



Improvement to the Remote Voting Forms for the season of Shareholders' Meetings

B3 introduced improvements to the voting forms, in particular to facilitate the election of the board of directors through the multiple voting procedure, allowing shareholders to distribute their votes proportionally in a different (even smaller) group of candidates than the one nominated in the simple election, which until the beginning of this year was not possible.

This amendment was designed to increase shareholders' voting options in distance voting, in addition to simplifying and providing more security to voting, considering the possibility of mistakes in reading the votes manually imputed by shareholders in the system, especially if we consider that in most cases, shareholders choose to divide their votes equally among some candidates.

In addition, the improvements also include: (i) the possibility of including in the remote voting form a resolution with fixed text specific for the election of the president and vice-president of the company's board of directors, which promotes a good practice of corporate governance, and (ii) the availability of an English version of the system's standardized questions, an important measure to reduce potential problems of interpretation by foreign shareholders.

We contributed on the subject in the article "*B3 improves voting instruments for shareholders' meetings*" published in the legislation and market section of "Capital Aberto", on April 06, 2022, which can be accessed through the link below:

<https://tinyurl.com/2p94ydap>



CVM publishes six new Resolutions and includes mandatory disclosure of notice of corporate demands

On March 29th, 2022, the Brazilian Securities and Exchange Commission (“CVM”) published six new Resolutions, effective on May 2nd, 2022. The new rules introduce a new notice on corporates to be disclosed by publicly-held companies, in addition to contemplating revisions related to the Decree No. 10,139/2019, which provides for the consolidation of the interior normative acts to Decree issued by bodies and entities of the direct, autarchic and foundational federal public administration, which do not necessarily imply effective changes of merit, which are verified only in the Resolutions No. 79, 80 and 82.

Regarding the regulatory novelties, we highlight the new notice of corporate demands provided for in CVM Resolution No. 80/2022, which consolidated the rules regarding the registration and disclosure of periodic and occasional information by publicly-held companies. This announcement, which received public comments through Public Hearing 1/21, will make it mandatory to disclose certain judicial and arbitration claims based, in whole or in part, on corporate or securities legislation, or on the rules issued by CVM as of May 2, 2022.

From then on, it will be necessary to disclose the following information about the corporate claims in which the company, its shareholders or its managers are parties, in this capacity, and (i) that involve homogeneous diffuse, collective or individual rights or interests; or (ii) in which a decision can be rendered whose effects affect the legal sphere of the company or of other holders of securities issued by the issuer that are not parties to the process, such as action for annulment of corporate resolution, action for the administrator liability and action for the controlling shareholder liability:

- (i). **notice regarding its initiation**, within 7 (seven) business days from, according to the capacity of the party as plaintiff or defendant, the date of filing of the action or summons or, in case of arbitration, of the presentation of the request for its initiation or receipt, indicating: a) parties to the process; b) values, assets or rights involved; c) main facts; and d) request or provision claimed;
- (ii). **in the case of legal proceedings**, decisions on requests for injunctive and evidence relief, decisions on jurisdiction and competence, decisions on the inclusion or exclusion of parties and judgments on the merits or termination of the proceedings without judgment on the merits, in any instance, in the period of 7 (seven) business days from its knowledge by the party;
- (iii). **in the case of arbitration**, submission of a response, execution of an arbitration term or equivalent document that represents stabilization of the demand, decisions on precautionary or urgent measures, decisions on the arbitrators’ jurisdiction, decisions on the inclusion or exclusion of parties and arbitral awards, partial or final, within 7 (seven) business days from its knowledge by the party;
- (iv). **any agreement entered into in the course of the claim**, within 7 (seven) business days of the presentation of its execution, indicating amounts, parts and other aspects that may be of interest to the collective of shareholders.



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We emphasize that companies may not use the confidentiality clause provided for in the regulations of arbitration chambers in order to fail to comply with the disclosure of the notice. Therefore, CVM was categorical, in the notice of Public Hearing 1/21, in stating that chambers regulations cannot contravene legal and regulatory provisions, since the disclosure obligations set forth in CVM Resolution No. 80/2022 reflect central concerns of the capital

market rules and cannot be excluded by arbitration agreements, arbitration chamber regulations or by any other agreement.

More information regarding the new CVM Resolutions can be found in the link below:

<https://tinyurl.com/4wsx2hz5>