

BYLAWS OF THE COMPANY'S AUDIT COMMITTEE;

CHAPTER I PURPOSE

Article 1. The purpose of these bylaws is to establish rules for the functioning of the Audit Committee, defining its responsibilities and attributions, in compliance with the Company's articles of incorporation, Law no. 6.404, of December 15, 1976 ("Brazilian Law of Corporations" or "LSA"), in addition to good corporate governance practices.

CHAPTER II COMPOSITION OF THE AUDIT COMMITTEE

Article 2. The Company's Audit Committee will operate on a permanent basis and be made up of a minimum of three (3) and a maximum of five (5) full members and their respective alternates, who will be elected annually at the Shareholders' Meeting and may be re-elected.

Article 3. The following are ineligible to be a member of the Audit Committee

- a) any persons barred by special law, or convicted of bankruptcy, misconduct, bribery, corruption, embezzlement, crimes against the popular economy, public faith or property, or criminal sentences that prohibit, even temporarily, access to public office;
- b) any persons declared ineligible by the Brazilian Securities and Exchange Commission ("CVM");
- c) any and all members must have an unrivalled reputation;
- d) anyone holding positions in companies that may be considered competitors in the market;
- e) anyone with conflicting interests with the company;
- f) any members of management bodies and employees of the company or of a controlled company or company belonging to the same group, and the spouse or relative, up to the third degree, of a manager of the company; and
- g) those who are not natural persons resident in the country with an excellent reputation, who have graduated from a university course or who have held a position as a company director or Audit Committee member for at least 3 (three) years.

CHAPTER III TAKING OFFICE

Article 4. Any members of the Committee will take office by signing the Term of Acceptance drawn up in the Book of Minutes of Meetings of the Audit Committee and by signing the Consent form of the Members of the Audit Committee, pursuant to the Level 2 Corporate Governance Regulations of B3 S.A - Brasil, Bolsa, Balcão - Balcão B3 ("B3"). The Board Members must also, immediately after taking office, inform B3 of the quantity and characteristics of the securities issued by the Company which they hold, directly or indirectly, including derivatives.

Sole paragraph: the signing of the Consent Form, in accordance with the model set out in B3's Level 2 Corporate Governance Listing Regulations ("Level 2 Regulations"), which must be filed with B3 within 15 (fifteen) days of the elected members taking office.

Article 5. Any members must keep their personal details up to date with the Company's General Secretariat; provide a copy of their Identity Card, CPF and Curriculum Vitae; and also make the declarations required by the Articles of Incorporation and by current legislation and regulations.

**CHAPTER IV
IMPEDIMENTS, VACANCIES AND
REPLACEMENTS**

Article 6. The position of member of the Audit Committee cannot be delegated. In the event of resignation, death or impediment, the full member of the Audit Committee will be replaced by their respective alternate, until the new member is elected, in compliance with current legislation.

**CHAPTER V
COMPENSATION**

Article 7. The compensation of the members of the Audit Committee will be set by the general meeting that elects them and may not be less, for each member in office, than 10% (ten percent) of that which, on average, is attributed to each manager, not including benefits, representation fees and profit sharing, in line with current legislation.

Article 8. Any full or alternate members of the Audit Committee residing in municipalities other than the Company's head office will be reimbursed for food, travel and subsistence expenses necessary for them to attend meetings or perform their duties.

**CHAPTER VI
DUTIES**

Article 9. The duties of the Audit Committee will be according to what is laid out by the LSA.

Paragraph One. At least one of the members of the Audit Committee must attend the meetings of the Board of Directors at which decisions are taken on matters on which it is required to express an opinion.

Paragraph Two. The Audit Committee, upon the request of any of its members, may ask the independent auditors for clarifications or information necessary to ascertain specific facts.

Paragraph Three. The Audit Committee, upon the request of any of its members, may ask the management bodies for clarifications or information, as long as they relate to its supervisory role, in addition to the preparation of special financial or accounting statements.

Paragraph Four. The Audit Committee must provide the shareholder or group of shareholders representing at least 5% (five percent) of the Company's capital with information on matters within its competence, whenever requested.

**CHAPTER VII
MEETINGS**

Article 10. Any and all meetings will be convened, whenever necessary, by the Chairman of the Audit Committee or, in his absence or impediment, by at least two (2) Members jointly, as follows:

a) ordinarily at least 7 (seven) days in advance and extraordinarily at any time;

- b) by e-mail, fax, letter or any other means of communication; and
- c) describing the agenda, date, time and place.

Article 11. Any and all meetings will be held at the Company's head office, and may also be held remotely, via teleconference, videoconference or other means of communication, and attendance in person will be considered as such.

Article 12. Any meetings of the Audit Committee shall be held with at least a majority of its members present and decisions will always be made by a majority of those present.

Article 13. In addition to the members of the Audit Committee, the Secretary General must attend meetings without voting rights.

Article 14. Any Managers, employees, consultants and members of the Board of Directors may be invited to take part in meetings, without voting rights, and will remain for the duration of the discussion on the subject of their specialty.

Article 15. The minutes of the meetings of the Audit Committee must be transcribed in the Book of Minutes of the Audit Committee.

CHAPTER VIII SECRETARY GENERAL

Article 16. There will be a Secretary General for the Audit Committee, who must be an employee of the Company, to record the work and advise the Members of the committee.

Article 17. The Secretary General is responsible for

- a) monitoring the work, informing the Chairman of the Audit Committee of the progress of the activities;
- b) fully arranging the meetings;
- c) submitting relevant matters in good time; and
- d) recording the meetings in the respective book of minutes of the company's Audit Committee.

CHAPTER IX DUTIES AND RESPONSIBILITIES

Article 18. The members of the Audit Committee have the same duties as the Managers in the exercise of their mandates and must:

- a) perform their duties in the exclusive interest of the Company, meeting the requirements of the public good and the Company's social role;
- b) serve the Company and other controlled companies, affiliates and wholly owned companies with loyalty; and
- c) keep confidential information not yet disclosed to the market, obtained due to their position;
- d) ensure availability to participate in meetings of the Audit Committee, based on the calendar previously published.

Article 19. Pursuant to the Company's admission to B3's special listing segment called Level 2 Corporate Governance, the members of the Audit Committee are subject to the provisions of the Level 2 Regulations

Article 20. During any period in which the Company's securities are suspended for trading, the members of the Audit Committee must continue to observe any and all the obligations arising from the Level 2 Regulations.

Article 21. Any cancellation of the Company's authorization to trade its securities at Corporate Governance Level 2 will not exempt the members of the Audit Committee from complying with the obligations arising from the Level 2 Listing Regulations.

Article 22. Any members are prohibited from:

a) taking loans or funds from the Company and use assets of the Company for their own benefit;

b) receiving any type of direct or indirect personal advantage due to their position within the Company;

c) using, for their own benefit or for the benefit of others, with or without prejudice to the Company or other controlled companies, affiliates or wholly owned companies, commercial opportunities of which they become aware due to their position within the Company;

d) omitting to exercise or protect the rights of the Company or other controlled, affiliated or wholly owned companies;

e) acquiring, for resale at a profit, a good or right which they know the company needs or intends to acquire;

f) making use of inside information to get an advantage for themselves or others, through the purchase or sale of securities;

g) intervening in transactions in which they have a conflicting interest with the Company or any controlled company, affiliate or wholly owned company, in which case they must record the reasons for their impediment in the minutes; and

h) participating directly or indirectly in the trading of securities issued by the Company or referenced thereto: prior to the disclosure to the market of any relevant act or fact occurring in the Company and/or within the period of 15 (fifteen) days prior to the disclosure of the Company's quarterly ("ITR") and annual information ("DPF" and "IAN").

Article 23. Any members of the Audit Committee will be liable for damages resulting from failure to comply with their duties and from acts carried out with fault or intent, or in violation of the law or the articles of incorporation.

Article 24. Any members of the Audit Committee are not liable for the unlawful acts of any other members, unless they collude with them or contribute to the commission of the act.

Article 25. Any and all members of the Audit Committee are jointly and severally liable for failure to fulfill their duties, but dissenting any members who record their disagreement in the minutes of a meeting of the body and notify the Management bodies and the Shareholders' Meeting will be exempt from such liability.

Article 26. Any and all members of the Audit Committee must immediately inform the Secretary

General of any changes to their shareholding positions in the Company, under the conditions and in the manner determined by the Brazilian Securities and Exchange Commission, especially in accordance with Normative Instruction 358/2002, as amended by Normative Instruction 369/2002, as well as under the conditions laid down in the Company's Information Disclosure Policy.

Article 27. Any member of the Audit Committee elected by a group or class of shareholders has the same duties towards the Company as the others, and may not, even in defense of the interests of those who elected them, fail in these duties.

CHAPTER X PERFORMANCE REVIEW

Article 28. All members of the Audit Committee must submit their performance review aiming at improving their role. The methodology adopted must be approved in advance by the Board Members and will be part of the general review process of internal procedures and controls.

CHAPTER XI HIRING EXTERNAL CONSULTANTS

Article 29. To properly analyze and evaluate issues of relevance to the Company, the Audit Committee may request the hiring of external consultants to issue opinions to support decision-making processes, observing that:

- a) the hiring of any services will be subject to the Company's contracting rules;
- b) the funds for any services must be included in the Company's annual budget; and
- c) the limits of reasonableness and probity must be observed when ordering any expenses which must be compatible with similar services contracted by the Company.

CHAPTER XII ANTI-FRAUD AND MISCONDUCT POLICY

Article 30. The Audit Committee will receive, compile and evaluate complaints regarding fraud and misconduct in matters relating to the financial statements and the disclosure of earnings results or reports submitted to regulatory bodies, in addition to any complaint deemed relevant to the Company's assets by the Audit Committee.

Sole paragraph The Audit Committee will ensure that any whistleblower be protected against attempts to exert pressure or threats until the complaint is finally investigated and, if justified, forwarded to the public bodies responsible for enforcing the law.

CHAPTER XIII WORK PLAN

Article 31. The Audit Committee will prepare a work plan to fulfill its duties in accordance with the law, which must include:

- a) the definition of the scope and depth of the analyses to be carried out;
- b) a broad scope to ensure certification of relevant information for inclusion in the various

disclosure instruments; and

c) the approval by the Audit Committee, whereby tasks may be divided up to facilitate analysis.

CHAPTER XIV BUDGET

Article 32. Following the budget process, the Company will annually prepare the budget for the following year with the aim of ensuring the necessary resources to fulfill its legal functions and those created by the articles of incorporation.

Paragraph One. The Annual Budget of the Audit Committee will include special funds to enable it to hire independent consultants or auditors to assist it in evaluating specific issues approved in any meetings.

Paragraph Two. The Secretary General must provide all the necessary infrastructure to enable the Audit Committee to fully access the information requested.

CHAPTER XV ARBITRATION

Article 33. Any members of the Company's Audit Committee undertake to resolve, through arbitration, before the Market Arbitration Chamber, any and all disputes or controversies that may arise between them, related to or arising, in particular, from the application, validity, effectiveness, interpretation, violation and its effects, of the provisions contained in the Brazilian Law of Corporations, in the Company's articles of incorporation, in the rules issued by the National Monetary Council, by the Central Bank of Brazil and the Brazilian Securities Commission ("CVM"), in addition to the rules applicable to the operation of the capital markets in general, in addition to those listed in the Level 2 Regulations, the Arbitration Regulations, the Sanctions Regulations and the Level 2 Corporate Governance Participation Agreement.

CHAPTER XVI RELATIONSHIP WITH THE AUDIT BOARD

Article 34. The Audit Committee is not to be confused with and does not replace the Audit Board. While the Audit Board is an advisory body to the Board of Directors, the Audit Committee is a supervisory body and is not subordinate to the Board of Directors nor the Management, in accordance with the law.

Sole paragraph The Audit Board, as an integral body of the Company's Management, is subject to supervision by the Audit Committee.

Article 35. Any Internal Auditor must attend meetings of the Audit Committee whenever requested to provide information related to the work provided by the Audit Board.

Sole paragraph: the company's Management must facilitate communication between the members of the Audit Committee and Board.

CHAPTER XVII LIABILITY INSURANCE

Article 36. The Company must provide liability insurance for any and all members of the Audit



Committee (Members & Officers Insurance - D&O), with coverage for as long as the risks persist, including after the end of the term of office and for those who have been replaced in the position, which shall also be in force during periods in which the Audit Committee is not in place, until the risks are extinguished.

***CHAPTER XVIII
GENERAL PROVISIONS***

Article 37. These bylaws come into force on the date of their approval by all the members of the Company's Audit Committee.
