

# Nomination of the Management Bodies' Members Policy

TIM S.A

## **NOMINATION OF THE MANAGEMENT BODIES' MEMBERS POLICY**

## INDEX

1. PREMISE.....	3
2. RECIPIENT.....	3
3. PURPOSE AND APPLICATION.....	3
4. FUNCTIONING AND SELECTION PROCESS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND THE BOARD OF OFFICERS.....	3
5. GENERAL REQUIREMENTS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND OF THE BOARD OF OFFICERS.....	4
5.1. SPECIFIC REQUIREMENTS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND THE BOARD OF OFFICERS.....	4
6. INDEPENDENCE CRITERIA – BOARD OF DIRECTORS OF TSA.....	5
7. PROCEDURE FOR NOMINATION – BOARD OF DIRECTORS OF TSA.....	6
8. PROCEDURE AT THE GENERAL MEETING – BOARD OF DIRECTORS OF TSA.....	6
9. VACANCY – BOARD OF DIRECTORS.....	7
10. ADVISORY COMMITTEES TO THE BOARD OF DIRECTORS.....	7
11. NOMINATION OF MEMBERS OF THE BOARD OF OFFICERS.....	8
12. GENERAL PROVISIONS.....	8
13. DURATION.....	9
14. GLOSSARY.....	9

## **1. PREMISE**

This document has as premise to establish the applicable rules for the nomination of candidates for the positions of member of the Board of Directors, of the advisory committees to the Board of Directors ("Committees") and of the Board of Officers of TIM SA ("TSA" or "Company") and of the TIM Group Companies in Brazil, when applicable, jointly defined as management bodies, and was prepared in accordance with the Corporate Law ("Law 6,404/76"), with the good practices established by the Brazilian Corporate Governance Code of the Brazilian Institute of Corporate Governance ("IBGC"), with the provisions of the Novo Mercado Regulation of B3 SA – Brasil, Bolsa, Balcão ("Novo Mercado Regulation"), as well as the general rules issued by Brazilian Securities and Exchange Commission ("CVM") on the matter.

## **2. RECIPIENT**

This Policy is applicable to the management of the Company and of the TIM Group Companies in Brazil, when applicable, and its shareholders, as the case may be.

## **3. PURPOSE AND APPLICATION**

The purpose of this Policy is to define the criteria for the composition of the management bodies of the TIM Group Companies in Brazil, respecting the best corporate governance practices, in order to ensure that the appointment and election of the members of the management bodies is in compliance with the legislation, rules and regulations that govern the matter.

## **4. FUNCTIONING AND SELECTION PROCESS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND THE BOARD OF OFFICERS**

The functioning of the Board of Directors and its Committees, as well as the Board of Officers, and the appointment of its members shall comply with the provisions of the Company's Bylaws, its Internal Rules and the legislation in force, in order to reflect and consolidate the existing structures for protect the interests of shareholders and the stock market.

The selection process for directors, advisory committees' members and officers shall comply with the organization's principles and values, strategy, maturity stage and expectations in relation to the expected performance of the Board of Directors, its Committees and the Board of Officers, which may be done internally by the Company or by hiring independent professionals to perform consulting services or obtain opinions on candidates.

As far as possible, the recommendations of the IBGC regarding the qualification of candidates for the Company's management bodies shall be observed.

## **5. GENERAL REQUIREMENTS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND OF THE BOARD OF OFFICERS**

As a general guideline, the nomination process for candidates, with regards to the Company, should aim that the Board of Directors, its Committees and the Board of Officers are composed of members with a diversified profile, an adequate number of independent directors and a size that allows the creation of committees, when refers to the Board of Directors, allowing the effective debate of ideas and the taking of technical, free and well-founded decisions.

Highly qualified professionals, with remarkable experience (technical, professional, academic), in line with the culture and ethical and behavioral aspects provided for in the Company's Code of Ethics and Conduct shall be appointed to the Board of Directors, its Committees and the Board of Officers.

The nomination process shall also consider, among others, criteria such as: (i) unblemished reputation; (ii) availability of time to adequately dedicate oneself to the exercise of the function and assumed responsibility, which goes beyond attending meetings and reading the documentation beforehand; (iii) professional experience in diversified topics and complementary skills; and (iv) whenever possible, diversity of gender, race/ethnicity and generations, to allow the Company to benefit from the plurality of views, experiences, arguments and a decision-making process with greater quality and safety.

With regards to diversity and social inclusion practices, and whenever the circumstances allow, it is recommended that the Board of Directors, its Committees and the Board of Officers includes in its composition at least 30% (thirty percent) of professionals belonging to minority social groups (women, black people, different generations), with experience in different segments, covering, among others, different cultural aspects.

### **5.1. SPECIFIC REQUIREMENTS OF THE BOARD OF DIRECTORS, ITS COMMITTEES AND THE BOARD OF OFFICERS**

The appointment of members of the Board of Directors, its Committees and the Board of Officers shall also meet the requirements set forth in Law 6,404/76. Among such criteria, the most important are:

- (i) Not be prevented by special law, or convicted of a crime of bankruptcy, malfeasance, bribery or bribery, concussion, embezzlement, against the popular economy, faith or public property, or the criminal penalty that prohibits, even temporarily, access public office, pursuant to paragraph 1<sup>st</sup> of Section 147 of Law 6,404/76;
- (ii) Not hold positions in companies that may be considered competitors in the market, in particular, in advisory, management or fiscal councils, pursuant to items I and II of paragraph 3<sup>rd</sup> of Section 147 of Law 6,404/76;
- (iii) Not having a conflicting interest with the company, pursuant to items I and II of paragraph 3<sup>rd</sup> of Section 147 of Law 6,404/76; and
- (iv) Not having been sentenced to suspension or temporary disqualification applied by the Brazilian Securities and Exchange Commission, which makes him ineligible for management positions in a publicly-held company, as established in paragraph 2<sup>nd</sup> of Section 147 of Law 6,404/76.

## **6. INDEPENDENCE CRITERIA – BOARD OF DIRECTORS OF TSA**

At least 2 (two) or 20% (twenty percent) of the members of the Company's Board of Directors, which is higher, shall be Independent Directors, as defined in the Novo Mercado Regulation, and shall also be considered independent the Director elected as provided for in Section 141, paragraphs 4<sup>th</sup> and 5<sup>th</sup> of Law 6,404/76, subject to the provisions of Section 16, paragraph 3<sup>rd</sup> of the Novo Mercado Regulation.

When, as a result of observing the percentage of 20% (twenty percent), a fractional number of directors results, the number will be rounded up to the immediately following whole number, under the Novo Mercado Regulation.

The qualification as Independent Directors shall be resolved in the General Meeting that elects them and expressly recorded in its Minutes.

The decision of the General Meeting regarding the qualification and election of the Independent Director shall be based on: (i) the statement, forwarded to the Board of Directors by the candidate appointed as Independent Director, representing that he/she attends the independence criteria provided by the Novo Mercado Regulation, including the respective justification, if verified some of the situations provided for in its Section 16, § 2º; and (ii) the declaration of the Company's Board of Directors, included in the management's proposal of the General Meeting in which the Directors' election will be deliberated upon, regarding the candidate's compliance with the independence criteria provided by the Novo Mercado Regulation.

## **7. PROCEDURE FOR NOMINATION – BOARD OF DIRECTORS OF TSA**

The appointment of members for the composition of the Board of Directors may be made by the Company's management and/or by any shareholder of the Company, pursuant to Law 6,404/76 and CVM Normative Instructions.

In case the Company decides to nominate a slate or candidate for the election of the CDA, the following recommendations shall be followed.

For the purposes of the nomination process, the composition of the Board of Directors shall be evaluated at the end of each term of the directors' management to seek compliance with the criteria contained in this Policy, when nominating the candidates included in the Company's management proposal to be submitted for resolution of the General Meeting.

The proposal for re-election of the Board members shall take into account their good performance during the period, their experience and attendance at meetings during the previous term, according to the results of the periodic evaluation process of the Board of Directors, as well as the conclusions regarding adequacy or need for adjustments in its composition.

The management proposal containing the nomination of candidates for Board of Directors members will be made available 30 (thirty) days in advance of the date of the General Meeting that will deliberate on its election, containing all the information on the candidates under the terms of CVM Instruction No. 481, of December 17<sup>th</sup>, 2009, as amended.

## **8. PROCEDURE AT THE GENERAL MEETING – BOARD OF DIRECTORS OF TSA**

The Company's Board of Directors is composed of at least 5 (five) and at most 19 (nineteen) permanent members, elected by the General Meeting, with a term of office of 2 (two) years, reelection being permitted.

In addition to the candidates indicated in the management proposal sent by the Company to the General Meeting, the final composition of the Board of Directors shall consider the election of directors through the following mechanisms provided for by Law 6,404/76: (i) requesting the adoption of the system of multiple vote, pursuant to Section 141 of Law 6,404/76; and (ii) the election of a member of the Board of Directors, in a separate vote, excluding the controlling shareholder, by the majority of the shareholders representing at least 10% (ten percent) of the total shares with voting rights.

In any case, the shareholder wishing to nominate candidates for the Board of Directors may notify the Company in writing stating the full name and qualification of the candidates or request the inclusion of candidates for the Board of Directors in the Distance Voting Ballot, observing the percentages of shares, within 25 (twenty-five) days before the General Meeting that will elect the new Board of Directors. After that date, nominations can only be made at the General Meeting.

The shareholder who submits the appointment of a member of the Board of Directors to the General Meeting shall, in the same act, present a copy of the clearance certificate, pursuant to CVM Instruction No. 367, of May 29<sup>th</sup>, 2002, or declare that he has obtained of the indicated the information that it is in a position to sign such instrument, indicating any reservations.

If the instrument submitted by copy to the General Meeting contains a reservation regarding the declaration of clearance, the shareholder that nominates the member of the board shall substantiate his vote, explaining the reasons why he understands that the reservation does not prevent the election of the nominee.

The curriculum of the nominated candidate shall also be presented to the General Meeting, containing at least their qualification, professional experience, education, main professional activity currently in force and nomination of which positions they occupy on the board of directors, fiscal or advisory boards in other companies, if applicable.

## **9. VACANCY – BOARD OF DIRECTORS**

In the event of a vacancy in the position of Director, including the position of Chairman of the Board of Directors, the other Directors, by decision of the majority of the members, will appoint a replacement who will remain in the position until the first subsequent General Meeting, observing the criteria, requirements and standards described or referenced in this Policy. The substitute elected by the General Meeting shall remain in office for the period remaining for the end of the term of the replaced member.

## **10. ADVISORY COMMITTEES TO THE BOARD OF DIRECTORS**

The Board of Directors may create Committees for its advisory, on a permanent or non-permanent basis, whenever it deems necessary, appointing its members based on their experience and technical capacity in relation to matters under the responsibility of the Committees.

The Committees will be composed of a minimum of 3 (three) and a maximum of 5 (five) members, all members of the Board of Directors, and their appointments will always be held at the first meeting of the Board of Directors that takes place after the election of its members, in a collegiate manner, in accordance with the Company's Bylaws, with the Internal Rules of the Board of Directors and of the Committees and the applicable legislation, as the case may be, with terms of office of 2 (years), always coinciding with the term of office of the members of the Board of Directors.

## **11. NOMINATION OF MEMBERS OF THE BOARD OF OFFICERS**

The Company's Board of Officers is composed of at least 3 (three) and at most 12 (twelve) members, shareholders or not, with a term of office of 2 (two) years, reelection permitted, with all elected by the Board of Directors and by it dismissed at any time, with the Chief Executive Officer, the Chief Financial Officer, the Investor Relations Officer and the Legal Officer being necessarily appointed, and the others having the designation that will then be assigned by the Board of Directors.

The composition of the Board of Officers shall always observe the criteria, requirements and rules described or referenced in this Policy and the conditions of the legislation in force, in addition to its own Internal Rules and the Company's Bylaws.

In the event of a vacancy in the position of Officer, the Board of Officers will be responsible for electing the new Officer or appointing the substitute, who will complete the term of the replaced one, and in the event of absences or temporary impediments of any Officer, the substitute Officer will be appointed by the Chief Executive Officer or, in its impossibility, by decision of the majority of the Board of Officers.

## **12. GENERAL PROVISIONS**

In order to substantiate the nomination process provided for in this Policy, candidates for members of the management bodies indicated by the Company will undergo a background check (verification of public information) which will be conducted in due course by the Company. Any relevant information found will be brought to the attention of the Board of Directors, as the case may be, which shall evaluate the nomination or recommendation of the candidate.

The members of the management bodies appointed undertake to provide and sign all documents necessary for taking office, in accordance with the applicable legislation.

After taking office, administrators shall immediately notify the Company if they take a managerial, advisory or fiscal position in any other entity, as well as if an event has occurred that affects their adherence to the minimum qualifications, and, when applicable, its membership as an independent member.

This Policy and its application shall be monitored by the Company's Board of Directors, with assistance from the Corporate Affairs and Human Resources and Organization areas.

## **13. DURATION**

This policy was approved by the Company's Board of Directors on December 15<sup>th</sup>, 2021 and entered into force on the date of its approval and may only be modified by resolution of the Company's Board of Directors.

## **14. GLOSSARY**

**Administrators:** members of the Board of Directors, the Board of Officers and the advisory committees to the Board of Directors of the TIM group companies in Brazil, when applicable.

**Shareholders' Meeting ("General Meeting"):** It is the supreme body of corporations, composed of all shareholders, having broad competence to deliberate on any matter related to the company's interests.

**Distance Voting Ballot:** distance voting mechanism created with the objective of increasing the participation of shareholders in meetings and facilitating the process of voting on matters and proposals in the companies.

**Independent Directors:** The classification of the independent director shall consider their relationship: I - with the company, its direct or indirect controlling shareholder and its administrators; and II - with subsidiaries, affiliates or under common control. For the purposes of verifying the qualification of the independent director, an independent director is **not considered to be one who:**

- i. It is the direct or indirect controlling shareholder of the company;
- ii. Its exercise of voting rights in the meetings of the board of directors is bound by a shareholders' agreement that has as its object matters related to the company;
- iii. Is a spouse, partner or relative, straight or collateral, up to the second degree of the controlling shareholder, company administrator or administrator of the controlling shareholder; and
- iv. For the last 3 (three) years, he has been an employee or director of the company or its controlling shareholder.

Additionally, the situations described below shall be analyzed in order to verify whether they imply loss of independence of the independent director due to the characteristics, magnitude and extent of the relationship:

- i. It is related to the second degree of the controlling shareholder, company administrator or administrator of the controlling shareholder;
- ii. For the last 3 (three) years, he has been an employee or director of subsidiaries, affiliated companies or companies under common control;
- iii. Has business relationships with the company, its controlling shareholder or affiliated companies, controlled companies or under common control;
- iv. Holds a position in a company or entity that has commercial relations with the company or with its controlling shareholder who has decision-making power in conducting the activities of said company or entity; and
- v. Receives other compensation from the company, its controlling shareholder, affiliated companies or under companies common control, in addition to that relating to the performance as a member of the board of directors or committees of the company, its controlling shareholder, its affiliated companies, controlled or

under common control companies, except cash proceeds arising from participation in the company's capital stock and benefits arising from supplementary pension plans.

**Board of Directors:** A collegiate decision-making body that exercises the senior management of the company.

**Corporate Documents:** Bylaws or Arts of Incorporation of the TIM Group Companies in Brazil.

**TIM Group companies in Brazil:** TIM S.A. (“TSA” or “Company”) and companies controlled, directly or indirectly, by TSA. For the purposes of this Policy, Instituto TIM integrates this definition.