



INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

Approved in the Board Meeting dated Feb 21, 2022

Contents

CHAPTER I - PURPOSE OF THE INTERNAL REGULATIONS.....	3
CHAPTER II - MISSION AND POWERS	3
CHAPTER III - COMPOSITION AND OPERATING RULES	5
CHAPTER IV - BOARD MEMBERS' DUTIES AND REQUIREMENTS.....	9
CHAPTER V - REGULAR MEETINGS AND SPECIAL MEETINGS OF SHAREHOLDERS	12
CHAPTER VI - RESOLUTIONS AND DRAFTING OF MINUTES	13
CHAPTER VII - ADVISORY COMMITTEES	14
CHAPTER VIII - RELATIONSHIP WITH THE EXECUTIVE BOARD.....	20
CHAPTER IX - RELATIONSHIP WITH THE FISCAL COUNCIL.....	21
CHAPTER X - FINAL AND TRANSITIONAL PROVISIONS	21

RAIA DROGASIL S.A.
INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

CHAPTER I - PURPOSE OF THE INTERNAL REGULATIONS

1 - These Internal Regulations ('Internal Regulations') govern the operation of the Raia Drogasil S.A. ('Company' or 'RD') Board of Directors ('Board'), of the Advisory Committees ('Committees') linked to the Board, as well as the relationship between the Board and other corporate bodies, pursuant to the Company's Bylaws, the Shareholders' Agreement duly filed in the Company, the B3 S.A. *Novo Mercado* Listing Regulation ('Novo Mercado Regulation'), BM&FBOVESPA, the laws in force, the regulations of the Brazilian Securities Commission ('CVM') and Act no. 6.404 dated December 15, 1976 ('Business Corporation Law').

Sole Paragraph - In case of conflict between provisions of these Internal Regulations and the Company's Bylaws, the latter shall prevail.

CHAPTER II - MISSION AND POWERS

2 - The mission of the Board, a group of executives whose duties are set forth in the Business Corporation Law and in the Company's Bylaws, is to protect and value the Company's assets and offer guidance that enable its perpetuity as a sustainable business, taking into account the environmental, social and governance aspects. The Board shall have full knowledge of the Company's principles and values, as well as of its purposes and beliefs, enforcing their effective application and also enforcing the continuous adoption of and improvement in the best corporate governance practices.

3 - In order to achieve its mission, the Board shall base its actions on the following guidelines:

- (a) comply with and uphold the purpose of the Company and of its controlled companies;
- (b) promote sustainable value creation and act as a custodian of stakeholders' interests (shareholders, employees, customers and society);
- (c) protect and help value tangible and intangible assets of the Company, as well as the optimization of return on investment;

- (d) provide the business and the management of the Company and its Controlled companies with directions that shall be included in the multi-annual strategic plans and in the annual budgets;
- (e) define responsive organizational and management structures composed of professionals with unblemished reputation and proven qualification and competence, guided to perform according to standards of excellence;
- (f) make sure the guidelines and strategic directions are effectively implemented by the Executive Board, without, nevertheless, directly interfering in operational issues;
- (g) monitor the Company's performance indicators, both internal and market-related, guiding corrective measures deemed fit;
- (h) prevent and manage situations involving conflict of interest, vision misalignment and disagreements that might risk the prevalence of the Company's interests and its perpetuity;
- (i) act diligently so that the Company is adequately and timely prepared, whenever possible, for the succession of its Administrators, both in the Executive Board and Board of Directors;
- (j) ensure the Company's continuity, from long-term and sustainability perspectives, including the social, economic, environmental and corporate governance aspects;
- (k) guide the social activity so as to contribute to sustainable development, considering the short- and long-term economic, social and environmental impacts on employees, suppliers, customers, creditors and the community where it operates; and
- (l) Inform the Executive Board whenever it knows about any related party transactions, even when it is under negotiation, so that the measures set forth in internal policies regarding transactions of this nature are adopted.

Sole Paragraph - For the purposes set forth in Article 3, 'Controlled Companies' are those companies over which the Company has a controlling interest, being the holder of shares accounting for over 50% of the capital or other situations provided for in Article 116 of Law no. 6.404/76, as amended.

4 - Additionally, the Board shall be in charge of matters provided for in the Business Corporation Law, in the Company's Bylaws and in the regulations of the Brazilian Securities Commission ('CVM').

CHAPTER III - COMPOSITION AND OPERATING RULES

5 - According to what is provided in the Company's Bylaws, the Board shall be comprised of a minimum of 11 (eleven) and a maximum of 13 (thirteen) effective members, all of whom can be appointed and removed at any time by the General Meeting, serving a joint term of office of 2 (two) years, which may be renewed.

First Paragraph - Board of Directors' members shall not be appointed as Officers of the Executive Board of the Company and its controlled companies, except in case of vacancy, in which, as an exceptional and provisional measure, there may be accumulation of functions for a maximum period of 120 (one hundred and twenty) days, during which the Company shall take all necessary measures to fill in the vacancies permanently.

Second Paragraph - Out of the Board of Directors' members, at least 2 (two) or 20% (twenty per cent), whichever is higher, shall be Independent Members, pursuant to definition of *Novo Mercado* Regulations, and their appointment to the Board of Directors as Independent Members shall be resolved in the General Meeting that appoints them.

6 - Board members shall take office upon (i) signing the Instrument of Investiture in the Board of Directors' Minute Book, which shall contain the declaration of non-impediment, to be made under penalty of and as required by law, (ii) notifying the Company of the quantity and type of securities issued by the company directly or indirectly owned by him/her, including derivatives, pursuant to the laws in force, and (iii) handing in the Statement of Commitment to the Policy for Disclosure and Use of Relevant Information and the Policy for Trading Securities Issued by the Company.

First Paragraph - Board members shall take office pursuant to the provisions herein.

Second Paragraph - The Chairperson and Vice Chairperson of the Board shall be appointed by the majority of members of the Board of Directors. In case of vacancy in the positions of Board of Directors' Chairperson or Vice Chairperson, a Board meeting shall be called within 30 (thirty) days from the date of the referred vacancy to appoint a substitute.

Third Paragraph - In case of vacancy, for any reason, of the other Board of Directors' positions, the Board of Directors itself shall appoint a substitute to complete the remaining term of office.

Fourth Paragraph - Each of the Board Members, when signing the Instrument of Investiture, shall present to the Company notarized photocopy of the Identity Card and the Individual Taxpayer Identification document.

Fifth Paragraph - Board members are subject to requirements, impediments, duties, obligations and responsibilities provided for in the Business Corporation Law.

7 - People belonging to corporate and business areas of the Company, technical advisors or consultants may be invited to Board meetings to provide information, explain their activities and present propositions aimed at the development of the business and the Company management or give opinion on topics of their expertise, according to the following conditions:

- (a) content of their presentations shall be part of the agenda and sent in advance to the Board Members;
- (b) presence of these guests shall be limited to the moment of their presentations to the Board; and
- (c) under no circumstances shall these guests have the right to vote.

8 - The positions of Chairperson of the Board and CEO, or the most important executive of the Company cannot be held by the same person, except in the cases of vacancy, which shall be specifically disclosed in the market and for which measures shall be taken aimed at filling in the respective positions within 180 (one hundred and eighty) days.

First Paragraph - The main duties of the Chairperson of the Board or, in his absence, of whoever replaces him/her under the Company's Bylaws, without prejudice to other duties that the laws in force and the Bylaws may impose on him/her are as follows:

- (a) call, chair and conduct the Board meetings and the General Meetings of the Company;
- (b) ensure the Board's effectiveness and good performance;
- (c) ensure effectiveness of the Company's monitoring and assessment system, of

the Board itself, its members, Committees and the CEO;

- (d) conduct the Board's activities so that the Company's and stakeholders' interests are met;
- (e) promote constructive interaction among Board Members, strictness and professionalism when addressing all the agenda items;
- (f) promote friendly, respectful relations that create a good atmosphere among Board Members and all those presenting projects and results in the meetings;
- (g) exercise his/her power of influence to reach conciliation between conflicting points of view, seeking consensus in decision-making processes;
- (h) propose the setting up and composition of Committees, appointing their leaders;
- (i) promote and support the advisory role of committees, acknowledging his/her contributions to the good quality and assertiveness of resolutions;
- (j) call Officers and independent auditors to participate in Board meetings, whenever necessary;
- (k) prepare, organize and coordinate the meetings' agenda, with the help of the Board Secretariat and after hearing the members, whenever necessary, and the CEO, when applicable;
- (l) ensure that Board Members receive thorough and timely information about the items on the meetings' agenda;
- (m) organize, together with the CEO and Board Secretariat, at the election of a new Board Member, an induction program so as to allow the new member to get acquainted with the activities and obtain information about the Company;
- (n) propose the Board's annual budget, including the estimated costs related to hiring consultancy and the participation of Board Members in congresses, courses and events out of the Company; and
- (o) propose to the Board the annual corporate calendar, in line with legal and regulatory requirements.

9 - The Board shall have a Secretariat to support the corporate governance processes and practices.

10 - The main duties of the Board Secretariat are as follows:

- (a) ensure the formal and material legality of the Board, providing advice on the legal, statutory and regulatory provisions for the Board's performance;
- (b) centralize, as a rule, the Company relations with the Board Members as far as the Board's operation is concerned, in compliance with its Chairperson's instructions;
- (c) prepare and send the notice of meetings, with the agenda to be prepared together with the Chairperson of the Board;
- (d) provide Board members with access to the documentation related to the agenda when each meeting is called, so that everyone can be acquainted with their content and make fruitful analyses and resolutions;
- (e) take the administrative measures necessary for meetings to be held, including the call of non-Board Members, whenever their presence is requested by the Chairperson;
- (f) take the minutes of meetings, recording the key points of discussions and the resolutions;
- (g) collect the signatures of the Board Members in the minutes of meetings;
- (h) keep the record of all minutes of meetings and of all documents that supported the meetings or derived from them;
- (i) record and, if the case may be, publicize the resolutions, pursuant to the laws in force;
- (j) make entries in the Board of Directors' Meetings Minutes Book and record it;
- (k) meet the Board Members' requests for data and information;
- (l) monitor pending matters, presenting them to the Chairperson and including them in the meetings' agenda;

- (m) propose and support the implementation of measures aimed at improving the Board's operation;
- (n) follow the Committees' meetings, taking the minutes and forwarding their recommendations, keeping the records of documents thereof; and
- (o) monitor the preparation of documents to be sent to the Board Members, covering all the items on the agenda of Board meetings, ensuring the uniformity of presentations.

11 - The permanent vacancy in any Board Member position shall occur by reason of removal, resignation, disability or death, proven impediment, loss of office or other circumstances provided for by law.

12 - In the event a Board Member decides to resign his/her office, such resignation shall be notified in writing to the Chairperson of the Board, becoming effective upon this notification, unless otherwise provided, before the Company and prevailing in liabilities to third parties, after its registration and filing, which can be seen to by the resigning person.

13 - Board Members' total compensation shall be approved annually in the General Meeting, together with the compensation of other administrators, being the Board in charge of distributing the payments individually.

CHAPTER IV - BOARD MEMBERS' DUTIES AND REQUIREMENTS

14 - Board Members shall perform the duties provided by law, the Company's Bylaws and these Internal Regulations, acting as custodians of the Company's tangible and intangible values.

15 - It is the duty of every Board Member, besides those provided by law, the applicable regulations and the Company's Bylaws:

- (a) exercise, when performing their duties, the care and diligence that could reasonably be expected from any active and principled person when managing one's own business;
- (b) attend the Board meetings previously prepared, with analysis of the documents in hand, and participate in such meetings actively and diligently;
- (c) get acquainted with the analyses and resolutions of prior meetings they have

missed;

- (d) hold in confidence any and all information obtained about the Company by virtue of their position, using it only to perform their duties as Board Member, under penalty of being held responsible for its undue disclosure, as well as demanding the same confidential treatment from the professionals that assist them, using it only to perform their duties as a Board Member;
- (e) state, prior to the resolution, that for any reason, he/she has a private interest or a conflict of interest with the Company regarding a certain matter submitted to his/her consideration, therefore abstaining from discussing it and voting;
- (f) sign the Instrument of Investiture and the document of compliance with the provisions of the *Novo Mercado* Listing Regulation, and provide all statements required by law and/or requested by the Company; coordinate and participate in the Committees he/she has been appointed to;
- (g) not do or interfere in, whether individually or together with third parties, any business with the Company, its controlled and associated companies, their controlling shareholders or, also, between the Company and controlled and associated companies of Administrators and controlling shareholders, as well as with other companies that, with any of these people, are part of the same group of fact and law, unless upon prior and specific approval from the Board;
- (h) inform the Board about any other board or council (of directors, fiscal and advisory) he/she takes part in, besides his/her main activity, as well as immediately communicate any significant change in these positions; and ensure the adoption of best corporate governance practices by the Company.

16 - Board Members shall have full knowledge of all relevant activities of the Company, be acquainted with financial management and other business administration areas, having the necessary skills and expertise to hold the position.

17 - Board Members shall perform the duties assigned by the Company, always acting with total independence from those who appointed them to the position. Once elected, Board Members shall act exclusively to the best interest of the Company, taking into account social and sustainability-related responsibilities.

18 - Board Members shall inform about business opportunities they become aware of that

might be interesting to the Company.

19 - Board Members are forbidden to (i) take advantage or guide third parties to take advantage, with or without prejudice to the Company, of opportunities they become aware of by virtue of their position of Company administrators, even when the Company does not have interest in or cannot take the opportunity, (ii) contact Company's customers or suppliers with the purpose of taking advantage of any business they have been offered or that has been evaluated by the Company, (iii) acquire assets or explore activities which they have had the opportunity to evaluate in the capacity of Board Members getting ahead of the Company, including acquiring to resell at a profit, either an asset or right which they know it is necessary for the Company or that it is intending to acquire, (iv) receive any undue or disproportionate advantage by virtue of their position, (v) omit to exercise or protect the Company's rights or, with the purpose of gaining advantage to them or to others, not take business opportunities to the Company's interest, (vi) make use of privileged information to gain advantage to them or to others.

20 - Board Members that see themselves in a permanent situation of conflict of interest with the Company shall cease to hold office, if and when this situation emerges, resigning their positions.

Sole Paragraph - The Board Member shall neither have access to information nor attend Board meetings related to matters about which he/she has or might constitute a conflict of interest with the Company.

21 - Board Members shall comply with what is provided in the Policy for Disclosure and Use of Relevant Information and the Policy for Trading Securities Issued by the Company or related to them, under the following circumstances: (i) before disclosure to the market of relevant act or fact that occurred in the Company's business; (ii) during the 15 (fifteen) days prior to the disclosure of quarterly or annual information about the Company; (iii) whenever there is clear intention of the Company to undertake capital structure changes such as acquisition, split-off, merger or conversion; (iv) whenever there is a purchase or sale of shares issued by the Company by the Company itself, by controlled, associated companies or another company jointly controlled, or if a stock option or power has been granted for the same purpose.

22 - The provision of Our Code - RD's Ethics & Conduct apply to the Board Members.

23 - Whenever requested by the Chairperson, Board Members shall return any documents obtained in the capacity of Board Member, and they cannot keep any type of copy, record

or notes thereof.

CHAPTER V - REGULAR MEETINGS AND SPECIAL MEETINGS OF SHAREHOLDERS

24 - Regular meetings shall be held, at least, 6 (six) times a year and special meetings shall be held at any time, whenever called by the Chairperson or, in his/her absence, by the Vice Chairperson or, in his/her absence, by any other 2 (two) members at least 48 (forty-eight) hours prior to the day of the meeting by letter with return receipt, electronic mail or any other valid online or virtual means. The notice of call shall include the date, time and items to be discussed, pursuant to the following rules:

- (a) meetings shall be held, preferably, at the Company's head office;
- (b) meetings may be held via teleconference, videoconference or any other means that enable the identification of the Member and the simultaneous communication with all the other meeting attendees, audio recording being allowed, considering present all those participating via these means, in which case, Members participating in the meeting remotely shall cast their vote by letter, electronic mail or any other valid online or virtual means;
- (c) all Board meetings shall be confidential; and
- (d) matters deemed confidential and strategic are those concerning commercial information not disclosed to the general public; knowledge of technologies; information on commercial contracts, whether or not containing a confidentiality clause; relevant negotiations under analysis; information about products, markets and prices; strategic business plans; and strategic management guidelines.

25 - Those Members who exercise their voting right (i) by proxy granted to another Board Member; or (ii) in writing in advance shall be deemed present.

26 - In order to have a quorum, Board meetings shall have the presence of the majority of incumbent members.

27 - The regular meetings' agenda shall follow an annual calendar for the items to be discussed, to be defined by the Chairperson of the Board.

First Paragraph - Members who wish to include items on the regular meetings' agenda shall submit this purpose to the Chairperson of the Board, at least 5 (five)

business days prior to the day of the meeting, providing information about the items to be included, which shall be forwarded to the other members for previous analysis, if such inclusions are accepted.

Second Paragraph - During the meetings, items to be included may be proposed, being submitted to approval by the Board.

28 - Board Members may request to the Chairperson of the Board, if they consider necessary, additional documents, information or clarifications about the items on the agenda.

29 - Board Members shall receive, at least 3 (three) days prior to the day of the meeting, the materials for discussion in the meetings, with in-depth content.

CHAPTER VI - RESOLUTIONS AND DRAFTING OF MINUTES

30 - Board matters and resolutions shall pass by a simple majority of votes of the members present, pursuant to the rules in the Shareholders' Agreement, drafted in minutes and signed by all members present, and recorded in the Board of Directors' Minute Book, and the same applies to meetings held via teleconference, videoconference or any other means of communication.

First Paragraph - Each Board member shall have the right to one vote. The Chairperson of the Board shall not give the casting vote in case of a tie.

Second Paragraph - In case of proxy vote, the proxy shall be specific for the meeting and handed to the Secretary, to be filed at the Company's head office.

31 - Minutes shall be clearly drafted and shall record all resolutions adopted, separate votes and abstentions due to conflicts of interest. They shall be validated by all members present and afterwards transcribed into the Board of Directors' Minute Book.

Sole Paragraph - Votes cast by Members who participate remotely in the meeting shall be equally recorded in the Board of Directors' Minute Book, and shall be filed therein if they were given in writing.

32 - Minutes of meetings containing resolutions aimed at having an effect on third parties shall be published and registered with the Registrar of Companies.

33 - Meetings may be adjourned or ended, as circumstances require, upon request of any

Board Member and approval of the Chairperson of the Board.

Sole Paragraph - When the meeting is adjourned, the Chairperson shall set a date, time and place to continue the meeting, which makes calling a new meeting no longer necessary, provided that no new item is included on the agenda.

CHAPTER VII - ADVISORY COMMITTEES

34 - The Board of Directors shall be supported by, at least, 6 (six) permanent committees as follows:

- (a) Sustainability Committee;
- (b) Strategy Committee;
- (c) People Committee;
- (d) Finance Committee;
- (e) Health Business Committee;
- (f) Audit Committee, upon its creation, as described in paragraph six below;

First Paragraph - The duties of the Sustainability Committee are as follows:

- (a) develop and propose guidelines and commitments related to sustainable development of the Company and its controlled companies, taking into account risks and opportunities for value creation.
- (b) discuss and monitor the development and implementation of short-, medium- and long-term socioenvironmental programs and actions, as well as their impacts; and
- (c) develop, monitor and propose sustainability targets for variable compensation of the Executive Board.

Second Paragraph - The duties of the Strategy Committee are as follows:

- (a) develop and propose policies related to business strategy, operations improvement, digital transformation and transformation of a customer-oriented company;

- (b) make recommendations and monitor the implementation of policies, strategies and actions aimed at increasing the Company's competitiveness;
- (c) monitor and report the development of strategic guidelines approved;
- (d) monitor the implementation of the operational model, taking into account technology guidelines, data analytics, business agility and customer insight;
- (e) monitor the transformation management and governance model, taking into account processes, people and innovation culture; and
- (f) develop and propose indicators of success to monitor the digital strategy.

Third Paragraph - The duties of the People Committee are as follows:

- a) monitor projects and processes related to people, ensuring their alignment with the Company's strategic vision;
- b) discuss and propose policies for compensation of and incentives to employees and administrators, as well as stock option and/or stock plans for administrators;
- c) discuss and propose performance and competencies appraisal criteria for employees and administrators;
- d) devise and monitor corporate performance, productivity and management indicators;
- e) assist the Chairperson of the Board in the development and monitoring of the CEO succession plan; and
- f) conduct, together with the Chairperson of the Board and with the support of the Board of Directors Secretariat, the annual process of performance appraisal of the Board of Directors, its committees and the governance secretariat.

Fourth Paragraph - The Finance Committee shall have the powers and duties listed below, so that when the Audit Committee is set up, the Finance Committee shall no longer have the powers described in items (d), (e), (f), (g), (h) and (i), which shall be carried out by the Audit Committee.

- a) monitor how well the budget is being followed and results are being reached;

- b) assist the Board in the evaluation of the economic and global situations and their potential impacts on the Company's financial position;
- c) examine, discuss and make recommendations to the Board of Directors about the financial policy proposed by the Executive Board;
- d) propose operationalization mechanisms related to risk management, including legal and ethical risks, aligning the consistency of the financial policies with the company's strategic guidelines and risk profile;
- e) evaluate and submit related party transactions to the Board of Directors;
- f) evaluate the performance and approve the selection of the independent auditor;
- g) review the financial statements and other information to be communicated to the market;
- h) supervise all aspects of the internal control, compliance and corporate governance systems as appointed by the Board of Directors; and
- i) supervise the performance of the Ethics Committee, periodically monitoring its operation and main occurrences.

Fifth Paragraph - The duties of the Health Business Committee are as follows:

- a) Promote corporate innovation;
- b) Prospect new health business initiatives for the Company;
- c) Monitor its execution and performance.

Sixth Paragraph - Additionally, the Audit Committee shall be timely set up, with the powers and duties listed below.

- (i) give its opinion on the hiring and termination of an independent audit firm, besides its hiring for any other service according to the Policy for Hiring Services Beyond Company's Audit: analyze the scope and focus proposed by independent auditors and evaluate their compensation and the results of the services provided, supervising their activities, in order to evaluate: (i) their independence; (ii) the quality of the services provided; and (iii) the suitability of services provided to the Company's needs; besides monitoring the solution to

- specific issues raised by the independent auditors when doing their job;
- (ii) evaluate the quarterly information, interim financial statements and financial statements;
- (iii) approve and follow the Annual Internal Audit Plan and the activities of the area, evaluating and monitoring its recommendations and solutions to the issues raised, besides evaluating if the budget is sufficient and how well it is being followed;
- (iv) monitor the activities of the Company's internal controls area;
- (v) evaluate and monitor the overall risk exposures and risk management of the company, including environmental risks and those related to cyber security, technology, protection and data;
- (vi) evaluate and submit related party transactions to the Board of Directors;
- (vii) evaluate, monitor and recommend to the Administrators the correction of or improvement in the Company's internal policies;
- (viii) have means to receive, retain and process information on non-compliance with legal and regulatory provisions applicable to the Company, besides internal regulations and codes, including the development of specific procedures to protect the whistleblower and information confidentiality, by monitoring the Compliance and *Canal Conversa Ética* (anonymous ethics hotline) processes;
- (ix) report to the Board, on an annual basis, on the Committee's summary report on the meetings held and matters discussed, highlighting the recommendations, as well as the quarterly report on its activities.

35 - The Board may set up temporary Committees or Commissions to address highly specialized topics, whenever necessary to inform its decisions.

Sole Paragraph - When temporary Committees or Commissions are set up, the Board shall formally define their duties, composition and ways of operating.

36 - Committees and Commissions, whether permanent or temporary, shall not replace other management bodies. Regardless of the technical content of their activities, such bodies shall not make decisions, but only review the matters within their powers, bring up issues, provide insights, and prepare their proposals and recommendations for the resolutions of the Board of Directors. The material necessary to be examined by the Board shall be presented together with the recommendation for approval or not, for which the Board may request additional information, if deemed necessary.

37 - Each one of the Committees or Commissions, whether permanent or temporary, shall

be comprised of a minimum of 3 (three) members. Additionally, consultants specialized in the matters within the Committee's powers may be hired, as external parties.

First Paragraph - Committees' and Commissions' composition shall be approved by the Board of Directors and reviewed whenever the term of office of the Board members is renewed, and a Leader shall be appointed among the Board members to coordinate the activities of the respective Committee or Commission, pursuant to the provisions herein.

Second Paragraph - The Committees' operation shall follow the provisions herein, except for the Audit and Finance Committees, who shall have their own internal regulations.

38 - The Committees may propose to the Board the hiring of external consultancy and audit services to ensure the technical duties are fulfilled more effectively.

39 - The Committees' or Commissions' meetings shall be held on dates scheduled in the Annual Calendar and in extraordinary sessions whenever called by the respective Leader, upon request of any of the Committee or Board members.

First Paragraph - The Committees' or Commissions' meetings shall be held at the Company's head office or in any other place previously defined by the Coordinator, and will always require a quorum of the majority of their members.

Second Paragraph - The notice of call shall be at least 3 (three) days prior to the day of the meeting, with information about the date, place, time and items on the agenda.

Third Paragraph - The meetings may be held by conference call, video conference or by any other reliable means of communication that allow the identification of members and simultaneous communication with all the other attendees.

Fourth Paragraph - The formalities of calls shall be waived when all the Committee or Commission members are present.

Fifth Paragraph - The Board of Directors Secretariat shall be responsible for taking the minutes of the Committees' or Commissions' meetings, making them available electronically to all Board Members. Minutes shall be clearly drafted, record all decisions and recommendations made by the members and, after approval by the respective Leader, shall be made available electronically to the other members.

40 - Recommendations and requests made by the Committees and Commissions shall be recorded in the minutes, and the Board of Directors Secretariat shall monitor their progress and execution, periodically reporting their status to the respective Leaders.

41 - Committees' members may:

- (a) participate in the Board of Directors' meeting sessions whenever called by the Chairperson;
- (b) schedule meetings with the Executive Board and Company's executives whenever necessary, upon previous alignment with the CEO; and
- (c) request to the Executive Board information and documents about the Company directly linked to their duties;

42 - The duties of the Committees' Leaders are as follows:

- (a) propose to the Board the annual calendar of meetings for the respective Committee, including the priority topics and matters to be discussed and reported on;
- (b) ensure the Committee's effectiveness and good performance;
- (c) coordinate the meetings, promoting constructive interaction among participants, strictness and professionalism when addressing all the agenda items;
- (d) call the CEO, who shall appoint other executives or employees of the Company to participate in the meetings, whenever he/she deems necessary;
- (e) prepare, organize and coordinate the meetings' agenda, with the help of the Board Secretariat and after hearing the members, whenever necessary, and the CEO, when applicable;
- (f) ensure that the members receive thorough and timely information about the items on the meetings' agenda;
- (g) organize, together with the CEO and the Board Secretariat, at the appointment of a new Committee member, an induction program so as to allow the new member to get acquainted with the activities and obtain information about the Company, as well as about priority and strategic activities of the Committee;

- (h) approve the minutes of meetings and monitor the execution of recommendations and requests made, with the support of the Board Secretariat; and
- (i) provide information and clarifications that may be requested by the Chairperson of the Board and by other Board Members about the topics under the Committee's responsibility.

43 - The provisions of these Internal Regulations, applicable to the Committees, shall be applicable to the Commissions, as the case may be.

CHAPTER VIII - RELATIONSHIP WITH THE EXECUTIVE BOARD

44 - The Board shall build an open and trusting relationship with the Executive Board of the Company.

45 - The Board may request to Officers, without prejudice to calls for specific purposes, presentations on their respective performance areas.

46 - The Board shall inspect the Officers' management, including examining books and documents, as well as request information about contracts signed by them or about to be signed, as well as any other acts they may have performed.

First Paragraph - Notwithstanding the individual power of inspection of each Board Member, Board Members shall put forth their best effort to forward through the Chairperson all the information requests including, but not limited to, requests for documents, books, papers, Officers' presentations and request for information and clarifications to independent auditors, further to a majority decision of the Board.

Second Paragraph - Notwithstanding the foregoing paragraph and except in case of conflict of interest, Board Members may, individually, always in a reasonable and clearly justified manner, and with the sole purpose of performing their legal and statutory duties, request through the Chairperson of the Board, the corporate documents and any information deemed necessary for the regular performance of the Board's activities.

CHAPTER IX - RELATIONSHIP WITH THE FISCAL COUNCIL

47 - The Board shall meet periodically with the Fiscal Council, pursuant to the legal requirements of its establishment and operation.

48 - The Chairperson of the Board shall forward the requests for clarifications and information made by the Fiscal Council, related to its inspection function.

Sole Paragraph - Fiscal Council members, upon invitation by the Chairperson of the Board, shall participate in the Board meetings whose agenda covers matters on which they must give their opinion, according to the Business Corporation Law.

CHAPTER X - FINAL AND TRANSITIONAL PROVISIONS

49 - These Internal Regulations may only be amended by a resolution of the Board, by changes in the relevant laws in force, in the Bylaws or in the Company's corporate governance system.

50 - Any omissions in these Internal Regulations, potential doubts of interpretation and changes in their provisions shall be decided in a Board of Directors meeting.

51 - These Internal Regulations shall become effective on the date of its approval by the Board, and shall be disclosed to the market and filed in the Company's head office.