



**INTERNAL REGULATIONS OF THE BOARD OF  
DIRECTORS OF KLABIN S.A.**

**Approved at the Company's Board of Directors meeting held on June 28, 2022.**

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**Chapter I**

**General Objectives**

**Article 1:** The purpose of these Internal Regulations (“Regulations”) is to establish the general rules regarding the operation, structure, organization, attributions and responsibilities of the Board of Directors of Klabin SA (“Company”) for the purpose of performing its duties as established in the Law no. 6.404/76, in the regulation issued by the Brazilian Securities Commission (“CVM”), in the listing regulation of B3 S.A. – Brasil, Bolsa, Balcão (“B3”) and in the Bylaws.

**Chapter II**

**Composition and Operation**

**Article 2:** The Company’s Board of Directors will be composed of at least 13 (thirteen) and at most 18 (eighteen) members, elected and destitutable by the General Meeting, and for each of the elected members, 1 (one) specific deputy will be elected.

**Paragraph 1:** In compliance with the provisions of the caput of this Article 2, the number of members that will comprise the Board of Directors in each term shall be fixed at each General Meeting, whose agenda is the election of the members of the Company’s Board of Directors.

**Paragraph 2:** Of the members of the Board of Directors, at least 35% (thirty five percent) must be Independent Directors, as defined in the Level 2 Regulation of B3, and expressly declared as such in the minutes of the General Meeting that elects them, being also considered as independent the member(s) elected pursuant to the option provided for in Article 141, Paragraphs 4 and 5 of Law no. 6.404/76.

**Paragraph 3:** The term of office of the members of the Company’s Board of Directors will be unified of 1 (one) year, reelection being allowed, provided that, exceptionally and for transition purposes, when there is no longer the Controlling Shareholder holding more than 50% (fifty percent) of the Company’s voting capital, the members of the Board of Directors may be elected, once, for a unified term of up to 3 (three) years.

**Paragraph 4:** The members of the Board of Directors will be invested in their positions by signing the term of office drawn up in the Minutes Book of the Board of Directors. The investiture of the members of the Company’s Board of Directors is subject to the prior subscription of the Managers’ Term of Consent pursuant to the provisions of Level 2 Regulation of B3, as well as compliance with applicable legal requirements.



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**Paragraph 5:** The term of office of the members of the Company's Board of Directors will extend until the investiture of the respective successors.

**Paragraph 6:** The members of the Board of Directors may not be elected to the Executive Board of the Company and its subsidiaries, except in the event of a vacancy, which shall be subject to specific disclosure to the market and which shall have a period of 180 (one hundred and eighty) days for the necessary measures to fill the respective positions are taken.

**Article 3:** Subject to the provisions of Paragraph 2 of Article 4 below, in the event of absence or temporary impediment of any member, the absent member shall be replaced by the respective deputy member, or by another member by specific indication of the absent member, who, in addition to their own vote, shall express, in deliberations, the vote of the absent member. Each member may only represent 1 (one) absent or impeded member at the same meeting.

**Single paragraph:** Subject to the provisions of Paragraph 2 of Article 4 below, in the event of a vacancy in the position of director, the respective deputy will assume the position until the next General Meeting. In the event of a simultaneous vacancy of the majority of positions, the General Meeting will be called to carry out a new election.

**Article 4:** The Board of Directors will have a Chairman elected by the Board of Directors from among the members elected by the Controlling Shareholder; the choice of the Chairman from among these will respect the principle of rotation, with the exception of reelection if with the favorable vote of all directors elected at the proposal of the Controlling Shareholder.

**Paragraph 1:** The Chairman of the Board of Directors will be responsible for:

- a) represent the Board of Directors when calling the General Meeting;
- b) install and preside over the General Meeting;
- c) install and preside over the meetings of the Board of Directors;
- d) organize and coordinate, with the collaboration of the secretary of the Board of Directors, the agenda of the meetings, after consulting the other directors and, if applicable, the General Director;
- e) ensure that the members of the Board of Directors receive complete and timely information on the items on the agenda of the meetings;
- f) represent the Board of Directors in its relationship with the Company's Committees, with the Company's Executive Board and its internal and external audits, internal bodies and commissions, signing, when necessary, correspondence, invitations and reports addressed to them, without prejudice the direct relationship of the directors and members of the Committees with these bodies;



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- g) ensure the effectiveness and good performance of the Board of Directors;
- h) propose to the Board of Directors the appointment of an executive secretary; and
- i) comply with and enforce these Internal Regulations.

**Paragraph 2:** In the event of absence, impediment or vacancy of the Chairman of the Board of Directors, they shall be replaced by another member appointed by the Board of Directors in compliance with the same criteria described in the caput of Article 4 above, and the substitute shall exercise the functions of the Chairman of the Board.

**Article 5:** It is incumbent upon the General Meeting to set the annual global compensation of the members of the Board of Directors and the Executive Board, including indirect benefits. The Board of Directors is responsible for distributing it among its members and those of the Executive Board.

**Article 6:** The Board of Directors will have an Executive Secretary, elected by a majority of the members of the Board of Directors. Among other matters that may be defined by the Board of Directors when the Executive Secretary is elected, the Executive Secretary, under the supervision of the Chairman of the Board of Directors, will be responsible for:

- a) organize requests from directors or the executive board regarding the agenda of matters to be discussed at meetings of the Board of Directors and submit them to the Chairman of the Board, subject to the terms of these Regulations, for further distribution;
- b) upon request of the person responsible for the call pursuant to Article 7, Paragraph 1, arrange for the sending of the call notice for the meetings of the Board of Directors, informing the directors – and any participants – of the place, date, time and order of the day, having to comply with the requirements established in Article 8 of these Regulations;
- c) coordinate, with the bodies or persons responsible for the Company, so that requests for materials, information and other inquiries made by members of the Company's Board of Directors regarding matters within the competence of the Board of Directors are met;
- d) secretariat the meetings, prepare and draw up the respective minutes and other documents in the proper book and collect the signatures of all the members who participated in it, in addition to recording the attendance of any guests;
- e) coordinate the filing of the minutes and resolutions taken by the Board of Directors in competent bodies and their publication in the official press body and in a widely circulated newspaper, if applicable;



f) propose to the Board of Directors the corporate annual calendar, which must, necessarily, define the dates of the ordinary meetings of the Board of Directors, and comply with the provisions of Article 7, caput, of these Regulations; and

g) issue certificates, extracts and certify, before any third parties, for the due purposes, the authenticity of the resolutions taken by the Board of Directors.

### **Chapter III**

#### **Board of Directors Meetings**

**Article 7:** The Board of Directors will meet, ordinarily, once every 2 (two) months and, extraordinarily, whenever necessary.

**Paragraph 1:** The meetings of the Board of Directors may be called by the Chairman of the Board of Directors or by 2 (two) members together.

**Paragraph 2:** At the ordinary meetings of the Board of Directors, the General Director will present the report on occurrences and performance of the Company in the previous months, including the balance sheets and monthly reports. The other officers of the Company, when called, will present a summary report of the areas of their competence.

**Article 8:** The meetings will be called as follows:

a) at least 8 (eight) days in advance of the date of each meeting to be held on first call; if the meeting is not held, a new call will be issued, at least 5 (five) days in advance;

b) in writing, by sending an e-mail, fax, or letter;

c) with indication of the agenda, in a clear and detailed manner, date, time, and place;

d) with the agenda of the meeting and copies of any proposal and all documents relevant to the resolution of the matters on the agenda, given that the agenda of the ordinary meetings of the Board of Directors will be prepared so that the first items of the order of the day are the reports of the present Directors and the presidents of the Committees, when applicable, and, subsequently, other matters.

**Single paragraph:** In the event of matters subject to an extraordinary meeting that require urgent consideration, the Chairman of the Board of Directors may, at their sole discretion, call a meeting of the Board of Directors within a period shorter than that described in the caput of this Article 8, with the meeting being considered valid and effective for all purposes, provided that the necessary quorum for holding the meeting is observed, pursuant to Article 9 of the Rules of Procedure.



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**Article 9:** The meetings of the Board of Directors shall be installed with the presence of at least half plus one of its members, including those represented in the form of Article 3, caput and Sole Paragraph, and Article 4 in its Paragraph 2 above.

**Single paragraph:** The presence of all members of the Board of Directors, or the prior written agreement of the absent members, will allow the holding of meetings of the Board of Directors regardless of call notice or other formalities provided for in Articles 8 and 9 of these Regulations.

**Article 10:** The meetings of the Board of Directors shall be presided over by its Chairman and, in their absence, by their deputy, elected pursuant to Paragraph Two of Article 4.

**Paragraph 1:** The resolutions of the Board of Directors will be taken by the favorable vote of the absolute majority of the members present at the meeting, observing the minimum “quorum” provided for in Article 9, and the Chairman, in addition to his own vote, has the casting vote.

**Article 11:** The Board of Directors may invite members of the Committees, Directors, internal and external employees of the Company to participate in its meetings, as well as any other persons who hold relevant information or whose matters, included in the agenda, are relevant to their area of expertise.

**Article 12:** All resolutions of the Board of Directors will be recorded in the minutes drawn up in the respective book of minutes of the Board of Directors, which must be signed by as many members present at the respective meeting. The non-holding of meetings due to lack of a “quorum”, when applicable, must be recorded in the book.

**Article 13:** The member of the Board of Directors who does not consider themselves sufficiently clear about a matter may request a view of the relevant documents or adjournment of the discussion, regardless of whether or not the vote on said matter has been started, and the possibility of adjournment must be resolved by the Board.

**Single paragraph:** The deadline for signing will be granted until, at the latest, the next meeting.

### Chapter IV

#### Skills, Duties and Responsibilities

**Article 14:** It is incumbent upon the Board of Directors:

a) establish the business objectives of the Company and its subsidiaries:

I - advising the Board on the formulation of medium and long-term plans;



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**II** - approving the development and expansion plans and the investments necessary for their execution; and

**III** - approving the annual operations and investment budgets.

**b)** elect and dismiss the Company's officers, establishing their attributions, subject to the provisions of the Bylaws;

**c)** monitor, on a permanent basis, the development and performance of the Company;

**d)** oversee the management of the officers, examine, at any time, the Company's books and papers, request information on contracts entered into or about to be entered into, and any other acts;

**e)** call the General Meeting in the cases provided for by law or when deemed convenient;

**f)** express its opinion on Management reports, financial statements and Executive Board accounts;

**g)** establish the Company's indebtedness policy and annually monitor and review the defined minimum cash availability amount;

**h)** authorize acts that go beyond those of ordinary administration, such as:

**I** - participation, including increase in participation, in other companies and disposal of such participation;

**II** - constitution, merger, incorporation, spin-off, transformation and extinction of subsidiary companies;

**III** - acquisition, sale and encumbrance of real estate;

**IV** - sale of movable property of permanent assets with a value greater than that set by the Board of Directors;

**V** - constitution of real liens and granting of sureties, except when guaranteeing the acquisition of the property itself;

**VI** - investments in expansion and improvement projects, with a value greater than that fixed by the Board of Directors;

**VII** - contracting of services with a value higher than that set by the Board of Directors;

**VIII** - leasing of a value higher than that set by the Board of Directors;



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**IX** - contracting of long-term debts;

**X** - acquisition of shares issued by the Company, within the limit authorized by the applicable regulations, for purposes of cancellation or holding in treasury and subsequent sale;

**XI** - sale, encumbrance or assignment of use of patents and trademarks;

**XII** - establishment of pension plans for the Company's employees;

**XII** - issuance of credit instruments intended for public distribution, in compliance with the legislation in force; and

**XIV** - renounce rights or compromise on shares whose value is higher than that set by the Board of Directors.

**i)** resolve on any proposals of the Executive Board to be submitted to the General Meeting;

**j)** choose and dismiss independent auditors;

**k)** to resolve, "ad referendum" of the General Meeting that approves the accounts for the year, on the payment of dividends, based on interim or annual balance sheets, and on the payment of interest on equity, pursuant to the applicable legislation;

**l)** resolve on the division of the remuneration of the Company's managers, established by the General Meeting, as well as on the managers' participation in the Company's profits;

**m)** resolve on the Executive Board's proposal regarding the acts of controlled companies in cases where the Company's resolution is required, as well as analyze proposals related to relevant matters of the subsidiaries;

**n)** resolve on the issuance of shares within the Company's authorized capital limit;

**o)** resolve on the issuance of subscription bonuses or debentures convertible into shares, whether common shares, preferred shares or common and preferred shares intended for the formation of share deposit certificates, in any case within the limits of the Company's authorized capital;

**p)** to express its opinion in favor or otherwise regarding any public offer for the acquisition of shares that has as its object the shares issued by the Company, through a prior reasoned opinion, disclosed within 15 (fifteen) days of the publication of the offer notice public offering for the acquisition of shares, which shall address, at least (i) the convenience and opportunity of the public offering for the acquisition of shares in the interest of all shareholders and in relation to the liquidity of the





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securities held by them; (ii) the repercussions of the public offering for the acquisition of shares on the Company's interests; (iii) the strategic plans disclosed by the offeror in relation to the Company; and (iv) other points that the Board of Directors deems pertinent, as well as the information required by the applicable rules established by CVM;

**q)** define a triple list of companies specialized in the economic valuation of companies for the preparation of a valuation report on the Company's shares, in the case of an OPA for cancellation of registration as a publicly-held company or for withdrawal from Level 2 of Corporate Governance at B3;

**r)** establish the rules for the Company's Units plan, including rules on the issue and cancellation of Units, and approve the hiring of an institution that provides bookkeeping services for shares and Units;

**s)** authorize the issuance, conversion, early redemption and other conditions of non-convertible debentures, commercial papers, bonds and other securities intended for primary or secondary distribution in the capital market;

**t)** resolve on the valuation of assets intended for the payment of the capital of its subsidiaries and controlled companies, except for wholly owned subsidiaries, whose competence will be the General Meeting of the Company;

**u)** previously resolve on the Company's submission of a bankruptcy petition or judicial or extrajudicial recovery;

**v)** within the limit of the Company's authorized capital and in accordance with a plan previously approved by the General Meeting, grant and establish the rules and conditions for stock options or subscription to the Company's managers or employees, or to natural persons who provide services to the Company or to companies under its control, without preemptive rights for shareholders;

**w)** create Committees and commissions, permanent or temporary, as well as elect their members, with the objective of supporting the Board of Directors and the Executive Board of the Company;

**x)** resolve on any associations of the Company, as well as its participation in shareholder agreements;

**y)** in addition to the cases provided for in Paragraph 2 of Article 26 of the Bylaws, authorize, when deemed necessary, the representation of the Company by a single member of the Executive Board or by an attorney-in-fact;



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- z)** define the Company's securities trading policies, disclosure of a material act or fact, transactions with related parties, the Code of Ethics and Conduct and other associated institutional corporate policies, notably the corporate anti-corruption and competition policies;
- aa)** establish policies and limits, by value, term or type of operation, for derivative financial instruments of any nature, whether or not involving futures and options markets, as well as procedures for the management and control of the Company's exposure to the respective risks involved in such operations;
- bb)** resolve on the suspension of the activities of the Company and its subsidiaries;
- cc)** recall at any time the examination of any matter relating to the business of the Company and its subsidiaries, even if not included in the above enumeration, and issue a decision on it to be mandatorily executed by the Executive Board;
- dd)** resolve on any matter submitted to it by the Executive Board and/or the Committees, as well as convene the members of the Executive Board and Committees for joint meetings, whenever deemed convenient;
- ee)** submit to the General Meeting the approval of contracts that must be examined by it in the form of the Company's Bylaws;
- ff)** be informed of any changes in the composition of the Board of Directors of controlled companies; and
- gg)** approve and amend its Internal Regulations.

**Paragraph 1:** In exercising the powers provided for in the caput of this article, the Board of Directors shall:

- a)** approve a risk management policy and monitor its implementation;
- b)** approve and monitor the Company's internal control system;
- c)** annually carry out a self-assessment of its activities and identify possibilities for improvement in the way it operates; and
- d)** promote, on an annual basis, the evaluation of the Company's results and the performance of the Executive Board, the Board of Directors, the Advisory Committees of the Board of Directors and each individual director, director and External Member of the Advisory Committees of the Board of Directors.

**Paragraph 2:** In the exercise of the functions provided for in Paragraph 1 above, the Company's Board of Directors, if deemed necessary, may request the prior analysis and



opinion of the Advisory Committees of the Board of Directors, observing their respective areas of activity.

**Article 15:** In the event of a vacancy in the position of General Director, the Board of Directors shall meet within 30 (thirty) days in order to elect a replacement, who shall complete the term of office of the replaced member. In the event of a vacancy in any other position on the Executive Board, the Board of Directors shall meet within 15 (fifteen) days in order to elect a replacement, who shall complete the term of office of the replaced member.

**Article 16:** The powers attributed to the Board of Directors by the applicable legislation and regulations, as well as by this Charter, must be exercised in a collegiate manner. Nevertheless, each member of the Board of Directors is responsible for:

- a) attend at least 75% of the meetings of the Board and/or Committees in which they are a member, examining the documents made available, in order to participate actively and diligently;
- b) take part in discussions and votes, requesting a view of the relevant documents, if deemed necessary, during the discussion and before the vote;
- c) submit written or oral declarations of vote, or, if they prefer, register divergence or reservation, when applicable;
- d) forward suggestions of matters to be included in the agenda to the Chairman and Executive Secretary of the Board of Directors;
- e) communicate any material act or fact of which they are aware in the form of the Company's Policy on Disclosure and Use of Relevant Information and Confidentiality;
- f) maintain the confidentiality of information to which they have privileged access, due to the position they hold, until its disclosure to the market, as well as ensuring that people, companies and other entities under their influence or control, in addition to spouses and dependents, also do so in accordance with the Company's Policy on Disclosure and Use of Relevant Information and Confidentiality;
- g) exercise the legal and regulatory attributions inherent to the role of member of the Board of Directors.

**Single paragraph:** It is recommended that the Directors participate in a maximum of 3 (three) Boards of Directors of other publicly-held companies, so that their performance and availability of time are not compromised.



## **Chapter V**

### **General Provisions**

**Article 16:** Omissive cases will be resolved at meetings of the Board of Directors in accordance with the law and the Bylaws, and the Board of Directors, as a collegiate body, will be responsible for resolving any existing doubts.

**Article 17:** These Internal Regulations may be modified at any time, by resolution of the Board of Directors.

**Article 18:** The provisions of the Company's Code of Ethics and Conduct, as well as all associated institutional policies, notably the corporate anti-corruption and the corporate competition, shall apply to the members of the Company's Board of Directors and, when applicable, the Executive Secretary, in addition to the Policy for the Disclosure and Use of Relevant Information and the Preservation of Confidentiality of the Company and the Policy for Trading Securities Issued by the Company.

**Article 19:** These Internal Regulations come into force on the date of their approval by the Board of Directors and will remain in force for an indefinite period.

São Paulo, June 28, 2022.

*Approved at the Board of Directors Meeting held on this date*