

**C&A MODAS LTDA.**

CNPJ/ME No. 45.242.914/0001-05

NIRE (currently being obtained due to transformation of company type)

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON AUGUST  
28, 2019**

**Date, Time and Place:** On August 28, 2019, at 10:30 a.m., at the principal place of business of **C&A MODAS S.A.** (“Company”), located in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000.

**Call Notice and Attendance:** Call notice waived as set forth in Article 17, sole paragraph of the Company’s By-Laws, in view of the presence of all members of the Board of Directors of the Company.

**Board:** Paulo Correa Junior – Chairman; Milton Lucato Filho - Secretary.

**Agenda:** To resolve on the election of the Company’s officers.

**Resolutions:** By unanimity of votes and without restrictions or exceptions, members of the Board of Directors approved the election of the following members to form the Executive Board of the Company, with a unified term in office of two (2) years:

(a) **Paulo Correa Junior**, Brazilian citizen, married, business manager, Identity Card (RG) No. 05.952.323-2 (IFP/RJ), enrolled with the CPF/ME under No. 926.420.477-68, with professional offices in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, to hold office as Chief Executive Officer;

(b) **Francislei Cassio Donatti**, Brazilian, married, economist, holder of Identity Card (RG) No. 18.896.567 (SSP/SP) and enrolled with the Individual Taxpayer Register of the Ministry of Economy (CPF/ME) under No. 137.942.248-50, with professional address in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, to hold office as Officer without Specific Designation;

(c) **Fernando Garcia Bossi**, Brazilian, married, engineer, holder of Identity Card (RG) No. 26.599.288 SSP/SP, enrolled with the CPF/ME under No. 214.387.588-63, with professional address in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, to hold office as Officer without Specific Designation;

(d) **Milton Lucato Filho**, Brazilian, married, business manager, Identity Card (RG) No. 10.617.751-5 SSP/SP, enrolled with the CPF/ME under No. 042.878.958-78, with professional address in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, to hold office as Chief Financial Officer; and

(e) **Marcia Cristina Lucena do Nascimento Costa**, Brazilian citizen, single, social assistant, Identity Card (RG) No. 27.397.519-5 SSP/SP, enrolled with the CPF/ME under No. 046.218.178-25, with professional address in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, to hold office as Officer without Specific Designation.

The Officers elected hereunder declare, under the penalties set forth in the applicable law, that they comply with all requirements set forth in article 147 of Law 6.404/76 for investiture in office as members of the Company’s Executive Board, and that they are not prevented from engaging in business activities, as well as that they have not been convicted of bankruptcy crimes, misconduct, kickback or bribery, corruption, embezzlement, crimes against the national economy, public faith or property, or to a sentence preventing them, even if temporarily, from holding public office. The

Officers hereby elected shall take office within thirty (30) days from the date hereof, upon execution of the respective instruments of investiture drawn up in specific books;

**Termination:** With nothing further to discuss, these minutes were drawn up and read, found in order and unanimously approved, and signed by all attending members of the Board of Directors.

**Signatures:** Board: Paulo Correa Junior - Chairman; Milton Lucato Filho - Secretary. Attending Directors: Paulo Correa Junior, Petrus Johannes Zegger and Jheroen Willem Muste.

This is a true copy of the original minutes, drawn up in the appropriate book.

Barueri, August 28, 2019

(sgd)

**Milton Lucato Filho**

Secretary

### INSTRUMENT OF INVESTITURE

I, **PAULO CORREA JUNIOR**, Brazilian citizen, married, business manager, Identity Card (RG) No. 05.952.323-2 (IFP/RJ), enrolled with the CPF/ME under No. 926.420.477-68, with offices in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, elected for the office of member of the Board of Directors of **C&A MODAS S.A.**, a corporation enrolled with the CNPJ/ME under No. 45.242.914/0001-05, with its principal place of business in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000 ("Company"), for a term in office of two (2) years, according to the Shareholders' Meeting of Transformation of the Company held on the same date, declare that I accept my election and undertake to faithfully comply with all duties relating to my office, in accordance with the applicable law and the bylaws of the Company, and, therefore, I execute this Instrument of Investiture.

I further represent, under the penalties set forth in the applicable law, that I am aware of the provisions of article 147, Law No. 6.404/76 ("Corporation Law"), and that I am not prevented from performing business activities, and that I have not been convicted by bankruptcy crimes, misconduct, payoff or bribery, corruption, embezzlement, crimes against the national economy or public faith or property, or criminal convictions that would prevent me, even temporarily, from taking public offices.

For the purposes of article 149, paragraph 2, of the Corporation Law, I represent that I will receive service of process and notices under administrative and court proceedings relating to acts of my management at the aforementioned address, and that the Company shall be informed of any changes thereof.

São Paulo, August 28, 2019.

(sgd)

**PAULO CORREA JUNIOR**

Member of the Board of Directors

### INSTRUMENT OF INVESTITURE

I, **FRANCISLEI CASSIO DONATTI**, Brazilian citizen, married, economist, Identity Card (RG) No. 18.896.567 (SSP/SP), enrolled with the CPF/ME under No. 137.942.248-50, with offices in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, elected for the office of Officer without Specific Designation of **C&A MODAS S.A.**, a corporation enrolled with the CNPJ/ME under No. 45.242.914/0001-05, with its principal place of business in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000 ("Company"), for a

term in office of two (2) years, according to the meeting of the Board of Directors of the Company held on the same date, declare that I accept my election and undertake to faithfully comply with all duties relating to my office, in accordance with the applicable law and the bylaws of the Company, and, therefore, I execute this Instrument of Investiture.

I further represent, under the penalties set forth in the applicable law, that I am aware of the provisions of article 147, Law No. 6.404/76 ("Corporation Law"), and that I am not prevented from performing business activities, and that I have not been convicted by bankruptcy crimes, misconduct, payoff or bribery, corruption, embezzlement, crimes against the national economy or public faith or property, or criminal convictions that would prevent me, even temporarily, from taking public offices.

For the purposes of article 149, paragraph 2, of the Corporation Law, I represent that I will receive service of process and notices under administrative and court proceedings relating to acts of my management at the aforementioned address, and that the Company shall be informed of any changes thereof.

São Paulo, August 28, 2019.

(sgd)

**FRANCISLEI CASSIO DONATTI**

Officer without Specific Designation

**INSTRUMENT OF INVESTITURE**

I, **FERNANDO GARCIA BROSSI**, Brazilian citizen, married, engineer, Identity Card (RG) No. 26.599.288 SSP/SP, enrolled with the CPF/ME under No. 214.387.588-63, with offices in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, elected for the office of Officer without Specific Designation of **C&A MODAS S.A.**, a corporation enrolled with the CNPJ/ME under No. 45.242.914/0001-05, with its principal place of business in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000 ("Company"), for a term in office of two (2) years, according to the meeting of the Board of Directors of the Company held on the same date, declare that I accept my election and undertake to faithfully comply with all duties relating to my office, in accordance with the applicable law and the bylaws of the Company, and, therefore, I execute this Instrument of Investiture.

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São Paulo, August 28, 2019.

(sgd)

**FERNANDO GARCIA BROSSI**

Officer without Specific Designation

**INSTRUMENT OF INVESTITURE**

I, **Milton Lucato Filho**, Brazilian, married, manager, Identity Card (RG) No. 10.617.751-5 SSP/SP,

enrolled with the Individual Taxpayer Register (CPF/ME) under No. 042.878.958-78, with offices in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, elected for the office of Chief Financial Officer of **C&A MODAS S.A.**, a corporation enrolled with the CNPJ/ME under No. 45.242.914/0001-05, with its principal place of business in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000 ("Company"), for a term in office of two (2) years, according to the meeting of the Board of Directors of the Company held on the same date, declare that I accept my election and undertake to faithfully comply with all duties relating to my office, in accordance with the applicable law and the bylaws of the Company, and, therefore, I execute this Instrument of Investiture.

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São Paulo, August 28, 2019.

(sgd)

**MILTON LUCATO FILHO**

Chief Financial Officer

### **INSTRUMENT OF INVESTITURE**

I, **MARCIA CRISTINA LUCENA DO NASCIMENTO COSTA**, Brazilian citizen, single, social assistant, Identity Card (RG) No. 27.397.519-5 (SSP/SP), enrolled with the CPF/ME under No. 046.218.178-25, with offices in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000, elected for the office of Officer without Specific Designation of **C&A MODAS S.A.**, a corporation enrolled with the CNPJ/ME under No. 45.242.914/0001-05, with its principal place of business in the City of Barueri, State of São Paulo, at Alameda Araguaia, 1.222/1.022, Alphaville Centro Industrial e Empresarial, Postal Code 06455-000 ("Company"), for a term in office of two (2) years, according to the meeting of the Board of Directors of the Company held on the same date, declare that I accept my election and undertake to faithfully comply with all duties relating to my office, in accordance with the applicable law and the bylaws of the Company, and, therefore, I execute this Instrument of Investiture.

I further represent, under the penalties set forth in the applicable law, that I am aware of the provisions of article 147, Law No. 6.404/76 ("Corporation Law"), and that I am not prevented from performing business activities, and that I have not been convicted by bankruptcy crimes, misconduct, payoff or bribery, corruption, embezzlement, crimes against the national economy or public faith or property, or criminal convictions that would prevent me, even temporarily, from taking public offices.

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São Paulo, August 28, 2019.

(sgd)

**MARCIA CRISTINA LUCENA DO NASCIMENTO COSTA**

Officer without Specific Designation