

ANNEX XV

MINUTES OF THE GENERAL MEETING FOR THE ESTABLISHMENT OF SPE PARQUE TECNOLÓGICO CAPITAL DIGITAL S.A.

Date, Time and Venue: XX XX, 2013, at XX:XX a.m./p.m., at the headquarters, located at (insert address).

Attendance:

Attended by all founding shareholders of this Special Purpose Company (SPE), as reflected in the Shareholders Attendance Book, as follows:

FEDERAL DISTRICT DEVELOPMENT AGENCY – TERRACAP, a state-owned enterprise registered with Junta Comercial do Distrito Federal [Federal District Board of Trade] with No. 5350000034-8, with CNPJ No. 33.359.877/0001-73, with corporate office located at Setor de Áreas Municipais – SAM, Bloco “F”, Brasília, Distrito Federal, Brazil, ZIP: 70.620-000, represented herein by its legal representative Mr./Mrs. **(insert name of representative in bold lowercase)**, (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), pursuant to its documents of incorporation, hereinafter called **TERRACAP**; and

(WINNING BIDDER), a private legal entity with CNPJ No. (insert number), with IE No. (insert number) and corporate office located at (insert full address, including town/city, state, country, and postal/zip code), represented herein by its legal representative Mr./Mrs. **(insert name of representative in bold lowercase)**, (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), pursuant to its documents of incorporation, hereinafter called **WINNING BIDDER**.

Call: Waived in view of the presence of all shareholders pursuant to Paragraph 4 of Article 124 of Law No. 6404/76.

Presiding board: **Chair:** (insert full name); **Secretary:** (insert full name).

Agenda: *(i)* Establishment of the Corporation; *(ii)* Subscription of Shares and Methods of Payment of Subscribed Equity Capital; *(iii)* Election of Executive Directors; *(iv)* Establishment of Amount Assigned for the Administration of the SPE; *(v)* Statement on the Performance of Duties of the Elected Executive Board; and *(vi)* Permission to Administrators.

Resolutions: After discussing the items in the Agenda, the founding shareholders of the company now being incorporated have resolved the following, by unanimous vote:

- 1) **Establishment of the Corporation:** Establishment of a privately held corporation called **SPE Parque Tecnológico Capital Digital S.A.**, to be governed by its **Articles of**

Incorporation, which are enclosed as an Annex to these Minutes, approved by the shareholders pursuant to the terms and conditions set forth in them.

2) Subscription of Shares and Methods of Payment of Subscribed Equity Capital: The founding shareholders have subscribed **2.472.879.208 (two billion four hundred seventy-two million eight hundred and seventy-nine thousand two hundred and eight)** common shares, all of which are nominative and without par value, taking the issue amount fixed at R \$ 1.00 (one real) for each share, being the equity capital equivalent to **R\$ 2.472.879.208,00 (two billion four hundred seventy-two million eight hundred and seventy-nine thousand two hundred and eight reais)** as per the **Subscription List** enclosed to these Minutes, and the manner of its payment is duly described in its **Payment List**, observed the minimum requirements set forth in Article 80 of Law No. 6404/76, in accordance with the documentation that is also enclosed to these Minutes.

3) Election of Executive Directors: The following Executive Directors have been elected to the Executive Board pursuant to the Articles of Incorporation for a term of **02 (two) years**:

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Chief Executive Officer;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Chief Financial Officer;** and

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Technical Director, Business, Science and Technology**

4) Election of Board of Directors: The following Directors have been elected to said Board pursuant to the Articles of Incorporation for a term of **three (03) years**:

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 1st Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip

code), **for the post of 2nd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 3rd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 4th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 5th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 6th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 7th Holder Adviser;****(INSERT FULL NAME IN BOLD, BLOCK LETTERS)**, (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 1stHolder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 2nd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 3rd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 4th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 5th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 6th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 7th Holder Adviser;**

5) Election of Supervisory Board: The following Directors have been elected to said Board pursuant to the Articles of Incorporation for a term of **three (03) years:**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 1st Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 2nd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 3rd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 4th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 5th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 1st Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 2nd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 3rd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 4th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 5th Holder Adviser;**

6) Election of Science and Technology Board: The following Directors have been elected to said Board pursuant to the Articles of Incorporation for a term of **three (03) years:**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and

domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 1st Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 2nd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 3rd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 4th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 5th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 6th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 7th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 8th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and

domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of 9th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 1st Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 2nd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 3rd Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 4th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 5th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 6th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 7th Holder Adviser;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and

domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 8th Incumbent Director;**

(INSERT FULL NAME IN BOLD, BLOCK LETTERS), (nationality), (marital status), bearer of Identification Card (*cédula de identidade*) No. (insert number), (insert issuing authority), with Taxpayer Identification (CPF) No. (insert number), residing and domiciled at (insert full address, including town/city, state, country, and postal/zip code), **for the post of Alternative Adviser for the 9th Holder Adviser;**

7) Establishment of Amount Assigned for the Administration of the SPE: A global budget for the administration of the SPE in the amount of **R\$X,XXX,XXX.00 (spell out in full)** has been approved, whose allocation among members shall be decided by the shareholders at the Annual General and/or Extraordinary Meeting.

8) Statement on the Performance of Duties of the Elected Executive Board: The elected Executive Directors have accepted their position and have each declared under penalty of law pursuant to paragraphs 1 to 4 of Article 147 of Law No. 6404/76 that they are aware that any misrepresentation shall be subject to criminal prosecution, and that: *(i)* they are not prevented from holding the post by special legislation or convicted of bankruptcy crime, malfeasance, bribery, graft, embezzlement against consumer relations, public faith or property, or a criminal penalty that prohibits, temporarily or otherwise, assumption of public positions, *(ii)* have an unblemished reputation, and *(iii)* does not hold office in a company that could be considered to be a direct competitor of the SPE, and do not have or represent conflicting interests with the SPE as shown in the Declaration of Acceptance of Office entered in the Book of Minutes of Board Meetings.

9) Permission to Administrators: The Directors of the SPE are hereby authorized and tasked to take any steps and actions necessary for the execution and implementation of the resolutions listed above.

During the Meeting, the Chairman of the Presiding Board declared that the company is now incorporated and ruled that the due legal procedures were recorded.

Closure: There being no further business to discuss, the meeting was adjourned for the time required to draw up these minutes which, after being read and found to be in good order, was approved and signed by all persons attending the Meeting. I hereby certify that this is a true copy of the original document and that it has been drawn up in the appropriate book.

Brasilia, DF, XXXX XX, 2013.

Chair of Presiding Board
(insert full name)

Secretary of Presiding Board
(insert full name)