

# Assembleia distante de aprovação

## DISTANCE VOTING BALLOT

Annual General Meeting (AGM) - AREZZO INDÚSTRIA E COMÉRCIO S.A. to be held on 04/30/2019

<b>Shareholder's Name</b>
<b>Shareholder's CNPJ or CPF</b>
<b>E-mail</b>
<b>Instructions on how to cast your vote</b> <p>If the shareholder chooses to exercise his right to vote at a distance, pursuant to CVM Instruction No. 481/09, as amended, he/she shall complete this ballot paper (Bulletin), which shall only be considered valid, and only shall have the votes cast in the quorum of the general meeting, if the following conditions are met:</p> <ul style="list-style-type: none"><li>(i) all fields must necessarily be filled out;</li><li>(ii) all pages must be initiated; and</li><li>(iii) the last page must be signed by the shareholder or his / her legal representative (s), as the case may be and in accordance with current legislation and have a recognized signature.</li></ul> <p>It is essential that items 1 and 2 above be filled in with the full name (or corporate name) of the shareholder and the number of your CNPJ, if it is a legal entity, or your Individual Taxpayers ID (CPF), if you are an individual, -mail for possible contact.</p>
<b>Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider</b> <p>A shareholder who elects to exercise his right to vote remotely may (i) complete and send this Bulletin directly to the company; or (ii) transmit the filling instructions to service providers, as follows:</p> <p>Submission to the Company directly</p> <p>In the first case, the shareholder shall submit to the Company, to the attention of the Investor Relations Department, the following documents that, according to art. 21-B of ICVM 481/09, must be received by the Company until April 23, 2019: (i) physical form of the bulletin completed, initialed, signed, with a recognized signature; and (ii) certified a copy of the following documents (exemption authentication for those available on the CVM website):</p> <ul style="list-style-type: none"><li>a) Individuals: identity document with a photo of the shareholder or his legal representative and acts that prove legal representation, when applicable;</li><li>b) legal entities: identity document with a photo of its legal representative; consolidated social contract or bylaws; and corporate documents proving the powers of representation;</li><li>c) investment funds: identity document with photo its legal representative; social contract or consolidated and updated by-laws of the manager or manager, as the case may be, subject to the funds voting policy; documents proving the powers of representation; consolidated and updated regulation.</li></ul> <p>The following identity documents will be accepted, provided that with photo: RG, RNE, CNH, passport or officially recognized professional class card.</p> <p>The documents of the shareholders sent abroad must be notarized by the Notary Public, must be apostilled or, if the country issuing the document is not a signatory to the Hague Convention (Apostille Convention), must be legalized in a Brazilian Consulate, and in both the cases, be translated by a sworn translator enrolled in the Commercial Board, and registered in the Registry of Deeds and Documents, under the terms of the legislation in force.</p> <p>Pursuant to article 21-U of ICVM 481/09, within three (3) days from the receipt of the Bulletin, the Company will notify the shareholders, by sending an e-mail to the electronic address informed by the shareholders in item 1 above : (i) receipt of the Bulletin, as well as whether the Bulletin and any accompanying documents are sufficient for the vote of the shareholder to be considered valid; or (ii) the need to rectify or resubmit the Bulletin or the accompanying documents, describing the procedures and time periods necessary for the regularization of distance voting.</p> <p>The votes cast by shareholders in cases in which the Bulletin and/or the proxy documents of the shareholders listed above are not sent (or resubmitted and/or rectified, as the case may be), without observing the deadlines and sending formalities indicated above.</p> <p>Submission through service providers</p> <p>As provided by art. 21-B of ICVM 481/09, in addition to sending the Bulletin directly to the Company, shareholders may transmit instructions for completing the Bulletin for service providers collecting and transmitting instructions for completing the Bulletin, subject to the rules determined by them, provided that said instructions are received by April 23, 2019 inclusive, or another specific date, indicated by the respective service providers.</p>

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• Shareholders with a book entry in a book: they can vote at a distance through the bookkeeper. The voting instructions must be made through the Itaú Digital Assembly website. To vote for the site it is necessary to register and have a digital certificate. Information on the registration and step by step for issuing the digital certificate are described on the website: <http://www.itaubr.com.br/securitieservices/assembleiadigital/>.

• Shareholders with a shareholding position in custodian/brokerage institution: must verify the procedures to vote with the custodian institution of the action.

• Shareholders with shares held in custody in more than one institution (part of the position held in the booksellers books, and another part in a custodian, or shares held in custody in more than one custodian institution): just send the voting instruction only to an institution, will always be considered by the total number of shares of the shareholder.

Disparate instructions will be disregarded in relation to the same resolution and that have been issued by the same shareholder, considered, therefore, their number in the CPF or CNPJ.

#### **Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company**

Arezzo Indústria e Comércio S.A.  
Investors Relations Departament  
Av. Engenheiro Luís Carlos Berrini, 105, 3 andar, Itaim Bibi  
São Paulo, SP, Zip Code: 04571-010  
E-mail: [ri@arezzo.com.br](mailto:ri@arezzo.com.br)

#### **Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number**

ITAÚ CORRETORA DE VALORES S.A.  
Avenida Brigadeiro Faria Lima, nº 3.500, 3º andar, Itaim  
São Paulo, SP, Zip Code: 04538-132  
E-mail: [atendimentoescrituracao@itau-unibanco.com.br](mailto:atendimentoescrituracao@itau-unibanco.com.br)  
C/O: Assistance to Shareholders Area.  
Phones: (11) 3003-9285 or 0800 720 9285

#### **Resolutions concerning the Annual General Meeting (AGM)**

##### **Simple Resolution**

1. Financial statements of the Company, accompanied by the related notes, the independent auditors report and the Fiscal Councils opinion, for the fiscal year ended December 31, 2018.

Approve  Reject  Abstain

##### **Simple Resolution**

2. Management report and accounts of managers for the fiscal year ended December 31, 2018

Approve  Reject  Abstain

##### **Simple Resolution**

3. Management's proposal for the allocation of income for the fiscal year ended December 31, 2018

Approve  Reject  Abstain

##### **Simple Resolution**

4. Management proposal for the establishment of the number of members to be part of the Board of Directors

Approve  Reject  Abstain

##### **Simple Resolution**

5. Exemption of the requirement for not exercising a position in a company potentially competing in the market for a candidate to the Board of Directors, according to art. 147, § 3, I of the Law of

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in the market for a candidate to the Board of Directors, according to art. 147, § 3, I of the Law of S.A.;

Approve  Reject  Abstain

#### Simple Resolution

6. Do you wish to request the adoption of the multiple vote process for the election of the Board of Directors, pursuant to art. 141 of the Law of S.A.?

Approve  Reject  Abstain

#### Election of the board of directors by candidate - Total members to be elected: 7

7. Indication of candidates for the board of directors (the shareholder may indicate as many candidates as there are a number of places to be filled in the general election)

Alessandro Giuseppe Carlucci

Approve  Reject  Abstain

José Ernesto Beni Bolonha

Approve  Reject  Abstain

Guilherme Affonso Ferreira

Approve  Reject  Abstain

Luiza Helena Trajano

Approve  Reject  Abstain

Juliana Rozenbaum Munemori

Approve  Reject  Abstain

Luiz Fernando Giorgi

Approve  Reject  Abstain

Alexandre Café Birman

Approve  Reject  Abstain

8. In case of adoption of the multiple vote process, should the votes corresponding to your actions be distributed in equal percentages by the candidates you have chosen? [If the shareholder decides to abstain and the election occurs through the multiple vote process, his vote must be counted as abstention in the respective resolution of the meeting.]

Yes  No  Abstain

9. Preview of all candidates to indicate the % (percentage) of the votes to be awarded

Alessandro Giuseppe Carlucci [ ] %

José Ernesto Beni Bolonha [ ] %

Guilherme Affonso Ferreira [ ] %

Luiza Helena Trajano [ ] %

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Juliana Rozenbaum Munemori [   ] %

Luiz Fernando Giorgi [   ] %

Alexandre Café Birman [   ] %

**Simple Resolution**

10. Do you wish to request the separate election of a member of the board of directors, pursuant to art. 141, § 4, I, of the Law of S.A.? [The shareholder can only fill this field if he has left the previous field blank and is a non-stop holder of the shares with which he votes during the 3 months immediately before the general meeting]

[   ] Approve [   ] Reject [   ] Abstain

**Simple Resolution**

11. Management proposal for the designation of Mr. Alessandro Giuseppe Carlucci to the position of Chairman of the Board of Directors

[   ] Approve [   ] Reject [   ] Abstain

**Simple Resolution**

12. Management proposal for the designation of Mr. José Ernesto Beni Bologna to the position of Vice-Chairman of the Board of Directors

[   ] Approve [   ] Reject [   ] Abstain

**Simple Resolution**

13. Characterization of the independent members of the Companys Board of Directors.

[   ] Approve [   ] Reject [   ] Abstain

**Simple Resolution**

14. Set the annual global compensation of the managers for the 2019 fiscal year up to R\$ 17,763,012.62

[   ] Approve [   ] Reject [   ] Abstain

**Simple Resolution**

15. Do you wish to request the installation of the fiscal council, pursuant to article 161 of Law 6,404 of 1976?

[   ] Approve [   ] Reject [   ] Abstain

City : \_\_\_\_\_

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

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Shareholder's Name : \_\_\_\_\_

Phone Number : \_\_\_\_\_