

National Corporate Taxpayers Register of the Ministry of Finance (CNPJ/MF) No.  
78.876.950/0001-71

State Registration No. (NIRE) 42300020401  
PUBLICLY-HELD COMPANY

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON FEBRUARY 28, 2019  
(drawn up as a summary)

**Date, Time, and Place:** February 28, 2019, at 1:00 P.M., at the offices of the Company, at Rua do Rocio, No. 430, 3<sup>rd</sup> floor, Vila Olímpia District, in the City of São Paulo, State of São Paulo, Postal Code 04552-000.

**Attendances:** All members of the Board of Directors, namely: Messrs. Ivo Hering, Fabio Hering, Patrick Charles Morin Junior, Marcio Guedes Pereira Junior, Fabio Colletti Barbosa, Andrea Oliveira Mota Baril, and Claudia Worms Sciana.

**Presiding Officers:** The meeting was presided over by Mr. Ivo Hering, Chairman of the Board of Directors.

**Agenda:** (i) Statement on the Management Report and the Financial Statements for the fiscal year ended on December 31, 2018, accompanied with the Notes thereto and the Independent Auditor's Opinion; (ii) Examination of the Management proposal for allocation of the income of the fiscal year ended on December 31, 2018; (iii) Termination of the Company's current share repurchase plan; and (iv) Opening of a new program for repurchasing shares issued by the Company, to be held as treasury shares to be subsequently disposed of or cancelled, as well as used in call option plans or other Company's share-based remuneration schemes.

**Resolutions Taken:** After analyzing and discussing the matters, the members of the Board of Directors of the Company unanimously resolved, without any restrictions or exceptions:

- (i) To state that they agree with the Management Report and the Financial Statements for the fiscal year ended on December 31, 2018, accompanied with the Notes thereto and the Independent Auditor's Opinion, which shall be submitted to the Annual Shareholders Meeting for approval.
- (ii) To approve the proposal for allocation of the income of the fiscal year ended on December 31, 2018, corresponding to two hundred and thirty-nine million, five hundred and fourteen thousand, three hundred and eighty-four *Reais*, and forty-five cents (R\$239,514.384.45), to be submitted for approval to the shareholders at the next Annual Shareholders Meeting of the Company, as follows: (a) five million, ninety-four thousand, three hundred and nineteen *Reais*, and twenty-eight cents (R\$5,094,319.28) shall be allocated to create the Legal Reserve; (b) one hundred and thirty-seven million, six hundred and twenty-seven thousand, nine hundred and ninety-eight *Reais*, and seventy-nine cents (R\$137,627,998.79) shall be allocated to the Tax Incentive Subsidy Reserve; and

(c) During the fiscal year 2018, upon approval of the Shareholders Meeting, the Company distributed Dividends and Interest on Equity in the total amount of one hundred and forty-nine million, nine hundred and seventy-two thousand, four hundred and ninety-three *Reais*, and eighty-two cents (R\$149,972,493.82), approved and already paid, according to resolutions of the Board of Directors, at the meetings held on March 28, 2018, May 30, 2018, October 31, 2018, and December 21, 2018. From that total amount, ninety-six million, four hundred and fifty-eight thousand, eight hundred and sixty-five *Reais*, and twenty cents (R\$96,458,865.20) were paid by using a portion of the profits gained in the fiscal year 2018, and fifty-three million, five hundred and thirteen thousand, six hundred and twenty-eight *Reais*, and sixty-two cents (R\$53,513,628.62) were distributed by using the portion of the Retained Earnings Reserve created in prior years. The interest on equity will be imputed to the minimum mandatory dividends of the fiscal year 2018; (d) five hundred and sixty-seven thousand, five hundred and fifty-six *Reais*, and forty-four cents (R\$567,556.44) relates to the loss of Actuarial Evaluation of the Pension Plan; (e) two hundred and thirty-four thousand, three hundred and fifty-five *Reais*, and twenty-six cents (R\$234,355.26) relates to gains with Monetary Restatement of the Fixed Assets.

(iii) To terminate the Company's current Share Repurchase Program approved by the Board of Directors at meeting held on August 1, 2017 ("Program"), whereby a total of four hundred and eighty-eight thousand, and eight hundred (488,800) common shares were acquired, provided that four hundred and forty thousand, six hundred and seventy-five (440,675) of these common shares remain held as treasury-shares to support the call option plans and other forms of share-based remuneration schemes of the Company, or, failing that, to the subsequent cancellation thereof.

(iv) To approve the opening of a Program for Repurchasing Shares issued by the Company, to be held as treasury shares and subsequently disposed of or cancelled, as well as to be used in call option plans and other forms of share-based remuneration schemes of the Company, and to authorize the Company's Executive Board to acquire, within the period from February 28, 2019 to February 28, 2020, a number of up to one million and five thousand (1,500,000) book-entry registered common shares without par value, being responsible for specifying the time and the number to be actually acquired, to the extent authorized and within the term of validity for such transaction, according to the following terms and conditions:

## **1. Purpose of, and economic effects expected with the transaction**

The purpose of the Repurchase Program is to allow the Company to acquire its own issued shares to hold them as treasury shares and subsequently dispose of them or cancel them, as well as to use them in call option plans or other forms of share-based remuneration schemes of the Company. Considering the financial volume estimated in the transaction of repurchase of shares, the Company understands that the economic effects will be minimum, given the Company's cash and equity soundness.

## **2. Outstanding and Treasury Shares**

As of the date hereof: (i) there are one hundred and twenty-four million, eight hundred and seventy-six thousand, six hundred and thirty (124,876,630) outstanding

book-entry common shares without par value issued by the Company; and (ii) The Company holds four hundred and forty thousand, six hundred and seventy-five (440,675) book-entry common shares without par value as treasury shares.

### **3. Number of shares to be acquired**

The Company may acquire up to one million and five hundred thousand (1,500,000) book-entry registered common shares without par value issued by the Company itself, representing 1.20% of all outstanding shares in the market as of the date hereof.

### **4. Price and manner of acquisition**

The acquisition transactions shall be carried out in B3 at market price.

### **5. Duration of the Share Repurchase Plan**

The maximum period is three hundred and sixty-five (365) days, beginning on February 28, 2019, and ending on February 28, 2020.

### **6. Financial Institutions that will act as intermediaries**

The transaction for acquisition of the shares of the Company will be intermediated by **ITAÚ CORRETORA DE VALORES MOBILIÁRIOS S.A.**, CNPJ No. 61.194.353/0001-64, with its principal place of business at Avenida Brigadeiro Faria Lima, No. 3.400, in the City of São Paulo, State of São Paulo; **MORGAN STANLEY CORRETORA DE TÍTULOS E VALORES MOBILIÁRIOS S.A.**, CNPJ No. 04.323.351/0001-94, with its principal place of business at Avenida Brigadeiro Faria Lima, No. 3.600, 6<sup>th</sup> floor, São Paulo, SP; **BTG PACTUAL CTVM S.A.**, CNPJ No. 43.815.158/0001-22, with its principal place of business at Avenida Brigadeiro Faria Lima, No. 3477, 11<sup>th</sup> floor, in the City of São Paulo, State of São Paulo; **CREDIT SUISSE BRASIL S.A. CTVM**, CNPJ No. 42.584.318/0001-07, with its principal place of business at Rua Leopoldo Couto de Magalhães Júnior, No. 700, 12<sup>th</sup> floor, in the City of São Paulo, State of São Paulo; **UBS CORRETORA DE CâMBIO, TÍTULOS E VALORES MOBILIÁRIOS S.A.**, CNPJ No. 02.819.125/0001-73, with its principal place of business at Avenida Brigadeiro Faria Lima, No. 4440, 7<sup>th</sup> floor, in the City of São Paulo, State of São Paulo.

### **7. Available Funds**

The acquisition of the shares under the Share Repurchase Program will be supported by the amount available in the Capital Reserves and Profits account, as reflected in the Financial Statements for the fiscal year ended in December 31, 2018, totaling forty-six million, four hundred and eighty-five thousand, five hundred and twenty-seven *Reais*, and eighteen cents (R\$46,485,527.18), except for the reserves referred to in article 7, paragraph 1, of CVM Ruling No. 567/15.

### **8. Reasons Why the Members of the Board of Directors feel Comfortable that the Repurchase of Shares will not Hinder the Performance of the Obligations Assumed to Creditors or the Payment of Mandatory, Fixed or Minimum Dividends**

The members of the Board of Directors understand that the financial situation of the Company is consistent with the execution of the Share Repurchase Program in the conditions proposed, and no impact is expected in the performance of the obligations assumed to the creditors and in the payment of dividends. Such conclusion results from an assessment of the potential financial sum to be used in the Share Repurchase Program when compared to (i) the level of the obligations assumed to creditors; (ii) the balance of the Company's Capital Reserve; and (iii) the expectancy of cash generation of the Company.

**Adjournment:** There being no further business to be transacted, these minutes were drawn up, read, approved and signed by all Directors. São Paulo, SP, February 28, 2019.

This is a true copy of the original drawn up in the proper register.

Ivo Hering  
Chairman of the Board of Directors