

**COMPANHIA DE LOCAÇÃO DAS AMÉRICAS**  
**CNPJ/MF No. 10.215.988/0001-60 / NIRE 35.300.359.569**  
**(Publicly Held Company with Authorized Capital)**

**MINUTES OF BOARD OF DIRECTORS' MEETING**  
**HELD IN AUGUST 30, 2021**

- 1. DATE, TIME AND PLACE:** Held in the 30 day of August 2021, at 18:00 pm, at the headquarters of Companhia de Locação das Américas ("Company"), located at Avenida Raja Gabaglia, No. 1781, 12th floor, Luxemburgo, in the city of Belo Horizonte, State of Minas Gerais.
- 2. ATTENDANCE, QUORUM AND CALL OF MEETING:** The call of meeting was exempted, pursuant to paragraph 3 of article 16 from the Company's Articles of Incorporation, since every member of the Company's Board of Directors was present.
- 3. MEETING BOARD:** Given the attendance of Mr. Eduardo Luiz Wurzmann by videoconference, the director Luis Fernando Memória Porto was appointed as chairman of the meeting board, pursuant to article 17 of the Company's Articles of Incorporation ("Chairman"), with the meeting's secretary being Mrs. Tagiane Gomide Guimarães ("Secretary"), as indicated by the Chairman.
- 4. AGENDA:** Vote on: (i) pursuant to Article 31, subitem "e" of the Company's Bylaws, the execution, on this date, by the Company (as consenting intervening party) and by its subsidiary **AGILE GESTÃO DE FROTAS E SERVIÇOS S.A.** (as buyer), a corporation, headquartered at Avenida Barão Homem de Melo, no. 1319, Galpão A, Nova Granada, in the city of Belo Horizonte, State of Minas Gerais, CEP 30.431-425, registered with the CNPJ/ME under no. 09.337. 014/0001-70 ("Agile"), of the Private Instrument of Purchase and Sale of Shares and Other Covenants to be entered into with the current partners of **NEXCORP SERVIÇOS E TELECOMUNICAÇÕES S.A.**, a corporation, registered with the CNPJ under No. 06.349.959/0001-13, headquartered at Avenida Luiz Paulo Franco, no. 603, Pilotis, Bairro Belvedere, Belo Horizonte/MG, CEP 30.320-570 ("Nexcorp"), through which Agile has undertaken to acquire, upon the satisfaction of certain precedent conditions established therein, all the shares issued by Nexcorp ("Nexcorp Acquisition"). In return for the acquisition of Nexcorp shares, Agile shall pay the total amount of R\$ 120,000,000.00 (one hundred and twenty million reais), being R\$71,1 millions in cash and 1.965.742 in shares issued by the Company; (ii) the execution of derivative operation contracts by the Company; (iii) approval of reappointment of the Company's committees members; (iv) approval of the update Company's committees bylaws; (v) the re-ratification of the Minutes from the Company's Extraordinary General Meeting

held on December 14, 2020, registered with the Commercial Registry of the State of São Paulo ("JUCESP") under No. 108.382/21-7, on February 22, 2021, to promote adjustments (a) in the subject contained in item 4.1 of the Agenda for the aforementioned minutes; and (b) in the preamble of the Merger Protocol and Instrument of Justification, contained in Annex I of the aforementioned minutes; (vi) resolve on the call of of the Company's Extraordinary General Meeting that will discuss the subject listed in item 4.1 "i" and 4.1 "v" and (vii) the authorization for the members of the Company's board of executive officers to perform any necessary acts to formalize the previous resolutions, and the ratification of any necessary acts to formalize the previous resolutions already decided by the members of the Company's board of executive officers.

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5       **RESOLUTIONS:** After analyzing the agenda, the members of the Company's Board of Directors, by unanimous vote and without any restrictions, resolved:

5.1       Pursuant to Article 31, subitem "e" of the Company's Articles of Incorporation, the execution, on this date, by the Company (as consenting intervening party) and by its subsidiary Agile (as buyer), of the Private Instrument of Purchase and Sale of Shares and Other Covenants with the current partners of Nexcorp, through which the parties agreed the main terms and conditions of the Nexcorp Acquisition. In return for the acquisition of Nexcorp shares, Agile shall pay the total amount of R\$ 120,000,000.00 (one hundred and twenty million reais), of which R\$71,1 millions in cash and 1.965.742 in shares issued by the Company;

5.2       Pursuant to item XI of article 19 from the Company's Articles of Incorporation, the ratification of the execution, by the Company's Board of Executive Officers, of derivative transaction contracts, with the sole purpose of pecuniary protection (*hedge*), in the total national amount of R\$ 200,000,000.00 (two hundred million reais), under the terms of the following contractual instruments, which are filed at the Company's headquarters: "*Confirmation of Cash Flow Swap Operation No. 20512006.23*", in the amount of R\$100,000,000.00 (one hundred million reais), entered into in the framework of the Agreement signed between the Company and Banco Santander (Brasil) S.A., on 07/19/2021, and "*Confirmation of Cash Flow Swap Operation No. [109821070003600]*", in the amount of [R\$100,000,000.00 (one hundred million reais)], entered into in the framework of the Agreement signed between the Company and Itaú Unibanco SA, also on 07/19/2021;

5.3       The approval of the reappointment of members of the Company's Advisory Committees, under the following terms:

**(a) Fleet Management Committee:** Reappoint to its composition Mr. **Carlos Horacio Sarquis**, Brazilian, married, administrator, bearer of identity card No. 23.325.950-8, issued by SSP/SP, enrolled with CPF/MF under No. 228.963.748-33; Mr. **Dirley Pingnatti Ricci**, Brazilian, businessman, married, bearer of identity card No. 3.932.428 (SSP/PR), enrolled with the CPF/MF under No. 696.165.669-20;; **Luis Fernando**

**Memoria Porto**, Brazilian, single, engineer, bearer of Identify Card No. 63877808, issued by SSP/MG, enrolled with the CPF/MF under No. 019.820.789-10; and **Breno Davis Campolina**, Brazilian, married, administrator, bearer of Identify Card No. MG7922992, issued by SSO/MG, enrolled with CPF/MF under No. 040.880.676-14, all with business address at Avenida Raja Gabaglia, No. 1781, 12th floor, Luxemburgo, City of Belo Horizonte, State of Minas Gerais, CEP 30.350-540, who shall remain in their positions for a term of 1 (one) year.

**(b) Rent a Car Committee:** Reappoint to its composition Mr. **Carlos Horacio Sarquis**, Brazilian, married, administrator, bearer of identity card No. 23.325.950-8, issued by SSP/SP, enrolled with CPF/MF under No. 228.963.748-33; Mr. **Dirley Pingnatti Ricci**, Brazilian, businessman, married, bearer of identity card No. 3.932.428 (SSP/PR), enrolled with the CPF/MF under No. 696.165.669-20; and **Luis Fernando Memoria Porto**, Brazilian, single, engineer, bearer of Identify Card No. 63877808, issued by SSP/MG, enrolled with the CPF/MF under No. 019.820.789-10, described above, who shall remain in their positions for a term of 1 (one) year.

**5.4** Approval of Bylaws updates for the following advisory committees of the Company: (a) Bylaws for the Audit, Compliance and Risk Management Committee; (b) Rent a Car Committee; (c) Fleet Management Committee; . (d) Used Vehicles Committee, (e) People Management Committee, (f) Sustainability Committee, (g) Marketing Committee, (h) Financial Services Committee.

**5.5** Rectify (a) the wording of item 4.1 from the minutes Agenda for the Unidas Agro Merger EGM, in order to correct a material error in the CNPJ/ME number of Unidas Agro Locação de Veículos S.A. ("Unidas Agro"); and (b) the wording of the Protocol of Incorporation and Instrument of Justification preamble, contained in Annex I of the aforementioned Unidas Agro Merger EGM minutes, in order to correct a material error in the CNPJ/ME number of Unidas Agro Locação de Veículos S.A. ("Unidas Agro"); so that they come into force with the wording below, as well as ratify any other terms from the Unidas Merger EGM:

*"4.1. Vote on the terms and conditions of the Merger Protocol and Instrument of Justification ("Protocol"), which establishes the terms and conditions of the merger ("Merger"), by the Company, of its wholly-owned subsidiary, Unidas Agro Locação de Veículos S.A., a corporation headquartered in the City of Belo Horizonte, State of Minas Gerais, at Av. Raja Gabaglia, No. 1781, bairro Luxemburgo, CEP 30.380-457, registered with the CNPJ/ME under No. 00.453.246/0001-19 ("Unidas Agro")."*

(...)

*"UNIDAS AGRO LOCAÇÃO DE VEÍCULOS SA, a corporation headquartered in the City of Belo Horizonte, State of Minas Gerais, at Av. Raja Gabaglia, No. 1,781, bairro Luxemburgo, CEP 30.380-457, enrolled with the CNPJ/ME under No. 00.453.246/0001-19 ("Absorbed");*

**5.6** Approve the call of a Company's Extraordinary General Meeting that will discuss the subjects approved in items 5.1.and 5.5 above.

**5.7** Authorization for the members of the Company's board of executive officers to perform any necessary acts to formalize the previous resolutions, and the ratification of any necessary acts to formalize the previous resolutions already decided by the members of the Company's board of executive officers.

**6** **CLOSING:** There being no further subjects to discuss no other statement, the present meeting was closed, these minutes were taken and, after being read and approved, were signed by everyone in attendance. Chairman: Luis Fernando Memoria Porto . Secretary: Tagiane Gomide Guimarães. Directors: Sérgio Augusto Guerra de Resende, Luis Fernando Memória Porto, Dirley Pingnatti Ricci, Solange Sobral Targa, Eduardo Luiz Wurzman and Lee Richard Kaplan.

***Matches the original document drawn up in the Registry Book of Minutes from the Board of Directors' Meetings filed at the Company's headquarters.***

**Meeting Board:**

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**Eduardo Luiz Wurzmann**  
Chairman

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**Tagiane Gomide Guimarães**  
Secretary

**COMPANHIA DE LOCAÇÃO DAS AMÉRICAS**  
**CNPJ/MF NO. 10.215.988/0001-60 / NIRE 31.300.136.973**  
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**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD IN August 30, 2021**

**ANNEX I – ADVISORY COMMITTEES BYLAWS**

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## **1. INTRODUCTION**

Companhia de Locação das Américas ("Unidas") is a publicly-held corporation, listed in the Novo Mercado segment of B3 – Brasil, Bolsa, Balcão ("B3"), and, therefore, undertakes to adopt practices that ensure compliance with current legislation. Thus, in order to ensure excellence and respect for the highest level of Corporate Governance, we notably apply the present Internal Regulations of its Marketing, Sustainability, Rent a Car, Financial Services, Used Cars, Fleet Outsourcing, and People Management Committees.

## **2. PURPOSE OF THE INTERNAL REGULATIONS**

These Internal Regulations are intended to regulate the functioning and competences of the Marketing, Sustainability, Rent a Car, Financial Services, Used Cars, Fleet Outsourcing, and People Management Committees ("Committees"), as well as the composition and responsibilities of its members and the relationship with other areas of the corporation.

## **3. THE MISSION OF THE COMMITTEES**

The Committees are permanent bodies, linked to the Board of Directors and responsible for taking their issues to the highest governance bodies of the Corporation.

## **4. COMPOSITION, MANDATE, AND INVESTITURE**

The Committees will be composed of at least three (03) and at most nine (09) members, which includes members of the Board of Directors and the Executive Board of Unidas.

Each member of the Committees shall be entitled to one (1) vote. Committee members shall not have alternates and their duties cannot be delegated.

Non-permanent members may be appointed at Committee meetings as needed, considering:

- a) the agenda of the meeting, whether ordinary or extraordinary.
- b) the need for the involvement of a specific area of Unidas.

Independent professionals may be appointed to participate in Committee meetings, provided that their expertise in the respective areas is proven. Said experts shall play an advisory role, without the right to vote on the issues discussed by the members of the Committee or any other type of resolution.

The Committees shall have a Coordinator among its members, and, if this person is not present, the Coordinator himself/herself shall indicate someone to replace him/her among the other members and the respective replacement period.

The beginning of the term of office of the members of the Committees shall take place from their appointment and shall remain in force for an indefinite period.

In case of temporary or permanent vacancy of any member of the Committees, a substitute member shall be appointed in his/her place. Definitive vacancy shall be due to removal, resignation, death, permanent impediment, permanent disability, or loss of term of office of the current member.

The areas of Marketing, Sustainability, Rent a Car, Financial Services, Used Cars, Fleet Outsourcing, and People Management shall have the mission of advising their respective Committees' operation, proposing agenda items to the Coordinator, recording the minutes of the meetings, as well as preparing the action plans for implementing the guidelines aligned with the other areas of the corporation in order to achieve the defined goals.

## **5. COMPETENCIES OF THE COMMITTEES**

The Marketing Committee shall be responsible for:

- a) evaluating Unidas' Marketing strategies, ensuring that it is incorporated into the corporation's goals and corporate strategy.



- b) evaluating Unidas' policies and conduct related to Marketing, Media and the like, including corporate risks, brand reputation, among others, as well as proposing improvements in mitigation plans.
- c) evaluating Unidas' performance in relation to marketing aspects and propose improvements based on a long-term vision.
- d) monitoring Unidas' marketing indicators and propose improvements, especially with regard to the management of indicators and targets present in the strategic plan of the areas and of the corporation.
- e) report to Unidas' Board of Directors on advances in the corporation's marketing and brand management strategy and practices.

The Sustainability Committee shall be responsible for:

- a) evaluating Unidas' sustainability strategy, ensuring that it is incorporated into the corporation's goals and corporate strategy.
- b) evaluating Unidas' policies and conduct related to corporate risks management, including socioenvironmental risks, reputation risks, among others, as well as proposing improvements in mitigation plans.
- c) evaluating Unidas' performance in relation to sustainability aspects and propose improvements based on a long-term vision.
- d) monitoring Unidas' sustainability indicators and propose improvements, especially with regard to the management of indicators and targets present in the strategic plan of the areas and of the corporation.
- e) evaluating and proposing the adhesion, or permanence, of Unidas to initiatives or agreements at the national or international level related to social and environmental responsibility issues, as well as monitoring the preparation and dissemination of the sustainability report.
- f) report to Unidas' Board of Directors on advances in the corporation's sustainability practices and strategy.

The Rent a Car Committee shall be responsible for:

- a) assisting and making recommendations regarding the preparation of a business plan;
- b) assisting and making recommendations regarding the assessment of market conditions in the RAC segment;
- c) assisting and making recommendations regarding pricing and performance strategies;
- d) assisting and making recommendations regarding the follow-up and monitoring of the activities of the RAC segment; and assisting and making recommendations regarding matters submitted to it by the Executive Board or Board of Directors, as well as those it deems relevant.

The Financial Services Committee shall be responsible for:

- a) assisting and making recommendations regarding Financial Services;
- b) assisting and making recommendations regarding the assessment of market conditions in the Financial Services segment;
- c) assisting and making recommendations regarding implementation strategies;
- d) assisting and making recommendations regarding the follow-up and monitoring of the activities of the Financial Services segment; and
- e) assisting and making recommendations regarding matters submitted to it by the Executive Board or Board of Directors, as well as those it deems relevant.

The Used Cars Committee shall be responsible for:

- a) assisting and making recommendations regarding the assessment of market conditions;
- b) assisting and making recommendations regarding the definition of prices and sales strategies for used vehicles;
- c) assisting and making recommendations regarding the policy for the sale of used vehicles owned by the Corporation;
- d) assisting and making recommendations regarding matters submitted to it by the Board of Directors, as well as those it deems relevant.

The Fleet Management Committee shall be responsible for:

- a) assisting and making recommendations regarding the preparation of a business plan;

- b) assisting and making recommendations regarding the assessment of market conditions in the Fleet Outsourcing and Management segment;
- c) assisting and making recommendations regarding pricing and performance strategies;
- d) assisting and making recommendations regarding the follow-up and monitoring of activities in the Fleet Outsourcing and Management segment; and
- e) assisting and making recommendations regarding matters submitted to it by the executive board or board of directors, as well as those it deems relevant.

The People Management Committee shall be responsible for:

- a) assisting and making recommendations regarding the proposal, parameters, guidelines, and policies for compensation and benefits to be attributed to the Corporation's managers and senior employees;
- b) assisting and making recommendations regarding the proposal for the overall compensation of the Corporation's managers;
- c) assisting and making recommendations regarding the succession and turnover of the Corporation's managers and employees;
- d) assist and make recommendations regarding the creation, modification and/or extinction of a job and salary plan or similar policy;
- e) assist and make recommendations regarding the adoption of policies and models of competences, leadership, attraction, retention, and motivation of professionals;
- f) assisting and making recommendations regarding matters submitted to it by the Board of Directors, as well as those it deems relevant.

## **6. COMMITTEES COORDINATOR RESPONSIBILITIES**

- a) guiding and coordinating the work of the Committee.
- b) preparing the Committee's annual schedule of ordinary meetings together with the Sustainability area and inform the Committee in advance.

- c) coordinating the relationship and interaction with Unidas' other boards, in relation to sustainability matters, reporting on their progress during the Results Meetings with the CEO (RRP), whenever necessary.
- d) inviting external participants to the Committee, albeit without the right to vote, who are external experts, in order to provide clarifications and contribute to the technical analysis of matters to be addressed.

## **7. COMMITTEES DUTIES**

In order to fulfill their duties and responsibilities, the members of the Committees shall:

- a) attend meetings according to the previously disclosed schedule.
- b) comply with and enforce the regulations of the Committee.
- c) respect the duties of loyalty, diligence, and maintain an ethical posture in the performance of their activities.
- d) examine, without bias, the occurrences presented to them for resolution.
- e) avoid situations of conflict that could hinder the normal development of the activities of Unidas.
- f) maintain the confidentiality over discussions, matters, documents and any other information that they have become aware of through participation in the Committees, including acting to prevent accidental loss and/or leakage of information about the Committees, their members, or their activities.
- g) perform the functions to which they were assigned, helping the correct and constant progress of the Committees' work.
- h) represent Unidas' sustainability values, observe and encourage good corporate social responsibility and governance practices at Unidas.

## **8. MEETINGS**

The Committees will meet according to the schedule of meetings defined by the Coordinator, who will distribute the topics foreseen in the annual work program of the Committees at the meetings, thus composing the theme calendar for the fiscal year.

The Coordinator, who will receive the proposal for the agendas for the meetings from the Sustainability area, shall call the Committees by email, at least three (3) business days in advance.

The Committees' meetings shall be held at the headquarters of Unidas in a place previously defined by its members, and the members are allowed to participate via teleconference, videoconference, or by any other means of simultaneous communication that ensures their effective participation in the meeting.

The Committees' meetings shall be held in the presence of most of their members.

The resolutions and matters of each Committee meeting must be recorded in the minutes, by the respective support areas, which will send them to the Coordinator.

Committee members may be required to attend meetings of the Unidas' Board of Directors to present the corporation's strategic agendas and results.

The matters and resolutions taken at the Committees' meetings shall be valid if they have the favorable vote of the majority of the members present. In case of an equal number of votes, the CEO of Unidas shall have the casting vote.

## **9. COMPENSATION**

Except for the Financial Services Committee, the members of the Committees shall not be entitled to receive any compensation for their work.

## 10. FINAL PROVISIONS

These Regulations come into force on the date of their approval by the Unidas' Board of Directors.

Once approved, the Regulations must be immediately observed and respected by the members of the Committees, their Coordinator, and by the corresponding areas.

The provisions of the Unidas' Code of Ethical Conduct and other internal policies and standards related to Marketing, Sustainability, Rent a Car, Financial Services, Used Cars, Fleet Outsourcing, and People Management apply to Committee members.

## 11. NORMATIVE REFERENCES

Not applicable.

## 12. GLOSSARY

Not applicable.

## 13. REVISION HISTORY

DATE	VERSION	MAIN CHANGES	PERSON IN CHARGE

## 14. LIST OF IMAGES

Not applicable.

## 15. ANNEX

### 15.1. Annex I - Term of Investiture of Permanent Membership to the Advisory Committee

These persons hereby take office as permanent member(s) of the [XXX] Committee of Unidas S.A., established at the city of Belo Horizonte, State of Minas Gerais, at Avenida Raja Gabaglia, nº 1781, 12º andar, Luxemburgo, CEP [Zip Code] 30.380-457, for an indefinite period , starting on August 30, 2021. .

The member(s) listed and signed below, elected upon indication of the Person in Charge and rectification by the Unidas' Board of Directors, upon taking office, does so under the commitment to faithfully respect the Committee's Internal Regulations, the Unidas' Articles of Incorporation and all other rules and regulations applicable to them.

#### PERMANENT MEMBERS

Full Name	Signature

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Place, August 30, 2021

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CEO - Unidas



**COMPANHIA DE LOCAÇÃO DAS AMÉRICAS**  
**CNPJ/MF NO. 10.215.988/0001-60 / NIRE 31.300.136.973**  
**(Publicly Held Company with Authorized Capital)**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**  
**HELD IN August 30, 2021**

**ANNEX II – -RULES OF THE AUDIT, COMPLIANCE AND RISK MANAGEMENT COMMITTEE**

## Summary

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## **16. INTRODUCTION**

The Committee is an advisory body to the Board of Directors on a permanent basis, with operational autonomy and its own budget, directly linked to the Board, subject to the applicable legislation and regulations, the provisions of the Company's Bylaws and the rules of this Procedure.

## **17. PURPOSE**

The Companhia de Locação das Américas ("Company" or "Unidas") is a publicly-held company, governed by the Novo Mercado Segment, and operates in a complex, dynamic, highly competitive and regulated environment. In order to ensure that informed decision-making is beneficial to the Company, the Board of Directors designates its standing committees, such as the Audit, Compliance and Risk Management Committee ("Committee"), whose purpose is to oversee the preparation of the financial statements, the Integrity and Compliance Program, the Company's internal controls and risk management.

## **18. COMPOSITION**

The Committee will be composed of at least 3 (three) members, who must meet the following requirements:

- (i) At least 1 (one) member will be an independent director of the Company and at least 1 (one) member shall have recognized experience in corporate accounting matters, and the same member may accumulate both characteristics.
- (ii) The members shall be elected by the Board of Directors, for a period of 1 (one) year, reelection permitted.
- (iii) Comply with the independence requirements of the Brazilian Securities and Exchange Commission ("CVM"), the Brazilian Stock Exchange, Bolsa, Balcão ("B3"), the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC") of the United States of America.
- (iv) Meet the independence requirements according to the Company's Rules.

The Committee members may seek continuing education and training in the areas of Finance and Corporate Accounting by participating in Company-sponsored educational programs or through external consultants.

The Committee members will automatically be invested in their positions on the date of their election by the Board of Directors.

## **19. DUTIES**

The Committee shall be responsible for assisting the Board of Directors in supervising (i) the integrity of the Company's financial statements and internal controls, (ii) the Company's compliance with legal and

regulatory requirements, (iii) the Company's Compliance and Internal Audit areas , through the following duties:

**19.1. Review of documents and reports:**

- a) Review, prior to publication, the financial statements, including the explanatory notes, management reports and the opinion of the independent auditor;
- b) Discuss with the Board of Directors, whenever necessary, the reports prepared by the Executive Board and/or Independent External Audit on the Company's financial statements; as well as the adequacy of the Company's policies, processes and internal controls;
- c) Prepare an opinion and annual report, to be delivered together with the Financial Statements, for analysis by the Board of Directors and for publication in regulatory bodies.

**19.2. Independent External Audit:**

- a) Give an opinion and recommend, to the Board of Directors, the audit company to be hired to provide independent audit services, to carry out an independent external audit or for any other services, as well as its replacement, if deemed necessary;
- b) Evaluate the effectiveness of the Independent External Audit, including verification of compliance with legal and regulatory provisions applicable to the Company;
- c) Obtain from the Independent External Audit, whenever necessary, a report on the Company's audited annual financial statements, with a description of the critical accounting policies and practices to be reviewed by the Committee;
- d) Discuss, annually, with the Independent External Audit, any problems or difficulties faced in carrying out the audits, including, but not limited to (i) any restrictions on the scope of the Auditor's activities; (ii) access to requested information; (iii) any relevant disagreements with the Executive Board; and (iv) relevant accounting and tax matters.

**19.3. Internal Audit:**

- a) Monitor the activities of the Internal Audit and the Company's internal controls area
- b) Approve the guidelines and the Annual Plan of Internal Audit activities;
- c) Analyze the material reports of the Internal Audit, defining action plans that may be necessary to be adopted by the other areas of the Company;
- d) Discuss, whenever necessary, with the Executive Board, the duties of the Internal Audit.

**19.4. Compliance**

- a) Recommend actions to internally disseminate the culture of integrity;
- b) Evaluate, monitor and review the Company's policies and procedures, including the Governance Policies and Codes of Ethical Conduct, and recommend their correction or improvement;

- c) Evaluate situations reported or identified in the Company and related to Conflicts of Interest, Contracting and Relationship with Public Authorities, Donations and Sponsorship, as well as report them to the Board of Directors, when necessary
- d) Recommend procedures for receipt, secrecy, withholding and handling complaints received through the Ethics Channel related to violations of the Company's Policies and Codes of Ethical Conduct;
- e) Evaluate critical complaints received by the Ethics Channel or by other means related to non-compliance with legal provisions and rules applicable to the Company, Policies and Codes of Ethical Conduct and, when necessary, report them to the Board of Directors.

**19.5. Risk Management:**

- a) Ensure that the risks of the activities developed by the Company are duly identified, controlled, monitored and mitigated;
- b) Annually review the Company's Risk Matrix;
- c) Report to the Board of Directors the identification of new risks and the evolution of material risks.

**19.6. Analysis and Review of Processes and Internal Controls:**

- a) Analyze, whenever necessary, together with the Independent Auditor, the Internal Audit and the Executive Board, the adequacy and efficiency of the internal control systems (including any deficiency or relevant change in internal controls reported to the Committee by the Independent Auditors), accounting practices, information controls and procedures (and their corresponding management reports) of the Company;
- b) Whenever necessary, inform the Company's Chief Executive Officer and Chief Financial Officer of the existence of any material deficiencies in the design or operation of internal controls that may adversely affect the Company's ability to record, process, summarize and report financial data, any material weakness in internal controls and any fraud, whether material, that involves the Board of Executive Officers or other employees who have a significant role in internal controls.

**19.7. Other Activities:**

- a) Immediately report to the Board of Directors on any relevant issues considered by the Committee, including but not limited to tax, legal and regulatory issues or employee complaints or similar matters brought to the attention of the Committee, which may have a material impact on the Company's financial statements or accounting policies;
- b) Propose to the Board, annually, its own budget for the performance of its duties, as well as for the hiring of specialized consultants, when necessary;
- c) Submit annually to the Board of Directors, within 15 (fifteen) business days after the last meeting of the year, a report on the matters resolved by the Committee.

**20. COMPENSATION**

The Board of Directors will define the compensation of the Committee members, according to the Company's Compensation Policy.

## 21. MEETINGS

- a) The Committee will meet:
  - (i) ordinarily, on a quarterly basis, to evaluate the financial statements and examine the report of the Independent External Audit, on dates previously scheduled and prior to the meetings of the Board of Directors and Audit Committee, when established, aimed at approving results;
  - (ii) ordinarily, quarterly, on dates previously scheduled to monitor the work of the Internal Audit and Compliance areas; as well as to follow up on matters related to Risk Management and Analysis and Review of Processes and Internal Controls;
  - (iii) ordinarily, annually, to monitor matters related to the Independent External Audit and Other Activities; this may coincide with the regular meetings established in the items above; and
  - (iv) extraordinarily, or whenever necessary, at the request of any of its members, of the Audit Committee, when established, or of the Board of Directors, upon call at least 3 (three) days in advance.
- b) The calls shall be made by any member of the Committee at least 3 (three) business days in advance, by email or any other means of communication, and may be waived when all the sitting members are present.
- c) The meetings will be chaired by the Committee's Chairman, elected by the Board of Directors or by the other Committee members, and will have a secretary, elected by its Chairman.
- d) The Committee's Chairman shall:
  - (i) Preside over the meetings;
  - (ii) Ensure that all the rules and obligations of the Committee provided for in this Rules of Procedure are fulfilled;
  - (iii) Approve the topics and agenda of the meetings
  - (iv) Whenever necessary or required, inform the Board of Directors of the Committee's activities and any action taken or recommendation made during the meetings;
  - (v) Invite, on behalf of the Committee, non-member participants to Committee meetings.
- e) The Secretary of the Committee shall:
  - (i) Convene, on behalf of the Chairman, the Committee's meetings;
  - (ii) Act as secretary for the Committee's meetings;
  - (iii) Prepare, draw up and send the minutes of the Committee's meetings for signatures by members

by email or through the Governance System

- f) The minutes may be signed using electronic signature platforms, through certificates issued by ICP-Brasil of the members, and such signature will be legally valid and binding for the purposes of article 219 of the Brazilian Civil Code, unless the current legislation requires signature by other means.

## **22. HOLDING AND QUORUM**

The Committee's meetings will be held upon the presence of at least 3 sitting members and each member will be entitled to 1 (one) vote in the Committee's resolutions, which will be approved by majority vote. The secretary of each Committee's meeting will draw up minutes of the meeting, which shall be signed by all members present at the meeting. The digital and/or electronic signature will be considered valid for all purposes.

In the event of a vacancy in a period exceeding 3 (three) months or definitive vacancy of any of the members of the Committee, the Board of Directors shall meet to elect a new member for the position. In case of early termination of the term of a committee member for any reason, the Board of Directors shall meet to define the appointment of an alternate to complete the term.

## **23. GENERAL PROVISIONS**

The Committee will have access to financial statements and complaints, including confidential, internal and external reports received through the Ethics Channel or any other. Therefore, the members of the Committee undertake to maintain the confidentiality of all information received within the Committee.

The omissions of these Rules of Procedure, questions on the interpretation and any changes to their provisions will be decided at a meeting of the Board of Directors

These Rules of Procedure shall be effective on the date of their approval.

## **24. NORMATIVE REFERENCES**

Not applicable.

## **25. GLOSSARY**

Not applicable.

## **26. HISTORICAL RECORD**

DATE	VERSION	MAIN CHANGES	PERSON IN CHARGE

## 27. LIST OF FIGURES

Not applicable.

## 28. ANEXX

Not applicable.