

INTERNAL CHARTER OF THE EXECUTIVE BOARD OF ETERNIT S.A.

1. PURPOSE

1.1 This Internal Charter ("Charter") disciplines the functions of the Executive Board ("Executive Board") and the execution of the businesses of Eternit ("Eternit" or "Company") by the Officers in accordance with all the applicable laws, provisions of the Bylaws ("Bylaws") and the prevailing legislation.

2. SCOPE OF ACTION AND OBJECTIVES

2.1 The Officers shall execute the Company's business in accordance with all the applicable laws, Company's Bylaws, Board of Directors guidelines and this Internal Charter.

2.2 The distribution of the obligations and responsibilities among the members of the Executive Board shall be conducted in accordance with the determination of the respective decision of the Board of Directors which nominated the Executive Board and the Chief Executive Officer.

2.3 In addition to being statutory representatives of the Company, the Officers in relation to the commercial sector and the public at large are deemed as de facto representatives of the Company; for this reason, the Officers shall always act in accordance with good business customs and professional ethics.

2.4 The Officers shall exercise all their skills and personal and professional diligence in the interests of the Company to perform their functions and shall particularly,

(i) cooperate in good faith with the other bodies of the Company;

(ii) promote and follow the corporate objective of the Company and its controlled companies;

(iii) ensure the interests of the shareholders are preserved without losing sight of the interests of the other stakeholders;

(iv) act with transparency and due respect among themselves; and,

(v) act with a well-accepted ethic of leadership and social responsibility in relation to the employees of the Company.

2.5 The Chief Executive Officer shall represent the Executive Board and the Company with the public at large, more especially with the Federal, State and Municipal authorities as well as with economic associations and organizations and the press.

2.6 The Chief Executive Officer has a function of officially interacting with the Chairman of the Board of Directors and its members. Should a more significant occurrence/event arise in relation to the development of the Company, it shall be incumbent on the Chief Executive Officer to immediately report it to the Chairman of the Board of Directors.

3. COMPOSITION, MANDATE AND INSTALLATION IN THE POSITION

3.1 In accordance with the Company's Bylaws, the Executive Board is made up of at least 2 (two) and at the most 7 (seven) members, being one Chief Executive Officer, and the others with no specific designation, all subject to election and removal by the Board of Directors.

3.2 The members of the Executive Board shall have a unified term of office of 2 (two) years, re-election being permitted.

3.3 The members of the Executive Board shall be installed in their respective positions through the signature of the term of office in the specific register as well as:

(i) the Management Adherence Agreement to which the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange's Novo Mercado Listing Regulations alludes, pursuant to the Company's Bylaws.

(ii) the adherence agreement of Eternit's Manual for Disclosure and Use of Information and Securities Trading Policy; and

(iii) signature to the adherence agreement of other Manuals and/or Codes that the Company may adopt;

3.4 The members of the Executive Board shall provide a legally binding declaration of clearance and in a private act to be filed at the registered offices of Eternit.

4. GLOBAL RESPONSIBILITY OF THE EXECUTIVE BOARD AND MANAGEMENT OF THE DEPARTMENTS

4.1 The members of the Executive Board shall be jointly responsible for the management of the Company. They shall work together, cooperating among themselves, as well as mutually, to inform one another on a continuous basis of important actions and events taking place in their respective departments.

4.2 The Executive Board shall decide through Executive Board resolutions on:

(i) all matters which by law, pursuant to articles 21 to 25 of the Company's Bylaws or this Charter require a specific decision of the Executive Board,

(ii) all matters for which 1 (one) member of the Executive Board required the resolution of the Executive Board,

(iii) principal organization and business policy issues of the Company as well as the principal matters of corporate planning.

4.3 A single member of the Executive Board shall conduct and manage the department designated to him, under his own responsibility in accordance with the guidelines established by the Executive Board. If the actions or transactions of one department have at the same time affected one or more other departments, the respective member of the Executive Board shall reach an agreement with the other Officers involved. In the event of failure or delay of the Officers to reach an agreement, each member of the Executive Board shall be bound to request a resolution of the Executive Board on the matter.

4.4 Actions or transactions of one department which the Officer responsible for this department considers to be of maximum importance or which could involve greater economic risk for the

department or for the Company, shall request prior approval via resolution of the Executive Board.

4.5 Pursuant to clauses 4.3 and 4.4, should a resolution of the Executive Board not be adopted and with the purpose of avoiding the threat of immediate damage to the department or Company in the event of future delays, the necessary decision shall be approved by the accessible Officers. Should those accessible Officers be unable to reach an agreement, the Officer responsible for the department involved shall have the decisive vote. The other Officers shall be informed with immediate effect of the decision.

4.6 Each Officer shall report to the Executive Board on the actions, business transactions, events and significant progress which affect the other departments or the Company as a whole or deemed material to their department. The business actions and transactions requiring approval of the Executive Board shall be reported before hand to the Executive Board and as soon as possible.

5. DUTIES AND OBLIGATIONS

5.1 In addition to those enshrined in law and the Company's bylaws, it is the duty of all the members of the Executive Board to:

(i) conduct their activities on the Executive Board seeking to create value for the Company and for protecting the long-term interests of all the shareholders;

(ii) come prepared to the meetings of the Executive Board, examination of relative documents already completed and available for discussion and to take part in the meetings actively and diligently;

(iii) when convened by the Board of Directors, come prepared to the meetings of the Committees, examination of relative documents already completed and available for discussion and to take part in the said meetings actively and diligently;

(iv) fulfill personal and professional commitments in which they are involved to evaluate if they are able to dedicate the necessary time to the activities on the Executive Board;

(v) maintain confidentiality of all and any information of the Company to which they have access due to the exercising of their

position, complying with the established practices and to which they have subscribed in the "Manual for Disclosure and Use of Information and Securities Trading Policy of Eternit S/A", in its item 3.10, which covers the theme "Insider Information and Duty of Confidentiality", as well as demanding the same confidential treatment from the professionals providing them with advisory services, using confidential information only for exercising their functions as Officers, failure to do so implying being held accountable for the act which contributed to the improper disclosure of the information;

(vi) to inform the Company as to the ownership and trading of securities issued by the company itself, by its controlling or controlled companies, in both cases, conditional on the companies being publicly held. In addition, Officers shall notify the securities which are owned by the spouse from which they are not legally separated, by a partner, by any dependent included in their annual income tax return pursuant to Article 11 of CVM Instruction 358/02.

(vii) to make a prior declaration if they have for any reason, a private or conflicting interest with the Company as to a given matter submitted for their examination, abstaining from its discussion and voting;

(viii) in exercising awareness and responsibility, to reflect systematically on their capacity to make an independent judgment; and

(ix) to ensure the adoption of good practices of corporate governance by the Company.

5.2 Members of the Executive Board may not grant, offer, approve or take a decision on financial loans, of property or rights, whether moveable and/or fixed assets, cost free and/or remunerated, to any shareholders, as well as to the members themselves of the Board of Directors and/or to the members of the Executive Board, except against a resolution of the General Meeting and in accordance with the Bylaws of Eternit, without limitation on benefits granted to the members of the Executive Board and other statutory executives or not which were guaranteed under the regular adoption of a Human Resources policy of the Company pursuant to the internal norms as established herein.

5.3 Members of the Executive Board may not trade Eternit's securities prior to the disclosure of an act or material fact with respect to the Company's businesses of which they are cognizant. The restriction is also applicable to the period of 15 (fifteen) days prior to the disclosure of the Company's quarterly (ITR) and annual (DFP) information and financial statements pursuant to Article 15 of CVM Instruction 358/02.

6. COMPETENCIES AND LIMITATION OF POWERS

6.1 The Officers shall have the competencies and functions that are granted to it in law, the Bylaws and under this Charter and shall respect and comply with the limitations to their powers.

6.2 In addition to the functions that were established by the Board of Directors, incumbent on the Executive Board is:

(i) the practice of all management acts relative to the ends and purpose of the Company pursuant to the prevailing legislation;

(ii) the purchase, sale and exchange of movable goods pertaining, or that may eventually become part, of the corporate assets;

(iii) the function of contracting liabilities, drawing, endorsing and accepting bills of exchange, promissory notes, checks and trade bills;

(iv) the selling of the Company's moveable goods and rights;

(v) the signing of agreements, agreements on the respective clauses and conditions, waiving and forgoing rights;

(vi) mortgaging and pledging the Company's moveable assets;

(vii) the establishing of salaries, compensation and percentages payable to the Company's employees;

(viii) the choice of banks with which the Company's cash shall be deposited;

(ix) the nomination of Company proxies, containing the details of the respective powers in the powers of attorney and duration, including for the purposes of article 24, paragraph 2 of Law 6.404/76, as well as the revoking of powers of attorney;

(x) the annual presentation to the Annual General Meeting of the results of its management and the financial statements in accordance with the legislation; and

(xi) decision on the opening and closing of branches, agencies, deposits, offices and any other Company establishment anywhere in Brazil or overseas.

6.2.1 The nomination of proxies pursuant to clause 6.2 (ix) shall be made by power of attorney granted through a public or private instrument for a duration of 1 (one) year with the exception of those powers of attorney granted for judicial purposes and for complying with a contractual clause, total or partial delegation of powers that have been granted not being permitted.

6.3 It is incumbent on 2 (two) Officers, or on 1 (one) Officer jointly with 1 (one) proxy of the Company, or, also, 2 (two) proxies of the Company, constituted in accordance with the Bylaws, always acting jointly, irrespective of the approval of the Board of Directors of the Company, to practice the following acts:

(i) issue and receive bank checks;

(ii) issue, draw, accept, endorse, receive and discount bills of exchange, promissory notes, trade bills or any securities under the responsibility of the Company;

(iii) sign and receive correspondence, agreements and powers of attorney with limited and special powers for certain ends, including those powers of attorney with an "ad judicia" clause as well as all and any documents of a commercial nature pursuant to the sole paragraph of this article;

(iv) acquire, sell, exchange or pledge movable assets, assets in the form of real estate being excluded;

(v) hire and terminate employees, establishing their salaries, compensation and percentages;

(vi) effect payments, collections and receivables, giving and receiving discharge, as well as signing off on all cash documents with the exception of the provision in the sole paragraph of this article;

(vii) sign bank guarantees, including on a joint and several basis, exclusively to guarantee rental contracts for employees of the Company and to render avals on credit instruments as a result of regular financial operations between the Company and its controlled companies;

(viii) sign share certificates pursuant to the provision in Article 24, paragraph 2 of Law 6404/76.

6.4 Against prior and express authorization of the Board of Directors, the following acts may be practiced in isolation by 1 (one) Officer or 1 (one) proxy of the Company, constituted pursuant to the Bylaws:

(i) receive nominal checks in favor of the Company, giving receipts for the amounts received, with specification of the respective checks as well as receiving payments in cash within the limits established in the powers of attorney;

(ii) endorse checks for banking in the name of the Company;

(iii) issue checks exclusively for transfer of funds from one bank to another, from one account of the Company to another account of the same Company;

(iv) issue invoices and trade bills endorsing them to the bank for collection as well as to sign bank bill discount or collection listings;

(v) represent the Company for judicial purposes with powers to make statements, waive, as well as represent the Company with any federal, state and municipal departments, autarchic or quasi public entities and mixed economy corporations, also being able to represent it as a shareholder or attorney-in-fact of other companies; and

(vi) represent the Company in public tender bids.

6.5 The Chief Executive Officer has specific powers as follows to:

(i) convene and preside at meetings of the Executive Board, as well as adopt all appropriate measures to regulate the functioning of the Executive Board and the coordination of the activities of the other Officers;

(ii) execute all the general guidelines of the corporate management, supervise all the businesses of the Company and adopt the appropriate measures for complying with the decisions of the General Meeting, the Board of Directors and the Executive Board;

(iii) hire, suspend or remove employees of managerial level and set or alter their salaries; and

(iv) initial and sign the opening and concluding terms of the minutes register of the General Meetings and those which are necessary to the services of the management of the Company.

7. MEETINGS AND DECISIONS OF THE EXECUTIVE BOARD

7.1 The Executive Board shall meet monthly in accordance with Article 23 of the Company's Bylaws. The agenda of the day and the proposals to be discussed as well as the respective documents shall be regularly distributed to the Officers at least 2 (two) days prior to the respective meetings. Each Officer may request that other matters be included on the agenda of the day.

7.1.1 At any time through notification of the matter to be included on the agenda of the day, at the request of any Officer to the Chief Executive Officer, a meeting shall be convened.

7.2 The Executive Board of the Company shall meet monthly on an ordinary basis and on an extraordinary basis at the corporate headquarters of the Company, or at a previously designated venue, whenever corporate interests so require it.

7.2.1 The meetings of the Executive Board shall be convened by the Chief Executive Officer of the Executive Board via letter, telegram, facsimile or e-mail sent to all members of the Executive Board, or by his substitute, pursuant to the sole paragraph of Article 23 of the

Company's Bylaws or further, in the absence or incapacity of the latter, through convening by 2 (two) Officers.

7.3 The Chief Executive Officer shall chair the meetings of the Executive Board and shall nominate a secretary for the meeting from among participating Officers.

7.4 The quorum for the necessary installation for approving the Executive Board's resolutions at a meeting is, upon the first convening notice, the presence of the majority of the Officers, and, upon a second convening notice, the presence of at least 2 (two) Executive board members.

7.5 Upon his own initiative or at the request of any Officer, the Chief Executive Officer may convene the Company's employees to participate in the meetings and to provide clarifications or information on matters under discussion.

7.6 The resolutions of the Executive Board require an absolute majority of votes of the Officers. Each member of the Executive Board has the right to 1 (one) vote. In the event of a tie, the chair shall have the deciding vote.

7.7 All resolutions as well as the most important information at the meetings of the Executive Board shall be registered in the minutes which shall be signed by all participating Officers in the respective meeting and by the Secretary, if present. The minutes shall be distributed simultaneously to all Officers and the Chairman of the Board of Directors, to the attention of Legal Department.

8. SUBSTITUTIONS

8.1 In the event of a vacancy for the position of Chief Executive Officer, the Officer who has held his position for the longest period, or in the event that another member of the Board has held his position for the same length of time, the eldest Officer, shall occupy the vacant position until the election of the new Chief Executive Officer by the Board of Directors.

8.2 In the event of the absence of any one of the members of the Executive Board, such a member shall have prior knowledge of the matter for discussion and may send his vote by letter, telegram,

facsimile or e-mail, the said vote to be transcribed in the minutes of the meeting and filed with the Company.

8.3 In the event of absence or temporary incapacity, the absent or temporarily incapacitated Officer may be represented at the meetings of the Executive Board by another Officer or Manager nominated in writing, who in addition to his own vote, shall declare the vote of the absent or temporarily incapacitated Officer.

8.4 In the event of absence or temporary incapacity of the Chief Executive Officer, the latter's functions shall be exercised on a temporary basis by another member of the Executive Board.

8.5 Should a vacancy to the post of a member on the Executive Board arise, the substitute shall be nominated by the Board of Directors and shall hold office until the subsequent Annual General Meeting when a new member shall be elected to complete the term of office of the substituted member.

8.6 Should all positions of Officer become vacant, the Board of Directors shall hold fresh elections. Should the Board fail to do so within 30 (thirty) days, the Fiscal Council, if installed, or in its absence, any shareholder, shall convene a General Meeting to deliberate the matter.

9. INFORMATION TO THE BOARDS

9.1 In order to facilitate and organize the communication between the members of the Executive Board and the Boards, all communications and delivery of materials and information shall be sent by the Company's Chief Executive Officer to the Chairman of the Board of Directors, who if deemed necessary will send to the the Advisory Board.

9.2 The Executive Board shall notify on a regular and timely basis as well as in a comprehensive form to the Board of Directors as to all essential matters, particularly matters involving planning, business development as well as situations of risk and management of risks. Any difference between development occurred and the approved plan and the targets shall be explained in detail.

9.3 The Executive Board shall deliver to the Board of Directors of the Company all the documents and information requested by the

Board of Directors necessary for the latter to meet on a regular basis and decide on materials relative to its powers pursuant to the legislation, the Bylaws of the Company and these Regulations.

9.4 Information notified by the Executive Board to the Board of Directors shall be made in writing.

10. GENERAL PROVISIONS

10.1 In all the Company's business matters, any act which may imply the assumption of financial obligations or of any other nature shall always be signed by 2 (two) Officers of the Company.

10.1.1 The aforementioned norm shall not prevent the Executive Board, through a resolution, from determining internal guidelines for signatures on external correspondence, which may determine other procedures instead of the signatures of the Officers, conditional on the (lowest) value involved in the transaction but always requiring 2 (two) signatures.

10.2 The execution of business transactions shall be prohibited, irrespective of being a significant transaction, a series of transactions or a signed long-term agreement between the Company and a natural or corporate entity in which an Officer of the Company has a direct or indirect economic interest, or again intermediating the business in question for the Company through a natural or corporate entity in which an Officer of the Company has a direct or indirect economic interest, unless the respective Officer has previously and fully informed the Board of Directors on this transaction and the Board of Directors has approved the execution of the said transaction through a Board resolution.

10.3 The Officers shall coordinate their trips and vacations among themselves in such a way that the majority of the Officers are always present or accessible. The Chief Executive Officer shall coordinate his absences with the Chairman of the Board of Directors.

10.4 In the event of a long absence of an Officer, such an absence being unrelated to his vacation, a substitute shall be nominated by the Board of Directors for temporarily managing the respective department and the substitute serving up to the subsequent Annual General Meeting when a new member shall be elected to complete the term of office of the substituted officer.

10.5 Omissions in the Charter, questions of interpretation of its provisions and eventual amendments to its provisions shall be decided in a meeting of the Company's Board of Directors.

10.6 This Charter may be amended at any time on a decision of the Board of Directors of the Company.

10.7 This Charter comes into effect on the date of its approval by the Board and shall be filed at the registered offices of the Company.

The above Charter was approved at a Meeting of the Company's Board of Directors on December 12, 2012 with amendments on August 5, 2015.

Chairman of the Board of Directors