



ALL – AMÉRICA LATINA LOGÍSTICA S.A.
Corporate Taxpayer's ID (CNPJ/MF) #02.387.241/0001-60
Corporate Registry ID (NIRE) #413.000.19886
Publicly-Held Company
Category A

BY-LAWS

CHAPTER I - NAME, PURPOSE, HEADQUARTERS, AND DURATION

Article 1. ALL – AMÉRICA LATINA LOGÍSTICA S.A. (“Company”) shall be ruled by these present Bylaws and by applicable legislation.

Article 2. The Company’s purpose is to develop the activities described below, whether directly, or through partnerships, consortiums, ventures, and other forms of association in which it participates or might participate:

- a) to provide cargo transportation services through rail and road modals, amongst others, separately or combined among themselves on an inter-modal or multimodal basis; working also as multimodal transportation operator – OTM;
- b) to explore activities directly or indirectly related to transportation services mentioned in the previous item, such as logistic planning, loading, unloading, transshipment, movement and storage of goods and containers, port operation, exploration and management of storage warehouses, general warehouses, and customs houses of interior;
- c) to import, export, purchase, sell, distribute, lease, rent, and lend containers, locomotives, wagons and other machinery, equipment, and inputs related to the activities described in the previous items;
- d) to carry out operations of trade, import, export, and distribution of products and foodstuff, in their “in natura” condition, crude, refined, or processed, as well as the trade, import, export, and distribution of related packages and receptacles for their packing;
- e) to carry out all the activities similar, connected, accessory, or supplementary to those described in the previous items, besides others using Company’s structure as basis; and
- f) to directly or indirectly participate in partnerships, consortiums, ventures, and other forms of association, the purpose of which is related to any of the activities mentioned in the previous items.

Article 3. The Company’s headquarters and jurisdiction are located in the city of Curitiba, State of Paraná, at Rua Emílio Bertolini, 100, sala 01, Vila Oficinas, and by the Board of Executive Officers’ resolution, it may open and close branches, offices, and any other establishments in any part of the country.

Article 4. The Company's duration is indeterminate.

CHAPTER II - CAPITAL STOCK AND SHARES

Article 5. The stock capital is three billion, four hundred forty-eight million, two hundred eighty three thousand, four hundred thirty-one reais and sixty-two centavos (R\$3,448,283,431.62), exclusively divided into six hundred, eighty-one million, nine hundred, ninety-five thousand, one hundred and sixty-five (681,995,165) common shares, all of them no par, registered book-entry shares. The Company is not allowed to issue preferred shares.

Paragraph 1. The Company is authorized to increase capital, upon resolution by the Board of Directors, regardless of amendment to Bylaws, up to the limit of eight hundred and twenty million (820,000,000) common shares.

Paragraph 2. It shall be incumbent upon the Board of Directors to stipulate the type, class, price and number of shares to be issued, as well as the term and payment conditions, but subscription in assets shall depend on the approval of the appraisal report by the General Meeting, as set forth by law.

Paragraph 3. Within the authorized capital limit, the Board of Directors may:

- a) resolve on the issue of shares and subscription bonus; and
- b) approve a capital increase upon capitalization of profits or reserves, with or without bonus shares.

Paragraph 4. All the Company's shares shall be book-entry and may be maintained in a deposit account on behalf of its titleholders, with a financial institution by decision and designation of the Board of Directors, and the compensation mentioned in the paragraph 3 of Article 35 of Law 6,404/76 may be charged to shareholders.

Paragraph 5. It is permitted to the Company suspend the share transfer and splitting services and certificates to meet the General Meeting's resolution, however, it can neither carry out this, for more than intercalary ninety (90) days during the period, and nor for more than fifteen (15) consecutive days.

Paragraph 6. The Company may not issue beneficiary parties.

Article 6. Shares, debentures convertible into shares, and subscription bonus, the placement, may be issued to shareholders, without preemptive right, or with the reduction of minimum legal term for its exercise:

- a) upon sale in stock exchanges or public subscription; or
- b) upon exchange of shares in a public offer for acquisition of control, pursuant to articles 257 to 263 of Law 6.404/76.

CHAPTER III - SHAREHOLDERS

Article 7. Each common share shall entitle to one (1) vote in the decisions of the General Meetings.

Article 8. The General Meeting may suspend the exercise of rights, including voting rights, of the shareholder that does not fulfill the obligation imposed by Law No. 6.404/76, its regulation or by these Bylaws.

Paragraph 1. The suspension may be resolved by the General Meeting in any meeting, in which the issue is included in the agenda.

Paragraph 2. It shall be incumbent upon the General Meeting to approve the suspension of the shareholder's political rights, to establish the extension of the suspension and other aspects; the suspension of the inspection rights and request for information assured by law shall be barred.

Paragraph 3. The suspension of rights shall cease as soon as the obligation is fulfilled.

CHAPTER IV – GENERAL MEETING

Article 9. The General Shareholders Meeting shall meet on an ordinary basis within the first four (4) months of each year, for the purposes provided for by the law and, on an extraordinary basis, whenever necessary, observing the relevant legal statute of limitations in its call notice, instatement and resolutions.

Sole paragraph. The Company may adopt the electronic procedure to hold the General Shareholders Meeting, subject to the applicable legal provisions.

Article 10. The Shareholders' Meeting shall be summoned by the Chairman of the Board of Directors or, during his absence, by person appointed by him, and in case of impediment, by Vice Chairman of the Board of Directors, or during the latter's absence or impediment, by two (2) board members jointly.

Paragraph 1 – The Shareholders' Meeting may be summoned by persons mentioned in the Sole Paragraph, Article 123 of the Brazilian Corporation Law, in the assumptions mentioned therein.

Paragraph 2 – The first call for the Shareholders' Meeting shall be made, at least, fifteen (15) days in advance of the date scheduled for the Shareholders' Meeting, such period is counted as of the publication of the first call notice, which will include the venue, date and time of the meeting and the agenda. If the Shareholders' Meeting is not held after first call, a new notice will be published on second call, at least, eight (8) days in advance.

Article 11. In the General Meetings, shareholders should present, at the Company's head office, in addition to the identification document, evidence of title to shares issued by the Company, either original or in facsimile, issued by the depository institution within two (2) days before the date of the General Meeting. The shareholders represented by attorneys should show the powers of attorney in the same term and following the same procedure established for the evidences of title to shares issued by the Company; the powers of attorney, however, should always be submitted in the original.

Article 12. It is incumbent upon the General Meeting, in addition to the duties set forth by law:

a) to decide on possible splits and reverse splits of shares;

- b) to resolve, in accordance with the proposal submitted by management, on the allocation of net income for the year, and distribution of dividends;
- c) to establish the compensation of the Fiscal Council, when installed, and managers as set forth by law and these Bylaws; and
- d) to choose a specialized company responsible for the preparation of an appraisal report for the Company's shares, should the company cancel the listed company register.

CHAPTER V – MANAGEMENT

SECTION I – GENERAL PROVISIONS

Article 13. The Company's management bodies are the Board of Directors and the Board of Executive Officers.

Paragraph 1. The Board of Directors, which shall operate on a mandatory basis, may when it deems necessary, create committees providing advisory services and guidelines for the matters related thereto, defining the respective composition and specific attributions.

Paragraph 2. The compensation of the members of the committees shall arise from the total amount for management compensation, approved by the General Shareholders Meeting. It shall be incumbent upon the Company's Board of Directors to specify the compensation applicable to the members of possibly organized committees. Those who accumulate positions in the Company's committees and administrative bodies should opt between the compensation for the performance of their duties as managers and the performance of their duties as members of the relevant committee.

Paragraph 3. Those who accumulate positions in more than one committee may receive the respective additional compensation, and in the case of managers, subject to the duty of option set forth in the previous paragraph.

Article 14. The Board of Directors' members and its deputies shall be elected by the General Meeting and the members of the Board of Executive Officers shall be elected by the Board of Directors.

Paragraph 1. The term of office of the Board of Directors' members is unified and at most of three (3) years, the re-election being allowed; the investiture commences by means of instrument drawn up in the company's records and shall always end simultaneously, even if any of them has been elected after the others, and maintained in their office until the investiture of new elected members.

Paragraph 2. The term of office of the Executive Officers is three (3) years, the re-election being allowed; the investiture commences by means of instrument drawn up in the company's records and shall always end simultaneously, even if any of them has been elected after the others, and maintained in their office until the investiture of new elected members.

Paragraph 3. The participation of officers with no voting rights in the committees organized by the Board of Directors is allowed, subject to the provisions of Paragraphs 2 and 3 of Article 13.

Article 15. The administrators' compensation shall be set forth by the General Meeting with specification of the amount related to the fixed and variable compensation to be paid to the Board of Directors and Executive Officers, in this case, it shall be incumbent upon the Board of Directors to distribute the compensation amongst its members and those members of the Board of Executive Officers.

Article 16. The replacement of the administrators shall occur in accordance with the following rules:

- a) in case of absence or temporary impediment of any Executive Officer, the Chief Executive Officer inclusive, the duties of the absent or impeded Executive Officer shall be cumulated by another Executive Officer, by designation of the absent Executive Officer. In case of impediment or lack of nomination by the absent Executive Officer for the temporary deputy, this shall be appointed by the Chief Executive Officer;
- b) in case of absence or temporary impediment of any member of the Board of Directors, he/she shall be replaced by the respective deputy, when appointed, whereas, in the absence or temporary impediment of the Board Chairman, he shall be replaced by the Board member appointed by the Chairman, bringing into effect under the condition as Board Member, the Chairman's deputy, when appointed;
- c) in the case of vacancy in any of the positions as Executive Officer, the Chief Executive Officer inclusive, his duties shall be performed on a cumulative basis by the Executive Officer appointed for this purpose in Board of Executive Officers' meeting, who shall perform these duties until the first meeting of the Board of Directors following the vacancy;
- d) in case of vacancy in any position of the Board of Directors, this shall be performed by the respective deputy, whereas in the vacancy of the Chairman, it shall be incumbent upon the Board of Directors' members to designate, amongst the others, the Board Member who shall perform his duties until the rest of his term of office, bringing into effect under the condition as Board Member, the deputy of the Chairman replaced.

SECTION II – BOARD OF DIRECTORS

Article 17. The Board of Directors shall be composed of at least three (3) and at most fifteen (15) effective members, the appointment of deputies shall be authorized.

Sole Paragraph. The Board of Directors shall be presided over by one Chairman or whomever he appoints, and the Chairman shall be appointed by the General Meeting to elect him. Should the Chairman or his appointee be absent, the Board of Directors shall be presided over by the Vice-Chairman.

Article 18. Except in case of election by multiple voting, members of the Board of Directors shall be elected by individual voting by shareholders at a General Meeting.

Sole Paragraph. Upon a proposal of the Board of Directors approved by the majority of its members, a slate shall be appointed and the Company's management should, within no more than 30 (thirty)

days before the date set for the General Meeting, send to the stock exchange a document including the name, qualification and *curriculum* of applicants to members and alternated who are part of the slate, and also post said document on the website and make it available for shareholders, at the Company's premises, pursuant to this Sole Paragraph.

Article 19. The Board of Directors meets quarterly on an ordinary basis, always when summoned by the Chairman, to whom it is incumbent to determine the respective Agenda. The extraordinary meetings shall be called, at least, five (5) business days in advance, and the documents supporting the Agenda, both for ordinary meetings and for extraordinary ones, shall be sent with the call.

Sole Paragraph. The Chairman shall call the Board of Directors when the referred request, duly justified, pointing the matter to be analyzed, is submitted to him:

- a) by, at least, two (2) Board members; or
- b) by the Chief Executive Officer.

Article 20. The Board of Directors operates with the attendance of the majority of its members, and deliberates by majority vote.

Paragraph 1. The members of the Board of Directors may, as an exception, take part in the meeting by teleconference, videoconference or any other means of communication that enables the identification of said member and the simultaneous communication with all other persons attending the meeting. In this event, the members of the Board of Directors shall be considered present to the meeting and they should sign the respective minutes.

Paragraph 2. Any member of the Board of Directors may be represented by the respective alternate, when appointed, or in case of absence, by another member of the board. Any member of the Board of Directors may be advised by the respective alternate, when appointed.

Article 21. It shall be incumbent upon the Board of Directors:

- (i) to elect and remove from office executive officers, and establish their duties;
- (ii) to determine the Company's business general guidance and any of its subsidiaries;
- (iii) to approve the business plans, strategic planning, work plans, policy of financial and commercial operations, annual and multiannual budgets, Capex (investment) plans ("CAPEX") and the new expansion programs of the Company and its subsidiaries, as well as to monitor their execution;
- (iv) to inspect the Executive Officers' management, by examining, at any time, the Minutes, books and documents of the Company and of its subsidiaries, requesting information about the agreements executed, or to be executed, and any other instruments;
- (v) to call for General Meetings, whenever necessary or as required by law and pursuant to these Bylaws;

- (vi) to voice an opinion about the management report, the accounts submitted by the Board of Directors and the annual or interim financial statements and propose the allocation of net income for each period;
- (vii) to deliberate on the issuance of shares or subscription bonus, within the limit of the authorized capital;
- (viii) to resolve on the execution, by the Company or one of its subsidiaries, of a public tender offer of shares or convertible securities, including definition, liquidity terms and pricing of potential public sale of shares;
- (ix) to authorize the trading by the Company and by its subsidiaries of the shares of their respective issuance, including the Company's acquisition of its own shares (a) to be held in treasury, cancelled and/or subsequently sold; or (b) by donation;
- (x) to appoint and withdraw the Company's independent accountants;
- (xi) to resolve on the issuance of debentures, convertible or not into shares (pursuant to Article 6 of these Bylaws regarding the issue of debentures convertible into shares), and promissory notes for public offering, under the terms of the CVM (Securities and Exchange Commission of Brazil) Instruction #134 of November 1, 1990;
- (xii) to authorize the acquisition, sale, lease, assignment, transfer or other sale or encumbrance of the Company's or any of its subsidiaries' non-current assets, as well as stake held by the Company or its subsidiaries, in added value exceeding R\$60,000,000.00, as well as to approve the sale, leasing or another form of disposal of concession rights of the companies in which the Company holds stake, following the determination of the Board of Directors;
- (xiii) to approve the taking out by the Company or its subsidiaries, of loans or financing in amounts exceeding sixty million reais (R\$60,000,000.00) (except for refinancing operations, renewal or changes in funding operations previously contracted by the Company, under the responsibility of the Board of Executive Officers);
- (xiv) to approve the tendering of security interest or personal guarantees, of any nature, in amounts exceeding sixty million reais (R\$60,000,000.00) and previous approval shall be exempted when (a) it refers to tendering of guarantee in lease agreement for the housing of an employee or executive officer; or (b) the third party is the Company's investee and the guarantee is proportional to the interest held by the Company in referred investee;
- (xv) to authorize the execution of acts implying the Company's waiver of rights in added value exceeding sixty million reais (R\$60,000,000.00);
- (xvi) to authorize the execution of agreements by the Company or any of its subsidiaries in added value exceeding sixty million reais (R\$60,000,000.00);
- (xvii) to voice an opinion about the matters submitted by the Board of Executive Officers for the Board of Directors' deliberation or to be submitted to the General Meeting;



- (xviii) to deliberate on the interruption of the Company's activities and any of its subsidiaries;
- (xix) at any time, to call on the examination of any matter referring to the Company's business and of its subsidiaries that is not a specific attribution of the General Meeting;
- (xx) to propose, for resolution at the General Meeting, the allocation to be given to the remaining balance of each year's profit, in compliance with these Bylaws and the Brazilian Corporation Law;
- (xxi) to declare interim dividends and interest on equity pursuant to the Brazilian Corporation Law and applicable laws;
- (xxii) to establish managers' variable compensation and authorize contributions on the part of the Company and its subsidiaries to employees' associations, private pension plans, social welfare entities or recreation entities;
- (xxiii) to voice an opinion about the issue price per share in any capital increase to be submitted to the General Meeting;
- (xxiv) to resolve on program, agreement, stock option plan, benefit plan or any other compensation plan for the Management, employees, non-employee executives, or individuals rendering services to the Company or a subsidiary, without preemptive rights for shareholders, within the scope of a plan previously approved by the General Meeting;
- (xxv) to previously express opinion on how the Company's voting right will be exercised at shareholders' meetings of entities in which the Company holds equity interest and/or in Subsidiaries, provided that these matters characterize one of the matters under the scope of the shareholders' meeting or the Company's Board of Directors, pursuant to Articles 12 and 21 hereof; to approve the Company's and/or one of its subsidiaries' interest in groups of entities, pursuant to the provisions of Article 265 of the Brazilian Corporation Law;
- (xxvi) to approve the contracting, alteration, any form of renegotiation or adjustment, or termination of operations with Related Parties by the Company and/or its subsidiaries, in compliance with the provisions of Paragraph 1 below;
- (xxvii) to approve the creation of specialized committees to assist the Board of Directors;
- (xxviii) to approve the Company's participation in bidding processes for concessions;
- (xxix) to approve the Company's declaration of early maturity, protest or court or out-of-court execution of rights under its ownership in relevant individual amount to be appropriately defined and reviewed by the Board of Directors;
- (xxx) to appoint, invest in office, withdraw, accept resignation and replace members of the Audit Committee, in compliance with provisions of the regulations in force;
- (xxxi) to define the compensation of the Audit Committee's members, as well as the annual budget or project destined to cover the expenses related to the operation of the Audit Committee, including costs to hire service providers and external consultants;

(xxxii) to examine and approve the charter, as well as the operational rules for the Audit Committee's operation;

(xxxiii) to hold meetings, at least, quarterly with the Audit Committee, if installed; and

(xxxiv) to examine and evaluate the Audit Committee's half-yearly and annual reports.

Paragraph 1. An in-company audit body may be created at the discretion of the Board of Directors, and shall be directly subordinated to the Board of Directors' Chairman; his delegation to another Company's body is forbidden.

Paragraph 2. The Board of Directors may have an Executive Secretary, who shall be incumbent to prepare and distribute the documents supporting the matters of the Agenda and draw up the Minutes.

SECTION III – BOARD OF EXECUTIVE OFFICERS

Article 22. The Company's Management is constituted of three (3) to ten (10) members, which are one CEO, one CFO, one Investor Relations Officer and other Officers with designation and attributions to be proposed by the CEO to the Board of Directors, in compliance with the provisions of Article 27 below. The CFO, at the discretion of the Board of Directors may accumulate the position of Investor Relations Officer. The Board of Directors may leave vacant the positions of up to eight (8) Vice Presidents, except for those of CEO, CFO and Investor Relations Officer.

Sole Paragraph. Once expired the term of office, the members of the Board of Executive Officers shall remain in office until the investiture of the new officers elected.

Article 23. The Board of Executive Officers always meets whenever it is called by its Chief Executive Officer.

Article 24. For all acts and instruments that cause responsibility to the Company, including its active and passive representation, both judicial and out of the court, in its relationship with government and private entities, the Company will be represented (i) by two (2) Executive Officers, or (ii) by one (1) Executive Officer acting together with an attorney-in-law, or (iii) by two (2) attorneys-in law acting together, respecting the limits established in respective powers of attorneys, observing the provisions of paragraph 2 below of this Article 24.

Paragraph 1. The Board of Executive Officers may delegate, inclusive the obligations to be assumed overseas, to only one (1) Executive Officer or one (1) attorney-in-fact, the Company's representation, under the terms and limits to be determined by the Board of Executive Officers.

Paragraph 2. The powers-of-attorneys granted by the Company shall be executed by two Vice Presidents and shall contain specific powers and duration no longer than one (1) year, excluding the granting of powers under the ad judicia et extra clause, whose duration may be longer than one year.

Article 25. It shall be incumbent upon the Executive Officers to ensure the permanent management of business and execute the Board of Directors' resolutions.

Article 26. Specially, it shall be incumbent upon the Board of Executive Officers, acting as a joint committee:

- a) to submit to the Board of Directors the basic structure of the Company's organization and of its subsidiaries, as well as to define the attributions of various of their units;
- b) to issue standards and regulations for the good operation of services, in compliance with the provisions of these Bylaws;
- c) to maintain the general control of the execution of resolutions, as well as to evaluate results of the Company's activity and of its subsidiaries;
- d) to prepare and submit for approval of the Board of Directors the annual and pluriannual budgets, expansion and modernization projects and investment plans;
- e) to submit to the Board of Directors, where applicable, the positions and payroll plan, as well as the staff of the Company and its subsidiaries;
- f) to submit to the Board of Directors, where applicable, the hiring-related standards;
- g) to submit to the previous and express approval of the Board of Directors the operations related to investments and financing in the country or overseas;
- h) to submit to the Board of Directors all the acts involving the Company's responsibility, observing the limit provided for in specific delegation, which, in this regard, to be derived from act of that joint committee;
- i) to prepare and propose to the Board of Directors the acts under the incumbency thereof and those to be submitted to the General Meeting;
- j) to prepare the Management Report, the Financial Statements and other documents to be submitted to the General Meeting;
- k) to decide on the opening, transfer or closing of offices, branches, premises or other establishments of the Company;
- l) to approve the instructions to be given to the Company's representatives in the General Meetings of companies in which it holds shares;
- m) to submit to the Board of Directors the policies and limits, by amount, term or type of transaction, for derivative financial instruments of any nature that involves or not futures and options markets, as well as procedures for management of and control over the Company's exposure to the respective risks involved in said transactions;
- n) to carry out the other attributions provided for by law and by these Bylaws.

Article 27. It shall be incumbent upon the Chief Executive Officer:

- a) to direct the Company, by coordinating the executive officers' activities;
- b) to propose to the Board of Directors the performance areas and designation of each Executive Officer;
- c) to ensure the execution of the Board of Directors and Board of Executive Officers' resolutions;
- d) to call and preside the Board of Executive Officers' meeting, setting forth the Agenda and conducting respective works;
- e) to propose for the approval of the Board of Executive Officers, the Company's basic structure and of its subsidiaries and the attributions of various of their units;
- f) to supervise, with the collaboration of other Executive Officers, the activities of all the Company's units and of its subsidiaries;
- g) to appoint for approval of the Board of Executive Officers, the Company's representatives in the entities, companies and associations in which the Company holds interest; and
- h) to carry out other attributions provided for in these Bylaws.

Article 28. The responsibilities of other officers shall be as follows:

- a) The Chief Financial Officer is responsible for developing the guidelines of the economic-financial policy of the Company and its subsidiaries. His basic duties are: (i) to develop, propose and implement the economic-financial planning of the Company and its subsidiaries; (ii) to coordinate the accounting department of the Company; (iii) to implement the tax planning policy of the Company and its subsidiaries; (iv) to coordinate the preparation of the financial statements of the Company and its subsidiaries; (v) to manage the Company's financial resources; (vi) to support the operational area of the Company and its subsidiaries in whatever is necessary for their good development; (vii) to coordinate the potential projects of the Company and its subsidiaries;
- b) The Investor Relations Officer is responsible for corporately representing the Company before the Securities and Exchange Commission of Brazil (CVM), shareholders, investors, the Stock Exchange, the Brazilian Central Bank and other bodies related to the activities developed in the capital markets.

SECTION IV – FISCAL COUNCIL

Article 29. The Fiscal Council, with attributions and powers conferred by law, shall not have a permanent operation and, when installed for a given fiscal year, shall be composed of three (3) to five (5) sitting members, an equal number of deputies being allowed, all of them resident in the country, elected by the General Meeting, and they may be re-elected.



Paragraph 1. The remuneration of the Fiscal Council's members shall be determined by the General Meeting electing them, in compliance with the legal minimum limit.

Paragraph 2. The Fiscal Council shall elect its Chairman in the first meeting.

Paragraph 3. The Fiscal Council shall operate in accordance with the charter approved by the first General Meeting resolving upon its installation.

Paragraph 4. The Fiscal Council may only deliberate with the attendance of the absolute majority of its members and the resolutions shall be taken by absolute majority vote of those attending the meeting. Minutes of the meetings shall be drawn up in the company's records.

SECTION V – STATUTORY AUDIT COMMITTEE

Article 30. The Board of Directors, at its sole discretion, may install an audit committee subordinated thereto aiming advisory services, with its duties and powers set forth by applicable rules, to be composed of, at least, three (3) members appointed by the Board of Directors, all residing in the country, who shall perform their duties, during at least, ten (10) years.

Paragraph 1. When installed by the Board of Directors, the audit committee then shall be permanent, as required by applicable rules.

Paragraph 2. At least, one (1) member of the audit committee shall be a member of the Board of Directors, as long as he is not a member of the Board of Executive Officers.

Paragraph 3. At least, one (1) member of the audit committee shall have proven experience in the corporate accounting field, as required by specific laws.

Paragraph 4. Same obligations and prohibitions imposed by laws and these Bylaws to the Company's Management shall apply to its members, where applicable.

Paragraph 5. The compensation and annual budget of the audit committee shall be defined by the Board of Directors, observing the limits set forth at the General Meeting, and the provisions of Article 13, Paragraph 2.

Article 31. The operation rules, duties, competencies and obligations of the Audit Committee shall be those included in applicable rules, as amended from time to time.

CHAPTER VI – FISCAL YEAR

Article 32. The fiscal year coincides with the calendar year, and the financial statements shall be drawn up at the end of each year, in accordance with the provision in the Law 6,404/76 and other applicable legal provisions.

Article 33. The Company shall allocate as mandatory dividend, in each fiscal year, twenty-five per cent (25%) of the net income for the year, adjusted under the terms of the Article 202 of Law 6,404/76.

Sole Paragraph. An amount not higher than seventy-five per cent (75%) of the net income for the year, adjusted as provided for by the Article 202 of the Law 6.404/76, shall be attributed to the investment reserve, which shall not exceed one hundred per cent (100%) of the capital stock subscribed, with a view to financing the expansion of activities of the Company and its subsidiaries, including through the subscription of capital increases, or the creation of new ventures.

Article 34. The dividends attributed to the shareholders shall be paid under the terms of law, and if these are not claimed within three (3) years from the publication of the act authorizing their distribution, they shall be barred by law in favor of the Company.

Article 35. The Company shall draw up semi-annual balance sheets, and may draw up quarterly balance sheets or for smaller periods.

Paragraph 1. By decision of the Board of Directors, the Company may declare dividends to the account of retained earnings in the balance sheets mentioned in the caput of this Article, on account of total to be distributed by the end of the respective year, in compliance with the limitations provided for by the law.

Paragraph 2. The dividends then declared shall constitute an acceleration of the mandatory dividend referred to by the Article 33 of these Bylaws.

Paragraph 3. In case of dividends distribution to the account of income earned in semi-annual balance sheets, or in smaller periods, the percentage referred to by the Article 39 of these Bylaws may also be paid, by means of the Board of Directors' resolution, subject to the approval of the General Meeting. In this assumption, the Board of Directors shall determine, in compliance with the legal limits, the total amount to be paid.

Paragraph 4. Also by the Board of Directors' resolution, interim dividends may be distributed to the retained earnings account or profit reserve existing in the last annual or semi-annual balance sheet, including to the investment reserve account referred to by the Sole Paragraph of Article 33. The Board of Directors may at its discretion comply with the obligation to distribute mandatory dividend based on the dividends then declared.

CHAPTER VII – ARBITRATION COURT

Article 36. The Company, its shareholders, Management and members of the Fiscal Council undertake to resolve by means of arbitration, before the Market Arbitration Panel, any and all dispute or controversy which may arise among them, related to or derived from, especially the application, validity, effectiveness, construal, infringement and effects, of provisions contained in Law 6,404/76, in the Company's Bylaws, rules issued by the Brazilian Monetary Council, Central Bank of Brazil and Securities and Exchange Commission of Brazil, as well as other rules applicable to the operation of capital markets in general, besides those mentioned in Arbitration Regulation of the Market Arbitration Panel.



CHAPTER VIII – GENERAL AND TRANSITORY PROVISIONS

Article 37. The Company shall observe the shareholders’ agreements registered as provided for by the Article 118 of Law 6,404/76, and it is incumbent upon the management to refrain itself from registering transfers of shares contrary to the respective terms and the Chairmen of General Meetings and of the Board of Directors’ meetings to refrain himself from computing the votes recorded against same agreements.

Sole Paragraph. A shareholders’ agreement on the exercise of the voting right that conflicts with the provisions of these Bylaws shall not be filed by the Company.

Article 38. For the purposes of these Bylaws, the term presented in capital letters shall have the following meaning:

“Related Parties” means the relations established by the Company with its subsidiary(ies) and affiliate(s), its managers, controlling shareholder and also between the Company and the subsidiary(ies) and affiliate(s) of the managers and controlling shareholder(s), as well as with other companies that are part of a same group, either in fact or by operation of law.

CHAPTER IX – DISSOLUTION

Article 39. The Company shall enter into dissolution in the cases provided for by the law, or by virtue of General Meeting’s resolution.

Sole Paragraph. It shall be incumbent upon the General Meeting to set forth the manner of dissolution, elect the liquidator and the Fiscal Council’s members, which shall operate during the dissolution period, determining their respective fees.