

Annual account's approval of corporations and limited liability companies

Brazilian corporations and limited liability companies whose last fiscal year ended on December 31, 2017 shall hold a shareholder's or a quotaholder's meeting, respectively, up to April 30, 2018 to approve their accounts. Until the account's approval, the managers are not released from liabilities for managerial acts or omissions during the fiscal year.

The quotaholder's meeting of **the limited liability company** shall decide on (i) the approval of the management's account and the company's financial statements; and (ii) profits allocation. The minutes of this meeting shall be filed before the relevant board of trade within up to twenty days following signature thereof.

Corporations' shareholders' meeting, in addition to the items (i) and (ii) above shall deliberate on (iii) the appointment of management and the Board of Auditors (*Conselho Fiscal*), when applicable and (iv) the approval of the monetary adjustment of the capital stock. The minutes of this meeting shall be filed before the relevant board of trade within thirty days following signature thereof and published subsequently.

Third parties (e.g., financial institutions) may request the company/corporation documents proving the accounts and financial statements' approval.

The preparation of quotaholders' or shareholders' meetings requires, thirty days before the date of the meeting, the disclosure of financial statements. For corporations, the management report, the financial statements and the independent auditor's report shall be published in the official gazette and in a widespread newspaper within the legal term before the scheduled date for shareholders' meeting. The obligation to publish the financial statements is debatable for big-sized limited liability companies.

Publicly traded corporations shall submit to the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários – CVM*) the call notice for the general ordinary shareholders' meeting, up to fifteen days before the meeting or in the day of its publication, whichever comes first. At least the following documents shall be submitted to CVM up to three months (in case of national issuers of publicly-traded securities) or four months (in case of foreign issuers of publicly-traded securities) as of the end of the corporation's fiscal year:

- i. copies of the financial statements;
- ii. management report, independent auditor's report, the opinion of the internal Board of Auditors (including dissident votes) and Audit Committee (*Comitê de Auditoria*), as the case may be;
- iii. management's proposed budget, if applicable; and
- iv. management's statement agreeing with the financial statement and the auditor's report.

Publicly traded corporations registered under category A (which are permitted to be traded in all regulated securities markets) shall submit to CVM, in addition to the documents mentioned above (under the deadlines above) up to one month before the shareholders' meeting the following documents:

- i. the financial statements and the reports/opinions referred to in item (ii) above;
- ii. management's comments on the financial situation of the company, pursuant to item 10 of the Reference Form (through IPE System);
- iii. DFP Form (through Empresas.Net software);
- iv. proposal for allocation of the net profit of the fiscal year, containing at least the information indicated in Schedule 9-1-II of CVM Ruling No. 481/09; and
- v. remote voting ballot.

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