

## Dividend Policy and History

### Dividend Policy

Our board of directors may, subject to our bye-laws and in accordance with the Bermuda corporations law, declare a dividend to be paid to the shareholder, in proportion to the number of shares held by them, from funds of our company which the shareholders may from time to time resolve are available for payment as dividends, and such dividend may be paid in cash or wholly or partly in specie in which case our board of directors may fix the value for distribution in specie of any assets. No unpaid dividend shall bear interest as against our company.

In accordance to section 15.2 of our bye-laws, an amount of no less than 25% of our company's adjusted net profit for the current year, as increased by the amount of net profit not otherwise allocated shall be declared by our board of directors as a dividend to be paid to the shareholders in one or more installments before the next annual general meeting, provided that dividend will be mandatory unless our board of directors considers that the payment of such dividend would not be in the interests of our company, in which case the amount of dividends not so distributed shall be recorded in a special profit reserve account to be called "retained dividends" and, if not off-set against future losses, must be paid as dividend as soon as our board of directors considers such payment would be in the interests of our company.

At the board of the 20th and 21st of March 2016 the Board of Directors approved a new dividend policy of an amount of approximately 50% of the Company's Net Profit, provided that:

1. the dividend policy will not compromise the policy for growth of the Company whether it be, through acquisition of other companies, or by reason of development of new business; and
2. the Board of Directors considers that the payment of such dividend would be in the interests of the Company and in compliance with the laws to which the Company is subject.

Brazilian law allows dividends not to be distributed if the Company is in an adverse economic condition. The rules of our bye-laws differ from Brazilian law as they allow our Board to decide not to distribute dividends if, acting reasonably in the interests of our company and its shareholders, they consider doing so would not be in the interests of the Company. For further information see "Description of the BDRs."

In accordance to section 15.3 of our bye-laws, the shareholders at each annual general meeting shall set aside: an amount equal to 5% of our company's net profit for the current year to be credited to a retained earnings account to be called "legal reserve" until such account equals 20% of our company's paid up share capital; such sums as they may deem appropriate as a reserve to be used to meet contingencies, to be called "contingency reserve", provided however that upon the approval of our board of directors, all or a portion of the amounts allocated to the contingency reserve account shall be reversed in the fiscal year in which the reasons that justified such allocation cease to exist or upon occurrence of the anticipated contingency reserved for (in each case as such event may be determined to have occurred by our board of directors in its sole opinion), provided further, in this latter case, that the amount of the actual contingency does not exceed the amount reserved to it; and after the mandatory allocations to the legal reserve and the contingency reserve, the amount available for payment as dividends at the discretion of our board of directors.

Our board of directors may from time to time, based on the interim financial statements of our company, declare and make such other dividends and/or distributions (in cash or in specie) to the shareholders in proportion to the number of shares held by them as may be lawfully made out of the assets of our company which interim dividends and/or distributions shall be set off against any future amounts which the shareholders may from time to time resolve are available for distribution. No unpaid distribution shall bear interest as against our company.

In accordance with section 16 of our bye-laws, after the allocation established in section 15.3, the shareholders may set aside out of the surplus or profits of our company, such sum as they may determine proper as a reserve to be used to meet contingencies or for equalizing dividends or for any other purpose.

The holders of BDRs will be entitled to the same rights as the holders of our shares to receive dividends, subject to the depositary and custodian fees and tax and exchange expenses, if any. If a shareholder does not claim a dividend within three years from the relevant payment date for such dividend, then the funds corresponding to such shareholder's shares deposited with the paying agent for payment of dividends shall be returned to us.

If such shareholder does not claim a dividend within three years from the relevant payment date for such dividend, then, if our board of directors so resolves, such payment shall be forfeited and cease to remain owing by us.

#### Dividend History

We intend to continue to declare and pay dividends annually. The principal paying agent for our dividends is The Bank of New York (Luxembourg) SA. The following table sets forth the dividends paid to all shareholders since 2008:

<b>Payment Date</b>	<b>Fiscal Year</b>	<b>Amount per BDR (BRL)</b>	<b>Amount per BDR (USD)</b>
23 May 2008	2007	0.373500	0.225000
20 May 2009	2008	0.464850	0.225000
17 May 2010	2009	0.562675	0.317000
13 May 2011	2010	0.409575	0.254000
10 May 2012	2011	0.490728	0.254000
13 May 2013	2012	0.507365	0.254000
9 May 2014	2013	0.848540	0.380000
12 May 2015	2014	1.233382	0.407000
11 May 2016	2015	1.767250	0.500000