



## LUPATECH S.A. – EM RECUPERAÇÃO JUDICIAL

CNPJ/MF nº 89.463.822/0001-12

NIRE 35.3.0045756-1

Public Company of Authorized Capital – BMF&BOVESPA New Market

### MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS 002/2017

1. **DATE, TIME AND PLACE:** Held on April 27, 2017 at 10 a.m., at the Company's office located in the City of São Paulo, State of São Paulo, at Rua Alcides Lourenço da Rocha, nº 167, 8<sup>th</sup> floor, Conjunto 81, Brooklin, CEP 04571-110.
2. **CALL AND ATTENDANCE:** As per to the attendance of all members of the Board of Directors the call was dismissed. Thus, in view of the quorum for installation and resolutions, as provided in Article 22, third paragraph, of the Company's Bylaws, the meeting was installed.
3. **BOARD:** Celso Fernando Lucchesi - Chairman; Ricardo Doebeli - Secretary.
4. **AGENDA AND RESOLUTIONS:** After discussion of the agenda, which was previously known of all, pursuant to the Company's Bylaws, the Board of Directors decided and approved, by unanimous vote and without any restrictions.
  - a. the dismissal to be effective as of April 28<sup>th</sup>, 2017 of Mr. **EDSON ANTONIO FOLTRAN**, Brazilian, divorced, business administrator, bearer of the identification card RG nº 7.621.056-X (SSP/SP) and enrolled before the Individual Taxpayer Registry (CPF/MF) under n.º 069.455.748-06, with professional office in the City of São Paulo, State of São Paulo, at Rua Alcides Lourenço da Rocha, nº 167, 8<sup>th</sup> floor, Brooklin Novo, CEP 04571-110 of the position as Officer without specific designation of the Company;
  - b. accept the resignation to be effective as of May 5<sup>th</sup>, 2017 of Mr. **RICARDO DOEBELI**, Brazilian, married, business administrator, bearer of the identification card RG n.º 36.541.091-3 (SSP/SP) and enrolled before the Individual Taxpayer Registry (CPF/MF) under n.º 612.727.019-72, with professional office in the City of São Paulo, State of São Paulo, at Rua Alcides Lourenço da Rocha, nº 167, 8<sup>th</sup> floor, Brooklin Novo, CEP 04571-110 of the position as Chief Executive Officer and Investor Relations Officer.
  - c. the election of new Officers of the Company, for a one (1) year term, to be extended up to the election of new members, as the following: **(i) as Chief Executive Officer and Investor Relations Officer**, Mr. **RAFAEL GORENSTEIN**, Brazilian, married, engineer, bearer of the identification card RG nº 07.665.638-8 (SSP/RJ) and enrolled before the Individual Taxpayer Registry (CPF/MF) under n.º 109.628.718-85, and **(ii) Officer without specific designation**, Mr. **PAULO PRADO DA SILVA**, Brazilian, married, engineer, bearer of the identification card RG nº 6.276.307-6 (SSP/SP) and enrolled before the Individual Taxpayer Registry (CPF/MF) under n.º 046.318.928-03, both with professional office in the City of São Paulo, State of São Paulo, at Rua Alcides Lourenço da Rocha, nº 167, 8<sup>th</sup> floor, Brooklin Novo, CEP 04571-110.



The executive officers just elected declared under the penalties of law that they are not prevented from exercising the company administration, by especial law or on account of criminal conviction or for being under the effects thereof, to a penalty that prohibits, even if temporarily, the access to public positions; or for crime of bankruptcy, betrayal of trust, bribe or graft, concussion, embezzlement, or against people's savings, against the Brazilian financial system, against the norms for defense of competition, against consumption relationships, public faith or property and, further, they execute the declaration set forth in article 147, §4 of Law No. 6,404, of December 15, 1976, as amended, and in Instruction CVM No. 367, of May 29, 2002.

- d. pursuant to article 23, item XXIII of Company's Bylaws, to approve the engagement of **Crowe Horwath Macro Independent Auditors** as the Company's independent auditor for the 2017 fiscal, as per the proposal presented to the Board of Directors.
  - e. pursuant to article 23, item XXIII of the Company's Bylaws, to approve the filling and initiation of the arbitration proceeding against GP INVESTMENTS and its vehicles, claiming damages and compensation for all loses and expenses incurred by the Company due to contingencies arising out of the acquisition of the Brazilian Companies of the San Antonio Group that were disclaimed in the Investment Agreement entered between the parties in April 2012, and
  - f. to authorize the Company's managers to take all measures and perform the necessary acts regarding the effectiveness of the approved matters, as well as to ratify all the acts already performed.
5. **CLOSING:** There existing no further matters to be discussed, the Meeting was closed, and the present minutes drawn up which, after being read and found to be in order, was signed by all the attendants. São Paulo, April 27, 2017. Celso Fernando Lucchesi, Chairman; Ricardo Doebeli, Secretary; Members of the Board: Celso Fernando Lucchesi, Ricardo Doebeli, Rafael Gorenstein, Carlos Mario Calad Serrano and Simone Anhaia Melo.

I hereby declare that this is a true copy of the minutes drawn up in the book.

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Ricardo Doebeli  
Secretary