



**INTERNAL REGULATIONS OF THE EXECUTIVE BOARD**

**OF**

**KLABIN S.A.**

**Approved at Board of Directors Meeting**  
**held on June 28, 2022.**

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## **INTERNAL REGULATIONS OF THE EXECUTIVE BOARD**

### **KLABIN S.A.**

#### **Chapter I - EXECUTIVE BOARD**

**Article 1.** The Executive Board of Klabin S.A. (“Company”) is a decision-making body of a collegiate nature which, together with the Board of Directors, is responsible for, among other attributions, the management of the Company, in accordance with its bylaws and Law 6.404/76.

**Article 2.** In addition to the attributions conferred by Law 6.404/76, by the Bylaws (the “Bylaws”) and by these Regulations, the Executive Board must also guide its actions in order to promote the long-term sustainability and profitability of the business, always considering the social objectives and interests of the Company, as well as the strategic direction.

**Article 3.** The Executive Board, based on the Company's vision, mission and values and the guidelines defined by the Board of Directors, has as principles:

- a) to ensure the Company's continuity and the Company's social objectives and interests, following and implementing the long-term strategies and guidelines defined by the Board of Directors that ensure the sustainability and profitability of the Company's business;
- b) to take into account the needs of stakeholders of the Company in decision-making and enforcement;
- c) comply with corporate governance and policy guidelines, as well as monitor their compliance throughout the Company; and
- d) to watch over the Company's values and scope; and
- e) Ensure and enforce compliance with the law, Bylaws and decisions taken at the Shareholders' Meetings and Board of Directors Meetings, Policies and other Company documents.

#### **Chapter II - COMPOSITION AND FUNCTIONING OF THE EXECUTIVE BOARD**

**Article 4.** The Officers will be elected by the Board of Directors and may be removed by this body.

**Article 5.** The term of office of the Officers is 1 (one) year, and re-election is allowed.

**Article 6.** The Executive Board will consist of 3 (three) to 10 (ten) members, resident in the country, shareholders or not, with one of them being a Chief Executive Officer; the other officers will have attributions and designations defined by the Board of Directors.



**Article 7.** The positions of Chairman of the Board of Directors and Chief Executive Officer or main executive of the Company cannot be accumulated by the same person.

**Article 8.** Executive Board members should ideally meet the following requirements:

- a) personal integrity;
- b) absence of conflicts of interest;
- c) motivation;
- d) alignment with the Company's values;
- e) knowledge of best corporate governance practices; and
- f) possess the specific competences necessary to carry out the attributions of their respective functions in the Executive Board.

### **Chapter III - REPLACEMENT AND VACANCY OF THE EXECUTIVE BOARD**

**Article 9.** The Officers shall replace each other in the event of temporary absence.

**Article 10.** In the event of a vacancy, the replacement will be appointed by the Board of Directors to complete the term.

**Sole paragraph.** Vacancy occurs with dismissal, death, resignation, proven impediment, disability or unjustified absence for more than 30 (thirty) consecutive days.

**Article 11.** The Board of Directors, upon proposal from the Executive Board and to the extent necessary, may appoint other Officers, establishing their attributions and functions.

### **Chapter IV - EXECUTIVE BOARD MEETINGS**

**Article 12.** The Executive Board, convened by the Chief Executive Officer, shall meet ordinarily once a month and, extraordinarily, whenever necessary, observing "quorum" of the minimum attendance of half plus one of its members, and the Chief Executive Officer shall be responsible for the casting vote, in addition to his/her own vote.

**Article 13.** In all Executive Board meetings, resolutions will be taken by majority vote of the members present and recorded in the minutes.

**Article 14.** The Executive Board members may participate in the respective meetings through conference call, video conference or by any other electronic means of communication that allows the identification of the member and the simultaneous communication with all other people attending the meeting. In this case, the members of the Executive Board will be considered present at the meeting and must sign the corresponding minutes of the respective management body. The signature of the minutes by digital means is hereby authorized for the purpose of validity of the document.



**Sole paragraph.** Likewise, votes by letter, electronic mail, or any other means of communication permitted by law will be accepted, provided that they are sent to the Chief Executive Officer or his/her substitute until the time of the meeting.

**Article 15.** Any member of the Executive Board shall have the right to be represented by one of their peers at Executive Board meetings, whether for the formation of a “quorum” or for voting, with the option of indicating or not the meaning of their vote. This representation will be extinguished simultaneously with the closing of the Executive Board meeting.

**Article 16.** The Executive Board may appoint a Company employee to act as Secretary, with corporate functions, with the attribution of assisting the Chief Executive Officer in the organization of meetings, including the preparation of agendas, minutes and extracts, distribution of support to meetings, always meeting the legal formalities related to meetings of the Executive Board and custody of materials submitted for consideration by the collegiate body.

## **Chapter V - THE RESPONSIBILITIES OF THE BOARD**

**Article 17.** The Executive Board is responsible for:

- a)** Representing the Company and performing all acts necessary for its regular operation, except those that, by applicable law or by the Bylaws, are attribution of other bodies;
- b)** providing to the Board of Directors, their respective Advisory Committees and the Audit Committee, including at the request of any of their members, with the information requested and other information they deem relevant;
- c)** complying with and enforcing the provisions of these Internal Regulations, the Company's Bylaws, the resolutions of the Shareholders' Meeting and the Board of Directors;
- d)** managing and administering the company's business in accordance with the guidelines established by the Board of Directors;
- e)** preparing the financial statements for each period, as provided for in the Company's Bylaws, including a proposal to allocate the profits, submitting them to the Board of Directors;
- f)** preparing annual and multi-annual budgets for operations and investments, covering, among others, forestry, industrial, commercial, financial and People & Management plans, to be submitted by the Chief Executive Officer to the Board of Directors;
- g)** creating and extinguishing branches, offices and any other establishments of interest, in the country and abroad;
- g)** authorizing ordinary management acts, according to the values defined in the Responsibilities Policy approved by the Board of Directors, such as:
  - (i)** investments in expansion and improvement projects and leases;
  - (ii)** acquisition, disposal and encumbrance of urban or rural properties;



- (iii) leasing or forestry operation;
  - (iv) acquisition of forest and standing timber;
  - (v) insurance renewal and contracting of new insurance;
  - (vi) waiving rights or compromising in legal, extrajudicial or administrative actions or sign a Cease And Desist Agreement (TACs), Commitment Agreement, Environmental, Criminal Agreements and any other agreement entered into with the Government and/or Regulatory Body;
  - (vii) contracting services and consultancies; and
  - (viii) donations.
- h) informing the Board of Directors, in the person of its Chairman, about any matter of singular importance to the Company's business;
  - i) seeking the continuous improvement of the organizational climate and results;
  - j) evaluating, at least annually, the effectiveness of the Policies and risk management systems and internal controls, as well as the Integrity Program and report to the Board of Directors on this assessment;
  - k) other acts as delegated and/or authorized by the Board of Directors in minutes of meeting or upon the approval of Policies; and
  - l) complying with the rules contained herein and approving any necessary changes.

**Article 18.** It is also responsible for, especially:

- a) to the Chief Executive Officer, supervise all the Company's activities, coordinate the activities of the other officers, implement the business policy set by the Board of Directors for the Company and its subsidiaries and supervise the internal audit; and
- b) to the other Officers, the functions assigned to them by the Board of Directors.

## **Chapter VI - COMPANY REPRESENTATION**

**Article 19.** Any 2 (two) joint directors, 1 (one) joint executive with 1 (one) attorney-in-fact with sufficient powers, or 2 (two) joint attorneys-in-fact with express powers, shall be empowered to:

- a) represent the Company actively and passively;
- b) enter into contracts and assume obligations; operate accounts in banks, being able, to that end, to issue and endorse checks; compromise, enter into commitments; withdraw, endorse for surety or discount, or accept duplicates and any credit instruments; and
- c) providing surety or guarantee, in operations authorized by the Board of Directors.

**First Paragraph -** 1 (one) officer, separately, may testify in Court.



**Second Paragraph** - 1 (one) officer, separately, or 1 (one) attorney with express powers, may:

- i) issue duplicates and endorse them for bank collection, security deposit and/or discount, endorse checks for deposit in the Company's account, enter into foreign exchange contracts, issue purchase orders within the limits set by the Board of Directors; and
- ii) represent the Company before any government agency, autarchy or government controlled private company, federal, state or municipal, provided that it is not to assume an obligation for the Company or exonerate third parties before it.

**Third Paragraph** - The Company may constitute attorneys to represent it separately or in conjunction with a director or other attorney, as determined in the power of attorney. Attorneys will always be appointed for specific purposes and for a fixed term, except when dealing with “*ad judicia*” powers or for the defense of corporate interests in administrative proceedings. The appointment will be made by 2 (two) Officers jointly.

### **Chapter VII - FINAL PROVISIONS**

**Article 20.** These Internal Regulations enter into force on the date of their approval by the Company's Board of Directors and revokes any rules and procedures to the contrary.

**Article 21.** Once this Regulation is approved, it will be immediately observed by the Company, its Officers and the Secretary (a), and may only be amended with the favorable vote of the majority of the members of the Board of Directors.

**Article 22.** Cases not covered hereby will be resolved by the Executive Board or the Board of Directors, according to their powers.

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