



**INTERNAL REGULATION OF THE
COMPENSATION COMMITTEE
OF
KLABIN S.A.**

**Approved at Board of Directors Meeting
held on December 8, 2020.**



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Article 1. The Compensation Committee (“Committee”) is an advisory body to the Board of Directors and to it linked thereto, subject to the laws and regulations applicable to Klabin S.A. (“Company”) and to this Internal Regulation (“Regulation”), which governs its operation.

Article 2. The Committee will be composed by 3 (three) members, to be elected by the Company's Board of Directors for a term of 1 (one) year, coinciding with the terms of the members of the Company's Board of Directors, with reelection allowed.

First Paragraph: The function of a Committee member cannot be delegated, and must be performed in compliance with the principles of loyalty and diligence, as well as in a way to avoid any conflict situations that could affect the interests of the Company and its shareholders.

Second Paragraph: Committee members must maintain an impartial posture in the performance of their activities and act in order to assist the Board of Directors in ensuring the constant efficiency and effectiveness of the Company's human resources and compensation mechanisms and processes, as well as in compliance with the rules established in the applicable laws and regulations, in these Regulation and in the Company's Bylaws, in their respective areas of competence.

Third Paragraph: The majority of the Committee members shall comply with the following requirements:

- a) not participating in the Company's controlling shareholder group, directly or indirectly;
- b) having an unblemished reputation; and
- c) not occupying positions in any firm that competes with the Company or its subsidiaries, and not having, nor representing, a conflict of interest with that of the Company or that of its subsidiaries.

Fourth Paragraph: Committee members will have the same duties and responsibilities as the managers, and must meet the requirements set forth in Article 147 of Law No. 6.404/76, and will take their positions in the Committee by signing the Instrument of Investiture, declaring the fulfillment of requirements for filling the position.

Article 3. The Board of Directors will elect, among the members of the Committee, a Coordinator, who will be responsible for the representation, organization and coordination of its activities.

Sole Paragraph. The Committee Coordinator is responsible for:



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- a) to call, in compliance with the provisions of Article 5 below, initiate and chair Committee meetings;
- b) represent the Committee in its relationship with the Board of Directors, with the Company's Executive Board and its internal and external audits, other Committees, areas and employees of the Company, signing, when necessary, correspondence, invitations and reports forwarded thereto;
- c) invite, on behalf of the Committee, any third parties to participate in Committee meetings, in order to provide clarifications or advice; and
- d) comply with and enforce these Regulation by all other Committee members.

Article 4. In case of absence or temporary impediment of the Committee Coordinator, the Coordinator or any other member of the Committee must inform the Chairman of the Board of Directors of the fact, in order for the Board of Directors to nominate the member who will temporarily replace the Coordinator.

Sole Paragraph. In case of vacancy in the position of any member of the Committee, the Coordinator or, upon his/her absence, any other member of the Committee, shall communicate the fact to the Chairman of the Board of Directors, so that a meeting of the Board of Directors may be called for the election of the new member of the Committee, to complete the term of the member whose position has become vacant.

Article 5. The Committee will meet ordinarily, at least, every 3 (three) months, or, extraordinarily, whenever called by the Coordinator.

First Paragraph: The call notices of the Committee's meetings shall be made in writing, by email, at least 5 (five) days in advance of the date of the respective meeting, specifying the time and place and including the agenda, in a clear and detailed manner. Any proposal and all necessary documentation and related to the agenda, including the agenda of the meeting, must be made available to the members of the Committee upon remittance of the notice. The notice and other formalities provided herein may be waived whenever all members of the Committee are present at the meeting, or by prior written agreement of the members who are unable to attend.

Second Paragraph: In the event of matters that require urgent consideration, the Committee Coordinator may, at its sole discretion, call a Committee meeting in a period shorter than that described in the First Paragraph of this Article 5, and the meeting shall be considered valid and effective for all purposes, provided that the quorum required for installation of the meeting is observed.



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Third Paragraph: The Committee Coordinator will prepare the agenda of the meetings, and the other members of the Committee may suggest the inclusion of additional matters to be considered by the Committee.

Fourth Paragraph: The meetings will be installed with the presence of the majority of the members of the Committee.

Fifth Paragraph: In the absence of the minimum quorum established above, the Committee Coordinator will call a new meeting, which should be held, within 3 (three) days, except if the urgency required for the subject to be dealt with does not allow it.

Sixth Paragraph: The Committee's recommendations, opinions and reports will be approved by a majority vote of the members present at the respective meetings. In the event of a tie, both statements will be sent to the Board of Directors, which will decide on the subject, if necessary.

Seventh Paragraph: The Committee's meetings will be held, preferably, at the Company's headquarters, and may be held at a different location if all members deem it convenient.

Eighth Paragraph: Participation in ordinary and extraordinary meetings of the Committee is permitted by means of a conference call, video conference or any other means of communication that allows the identification of the Committee member and simultaneous communication with all other persons present at the meeting. In this case, the members of the Committee will be considered present at the meeting and must subsequently sign the corresponding minutes.

Article 6. The Committee may call to participate in its meetings Officers, internal and external employees of the Company, as well as any other persons who have relevant information or whose subjects, contained in the agenda, are relevant to their area of activity.

Article 7. The Committee's subjects, guidelines, discussions, recommendations and opinions will be registered in the minutes of its meetings, which will be signed by the present members of the Committee, and they shall include the relevant points of discussions, the list of attending members, mention to justified absences, measures requested and possible divergence points between the members.

Sole Paragraph. The supporting documents for the meetings will be archived at the Company's headquarters together with the minutes of the respective meeting.

Article 8. The Committee will annually approve a schedule of activities for the corresponding fiscal year, which may change over the course of the fiscal year, if there is a justified and



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reasonable request by a member of the Committee.

Article 9. The Corporate Governance Department will be responsible for preparing the call notices and minutes of the meetings, as well as providing any and all assistance necessary for the full operation of the Committee, practicing all acts requested thereto by the Committee members.

Article 10. The Committee is responsible, among other matters, for:

- a) evaluating the talent management and compensation policies and guidelines proposed by the Company's management;
- b) examining and discussing the compensation guidelines for the members of the Executive Board to be submitted to the Board of Directors, including the compensation criteria (fixed and variable), benefits and other recognition or award programs, taking into account the best market practices;
- c) evaluating the Executive Board's proposal on the amount of the global compensation of managers to be submitted to the Board of Directors;
- d) evaluating and approving the compensation model for the Company's Officers;
- e) ensuring that the compensation guidelines for the Company's Officers are permanently compatible with the risk management policy, with the goals and the current and projected financial situation of the Company; and
- f) other duties that may be designated by the Board of Directors.

Article 11: In addition to the duties established in the previous article, the Committee must:

- a) care for the Company's interests, within the scope of its attributions;
- b) appreciate the reports issued by regulatory bodies about the Company, in what may impact the perception about the Company's compensation guidelines and mechanisms, in addition to other matters within its competence, as provided in Article 10 of hereof, and the Committee Coordinator must be immediately informed by the Executive Board of any relevant communication sent to the Company by a regulatory body, among those referred to in this item; and
- c) carry out, on an annual basis, a self-assessment of its activities and identify possibilities for improvements in the form of its performance.

Article 12. The Committee may convene specialists and request the Executive Board to hire external consultants to analyze and discuss topics under its responsibility, ensuring the integrity and confidentiality of the work.



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Article 13. The Board of Directors will define the compensation of the Committee members, as well as the budget intended to cover the expenses of its operation.

Article 14. The Company's Board of Directors will resolve omitted cases herein.