investments, relationship with the market and investors, monitoring of results of the Company and performance of executives. This Committee should give prior opinion when a decision of the Board of Directors deals with the matters specified in the sub-clauses “b”, “d”, “g”, “h”, “m”, “p” and “t” of Clause 14, with the exception of sub-Clause “h”, of these Bylaws.	- Transfer from the wording to the current item “a” of Clause 16 of the Proposed Bylaws. - Adjustments to the powers conferred on the Management Committee. - Renumbered references. - There is no prevision of economic effects.
b) The Sustainability and Strategy Committee: The attributions of this committee shall be set by the Board of Directors, and shall include, among other matters, advising the	Item “b” of Clause 16 - The Sustainability and Strategy Committee: The attributions of this committee shall be set by the Board of Directors, and shall include,	- Transfer from the wording to the current item “b” of Clause 16 of the Proposed Bylaws.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>Board of Directors on compliance with its responsibilities relating to the area of long-term strategy and its planning, and also advising the Board of Directors in the dissemination of the strategic concept of sustainability, aiming to meet the standards accepted worldwide as benchmarks of excellence. This Committee should give a prior opinion when a decision of the Board of Directors deals with the subject specified in sub-Clause “h” of Clause 19 (nineteen) of these Bylaws.</p>	<p>among other matters, advising the Board of Directors on compliance with its responsibilities relating to the area of long-term strategy and its planning, and also advising the Board of Directors in the dissemination of the strategic concept of sustainability, aiming to meet the standards accepted worldwide as benchmarks of excellence.</p>	<ul style="list-style-type: none"> - Adjustments to the competencies assigned to the Sustainability and Strategy Committee. - Renumbered references. - There is no prevision of economic effects.
<p>d) The Audit Committee: shall have its attributions indicated by the Board of Directors, including, among others, to give advice to the Board of Directors in compliance with its responsibilities in relation to analysis of the financial statements, development of internal controls, and control, inspection and coordination of the work of the Company’s internal and external audits, and also permanently to make efforts for compliance with the Code of Conduct.</p>	<p>Item “c” of Clause 16 - The Audit and Risk Management Committee: shall have its attributions indicated by the Board of Directors, including, among others, to give advice to the Board of Directors in compliance with its responsibilities in relation to (i) analysis of the financial statements, development of internal controls; (ii) the analysis and monitoring of the Company’s indebtedness; (iii) analysis of credit transactions and/or liquidation of relevant debt of the Company, as well as the derivative transactions; (iv) identification and measurement of relevant risks associated to the Company, its activities and businesses; and (v) control, inspection and coordination of the work of the Company’s internal and external audits, and also permanently to make efforts for compliance with the Code of Conduct and of the mitigation plans. Such Committee shall previously opine when the decision of the Board of Directors is about the matters set forth in items “e”, “f” and “u” of Clause 14 of the Bylaws.</p>	<ul style="list-style-type: none"> - Transfer from the wording to the current item “c” of Clause 16 of the Proposed Bylaws. - Expansion of the attributions of the Audit Committee to include attributions related to risk management. - There is no prevision of economic effects.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>Clause 22 - The Chairman of the Board of Directors has the following attributions, with the assistance, in relation to the matters in lines “b”, “c” and “d” below, at his exclusive option, of the respective Committees of the Board of Directors:</p> <p>a) to represent the Board of Directors in dealings with other parties;</p> <p>b) to suggest to the Board of Directors the general orientation of the Company’s business to be transmitted to the Executive Officers;</p> <p>c) to prepare all the elements necessary for the practice of the acts which are within the competence of the Board of Directors;</p> <p>d) to accompany and give support to the activities of the Executive Officers and/or of any of its members.</p>	<p>(Refer to Clause 17)</p>	<p>- Transfer of the equivalent provision to Clause 17 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 23 - If the Chairman of the Board of Directors is temporarily absent, he shall be substituted by one of the Vice-Presidents of that body, and it shall be for the Chairman of the Board of Directors to indicate the substitute; and when this does not happen, it shall be for the Board of Directors to make such indication. The same criterion shall be adopted in the same cases for any other member, who shall be substituted by one of his peers.</p>	<p>(Refer to Clause 18)</p>	<p>- Transfer of the equivalent provision to Clause 18 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>§ One - If a vacancy occurs on the Board of Directors, an Extraordinary General Meeting of Shareholders should be called, within no more than 20 (twenty) days, to decide on a replacement if one is necessary to maintain the minimum number of members of that body, or if it is deemed convenient that the post should be filled.</p>	<p>Paragraph One of Clause 18 - If a vacancy occurs on the Board of Directors, the seat may remain vacant until the next Ordinary Shareholders Meeting, without prejudice of a nomination of a substitute, in order to complete the current mandate, by the remaining directors in a Board of Directors Meeting, in the form of Article 150 of the Corporations Law, if one is necessary to maintain the minimum</p>	<p>- Transfer of the equivalent provision to paragraph one of Clause 18 of the Proposed Bylaws.</p> <p>- Re-adjustment of the rule for restating the minimum number of members of the Board of Directors, in order to authorize the remaining members, pursuant to article 150 of the Brazilian Corporate Law, to indicate the necessary substitutes.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	number of members of that body, or if it is deemed convenient that the post should be filled.	- There is no prevision of economic effects.
<p>§ Two - The substitutions provided for in this Clause shall result in the exercise of the functions and of the right to vote in the meetings of the Board of Directors, but not in the remuneration and other advantages of the person substituted.</p>	<p>(Refer to Paragraph Two of Clause 18)</p>	<p>- Transfer of the equivalent provision to paragraph two of Clause 18 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 24 - The Executive Officers shall be the Chief Executive Officer and between 4 (four) and 9 (nine) Executive Officers, resident and domiciled in Brazil, and of recognized technical and administrative ability, who may be shareholders, elected by the Board of Directors and able to be dismissed by it at any time, and also to be re-elected.</p> <p>§ One - The area of specific activity and competence of each of the Executive Officers may be fixed by the Board of Directors, when not specified in these Bylaws.</p> <p>§ Two - The members of the Executive Officers are not permitted to give personal guarantees.</p>	<p>(Refer to Clause 19)</p>	<p>- Transfer of the equivalent provision to Clause 19 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 25 - In the temporary absence:</p> <p>a) of the Chief Executive Officer, his replacement shall be designated by the Chairman of the Board of Directors, from among the members of the Board of Directors or the Executive Officers;</p> <p>b) of any other Executive Officers, his replacement shall be designated by the Chief Executive Officer, from among the other members or from the direct subordinates of the Executive Officer who is absent or prevented, on his recommendation. In this latter case, the direct subordinate who is substituting the</p>	<p>(Refer to Clause 20)</p>	<p>- Transfer of the equivalent provision to Clause 20 of the Proposed Bylaws.</p> <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>absent Executive Officer shall take part in all the routine activities and shall have all the duties of the said Executive Officer, including that of being present at meetings of the Executive Officers to instruct on matters relating to the Executive Officer who is substituted, without, however, exercising the right to a vote of receiving the remuneration of the person substituted.</p> <p>§ One - In the event of a seat on the Executive Board becoming vacant, the Board of Directors shall meet to fill the vacant seat, if this be necessary to provide the minimum number of members of that body, or if the Board of Directors believes it to be convenient to fill the post. The term of office of the Executive Officer thus elected shall terminate simultaneously with that of his peers.</p> <p>§ Two - Subject to the terms of line “b” of the head paragraph of this Clause, substitutions made under this Clause shall result in the substitute having the post of the person substituted as well as his or her own, including the right to vote, but excluding the right to receive the remuneration or other advantages of the person substituted.</p>		
<p>Clause 26 - The Executive Officers shall meet on convocation by the Chief Executive Officer, or by 2 (two) Executive Officers, with up to 2 (two) days’ prior notice, this period being dispensed with when all of the members take part in the meeting.</p> <p>§ One - The meetings of the Executive Officers shall be valid when the majority of its members are present, including the Chief Executive Officer or his substitute.</p>	<p>(Refer to Clause 21)</p>	<p>- Transfer of the equivalent provision to Clause 21 of the Proposed Bylaws.</p> <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>§ Two - Decisions at all meetings of the Executive Officers shall be taken by the majority of the members present and recorded in minutes. In the event of a tied vote, the Chief Executive Officer shall have the casting vote.</p> <p>§ Three - The Executive Officers may meet independently of the formality of convocation, when there is an urgent subject. For this meeting to be valid it is necessary that 2/3 (two-thirds) of the members of the Executive Officers be present or represented, and that the decision be taken unanimously.</p>		
<p>Clause 27 - The following shall be attributions of the Executive Officers:</p> <p>a) to comply with the terms of these Bylaws, and the decisions of the General Meeting of Shareholders and of the Board of Directors, and cause them to be complied with;</p> <p>b) to administer and manage the Company’s business in accordance with the orientation established by the Board of Directors;</p> <p>c) to produce monthly interim financial statements and deliver them to the Board of Directors;</p> <p>d) to prepare the financial statements for each business period, as specified in these Bylaws, including a proposal for allocation of the profit, and submit them to the Board of Directors;</p>	<p>(Refer to caput and items “a” to “d” of Clause 22 caput)</p>	<p>- Transfer of the equivalent provision to Clause 22 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>e) to propose to the Board of Directors the approval of the procedures referred to in Clauses 32 (thirty-two) and 33 (thirty-three) of these Bylaws;</p>	<p>Item “e” of Clause 22 caput - to propose to the Board of Directors the approval of the procedures referred to in Clauses 27 and 28 of these Bylaws;</p>	<p>- Transfer of the equivalent provision to item “e” of Clause 22 of the Proposed Bylaws.</p> <p>- Renumbered references</p> <p>- There is no prevision of legal or economic effects.</p>
<p>f) to prepare the annual and multi-year operations and capital expenditure budgets, including,</p>	<p>(Refer to item “e” of Clause 22 caput)</p>	<p>- Transfer of the equivalent provision to item “e” of Clause 22 of the Proposed Bylaws.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
among other matters, the forestry, industrial, commercial, financial and human resources plans, to be submitted by the Chief Executive Officer to the Board of Directors;		(Unchanged)
g) to decide on the transactions indicated in lines “q.1” to “q.4” and “q.6” of Clause 19 (nineteen) of these Bylaws, subject, when their value does not exceed the amounts indicated in those sub-items, to the authorized limit amounts previously established by the Board of Directors or, if their value does exceed the amounts indicated in those sub-items, after prior submission to the Board of Directors;	Item “g” of Clause 22 - to decide on the transactions indicated in lines “p.1” to “p.4” and “p.6” of Clause 14 of these Bylaws, subject, when their value does not exceed the amounts indicated in those sub-items, to the authorized limit amounts previously established by the Board of Directors or, if their value does exceed the amounts indicated in those sub-items, after prior submission to the Board of Directors;	<ul style="list-style-type: none"> - Transfer of the equivalent provision to item “g” of Clause 22 of the Proposed Bylaws. - Renumbered references - There is no prevision of legal or economic effects.
h) to inform the Management Committee in writing with a minimum of 5 (five) days’ notice, whenever any General meetings of Shareholders, or Supervisory Board meetings, are called by any affiliated or subsidiary company, or by any project or undertaking in which the Company participates with an interest (and when there is no Supervisory Board, in any meeting of the Executive Officers or similar body), submitting proposals aiming to make clear the likely vote of the Company in such meetings;	Item “h” of Clause 22 - to inform the Management Committee in writing with a minimum of 5 (five) days’ notice, whenever any General meetings of Shareholders, or Supervisory Board meetings, are called by any affiliated or subsidiary company, or by any project or undertaking in which the Company participates with an interest (and when there is no Supervisory Board, in any meeting of the Executive Officers or similar body), submitting proposals aiming to make clear the likely vote of the Company in such shareholders meeting or meetings;	<ul style="list-style-type: none"> - Transfer of the equivalent provision to item “h” of Clause 22 of the Proposed Bylaws. - Replacement of the expression "company, in these conclaves" by "Company, at such shareholders meetings or meetings”. - There is no prevision of legal or economic effects.
<p>i) to open and/or close branch offices or warehouses throughout the whole of Brazil;</p> <p>j) to inform the Board of Directors, in the person of its Chairman, in relation to any question of singular importance for the Company’s business; and</p> <p>k) to seek continuous improvement in the organizational climate and results.</p>	(Current items “i”, “j” and “k” of Clause 22 caput)	<ul style="list-style-type: none"> - Transfer of the equivalent provision to item “i”, “j”, and “k” of Clause 22 of the Proposed Bylaws. <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>Clause 28 - In acts and transactions which create obligations for the Company or exonerate third parties from obligations to it, the Company shall be represented, actively and passively, by any two of its Executive Officers.</p> <p>§ One - The Company may be represented by one Executive Officer and one person holding a power of attorney, by two persons holding powers of attorney or even by one person holding a power of attorney, provided that the power of attorney itself is given by two Executive Officers, one of them necessarily the Chief Executive Officer, and provided that the said power of attorney precisely and consistently specifies the powers that it gives and its period of validity.</p>	<p>(Refer to current caput and paragraph one of Clause 23)</p>	<ul style="list-style-type: none"> - Transfer of the equivalent provision to Clause 23 of the Proposed Bylaws. - Adequacy in the form of representation of the Company. - There is no prevision of legal or economic effects.
<p>§ Two - No powers may be subrogated under any power of attorney, except for the purposes of court proceedings and in-court representation before Public Administration bodies, in which case subrogation shall be allowed with a Clause reserving equal powers for the delegating party.</p>	<p>Paragraph Two of Clause 23 - No powers may be subrogated under any power of attorney, except for the purposes of court proceedings and in-court representation.</p>	<ul style="list-style-type: none"> - Transfer of the equivalent provision to paragraph two of Clause 23 of the Proposed Bylaws. - Adequacy of the forms of representation of the Company before the Public Administration. - There is no prevision of economic effects.
<p>§ Three - The Company may, subject to the terms of this Clause, be represented by a single Executive Officer:</p>	<p>Paragraph Three of Clause 23 - The Company may, subject to the terms of this Clause, be represented by a single Executive Officer, or by an attorney-in-fact with specific powers to practice any of the following acts:</p>	<ul style="list-style-type: none"> - Transfer of the equivalent provision to paragraph three of Clause 23 of the Proposed Bylaws. - Adequacy of the forms of representation of the Company. - There is no prevision of economic effects.
<p>a) in acts of endorsement of checks or trade bills in favor of financial institutions, in the former case for the purposes of deposit in the Company’s account; or in the latter case for the purposes of discount</p>	<p>(Refer to items “a” to “d” of Paragraph Three of Clause 23)</p>	<ul style="list-style-type: none"> - Transfer of the equivalent provision to items “a” to “d” of paragraph three of Clause 23 of the Proposed Bylaws <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>and/or deposit and/or trading charge and/or collection; also signing the respective contracts, proposals and bordereaux;</p> <p>b) before any federal, state or municipal public office, or independent public authority, or public companies, public mixed-capital companies or foundations, solely for administrative purposes;</p> <p>c) before the Labor Courts, the Public Attorneys’ Offices, or in dealings with labor unions, including for the purposes of appointing representatives and in matters relating to hiring, suspension and dismissal of employees and/or labor agreements including labor litigation; and</p> <p>d) in relation to third parties, for the purposes of representation which does not involve any type of obligation on the Company.</p>		
<p>§ Four - Except for purposes of the Courts, and of representation of the Company in administrative disputes with government bodies and procedures relating to brands and patents, all other powers of attorney given by the Company shall have a maximum period of validity, namely up to 30 June of the year following the year in which they are given, unless there be established a shorter period, which must in any event always be included in the respective instrument.</p>	<p>(Refer to Paragraph Four of Clause 23)</p>	<p>- Transfer of the equivalent provision to paragraph four of Clause 23 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 29 - The following are attributions of the Chief Executive Officer:</p>	<p>(Refer to caput of Clause 24)</p>	<p>- Transfer of the equivalent provision to Clause 24 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>a) without prejudice to the terms of Clause 28 (twenty-eight) above, to represent the Company actively or passively in the courts or outside the courts, especially to give personal testimony, and for this function he</p>	<p>Item “a” of Clause 24 caput - without prejudice to the terms of Clause 23 above, to represent the Company actively or passively in the courts or outside the courts, especially to give personal testimony, and for this function he</p>	<p>- Transfer of the equivalent provision to item “a” of Clause 24 of the Proposed Bylaws.</p> <p>- Renumbered references.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>may designate a person to represent him, by special power of attorney;</p>	<p>may designate a person to represent him, by special power of attorney;</p>	<p>- There is no provision of legal or economic effects.</p>
<p>b) to represent the Company in its public and private relationships at high level;</p> <p>c) to oversee all the Company’s activities in conformity with the orientation established by the Board of Directors;</p> <p>d) to submit the annual and multi-year operations and capital expenditure budgets to the approval of the Executive Officers and the Board of Directors;</p> <p>e) to submit to examination by the Executive Officers the statistics, reports and statements which give evidence of the global results of the Company, including those of the affiliated and subsidiary companies;</p> <p>f) to stimulate good relations between the Executive Officers, the Committees and the Board of Directors, based on the interests of the Company;</p> <p>g) to keep the Board of Directors, in the person of its Chairman, constantly informed on all the facts and acts relating to the Company’s activities and investments, discussing all the material aspects with him;</p> <p>h) to propose to the Board of Directors:</p> <p>h.1) setting of financial policy, at high level, to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;</p> <p>h.2) decision on the long-term global strategy to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;</p> <p>h.3) acquisition by the Company, or its subsidiaries, or affiliated companies, of an initial or subsequent interest, through shares,</p>	<p>(Refer to items “b” to “h” of Clause 29 caput)</p>	<p>- Transfer of the equivalent provision to items “b” to “h” of Clause 29 of the Proposed Bylaws.</p> <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
in any other company, and also the disposal of, or the placing of a charge on, any of these interests; and h.4) formation of joint ventures or signing of partnerships of any type, or cancellation or renewals of such partnerships, by the Company or by its subsidiaries, or affiliated companies.		
Sole Paragraph - Service of process on the Company shall be valid only when served on the Chief Executive Officer and one other Executive Officer.	(Refer to Sole Paragraph of Clause 29)	- Transfer of the equivalent provision to the sole paragraph of Clause 29 of the Proposed Bylaws. (Unchanged)
Clause 30 - The Audit Board is a permanent body, and shall be made up of between 3 (three) and 5 (five) sitting members and an equal number of substitute members.	(Refer to Clause 25 caput)	- Transfer of the equivalent provision to Clause 25 of the Proposed Bylaws. (Unchanged)
(Provision without equivalence in the original Bylaws)	Paragraph One of Clause 25 - The inauguration of the members of the Fiscal Council shall be conditioned to the previous subscription of the Statement of Consent of the Members of the Fiscal Council in accordance with the provisions of the Novo Mercado Rules, as well as compliance with applicable legal requirements.	- Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects.
Parágrafo Primeiro - Os membros do Conselho Fiscal serão substituídos nos seus impedimentos, ou faltas, ou em caso de vaga, pelos respectivos suplentes.	(Refer to Paragraph Two of Clause 25)	- Transfer of the equivalent provision to Paragraph Two of Clause 25 of the Proposed Bylaws. - There is no prevision of legal or economic effects.
Clause 31 - The business year shall coincide with the calendar year, thus terminating on 31 December of each year, when the financial statements shall be prepared, together with which the management bodies shall submit to the General Meeting of Shareholders a proposal for allocation of the net profit for the business year, adjusted in the terms of Section 202 of the Corporate Law, subject to deductions, in the	Clause 26 - The business year shall coincide with the calendar year, thus terminating on 31 December of each year, when the financial statements shall be prepared, together with which the management bodies shall submit to the General Meeting of Shareholders a proposal for allocation of the net profit for the fiscal year ending on December 31 of the previous year (“ <u>Fiscal Year</u> ”), subject to deductions, in the	- Transfer of the equivalent provision to Clause 26 of the Proposed Bylaws. - Exclusion of an express reference to the adjustment of net profit for the year pursuant to article 202 of the Corporations Law, in view of the changes proposed in item "c" of the caput of Clause 26 of the Bylaws Proposed.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
following order, in accordance with law:	following order, in accordance with law:	
a) minimum of 5% (five percent) for the Legal Reserve Fund, until it reaches 20% (twenty percent) of the registered capital;	Item “a” of Clause 26 caput - a minimum of 5% (five percent) for the Legal Reserve, until it reaches 20% (twenty percent) of the registered capital, provided that in the fiscal year in which the balance of the legal reserve added by the capital reserve amounts exceed 30% (thirty percent) of the capital stock, it will not be mandatory to allocate part of the net income for the fiscal year to the legal reserve;	<ul style="list-style-type: none"> - Transfer of the equivalent provision to item "a" of the caput of Clause 26 of the Bylaws Proposed. - Drafting adjustment in order to bring express reference to the provisions of article 193 of the Corporations Law, regarding the limit of the mandatory allocation to the Legal Reserve. - There is no prevision of legal or economic effects.
b) the amounts which must by law be allocated to Contingency Reserves;	Item “b” of Clause 26 caput - the amounts allocated to Contingency Reserves, if constituted;	<ul style="list-style-type: none"> - Transfer of the equivalent provision to item "b" of the caput of Clause 26 of the Bylaws Proposed. - Adequacy of the wording to the provisions of article 195 of the Corporations Law, since there is no legal imposition of destination to Contingency Reserves. - There is no prevision of legal or economic effects.
c) the amount necessary for the payment of a dividend which, in each business year, represents 25% (twenty-five per cent) of the annual net profit adjusted in accordance with Section 202 of the Corporate Law. Dividends shall be declared with full observance of the rights, preferences, advantages and priorities of the existing shares, in accordance with law and with these Bylaws and, as the case may be, with resolutions of the General Meeting of Shareholders;	Item “c” of Clause 26 caput - the amount necessary for the payment of a mandatory dividend which, in each Fiscal Year, shall be equivalent to the lowest amount between: (i) 25% (twenty-five per cent) of the annual net profit adjusted in accordance with Section 202 of the Corporations Law; or (ii) 10% (ten per cent) of the Operational Cash Flow Generation in the respective Fiscal Year, calculated in accordance with paragraph 3 of this Clause;	<ul style="list-style-type: none"> - Transfer of the equivalent provision to item "c" of the caput of Clause 26 of the Proposed Bylaws. - Change in the methodology for calculating the mandatory dividend, in order to limit it to 10% (ten percent) of the Company's Operating Cash Generation in the respective Fiscal Year, calculated in accordance with Paragraph Three of Clause 26 of the Proposed By-Laws. - The legal and economic effects of this change have been addressed in Appendix II to this Proposal.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>d) Any balance shall be allocated in such a way as the Executive Officers propose and the Board of Directors recommends, and the General Meeting of Shareholders approves, and up to 90% (ninety percent) may be allocated to the Capital Increase Reserve, for the purpose of ensuring adequate operational conditions. This reserve may not exceed 80% (eighty percent) of the registered capital. The remainder shall be allocated to the Special Reserve Under the Bylaws for the purpose of ensuring continuity of semi-annual distribution of dividends, until such reserve reaches 20% (twenty percent) of the registered capital.</p>	<p>(Refer to item “d” of Clause 26 caput)</p>	<p>- Transfer of the equivalent provision to item "d" of the caput of Clause 26 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>§ One - As provided for in Section 197 of the Corporate Law and its sub-paragraphs, in any business year in which the amount of obligatory dividend, calculated in accordance with these Bylaws or with Section 202 of that law, exceeds the realized portion of the net profit for the business year, the General Meeting of Stockholders may, on a proposal by the management bodies, allocate the difference to constitution of a Future Earnings Reserve.</p>	<p>Paragraph One of Clause 26 - As provided for in Section 197 of the Corporate Law and its sub-paragraphs, in any business year in which the amount of obligatory dividend, calculated in accordance with Article 202 of that same law and these Bylaws, exceeds the realized portion of the net profit for the business year, the General Meeting of Stockholders may, on a proposal by the management bodies, allocate the difference to constitution of a Future Earnings Reserve.</p>	<p>- Transfer of the equivalent provision to Paragraph Two of Clause 26 of the Proposed Bylaws.</p> <p>- Minimal wording adjustments, which do not impact the content of the provision.</p> <p>- There is no prevision of legal or economic effects.</p>
<p>§ Two - Under Section 199 of the Corporate Law, the balance of profit reserves, other than the reserves for contingencies and future earnings, may not exceed the registered capital. When this limit is reached the General Meeting of Stockholders shall decide on the application of the excess amount, either for paying-in or for increase of the registered capital, or in distribution of dividends.</p>	<p>(Refer to Paragraph Two of Clause 26)</p>	<p>- Transfer of the equivalent provision to Paragraph Two of Clause 26 of the Proposed Bylaws.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>§ Three - The General Meeting of Stockholders may allocate a participation in the profits to the members of the Board of Directors and the Executive Officers, in the circumstances and within the form and limits allowed by law.</p>	<p>(Refer to Paragraph Five of Clause 26)</p>	<p>- Transfer of the equivalent provision to Paragraph Five of Clause 26 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Paragraph Three of Clause 26 - For the purposes of calculating the amount to be paid as minimum mandatory dividends set forth in item “c” of Clause 26, “Operational Cash Generation” means the result of the following formula:</p> $\text{GCO} = \text{Adjusted EBITDA} - \text{Maintenance Capex}$ <p>Where:</p> <p>“GCO” means the Generation of Operational Cash of the Fiscal Year, expressed in national currency.</p> <p>“EBITDA” means the net profit of the Fiscal Year of the Company expressed in national currency, before the income tax and social contribution on net income, financial income and expenses, depreciation and amortization (including goodwill amortization), gains (losses) arising from changes in fair value less estimated realized and unrealized costs of sale of the biological assets realized and unrealized.</p> <p>“Adjusted EBITDA” means the EBITDA excluding items not recurrent and/or not cash.</p> <p>“Maintenance CAPEX” means the amount, expressed in national currency, of the investments in maintenance executed in the Fiscal Year.</p>	<p>- Inclusion of calculation methodology to ascertain the "Operating Cash Generation", metric used to calculate the mandatory dividend.</p> <p>- The legal and economic effects of this change have been addressed in Appendix II to this Proposal.</p>
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Paragraph Four of Clause 26 - Upon the resolution of the</p>	<p>- Inclusion of a provision providing that the Shareholders Meeting may</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	Shareholders Meeting, the Company may distribute dividends higher than the mandatory dividends set forth in item “c” of this clause.	<p>resolve on the distribution of dividends in an amount greater than the mandatory.</p> <p>- There is no prevision of legal or economic effects.</p>
<p>Clause 32 - On a proposal by the Executive Officers, approved by the Board of Directors, the Company may pay remuneration to the stockholders, as interest on their equity, up to the limit established by Section 9 of Law 9249 of 26 Dec 1995; and in accordance with subparagraph 7 of that Section any amounts thus disbursed may be deemed part of the obligatory dividend provided for by law and by these Bylaws.</p>	<p>(Refer to Clause 27)</p>	<p>- Transfer of the equivalent device to Clause 27 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 33 - Interim financial statements shall be prepared on the last day of June of each year, and the Executive Officers may:</p> <p>a) declare a semi-annual dividend, on account of the annual dividend;</p> <p>b) raise interim financial statements and declare dividends for shorter periods, on account of the annual dividend, as long as the total of the dividends paid in each half of the business year does not exceed the amount of the capital reserves;</p> <p>c) declare interim dividends on account of retained earnings or on account of profit reserves existing in the previous annual or half-yearly financial statements, on account of the annual dividend.</p>	<p>(Refer to Clause 33)</p>	<p>- Transfer of the equivalent device to Clause 33 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>Clause 34 - The annual financial statements shall, obligatorily, be audited by external auditors registered with the CVM (Comissão de Valores Mobiliários). Such auditors shall be chosen and/or dismissed by the Board of Directors, subject, as the case may be, to the</p>	<p>(Refer to Clause 29)</p>	<p>- Transfer of the equivalent device to Clause 29 of the Proposed Bylaws.</p> <p>(Unchanged)</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
terms of Paragraph 2 of Section 142 of the Corporate Law.		
(Disposição sem equivalência no Estatuto Social original)	<p>Artigo 30 - Any Person (as defined in paragraph one below) solely or jointly with another Bound Person(s), shareholder(s) or not of the Company, which subscribes, acquires or, in any other form, including, without limitation, by means of exchange, conversion, corporate reorganization (including, but not limiting to the merger of the Company and/or of its shares or the merger by the Company of other company or the shares thereof), or even upon acquisition of preemptive rights and/or subscription of shares or other securities issued by the Company convertible into shares or which give the right to its subscription or purchase of shares of the Company, becomes holder, directly or indirectly, in Brazil or offshore, of Relevant Interest (as defined in paragraph one below) the Company shall, within the maximum term of thirty (30) days counting from the date of the event which results in the ownership of the Relevant Interest, launch or, in the case of a registered tender offer in the terms of CVM Rule 361/02, file a registry request before CVM of, an OPA for the acquisition of the totality of the shares issued by the Company, which shall be liquidated in the maximum term of (a) forty eight (48) days counting from the launch of the offer not subject to registration, and (b) one hundred and eighty (180) days counting from the date of registry filing, in the case of an offer subject to registration, in the terms of the law and applicable legislation, except for certain delays which do not arise from any act or omission of the offeror.</p>	<p>- In view of the Company's migration to the N, the text now added is intended to mitigate the Company's chances of a "hostile" takeover.</p> <p>- In the event of an attempt of hostile takeover, the price of the offer is determined as the highest between (i) the economic value of the Company; Or (ii) 145% (one hundred and forty five percent) of the highest unit quotation in the last 24 (twenty four) months, adjusted by SELIC. Given the cyclicity of the business in which the Company is engaged, the price parameters of the offer are intended to guarantee a fair value to the Company's shareholders, including at times of low prices of products sold by the Company, appreciated exchange rates or a combination of these factors.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>Parágrafo Primeiro - For the purposes of these Bylaws:</p> <p>(a) “<u>Derivatives</u>” means any derivatives liquidated in shares issued by the Company and/or by means of payment in currency, traded on the stock exchange, organized or privately traded, that are referenced in shares or any other security issued by the Company;</p> <p>(b) <u>Other Rights of Corporate Nature</u>” means (i) usufruct or trust on shares issued by the Company, (ii) options to purchase, subscribe or exchange, for any purpose, that may result in the acquisition of shares issued by the Company; or (iii) any other right that permanently or temporarily secures political or shareholder rights over shares issued by the Company, including American Depositary Receipts (ADRs);</p> <p>(c) “<u>Relevant Interest</u>” means the amount of shares issued by the Company (or its legal successors) in a percentage equal to or greater than twenty percent (20%) of the total shares issued by it; and</p> <p>(d) “<u>Person</u>” means any person including, without limitation, any natural or legal person, investment fund, condominium, securities portfolio, universality of rights, or other form of organization, resident, domiciled or headquartered in Brazil or abroad;</p> <p>(e) “<u>Bound Person</u>” means any Person or group of Persons bound by a voting agreement or similar agreement, or acting jointly representing the same interests. Examples of group of persons acting jointly representing the same interests are those (i) that are directly or indirectly controlled or administered by a person belonging to the group of Persons, (ii) who controls or administers, under any</p>	

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>form, a Person belonging to the group of Persons, (iii) that is directly or indirectly controlled or administered by any Person who directly or indirectly controls or manages a person who is a member of the Group of Persons, (iv) in which the Controlling Shareholder of such person belonging to the Group of Persons holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital, (v) in which such Person belonging to the group of persons holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital, or (vi) holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital of the person belonging to the group of Persons;</p> <p>Paragraph Two The OPA Shall be (i) addressed to all shareholders of the Company, (ii) executed in an auction to be held at B3, (iii) launched at the price determined in accordance with the provisions of Paragraph Three below, and (iv) paid at sight, in national currency, against the acquisition in the OPA of shares issued by the Company.</p> <p>Paragraph Three The acquisition price of each share issued by the Company in the OPA will be the highest of the following values:</p> <p>(a) Economic Value (as defined in the <i>caput</i> of Clause 35 below) defined in a valuation report drafted in accordance with the provisions and following the procedures set forth in Clause 35 of these Bylaws; and</p> <p>(b) 145% (one hundred and forty five per cent) of the highest unit</p>	

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>quotation of shares issued by the Company on any stock exchange in which the Company's shares are traded, during the period of 24 (twenty four) months prior to the OPA, duly updated by the reference rate of monetary adjustment of the Special Settlement and Custody System - SELIC (or the index that replaces it) up to the time of payment.</p> <p>Paragraph Four The execution of the OPA mentioned in the <i>caput</i> of this article shall not exclude the possibility of a third party submitting a competing OPA, in accordance with the applicable regulations.</p> <p>Paragraph Five -The Person shall be obliged to comply with any requests or requirements of the CVM regarding the OPA, within the maximum periods prescribed in the applicable regulations.</p> <p>Paragraph Six - In the event that a Person does not comply with the obligations imposed by this Clause, including with respect to meeting the maximum terms (i) for the execution of the OPA, or (ii) to attend to any requests or requirements of the CVM, the Company's Board of Directors shall call an Extraordinary General Meeting, in which such Person may not vote, to resolve the suspension of the exercise of the rights of the Person who has not complied with any obligation imposed by this clause, as provided in article 120 of the Corporations Law.</p> <p>Paragraph Seven - Any person who acquires or becomes holder, in Brazil or abroad, of other rights, including (i) Other Rights of Corporate Nature of shares issued</p>	

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>by the Company, or that may result in the acquisition of shares issued by the Company, or (ii) Derivatives (a) that give rise to the Company's shares or (b) which give the right to receive the corresponding amount of the Company's shares, which results in such Person becoming a holder of a Relevant Interest, shall be equally obliged to, in the maximum term of 30 (thirty) days as from the date of the event that resulted in the ownership of the Relevant Interest, launch or, in the case of an offer to be registered pursuant to CVM Rule 361/02, file a request for registration with the CVM of an OPA for the acquisition of the totality of the shares issued by the Company, observing the provisions of this Clause 30.</p> <p>Paragraph Eight - The obligations contained in article 254-A of the Corporations Law and Clauses 31, 32 and 33 of these Bylaws exclude the fulfillment by the Person holding a Relevant Interest of the obligations contained in this article.</p> <p>Paragraph Nine - For the purposes of calculating the percentage of twenty percent (20%) of the total of the shares issued by the Company to calculate the Relevant Interest, as described in item "c" of Paragraph One of this article, will not be computed the involuntary increases of equity interest resulting from cancellation of shares in treasury or redemption of shares.</p> <p>Paragraph Ten - If CVM regulations applicable to the OPA determines the adoption of a calculation criterion for the determination of the acquisition price in the OPA of each share</p>	

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>issued by the Company that results in a purchase price higher than that determined in the terms of Paragraph Three above, the acquisition price calculated in accordance with CVM regulations shall prevail at the time of the OPA.</p> <p>Paragraph Eleven - The provisions of this Clause 30 do not apply to the direct and indirect controlling shareholders of the Company on September 29th, 2017 and to its Successors (defined below).</p> <p>Paragraph Twelve - For the purposes of paragraph eleven of Clause 30 above, “Successors” of the direct and indirect controlling shareholders of the Company, their respective spouses, companions, heirs, legatees, assigns and successors who, for any reason, including corporate reorganizations, become holders of the shares (and/or of the voting rights inherent to them) and/or Other Rights of Corporate Nature related to the shares held or which will be held by the direct and indirect controlling shareholders of the Company on September 29th, 2017.</p>	
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Clause 31 - The Sale of Control of the Company, either through a single transaction or through successive transactions, shall be contracted under a suspensive or resolutive condition that the acquirer of the Power of Control undertakes to execute a OPA for the acquisition of shares issued by the Company that the other shareholders hold, observing the conditions and terms established in the current legislation and in the Novo Mercado Listing Rules, in order to assure them equal treatment to that given to the Selling Controlling Shareholder.</p>	<ul style="list-style-type: none"> - Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - In case of sale of control, non-controlling shareholders are assured the right to sell their shares under the same conditions contracted with the controlling shareholder (tag-along).

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>Paragraph One - For purposes of these Bylaws, "Sale of the Company's Control" means the transfer to third parties, for consideration, of the Controlling Shares.</p> <p>Paragraph Two For the purposes of these Bylaws, the "Controlling Shares" means the shares which assure, directly or indirectly, to their holder(s) the individual and/or shared right to exercise of the Power of Control of the Company, as defined in Paragraph Four of this Clause 31.</p> <p>Paragraph Three- For purposes of these Bylaws, "Controlling Shareholder" means the shareholder or the group of shareholders, as defined in the Novo Mercado Rules ("Group of Shareholders"), exercising the Power of Control (as defined in Paragraph Four below).</p> <p>Paragraph Four - For the purposes of these Bylaws, the term "Power of Control" means the power effectively used to direct the corporate activities and orient the functioning of the Company's organs, directly or indirectly, in fact or in law, regardless of the equity interest held. There is a relative presumption of ownership of the Power of Control in relation to the person or Group of Shareholders who holds shares that have assured him an absolute majority of the votes of the shareholders present at the last three Shareholders Meetings of the Company, even though he is not the owner of the shares which ensure an absolute majority of the voting capital.</p>	

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Clause 32 - The tender offer referred to in the previous clause shall be:</p> <p>(a) when there is an onerous transfer of rights to subscribe for shares and other securities or rights related to securities convertible into shares, which may result in the Sale of the Company's Control; or</p> <p>(b) in the event of Sale of the Company's Control, in which case the Selling Controlling Shareholder will be obliged to declare to B3 the amount attributed to the Company in such sale and attach documentation which confirms such value.</p>	<p>- Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- In the event of the hypotheses provided for in this clause, the non-controlling shareholders will have assured the right to sell their shares under the same conditions contracted by the controlling shareholder.</p>
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Clause 33 - Any person who, through a private share purchase agreement entered into with the Controlling Shareholder of the Company, involving any number of shares, acquires the Power of Control of the Company, shall be obliged to:</p> <p>(a) execute the tender offer referred to in Clause 31 of these Bylaws; and</p> <p>(b) pay, in the terms indicated below, an amount equivalent to the difference between the price of the tender offer and the amount paid per share that may have been acquired on the stock exchange in the six (6) months prior to the date of acquisition of the Power of Control, duly updated until the date of the payment. The said amount shall be distributed among all persons who sold shares of the Company at the trading sessions in which the buyer made the acquisitions, proportionally to the daily net selling balance of each one, being B3 responsible for operating the distribution, pursuant to its regulations.</p>	<p>- Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- In the event of the hypothesis provided for in this clause, the non-controlling shareholders who have disposed of their shares in the six (6) months prior to the disposal of the control will have assured the right to receive any positive difference, if any, between (i) the price per Share sold by the controlling shareholder and (ii) the price per share obtained from the sale by such non-controlling shareholder in the aforementioned period.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
(Provision without equivalence in the original Bylaws)	<p>Clause 34 - The Company will not register any transfer of shares to the acquirer of the Power of Control, or to those who come to hold the Power of Control, as long as it does not subscribe to the Instrument of Consent of the Controlling Shareholders, as provided for in the Novo Mercado Listing Rules. The Company will also not register a shareholders agreement regarding the exercise of the Power of Control until its signatories do not sign the Instrument of Consent of the Controlling Shareholders.</p>	<ul style="list-style-type: none"> - Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects.
(Provision without equivalence in the original Bylaws)	<p>Clause 35 - The cancellation of the Company's registry as a publicly-held company will be preceded by an OPA, to be effected by the Company itself or by the shareholders or Group of Shareholders that hold the Company's Power of Control, at least for its respective Economic Value, to be determined in a valuation report drafted pursuant to Paragraphs 1 to 3 of this Clause ("<u>Economic Value</u>"), in compliance with the applicable legal and regulatory rules.</p> <p>Paragraph One - The appraisal report referred to in the <i>caput</i> of this clause shall be prepared by a specialized institution or company, with proven experience and independent as to the decision-making power of the Company, its managers and Controlling Shareholder(s), and the valuation report shall also satisfy the requirements of paragraphs 1 and 6 of article 8 of the Corporations Law.</p> <p>Paragraph Second - The choice of the institution or specialized company responsible for</p>	<ul style="list-style-type: none"> - Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - This provision assures shareholders the right to sell their shares at Economic Value (as defined in the paragraphs of this clause) in case of cancellation of the Company's registry as a public company.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>determining the Economic Value of the Company is of the exclusive competence of the Shareholders Meeting, as from the presentation by the Board of Directors of a triple list, and the respective resolution, not counting blank votes, be taken by a majority of the votes of the shareholders representing the Outstanding Shares present at that Meeting, which, if installed in the first call, shall be attended by shareholders representing at least twenty percent (20%) of the total Outstanding Shares, or that, if installed on second call, may count on the presence of any number of shareholders holding Outstanding Shares. For the purposes of these Bylaws, "Outstanding Shares" means all shares issued by the Company, except those (i) owned, directly or indirectly, by the Controlling Shareholder (as defined in Paragraph Three of Clause 31) or persons related thereto; (ii) in the Company's treasury; (iii) held by a company controlled by the Company; and (iv) directly or indirectly held by the managers of the Company.</p> <p>Paragraph Three - The costs incurred in the preparation of the valuation report shall be borne entirely by the offeror.</p>	
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Clause 36 - The Company may withdraw the Novo Mercado at any time, provided that the exit is (i) previously approved at a shareholders meeting, called pursuant to art. 7, sole paragraph, and (ii) communicated to B3 in writing with at least 30 (thirty) days in advance. The exit of the Novo Mercado will not imply for the Company the loss of the status of</p>	<p>- Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no prevision of economic effects.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	publicly-held company registered in B3.	
(Provision without equivalence in the original Bylaws)	<p>Clause 37 - In the event that the Company's withdraw from the Novo Mercado is resolved or if such withdraw is due to a corporate reorganization operation, in which the securities issued by the company resulting from such reorganization are not admitted to trading on the Novo Mercado within 120 (one hundred and twenty) days as from the date of the shareholders meeting that approved such transaction, the shareholder or Group of Shareholders that holds the Company's Power of Control shall effect a tender offer for the acquisition of shares belonging to the other shareholders of the Company, whose minimum price to be offered shall correspond to the Economic Value determined in a valuation report prepared in accordance with the first to third paragraphs of Clause 35 above, in compliance with applicable legal and regulatory standards.</p>	<ul style="list-style-type: none"> - Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - This provision assures shareholders the right to sell their shares at the Economic Value (as defined in the paragraphs of clause 35) in case of approval of the withdraw of the Company from Novo Mercado.
(Provision without equivalence in the original Bylaws)	<p>Clause 38 - In the event there is no Controlling Shareholder, in case the Company's withdraw from the Novo Mercado is deliberated so that the securities issued by it will be registered for trading outside the Novo Mercado, or by virtue of a corporate reorganization transaction, by which the company resulting from this transaction does not have its securities admitted to trading on the Novo Mercado within a period of 120 (one hundred and twenty) days as of the date of the shareholders meeting that approved said transaction, the withdraw will be conditioned to the execution of a tender offer for the acquisition of</p>	<ul style="list-style-type: none"> - Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - This clause and its paragraphs establish the person responsible for launching a tender offer in the event that the delisting of the Novo Mercado is approved, in the event that, at the time of such resolution, the Company does not have a defined controlling shareholder. Such responsibility is attributed to the shareholder or group of shareholders that have approved the resolution to withdraw from the Novo Mercado.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>shares in same conditions set forth in the clause above.</p> <p>Paragraph One - The referred shareholders meeting shall define the person(s) responsible for conducting the tender offer for the acquisition of shares, that, present at the shareholders meeting, shall expressly assume the obligation to perform the offer.</p> <p>Paragraph Two - In the absence of a definition of those responsible for conducting the tender offer for the acquisition of shares, in the event of a corporate reorganization transaction, in which the Company resulting from such reorganization does not have its securities admitted to trading on the Novo Mercado, it will be up to the shareholders who voted in favor of the corporate reorganization to carry out the referred offer.</p>	
	<p>Clause 39 - The Company's withdraw from the Novo Mercado due to noncompliance with the obligations set forth in the Novo Mercado Listing Rules is conditioned to carrying out a tender offer for the acquisition of shares, at least, by the Economic Value of the shares, to be determined in the valuation report to which the first to third paragraphs of Clause 35 above refer to, in compliance with applicable legal and regulatory rules.</p> <p>Paragraph One - The Controlling Shareholder shall effect the tender offer for the acquisition of shares set forth in <i>caput</i> of this Clause.</p>	<p>- Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- This clause establishes the obligation of the controlling shareholder to launch a tender offer for the acquisition by the Economic Value (as defined in Clause 35) and of the non-controlling shareholders to sell their shares to such value in the event of the Company's withdraw from the Novo Mercado due to noncompliance of the Company's obligations under the Novo Mercado Rules.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>Paragraph Two - In the event that there is no Controlling Shareholder and the withdrawal from the Novo Mercado referred to in the <i>caput</i> results from a resolution of the shareholders meeting, the shareholders that voted in favor of the resolution that implied the respective noncompliance shall carry out the tender offer for the acquisition of shares provided for in the <i>caput</i>.</p> <p>Paragraph Three - In the event that there is no Controlling Shareholder and the withdrawal from the Novo Mercado referred to in the <i>caput</i> occurs due to an act or fact of the management, the Company's Managers shall call a shareholders meeting whose agenda shall be the resolution on how to remedy the noncompliance with the obligations Novo Mercado Rules or, if applicable, resolve on the Company's withdrawal from the Novo Mercado.</p> <p>Paragraph Four - In case the shareholders meeting referred to in Paragraph Three above decides that the the Company should withdraw from Novo Mercado, such shareholders meeting shall define the person(s) responsible for conducting the public tender offer provided for in the <i>caput</i>, who, present at the meeting, shall expressly assume the obligation to conduct the tender offer.</p>	
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Clause 40 - It is possible to formulate a single OPA for more than one of the purposes set forth in Sections IX and X, the Novo Mercado Rules, the Corporations Law or the regulations issued by the CVM, provided that it is possible to</p>	<ul style="list-style-type: none"> - Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules. - There is no prevision of economic effects.

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	reconcile all the proceedings of all the modalities of the tender offer, there is no loss to the recipients of the offer and the authorization of the CVM is obtained when required by the applicable legislation.	
(Provision without equivalence in the original Bylaws)	<p>Clause 41 - Any Person who holds Outstanding Shares of the Company, in an amount greater than five percent (5%) of the total shares issued by the Company and that wishes to carry out a new acquisition of shares issued by the Company ("<u>New Acquisition</u>"), shall be obliged, prior to each New Acquisition, to communicate in writing to the Company's Investor Relations Officer, at least three (3) business days prior to the date of the New Acquisition: (i) the number of Outstanding Shares that it intends to acquire; (ii) the intention to acquire; (iii) if it has an interest to appoint a member to the Board of Directors or to the Company's Fiscal Council; (iv) the source of the resources that will be used for such acquisition; and (v) the strategic plans related to its investment in the Company.</p> <p>Paragraph One - In addition, the Person characterized in the <i>caput</i> of this Clause will be obliged to make each New Acquisition in B3, being prohibited to carry out private or over-the-counter market trades.</p> <p>Paragraph Two - The Investor Relations Officer is authorized, on his own initiative or in response to a request made by the regulatory bodies, to request that the Company's shareholders or Group of Shareholders report their direct and/or indirect shareholding composition, as well as the composition of the Its direct and/or</p>	<p>- Considering the Company's plans to increase its shareholder dispersion and the modern practices adopted in a scenario of greater spraying, the text now added is intended to mitigate the chances of a "hostile" takeover of the Company.</p> <p>- There is no prevision of legal or economic effects.</p>

Current Bylaws	Proposed Bylaws	Changes – Origin, Justification and Analysis of the Effects
	<p>indirect control block and, if applicable, the corporate and corporate group, in fact or in law, of which they form part.</p> <p>Paragraph Three - In the event that the Person does not comply with the obligations imposed by this clause the provisions of Clause 30, Seventh Paragraph, above.</p>	
<p>Clause 35 - The Company shall go into liquidation in the circumstances provided for by law, and the General Meeting of Stockholders shall determine the manner of liquidation and appoint the liquidator who shall function during the period of liquidation.</p>	<p>(Refer to Clause 42)</p>	<p>- Transfer of the equivalent provision to Clause 42 of the Proposed Bylaws.</p> <p>(Unchanged)</p>
<p>(Provision without equivalence in the original Bylaws)</p>	<p>Clause 43 - The Company, its shareholders, managers and members of the Fiscal Council undertake to resolve, through arbitration, before the Market Arbitration Chamber (<i>Câmara de Arbitragem do Mercado</i>), any and all disputes or controversies that may arise between them, relating to or arising from, in special, the application, validity, effectiveness, interpretation, violation and its effects, of the provisions contained in the Corporations Law, in these Bylaws, in the rules issued by the National Monetary Council, by the Central Bank of Brazil and by the CVM, as well as in the other rules applicable to the operation of the capital markets in general, in addition to those contained in the Novo Mercado Rules, the Novo Mercado Listing Agreement, the Market Arbitration Chamber Arbitration Regulation and of the Sanctions Regulation.</p>	<p>- Inclusion of a provision to adapt the Bylaws to the Novo Mercado Rules.</p> <p>- There is no provision of economic effects.</p>