

# INTERNAL REGULATIONS OF THE SOCIAL AND ENVIRONMENTAL RESPONSIBILITY COMMITTEE

## CHAPTER I SOCIAL AND ENVIRONMENTAL RESPONSIBILITY COMMITTEE

**Article 1.** The Social and Environmental Responsibility Committee ("Committee") is an advisory body directly related to the Board of Directors, subject to the applicable legislation and regulation, the Bylaws of JBS S.A. ("Company") and these Internal Regulations ("Regulations"), which govern its operations.

**Paragraph 1.** The purpose of the Committee is to: (i) advise the Board of Directors in the fulfillment of its legal attributions in relation to the sustainability of the Company's business; and (ii) discuss and recommend that the Company adopt policies and measures related to sustainability and social and environmental responsibility, including initiatives and social advances in communities where the Company operates, pursuant to Article 11 of these Regulations.

**Paragraph 2.** The Committee shall report to the Board of Directors, operating independently from the Company's Executive Board.

**Article 2.** The decisions made by the Committee, as well as the proposed policies and measures, shall consist of recommendations to be submitted to the Board of Directors.

**Sole Paragraph.** The Committee is not a decision-making body of the Company and its recommendations do not bind the Board of Directors nor the Company.

## CHAPTER II STRUCTURE AND OPERATION OF THE COMMITTEE

**Article 3.** The Committee shall work permanently.

**Article 4.** The Committee shall be composed of at least 3 (three) and at the most 5 (five) members, elected by the Board of Directors, selected among:

- (a) sitting members of the Board of Directors;
- (b) executive officers and other Company executives; and
- (c) external professionals in the field of social and environmental management and communication, with renowned knowledge about the activities that are part of the Committee's scope.

**Article 5.** The Board of Directors shall elect a Chair among the Committee members.

**Paragraph 1.** It is the responsibility of the Chair to organize and coordinate the Committee's activities, including, among others:

- (a) to propose, by the beginning of each year, the schedule of activities for the corresponding year, including the annual calendar of ordinary meetings;
- (b) to define the agenda, call, install, and preside over the Committee meetings;
- (c) to represent the Committee before any other governance bodies of the Company, signing, when necessary, any communications, invitations, and reports on behalf of the Committee;
- (d) to report the works carried out by the Committee to the Board of Directors;
- (e) to comply and ensure compliance with these Regulations.

**Article 6.** The term of office of the Committee members shall be indefinite.

**Paragraph 1.** The Committee members shall take office in the Committee by signing the applicable Instrument of Investiture, in which the requirements for filling the position shall be stated.

**Paragraph 2.** The Committee members may be removed from office at any time by resolution of the Board of Directors.

**Paragraph 3.** In the event of absence, leave of absence, or temporary impediment of the Chair, he/she may appoint any other member to replace him/her, informing in writing the other Committee members and the Chair of the Board of Directors about his/her decision;

**Paragraph 4.** In the event of vacancy of office of Chair, his/her substitute shall be elected by resolution of the Board of Directors. Until such resolution, the other Committee members may appoint, by a majority vote, a Committee member to temporarily take on the role of Chair.

**Paragraph 5.** In the event of a vacancy in the office, or non-attendance of a Committee member at more than 4 (four) successive Committee meetings, the Chair or any other Committee member may request the Chair of the Board of Directors to call a Board of Directors' Meeting to resolve on the election of a new Committee member for the vacant position, or for the office of the member absent at the Committee meetings, as applicable.

**Article 7.** Observing the functional attributions of the Chair (article 5, sole paragraph and other rules of this Regulation), there will be no hierarchy among the Committee members.

**Article 8.** The individual compensation of the Committee members shall be proposed by the Chair of the Board of Directors.

**Article 9.** The Committee members shall have the same duties and responsibilities as those of managers of a publicly held company, including, but not limited to, the duties covered in Articles 153 to 158 of Law 6,404, dated December 15, 1976, and shall meet the requirements of Article 147 of that law.

**Sole Paragraph.** The Committee members shall perform their activities with diligence and loyalty, keeping the confidentiality of any material, privileged, or strategic information of the Company, and are prohibited to use such information to obtain any type of advantage for themselves or any other party.

**Article 10.** The Committee shall also have a Secretary, elected by the Board of Directors, who shall be responsible for: (i) acting as secretary at meetings, preparing the minutes of meetings and collecting the signatures for the Minutes; (ii) arranging and convening the Committee meetings, and ensuring that the call notice contains the place, date, time and agenda; (iii) organizing the matters to be discussed at the meetings; and (iv) providing any assistance required for the full performance of the Committee, implementing all acts required by the Committee members under these Regulations.

### **CHAPTER III POWERS**

**Article 11.** Without prejudice to other powers granted by the Board of Directors in specific minutes, the Committee shall be responsible for:

- (a) suggesting amendments to these Regulations, as well as additional rules for its implementation, sending them to be resolved by the Board of Directors;
- (b) advising the Board of Directors on sustainability and social and environmental responsibility issues related to the Company's business;
- (c) making recommendations to the Board of Directors on sustainability goals and monitoring the implementation of policies, strategies, actions and projects related to the sustainable development of the Company's business, including social and environmental management and communication;

- (d) evaluating the reports issued by regulatory bodies on the Company, with regard to matters that may impact its sustainable development;
- (e) preparing a summarized annual report containing a description of the Committee's activities, which shall be sent to the Board of Directors;
- (f) contributing with guidelines for the formulation of a sustainability and social and environmental responsibility strategy, in line with the Company's mission and values, such as social and environmental factors and impacts;
- (g) proposing and monitoring corporate sustainability and social and environmental responsibility policies, goals and actions, including the development of awareness programs for social and environmental concepts and practices, to such an extent that the Company becomes a model of sustainable development in the sectors in which it operates; and
- (h) monitoring the functioning of social and environmental risk management systems and suggesting mitigating measures.

**Sole Paragraph.** The Committee shall annually approve a schedule of activities for the corresponding fiscal year by an initiative of the Chair, which may be revised over the year by resolution of the Committee.

#### **CHAPTER IV MEETINGS**

**Article 12.** The Committee shall meet ordinarily every 3 (three) months, or extraordinarily, at the call of its Chair or the Chair of the Board of Directors.

**Article 13.** Committee meetings shall be called in writing, via e-mail or letter sent to each of the Committee members at least five (5) days before the day of the respective meeting, specifying the date, time, place, and agenda of the meeting. The call notice shall be waived in case of attendance of all Committee members, or in case of a previous written agreement of the absent members.

**Paragraph 1.** Any proposal and all necessary documentation related to the agenda shall be made available to the Committee members preferably upon sending the call notice.

**Paragraph 2.** For matters requiring urgent analysis, the Chair may call a Committee meeting with a term shorter than that described in the main section of Article 13, and the meeting shall be considered valid and effective for all purposes, provided that the installation quorum is met.

**Article 14.** Any Committee member, as well as the Company's internal areas whose activities are related to the Committee's scope, may send to the Chair suggestions of matters to be included in the agenda of the next Committee meeting. The Chair shall be responsible for defining the agenda and calling the meeting, according to Article 13 above.

**Article 15.** Each Committee member shall have the right to 1 (one) vote at the Committee meetings, and the Chair, in addition to his/her vote, shall be responsible for casting a vote in the case of a tie. The Committee's resolutions shall be made by a majority vote, and the meeting shall be deemed as validly installed with the presence of at least half of the Committee's attending members.

**Sole Paragraph.** In the absence of a minimum quorum, as defined in the main section of Article 15, if the matter to be addressed requires urgent analysis, the Chair may call a new meeting, which shall be installed with any quorum.

**Article 16.** Committee meetings will be held at the Company's headquarters, and may be held in a different location if all the members deem it convenient and agree in advance to that effect via e-mail or letter, and the Chair of the Board of Directors shall be informed about it.

**Article 17.** Attendance at Committee meetings shall preferably be in person. However, the participation in the Committee's ordinary and extraordinary meetings shall be permitted via conference call, video-conferencing, or any other means of communication that allows the identification of the Committee member and the simultaneous communication with all other persons present at the meeting. In such a case, the Committee members shall be considered present at the meeting and their votes valid for all legal purposes and effects, and they must subsequently sign the corresponding minutes.

**Article 18.** The Chair may invite external consultants or Company employees to attend the meeting and assist the Committee's work.

**Paragraph 1.** Such guests shall attend the Committee meeting only during the period in which the matter that originated their invitation is being analyzed, and they shall not be entitled to vote in the Committee's resolutions.

**Paragraph 2.** The participation of any guest at Committee meetings shall be approved by the Chair before such meeting is held.

**Article 19.** Within the scope of its duties, the Committee may use the work of experts, which shall not exempt it from its responsibilities before the Company. The engagement of external experts to support the Committee's activities shall meet market conditions and waive previous approval by the Board of Directors.

**Sole Paragraph.** The Committee shall have its own cost center monitored by the Board of Directors.

**Article 20.** The Committee's matters, guidelines, discussions, recommendations, and opinions shall be recorded in the minutes of its meetings, which shall be signed by the Committee members present and include the relevant points of the discussions, the list of attending members, reference to justified absences, requested measures, and any points of disagreement among the members.

**Paragraph 1.** Copies of the minutes of the Committee meetings shall be sent to the Chair of the Board of Directors when requested.

**Paragraph 2.** The documents supporting the meetings shall be filed at the Company's headquarters.

**Article 21.** The Committee members may request the Chair to provide information or clarifications regarding the matters discussed on the agenda of a specific Committee meeting, and the Chair shall be responsible for appropriately submitting such requests.

## **CHAPTER V**

### **FINAL AND TEMPORARY PROVISIONS**

**Article 22.** These Regulations shall become effective as of their date of approval by the Board of Directors, and revoke the previous regulations and any opposing rules and procedures.

**Article 23.** As of the approval date, the Regulations shall be immediately complied with and followed by the Company, its executive officers, employees, Committee members, and sitting and alternate members of the Board of Directors.

**Article 24.** Any cases not covered by or conflicting with these Regulations shall be settled by the Board of Directors.

**Article 25.** Once approved and duly formalized, these Regulations shall be disclosed to the Company's shareholders, investors, and the market in general, through the Company's Investor Relations website, and all Committee resolutions made before the approval of these Regulations shall be ratified.

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