

## Liability Agreement and Registration Application

I hereby request the Civil Registry of Legal Entities to register the present documentation of the legal entity: **ESCRITÓRIO CENTRAL DE ARRECADADAÇÃO E DISTRIBUIÇÃO - ECAD, registered under CNPJ (Corporate Taxpayer Registration) No. 00.474.973/0001-62.**

I recognize as true all the information contained in this document, including the authenticity of the signatures, under penalty of nullity of the act, under personal liability according of MP 876 of 03/13/2019 and Article 6, Paragraph 4 of Provision 62/2018 CGJ published in DOJERJ of 12/20/18 pg. 42.

( X ) I send the documentation digitally with my ICP-BRASIL signature.

or

( ) I present the documentation physically to the RCPJ and for this I notarize my signature in this agreement/request.

Rio de Janeiro, March 08, 2021.

\_\_\_\_\_  
Signature

LAWYER - OAB (Brazilian Bar Association) No. 154.125, STATE RJ. NAME: Anderson Carlos da Silva or  
ACCOUNTANT - CRC (Regional Accounting Council) No. \_\_\_\_\_  
STATE \_\_\_\_\_ NAME \_\_\_\_\_

or

MEMBER OR DIRECTOR OF THE PJ (Legal Entity) OR OFFICER, PARTICIPANT IN THE ACT:

NAME \_\_\_\_\_  
CPF (Individual Taxpayer Registration) RG (ID Card) \_\_\_\_\_

Annex I

**ESCRITÓRIO CENTRAL DE ARRECADAÇÃO E DISTRIBUIÇÃO - ECAD**  
**ARTICLES OF INCORPORATION**  
**CHAPTER I: NAME, HEADQUARTERS AND PURPOSES**

**Article 1** Escritório Central de Arrecadação e Distribuição, which adopts in its name the acronym ECAD, is a civil association of a private nature, with no economic and non-profit purposes, with an undetermined term of duration, constituted by associations of holders of copyrights and those related to them, related to the public performance of musical and literary works and phonograms, under Law No. 9.610, of February 19, 1998, as amended by Law No. 12.853, of August 15, 2013 (hereinafter LDA).

**Article 2** ECAD shall have its headquarters and jurisdiction in the city of Rio de Janeiro (RJ), Rua do Catete, nº 359 - Bloco A sala 201 e sala 301 and Bloco B segundo andar - Conjunto Arquitetônico Flamengo Tower Empresarial - Catete - RJ - CEP (Zip Code) 22220-001, and shall be governed by these Articles of Incorporation, by the LDA and other applicable legal rules, in compliance with the International Treaties and Conventions on copyright protection and related rights ratified by Brazil.

Sole Paragraph: By decision of ECAD's General Meeting, Units may be opened throughout the national territory.

**Article 3** - ECAD shall practice in its own name all the necessary acts for the management and defense of the rights under its competence, acting as a substitute, as provided in Paragraph 2 of Article 99 of the LDA, and shall authorize or prohibit the public performance of musical, literary-musical works and phonograms, including by means of broadcasting and transmission by any modality, and the exhibition of audiovisual works, and may set and must unify prices and carry out the respective centralized collection and distribution throughout the national territory.

Paragraph 1 - In order to perform the tasks provided for in this article, the associations that are members of ECAD delegate to it the powers granted to them, under the terms of Article 98 of the LDA, by their national associates and by their represented associates, including foreign associates, constituting it an agent for the defense and collection of their copyrights, acting judicially or extrajudicially in their own name, as a substitute.

Paragraph 2 The foreign entities shall be represented by national associations, by virtue of representation contracts signed, in compliance with the provisions of Paragraph 4 of Article 97 of the LDA.

**Article 4** ECAD is forbidden to receive powers directly from the copyright holders.



## Annex I

**Article 5** ECAD is forbidden to render services of any nature to third parties, even if compatible with its purposes.

**Article 6** ECAD is forbidden to grant any exemptions or deductions in the collection of copyrights from public performance, except when expressly authorized by its General Meeting.

### CHAPTER II: MEMBER ASSOCIATIONS

**Article 7** ECAD is composed of the associations of holders of copyrights and related rights that already integrate it, in the form of Article 4 of Law No. 12.853/13 and by those that may be duly qualified with the competent Federal Government agency, according to article 98-A of the LDA.

**Article 8** To apply for ECAD's membership, the association shall:

- a) To be statutorily constituted for non-profit purposes and to prove its qualification by the competent Federal Government agency, in the terms of articles 98 and 98-A of the LDA;
- b) To submit proof of Articles of Incorporation' registration at the competent notary public's office, as well as the enrollment at the National Register of Corporate Taxpayers- CNPJ;
- c) To submit the list of the members of its Executive Board, accompanied by the respective election minutes, duly registered;
- d) To submit the list of its associates and the works and/or phonograms under its management, accompanied by the respective contracts, statements , and documents.

### CHAPTER III: RIGHTS AND DUTIES OF ASSOCIATIONS

**Article 9** The rights of the Associations are:

- a) participation in collective management, including judicial and extrajudicial defense, as well as the unified collection and distribution of the copyrights of its associates and representatives;
- b) the perception of the amounts collected that, at the time of distribution, belong to its associates and representatives;
- c) the receipt of an administration fee for the maintenance of its activities proportionally to what is due to it;
- d) requesting and receiving information and proposing measures;
- e) calling, participation and voting in the General Meeting.

**Article 10** The members' equity of ECAD, consisting of its business fund, real and personal property, tangible and intangible assets, belong exclusively to the effective Associations that integrate it on July 08, 2015.



## Annex I

**Paragraph 1** The equity interest of the managed Associations that on July 08, 2015 were part of ECAD, shall be calculated on the equity acquired as of July 09, 2015.

**Paragraph 2** The equity interest of associations that may be admitted to ECAD, due to qualification by the Ministry of Citizenship, shall be calculated from the effective moment in which they become members of ECAD.

**Paragraph 3** ECAD's Balance Sheet will annually register the total amount of its equity and the updated participation of each Association in it.

**Article 11** The duties of the Associations are:

- a) to communicate to ECAD the composition and changes of their governing bodies;
- b) to inform regularly to ECAD the registration data of its holders, works and phonograms;
- c) to provide information necessary for ECAD's operation;
- d) to avoid acts that compromise the defense of copyrights;
- e) to commit to act within the ethical standards necessary for good institutional coexistence among the associations that are members of ECAD.

### **CHAPTER IV: PENALTIES**


**Article 12** The Association that incurs in one of the following situations shall be excluded from ECAD: a) cease to represent holders of copyrights and/or related rights arising from the public performance of musical, literary-musical works and phonograms, in all its forms;

b) dissolve or extinguish by the will of the members or by final and unappealable court decision;

c) has its license cancelled by the Ministry of Citizenship, according to articles 98, Paragraph 1 and 98-A of the LDA;

d) suffer the application of the disciplinary penalty foreseen in Article 14, b) of these Articles of Incorporation.

**Sole Paragraph** The cases provided for in items "a" and "d" of this article will depend on a final unappealable decision to be rendered at the administrative level by the Special Secretariat for Culture of the Ministry of Citizenship or a final and unappealable court decision, as determined by Article 32, Paragraph 4 of Decree No. 9.574/18 and Article 15 of Normative Instruction No. 3 of July 7, 2015 of the Ministry of Citizenship.



Annex I

**CHAPTER V: DISCIPLINARY VIOLATIONS AND THEIR PENALTIES**

**Article 13** It constitutes a disciplinary violation by the Association:

- a) Acts and procedures of its officers that constitute offenses to the members of the General Meeting and ECAD;
- b) to perform acts that harm ECAD's credibility and compromise the good name of the entity before authorities, users, public opinion in general and the media;
- c) to disrespect the articles of incorporations' provisions or the decisions of the General Meeting;
- d) to disclose to third-parties information of a confidential nature, including through the abusive use of the information system implanted in ECAD, causing moral and/or pecuniary damage to the Entity and its member associations;
- e) to insert, subtract or adulterate data and information in the information system implanted in ECAD, causing moral and/or pecuniary damage to the Entity and its member associations;
- f) promoting acts that characterize the motivation of serious and harmful moral and pecuniary consequences to the General Meeting and ECAD.

**TITLE I: APPLICATION OF PENALTIES**

**Article 14** It will be up to ECAD to implement the final decisions of the Ministry of Citizenship or of a final and unappealable court decision, relevant to the application of disciplinary sanctions that shall consist of:

- a) Warning; and
- b) Exclusion.

**Sole Paragraph** The application of the exclusion penalty shall observe the pertinent rules of the Civil Code and of Decree No. 9574/18, under the terms of Article 32, Paragraph 4, assuring the association involved the broadest right of defense and safeguarding the property rights of its holders.



Annex I

**TITLE II: DISCIPLINARY PROCEDURE**

**Article 15** Upon becoming aware, directly or through an association that integrates it, of any of the irregularities provided for in article 13 of these Articles of Incorporation, the Superintendent shall forward the complaint to the General Meeting, so that it promotes the immediate investigation of the facts, assuring to the association involved the broader right of defense.

**Article 16** The General Meeting, considering this to be the case, shall designate a commission composed of three (3) members from different associations, with the purpose of promoting the competent inquiry, which shall submit a report on the facts within a maximum period of sixty days (60), including hearing the association involved.

**Sole Paragraph** The commission may designate an ECAD's employee to assist the commission, as well as request technical support from the Office.

**CHAPTER VI: SOURCES OF FUNDS**

**Article 17** The funds for the maintenance of ECAD and its operational activities shall come from a percentage deducted from its gross collection and calculated based on the budget in compliance with the provisions of the LDA.

**Sole Paragraph** The income from eventual financial investments shall also constitute ECAD's funds, and the deduction percentage shall be calculated on the basis foreseen in the head of this Article.

**Article 18** An administration fee proportional to the income from the repertoires of their respective members shall be allocated to the maintenance of the Associations, which shall be deducted in full from the amounts to be distributed to the members and represented by them.

**Paragraph 1** The income from any financial investments made by the ECAD shall constitute funds of the Associations, calculated by the percentage of deduction in accordance with the provisions of the head of this Article.

**Paragraph 2** A supplementary monthly amount may also be constituted by the Associations, deriving from the amount collected, intended solely for the maintenance of the operational activities of the associations, under the terms of the internal rule approved by the General Meeting of ECAD



## Annex I

### CHAPTER VII: OFFICE STRUCTURE

**Article 19** The ECAD bodies are: I. the General Meeting; and, II. the Superintendence.

### CHAPTER VIII: CONSTITUTION AND OPERATION OF THE GENERAL MEETING

**Article 20** - The General Meeting, ECAD's supreme body, is responsible for its management and inspection norms and shall be composed of the Associations that integrate it.

Paragraph 1 The Associations shall be represented in the General Meeting meetings by their Presidents or Officers, pursuant to the pertinent legislation.

Paragraph 2 The General Meeting shall not have appointed positions and the meetings shall be chaired and secretariat by those representatives chosen by the other participants.

Paragraph 3 The secretary shall draw up the minutes of the proceedings.

**Article 21** - The General Meeting shall meet monthly on an ordinary basis, on the day, time and place established by it and included in the minutes of the previous meeting; may meet extraordinarily at any time.

Paragraph 1 The Meeting may be called on an extraordinary nature, at any time, by written request to the Superintendent, from at least one-fifth (1/5) of the Associations. The Superintendent shall proceed with the immediate call requested. The Superintendent is also entitled, in his own way, to call the Meeting on an extraordinary basis.

Paragraph 2 The General Meeting shall be called in writing to all Associations, mentioning the agenda, day, time and place of the meeting, at least five (5) consecutive days in advance.

Paragraph 3 The decisions of the General Meeting shall be made, solely, with the votes of the Associations present at the meeting, being forbidden the vote by letter or delegation to the representative of another Association.

Paragraph 4 Meetings through teleconference, videoconference or other means of communication shall be admitted, and such participation shall be considered personal presence in said meeting.

**Article 22** - Each member Association shall have a unitary vote in Ecad's General Meeting.

**Article 23** The meetings of the General Meeting shall only be installed with the presence of, at least, two thirds of Ecad's member Associations.

**Article 24** No remuneration, under any capacity, shall be given by ECAD to the officers of the Associations that are part of the General Meetings.

**Article 25** It is the exclusive responsibility of the General Meeting:



## Annex I

- a) to approve and amend these Articles of Incorporation and its eventual modifications, by two thirds (2/3) of the votes present;
- b) to admit and dismiss the Superintendent, by a minimum of two-thirds (2/3) of the votes present;
- c) to consider and deliberate on the strategic planning, the annual budget and its revisions;
- d) to consider and deliberate on the Balance Sheet and the Annual Activity Report, by two thirds (2/3) of the votes present;
- e) to establish general collection rules, readjustments and amendments;
- f) to hire independent auditors to analyze the Balance Sheet, whose opinions shall be examined every year by the General Meeting;
- g) to approve systems, rules, criteria and plans of collection and distribution of copyrights;
- h) to approve the acquisition or alienation of real estate, by two thirds (2/3) of the votes present;
- i) to establish rules for the acquisition and alienation of personal property;
- j) to approve the installation or deactivation of Operational Units;
- 1) to ratify the appointment of attorneys for judicial purposes and/or for business purposes, proposed by the Superintendent;
- m) to approve ECAD's salary policy and its positions and salaries;
- n) to deliberate and adopt any measure necessary for the fulfillment of the Office's activities;

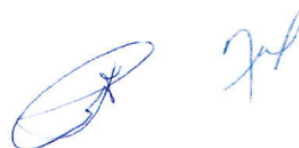
Sole Paragraph The acquisition or sale referred to in letter “i”, above, shall be decided at the General Meeting, upon examination of administrative-financial justification.

Paragraph 2 The cases of exclusion or admission of association referred to in paragraph “n” of this article shall depend on a decision rendered in the context of an administrative proceeding by the Special Secretariat for Culture of the Ministry of Citizenship, or on a final and unappealable court decision.

### CHAPTER IX: CONSTITUTION AND OPERATION OF THE SUPERINTENDENCE

**Article 26** The ECAD will be managed through a Superintendence, which is responsible for executing the General Meeting's determinations and for complying with the legal, of articles and regimental rules, with the following composition, without prejudice to the creation of new managements:

- a) an Executive Superintendent;
- b) an Executive Collection Manager;





## Annex I

- c) an Executive Distribution Manager;
- d) an Executive Administrative-Financial Manager;
- e) an Executive Operations Manager;
- f) a Legal Executive Manager;
- g) an Executive Manager for Information Technology and Strategic Planning;
- h) an Executive Marketing Manager;
- i) an Executive Human Resources Manager.

**Paragraph 1** The Superintendent and the Managers shall hold positions of trust and shall be hired under the regime of the C.L.T. (Brazilian Labor Regulations)

**Paragraph 2** The Superintendent shall be the legal representative of ECAD, actively and passively, in and out of court, being able to grant powers of attorney with a judicial purposes clause, being responsible for answering to the General Meeting for the corporate activities, related to all operations and services of the entity.

**Paragraph 3** The Superintendent shall submit an annual budget to the General Meeting at the November meeting, to be in effect during the following fiscal year, including specifically the strategic and operational planning, revenue and expense estimates, management purposes, staffing, and all that is necessary for the approval of a Budget.

**Article 27** The collection management shall organize the user registration and other related ones, keeping them updated, according to the rules provided for in the Collection Regulation.

**Sole Paragraph** The omissions or inaccuracies of data reported by Users shall be their responsibility, subject to the applicable administrative and legal penalties.

**Article 28** The distribution management shall centralize the registers of holders of rights, works and phonograms, and the ECAD member Associations shall be obliged to keep them updated, in accordance with the Distribution Regulation.

**Sole Paragraph** The omissions or inaccuracies of data provided by the Associations shall be their responsibility and, in the event of inconsistency of information, ECAD may request additional documents and information.

**Article 29** The Associations undertake to keep updated, with the ECAD, the documents and information referring to the repertoires managed by them, previously exempting that body from any and all liability for eventual errors, omissions or insufficiency in the receipt of their copyrights, in case they do not comply with the present obligation.



## Annex I

**Article 30** The communication of transfer of holders made by the associations shall only be accepted by the ECAD when accompanied by proof of their admission to the new Association.

Sole Paragraph In the event of successive transfers, their chronological order shall be respected, observing the provisions of the Distribution Regulation.

**Article 31** The collection of any amounts by ECAD shall only be made by bank deposit, and its representatives and employees are prohibited from receiving cash from users for any reason, as provided in Paragraphs 3 and 5 of Article 99 of the LDA.

**Article 32** ECAD shall comply with the commercial accounting rules.

**Article 33** With the exception of the provisions of Paragraph 3 of Article 26 of these Articles of Incorporation, any document that binds or obliges the ECAD, including the movement of values or bank accounts, shall require two signatures: of the Superintendent together with one of the attorneys or of two attorneys, pursuant to the granting of powers determined by the General Meeting.

Sole Paragraph ECAD is prohibited from granting endorsements, loans and donations, as well as providing aid, bonds, sureties, or performing any acts of liberality, which do not result from legal imposition, whether to individuals or legal entities.

### CHAPTER X: GENERAL PROVISIONS

**Article 34** ECAD is a legal entity distinct from the Associations that integrate it, and shall not be jointly or severally liable for the acts and obligations of them, nor the Associations for those of ECAD.

**Article 35** The data, records and registration information of right's holders, works and phonograms, forwarded to ECAD by a given association, are the exclusive property of the latter, in compliance with the provisions of Article 98, Paragraph 7 of the LDA.

**Article 36** The dissolution of the ECAD may only occur by the will of all the member Associations or by a final and unappealable court decision.

Sole Paragraph In the event of dissolution of the ECAD, its equity shall be allocated to the member Associations under the terms of Article 10 and its paragraphs, of these Articles of Incorporation.

**Article 37** The Associations that are members of ECAD cannot be excluded from the Office, except in the cases described in Articles 12 to 16 of these Articles of Incorporation.

Sole Paragraph The portion of ECAD's equity corresponding to any Association that dissolves or loses the necessary authorization granted by a Federal Government agency shall remain incorporated into ECAD's equity, without prejudice to the respective reimbursement to be determined.



Annex I

**Article 38** These Articles of Incorporation revokes the previous one, coming into force after its approval by the General Meeting held on November 25, 2020, and shall be registered with the Legal Entities Registry, also revoking all provisions, regulations and internal rules that incompatible with it, and it is up to the ECAD's General Meeting to fill in omissions and resolve doubts about the interpretation of its content.

**CHAPTER XI: FINAL PROVISIONS**

**Article 39** These Article of Incorporation reflects the changes in Law No. 9,610/98 established by Law No. 12,853/13.

**Sole Paragraph** The acts performed up to the date of this amendment are perfect legal acts, having had their regular effects, and cannot be subject to a new evaluation based on the amendments made on this date. Rio de Janeiro, November 25, 2020.

Chairman:

  
Jorge de Souza Costa

Secretary:

  
Célia de Barros Madureira

