



NOTICE OF AUCTION No. 01/2018
CONCESSION TO EXPAND, MAINTAIN AND OPERATE THE AIRPORTS BELONGING TO THE
NORTHEAST, MIDWEST AND SOUTHEAST BLOCKS

AUCTION No. 01/2018

ATTACHMENT 21

REQUIREMENTS OF THE CORPORATE BYLAWS

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Requirements of the Corporate Bylaws

Notwithstanding the other obligations contained in the **Notice**, the Concessionaire's Bylaws shall:

1. Contain the statutory obligation in the following terms, except for the case of waiver included in item 6.2.6. of the Bid Notice: *"The Company shall observe the provisions of a Shareholders' Agreement duly signed by the Shareholders and filed at the Company's headquarters, pursuant to Article 118 of the Brazilian Corporate Law"*.
2. Contain the following minimum governance rules:
 - 2.1 Ensure that all of its **share** capital will consist exclusively of common shares.
 - 2.2 Not issue beneficiary shares and subscription bonus.
 - 2.3 Guarantee the right of all shareholders to benefit from the same conditions obtained by the controlling shareholders when selling the direct or indirect control of the Concessionaire (tag along).
 - 2.4 **Constitute** a Board of Directors with at least five (5) members. Each member shall have a unified term of up to two (2) years, **with** reelections being permitted.
 - 2.5 The Bylaws shall provide for the right of the Concessionaire's employees to elect one (1) member of the Board of Directors, pursuant to the Sole Paragraph of article 140 of Law 6.404/76.
 - 2.6 Submit any corporate conflicts to the International Chamber of Commerce - ICC, or to another Arbitration Chamber mutually elected by the parties.