

AUCTION NOTICE No. 01/2020
APPENDIX 19
STATUTE REQUIREMENTS

Statute Requirements

Without prejudice to the other obligations contained in the Notice, the Concessionaire's statute must:

1. Contain a statutory obligation in the following terms, except for the exemption hypothesis mentioned in item 6.2.6. of the Notice: "The Company must observe the provisions of the 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 Guarantee that the totality of its share capital will consist exclusively of common shares.

2.2 Do not issue subscription bonuses, except with prior and express consent by ANAC.

2.3 Guarantee the right of all shareholders to benefit from the same conditions obtained by the controllers when selling the Concessionaire's direct or indirect control (tag along).

2.4 To constitute a Board of Directors with at least 5 (five) directors. Each member will have a unified mandate of up to 2 (two) years, with reelection permitted.

2.5 Submit to the Arbitration Chamber elected by mutual agreement by the any corporate conflicts.