

## **APPENDIX I**

### **Internal Charter of the Audit Board of Unicasa Indústria de Móveis S.A.**

#### **Chapter I**

##### **Purpose**

- 1)** The objective of this charter, based on the applicable laws, on Unicasa's Bylaws, Code of Conduct, Securities Trading Policy and Policy on Disclosure of Material Act or Fact, is to regulate the activities of the Audit Board – when installed by approval of the General Shareholders' Meeting – and guide Audit Board members on the performance of their duties.

#### **Chapter II**

##### **Structure of Operation**

- 2)** When installed, the Audit Board shall be composed of three (3) Members and an equal number of Alternates, whether or not shareholders of the Company, all elected by the Shareholders Meeting.
  - a) In the first meeting, Audit Board Members shall elect, by consensus or majority vote, the Chairman of the Audit Board, pursuant to Article 32, Paragraph 2 of the Bylaws of the Company.
  - b) In the event of temporary unavailability of the Chairman, the other Members gathered in the meeting may elect, by consensus or majority vote, the Chairman of that specific meeting. In the event of definitive unavailability, a new election shall be held to elect the new Chairman, in which the respective Alternate Member, which shall then become a Sitting Member, shall participate.
  - c) Alternate Members may participate in meetings only when replacing, due to unavailability, a Sitting Member. The Invitation of the Alternate Member to participate in a meeting shall be made by the Chairman of the Audit Board, at least three (3) business days prior to the date of the meeting.

- d) In the event of resignation or definitive unavailability of a Sitting Member of the Audit Board, his or her alternate shall be summoned by the Chairman or by the Management to serve on the position of Sitting Member until the end of the term.
- e) All Alternate Members participating in a meeting of the Audit Board must sign the Instrument of Investiture and any other documents set forth in this charter.
- f) The meetings of the Audit Board shall be brought to order upon attendance of the majority of its sitting members. Any members of the Audit Board that cast their vote by proxy instrument empowering another member of the Audit Board, through advanced written vote or through any other means of express communication, shall be deemed in attendance.
- g) In the event there is no minimum quorum, as established above, a new meeting shall be called, to be installed with any number of members and held in accordance with the urgency required by the matter to be discussed.
- h) The decisions of the Audit Board are only valid when taken by absolute majority vote of those present, and any member voting against any decision will be entitled to record said decision in the respective minutes of the meeting.
- i) In case of tie, the Chairman of the Audit Board shall have the casting vote.

### **Chapter III**

#### **Investiture in the Position**

- 3)** The elected Members shall be invested in their positions of Sitting Members after signing the following documents:
  - a) Instrument of Investiture, drawn up in the Book of Minutes of Meetings of the Audit Board.
  - b) Instrument of Consent to the Listing Regulations of the Novo Mercado listing segment of the São Paulo Stock Exchange, through which they express their consent to the terms and conditions established in the Regulations of the Market Arbitration Chamber.
  - c) Instrument of Consent to the Policy on Disclosure of Material Act or Fact of Unicasa.

- d) Instrument of Consent to the Securities Trading Policy of Unicasa, pursuant to CVM Instruction 358/02;
- e) Clearance Certificate pursuant to Article 147 of Federal Law 6,404/76, including the following declarations:
  - i)* not to be prevented by special law, or convicted of criminal bankruptcy, malfeasance, bribery, graft, embezzlement, crimes against public welfare, full faith and credit or ownership, or to serve a criminal sentence;
  - ii)* not to be sentenced to suspension or temporary impediment by the Securities and Exchange Commission of Brazil (CVM), which would make the member ineligible to hold office in Public Companies;
  - iii)* to meet the requirements of immaculate reputation;
  - iv)* not to hold office in a company that may be considered a competitor of the Company, and not to have, nor represent interests conflicting with those of the Company or its shareholders.
- 4)** If, at any time, over the course their term, Members become aware of any of the facts or occurrences set forth in the documents listed above, Members must immediately inform the Chairman of the Audit Board and the Chairman of the Board of Directors, stating the circumstance and their position in relation to the term they serve.
- 5)** Audit Board Members shall perform their duties considering exclusively the interests of the Company, and not the individual interests of the shareholders or group of shareholders that nominated them for the position.

#### **Chapter IV** **Responsibilities**

- 6)** The Audit Board shall have the following responsibilities, in accordance with Article 163 of Federal Law 6,404/76:
  - a) oversee, through any of its members, the acts of management and ensure their compliance with the responsibilities provided for by law and the Bylaws;

- b) issue an opinion on the annual Management report, including any additional information it deems necessary or useful to assist in the deliberation of the Shareholders Meeting;
- c) issue an opinion on the proposals by Management bodies, to be submitted to the Shareholders Meeting, related to changes in the capital stock, issue of debentures or stock warrants, investment plans or capital budget, distribution of dividends and/or interest on equity, transformation, merger, consolidation or spin-off;
- d) report, through any of its members, to the Management bodies, or, in case these bodies fail to take the necessary measures to protect the interest of the Company, to the Shareholders Meeting, any errors, frauds or crimes they may become aware of, and suggest any useful measures to be taken by the Company;
- e) call the Annual Shareholders' Meeting, in case the Management bodies fail to do so for more than one (1) month, and the extraordinary shareholders meeting in case of severe or urgent matters, including in the agenda of the Meetings any matters deemed necessary;
- f) analyze, at least on a quarterly basis, the interim balance sheet and other financial statements prepared periodically by the Company;
- g) examine the Financial Statements for the fiscal year and issue an opinion thereon;
- h) request the presence of the Independent Auditors of the Company in the meetings, when necessary, to provide any clarifications regarding financial statements and opinion reports;
- i) perform these duties during the liquidation of the company, in accordance with any special provisions that govern such procedure;
- j) attend, through at least one (1) of its members, the meetings of the Board of Directors that consider and vote on the matters mentioned in items b), c) and g) above;
- k) attend, through at least one (1) of its members, the Shareholders' Meetings.

**Paragraph 1** – The duties of each member of the Audit Board are not transferable, nor may the responsibilities and powers granted thereto by law be assigned to another body of the Company.

**Paragraph 2** – The Audit Board does not have the power to assess the content of corporate management, i.e. it is not under its scope to judge the merit or convenience of business decisions taken by the managers, but merely to observe compliance with the Bylaws, the Law and rules issued by regulatory agencies.

**Paragraph 3** – Business policies and strategic planning are not required to be submitted for analysis or approval of the Audit Board.

**Paragraph 4** – Any information requested by the Audit Board to the managers shall always be related to the fulfillment of their oversight responsibilities and to the performance of the duties for which the Audit Board was elected.

## **Chapter V**

### **Responsibilities of the Chairman of the Audit Board**

- 7)** It is the responsibility of the Chairman of the Board:
- a) to call and preside over the meetings of the Audit Board;
  - b) to assess and define the matters to be discussed in the meetings, including in the agenda any matters to be considered and voted;
  - c) to comply with and cause compliance with this Internal Charter of the Audit Board;
  - d) to authorize the deliberation on matters not included in the agenda of the meeting;
  - e) to represent the Audit Board in the meetings where it is convened to participate by legal requirement or as required by any other body of the Company;
  - f) to draft the Minutes of the Meetings of the Audit Board or appoint a Secretary among the other audit board members, who will be responsible for drafting said minutes;
  - g) to request the Management bodies, or the independent auditors of the Company, as requested (by written notice and with grounds) by any of its members, to provide clarifications or information as required for the exercise of his or her responsibilities, as well as for the preparation of the financial statements or special accounting statements;

h) to invite members of the Management of the Company to participate in the meetings;

i) to comply, always through written response, with any requests by the shareholders of the Company, based on Paragraph 6, Article 163 of Federal Law 6,404/76.

## **Chapter VI**

### **Support**

- 8)** The Audit Board will have a support structure provided by the Company, which will help:
- a) Support the Chairman of the Audit Board or the Secretary appointed thereby in drafting the respective minutes, drawing them up in the respective records and collecting signatures of Members.
  - b) Requesting Audit Board Members, as needed, to provide the information required thereby in the exercise of their activities, particularly those requested by CVM and BOVESPA.
  - c) Designate the employee responsible for maintaining the structure of files pertaining to the Audit Board, allowing access only to its members.
  - d) Include, in the annual calendar of the Company, the dates of ordinary meetings.
  - e) Support the structuring of other meetings of the Audit Board that may be scheduled during the year.
  - f) Send to its Members an electronic alert informing when the Quarterly Financial Information, prepared in accordance with the requirements of the Securities and Exchange Commission of Brazil, and object of the Report issued by the Independent Auditors and approval of the Board of Executive Officers and Board of Directors, Minutes of Meetings of the Board of Directors, Material Facts and other documents are made available on the website of the Company.
  - g) Provide logistics support for transportation and accommodation of its Members, which expenses shall be borne by the Company.

## **Chapter VII**

### **Requirements for Holding the Position of Audit Board Member**

- 9) The requirements for holding the position of Audit Board Member include:
- a) be a natural person, residing in Brazil;
  - b) have immaculate reputation;
  - c) not be prevented from holding the position;
  - d) not have been convicted of a crime or wrongdoing;
  - e) not be a member of Management bodies or employee of the Company or its subsidiaries or companies of the same group, or spouse or relative, up to third degree of kinship, of managers of the Company
  - f) have an undergraduate degree or have held, for at least three (3) years, a position as Manager of a company or Audit Board member;
  - g) be capable of analyzing and issuing an opinion on Financial Statements.

**Sole Paragraph** – Compliance with the requirements of law for holding positions of Audit Board Member is declared in the respective “Book of Minutes and Reports” of the Audit Board, upon the investiture of its members.

## **Chapter VIII**

### **Duties and Responsibilities of Audit Board Members**

- 10) When serving their terms, Audit Board Members:
- a) Must perform their duties observing any legal requirements of loyalty and diligence, observing any legal limitations, contributing to protect the interests of the Company and of its shareholders, indistinctively, as well as avoiding any situation of conflict that may affect the interests of the Company;
  - b) During the meetings, any sitting member of the Audit Board may request and examine, individually, all corporate documents deemed necessary to perform his or her duties, and may take notes and make observations, which will be discussed and deliberated in the respective meetings. Requests of corporate documents must be submitted to the Management bodies of the Company, with grounds and in advance, and must be signed by the Chairman of the Audit Board, or by the audit Board member replacing the Chairman.

- c) The examination of documents shall only be permitted within the premises of Unicasa in Bento Gonçalves, and any copy, photograph or reproduction of any nature is strictly forbidden.
- d) Any documents and information that have not been legally made public, but which were made available to the Audit Board by the Management of the company, must be kept confidential, aiming to preserve the interests of the Company, its shareholders and the Market, and may not be disclosed to third parties, and any Audit Board Member who fails to comply herewith shall be deemed responsible;
- e) The members of the Audit Board may request information and/or clarifications on the businesses of the company, provided such information are related to their oversight duties, the requests have grounds and are submitted to the Management and/or the independent auditors of the Company, upon protocol of receipt.
- f) When requested, members must attend meetings of the Board of Directors or of the Board of Executive Officers, providing the necessary support and grounds for decisions of the Board of Directors or Board of Executive Officers, as applicable;
- g) Must observe the annual calendar of corporate events of the Company, as disclosed on its website and made available on the CVM system, particularly regarding Meetings of the Board of Directors, Meetings of the Board of Executive Officers, Shareholders Meetings and earnings releases, and adjust the calendar of meetings of the Audit Board and dates of issue of its report so as not to delay or hinder the conduction of the other events of the Company;
- h) Must comply with this Internal Charter.

## **Chapter IX**

### **Prohibitions**

- 11)** Audit Board members may not participate directly or indirectly in the trading of Securities issued by the Company or derivatives that use said Securities as underlying assets:
- a) prior to the announcement to the market of a material act or fact involving the businesses of the Company;
  - b) during the fifteen (15) days prior to the publication of the quarterly financial information (ITR) or annual financial information (DFP and Reference Form) of the Company;
  - c) when there is an intention to conduct a merger, total or partial spin-off, consolidation, transformation or ownership restructuring;

d) during the process of acquisition or sale of shares issued by the Company, exclusively on the dates on which the Company trades said shares.

- 12)** Audit Board members are also prohibited from borrowing loans or advances from the Company or from any of its Subsidiaries, which prohibition is extended to their spouses or relatives up to second degree of kinship.

### **Chapter X**

#### **Meetings**

- 13)** The Audit Board shall gather ordinarily once (1) every quarter and, as necessary and extraordinarily, as summoned by its Chairman or by the majority of its sitting members.

- a) The meetings shall be called through written notice sent by the Chairman of the Audit Board at least five (5) business days prior to the intended meeting date, which call notice shall include the agenda of the meeting. Call will be waived for the meetings in which all members are present.
- b) The Audit Board shall gather and its deliberations shall be deemed valid for meetings convened with the majority of its members.
- c) Members will be allowed to participate in ordinary and extraordinary meetings via conference call or video conference call, provided they sign the respective Minutes of the meeting at a later time.
- d) The Audit Board may invite members of the management of the Company to attend Audit Board meetings, in order to provide clarifications and facilitate the understanding of corporate documents
- e) In case any member of the management cannot attend the meeting, written clarifications will be accepted.
- f) The member of the management designated to provide information to the Audit Board may, at his or her discretion, take other members of his or her team to facilitate any explanations.

- 14)** For ordinary and extraordinary meetings of the Audit Board, in which matters require urgent deliberation, the minimum period of five (5) business days for call notice and

submission of the documents provided for in item 13) a) above may be waived, provided all members are present in said meetings.

- 15)** The meetings of the Audit Board shall be transcribed in Minutes to be drawn up in their respective books and signed by all members and representatives of the management in attendance. The Minutes may be drawn up in summary form, provided they include at least the matters in the Agenda, resolutions taken, vote counting, list of members present and justifications of absences.
- 16)** The Meetings of the Audit Board shall be held at the premises of Unicasa in Bento Gonçalves or, as all Members may deem convenient, at a different location.
- 17)** At the discretion of its members, the Audit Board may choose to present its report or comments and analyses, as applicable, without convening a formal meeting. In this case, Audit Board members must receive the necessary documents and information and submit their opinion, comments or analyses, as applicable, in writing. This procedure shall not apply to the ordinary meeting (approval of the Audit Board report), which is mandatory, or to meetings where there is need for decisions of the Audit Board that must always be taken jointly, as provided for by law.

## **Chapter XI**

### **Requests for Information, Clarification and Statements**

- 18)** The Audit Board, through its Chairman, motivated by a request (written and with grounds) of any of its members, may request the management bodies or the independent auditors of the company to provide clarifications or information as required for the performance of its duties, as well as for the preparation of the financial statements or special accounting statements.

**Sole Paragraph** – Even if the Audit Board votes against the request for information, said request will still be submitted to the management of the company, although accompanied by the minutes of the meeting that discussed said request

- 19)** The Audit Board shall comply with, always through written response of its Chairman, any requests by the shareholders of the company, based on Paragraph 6, Article 163 of Federal Law 6,404/76.

## **Chapter XII**

### **Compensation**

- 20)** The compensation of Audit Board Members shall be fixed by the Shareholders Meeting that elected them, pursuant to Article 32 of the Bylaws. In this regard, Paragraph 3, Article 162 of Federal Law 6,404/76 shall be observed, which establishes that the compensation paid to each Sitting Member shall not be lower than ten percent (10%) of the average compensation paid to each executive officer, excluding benefits, representation fees and profit sharing.

**Chapter XIII**  
**General Provisions**

- 21)** Any cases not strictly addressed herein shall be dealt with in the meetings of the Audit Board of the Company, and pursuant to the Law and to the Bylaws.