

ALBA FUND LTD. SAC

(an International Business Company organized
under and in accordance with the
International Business Companies Act 2000 as amended
of the Commonwealth of The Bahamas)

Resolutions by Written Consent of the Management Shareholder

The undersigned being the Management Shareholder of Alba Fund Ltd. SAC (the “Company”) does hereby take the following actions and adopt the following resolutions pursuant to the Memorandum of Association and the Articles of Association of the Company.

WHEREAS:

1. The Directors of the Company deem advisable and in the best interest of the Company and its shareholders that the Company act as guarantor (*fiadora*) of Elea Digital Infraestrutura e Redes de Telecomunicações S.A. (“Elea Digital”) within Elea Digital’s third issue of secured simple debentures, not convertible into shares, with additional personal guarantee, in single series, for public distribution with restricted efforts (“Issuance”), pursuant the terms of the “*Private Instrument of Indenture of the 3rd (third) Issue of Simple Debentures, Non-Convertible into Shares, of the kind Secured Guarantee, with additional Personal Guarantee, in a Single Series, for Public Distribution with Restricted Efforts, of Elea Digital RJ Infraestrutura e Redes de Telecomunicações S.A.*” (“Deed”);
2. The Management Shareholder hereby acknowledges the following:
 - (a) The Management Shareholder has reviewed the Deed and all Issuance-related documentation (the “Related Documents”); and
 - (b) the Deed and the Related Documents have been considered in detail; and
 - (c) all reasonable care has been taken to ensure (as at the date of publication) that the representations and warranties with respect to the Company set forth in the Deed and in the Related Documents are true and correct in all material respects and that there are no material facts omitted, the omission of which would make misleading any statement therein whether of fact or opinion.

IT IS THEREFORE RESOLVED THAT:

1. The execution of the Deed and all Related Documents are hereby approved.
2. The Deed and all Related Documents are hereby approved and consented to, and the directors of the Company are, and each individually is, authorized and instructed, for

and in the name of the Company, to execute and deliver the Deed and all Related Documents in substantially the form that was presented to the Management Shareholder, with such changes thereto as the person executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

3. The granting of a personal guarantee, in the form of “*fiança*” guarantee, by the Company, on an irrevocable and irreversible basis, in accordance with the applicable laws, in connection with the Deed, in favour of the holders of the debentures issued within the Issuance following, is hereby approved.
4. The directors of the Company are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said directors shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions.

This written consent shall be filed in the Minute Book of the Company and become a part of the records of the Company. This written consent may be signed by counterpart and by fax.

Dated the 5th day of December, 2022.

PIEMONTE HOLDING DE PARTICIPACOES S.A.

By: _____

Name: Alessandro Lombardi

Title: Chief Executive Officer