1. MISSION

Through its oversight function, to represent the shareholders, assuring the prosperity and continuity of the Company and compliance with legal and statutory duties according to the principles of ethics, equitability, and transparency.

2. SUBORDINATION

The Fiscal Council is accountable to the shareholders for its oversight of the acts of the management board and the board of directors, and offers its opinion on matters which are incumbent on it to examine, pursuant to item 5 of this Internal Charter and the applicable legislation.

3. INSTALLATION AND CONSOLIDATION

3.1. The functioning and installation of the Fiscal Council are governed by the Company's Corporate Bylaws and when installed, shall be made up of 3 (three) effective members and an equal number of alternates, elected by the general meeting.

3.2. The members of the Fiscal Council and their alternates shall exercise their positions until the first ordinary general meeting which shall be held after their election. Standing members are eligible for reelection.

3.3. The function of a member of the Fiscal Council may not be delegated. In the case of a vacancy or temporary incapacity, the effective member of the Fiscal Council shall be replaced by their respective alternate until such time that a new member is elected in accordance with the prevailing legislation, selection to be made by the same party which nominated the substituted member.

3.4. The Fiscal Council may nominate a secretary for support functions such as the intermediation of its members with the various echelons of the Company, providing the necessary conditions for the appropriate operation of the body, its meetings, preparation, and management of all convening, opinions, resolutions and supporting documentation.

3.5. At the first ordinary meeting following the establishment of the collegiate body, the members shall elect the President of the Fiscal Council, who shall be responsible for coordination and representation, never inhibiting the individual actions of the other members. During the course of the term of office, the members of the council may substitute the President on a simple majority vote. The newly elected President shall exercise the term of office for the remaining period.

3.6. The councilors shall be vested in their positions through the signature of the investiture instrument, which shall contemplate adherence to the provisions in B3's Novo Mercado Listing Regulations and the commitment clause for resolving conflicts through arbitration pursuant to the Company's Corporate Bylaws.

3.7. The effective member who fails to attend two consecutive meetings or three alternate meetings without justification shall forfeit their mandate.

4. RESPONSIBILITIES

4.1. In the composition of the Fiscal Council, the following rules shall be observed:

a) conditional on representing jointly 10% (ten percent) or more of the shares, the minority shareholders shall have the right to elect by sperate vote, 1 (one) member and their respective alternate;

b) with the exception of the preceding item (a), the other shareholders with the right to vote shall elect the other effective members and alternates.

4.2. Only those natural persons, resident in Brazil with a college degree or who have held for a minimum period of 3 (three) years, the position of company administrator or fiscal councilor, may be elected to the Fiscal Council.

4.3. Members of management and employee bodies of the Company or of a subsidiary or a company of the same group, and spouse or family up to three degrees of kinship of an administrator of the Company are ineligible for election to the Fiscal Council.

4.4. Individuals prevented by special law or convicted for bankruptcy crime, malfeasance, bribery, graft, embezzlement, against the public faith or property or criminal conviction which prohibits, if only temporarily access to public office, are ineligible for election. Individuals declared unqualified by act of the Brazilian Securities and Exchange Commission are also ineligible for election.

4.5. The councilor must be of undoubted reputation, not being eligible for election unless waived by the general meeting when:

a) holding positions in corporations deemed as competitors in the market, more especially with seats on consultative councils, management boards or fiscal councils; and

b) having a conflict of interests with the corporation.

4.6. The substantiation of conditions a) and b) of item 4.5, shall be effected through a declaration signed by the elected councilor.

5. FUNCTIONS

5.1. The Fiscal Council is a collegiate body, not an integral part of management, independent of any other bodies, to which it is incumbent through its oversight function, to represent the shareholders, monitoring the action of the managers.

5.2. Principal functions:

a) on the part of any of its members, inspect the acts of the administrators and verify the performance of their legal and statutory duties;

b) express an opinion on the annual report of the management, including in its opinion complementary information deemed necessary or useful in the deliberations of the general meeting;

c) opine on the proposals of the management bodies, to be submitted to the general meeting with respect to changes in the capital stock, issue of debentures or bonus subscription, investment plans or capital budgets, distribution of dividends, transformation, incorporation, merger, or spinoff;

d) on the part of any of its members, notify the management bodies and, if these fail to adopt the necessary measures for protecting the company's interests, the general meeting, errors, frauds, or crimes that they have discovered and to suggest appropriate measures to the company;

e) call the ordinary general meeting, should the management bodies delay this convening for more than 1 (one) month, and the extraordinary meeting, whenever there are serious or urgent reasons, including on the agenda of the meetings, the matters deemed necessary;

f) at least quarterly, examine the trial balance and other financial statements prepared periodically by the company; and

g) examine the financial statements for the fiscal year and opine thereon.

5.3. It is incumbent on the President of the Fiscal Council to:

a) call and preside over the meetings;

b) open, suspend and conclude the work of the meetings;

c) decide, ad referendum, on matters which require urgent solution;

d) provide guidance for the work of the meetings, maintaining order during the debates, as well as resolve questions of order raised during the meetings;

e) authorize discussion of matters not included in the agenda of the day;

f) in the event of disagreements in relation to matters discussed, hold a vote, verify votes, and announce the results;

g) submit the council's resolutions to the appropriate body;

h) after consultation with the collegiate body, authorize participation in the meetings of persons, who themselves or reflecting the bodies they represent, are able to provide clarification with respect to matters on the agenda, these persons remaining in the meetings for the period in which the matter of their specialty giving rise to the invitation or in relation to the matter on which they have been requested to give an opinion, is under discussion;

i) comply and ensure compliance with this Internal Charter and the other internal normative provisions applicable to the functioning of the Fiscal Council;

j) supervise the work of the Secretary of the Fiscal Council.

5.4. The Fiscal Council, upon the request of any of its members, may solicit from the management bodies clarification or information, conditional of this being relative to its oversight function, as well as the preparation of special financial or account statements.

5.5. Upon the request of its members, the Fiscal Council may request clarifications or information to the independent or internal auditors, and the investigation of specific facts.

5.6. To investigate a fact, the clarification of which is necessary for its functions, the Fiscal Council may formulate, with justification, questions to be responded by an expert and request the management board, indicate to this end within a maximum term of thirty days, three experts that may be either natural persons or corporate entities, with notorious knowledge of the question at hand, from among which the Fiscal Council shall choose one, whose fees shall be paid by the Company.

5.7. Through the intermediary of a written statement, the management bodies are obliged to place at the disposal of the effective members of the Fiscal Council, within a term of 10 (ten) days, copies of the minutes of the meetings and within 15 (fifteen) days of their receipt, copies of the trial balances and other financial statements prepared periodically and when the case, budgetary execution reports.

5.8. In the event that the documents are denied, the Fiscal Council or councilor individually, may demand the release of these documents by judicial means, notwithstanding however, also lodging a complaint to this effect with the Board of Directors and, in the case of failure to act by the latter, with a shareholders' meeting.

5.9. The members of the Fiscal Council shall participate in the meetings of the board of directors in which matters on which it must express an opinion shall be deliberated.

6. DUTIES AND RESPONSIBILITIES

6.1. The members of the Fiscal Council have the same duties as the Members of Management in the exercising of their mandates and should:

a) serve with loyalty, performing their functions in the exclusive interests of the Company; it shall be deemed abusive the exercising of the function with the purpose of causing harm to the Company or to its shareholders or members of management, or for obtaining for themselves or others, an unfair advantage and which results, or can result, in a loss for the Company, its shareholders or management;

b) maintain secrecy on the businesses and any information not yet disclosed to the market and obtained as a result of their position;

c) reserve and maintain available time in their agenda to attend convening of meetings of the Fiscal Council, based on the calendar previously disclosed.

6.2. The members of the Fiscal Council shall inform with immediate effect any changes in their shareholding position in the Company, in the conditions and the manner pursuant to the Policy of Disclosure of Material Information and the Trading of Shares.

6.3. The members of the Fiscal Council are accountable for harm resulting from negligence in the execution of their duties and acts practiced with willful misconduct or gross negligence or infringement of the law or corporate bylaws.

6.4. The responsibility of the members of the Fiscal Council for negligence in the execution of their duties is joint and several, but with the exception of the dissenting member who records his dissent in the minutes of the meeting of the collegiate body and notifies the management and/or general shareholder bodies.

6.5. The member of the Fiscal Council is not responsible for the illicit acts of other members, unless complicit with them or contributing to the practice of the act.

7. FREQUENCY, CONVENING, QUORUM AND RIGHT TO VOTE

7.1. In order to perform its functions, the Fiscal Council shall meet ordinarily once every quarter or extraordinarily whenever the interest of the Company requires an opinion on a matter within its field of competence.

7.2. Convening shall take place simultaneously with the sending of an agenda of matters and supporting documentation, within a minimum period of 3 (three) business days with the exception of matters requiring urgent attention.

7.3. In the event that they find themselves unable to be present at the meetings, the member must inform the President of the Fiscal Council as soon as possible within a minimum period of 2 (two) business days prior to the holding of the meeting in order that their alternate may be convened in a timely manner. In the absence of the President, the Councilors present shall choose a member to coordinate the meeting.

7.4. The Fiscal Council may invite other members of the management to participate in their meetings as well as employees and/or staff that have material information or where the matters on the agenda relate to their area of activity.

7.5. The Fiscal Council's meetings may be validly installed when the majority of the Council's members are present. Those members who participate via conference call or video conference shall be deemed as present.

7.6. Resolutions shall be adopted by consensus or should this not be possible, by a simple majority of votes, each member being entitled to 1 (one) vote, and the President, in addition to his personal vote, the casting vote in the event of a tie. The votes of each member should be recorded in the Minutes, together with a brief justification to this end.

8. REPORTING

8.1. The members of the Fiscal Council, or at least one of them, should be present at the general meetings and reply to requests for information made by the shareholders.

8.2. The opinions and representations of the Fiscal Council, or of any one of its members, may be presented and read in the general meeting, irrespective of publication and notwithstanding the matter not being included in the agenda of the day.

8.3. Whenever requested, the Fiscal Council shall provide information on matters within its remit to the shareholder or group of shareholders that represent at least 5% (five percent) of the capital stock.

9. BUDGET

As part of the annual budget exercise, the Company shall establish the annual budgetary provision for the following fiscal year, assuring the resources necessary for compliance with the legal and statutory functions of the Fiscal Council, including a special amount permitting the hiring of consultants or independent auditors for evaluating specific issues, approved during meetings.

10. OTHER FUNCTIONS AND RESPONSIBILITIES

10.1. The councilor must be technically and economically independent and independent of ties to the shareholders and the Company. Each councilor shall exert an independent oversight function and should not become an instrument of abuse on the part of minorities with their own particular interests.

10.2. In their activities, the Fiscal Council should be mindful of not interfering in management decisions and as well as the strategic direction, functions that are incumbent on the Management Board and the Board of Directors.

10.3. The opinion of the Fiscal Council is the instrument whereby the organ is accountable for its activities to the meeting which elected it. The Fiscal Council shall also issue an opinion to the meeting on themes enshrined in law such as: changes in the capital stock, issue of debentures or subscription bonus, investment plans or capital budget, distribution of dividends and transformation, incorporation, or spinoff of the Company.

10.4. In addition to the responsibilities already provided in this Charter, the Fiscal Council shall:

a) Examine the amount of fees paid to the members of management in the fiscal year and if this is contemplated in the limit established by the shareholders meeting;

b) Request legal counsel for clarifications as to the progress of demands, legal processes, and eventual fines and its opinion as to the possible impact on the financial statements;

c) Request the financial area for the report on the execution of the budget and the investment plan for the last fiscal year, the position of the financial indicators negotiated with creditors and the cash flow statement for the fiscal year, when this is not included in the statements prepared by the company;

d) Examine with those responsible the eventual environmental liabilities, their treatment and the consideration of the contingencies and their evolution.

10.5. The functions of the Fiscal Council and the audit committee are distinct and the responsibilities of each one may not be delegated. Much of the necessary information for the activities of the Fiscal Council shall perhaps be the same required for the activities of the audit committee, with differences, possibly of emphasis, scope, and depth. The audit committee is a body created in the name of the Board of Directors as part of its supervision process. On the other hand, the Fiscal Council, as legally ordained, is a body independent of all other corporate bodies, subordinated to the Company's shareholders, responsible for oversight of the acts of management.

11. GENERAL PROVISIONS

12.1. Any cases omitted in this charter shall be resolved by the absolute majority of the members of the Fiscal Council.

12.2. This charter becomes effective on the date of its approval by the Fiscal Council, it also being incumbent on the Fiscal Council to approve its alterations.