

## **Internal Regulation of the Board of Directors**

### **Chapter I - Purpose**

**Art. 1.** This Internal Regulation rules the operation of the Board of Directors (Board or BoD) and its relation with the other corporate bodies, observing the provisions of the Bylaws and the legislation in force.

### **Chapter II - Concept, Composition and Competences**

**Art. 2.** The Board of Directors is the collegiate management body that defines the general direction of the business of Banco do Brasil and its subsidiaries and controlled companies.

**Sole Paragraph:** The Board of Directors has adequate resources to carry out all its duties.

**Art. 3.** The Board of Directors has strategic, guiding, elective, and supervisory duties, as provided for by law and the Bank's Bylaws, and does not include operational or executive functions.

**Art. 4.** As defined in the Bank's Bylaws, the Board of Directors shall be composed by individuals, elected by the General Shareholders' Meeting and removable by it, and shall have eight members, with a unified term of office of two years, including a Chairman and a Vice-Chairman, with up to three consecutive reelections allowed. The term of office shall extend until the investiture of the new members.

**Paragraph 1** Minority shareholders shall be guaranteed the right to elect 2 (two) members to the Board of Directors by separate voting. If the multiple voting process is adopted, the provisions of Article 19 of the Bylaws shall be observed.

**Paragraph 2** - The Federal Government shall appoint, for resolution by the General Shareholders' Meeting, to fill six vacancies on the Board of Directors:

- I. the CEO of the Bank;
- II. 3 (three) members appointed by the State Minister of Finance;
- III. 1 (one) member appointed by the State Minister of Management and Innovation in Public Services; and
- IV. 1 (one) representative elected by the employees of Banco do Brasil S.A.

**Paragraph 3** The Chairman and Vice-Chairman of the Board of Directors shall be chosen by the Board itself, in accordance with the legislation in force, observing the provisions of Article 11, paragraph 3, of the Bylaws.

**Paragraph 4** The representative of the employees shall be chosen by direct vote of his/her peers, from among the active employees of the company, in an election organized and regulated by the Bank, together with the trade unions

representing them, in compliance with the requirements and procedures laid down in the legislation and the provisions of paragraphs 5 and 6 of this article.

**Paragraph 5** To hold office, the director representing the employees shall be subject to all criteria, demands, requirements, impediments, and prohibitions laid down by law, regulation and the Bylaws.

**Paragraph 6** Without prejudice to the impediments and prohibitions set forth in Articles 13 and 14 of the Bylaws, the director representing the employees shall not take part in discussions and resolutions on matters involving trade union relations, remuneration, benefits and advantages, including supplementary pension and assistance matters, as well as in other cases that may be considered conflict of interests.

**Paragraph 7** In the composition of the Board of Directors, the following rules shall also be observed:

I. at least thirty percent (30%) of the members of the Board of Directors shall be Independent Directors, as defined in the legislation and in B3's Novo Mercado Regulations, with the directors elected pursuant to paragraph 1 of this article being in this condition;

II. the status of Independent Director shall be decided at the General Shareholders' Meeting that elects him/her, in compliance with the provisions of B3's Novo Mercado Regulations; and

III. when, as a result of the compliance with the percentage referred to in item I of this paragraph, the result is a fractional number of directors, rounding shall be carried out as follows:

a) to the next higher whole number, when the fraction is equal to or greater than five tenths (0.5);

b) to the next lower whole number, when the fraction is less than five tenths (0.5).

IV. the State Minister of Finance shall appoint the independent members of the Board of Directors if the other shareholders fail to do so, in order to ensure that the percentage referred to in item I of this paragraph is met.

**Paragraph 8** In the event the multiple voting process provided for in paragraph 1 of this article is adopted, the vacancy allocated to the representative employee shall not be taken into account.

**Paragraph 9** Once the maximum term referred to in the head provision of this article has been reached, the member may only return to the Board of Directors after a period equivalent to one term of office has elapsed.

**Paragraph 10** After the end of their term of office, former members of the Board of Directors shall be subject to the impediment provided for in paragraph 7 of Article 24 of the Bylaws, observing, where applicable, the provisions of paragraphs 8 to 13 of the same article.

**Art. 5.** It is the responsibility of the Board of Directors, in addition to the duties provided for in the applicable rules and in the Bylaws, to:

I. approve the Fiscal Strategy;

**II.** approve the Internal Audit budget;

**III.** ensure the independence and effectiveness of the internal audit activity, including when carried out by third parties, as well as compliance with the applicable rules and procedures to the internal audit activity, that shall be observed by the Bank, pursuant to CMN Resolution 4,879/2020;

**IV.** provide the necessary means for the internal audit activity to be properly carried out, pursuant to CMN Resolution 4,879/2020;

**V.** deliberate on cases not covered by the Bank's Bylaws and this Regulation, limited to matters of a strategic nature within its competence;

**VI.** order the hiring of specialists or experts to better instruct the matters subject to its resolution;

**VII.** set the Bank's risk appetite levels in the Risk Appetite and Tolerance Statement (RAS) and review them, with the assistance of the Risks and Capital Committee, the Executive Board, and the Chief Internal Controls and Risk Management Officer (CRO);

**VIII.** approve and review, at least annually:

**a)** the policies, strategies, and limits of the risk management that establish limits and procedures aimed at maintaining exposure to risks in accordance with the levels set out in the RAS (Article 7, item I, of CMN Resolution 4,557/2017);

**b)** the capital management policies and strategies that establish procedures to maintain the Reference Equity, Level I and the Core Capital referred to in CMN Resolution 4,955/2021, at levels that are compatible with the incurred risks, pursuant to Article 40, item I, of CMN Resolution 4,557/2017;

**c)** the stress test program referred to in Article 11 of CMN Resolution 4,557/2017;

**d)** the policies for business continuity management (Article 7, item IX, of CMN Resolution 4,557/2017);

**e)** the liquidity contingency plan referred to in Article 38, item II, of CMN Resolution 4,557/2017;

**f)** the capital plan (Article 40, item IV, of CMN Resolution 4,557/2017);

**g)** the capital contingency plan (Article 40, item V, of CMN Resolution 4,557/2017);

**IX.** ensure the adherence of Banco do Brasil to its strategies, risk management limits and policies, including the Social, Environmental and Climate Responsibility Policy and actions aiming its effectiveness;

**X.** ensure timely correction of:

**a)** deficiencies in the risk management structure and the capital management structure; and

**b)** any deficiencies related to the Social, Environmental and Climate Responsibility Policy.

**XI.** approve significant changes, as a result of the risks referred to in Article 7, item V, of CMN Resolution 4,557/2017, in the policies and strategies of Banco do Brasil, as well as in its systems, routines, and procedures;

**XII.** authorize, whenever necessary, exceptions to the policies, procedures, limits and risk appetite levels set out in the RAS;

**XIII.** promote dissemination at Banco do Brasil:

**a)** of the risk management culture; and

**b)** of the Social, Environmental and Climate Responsibility Policy, as well as the actions aiming its effectiveness.

**XIV.** ensure adequate and sufficient resources to carry out risk management and capital management activities in an independent, objective, and effective way;

**XV.** establish the organization and duties of the Risks and Capital Committee, in compliance with CMN Resolution 4,557/2017;

**XVI.** ensure that the remuneration structure adopted by Banco do Brasil does not encourage incompatible behaviors to the risk appetite levels set out in the RAS, or with the Social, Environmental and Climate Responsibility Policy;

**XVII.** ensure that Banco do Brasil maintains adequate and sufficient levels of capital and liquidity;

**XVIII.** ensure that Banco do Brasil maintains mechanisms for identifying and monitoring the risks associated with the relevant Bank Related Entities, with the assistance of the Risks and Capital Committee;

**XIX.** provide its opinion, following a prior assessment by the Humans, Eligibility, Succession and Remuneration Committee, as to whether candidates for the position of director meet the independence criteria set out in the Bank's Bylaws, prior to being submitted for resolution at the General Shareholders' Meeting, including:

**a)** the adherence of each candidate for the position of member of the Board of Directors to the Appointment and Succession Policy; and

**b)** the reasons, in accordance with the provisions of the Novo Mercado Regulations, that shall be verified for the identification of each candidate as an independent director.

**XX.** assess and disclose annually, after prior analysis by the Humans, Eligibility, Succession and Remuneration Committee, who the Independent Directors are, as well as indicate and justify any circumstances that may hinder their independence;

**XXI.** approve and review the Social, Environmental and Climate Responsibility Policy, at least every three years or when relevant events occur, assisted by the executive officer responsible for compliance with CMN Resolution 4,945/2021 and the Corporate Sustainability Committee, as well;

**XXII.** ensure the compatibility and integration of the Social, Environmental, and Climate Responsibility Policy with the other policies established by Banco do

Brasil, including the Credit, Human Resources Management, Risk and Capital Management and the Internal Controls and Compliance Policies;

**XXIII.** appoint and dismiss the head of the Ombudsman's Office;

**XXIV.** approve the Working Plan of the advisory committees linked to it;

**XXV.** supervise, with the advice of the Humans, Eligibility, Succession and Remuneration Committee, the planning, operationalization, control and review of the Remuneration Policy for Directors.

**XXVI.** approve, in compliance with the CMN Resolution 4,893/2021:

a) the Cyber Security Policy;

b) the Cyber Incident Prevention and Response Plan; and

c) the Cyber Security Action Plan.

**XXVII.** take note of the Annual Cyber Security Report and the Corporate Cyber Security Crisis Management Plan.

**Art. 6.** The Chairman of the Board is responsible for:

I. convening and directing the work of the General Shareholders' Meetings, defining the manner in which they shall be held:

a) exclusively digital; or

b) digital and in-person; or

c) exclusively in-person.

II. convening and chairing over meetings of the Board;

III. deciding, *ad referendum* of the Board, on matters that require an urgent solution;

IV. ensuring the effectiveness and good performance of the body;

V. defining, with the assistance of the secretary, the agenda for the meetings;

VI. coordinating the performance assessment process for the Board, the General Auditor, the Bank's CEO, the Executive Board, the advisory committees to the Board of Directors and the Executive Secretariat; and

VII. deciding to postpone resolutions on any matter or determining that it shall be withdrawn from the agenda.

**Art. 7.** The Vice-Chairman of the Board shall replace the Chairman of the Board in the event of his/her absence or vacancy.

**Art. 8.** All directors are responsible for carrying out the duties defined by law, the Bylaws, and this Regulation.

### **Chapter III - Meetings of the Board of Directors**

**Art. 9.** The Board of Directors, subject to the provisions of Articles 6 and 7 of this Regulation, shall meet, with the presence of, at least, the majority of its members:

- I. ordinarily, at least eight times a year; and
- II. extraordinarily, whenever convened by its Chairman, or at the request of at least two directors.

**Paragraph 1** The extraordinary meeting requested by the board members, as established in item II of this article, shall be convened by the Chairman of the Board within seven days of the request. Once this period has elapsed and the Chairman has not convened it, any director may do so.

**§2** The Board of Directors shall resolve on by a majority of votes, as the following rules:

- I. the favorable vote of five directors for the approval of the matters referred to in items I, VIII, IX, and XI of Article 21 of the Bylaws; or
- II. the favorable vote of the majority of the directors present at the meeting, for the approval of other matters, with the vote of the Chairman of the Board, or his/her alternate in office, prevailing in the event of a tie.

**Paragraph 3** Directors may participate in meetings by telephone, videoconference, or any other means of communication that can ensure their effective participation and the authenticity of their vote, which shall be considered valid for all legal purposes and incorporated into the respective minutes.

**Paragraph 4** The Board of Directors shall, at its request, meet with the Supervisory Board or any advisory committees to deal with matters of common interest.

**Art. 10.** At the last ordinary meeting of each fiscal year, the calendar of ordinary meetings for the following fiscal year shall be approved.

**Art. 11.** Any person who is responsible for the duties of the CEO of Banco do Brasil, during his/her absence, may attend the Board meetings, but without the right to vote.

**Art. 12.** Dissenting votes and abstentions shall be recorded in minutes.

**Art. 13.** All matters submitted for consideration by the Collegiate on a reserved basis and the relevant decisions shall be of a confidential nature, restricted to the members of the Board of Directors and those attending the meetings, provided that they have no effect on third parties, in compliance with the provisions of Law 6,404/1976 and Law 13,303/2016.

**Art. 14.** The BoD shall hold a specific meeting, at least once a year, without the presence of the Director who holds the position of CEO of Banco do Brasil, to approve the Annual Internal Audit Plan (PAINT) and the Annual Report on Internal Audit Activities (RAINT).

**Art. 15.** In the event of simultaneous absences of the Chairman and Vice-Chairman of the Board of Directors, a substitute director shall be appointed according to the Sole Paragraph of Article 20 of the Bylaws.

**Sole Paragraph:** The appointment referred to in the head provision of this article must not be made by a member of the Board of Directors who holds the position of CEO of Banco do Brasil.

## **Conflict of Interest**

**Art. 16.** The director representing the employees shall not take part in discussions and resolutions on matters involving trade union relations, remuneration, benefits and advantages, including supplementary pension and assistance matters, situations in which the conflict of interests is already configured.

**Paragraph 1** In matters where there is a conflict of interest of the director representing the employees, pursuant to the head provision of this article, the resolution shall be taken at a meeting in which the mentioned director shall not participate.

**Paragraph 2** The director representing the employees on the Board of Directors shall be guaranteed access to the minutes and attached documents, within thirty days, relating to the resolutions taken at the meeting referred to in paragraph 1 of this article.

**Art. 17.** At meetings of the Board of Directors, prior to the discussions and resolution, any member who is not independent in relation to the matter being discussed shall declare their conflict of interests or particular interest and abstain from participating in the discussions and resolutions.

**Paragraph 1** If what is set out in the head provision of this article is not complied with, any other person present at the meeting, whether a director or not, may express the conflict, if aware of it.

**Paragraph 2** In the event provided for in paragraph 1 of this article, it shall be the responsibility of the Chairman of the Board, or his/her substitute in the exercise of his/her functions, after hearing the considerations of both parties, to establish a resolution process to determine whether or not there is a conflict of interest.

**Paragraph 3** The resolution referred to in the previous paragraph, restricted to the members of the Board, shall be taken by majority vote. In the event of a tie, the vote of the Chairman of the Board, or his/her substitute in the exercise of his/her functions, shall prevail.

**Paragraph 4** Should the members of the Board of Directors resolve that there is a conflict, the conflicted director shall abstain from participating in the discussions and resolutions, as established in the head provision of this article.

**Paragraph 5** Any member of the Board of Directors may request that the Collegiate Board, prior to the discussions, resolve to withdraw the conflicted director from the meeting, who is allowed to return after the resolution of the matter in which they are conflicted.

**Paragraph 6** The resolution referred to in the previous paragraph shall be conducted by the Board's Chairman, or by his/her substitute in the exercise of his/her functions, and shall comply with the provisions of paragraph 3 of this article.

**Paragraph 7** The resolution processes referred to in this article shall be recorded in the minutes.



**Paragraph 8** When the indication of a conflict of interest involves the Board's Chairman or his/her substitute, their functions and powers, with regard to the provisions of this article, shall be exercised by a director appointed by them.

**Art. 18.** The following shall attend meetings as advisors to the Board:

- I. the Legal Executive Officer or, in his/her absence, one of the members of the Management Committee of the respective Unit; and
- II. the General Auditor or, in his/her absence, one of the members of the Management Committee of the respective Unit.

**Art. 19.** At the request of a member of the Board, that shall be approved by a favorable vote of the majority of the Directors, other persons may be invited to attend meetings.

## **Chapter IV - Agendas and Minutes of Meetings**

**Art. 20.** The agenda for the meetings shall be defined by the Chairman of the Board or, in his/her absence or impediment, by the Vice-Chairman, and shall be distributed to the participants at least seven days in advance, accompanied by all indispensable documents for the consideration of the matters included therein.

**Paragraph 1** The matters to be included in the agenda and the respective documents shall be made available by the proposing areas by digital means at least eight days before the date of the meeting.

**Paragraph 2** The opinions of the advisory committees to the BoD shall be made available to the participants at least forty-eight (48) hours before the date of the meeting.

**Paragraph 3** In the event that any member of the Collegiate Board desires to vote on a matter included on the agenda, they may send it to the Executive Secretariat no later than one working day after the meeting, so that it can be distributed to the other participants.

**Art. 21.** Any matters deemed urgent and authorized by the Chairman or Vice-Chairman, if appointed by him/her, pursuant to Article 20 of this Regulation, shall be admitted as extra-agenda like.

**Art. 22.** The resolutions shall be documented in the minutes and recorded in the proper book, in compliance with legal requirements.

**Sole paragraph.** The minutes shall be clearly written and shall include a record of the decisions taken, the persons present, any dissenting votes and any abstentions, whenever it happens.

**Art. 23.** After the meeting, the Executive Secretariat shall make draft minutes available to the attending members, who shall have two working days to analyze it and indicate any adjustments.

**Sole Paragraph:** After the deadline, the original minutes shall be sent for signature within 30 days of the date of the meeting.



## **Chapter V - Performance Assessments**

**Art. 24.** The Board of Directors shall carry out, under the leadership of its Chairman, a formal assessment of its own performance, that of the General Auditor, the Bank's CEO, the Executive Board, the advisory committees to the Board of Directors and the Executive Secretariat, in accordance with the following procedures:

- I. assessment of the Collegiate Board's performance by each director;
- II. self-assessment of each director; and
- III. assessment of the performance of the General Auditor, the Bank's CEO, the Executive Board, the advisory committees to the Board of Directors, and the Executive Secretariat by the directors, individually.

**Paragraph 1** The assessments shall be carried out using a specific instrument approved by the Board of Directors.

**Paragraph 2** The performance of the Board itself, the Bank's CEO, the General Auditor, the Executive Board, the advisory committees to the Board of Directors, and the Executive Secretariat shall be made, at least, annually.

**Paragraph 3** The verification of the conformity of the performance assessment process referred to in this article shall be carried out by the Humans, Eligibility, Succession and Remuneration Committee.

**Paragraph 4** Considering the provisions of Articles 16 and 17, the Director representing the employees shall not take part in the assessment of the Bank's CEO or in other assessments in which there is a conflict of interest.

## **Chapter VI - Secretariat and Advice Services to the Board of Directors**

**Art. 25.** The Board of Directors shall be secretaried by the Executive Secretariat, which shall be responsible for:

- I. communicating the convening meetings of the Board;
- II. adopting the measures to respond to requests for information made by members of the Board of Directors;
- III. organizing, under the guidance of the Chairman of the Board, the agenda of the matters to be dealt with at each meeting, gathering the necessary documents;
- IV. distributing the agenda for the meetings and the respective documentation and taking note of the resolutions to be recorded in the minutes;
- V. drawing up the minutes of the meetings, which shall be recorded in the proper book and providing them, by copy, to the directors, when requested;
- VI. issuing and receiving pertinent documentation to the Board;
- VII. preparing the correspondences to be signed by the Chairman and other members of the Board;

**VIII.** taking the necessary administrative support measures for the Board to comply with the provisions of this Regulation and the legislation in force;

**IX.** arranging the tickets, accommodation, transportation, and requesting reimbursement of the necessary expenses for directors to attend the Collegiate Board meetings; and

**X.** carrying out all other acts necessary for the operation of the BoD, further being able to issue certificates, extracts, copies of minutes, declarations, resolutions, among others.

**Paragraph 1** In the event of impediments, leaves or absences of the head of Executive Secretariat, the duties laid down in this article shall be carried out by another employee or Executive Officer appointed by the Chairman of the Board to act as secretary at the meetings of the Board of Directors.

**Paragraph 2** The minutes of meetings of the Board of Directors shall be disclosed:

**I.** when requested by one of its members, except when the majority of the members consider that such disclosure could jeopardize the legitimate interest of the Bank; or

**II.** when the minutes contain resolutions intended to produce effects on third parties, accompanied by any statements forwarded by the directors, except when the majority of the members consider that such disclosure could jeopardize the legitimate interest of the Bank.

**Paragraph 3** The information referred to in item II of this article shall be provided simultaneously to all members of the Board of Directors, unless there is a conflict of interest involved.

**Paragraph 4** Exceptions to the provisions of item IX of this article shall be previously authorized by the Chairman of the Board of Directors.

## **Chapter VII - Final Provisions**

**Art. 26.** Any omissions and doubts regarding the interpretation of this Internal Regulation shall be solved by the Board of Directors.

**Approved by the Board of Directors on 07.10.2025.**