

**BYLAWS  
OF  
UNIVERSO ONLINE S.A.**

**ARTICLE I  
NAME, REGISTERED OFFICE, DURATION AND PURPOSES**

**Section One** – UNIVERSO ONLINE S.A. (the “Corporation”) is a corporation governed by these Bylaws, Law No. 6,404 of 12.15.1976, as amended (the “Corporations Law”) and all other relevant statutory provisions.

**Section Two** – The Corporation has its registered office and legal seat in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 1384 – 6<sup>th</sup> floor, and may, by resolution of its Board of Executive Officers, establish and close branch, agency and other offices anywhere in Brazil or abroad.

**Section Three** – The purposes of the Corporation are:

- (i) To provide services relating to or in connection with information technology, the Internet, extranet, intranet, website hosting, banners, the business use of websites, the development and licensing of systems and routines, transfer of digitalized information through networks, the sale of software and hardware and the development of electronic business;
- (ii) To manage databases for its own or third parties’ account;
- (iii) To research and develop new technologies with respect to digitalized information;
- (iv) To research, develop and produce digitalized information systems for the creation of databases;
- (v) To purchase, develop, produce, customize, act as agent for the sale of, and to electronically sell software, CDs and other similar items;
- (vi) To sell and electronically display advertising, to act as agent for the sale of products and subscriptions by electronic means; and
- (vii) To hold equity interests in business or other companies, the purpose of which is to engage in activities related to the Internet and similar activities, or which are related to, necessary or convenient for the purposes of any subsidiary companies, and to so as a partner, shareholder or quotaholder, in Brazil and/or abroad.

**Section Four** – The term of duration of the Corporation is indefinite.

## **ARTICLE II**

### **CAPITAL STOCK AND SHARES**

**Section Five** – The fully paid up capital stock is Nine Hundred Eight Million Twenty-Eight Thousand Nine Hundred Thirty-Five Reais and Fifty-Two Centavos (R\$908,028,935.52), divided into one hundred twenty million one hundred thirty-two thousand three hundred and ten (120,132,310) no-par value registered shares, out of which sixty million sixty-six thousand one hundred fifty-five (60,066,155) are common shares and sixty million sixty-six thousand one hundred fifty-five (60,066,155) are preferred shares.

**Paragraph One** – The shares of the capital stock are indivisible as against the Corporation and each common share entitles its holder to one vote at shareholders' meetings.

**Paragraph Two** – The shares of the Corporation are registered in book-entry form, and are kept in custody with a financial institution duly authorized by the Brazilian Securities Commission – CVM in accounts on behalf of their holders, in uncertificated form, provide further that the fee referred to in Paragraph Three of Section 35 of the Corporations Law may be charged to the shareholders.

**Paragraph Three** – The preferred shares will not be entitled to vote, except with respect to the matters specified under the next Paragraph Four and Section 33 hereinbelow, the respective privileges being: (i) tag-along rights in any tender offer for the sale of control of the Corporation for the same price per common share paid to the control group; (ii) the right to receive dividends *pari passu* with any common shares; and (iii) priority in return of capital over common shares in the event of liquidation of the Corporation, in an amount to be determined by dividing the net asset value of the Corporation by the number of outstanding shares, without premium; provided that, to the extent the amount of such return of capital to the shareholders exceed the net asset value of the Corporation, the preferred shares will receive a pro rata share of such excess.

**Paragraph Four** – The preferred shares will be entitled vote at any shareholders' meeting held to consider: (a) conversion into another company type, merger, spin-off and consolidation of the Corporation; (b) any agreements entered into between the Corporation and the controlling shareholder, either directly or through third parties, including any other companies in which the controlling shareholder has an interest, whenever the approval thereof is required under any statutory provisions or these Bylaws; (c) any valuation of assets contributed in payment of a capital increase of the Corporation; (d) the appointment of an

institution or expert firm for the valuation of the economic value of shares issued by the Corporation, in the cases provided by Sections 32 and 33 of these Bylaws; and (e) any amendment or revocation of provisions of these Bylaws, which may result in noncompliance by the Corporation with the requirements of Chapter IV, Item 4.1, of Level 2 Improved Corporate Governance Practices (“Listing Regulations”), provided that voting rights in respect therewith will only be effective as long as the Agreement for Adoption of Level 2 Improved Corporate Governance Practices remains in effect.

**Paragraph Five** – In the event of redemption payments to shareholders, the net asset value per share will be used as provided by law.

**Section Six** – The Corporation may issue common and preferred shares other than in proportion with any class and/or type of shares as now existing or hereafter created, subject to the statutory limitation on preferred shares either with restricted, or without, voting rights.

**Section Seven** – The Corporation is authorized to increase the capital stock up to the limit of three hundred million (300,000,000) common and/or preferred shares, irrespective of amendment to these Bylaws, by resolution of the Board of Directors. The Board of Directors will establish the conditions for the issue, including the price and time of payment of subscriptions.

**Sole Paragraph** – The Corporation may grant stock options to its directors and officers or employees, or to individuals providing services to the Corporation or to a company controlled by the Corporation, within the limits of authorized capital set forth in this Section and pursuant to a plan approved by the shareholders’ meeting.

**Section Eight** – At the discretion of the Board of Directors, any issue of stock, convertible debentures and warrants to be placed by sale on a stock exchange, or through public subscription or an exchange of shares in connection with a tender offer may be made without, or with limited, preemptive rights to the shareholders, as provided by law.

**Section Nine** – No founders’ shares shall be issued by the Corporation.

### **ARTICLE III** **SHAREHOLDERS’ MEETINGS**

**Section 10** – The shareholders’ meeting has powers to decide any business relating to the purposes of the Corporation and to take such action as the shareholders deem appropriate for the protection and development of the Corporation, and will be convened and held for the

purposes and in the manner provided by law, subject to the quorum and voting requirements statutorily provided.

**Paragraph One** – The shareholders’ meeting shall be called by notice published not less than fifteen (15) days in advance of the meeting, if convening on first call, and eight (8) days in advance of the meeting, if convening on second call.

**Paragraph Two** – All documents to be reviewed or discussed at any shareholders’ meeting will be made available to the shareholders at the premises of BOVESPA and on the registered office of the Corporation, as of the date of publication of the first notice of call mentioned in the preceding Paragraph.

**Section 11** – The shareholders’ meeting will be called to order and presided over by the Chairman of the Board of Directors or, in his or her absence or incapacitation, by another member of the Board of Directors, or in the absence of any Director, by any attending Executive Officer of the Corporation.

**Sole Paragraph** – The Chairman of the meeting will designate one or more secretaries for the meeting.

**Section 12** – In addition to other powers conferred by law and these Bylaws, the shareholders’ meeting will have authority:

- (i) To define the directives and general objectives of the Corporation;
- (ii) To amend the Bylaws;
- (iii) To elect or remove the Board of Directors of the Corporation at any time;
- (iv) To elect the Chairman and Vice Chairman of the Board of Directors;
- (v) To annually review the accounts and financial statements prepared by the directors and officers of the Corporation;
- (vi) To consider the issue of debentures;
- (vii) To consider any valuation of assets to be contributed by the shareholders to the capital of the Corporation;
- (viii) To approve the conversion of the Corporation into another company type, its merger and spin-off, as well as its dissolution and liquidation, the election and removal of any liquidators and the approval of its accounts; and
- (ix) To define the aggregate annual compensation of the members of the Board of Directors and Board of Executive Officers and any corporate profit-sharing

distribution to directors and officers, within the limits set forth in Section 152 of the Corporations Law and subject to the relevant proposal to be contained in the Financial Statements submitted to the Ordinary Shareholders' Meeting.

**Section 13** – Meetings of the shareholders will be held annually within the first four (4) months after the end of the fiscal year, and, especially, in the cases provided by law and these Bylaws.

**Section 14** – All resolutions at shareholders' meetings will be adopted by shareholders representing not less than an absolute majority of shares entitled to vote at any such meeting, subject to the provisions of Section Five, Paragraph Four, and Section 33, Paragraph One hereof, unless higher voting requirements are prescribed by the Corporations Law.

#### **ARTICLE IV** **MANAGEMENT**

**Section 15** – The Corporation will have a Board of Directors and Board of Executive Officers.

**Paragraph One** – The Directors and Executive Officers will take their offices by signing a statement of incumbency in the Minute Book of the Board of Directors or the Board of Executive Officers, as the case may be.

**Paragraph Two** – The term of office of the Directors and Executive Officers will be extended until their replacement take office.

**Paragraph Three** – Minutes of meetings of the Board of Directors and Board of Executive Officers will be recorded in the proper book and will be signed by the Directors and Executive Officers present, as the case may be.

**Paragraph Four** – As long as the Agreement for Adoption of Level 2 Improved Corporate Governance Practices between the Corporation and BOVESPA remains in effect, directors and officers will be required to sign the relevant Consent to Appointment mentioned in the Listing Regulations, in order to qualify as such directors and officers. Promptly after taking office, the directors and officers shall inform BOVESPA of the number and characteristics of the Corporation securities (including any derivatives thereof) held by them.

#### **Part I** **Board of Directors**

**Section 16** – The Board of Directors will be composed of not less than six (6) nor more than eleven (11) members and an equal number of alternates, all such members to be shareholders, residing or not in the country, who will be elected and may be removed, at any time, at a shareholders' meeting and who will serve for a term of office of one (1) year beginning and ending on the same dates, reelection being permitted. The shareholders' meeting will also designate the Chairman and Vice Chairman of the Board.

**Paragraph One** – When electing the members of the Board of Directors, the shareholders' meeting will first define, by a majority vote, the number of the members of the Board of Directors to be elected, subject to the minimum number of members set forth in the leading provision of this Section.

**Paragraph Two** – In the event of vacancy or temporary disability of the Chairman or Vice Chairman of the Board of Directors, they will substitute for each other, cumulatively discharging their duties and serving for the unexpired term of office of the absent member.

**Paragraph Three** – Not less than twenty percent (20%) of the members of the Board of Directors shall be Independent Directors, as such term is defined in the Listing Regulations. Any director(s) elected pursuant to the provisions of Section 141, Paragraphs Four and Five of Law 6,404/76 will also be deemed to be independent directors.

**Section 17** – The Board of Directors will meet whenever necessary, but not less than on a quarterly basis, on call by the Chairman or by one half of the Directors in office. The Directors may participate in any meetings of the Board of Directors by means of telephone conference or videoconference, in which case their votes must be sent in writing to the Corporation.

**Paragraph One** – Notices of call will be given at least five (5) days in advance, by hand-delivered letter with receipt acknowledged, or by telefax, and shall contain a brief description of the order of business. Any member who is present at a meeting will be deemed to have been properly called.

**Paragraph Two** – Minutes will be taken of all such meetings.

**Paragraph Three** – At any meeting of the Board of Directors a quorum will consist of not less than a simple majority of its members and action may be taken by such simple majority.

**Paragraph Four** – Irrespective of notice formalities, any meeting at which all the members of the Board of Directors are present will be deemed to have been properly convened.

**Section 18** – In addition to all other powers conferred upon it by law and these Bylaws, the Board of Directors will have authority:

- (i) To direct the conduct of the business of the Corporation;
- (ii) To elect and remove the Executive Officers of the Corporation;
- (iii) To consider calling shareholders' meetings when deemed advisable or in the case prescribed by Section 132 of the Corporations Law;
- (iv) To supervise the performance of the Executive Officers, to examine at any time the books and papers of the Corporation, and to request information on contracts executed or about to be executed, as well as on any other action;
- (v) To choose and replace independent auditors;
- (vi) To require independent auditors to provide clarifications, as may be deemed necessary;
- (vii) To review the management report and the accounts of the Board of Executive Officers and to take action on their submission the shareholders' meeting;
- (viii) To approve annual and multi-annual budgets, strategic plans, expansion or investment programs, and to follow up on the implementation thereof;
- (ix) To approve the organization of subsidiaries and the holding of equity by the Corporation in other companies in Brazil or abroad;
- (x) To establish the Board of Executive Officers' level of authority to dispose of or encumber any fixed assets, and to determine, in such cases as it may define, that prior authorization from the Board of Directors is required for the validity of any such action;
- (xi) To authorize the Corporation to give guarantees in respect of third-party obligations;
- (xii) To take action on the acquisition of the Corporation's own shares to be kept as treasury shares and/or for the subsequent cancellation or disposition thereof;
- (xiii) To grant stock options to the directors and officers or employees of the Corporation, without preemptive rights to the shareholders, pursuant to a plan approved by the shareholders' meeting;
- (xiv) To take action on the issuance of non-convertible and unsecured debentures;
- (xv) To take action on the issuance of any debt securities, for the capitalization of the Corporation, including bonds, notes, commercial paper and other securities

generally used in the market, establishing the conditions for the issue and redemption thereof; and

- (xvi) To authorize increases of the capital stock of the Corporation through an issue of shares within the limit of authorized capital.

**Sole Paragraph** – The Board of Directors may further: (a) elect a Secretary to assist in the proceedings; (b) adopt regulations for the functioning of the Board of Directors and other corporate governing bodies; and (c) create any committees and to establish the duties and rules for the functioning thereof.

## **Part II**

### **Board of Executive Officers**

**Section 19** – The Board of Executive Officers, whose members shall be residents of Brazil and who will be elected and may be removed at any time by the Board of Directors, will be composed of not less than two (2) nor more than six (6) members, being one (1) Chief Executive Officer, one (1) General Officer, one (1) Financial Officer, one (1) Investor Relations Officer, one (1) Product and Strategy/Technology Officer, and one (1) Officer without a designated title.

**Paragraph One** – The Board of Directors shall establish the duties of the Officer without a designated title at the time of his or her election, and shall further fix the aggregate annual compensation of the Board of Directors, making, where applicable, any profit-sharing distribution to the members thereof, as determined by the shareholders' meeting.

**Paragraph Two** – It is the primary responsibility of the Executive Officers to cause the law and these Bylaws to be complied with.

**Paragraph Three** – In addition to the functions, duties and authority conferred upon the Chief Executive Officer by the Board of Directors, it is incumbent upon the Chief Executive Officer to coordinate the conduct of the day-to-day activities of the Corporation, including the implementation of any shareholders', Board of Directors' and Board of Executive Officers' directives and resolutions and to administrate, manage and supervise the corporate business, issuing and approving such instructions and internal regulations as he or she shall deem useful or necessary.

**Paragraph Four** – It is the duty of the Financial Officer, in addition to his or her functions, duties and authority as conferred by the Board of Directors and subject to

predetermined policies and instructions of the Board of Directors, to take charge of the financial and accounting areas of the Corporation, as well as of its financial and tax planning.

**Paragraph Five** – It is the duty of the General Officer, in addition to his or her functions, duties and authority as conferred by the Board of Directors and subject to predetermined policies and instructions of the Board of Directors, to take charge of the operational, commercial and marketing areas of the Corporation.

**Paragraph Six** – It is the duty of the Products and Strategy/Technology Officer, in addition to his or her functions, duties and authority as conferred by the Board of Directors and subject to predetermined policies and instructions of the Board of Directors, to take charge of the product and technology areas of the Corporation.

**Paragraph Seven** – It is the duty of the Investor Relations Officer to provide information to investors generally, the Brazilian Securities Commission and to any security exchanges and organized over-the-counter markets in which the Corporation is listed, and to keep updated the Corporation's registration as a publicly-held corporation, in compliance with all legal provisions and regulations applicable to publicly-held corporations. The Board of Directors may require that the Investor Relations Officer discharge other executive duties cumulatively with his or her own.

**Paragraph Eight** – If a vacancy occurs in any position in the Board of Executive Officers or an officer becomes incapacitated, the Board of Directors shall elect another Officer or designate a substitute and shall, in each such case, establish the term of office and the respective compensation.

**Paragraph Nine** – Meetings of the Board of Executive Officers shall be held whenever necessary on not less than two (2) days' notice given by the Chief Executive officer, who shall also preside over the meeting, notice of call to be waived when all Officers are present at the meeting.

**Paragraph 10** – A majority of the members of the Board of Executive Officers will constitute a quorum for the transaction of business.

**Paragraph 11** – The minutes of meetings and resolutions of the Board of Executive Officers will be recorded in the proper book.

**Section 20** – The Board of Executive Officers will have all the powers and authority conferred upon it by law, these Bylaws and the Board of Directors of the Corporation to take all action necessary for the regular operation of the Corporation.

**Sole Paragraph** – Subject to the foregoing provisions, it is the duty of the Board of Executive Officers:

- (i) To manage the affairs of the Corporation and to cause these Bylaws to be complied with;
- (ii) To represent the Corporation in and out of court, as provided in these Bylaws and subject to statutory provisions, and to appoint *ad negotia* or *ad judicia* attorneys-in-fact;
- (iii) To carry out the purposes of the corporation;
- (iv) To approve the plans, programs and general rules for operation, management and control in furtherance of the development of the Corporation, pursuant to the instructions of the Board of Directors;
- (v) To prepare and submit to the Board of Directors a report on the corporate activities and to substantiate such report with such Financial Statements as are statutorily required for each fiscal year, together with the relevant opinions of the Audit Committee, where required;
- (vi) To conduct the business of the Corporation, as directed by the Board of Directors and as appropriate in order to carry out the corporate purposes;
- (vii) To submit investment plans and programs to the Board of Directors; and
- (viii) To authorize any branch, agency and other subordinate offices, storage facilities and/or representative and other offices anywhere within the Brazilian territory or abroad.

**Section 21** – Any transaction entailing liability on the part of the Corporation or discharging obligations of others to the Corporation, including in-court representation of the Corporation in connection with its rights and obligations, will be valid only if approved as provided in these Bylaws and if signed by:

- (i) any two (02) Executive Officers acting together; or
- (ii) any Executive Officer acting together with an attorney-in-fact; or
- (iii) two (02) attorneys-in-fact appointed pursuant to the terms of Paragraph Two below;  
or

- (iv) one (01) attorney-in-fact, pursuant to the terms of Paragraphs Two and Three below; or
- (v) any Executive Officer, pursuant to the terms of Paragraphs Two and Three below.

**Paragraph One** – Powers of attorney for the Corporation shall always be signed by two (2) Executive Officers acting together, shall state its period of validity, except where given for in-court representation, and shall be specific as to the powers conferred, which powers may include the authority to perform any and all acts, including before any banking institution.

**Paragraph Two** – The Board of Executive Officers may designate one of its members to represent the Corporation in Brazil or abroad, provided that the authority so given is limited to the performance of a specific act.

**Paragraph Three** – The Corporation may be represented by any member of the Board of Executive Officers acting alone, or by an attorney-in-fact having specific authority, in such cases as the giving of personal testimony or acting as agents of the Corporation in any hearings, and performing routine activities involving governmental agencies or other public departments, provided that any such acts do not entail liability for or a waiver of rights by the Corporation.

## **ARTICLE V** **AUDIT COMMITTEE**

**Section 22** – The Corporation will have an Audit Committee functioning on a nonpermanent basis, composed of not less than three (3) and not more than five (5) regular members and an equal number of alternates to be elected and to function on request of the shareholders at a shareholder's meeting, in the cases provided by law.

**Sole Paragraph** – As long as the Agreement for Adoption of Level 2 Improved Corporate Governance Practices between the Corporation and BOVESPA remains in effect, the members of the Audit Committee will be required to sign the relevant Consent to Appointment referred to in the Listing Regulations. Promptly after taking office, the members of the Audit Committee shall inform BOVESPA of the number and characteristics of Corporation securities (including any derivatives thereof) held by them.

## **ARTICLE VI** **FISCAL YEAR, BALANCE SHEET AND RESULTS**

**Section 23** – The fiscal year will be a twelve-month period ending on the last day of the month of December of each year.

**Section 24** – At the end of each fiscal year, the following financial statements required under prevailing statutory provisions will be prepared based on the accounting records of the Corporation:

- (i) Balance sheet;
- (ii) Statement of change in shareholders' equity;
- (iii) Income statement; and
- (iv) Source and application of funds statement.

**Paragraph One** – Together with the financial statements for the year, the directors and officers will submit to the consideration of the Ordinary Shareholders' Meeting the proposed use of the net profit, subject to these Bylaws and statutory provisions.

**Paragraph Two** – The Board of Directors may require that semiannual or other interim balance sheets be prepared, and approve a distribution of dividends based on profits shown thereon, subject to the provision of the law.

**Paragraph Three** – The Board of Directors may, at any time, approve a distribution of interim dividends on account of accrued profits or profit reserves shown on the latest annual or semiannual balance sheet.

**Paragraph Four** – Interim dividends shall always be credited and deemed to be advances on the mandatory minimum dividend.

**Paragraph Five** – The Board of Directors may pay or credit interest on shareholders' equity, pursuant to the terms of Section Nine, Paragraph Seven of Law No. 9,249/95 and relevant rules and regulations, the amounts of which may be applied to the payment of the mandatory minimum dividend.

**Section 25** – Any loss statement and the provision for income tax shall be deducted from the results of each fiscal year before any distribution.

**Paragraph One** – The directors' and officers' share in the profits of the Corporation will be calculated, subject to the limitation imposed by law, on the remaining profit, as determined in accordance with the leading provision of this Section.

**Paragraph Two** – The net profit for the year, after the deduction mentioned in the preceding Paragraph, will be allocated as follows:

- (i) Five percent (5%) to the creation of a legal reserve, up to the limit of 20% of the paid-up capital stock;
- (ii) an amount of one percent (1%) out of the balance of the net profit for the year, after the deduction mentioned in Paragraph One above and as adjusted pursuant to Section 202 of the Corporations Law, for the payment of the mandatory minimum dividend to all the shareholders of the Corporation;
- (iii) whenever the amount of the mandatory minimum dividend exceeds the realized portion of the net profit for the year, the directors and officers may propose, and the shareholders' meeting may approve, the allocation of any excess towards the establishment of an unrealized profit reserve, pursuant to the terms of Section 197 of the Corporations Law; and
- (iv) any remaining balance will be allocated as proposed by the Board of Directors, subject, however, to the approval of the shareholders' meeting.

## **ARTICLE VII** **LIQUIDATION**

**Section 26** – The Corporation will be liquidated in the cases provided by law or upon a resolution adopted at a shareholders' meeting, and will cease to exist at end of the liquidation process.

**Sole Paragraph** – The Board of Directors will appoint the liquidator, determine the manner of liquidation, provide relevant instructions, and fix the respective compensation.

## **ARTICLE VIII** **GENERAL PROVISIONS**

**Section 27** – Any dividends or interest on shareholders' equity that are not received or claimed will be subject to the three-year statute of limitations, counting from the date on which they were made available to the relevant shareholder, and will be forfeited in favor of the Corporation.

**Section 28** – Any shareholders' agreement on file as provided by Section 118 of the Corporations Law will be binding on the Corporation and its directors and officers. The management will abstain from recording any share transfers that are inconsistent with the terms

of any such shareholders' agreement, and any votes cast in violation thereof shall not be counted by the Chairman of any shareholders' meeting and the Chairman of the Board of Directors.

**ARTICLE IX**  
**SALE OF CONTROLLING INTEREST,  
DEREGISTRATION AS A PUBLICLY-HELD CORPORATION AND  
DISCONTINUANCE OF IMPROVED CORPORATE GOVERNANCE PRACTICES**

**Section 29** – The sale of a controlling interest in the Corporation, in a single transaction or a series of successive transactions, must be agreed upon under a condition precedent or subsequent that the purchaser of such controlling interest will make a tender offer for the acquisition of the remaining shares of other shareholders of the Corporation, subject to the terms of and within the time limits prescribed by prevailing legislation and the Listing Regulations, so that the holders of such shares will receive the same treatment as is accorded to the selling controlling shareholder.

**Section 30** – The tender offer referred to in the preceding Section must also be made:

- (i) upon an assignment for financial consideration of rights to subscription of shares and other equity securities convertible into shares, or any rights thereto, which may result in the sale of a controlling interest in the Corporation; and
- (ii) in the event of sale of a controlling interest in any company controlling the Corporation, in which case the selling controlling shareholder will be required to disclose to BOVESPA the value assigned to the Corporation in such sale, as well as any supporting documentation therefor.

**Section 31** – Any person that is already a shareholder of the Corporation and acquires the controlling power of the Corporation as a result of a private share purchase agreement entered into with the controlling shareholder for any number of shares, will be required:

- (i) to make a tender offer as provided in Section 29 of these Bylaws; and
- (ii) to compensate any shareholders from whom such person may have purchased shares on a stock exchange within a period of six (6) months preceding the date of transfer of the controlling interest in the Corporation for the excess, if any, of the price paid to the selling controlling shareholder over the market quotation of the Corporation's shares during the aforesaid period, as properly adjusted up to the date of payment of such compensation.

**Section 32** – In any tender offer by the Corporation or the controlling shareholder for deregistration as a publicly-held corporation, as well as in any tender offer by the controlling shareholder for discontinuance of BOVESPA’s Level 2 improved corporate governance practices so that the shares of the Corporation may either be listed for trading outside Level 2 or for a Corporate Reorganization where the resulting company does not adhere Level 2 corporate governance practices, the minimum price to be offered shall be equal to the economic value determined according to a valuation report.

**Section 33** – The valuation report mentioned in the preceding Section shall be prepared by an institution or expert firm of recognized experience, which is independent from the Corporation, its directors and officers and controlling shareholders, shall qualify under the requirements of Paragraph One of Section Eight of the Corporations Law, and shall contain a statement as to the responsibility imposed by Paragraph Six of the aforesaid Section Eight of the Corporations Law.

**Paragraph One** – Selection of the institution or expert firm responsible for determining the economic value of the Corporation is reserved to the shareholders’ meeting based on a three-name list of firms submitted by the Board of Directors. Action thereon shall be taken by the affirmative vote of an absolute majority of the outstanding shares present at the shareholders’ meeting at which such action is proposed to be taken, not computing the blank votes, each such share being then entitled to one vote, irrespective of the class or type thereof. If such meeting is convened on first call, a quorum shall consist of not less than twenty percent (20%) of all of the outstanding shares, or where the meeting is convened on second call, a quorum shall consist of any number of shareholders owning outstanding shares. Outstanding shares mean all shares issued by the Corporation, except such shares as are held by the controlling shareholder, any persons related thereto or any directors and officers of the Corporation, or kept as treasury shares.

**Paragraph Two** – The costs of preparing the required valuation report shall be fully borne by the offeror.

**Section 34** – As long as the Agreement for Adoption of Level 2 Improved Corporate Governance Practices between the Corporation and BOVESPA remains in effect, the Corporation will refrain from recording any transfer of shares to the purchaser(s) of the controlling power in the Corporation, unless and until such controlling shareholder(s) signs/sign the relevant Statement of Adherence referred to in the Listing Regulations.

**Sole Paragraph** – Accordingly, no Shareholders’ Agreement providing for exercise of controlling power shall be filed with the Corporation’s registered office if the signatories thereof have not subscribed the Statement of Adherence referred to in the leading provision of this Section.

**ARTICLE X**  
**ARBITRATION AND FINAL PROVISIONS**

**Section 35** – The Corporation, its shareholders, directors and officers and members of the Audit Committee agree that any and all disputes or controversies that might arise among them, particularly if relating to or caused by, specially, the application, validity, effectiveness, interpretation, violation, and the consequences of, any violation of the provisions of the Corporations Law, these Bylaws, the rules established by the Brazilian National Monetary Council, the Central Bank of Brazil and the Brazilian Securities Commission, and any other rules governing the securities market generally, the Listing Regulations, the Rules of the Market Arbitration Panel and the Agreement for Adoption of Level 2 Improved Corporate Governance Practices will be settled by arbitration.

**Section 36** – The matters with respect to which these Bylaws are silent will be disposed of by the shareholders’ meeting and governed by the provisions of the Corporations Law.