

# CONSOLIDATED BYLAWS

***Grendene***<sup>®</sup>

**[B]**<sup>3</sup> BRASIL  
BOLSA  
BALCÃO



**GRENDENE S.A.**  
**Publicly Held Company**  
**CNPJ nº 89.850.341/0001-60 – NIRE nº 23300021118-CE**

**BYLAWS**

**Chapter I - Name, Purpose, Headquarters and Term**

**Article 1.** Grendene S.A. is a corporation, governed by these Bylaws and applicable legal provisions.

§1 With the entry of the Company on the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão (“B3”), the Company, its shareholders, including controlling shareholders, managers and members of the audit committee, when installed, are subject to the provisions of the Novo Mercado Listing Regulation.

**Article 2.** The Company's corporate purpose is:

I. the industrialization, commercialization, export and import of:

- a) footwear and clothing in general;
- b) components and parts for footwear and clothing in general;
- c) matrices and molds for the footwear, clothing and plastics sector in general;
- d) PVC, resins, plasticizing oils, EVA and other raw materials and inputs used in the manufacture of footwear in general;
- e) accessories, perfumery, cosmetics, jewelry, watches, eyewear, games, including electronic and digital games, toys, school supplies, gifts, artistic creations, including digital or electronic and promotional materials associated with products produced by the company;
- f) PPE - Personal Protective Equipment.

II. the provision of services, including in the IT area, concerning the activities described in item (i) above;

III. exploitation of trademarks, patents and any other industrial and intellectual property rights;

IV. development of franchising activity, either as a franchisor or franchisee;

V. the import of industrial machines and related accessories, as well as equipment, special tools and devices related to the company's corporate purpose;

VI. participation in the capital of other companies, in Brazil or abroad, as a partner, quotaholder or shareholder, through the application of own resources or tax incentives.

**Article 3.** The Company has its registered office and legal domicile in the City of Sobral, State of Ceará, at Avenida Pimentel Gomes, 214, CEP 62040-125, and may open and maintain branches, branches, agencies, offices or representatives in any part of the national territory or foreigner, by decision of the Executive Board.

**Article 4.** The Company has an indefinite term.





## Chapter II - Share Capital and Shares

**Article 5.** The subscribed and fully paid-in share capital is one billion, two hundred and thirty-one million, three hundred and one thousand, six hundred and four reais and forty-six cents (BRL 1,231,301,604.46), divided into nine hundred and two million, one hundred and sixty thousand (902,160,000) common, nominative, book-entry shares with no par value.

§1 Each common share confers the right to one vote in the resolutions of the General Meeting.

§2 All the Company's shares are kept in a deposit account, in the name of their holders, in a depositary institution authorized by the Brazilian Securities and Exchange Commission with which the Company has a custody agreement in force, without issuance of certificates.

§3 The depositary institution may charge shareholders for the cost of the service of transfer and registration of ownership of book-entry shares, as well as the cost of services related to shares held in custody, subject to the maximum limits set by the Securities and Exchange Commission.

§4 Except as provided for in § 1 of Article 6, shareholders have preemptive rights, in proportion to their respective interests, in the subscription of shares, convertible debentures or subscription bonuses issued by the Company, which may be exercised within the legal term of thirty (30) days to exercise this right.

**Article 6.** The Company's share capital may be increased by up to nine hundred million (900,000,000) common shares, regardless of statutory amendment, upon resolution of the Board of Directors, which is empowered to set the issue price and other subscription conditions and payment of shares within the authorized capital.

§1. The Company may issue shares, debentures convertible into shares or subscription bonuses without the former shareholders having preemptive rights, or with a reduction in the term for exercising the preemptive right provided for in article 171, § 4, of Law No. 6.404/76, provided that the placement of these securities is carried out through (a) sale on the stock exchange or through public subscription or (b) exchange of shares, in a public offer for the acquisition of control.

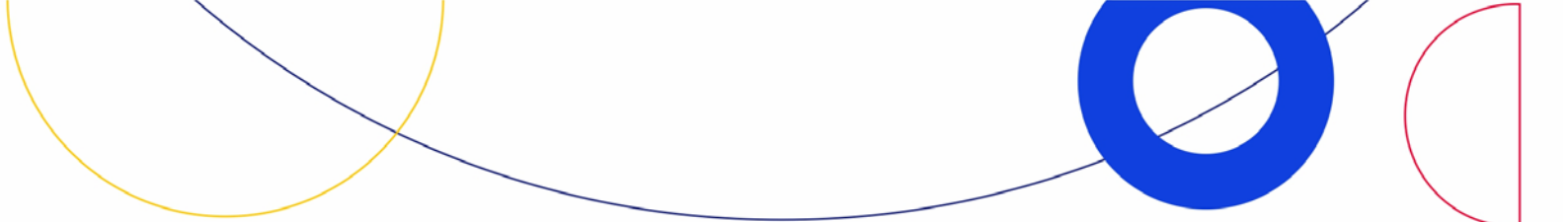
§2. Within the limit of the authorized capital, and in accordance with the plan approved by the General Meeting, the Company may grant the option to purchase shares issued by it to managers, employees or individuals who provide services to the Company or the company under its control.

## Chapter III - General Shareholders' Meetings

**Article 7.** The Shareholders' Meeting that is convened and installed in accordance with the applicable legislation and the provisions of these Bylaws is empowered to decide on all business related to the Company's purpose and take all the resolutions it deems convenient for its defense and development.

Sole Paragraph. The General Meetings will be held at the Company's headquarters, and may be held outside the headquarters due to force majeure or other modality provided for by law or normative instruction of Organs competent bodies.





**Article 8.** The General Meeting shall meet (a) ordinarily, once a year, in the first 04 (four) months following the end of each fiscal year, to resolve on the matters provided for in Article 131 of Law No. 6.404/76 and (b) extraordinarily, whenever the Company's social interests so require, in compliance with statutory and legal provisions.

**Article 9.** The General Meeting must be called by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman of the Board of Directors. In the absence of this, it must be convened by two (2) directors jointly. The Shareholders' Meeting may also be called by the persons mentioned in the sole paragraph of Article 123 of Law No. 6.404/76, in the cases mentioned therein. The first call must be made at least twenty-one (21) days in advance of the date set for the General Meeting, counting from the date of publication of the first call notice, which will include in addition to the place, date and time of the Assembly, the agenda. If the General Meeting is not held after the first call, a new second call notice will be published, at least eight (8) days in advance.

**Article 10.** In order to take part and vote at the General Meeting, for the purpose of better organization, the shareholder must prove its quality as such, presenting, with up to two (2) working days in advance of the date of the respective Meeting, an identity document and proof issued by the depositary institution, by original or copy sent by electronic message. Shareholders represented by proxies shall display the proxies at the same time and, by the same means referred to in this Article 10. The originals of the documents referred to in this Article 10, or their copies, without authentication and notarization, must be presented to the Company until the opening of the work of the respective General Meeting. Regardless of the above, the shareholder who attends the meeting with the required documents may participate and vote, even if he/she has not previously deposited them.

**Article 11.** The General Meeting must be installed and chaired by the Chairman of the Board of Directors, who must appoint the secretary for the meeting. In the absence of the Chairman of the Board of Directors, the General Meeting must be installed and chaired by the Vice-Chairman of the Board of Directors. In the absence of the Vice-Chairman of the Board of Directors, the General Meeting must be installed and chaired by any other director or officer who may be appointed by the majority of votes of the shareholders present at the General Meeting or represented by proxy, who must indicate the meeting secretary.

## **Chapter IV - Management**

### **Section I**

#### **General Provisions**

**Article 12.** The Company is managed by the Board of Directors and the Board of Executive Officers in accordance with the law and these Bylaws. The directors are elected by the General Meeting and the directors are elected by the Board of Directors.

**Article 13.** The investiture of the administrators is conditioned to the signing of the instrument of investiture, which must include their subjection to the arbitration clause referred to in article 39.

**Article 14.** The determination of the directors' remuneration is the responsibility of the General Meeting, individually or globally. In the latter case, the Board of Directors is responsible for allocating the remuneration to be fixed, including variable remuneration, among the directors and officers.





## Section II

### Board of Directors

**Article 15.** The Board of Directors is composed of, at least, five (05) and, at most, seven (7) effective members, of which, at least twenty percent(20%) must be Independent Directors, as defined in the Regulation of Listing on the Novo Mercado, and expressly declared as such in the minutes of the General Meeting that elects them, and the director(s) elected by means of the option provided for in article 141 are also considered independent, §§4 and 5 or article 239 of Law No. 6.404/76. At each Annual Shareholders' Meeting, shareholders must resolve on the number of effective directors to be elected at such Meeting. The Board of Directors has a Chairman and a Vice-Chairman, who are appointed by the General Meeting.

§1. When, as a result of compliance with the percentage referred to in this article, a fractional number of directors results, the rounding will be carried out in accordance with the Novo Mercado Regulation.

§2. The positions of Chairman of the Board of Directors and Chief Executive Officer or Main Executive Officer of the Company cannot be held by the same person.

**Article 16.** The term of office of the directors is unified, of a maximum of two (2) years, reelection being allowed and any management guarantee waived.

Sole Paragraph. The directors shall remain in their positions and in the exercise of their functions until the investiture of their substitutes, unless otherwise resolved by the General Meeting.

**Article 17.** In the event of the President's absence or temporary impediment, his duties must be performed by the Vice-President. In the absence or temporary impediment of the Vice-President, his functions must be performed by the effective director appointed by the other directors to assume such functions. In the event of absence or temporary impediment of any other director, their functions must be performed by another director to whom they have granted powers to do so, or, in the absence of such grant, by the effective director appointed by the other directors to assume such functions.

Sole Paragraph. In the event of a vacancy in any position of director, a new member must be elected by the General Meeting and his term of office must remain in force until the end of the unified term of office of the other directors. For the purposes of this article, vacancy occurs with dismissal, death, resignation, proven impediment, disability or unjustified absence for more than thirty (30) consecutive days.

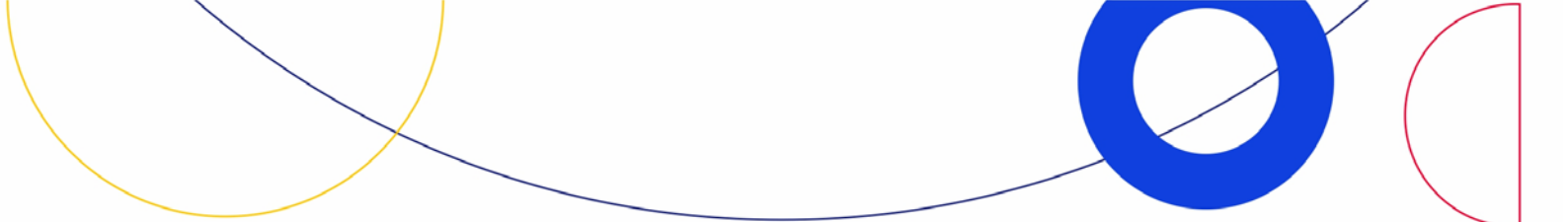
**Article 18.** The Board of Directors meets, ordinarily, four (4) times a year, and, extraordinarily, whenever called by the Chairman or Vice-Chairman or by resolution of the majority of its members or, even, at the request of the Executive Board. To be valid, the call notice must be made at least five (05) days in advance, indicating the date and time of the meeting and the matters on the agenda.

§1. The call notice is waived if all directors are present at the meeting.

§2. The directors may be summoned by sending an electronic message.

**Article 19.** The meetings of the Board of Directors are chaired by its Chairman or, in his absence, by his Vice-Chairman (or, in his absence, by another member appointed by the majority of votes of the other directors). The meetings are installed with the presence of the majority of its effective members. At the meetings, the director may be represented by another director to whom he has granted powers to do so and may send his vote in writing, including by electronic message.





§1. The meetings of the Board of Directors must be held at the Company's headquarters or at the Company's administrative unit in the City of Farroupilha, State of Rio Grande do Sul, or at another location to be informed by the Chairman of the Board of Directors, or, in his absence, by the Vice-Chairman of the Board of Directors, or, in his absence, by the majority of the members of the Board of Directors, with the same advance notice required for the convening of meetings of the Board of Directors.

§2 Exceptionally, the directors may participate in the meetings by conference call or videoconference, provided that such possibility has been indicated in the announcement of the respective call. In this case, the minutes must be transmitted by electronic message to the director who so participates, which must be retransmitted to the Company after being signed by such director.

**Article 20.** Each director is entitled to one (01) vote at the meetings of the Board of Directors, either in person or represented by one of their peers, upon presentation of a specific power of attorney for the meeting in question, including the vote of an absent board member and their respective justification. The votes of the members of the Board of Directors that have been sent in writing, before the meeting of the Board of Directors, will be considered valid. The resolutions of the meeting will be valid if they have the favorable vote of the majority of the directors present at the meeting. The resolutions must be drawn up in minutes and registered in the Book of Minutes of Meetings of the Board of Directors and, whenever they contain resolutions intended to produce effects before third parties, their extracts must be filed with the competent trade registry and be published.

**Article 21.** It is incumbent upon the Board of Directors:

- a. elect and dismiss the officers and establish their attributions, including the Investor Relations Officer;
- b. approving the Company's internal regulations, if applicable;
- c. establish the general business guidelines of the Company and any company controlled by the Company ("Subsidiary");
- d. approve a Business Plan for the Company and its Subsidiaries and any investments or capital expenditures that are not included in such Plan, if any;
- e. approve a Business Plan for the Company and its Subsidiaries and any investments or capital expenditures that are not included in such Plan, if any;
- f. call a Shareholders' Meeting, pursuant to Article 9 above, whenever necessary or required by law and pursuant to these Bylaws;
- g. express an opinion on the management report and the accounts presented by the Executive Board and annual and/or interim financial statements and propose the allocation of net income for each year;
- h. resolve on the issuance of shares or subscription bonuses, within the limit of the authorized capital;
- i. authorize the acquisition by the Company of shares issued by the Company to be held in treasury and/or subsequent disposal;
- j. resolve on the issuance of simple debentures, not convertible into shares and without real guarantee, and of promissory notes for public distribution pursuant to SEC Instruction 134;
- k. appoint and remove the Company's independent auditors;



l. authorize the raising of loans or financing in an aggregate amount greater than three hundred million reais (BRL 300,000,000.00), considering the period of three (3) months prior to the respective business, by the Company or any Subsidiary;

m. authorize the sale or encumbrance of permanent assets of the Company or any Subsidiary, in an aggregate amount greater than three hundred and sixty million reais (BRL 360,000,000.00) considering the period of three (3) months prior to the respective business;

n. authorize the provision of real or personal guarantees of any nature by the Company or any Subsidiary in an aggregate amount greater than three hundred and sixty million reais (BRL 360,000,000.00), considering the period of three (3) months prior to the respective business;

o. authorize the performance of acts that result in the waiver of rights by the Company or any Subsidiary in an aggregate amount greater than forty-five million reais (BRL 45,000,000.00), considering the period of three (3) months prior to the respective business;

p. establish the general conditions and authorize the execution of contracts of any nature between the Company and any Subsidiary and Affiliate, its managers, its controlling shareholders and, also, between the Company and the subsidiaries and affiliates of the managers and the controlling shareholders, as well as with any other companies that with any of these persons form part of the same group, de facto or de jure, that reach, individually or jointly, within a period of one year, an amount equal to or greater than 1% of the Company's shareholders' equity;

q. pronounce on matters that the Board of Executive Officers present to it for its deliberation or to be submitted to the General Meeting;

r. resolve on the suspension of the activities of the Company and any Subsidiary;

s. invoke, at any time, the examination of any matter relating to the business of the Company and its Subsidiaries that are not within the scope of the General Meeting's exclusive competence;

t. approve the contracting of the depositary institution providing the services of book-entry shares.

Sole Paragraph. The values mentioned in the letters "l", "m", "n" and "o" above will be adjusted annually as of April 7, 2014, by the IGP-M index of Fundação Getúlio Vargas or another index that may replace it.

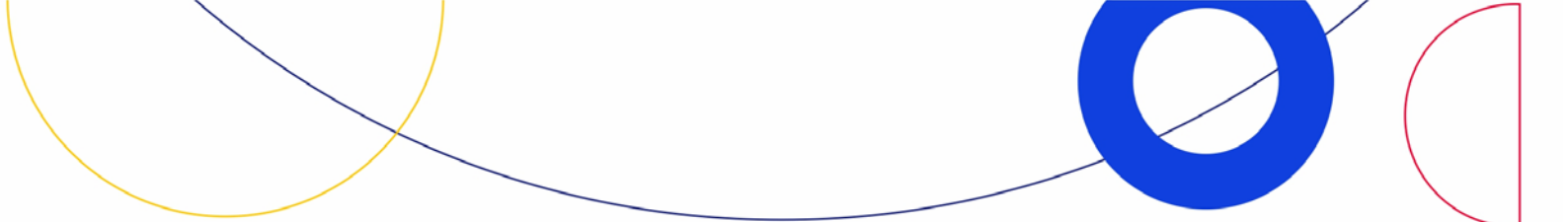
## Section III

### Executive Board

**Article 22.** The Company's day-to-day management is the responsibility of the Executive Board, with the directors having full powers to manage their business, in accordance with their attributions and subject to the provisions established by law, these Bylaws and the Company's internal regulations, if any.

**Article 23.** The Board of Executive Officers is composed of, at least, three (3) members and, at most, four (4) effective members, shareholders or not, and residing in Brazil. The Board of Executive Officers has a Chief Executive Officer, a Vice President Officer, a Financial Administrative Officer and an Investor Relations Officer, and any officer may accumulate another position, in compliance with the provisions of §2 of article 15 of these





Bylaws, and the other officers have the designation assigned to them by the Board of Directors. The Chief Executive Officer (and, in his absence, the Vice President Officer):

- a. preside over Board meetings;
- b. coordinate the activities of the other officers; and
- c. ensure the execution of the resolutions of the General Meeting, the Board of Directors and the Executive Board.

**Article 24.** The term of office of the directors is three (3) years, reelection being permitted. In addition to the provisions of Article 13, the officers are invested in their positions by signing the term drawn up in the proper book or through their presence and signature in the record book of the Minutes of the Meeting of the Board of Directors that they have been elected, with no guarantee management.

Sole Paragraph. The officers will remain in their positions until their replacements take office, unless otherwise resolved by the Board of Directors.

**Article 25.** In case of absence or temporary impediment of the Chief Executive Officer, his duties must be performed by the Vice President Officer. In the event of absence or temporary impediment of the Vice-President Director or any other director, their duties must be performed by the Chief Executive Officer.

Sole Paragraph. In the event of a vacancy in any officer position, a new member must be elected by the next Board of Directors meeting, which must take place no later than ninety (90) days after such vacancy. For the purposes of this article, vacancy occurs with dismissal, death, resignation, proven impediment, disability or unjustified absence for more than thirty (30) consecutive days.

**Article 26.** Except as provided for in Article 27, the active and passive representation of the Company, in or out of court, must be exercised individually by the Chief Executive Officer or by the Vice-President Officer or (a) by two (2) officers jointly, (b) by an officer in conjunction with an attorney-in-fact with special and specific powers or (c) by two attorneys-in-fact with such powers. The powers of attorney granted by the Company must be signed individually by the Chief Executive Officer or the Vice-President, or by two (2) officers jointly, or an Officer jointly with an attorney-in-fact and must contain specific powers and a term of validity not exceeding two (2) years (except for the granting of powers of the ad judicia et extra clause that the Executive Board may authorize in each case).

**Article 27.** Without prejudice to the provisions of Article 26, the Company may be represented by one (01) officer or even by one (01) attorney-in-fact with specific and special powers, including for granting a power of attorney, pursuant to Article 26 above, acting alone, in the following cases:

- a. in routine matters before federal, state and municipal public bodies, autarchies and mixed capital companies, including, but not limited to, the National Institute of Social Security (INSS), Severance Indemnity Fund (FGTS), managed by Caixa Econômica Federal, Internal Revenue Service including Inspectorate, Federal Revenue Offices and Agencies, State and/or Municipal Treasury Departments, State Boards of Trade, National Institute of Industrial Property, Central Bank of Brazil, SECEX, Banco do Brasil S/A, Securities and Exchange Commission, IBAMA and other environmental bodies, Department of Civil Aviation (DAC) and Infraero, Stock and Commodity Exchanges, Sudene/Adene, Sudam/Adam, State and Development Banks, Credit and Investment Financial Institutions;
- b. in the collection and receipt of credits in favor of the Company;



- c. in signing correspondence on routine matters; and
- d. in representing the Company at the General Meetings of its Subsidiaries.

**Article 28.** It is incumbent upon the Board of Executive Officers to resolve on all matters that are not the exclusive competence of the Shareholders' Meeting or the competence of the Board of Directors. The Board of Executive Officers shall meet at least ne (1) time every three months or whenever called by any of the officers. The minutes of the meetings must be recorded in the Book of Minutes of Board Meetings. The presence of the majority of the directors constitutes a quorum for the installation of the meetings. Each officer is entitled to one (01) vote at meetings. The deliberations of the executive board will be valid if they have the favorable vote of the majority of the officers present. In the event of a tie, the Chief Executive Officer, or, in his absence, the Vice-President Officer, shall have the casting vote.

**Sole Paragraph.** It is incumbent upon the Board of Executive Officers to enter into and carry out business, contracts, contract obligations and the acts provided for in letters "l", "m", "n" and "o" of Article 21 of these Bylaws, provided that up to the limit of amounts established therein, except as provided in the sole paragraph of Article 21 above.

**Article 29.** It is expressly forbidden, being null and ineffective in relation to the Company, the acts performed by directors, officers, attorneys-in-fact or employees, in business outside the corporate purpose, including the provision of surety, surety, endorsement or any guarantees not related to the corporate purpose or contrary to the provisions of these Bylaws.

## **Chapter V - Audit Committee**

**Article 30.** The Company's Audit Committee, with the attributions and powers that the law grants it, is composed of three (3) members and alternates of equal number, shareholders or not, elected by the General Meeting, among persons residing in the country, provided that they fulfill the legal requirements for the position.

§1. The Audit Committee operates on a non-permanent basis, being installed only when the General Meeting so decides, always complying with the provisions set forth by law and these Bylaws.

§2. The Audit Committee elects its Chairman at the first meeting and operates in accordance with the internal regulations approved at the General Meeting that deliberates on its installation, if applicable.

§3. The resolutions of the Audit Committee will always be taken by an absolute majority of votes and will be drawn up, in the form of Minutes, in the proper book and signed by all those present.

§4. The General Meeting will set the fees of the Audit Committee, when in operation, always observing the provisions set forth by law.

§5. The investiture of the members of the Audit Committee, effective and alternates, is conditioned to the previous signature of the instrument of investiture, which must include their subjection to the arbitration clause referred to in article 39, as well as compliance with the applicable legal requirements.





## Chapter VI - Fiscal Year, Distributions and Reserves

**Article 31.** The Company's fiscal year begins on January 1st and ends on December 31st of each year. At the end of each fiscal year, the financial statements related to the fiscal year ended will be prepared, to be presented to the Board of Directors and to the General Meeting.

**Article 32.** Shareholders are entitled to an annual mandatory dividend equivalent to at least twenty-five percent (25%) of the net income for the year, reduced or increased by the following amounts:

- a. five percent (5%) for the constitution of the legal reserve, until it reaches the limits established by law; and
- b. amount destined to the formation of reserves for contingencies, and reversal of these reserves that have been formed in previous years as provided for in Article 195 of the Brazilian Corporation Law.

§1. The payment of the dividend referred to in this article is limited to the amount of net income for the year that has been realized, and the difference is recorded as an unrealized profit reserve as provided for in Article 197 of the Brazilian Corporation Law. Profits recorded in the unrealized profits reserve, when realized, if they have not been absorbed by losses in subsequent years, must be added to the first dividend declared after realization.

§2. The general meeting may, at the proposal of the management bodies, allocate a portion of the net income to the constitution and/or maintenance of a statutory profit reserve called "Reserve for Acquisition of Shares", which will have the purpose of redeeming, repurchasing or acquiring of shares of its own issuance, including to fulfill its obligations to deliver shares to the participants of the Company's Stock Option Plan approved by the same, who exercise their options. The Share Acquisition Reserve may be formed with up to 100% of the net income remaining after legal and statutory deductions, and the balance of which will have a maximum limit of 20% of the Share Capital. At the end of the year, any remaining unused balance of this reserve may be used, with the same purpose, for the following year, if the management deems it necessary, upon approval by the General Meeting, and, if not used in whole or in part, the referred to balance will be used to pay dividends. Pursuant to Article 198 of the Brazilian Corporation Law, the allocation of profits to constitute the Reserve for the Acquisition of Shares cannot be approved to the detriment of the distribution of the mandatory dividend.

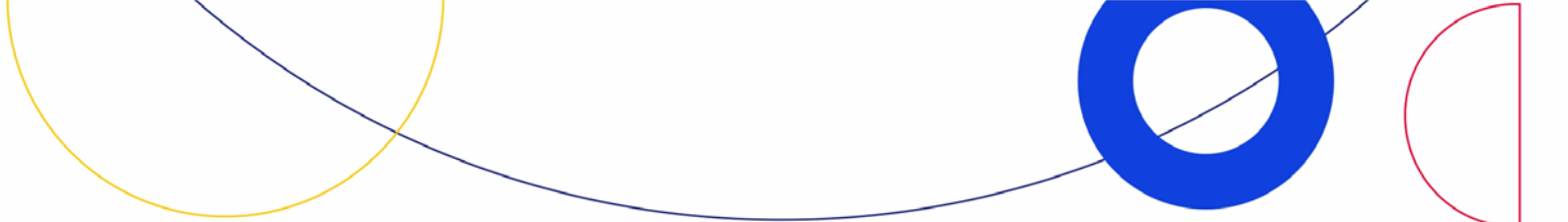
§3. The remaining profits have the destination that is approved by the General Meeting, in accordance with the proposal formulated by the Executive Board, observing the applicable legal precepts, notably article 202, §6, of Law No. 6.404/76.

**Article 33.** By resolution of the Board of Directors, the Company may pay its shareholders interest on equity, which will be attributed to the mandatory dividend referred to in Article 32, including such amount the amount of dividends distributed by the Company to all effects.

Sole Paragraph. By resolution of the Board of Directors, the Company may pay dividends to its shareholders on account of retained earnings from previous fiscal years.

**Article 34.** The Company may prepare semi-annual, quarterly or shorter balance sheets and declare, by deliberation of the Board of Directors, dividends from the profit calculated in these balance sheets, on account of the total to be distributed at the end of the





respective year, subject to the limitations provided for by law. Dividends declared in this way constitute an anticipation of the mandatory dividend referred to in Article 32.

Sole Paragraph. Dividends do not earn interest and if not claimed by any shareholder within three (3) years from the date of resolution of their distribution, they will revert in favor of the Company.

**Article 35.** The general meeting may, at the proposal of the management bodies, allocate to the tax incentive reserve, in accordance with Art. 195-A of Law 6.404/76, as amended by Law 11.638/07, the portion of net income arising from donations or government subsidies for investments, which may be excluded from the calculation basis of the mandatory dividend.

## Chapter VII - Disposal of Control

**Article 36.** The direct or indirect disposal of the Company's control, either through a single operation or through successive operations, must be contracted under the condition that the acquirer of control undertakes to carry out a public offer for the acquisition of shares with the purpose of the shares issued by the Company held by the other shareholders, observing the conditions and deadlines provided for in the legislation and regulation in force and in the Novo Mercado Regulation, in order to ensure them equal treatment with that given to the seller.

## Chapter VIII - Novo Mercado Exit

**Article 37.** The Company's delisting from the Novo Mercado, whether by voluntary or compulsory act or as a result of corporate reorganization, must comply with the rules contained in the Novo Mercado Regulation.

## Chapter IX - Settlement

**Article 38.** The Company cannot dissolve or go into liquidation, except in the cases provided for by law, and the General Meeting is responsible for establishing the method of liquidation and electing, in addition to the liquidator(s), the members of the Audit Committee, which shall function during the liquidation period, setting their powers and remuneration.

## Chapter X - Arbitration

**Article 39.** The Company, its shareholders, managers, members of the audit committee, effective and alternates, if any, undertake to resolve, through arbitration, before the Market Arbitration Chamber, in the form of its regulation, any dispute that may arise among them, related to or arising from its status as issuer, shareholders, managers, and members of the audit committee, in particular, arising from the provisions contained in Law No. 6.385/76, in the Brazilian Corporation Law, in the Company's bylaws, in the rules issued by the National Monetary Council, the Central Bank of Brazil and the Securities and Exchange Commission, as well as in other rules applicable to the operation of the capital market in general, in addition to those contained in the Novo Mercado Regulation, other B3 regulations and of the Novo Mercado Participation Agreement.





## Chapter XI - General Provisions

**Article 40.** The Company will comply with the Shareholders' Agreements registered pursuant to article 118 of Law 6.404/76, and management shall refrain from registering transfers of shares contrary to the respective terms and the Chairman of the General Meetings and of the Board of Directors' meetings shall abstain to compute votes cast in breach of the provisions of the aforementioned agreements.

**Article 41.** The cases not covered by these Bylaws will be resolved by the General Meeting and regulated in accordance with the provisions of the Brazilian Corporation Law and the Novo Mercado Regulation.

**Sobral, CE, April 25, 2022.**