



Corporate Policy

Dividend



1 OBJECTIVE

This dividend policy (the "Dividend Policy") of Foresea Holding S.A. ("Foresea") is intended to establish the principles, guidelines and criteria, in line with the Policy on Financial Affairs of Foresea, that Foresea will follow when returning capital to shareholders. It is designed to provide shareholders with adequate return on their shares while maintaining a disciplined capital allocation approach ensuring the long-term sustainability and growth of the Foresea and in accordance with and/or in addition to applicable laws and regulations, as well as the articles of association of Foresea.

Foresea aims to return capital to shareholders through a combination of dividends or share premium distributions and share price appreciation.

2 APPLICATION

This Policy is applicable to Foresea, the holding company of the group incorporated in the Grand Duchy of Luxembourg.

3 ACRONYMS AND DEFINITIONS

Capex: Capital expenditures made, or liabilities incurred for the acquisition of any fixed assets or improvements, replacements, substitutions, or additions thereto that have a useful life of more than one (1) year and that are capitalized in accordance with IFRS.

Company: Foresea Holding S.A. ("Foresea").

Company's Business Plan: Document that outlines the Company's goals, strategies, budget, and the expected timeframe for achieving them. It is usually formed by the stages of planning and agreement, monitoring, evaluation, and conclusion.

Company's Senior Management: Chief Executive Officer, Vice-President of Finance and Investments and Chief Financial Officer, Chief Administrative Officer and Controller, Chief Operating Officer, General Counsel, Chief Sustainability Officer, Chief Compliance Officer.

Dividend Guidelines: Document that outlines shareholder's payments by establishing parameters of minimum cash and payout ratios expected for the year.

IFRS: Refers to International Financial Reporting Standards.

Luxembourg GAAP: Refers to the Generally Accepted Accounting Principles (GAAP) that are adopted in Luxembourg.

Subsidiaries: Companies in which more than 50% of their outstanding voting stock is owned, directly or indirectly, by Foresea.



4 DESCRIPTION

Distributions to our shareholders are subject to the requirements of Luxembourg law and the approval of our board of directors or our shareholders, as applicable, and will depend on a number of factors, including, but not limited to, cash flow generation, capital expenditure plans, short and long-term funding requirements to assure financial flexibility, working capital needs, backlog of contracts¹, market outlook and financial covenants in Foresea's capital market and/or bank indebtedness and cash distributions from our subsidiaries, as well as legal requirements and other factors that become relevant at the time.

Foresea intends to grow its business by reinvesting profits, so it will follow a residual dividend policy by paying out dividends using remaining cash resources after Capex and working capital needs, to the extent legally permitted.

Each share entitles the holder to participate equally in distributions, unless the right to distributions has been suspended in accordance with Foresea's articles of association or applicable law.

Distributions may be made in the form of either dividends or reimbursements of share premium. Under Luxembourg law, dividends are determined by a simple majority vote at a general shareholders' meeting based on the recommendation of our Board of directors. Furthermore, pursuant to our articles of association, the board of directors has the power to declare interim dividends and/or proceed with reimbursements of share premium in accordance with applicable law.

Foresea and our subsidiaries are subject to certain legal requirements that may affect our ability to pay dividends or other distributions. Distributions to shareholders (including in the form of dividends or reimbursement of share premium) may only be made from amounts available for distribution in accordance with Luxembourg law, determined based on our standalone statutory accounts prepared under Luxembourg GAAP. Under Luxembourg law, the amount of a distribution paid to shareholders (including in the form of dividends or reimbursement of share premium) may not exceed the amount of the profits at the end of the last financial year plus any profits carried forward and any amounts drawn from reserves that are available for that purpose, less any losses carried forward and sums to be placed in reserve in accordance with Luxembourg law or our articles of association. Furthermore, no distributions (including in the form of dividends or reimbursement of share premium) may be made if at the end of the last financial year the net assets as set out in the standalone statutory accounts prepared under Luxembourg GAAP are, or following such a distribution would become, less than the amount of the subscribed share capital plus the non-distributable reserves. Distributions in the form of dividends may only be made from net profits and profits carried forward, whereas distributions in the form of share premium reimbursements may only be made from available share premium.



Luxembourg law also requires at least 5.0% of our net profits per year to be allocated to the creation of a legal reserve until such reserve has reached an amount equal to 10.0% of our issued share capital.

Foresea is a holding company and has no material assets other than its ownership of shares in its subsidiaries. When Foresea pays a dividend or other distribution on its shares in the future, it generally causes its operating subsidiaries to make distributions to it in an amount sufficient to cover any such dividends or distributions. The ability of subsidiaries of Foresea to make distributions to Foresea is subject to their capacity to generate sufficient earnings and cash flow and may also be affected by statutory accounting and tax rules in Brazil and Austria, as well as any conditions under the corporate law applicable to each subsidiary and any limitations under Foresea's capital market and/or bank indebtedness.

Note¹: Backlog of contracts means the total amount of revenues expected from contracts already secured.

4.1 Tax Incidence

Luxembourg withholding tax of 15.0% is generally due on dividends and similar distributions made by Foresea to its shareholders unless an exemption or reduction in rate applies. The withholding tax must be withheld from the gross distribution and paid to the Luxembourg tax authorities. However, distributions that are sourced from a reduction of share capital or share premium should not be in principle subject to Luxembourg withholding tax if Foresea does not have distributable profits or capitalized profits in its standalone statutory accounts prepared under Luxembourg GAAP and provided that such distributions are made for genuine economic reasons.

4.2 Dividends Payment Information

Annual and interim dividends shall be paid, unless otherwise determined by the board of directors, within 60 (sixty) days from the date on which such dividends were declared.

Dividends will not yield interest or monetary adjustment and will be forfeited if not claimed after 5 (five) years from the date of its declaration. Foresea will pay the dividends to the person who is registered as the beneficial owner of the shares on the date the dividend is declared.

There is no law, governmental decree or regulation in Luxembourg that would affect the remittance of dividends or other distributions by Foresea to non-resident holders other than withholding tax requirements. In certain limited circumstances, the implementation and administration of international financial sanctions may affect the remittance of dividends or other distributions. There are no specified procedures for nonresident holders to claim dividends or other distributions.

Dividends and other distributions will be declared and paid in U.S. dollars.



5 RESPONSIBILITIES

5.1 General Shareholders Meeting

The General Shareholders Meeting shall resolve on:

- Annual or intermediary distributions to the shareholders, based on the results of the annual accounts prepared in accordance with Lux Gaap for the previous year; and
- Repayment of capital to the shareholders.

5.2 Board of Directors

The Board of Directors shall decide on:

- Proposal of dividend and/or share premium distributions to be submitted to shareholder's approval upon the recommendation of the Company's Senior Management, based on the Dividend Guidelines of each year; and
- Interim distributions.

5.3 Company's Senior Management

The Company's Senior Management shall be responsible for the analysis and preparation of a recommendation with respect to the payment of dividends and/or share premium distributions, which shall be presented to the board of directors on annual basis, according to the Company's Business Plan.

5.4 Finance and Investments Area

The Finance and Investment Area shall be responsible for the budgeting process, business planning, cash flow management, financial projections, debt compliance, funding raising, investor relations, M&A transactions and corporate governance.

6 REFERENCE DOCUMENTS

- FORESEA-PE-007 - Financial Affairs.

7 REFERENCE PROCESSES MAPS

- NA

8 ANNEXES

- NA