


|   |   |                |
|---|---|----------------|
|  | <b>JHSF PARTICIPAÇÕES S/A</b>   |                |
|   | <b>POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES</b> | <b>Version</b> |
|   |   | V1.0           |

**JHSF PARTICIPAÇÕES S/A**  
**POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS,**  
**EXECUTIVE BOARD AND COMMITTEES**

**1. OBJECTIVE, APPLICATION AND PRINCIPLES**

**1.1.** This "Policy for Referral of Members of the Board of Directors, Executive Board and Committees" ("Policy") of JHSF PARTICIPAÇÕES S.A. ("Company") aims to determine the criteria for the composition of the Board of Directors, Advisory Committees and Executive Board of the Company, in compliance with the best corporate governance practices and due transparency. This Policy is applicable to all direct and indirect subsidiaries of the Company.

**1.2.** This Policy is based on: (i) corporate governance guidelines of the Company's Bylaws, as amended ("Bylaws"); (ii) Law No. 6404 of December 15, 1976 ("Corporation Law"); (iii) the IBGC's Code of Best Corporate Governance Practices ("Brazilian Corporate Governance Code"); and (iv) the Novo Mercado Listing Regulations of B3 S.A. - Brasil, Bolsa, Balcão, in effect as of January 2, 2018 ("Novo Mercado Regulation").


**2. BOARD OF DIRECTORS**

**2.1. Criteria for Referral of Members of the Board of Directors**

**2.1.1.** The Board of Directors is a collegiate body whose performance depends on respect and understanding of the characteristics of each member, without this implying the absence of discussions on ideas. Its composition must take into account the diversity of knowledge, experiences, behaviors, cultural aspects, age group and gender to allow the Company to benefit from the plurality of arguments and a decision-making process with greater quality and safety.

**2.1.2.** The Board of Directors is made up of at least 3 (three) and at most 9 (nine) members, all elected and removable by the General Meeting, with a unified mandate of 1 (one) year, with reelection permitted.

**2.1.3.** Of the members of the Board of Directors, at least 2 or 20%, whichever is greater, shall be Independent Members, and the characterization of those who are appointed to the Board of Directors as Independent Members shall be decided at the General Meeting that elects them, and the member (s) elected by means of the faculty foreseen in article 141, paragraphs 4 and 5 and article 239 of the Corporation Law shall also be deemed independent.

|   |   |                |
|---|---|----------------|
|  | <b>JHSF PARTICIPAÇÕES S/A</b>   |                |
|   | <b>POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES</b> | <b>Version</b> |
|   |   | V1.0           |

**2.1.4.** The referral of members of the Board of Directors of the Company, including independent members, must observe the following criteria, in addition to the legal, regulatory requisites and the provisions in the Company's Corporate Bylaws and Novo Mercado Regulations:

- (i) Alignment and commitment to the Company's values and culture and its internal policies;
- (ii) Unblemished Reputation;
- (iii) Academic background compatible with the position of Board Member or professional experience, having performed duties similar to those to be performed in the Board Member mandate;
- (iv) Professional experience in diverse subjects;
- (v) Availability of time to perform duties as a member of the Board of Directors and to properly dedicate oneself to the position and the responsibility undertaken;
- (vi) Be free from any fundamental conflict of interest (unmanageable, not punctual or situational, which is, or is expected to be, permanent) and constantly attentive to Company matters;

**2.1.5.** The positions of Chairman of the Board of Directors and Chief Executive Officer or Principal Officer of the Company may not be accumulated by the same person, observing, however, the provisions of the Bylaws and the regulations in force in the event of vacancy.


## **2.2. Procedure for Referral of Members of the Board of Directors**

**2.2.1.** The referral of members to make up the Board of Directors may be carried out by the Management or by any shareholder of the Company, under the terms of the Brazilian Corporate Law.

**2.2.2.** Shareholders who wish to nominate candidates to the Board of Directors may notify the Company in writing, informing the candidates' full name and qualification within thirty (30) days prior to the General Meeting that will elect the new members of the Company's Board of Directors.

**2.2.3.** Pursuant to article 3 of CVM Instruction 367 of May 29, 2002 ("CVM Instruction 367"), the shareholder who submits the referral of a member of the Board of Directors must present, in the same act:

- (i) Copy of the instrument of declaration of clearance of the nominated party, under the terms of CVM Instruction 367, or declare that he/she obtained from the nominated party information indicating that he/she is in a position to sign such instrument, indicating any remarks; and

|   |   |                |
|---|---|----------------|
|  | <b>JHSF PARTICIPAÇÕES S/A</b>   |                |
|   | <b>POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES</b> | <b>Version</b> |
|   |   | V1.0           |

(ii) The curriculum vitae of the nominated candidate, containing at least his/her qualification, professional experience, academic history, main professional activity he/she is currently performing and indication of which positions he/she holds on the board of directors, fiscal council or advisory services in other companies, as well as fulfillment of the concerned requisites.

**2.2.4.** The proposal for reelection of directors shall be based on individual assessments in accordance with the process set forth in the Company's Compensation Policy, on an annual basis.

**2.2.5.** The other rules on referral, election, vacancy, meetings, among others, related to the members of the Board of Directors of the Company shall comply with the provisions of the Company's Bylaws and the applicable legislation.

### **3. EXECUTIVE BOARD**

#### **3.1. Criteria for Referral of Members of the Executive Board**

**3.1.1.** The Board of Directors shall appoint for the composition of the Executive Boards, professionals who know how to combine, in a harmonious manner, the interest of the Company, shareholders, managers and employees, as well as the social and environmental responsibility of the Company, abiding by legality and ethics.


**3.1.2.** The members will be elected by the Board of Directors with individual mandates of 3 years, with reelection permitted at any time, as well as removal.

**3.1.3.** The proposal for reelection of Executive Officers shall be based on their annual evaluations carried out by the Board of Directors, which consider the executive officer's performance and potential, in addition to the leadership competencies defined for the Company.

**3.1.4.** The Executive Board shall be made up of at least 2 and at most 9 Officers, of which 1 Chief Executive Officer, up to 2 Vice-Chairman Officers, 1 Finance Officer, 1 Investor Relations Officer, 1 Legal Affairs Officer and the other officers without specific designation, whose respective title and function shall be assigned by the Board of Directors at the time of the election. The Investor Relations Officer may cumulatively hold any other officer position, and the Board of Directors may also determine the accumulation of any executive position into one or more officers.

**3.1.5.** The referral should also aim at forming a group of officers aligned with the principles and values of the Company, provided with complementary skills and abilities to implement the strategies, face the challenges and achieve the Company's objectives.

**3.1.6.** The referral of the Company's Officers shall follow the following criteria, according to their position:

|   |   |                |
|---|---|----------------|
|  | <b>JHSF PARTICIPAÇÕES S/A</b>   |                |
|   | <b>POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES</b> | <b>Version</b> |
|   |   | V1.0           |

(i) On the election date, the Officer must be under 65 years of age, and on January 31, following the attainment of the age of 65 by any Director, he/she shall automatically terminate his/her term of office in advance;

(ii) Alignment and commitment to the Company's values and culture and its internal policies;

(iii) Unblemished reputation;

(iv) Academic background compatible with the officer position to which he/she was assigned, having performed functions similar to those to be performed in the term of Director;

(v) Knowledge and professional experience compatible with the position for which he/she was appointed; and

(vi) Skills to implement strategies, meet challenges and achieve the Company's goals.

### **3.2. Procedure for Referral of the Executive Board**

**3.2.1.** The referral of members for the positions of officers in the Company, including the Chief Executive Officer, shall be made preferably among the Company's executives. The Chief Executive Officer shall indicate the other executive officers for appointment by the Board of Directors.

**3.2.2.** After fulfilment of the requirements set forth in item 3.1 of this Policy, the candidate's name will be put to a vote at a Board of Directors' meeting, and his/her appointment will be made in accordance with the Company Bylaws and applicable regulations.


**3.** The other rules related to the Company's Executive Board shall comply with the same provisions of the Company's Bylaws and applicable regulations.

## **4. ADVISORY COMMITTEES**

### **4.1. Requirements for Referral of Committee Members**

**4.1.1.** In addition to the Statutory Audit Committee already foreseen in the Bylaws, the Board of Directors, in order to better perform its duties, may create, at its sole discretion and in accordance with the rules that it may establish, committees or working groups with defined objectives, integrated by persons appointed by it among members of the Management and/or other persons who are not part of the Company's Management ("Non-Statutory Committees").

**4.1.2.** The Non-Statutory Committees and the Statutory Audit Committee ("Committees") shall observe the referral criteria established in this Policy, as well as the

|   |   |                |
|---|---|----------------|
|  | <b>JHSF PARTICIPAÇÕES S/A</b>   |                |
|   | <b>POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES</b> | <b>Version</b> |
|   |   | V1.0           |

guidelines and attributions approved by the Company's Board of Directors when installed.

**4.1.3. Non-Statutory Committees: the Non-Statutory Committees shall be formed by at least 3 members, of which:**

- (i) 1 member of the Board of Directors;
- (ii) Other members may have external specialists, not advisors; and
- (iii) All members appointed and removable by the Board of Directors, with a unified mandate of 1 year, renewable for equal periods or until dissolution of the Committee, whichever occurs first


**4.1.4.** Statutory Audit Committee: the composition and requirements for appointing members of the Statutory Audit Committee are contained in the Internal Rules of Procedure of the Statutory Audit Committee ("CAE Internal Rules of Procedure").

**4.1.5.** The independent members of Non-Statutory Committees shall have no alternates.

**4.1.6.** The referral of the Committee members shall occur after their installation by the Board of Directors, and the members shall exercise their positions until the first Annual General Meeting held after their election, with reelection permitted.

**4.1.7.** The election of the members of the Non-Statutory Committees by the Board of Directors, whether or not they are directors, shall comply with the following criteria, in addition to that established in section 4.1.4 above and in the CAE Internal Rules of Procedure (in the case of the Statutory Audit Committee):

- (i) Over 25 years of age;
- (ii) Alignment and commitment to the Company's values, culture and internal policies;
- (iii) Unblemished reputation and notorious knowledge of the operation of the business segments in which the Company and/or its subsidiaries operate;
- (iv) Minimum academic background or professional experience compatible with the duties of the Committee to which such member was appointed, having performed functions similar to those to be performed in the respective Committee;
- (v) Knowledge and professional experience in the area of activity;
- (vi) Time availability to perform the duties as a member of the respective Committee and to adequately dedicate oneself to the duties and responsibilities undertaken;
- (vii) Not be spouses or relatives up to the second degree of members of the Company's Management or of persons who have an employment relationship with the Company or its subsidiaries;

|   |   |                |
|---|---|----------------|
|  | <b>JHSF PARTICIPAÇÕES S/A</b>   |                |
|   | <b>POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES</b> | <b>Version</b> |
|   |   | V1.0           |

(viii) Not hold positions in a company that may be considered a competitor of the Company or its subsidiaries, and not have, nor represent, interests conflicting with those of the Company or its subsidiaries;

(ix) To be exempt from any conflict of interest with the Company, being certain that, for the purposes of the Statutory Audit Committee, the appointment of any director of the Company, its subsidiaries, its controlling shareholder, associated companies or companies under joint control is prohibited;

(x) Without prejudice to the provisions foreseen in this item, any person holding more than 10% of the voting stock of the Company or any of its subsidiaries may be appointed as member of the Statutory Audit Committee.

#### **4.2. Procedure for Referral of Committee Members**

**4.2.1.** Any member of the Board of Directors or of the Executive Board can nominate members of the Company's Committees up to thirty (30) business days prior to the Board of Directors' meeting that will indicate the composition of a new Committee.

**4.2.2** The proposal for reelection of Committee members shall be based on their annual individual assessments.

**4.2.** Compliance with the requirements established in items 4.1.4 and 4.1.7 of this Policy shall be verified by the Board of Directors, and the Committee's coordinator shall be consulted should this Committee be already installed; if requirements are fulfilled, the name of the candidate shall be put to a vote at a meeting of the Board of Directors.

**4.2.4.** The other rules related to the Company's Committees shall comply with the provisions of the Bylaws, the applicable legislation and the respective internal regulations of each Committee.

#### **5. INTEGRATION OF NEW MEMBERS**


**5.1.1** The Company's People and Management Area is responsible for promoting the integration of all employees, including new members of the Board of Directors, Advisory Committees and Executive Board. The new members undergo an integration process, which includes:

(i) Full presentation of the Company and its economic activities, including a face-to-face visit to the Company's main facilities and operational areas;

(ii) Presentation of the new members to the Company's main executives, showing the main attributions of each one, as well as to the other Company employees;

(iii) Presentation of the Company's values and mission, corporate documents and Company policies; and

(iv) Delivery of a kit with the Company's governance documents.

|   |  |         |
|---|--|---------|
|  | JHSF PARTICIPAÇÕES S/A   |         |
|   | POLICY FOR REFERRAL OF MEMBERS OF THE BOARD OF DIRECTORS, EXECUTIVE BOARD AND COMMITTEES | Version |
|   |  | V1.0    |

## 6. TERM

This Policy will come into force on the date of its approval by the Board of Directors, and will be in force for an indefinite term, until there is a resolution to the contrary and may only be modified by resolution of the Company's Board of Directors.

This Policy may be consulted at <http://www.ri.jhsf.com.br> and then select **Corporate Governance / Bylaws, Policies, Codes and Plans / "Referral Policy"**.