



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686

Rua Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000

SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031

www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

This free translation is provided for English language readers as a convenience only, and it is not legally binding. For any questions regarding the text, please refer to the original and official version in Portuguese, which is available on the CVM website (<https://www.gov.br/cvm/pt-br/assuntos/normas>).

To verify that this translated version is consistent with the latest version, please refer to the original Portuguese version.

TRANSLATION DATE: April 4, 2025.



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686 Rua
Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000
SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031
www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

CVM RESOLUTION 78, OF MARCH 29, 2022

It deals with consolidation merger, corporate division, merger and merger of shares, and revokes CVM Instructions 319, of December 3, 1999, 349, of March 6, 2001, and 565, of June 15, 2015.

THE **CHAIRMAN OF SECURITIES AND EXCHANGE COMMISSION OF BRAZIL – CVM** makes it public that the Board of Commissioners, at a meeting held on March 23, 2022, on the basis of the provisions of the articles 8th, I and III, and 22, §1st, I, Law 6.385, of December 7th, 1976, and in articles 137, II, “a”, 226, §3rd, 252, §4th, and 264 of Law 6.404, of December 15, 1976, **APPROVED** the following Resolution:

CHAPTER I – PRELIMINARY PROVISIONS

Article 1st This Resolution is applicable to consolidation merger, corporate division, merger and merger of shares.

Sole Paragraph. Except as expressly stated in a different sense, this Resolution applies only to transactions involving at least one issuer of securities registered in category A.

Article 2nd - For the purposes of this Resolution, the following definitions shall apply:

I – shares in circulation: those considered in CVM regulation about public offerings for the acquisition of shares;

II – operation: it is the consolidation merger, corporate division, merger or merger of shares or a set of consolidation mergers, corporate divisions, mergers or mergers of related shares; and

III – issuer of securities registered in category A: the one defined in CVM regulation about the registration and provision of information of issuers of securities admitted to trading in regulated securities markets.



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686

Rua Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000

SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031

www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

CHAPTER II – DISSEMINATION OF INFORMATION

Article 3rd Without prejudice to the information and documents necessary for the exercise of voting rights in a general meeting provided for in a specific rule, the relevant fact concerning an operation shall contain at least the provisions of Annex A, insofar as such information is known.

Article 4th If the controlling shareholder or the company discloses to the market the proposed replacement ratio or the criterion for its fixation that is still subject to change, the following information shall be provided to the market:

I – the reasons that led to make the disclosure at that time;

II – the current stage (phase) of negotiations.

III – the circumstances in which the replacement ratio or the disclosed criterion may still be changed; and

IV – when it comes to the proposal of the controlling shareholder not yet evaluated by the company administration:

a) whether the proposal is binding;

b) the time limit for acceptance, if any;

c) the other relevant terms and conditions;

d) the measures the administration intends to take to evaluate the proposal; and

e) the expected date for the conclusion of the negotiations, if it is possible to estimate it.

Article 5th The administrators of the public-traded company involved in the negotiation of the operation shall act with care and diligence to verify that all information provided by the other companies involved in the operation comply with the applicable regulations.

CHAPTER III – FINANCIAL STATEMENTS

Article 6th For the purposes of the operation, the companies concerned shall disclose financial statements, whose base date:

I – be the same for all companies involved; and



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686 Rua
Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000
SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031
www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

II – do not be earlier than 180 (one hundred and eighty) days from the date of the meeting that will decide on the operation.

§1st Even if some of the companies involved in the operation are not corporations or are subject to the rules issued by the CVM, the financial statements referred to in the **caput** shall be:

I – elaborated in accordance with Law 6.404, of December 15, 1976, and with CVM rules;

and

II – audited by independent auditor registered with CVM.

§2nd Public-traded companies may use, for the purposes of the **caput**, the financial statements at the end of the year and the quarterly information forms regularly required to fulfill their periodic obligations with the CVM.

§3rd The deadline referred to in item II of the **caput** can be extended to 360 (three hundred and sixty) days, at the discretion of the administrators of the companies involved, provided that:

I – the economic and financial situation of the companies involved in the operation has not changed in a relevant way after the base date of the statements; and

II – The directors of the company involved in the operation responsible for the preparation of the financial statements whose base date exceeds 180 (one hundred and eighty) days make a statement, to be disclosed together with the financial statements, attesting to the provisions of item I.

Article 7th The companies involved in the operation shall draw up **pro forma** financial information of the companies which survive or which result from the operation, as if they already existed, referring to the date of the financial statements referred to in Article 6th, I.

Sole Paragraph. The financial information referred to in the **caput** shall be:

I – elaborated in accordance with Law 6.404, of 1976, and with the CVM standards; and

II – submitted to reasonable assurance by independent auditor registered with CVM.



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686
Rua Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000
SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031
www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

CHAPTER IV – EVALUATION

Article 8th The evaluation reports drawn up for the purposes of Article 264 of Law 6.404 of 1976 may use one of the following criteria:

I – value of equity at market prices; or

II– discounted cash flow.

§1st The criterion provided for in item II can only be used for the purposes of article 264 of Law 6.404 of 1976, if it has not been used as a determining criterion to establish the proposed replacement relationship.

§2nd The reports referred to in the **caput** shall observe, as applicable, the provisions of the CVM regulation on the evaluation of companies subject to public offerings for the acquisition of shares.

§3rd The CVM may authorize, on a case-by-case basis and provided that the applications are duly justified, other criteria for the preparation of the evaluation reports required for the purposes of article 264 of Law 6.404, of 1976.

CHAPTER V – LIQUIDITY CRITERION

Article 9th The liquidity condition provided for in article 137, II, “a”, of Law 6.404, of 1976, when the species or class of share, or certificate representing it, is considered to be fulfilled, to integrate the Bovespa Index – IBOVESPA on the date of the notice of relevant fact that announces the operation.

CHAPTER VI – ACCOUNTING TREATMENT AND ECONOMIC USE OF GOODWILL IN OPERATIONS INVOLVING CONTROLLING COMPANY AND SUBSIDIARY

Article 10. The amount of goodwill resulting from the acquisition of control of the public-traded company that acquires its controlling company shall be accounted, in the acquiring company, in the specific intangible asset account.

§1st The record of the difference in the fair value of the net assets acquired and their accounting value shall have as a counterpart of goodwill in the merger, included in the equity, and the company shall observe, in relation to the recognition of goodwill, the following treatment:



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686 Rua
Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000
SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031

www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

I – constitute a provision, in the acquired company, at least, in the amount of the difference between the value of the goodwill and the tax benefit arising from its amortization, which shall be presented as a reduction of the account in which the goodwill was registered;

II – record the net amount (goodwill less provision) in return for the reserve account referred to in this paragraph; and

III – reverse the provision referred to in item I above to the result of the period, proportionally to the amortization of the goodwill.

§2nd The reserve referred to in §1st may only be incorporated into the share capital, to the extent of the realization of the assets that gave rise to them, for the benefit of all shareholders, except for the provisions of article 11 of this Resolution.

Article 11. The protocol of merger of a controlling company by a subsidiary public-traded company may provide that, in cases where the company gains tax benefit as a result of the amortization of the goodwill, the portion of the special premium reserve in the merger corresponding to this benefit may be capitalized to the advantage of the controlling shareholder.

§1st In the hypothesis provided for in the **caput** of this article, in accordance with the provisions of article 170 of Law 6.404, of 1976, the other shareholders shall be assured the right of preference and, if applicable, the amounts paid by them shall be delivered to the controlling shareholder.

§2nd The capitalization of the share of the special reserve referred to in the **caput** of this article, corresponding to the tax benefit, can only be carried out at the end of each fiscal year and to the extent that this benefit represents an effective reduction of the taxes paid by the company.

Article 12. The company shall perform and disclose, at the end of each fiscal year, an analysis on the recovery of the value of the goodwill, in order to record the value losses of the capital applied when evidenced that there will not be sufficient results for the recovery of this value.

Article 13. In the merger of a public-traded company by its controlling company, or by a subsidiary public-traded company, the calculation of the replacement ratio of the shares of non-controlling shareholders shall exclude the balance of the goodwill paid in the acquisition of the subsidiary.



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686
Rua Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000
SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031
www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

Sole Paragraph. The provisions of the **caput** of this article also apply to consolidation merger operations of the controlling company with subsidiary.

Article 14. Dividends attributed to shares held by non-controlling shareholders may not be reduced by the amount of the goodwill amortized in each financial year.

Article 15. The provisions of this Chapter apply to all public-traded companies, regardless of the category in which they are registered, and to companies receiving funds from tax incentives registered with the CVM.

CHAPTER VII - FINAL PROVISIONS

Article 16. The obligations provided for in Chapter III do not apply to the merger or merger of shares of private companies by issuers of securities subject to this Resolution if the transaction does not represent a dilution of more than 5% (five percent).

§ 1st The dilution mentioned in the **caput** provision is considered greater than 5% (five percent) when the result of the division of the number of shares issued as a result of the operation by the number of shares total after the issuance is greater than 0.05 (five hundredths).

§ 2nd In reverse operations (merger or merger of shares of the controlling company by the subsidiary when the controlling company is a public-traded company) or in consolidation mergers involving at least one public traded company, the dilution mentioned in the **caput** provision is considered greater than 5% (five percent) when the result of the division of the number of shares issued by the acquirer or the company resulting from the consolidation merger attributed to the original shareholders of the public-traded company by the total number of shares issued by the acquirer or the company resulting from the consolidation merger after the operation is less than 0.95 (ninety-five hundredths).

§ 3rd The financial information referred to in Article 7th is due in transactions considered relevant by the criteria established by the rules, guidelines and accounting interpretations regarding **pro forma** financial information, even if it does not imply dilution of more than 5% (five percent).

Article 17. Violations of articles 3rd to 9th of this Resolution are considered serious for the purposes of article 11, §3rd, of Law 6.385, of December 7, 1976.



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686 Rua
Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000
SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031
www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

Article 18. The following shall be revoked:

I - CVM Instruction 319, of December 3, 1999;

II – CVM Instruction 349, of March 06, 2001; and

II – CVM Instruction 565, of June 15, 2015.

Article 19. This Resolution shall become effective on May 02, 2022.

Electronically signed by

MARCELO BARBOSA

Chairman



SECURITIES AND EXCHANGE COMMISSION OF BRAZIL

Rua Sete de Setembro, 111/2-5º e 23-34º Andares, Centro, Rio de Janeiro/RJ – CEP: 20050-901 – Brasil - Tel.: (21) 3554-8686

Rua Cincinato Braga, 340/2º, 3º e 4º Andares, Bela Vista, São Paulo/ SP – CEP: 01333-010 – Brasil - Tel.: (11) 2146-2000

SCN Q.02 – Bl. A – Ed. Corporate Financial Center, S.404/4º Andar, Brasília/DF – CEP: 70712-900 – Brasil -Tel.: (61) 3327-2030/2031

www.cvm.gov.br

CVM RESOLUTION 78, OF MARCH 29, 2022

ANNEX A TO CVM RESOLUTION 78, OF MARCH 29, 2022

1. Identification of the companies involved in the operation and a brief description of the activities carried out by them
2. Description and purpose of the operation
3. Main benefits, costs and risks of the operation
4. Replacement ratio of the shares
5. Criterion for fixing the replacement ratio
6. Main active and passive elements that will form each portion of the asset, in case of division
7. Whether the operation was or will be submitted for approval by Brazilian or foreign authorities
8. In operations involving controlling companies, subsidiary companies or companies under common control, the share replacement ratio calculated according to article 264 of Law 6.404, of 1976
9. Applicability of the right of withdrawal and the amount of reimbursement
10. Other relevant information