

## **Report of the Board of Directors of Vale S.A.**

**2023**

The purpose of this report is to present the actions carried out by the Board of Directors ("BoD") in 2023 and to present the Board's outlook for the coming year.

### **PRESENTATION**

#### **Composition and structure of the Board of Directors**

The Board of Directors is made up of the following 13 members: Daniel André Stieler, as chairman, Marcelo Gasparino da Silva, as vice-chairman and, as members Andre Viana Madeira (with Wagner Vasconcelos Xavier as his alternate), Douglas James Upton, Fernando Jorge Buso Gomes, João Luiz Fukunaga, José Luciano Duarte Penido, Luis Henrique Cals de Beauclair Guimarães, Manuel Lino Silva de Sousa Oliveira, Paulo Cesar Hartung Gomes, Rachel de Oliveira Maia, Shunji Komai and Vera Marie Inkster.

#### **Main attributions and responsibilities of the Board of Directors**

The BoD's mission is to protect the company's assets and maximize its shareholders' return on investment over the long term, acting within the highest ethical principles, with the aim of maintaining the company's longevity so that it can transform natural resources into prosperity and sustainable development, in line with Vale's mission. It is the body responsible for supervising the company's guidelines and strategic plans, monitoring and evaluating its economic and financial performance, electing and evaluating the members of the Executive Committee and deciding on corporate policies.

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#### **Quantitative analysis of meetings**

The Board of Directors met 21 times in 2023 (21 times in 2022), of which 11 were ordinary meetings (14 in 2022), 10 were extraordinary meetings (07 in 2022), representing the same total number of meetings as in the previous financial year.

#### **Average participation rate of Board members**

The members had an attendance of 94% during the year, while in 2023 the indicator was 96%.

#### **Average length of Board meetings**

Throughout 2023, the Board of Directors met for 120 hours, with its meetings lasting an average of 6 hours. Its meetings were divided into 247 agenda items, broken down into 135 informative topics and 112 deliberative topics.

### **HIGHLIGHTS OF THE YEAR**

#### **Summary of the main activities developed by the Board of Directors in 2023**

The Board of Directors has 6 Advisory Committees, made up exclusively of board members<sup>1</sup>, with each board member being responsible for participating in two Committees<sup>2</sup>, for in-depth discussions related to governance, sustainability, diversity and inclusion, people, remuneration, capital allocation, projects and innovation. The progress of the discussions within the Committees is presented periodically to the Board, reinforcing the agility of the debates and the alignment of the strategic direction between the Board and its Committees. During 2023, the Committees held 63 meetings that totaled 198 hours, the Capital Allocation and Projects

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<sup>1</sup> Despite that, the Committees may rely on external experts, not members

<sup>2</sup> With the exception of the board member who holds a position on the board of the subsidiary Vale Base Metals ("VBM")

Committee met 12 times (42 hours of meetings), the Audit and Risks Committee met 10 times (40 hours of meetings), the Nomination and Governance Committee met 16 times (36 hours of meetings), the Innovation Committee met 7 times (26 hours of meetings), the People and Remuneration Committee met 9 times (29 hours of meetings) and the Sustainability Committee met 9 times (25 hours of meetings). Details on the work of the Advisory Committees can be found in their respective annual activity reports. It is important to emphasize that there is also a representative of the Vale Board on the Vale Base Metals Board, reinforcing the synergy and dynamics of the Company's governance.

In addition, the Board has sought to maximize its contribution to Vale's value creation, through an increasingly in-depth understanding of its business and a clear alignment between the Executive Committee and the Board in relation to the company's main challenges, guidelines and strategic initiatives. To this end, the Board seeks to get closer to the operations and businesses, as well as to the main stakeholders, with a more itinerant approach through the Directors in Action Program.

Based on these assumptions, the Directors in Action Program was implemented in 2023 with the aim of supporting Vale's leaders in areas critical to their success, leveraging the experiences and knowledge present on the Board and the company's main value levers. This program includes, among other initiatives, the integrated work of directors with management, acting as a sounding board and meetings and visits to operations, assets, communities and other stakeholders related to each of the themes prioritized by the Board and the Executive Committee.

In 2023, the Board's more itinerant work resulted in meetings and operational visits in the states of Espírito Santo, Minas Gerais and Pará to improve its knowledge of the company.

This year, of the 21 meetings held, 2 were dedicated exclusively to discussing topics relating to the company's strategic planning, with the remaining ordinary and extraordinary meetings dedicated to topics relevant to the company's strengthening and growth, representing 94% of the schedule of meetings contained in the work plan, with the following highlights:

- Active contribution to Vale's strategic planning for the future, anchored in the pillars of Promoting sustainable mining, Fostering low-carbon solutions and Maintaining capital discipline, defining priority themes and ensuring the deployment of strategic indicators for the entire Company;
- Strategic actions to place our Iron Ore Solutions business as a leading player, supporting initiatives for operational stability and building platforms to expand our high-quality portfolio;
- Regular monitoring of Vale's Global Integrated Risk Map;
- Evolution of tailings and dam management, including full compliance with the standards and deadlines of the Global Industry Standard on Tailings Management (GISTM), the management of structures at critical safety levels and the progress of the Upstream Dam Recharacterization Program;
- Unlocking the potential value of our Energy Transition Metals business through the successful creation of a controlling entity, with the establishment of the proper governance, to consolidate the assets and management team, receiving long-term partners with valuable credentials to jointly promote the growth of the Vale Base Metals business;
- Completion of Vale's non-core Asset Divestment Program, following the divestment of Companhia Siderúrgica do Pecém (CSP) and Mineração Rio do Norte (MRN);

- Monitoring of Vale's budgetary and operational performance, with a focus on cash generation and efficient capital allocation;
- Approval of the revision of the Company's Organizational Design, in line with its Strategic Planning and purpose, and discussions related to the leadership development process, succession pipeline and executive compensation and performance strategy;
- Improvement of Vale's governance with the election of the Company's first *Independent Lead Director*, as well as the review of Corporate Policies relevant to the Company, including the Vale Group Business and Entity Management Policy, the Sustainability Policy, the Human Rights Policy, the Clawback Policy, the Chief Executive Officer Succession Policy and the Internal Audit Charter;
- Evolution of the evaluation process of the Board of Directors and Advisory Committees;
- Adoption of a Global Strategic Sustainability Panel and discussion of topics related to ESG, including aspects related to climate change and decarbonization, environmental licensing, human rights and relationship with the various stakeholders;
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- Effective reparation of Brumadinho, including the execution of the Full Reparation Agreement within the agreed conditions and deadlines;
- Effective reparation of Mariana, through supervision and collaboration with Renova and its governance bodies, emphasizing the acceleration of housing solutions and individual compensation processes. The Board of Directors actively monitors and contributes to negotiations with the authorities for an accelerated and definitive reparation agreement.
- In addition to the aforementioned highlights, the Board continued to monitor business performance, strategic planning, strategic subjects and other matters in fulfilment of legal and regulatory requirements.

## **OUTLOOK FOR THE NEXT YEAR**

The Board considers that its main priorities for its activities throughout 2024, aligned with Vale's business priorities, are those relating to ESG, people training, settlement and liability management, licensing and institutional relations, improving stakeholder relations, production and project, cultural transformation and bureaucratization .

In this sense, prioritizing the strategic themes for the company, the Board recently approved its Work Plan for 2024, which includes, among other topics, the themes aforementioned, as well as monitoring business performance, budget and strategic planning.

In order to ensure Vale's strategy for the future, the Board of Directors will continue to actively participate in the evaluation of opportunities and risks arising from the implementation of the plan, with a view to maximizing the generation of value for all the company's stakeholders.

### **Final considerations**

Based on the data and information presented in this report, the Board shares the perception that the results of its work over the last year was quite satisfactory and represented progress in relation to the main challenges initially identified. As for 2024, as mentioned above, the Board intends its work remain focused on topics related to the company's business priorities, providing strategic support focused on guaranteeing the necessary conditions for building the

Vale of the Future: a great company recognized by society for being a benchmark in safety, the most reliable operator in its category, a people-oriented organization, a leader in sustainable mining and a benchmark in creating and sharing value.