

USINAS SIDERÚRGICAS DE MINAS GERAIS S/A – USIMINAS

CNPJ: 60.894.730/0001-05

NIRE: 313.000.1360-0

BYLAWS

CHAPTER I - Name, Purpose, Main Offices, Duration - Article 1 – Usinas Siderúrgicas de Minas Gerais S.A. – USIMINAS is an open capital company that will be governed by the present Bylaws and by the legislation in effect. **Sole Paragraph** – The Company, its shareholders, management and members of the Fiscal Council are also subject to the provisions set forth by the Regulation of Corporate Governance Level 1 from BM&FBovespa S.A. – *Bolsa de Valores, Mercadorias e Futuros*. **Article 2** – The Company has as its purpose the development of steel industry and sale of its products and sub-products, and may also execute port activities for itself or to third parties, import and export and practice other industrial, commercial and service provision activities of any nature, whether correlated or not. **Sole Paragraph** – The Company may, at criteria of the Board of Director, participate in other companies or enterprises of any nature, in Brazil or abroad. **Article 3** – The Company has its main offices and venue in Belo Horizonte, capital of the State of Minas Gerais, and may open, in Brazil or abroad, affiliates, offices, representations and any other establishments, at the criteria of the Board of Directors. **Article 4** – The Company is of undetermined duration. **CHAPTER II – Share Capital and Shares - Article 5** – The Company's Share Capital is R\$12.150.000.000,00 (twelve billion, one hundred and fifty million reais), divided into 1.013.786.190 (one billion, thirteen million, seven hundreds and eight six thousands, one hundred and ninety) shares, where 505.260.684 (Five hundred and five million, two hundred and sixty thousands and six hundred and eighty four), are common shares, 508.438.474 (five hundred and eight million, four hundred and thirty eight thousands, four hundred and seventy four) are class A preferential shares and 87.032 (eighty seven thousands, thirty two) are class B preferential shares, all registered, no par value. **1st Paragraph** – The Company is authorized to increase its share capital by Board of Directors' deliberation, notwithstanding Bylaw changes, exclusively by issuance of 50.689.310 preferred shares of existing class. **2nd Paragraph** – In the case envisaged in the previous paragraph, the Board of Directors shall be in charge of establishing the issuance price, the number and class of the preferred shares to be issued, as well as the term and conditions for paying up. **3rd Paragraph** – The Board of Directors may resolve for issuing the subscription bonus in preferred shares of existing class. **4th Paragraph** – Within the limit of authorized share capital and according to the plans approved by the Shareholders Meeting, the Board of Directors may grant share purchase or subscription of shares option of preferred shares of existing class to its directors, officers and employees as well as to the directors, officers and employees of others companies controlled directly or indirectly by the Company, with no pre-emption rights to the shareholders. **5th Paragraph** – It is forbidden for the company to issue profit-sharing bonds. **Article 6** – Each common share has the right to 1 (one) vote at Shareholders Meetings. **1st Paragraph** – Preferred shares are not entitled voting rights, but shall grant to its holders, the following rights and advantages: (i) dividends 10% (ten per cent) greater than those assigned to common shares, and (ii) the right to participate, under equal conditions with common shares, in any bonus issues voted in a Shareholders Meeting. **2nd Paragraph** - Besides the provided in the previous paragraph, holders of class B preferred shares shall have priority in the reimbursement of capital, without the right to premium, should the Company go into liquidation. Holders of class A preferred shares shall have the same priority, however, only after the priority given to class B preferred shares has been seen to. **3rd Paragraph** – Class B preferred shares may, at any time and under the shareholder's exclusive criterion, be converted into class A preferred shares. Preferred shares of both classes cannot be converted into common shares. **4th Paragraph** – The issuance of new shares may be undertaken without being prorata to the species and classes of the outstanding shares. **5th Paragraph** - The institution where the registered shares are deposited is authorized to charge the cost of the transference service from the shareholder, subject to the maximum limits set by the Brazilian Securities Commission (CVM). **CHAPTER III – Shareholders Meeting - Article 7** – The Shareholders Meeting bears its attributions and powers set forth in the Law and shall ordinarily meet, within the first four months, following the closing of the financial year, to deliberate on the matters

envisaged under article 132 of Law nº 6404/1976 and, extraordinarily, whenever Company interests so require. **1st Paragraph** – The Extraordinary Shareholders Meeting and the Ordinary Shareholders Meeting may be cumulatively convened and held at the same venues, date and time, and documented in a sole Minute. **2nd Paragraph** – The Shareholders Meeting shall be convened by the Board of Director by the deliberation of the majority of its members, or still in the cases envisaged under to sole paragraph of article 123 of Law nº 6404/1976. **3rd Paragraph** – The documents pertaining to the matters to be discussed at the Shareholders Meeting shall be made available to the shareholders at the Company headquarters, on the date of publication of the first call notice, except for the cases in which the standing law or regulation requires their availability in a longer timeframe. **Article 8** – Except for the cases envisaged in the law, the Shareholders Meeting shall be installed, at first call, with the attendance of shareholders representing a quarter of the capital stock with voting rights; at second call, the Shareholders Meeting shall be installed with any number of attendees. **1st Paragraph** - The Extraordinary Shareholders Meeting which bears as object the amendment of this Bylaw shall be installed, at first call, with the presence of shareholders who represent two-thirds of capital stock with voting rights, but may be installed at second call with any number of attendees. **2nd Paragraph** – The shareholders, in order to attend the Shareholders Meetings, shall present, in addition to an identity document, within a minimum of 48 (forty-eight) hours in advance, (i) proof of shares hold by him/her issued by the scriptural institution within 5 (five) days preceding such Meeting; (ii) instrument of mandate which meets the requirements sets forth under article 126 of Law nº 6404/1976; and/or (iii) concerning the shareholders participating in the nominal share fungible custody, a balance statement bearing the pertinent shareholding, issued by the competent entity. **3rd Paragraph** – The Meetings shall be presided by the Company’s Chairman of the Board of Directors or, in the latter’s absence, by any other director present. If none of the members of the Board of Directors is present at the meeting, the Shareholders Meeting shall be presided by any shareholder or any representative of a shareholder present at that meeting. The Chairman shall invite, from the attendees, one or more secretaries to the Table. **4th Paragraph** – Shareholders Meeting resolutions shall be taken by majority of attendees’ votes, blank votes not being computed, except for the cases envisaged in the law, as well as the votes cast in violation to the shareholders agreement filed in the Company’s headquarters, in accordance with article 26 of these Bylaws. **5th Paragraph** – The Shareholders Meeting shall only be able to deliberate on issues on the agenda, found in the pertinent call, being voided the approval of issues under generic heading. **6th Paragraph** – Minutes of the meeting shall be drawn up on the Shareholders Meeting works and resolutions which shall be signed by the Table and by the shareholders attending. **CHAPTER IV – Administration - Section I – General Provisions - Article 9** – The Company shall be administered by the Board of Directors and by the Board of Officers. **1st Paragraph** – The assumption of office will be formally installed by signing a deed in the adequate book, signed by the officer taking charge, being waived any management guarantee. **2nd Paragraph** – The investiture of the members of the Board of Directors and Board of Officers is subject to prior subscription of the Management Consent Term, as set forth in the Regulation of Corporate Governance Level 1 from BM&FBovespa S.A. – *Bolsa de Valores, Mercadorias e Futuros*, as well as the fulfillment of the applicable legal requirements. **3rd paragraph** - The officers shall remain in office until their replacements take over. **4th Paragraph** –The Company’s officers shall have a solid reputation and cannot be elected, unless waived by the Shareholders Meeting, the one who: (i) holds positions in companies that could be considered competitors of the Company, or (ii) has or represents conflicting interests with the Company. **Article 10** – The officers remuneration shall be set by the Shareholders Meeting. **Sole Paragraph** – The Shareholders Meeting may set a global amount to be distributed among the officers, in which case the Board of Directors will be in charge of such distribution. **Article 11** – The Company’s bodies shall function with the presence of at least 2/3 (two thirds) of its elected members, on a first call, and with simple majority on a second call. The person chairing the works shall have, besides his/her personal vote, the tiebreaker vote. **Section II – Board of Directors - Article 12** – The Board of Directors shall be comprised by up to 15 (fifteen) effective members and up to an equal number of alternates. The sitting members and the alternates of the Board of Directors shall be elected by the Shareholders Meeting and may be dismissed at any time by resolution of the Shareholders Meeting, considering that each shareholder or group of shareholders which elects one or more effective members of the Board of Directors shall have the right to elect up to an equal number of alternates. In the event of election of more than one alternate member of the Board of Directors by

a shareholder or group of shareholders, the respective shareholder or group of shareholders shall indicate the order of replacement to be found among the alternates in case of absences and impediments of the effective members, for purposes of paragraph 5 of this Article 12. **1st Paragraph** – One of the effective members shall always be a representative of the Company's employees. Such representative shall be indicated by Caixa dos Empregados da Usiminas as long as it holds at least 5% (five percent) of the common shares. Through the multiple voting procedure, the shares from Caixa dos Empregados da Usiminas shall only take part in the election to fill other vacancies in the Board if there is an excess of votes after the position to which Caixa dos Empregados da Usiminas is entitled is filled. **2nd Paragraph** – The Shareholders Meeting shall choose one of the elected members of the Board of Directors to preside it. **3rd Paragraph** – The positions of Chairman of the Board of Directors and of Chief Executive Officer may not be held jointly by the same person, except in the cases of vacancy, which shall be specific disclosed to the market and for which the measures for filling the pertinent positions within a maximum term of 180 (one hundred and eighty) days should be taken. **4th Paragraph** – The mandate of the Board of Directors members is for 2 (two) years, reinstatement being admitted. **5th Paragraph** – At the Board of Directors meeting, each effective member, if impeded or absent, shall be replaced by an alternate member who has been elected by the same shareholder or shareholders group which elected the impeded or absent effective member, subject to, if applicable, the replacement order set by the respective shareholder or shareholders group in the election of the alternate members, under the terms of the head provision of article 12 of these Bylaws . **6th Paragraph** - In his absence, the Chairman of the Board shall indicate among the other effective Directors the one that will act as substitute. His substitute will, then, act as simple Director, subject to the rule of paragraph 5th above (if applicable). In case of impediment or vacancy, the Board will indicate its new Chairman, in the manner set in this article. **7th Paragraph** - In case of vacancies that reduce the Board of Directors to a number lower than the majority of its elected members, a Shareholders meeting shall be called to elect the substitutes, which shall complete the mandate of those substituted. **Art. 13** – It is of competency of the Board of Directors to: **a)** elect and remove the members of the Board of Officers and set their attributions, in the manner of these Bylaws; **b)** inspect the officers' management, examine, at any time, the Company's books and papers, and request information on any contracts and acts that involve or that may involve the Company; **c)** deliberate upon calling the Shareholders Meetings, as determined by law; **d)** manifest on the Management Report and accounts of the Board of Officers; **e)** set the Company's general business orientation, setting the basic guidelines for executive action, including with regards to technical aspects of production, sales, personnel and financial administrative management, and expansion, and care for their strict compliance; **f)** establish criteria to control the Company's business performance; **g)** approving the annual and pluriannual budgets, the expansion projects and the investment programs, as well as following up their putting in place and performance; **h)** approve the Company's administrative structure and establish its salary policy; **i)** authorize the acquisition or sale, by the Company, of equity participation in other companies, independently of the amount involved in the transaction, as well as guiding the Usiminas representatives' vote at meetings of the competent bodies of the Companies in which the Company holds equity interest referring to (i) sale or burdening of permanent assets of the company in which the Company holds equity interest whose book value is greater than R\$ 50,000,000.00 (fifty million reais) either in a single transaction or in a series of combined or related transactions, (ii) investments to be made by the company in which the Company holds equity interest whose forecast value is greater than R\$ 50,000,000.00 (fifty million reais) either in a single transaction or in a series of combined or related transactions, (iii) financing or loan operations of the company in which the Company holds equity interest whose value is greater than R\$ 50,000,000.00 (fifty million reais) either in a single transaction or in a series of combined or related transactions, (iv) merger, incorporation, buy-out operations, and other forms of corporate restructuring involving the company in which the Company holds equity interest, regardless of the amount involved; **j)** In accordance with the dispositions of item k of this Article 13, approving the sale or burdening of permanent assets, the acquisition of permanent assets, the obtaining of loans, financing, and other financial commitments, the granting of guarantees, and the execution of any agreements whenever the value of the assets sold, burdened, or acquired, of the loans, financing or financial commitments obtained, of the guarantees provided or of the contracts executed exceeds R\$ 50,000,000.00 (fifty million reais) either in a single transaction or in a series of combined or related transactions; **k)** approving the obtaining or

granting of loans or financing, granting of guarantees, or approval of any act which results in the increase of Company indebtedness to a value which exceeds 2/3 (two thirds) of its shareholders' equity; **l)** authorizing any investment or capital expenditure the forecast value of which exceeds R\$ 50,000,000.00 (fifty million reais), to be accrued in a single transaction or in a series of combined or related transactions, as well as the variations above 10% (ten per cent) of the value initially authorized by the Board of Directors; **m)** authorizing the participation in consortia of any nature or the execution of comprehensive strategic alliance contracts; **n)** authorize negotiation by the Company of shares issued by it; **o)** authorizing the issuance of simple debentures, non-convertible into shares and without security guarantee, as well as, by Shareholders Meeting delegation, deliberating on the opportunity of debenture issuance, on its mode of subscription or placement, on the type, on the time and payment conditions of interest, on participation in profits and on the debenture reimbursement premium, if such is the case, and on the time and conditions of maturity, amortization, and redemption; **p)** establishing the terms and conditions for the issuance and placement of "commercial papers" and other types of securities, the issuance of which does not comprise an exclusive competence of the Shareholders Meeting, as long as (i) meant for primary or secondary public distribution or (ii) be convertible or grant right to acquisition or subscription of Company-issued shares; **q)** ratify the internal audit plan; **r)** approve the nomination, proposed by the Executive Board, of the person in charge of Internal Audit, who must be a Company employee, legally qualified, connect to the President of the Board of Directors; **s)** choose and remove independent auditors, as well as to authorize their retainment to provide any other service not directly related to the auditing services; **t)** establish tax incentive application policy; **u)** authorize the opening, transference or closing of offices, affiliates, facilities or other Company establishments; **v)** approve the nomination of the General Secretary, who will be a Company employee, as proposed by the Board of Officers; **x)** deliberate on dividend distribution based on the profit verified in annual or interim statement and/or interest over self owned capital, which should be ratified by the Shareholders Meeting; **y)** approve any business or transaction involving, on the one hand, the Company or companies controlled by it, and, on the other hand, Related Parties, as per definition envisaged in the first paragraph of this article; **z)** deliberate on the creation, alteration and/or extinction of benefit plans that may affect the actuarial calculation of Caixa dos Empregados da Usiminas; **aa)** approving the drawing up and changes to the Material Information Disclosure Policy, to the Company-issued Security Trading Policy, to the Company Financial Policy and to the Company Code of Conduct; and **bb)** approving the Internal Regulations ruling on the issues pertaining to its operation not-envisaged in these Bylaws. **1st Paragraph** – For the purposes of the provisions of item "y" of the heading of this article, Related Parties are understood as: a) any Company shareholder member of the controlling group, or who holds shares representing more than 5% (five per cent) of the voting or total capital; b) any Company managers, sitting members or alternates, or managers of the shareholders mentioned under item "a" above, as well as their respective spouses and relatives up to the second degree; c) any controlled, controlling, associated company, or under common control of any of the persons mentioned under items "a" and "b" above. **2nd Paragraph** – In case, in a certain business or transaction set forth in the provisions under item "y" of the heading of this article, the Related Party is a member of the Board of Directors or shareholder who bears any link with a member of the Board of Directors, it may not take part in the resolution related to such business or transaction, and such circumstance shall be indicated on the minutes of the meeting of the Board of Directors. In this case, such member of the Board of Directors shall be considered for determination of the installation quorum of the Board of Directors meeting, but it shall not be considered for determination of the deliberation quorum regarding the business or transaction in question. **3rd Paragraph**- The grant of loans, by the Company, to its managers, the members of the controlling group or to any person to them, directly or indirectly related, is forbidden. **Article 14** – The Board of Director shall meet, ordinarily, four times a year, and, extraordinarily, whenever needed for corporate interests, or according to calendar previously set by the Board. **1st Paragraph** - The Board of Directors will meet when called upon by the Chairman of the Board or the majority of its members. **2nd Paragraph** – The meetings shall be called by means of a written notice, containing the time, date and venue of the meeting, as well as a brief description of the matters in the agenda, sent to each Board Member with a minimum advance notice of 5 (five) business days from the date of the meeting. **3rd Paragraph** – The information referring to the matters to be resolved at the Board of Directors' meetings shall be forwarded to the Board members with a 10 (ten) days advance notice, in the case of Ordinary

Meetings, and together with the call, in the case of extraordinary meetings. **4th Paragraph** – The meetings of the Board of Directors shall be chaired by the Chairman and a Secretary shall be appointed by him, and the deliberations shall be taken by the majority of votes of the present members of the Board of Directors, subject to the 2nd paragraph of article 13 hereof. **5th Paragraph** – When the sitting member and his alternate are absent, an early written vote by the absent Board member shall be accepted, as long as previously presented for filing at Company head office. **6th Paragraph** – The meetings of the Board may be held by a telephone conference, video conference, or by any other means of communication which allows for the identification of the Board member and simultaneous communication with all the other persons attending the meeting. **7th Paragraph** – Notwithstanding the formalities envisaged in these Bylaws, a meeting in which all Board of Directors members participate either personally or in the forms envisaged under the previous paragraphs, shall be deemed regular. **8th Paragraph** – Minutes of the Boards' meetings will be drawn up, to which the legal provisions regarding Shareholders Meetings shall apply. **Article 15** – In order to better execute its functions, the Board of Directors may create committees with defined goals, made up by people designated by it, among directors, officers, employees, shareholders representatives, external consultants and other people connected, directly or indirectly, to the Company. **1st Paragraph** – The Board of Directors shall necessarily comprise an Audit Committee, with the purpose of aiding it in the discharging of its attributions, as to: (i) inspecting the quality and consistency of the financial statements and of the accounting procedures; and (ii) the appreciation of issues pertaining to the internal control system, to the business risks, and to the internal and independent audits, and to the adoption, by the Company, of satisfactory corporate governance standards. **2nd Paragraph** – The Audit Committee is specifically in charge of: a) proposing to the Board of Directors the adoption of measures meant to enhance the performing of the activities listed under the first paragraph of this article; b) reviewing the annual and quarterly financial statements drawn up by the Company, including explanatory notes, management reports and independent auditor's opinion, carrying out the recommendations it deems necessary to the Board of Directors; c) evaluating the effectiveness of the internal control structure and of the independent and internal audit processes, presenting the recommendations for enhancement it deems necessary; d) following-up the results of the Company's internal audit, even verifying the compliance with the legal and regulatory provisions applicable to the Company, in addition to the rules and internal conduct codes, on the part of the officers, employees and third parties hired by the Company; e) recommending to the Board of Directors the entity to be hired for providing independent audit services, as well as its replacement; f) providing an opinion on the proposal, to be submitted to the Board of Directors, of hiring the independent auditors to provide any other service not directly related to the auditing services; g) appraising the compliance with the recommendations made by the independent or internal auditors; and h) ensuring the existence of a system for identification, appraisal and management of the main risks involved in Company activities, with plans to monitor and minimize possible vulnerabilities or failures in internal controls. **3rd Paragraph** – The Audit Committee shall be comprised of, at minimum, 3 (three) and, at most, 5 (five) members, all elected by the Board of Directors. At least one of the members of the Board of Directors shall also be a member of the Audit Committee. **4th Paragraph** – The officers and employees of the company or of its controlled companies shall not be members of the Audit Committee. **5th Paragraph** – The members of the Audit Committee shall have a term of office of 2 (two) years, reelection being accepted. **6th Paragraph** – In case of vacancy of any of the positions of the Audit Committee, the Board of Directors shall be in charge of electing the persons who shall complete the terms of office of the members replaced. **7th Paragraph** – The Audit Committee shall approve, by majority of votes of its members, the Internal Regulations ruling on the issues pertaining to its operation not-envisaged in these Bylaws. **Section III –Board of Officers - Article 16** – The Board of Officers, whose members, elected and subject to destitution at any moment by the Board of Directors, shall be composed of a Chief Executive Officer and more than 2 (two) to 6 (six) Officers and term coinciding with those of the members of the Board of Directors, reelection admitted. **Article 17** – The Chief Executive Officer, in his or her absences or temporary impediments, will be replaced by one of the Officers who has been previously designated by him or her. That same Officer shall replace him/her, temporarily, in case of vacancy, until the Board of Directors elects his definitive replacement for the remainder of the mandate. **Sole Paragraph** –The Officers, in cases of absence or temporary impediment, shall be replaced by employees designated by the Chief Executive Officer. In case of

vacancy, the Board of Directors will elect his/her definitive replacement, for the remainder of the term of office. **Article 18** – Subject to the provisions hereof and applicable law the Board of Officer shall have full power to carry out the actions needed to achieve the corporate purposes and to represent the Company actively and passively in or out of court, while observing all the relevant legal or statutory dispositions and the decisions taken by the Shareholders Meeting and by the Board of Directors. **Article 19** - It is the Board of Officers' competency, by a majority of votes of its members at meetings that shall take place at least once a month and to which are applicable, **mutatis mutandis**, the provisions in paragraphs 1st to 8th of article 14, above: **a)** approve the Company's basic organization and Internal Regulations; **b)** issue norms and regulations for good functioning of services, subject to the provided in these Bylaws and in the Internal Regulations; **c)** maintain general control over the execution of its decisions, as well as assess the Company's activity results; **d)** authorizing, in compliance with the competence assigned to the Board of Directors by items (i) to (l) and (y) of art. 13, above, all acts regarding sales, acquisitions or burdening of the Company's permanent assets, the taking on of loans, financing and other financial commitments, the granting of guarantees, the execution of contracts and the performing of capital expenditures, including and especially the acquisition, sale, swap and lease of movable and immovable assets not used in its Plants; **e)** prepare, to be submitted to the Board of Directors, the annual and multi-annual budgets, expansion and modernization projects and investment plans; **f)** approve salary tables, career plans and personnel composition; **g)** prepare the Annual Administration Report, Financial Statements and other documents to be presented to the Board of Directors, for submission to the Ordinary Shareholders Meeting; **h)** propose to the Board of Directors the opening, transference or closing of offices, affiliates, facilities or other establishment, in Brazil or abroad; **i)** deliberate over other matters that are not included in the privative competence of its members, neither of the Shareholders Meeting nor of the Board of Directors. **Article 20** – It is of the Chief Executive Officer's exclusive competence to: **a)** preside over the Board of Officers' meetings, where, besides his/her vote, he/she shall have the tiebreaker vote; **b)** represent the Company in singular acts of representation, in court or outside of it, and may designate another director for that function; **c)** coordinate and guide the activities of all other officers, within their respective areas of competence; **d)** assign, to any of the Officers, special activities and tasks, apart from those ordinarily assigned to them; **e)** assure that the deliberations of the Board of Directors and of the Board of Officers are carried out. **Article 21** - The Board of Directors shall be in charge of setting the ordinary attributions of each Officer elected by it. **Sole Paragraph** –The Board of Directors shall necessarily attribute the position of Investors Relations Officer to one of the members of the Executive Board. **Article 22** –As a general rule and with the exception of the cases mentioned in the following paragraphs, the Company is validly obligated to the following, providing it is represented by 2 (two) members of the Board of Officers, or by 1 (one) member of the Board of Officers and 1 (one) proxy, or by 2 (two) proxies, within the limits of the respective mandates. **1st Paragraph** – Acts that require previous authorization by the Board of Directors under these Bylaws may only be practiced one that preliminary condition is fulfilled. **2nd Paragraph** – In acts and instruments which involve responsibilities for amounts equal to or more than 0.5% (five-tenths of one per cent) of the corporate capital, the signature of the Chief Executive Officer along with that of an Officer or proxy, is mandatory. **3rd Paragraph** – The Company may be represented by just one member of the Board of Officers or proxy: **a)** in the case of obligations to be assumed abroad, as long as that singular representation has been approved by the Board of Directors; **b)** when it involves the receipt and settlement of amounts due to the Company, issuing and trading, including the endorsement and discount of receivable sales invoices, as well as correspondence which does not create obligations for the Company, and the practice of acts of simple routine administration, including those related to the public authorities in general, regulatory bodies, public companies, mixed capital companies, Boards of Trade, Labor Courts, the Brazilian Social Security (INSS), Employees Compensation Fund (FGTS) and its collecting banks and others of a similar nature. **4th Paragraph** –The Board of Directors may authorize the practice of other acts that bind the Company by just one member of the Board of Officers or proxy, or still, by adopting competency limitation criteria, limit, in certain cases, the Company's representation to just one member of the Board of Officers or one proxy. **5th Paragraph** – In naming proxies, the following rules should be observed: **a)** all proxies must be previously approved by the Board of Officers or, if not, granted by the Chief Officer jointly with an Officer; **b)** when the proxy is for the practice of acts that require previous authorization from the Board of Directors, it can only be

granted if this authorization is obtained, which should be mentioned in its text; **c)** except for judicial representation or similar, all proxies will be granted for a determined period of time, not over a year, and shall have limited powers. **6th Paragraph** – Acts practiced in disregard of this Article's rules will be null and will not generate liability for the Company. **CHAPTER V – Conselho Fiscal - Article 23** – The *Conselho Fiscal*, with the powers of the law and of permanent operation, shall be comprised of 3 (three) to 5 (five) sitting members and 3 (three) to 5 (five) alternate members, elected by the Shareholders Meeting. **1st Paragraph**– The *Conselho Fiscal* members shall be elected at the Ordinary Shareholders Meeting, and their terms shall always end at the Ordinary Shareholders Meeting of the financial year subsequent to his or her election, reinstatement being admitted. **2nd Paragraph** – The *Conselho Fiscal* shall elect its Chairman from among its members, who shall be in charge, notwithstanding the individual attributions of each member provided by law, of representing the *Conselho Fiscal* before the other company bodies, organizing and coordinating its activities. **3rd Paragraph** – The Shareholders Meeting which elects the *Conselho Fiscal* shall assign their specific remuneration. **4th Paragraph** – The *Conselho Fiscal* may approve, by majority of votes of its members, Internal Regulations ruling on the issues pertaining to its operation. **CHAPTER VI – Corporate Year - Article 24** –The Corporate Year shall begin on January 1 and end on December 31 of each year. **1st Paragraph** – At the end of each corporate year the Board of Officers will prepare, observing all the relevant legal requirements, the following financial statements: **I** – equity balance; **II** – statement of net equity changes; **III** – statement of the year's results; **IV** – cash flow statement; and **V** – statement of added value. **2nd Paragraph** Along with the annual financial statements, the Board of Directors shall present its recommendations to the Ordinary Shareholders Meeting for the appropriation of net income, subject to the provisions of these Bylaws and the law. **3rd Paragraph** – The amount corresponding to 5% (five per cent) of the financial year net profit shall be allocated to Legal Reserve comprised, up to a limit of 20% (twenty per cent) of the Company capital stock. **4th Paragraph** –The Board of Directors may propose, and the Shareholders Meeting deliberate, to deduct from the year's net profit, after constitution of the legal reserve, an installment in an amount not over 50%(fifty percent) to constitute a Reserve for Investments and Floating Capital, which shall be subject to the following principles: **a)** its constitution shall not jeopardize the shareholders' right to receive payment of the mandatory dividend foreseen in paragraph 5th, below; **b)** its balance cannot overpass 95% of the corporate capital; **c)** the reserve has as a purpose to assure investments in permanent assets, or increase the floating capital, including through amortization of the Company's debts, regardless of profit retentions bound to the capital budget, and its balance may be used **i)** in the absorption of losses, whenever needed; **ii)** for dividend distribution, at any time ; **iii)** in operations of redemption, reimbursement or purchase of shares, as authorized by law; **iv)** for incorporation to the Corporate Capital, including through bonuses in new shares. **5th Paragraph** - Of the net income of the corporate year, adjusted according to the following items, 25% (twenty five per cent) shall be paid in dividends to the shareholders and preferred shareholders will receive dividends which are 10% (ten percent) higher than those attributed to the common shares; **i)** accrual of the following amounts:- resulting from the reversion, during the year, of contingency reserves previously formed; - resulting from the realization, during the year, of profits that had being previously transferred to the reserve realizable profits; **ii)** decrease of amounts destined, during the year, to the constitution of the legal reserve, contingency reserve and reserve of realizable profits. The amount thus calculated may, at criteria of the Shareholders Meeting or of the Board of Directors, depending on the case, be paid on account of the profit that served as basis for its calculation or from preexisting profit reserves. **6th Paragraph** – Since allocations mentioned under paragraphs 3, 4, and 5 are complied with, the Shareholders Meeting may resolve to retain a parcel of the net profits of the fiscal year envisaged in a previously-approved capital budget, in the form of article 196, Law n° 6404/1976, with the remainder to be distributed to the shareholders as complementary dividend. **7th Paragraph** - The amount of interest paid or credited, as remuneration of self owned capital under the terms of article 13, letter "x" of these Bylaws, may be ascribed to the amount of the dividends to be distributed by the Company, and will become an integral part of them for all legal effects. **8th Paragraph** –The Shareholders Meeting may grant to the officers a share in the profits, subject to the relevant legal limits. It is a condition for payment of such share the attribution to the shareholders of the mandatory dividend aforementioned in paragraph 5th. Whenever bi-yearly financial statements are prepared and interim dividends are paid based on this in an amount equal to at least 25% (twenty-five per cent) of the net

income of the period, calculated under the terms of aforementioned § 45th, a participation in the bi-yearly profit may be paid to the Executive Board, by deliberation of the Board of Directors, to be ratified by the Shareholders Meeting. **9th Paragraph** –The Shareholders Meeting may deliberate to distribute dividends at any time out of pre-existing profit reserves or retained earnings from previous years. **10th Paragraph** – The Company may prepare half-yearly or shorter period financial statements. The Board of Directors may deliberate on the distribution of dividends on account of profit calculated within those statements. The Board of Directors may, still, declare interim dividends on account of profit within the last annual financial statement. **11th Paragraph** – The Shareholders Meeting may deliberate on the capitalization of reserves that are already constituted. **12th Paragraph** – Dividends not claimed within three years are foreclosed in favor of the Company. **CHAPTER VII - Liquidation - Article 25** –The Company shall go into liquidation in the cases prescribed by law or by decision of the Shareholders Meeting. **Sole Paragraph** – The Shareholders Meeting is competent to establish the form of liquidation, appoint the liquidator and the members of the Audit Committee, which shall function during the liquidation period, fixing their respective fees. **CHAPTER VIII - Temporary Provisions - Article 26** - The Company shall comply with the shareholder agreements duly filed at its headquarters, and in case of violation of any such shareholder agreements, will be prohibited (i) the registration of transfer of shares, and (ii) the statement of votes cast in General Meetings and meetings of the Board of Directors. **Article 27** – As holder of at least 10% (ten percent) of the Company's ordinary capital, the shareholder Nippon Usiminas Co. Ltd. has the right to fill one of the vacancies for effective members of the Board of Directors, referred to in article 12, above. In this case, Nippon Usiminas Co. Ltd. will be subject to the same restrictions from its 1st paragraph, *in fine*, as the shareholder Caixa dos Empregados da Usiminas. **Article 28** - In relation to the resolutions approved at the Company's Extraordinary Shareholders Meetings to be held until April 14th, 2012 and that enable the exercise of appraisal rights by dissenting shareholders, the reimbursement amount to be paid by the Company shall be stipulated based on the economic value of Company, to be set by appraisal, carried out by three experts or specialized firm appointed by the Board of Directors and chosen by the Shareholders Meeting in a resolution passed by absolute majority of votes, subject to the provisions of Article 45 of Law No. 6404/1976.