



# Appointment and Succession Guidelines

# **Specific Policy on Appointment and Succession**

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## Specific Policy on Appointment and Succession

**Area responsible for the subject:** Strategy and Organization Department (Direo) and Culture and People Management Department (Dipes).

**Regulation:** Law # 13,303/2016 and respective regulatory Decree (# 8,945/2016), CMN Resolution # 4,878/2020 and Novo Mercado Regulation of B3 S.A.

**Periodicity of review:** At least every 3 (three) years or, extraordinarily, at any time.

### Introduction and Concepts:

This Specific Policy on Appointment and Succession (Policy) guides the behavior of Banco do Brasil. It is expected that the entities linked to BB (ELBB) define their directions based on these guidelines, considering the specific needs and the legal and regulatory aspects to which they are subject. This Policy aims to bring together the standards of behavior that guide the nomination, election and the appointment of members of the Board of Directors (BoD), Advisory Committees linked to the BoD, Supervisory Board, Executive Board, heads of the Internal Audit and Ombudsman's Office of Banco do Brasil. This Policy complements and outlines the definitions arising from the legislation and the Bylaws, and directs the internal appointment and succession processes of Banco do Brasil. The criteria, requirements, standards and procedures arising from this Policy are defined in internal normative instructions (IN).

**For the purposes of this Policy, the following concepts are considered:**

**Administrator:** Member of the Administration Bodies.

**Administration Bodies:** Board of Directors and the Executive Board.

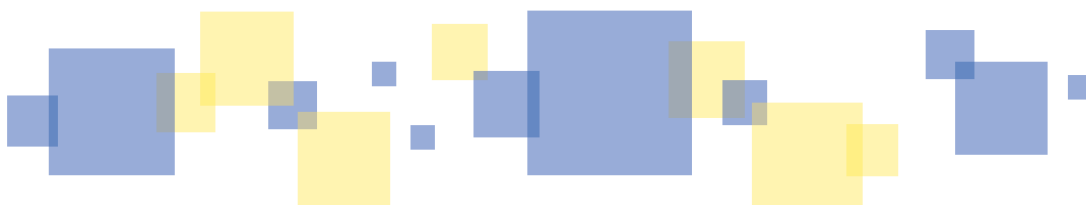
**Board of Directors (BoD):** Is the collegiate management body that sets the general direction of the business of Banco do Brasil and its subsidiaries and controlled companies. It has strategic, guiding, elective and supervisory responsibilities, not covering operational or executive functions. The Board performs the role of guardian of the principles, values, corporate purpose and governance system of the company.

**Executive Board:** is the Bank's collegiate management body, composed of the Board of Officers and the other officers, responsible for complying with and enforcing compliance with the Bylaws, the deliberations of the Shareholders General Meeting and the Board of Directors, as well as perform the duties defined by the Board of Directors and in the Bylaws.

**Board of Officers:** collegial body that is part of the Executive Board, formed by the CEO, appointable and dismissed at the discretion of the President of the Republic, as set forth in the Law # 4,595/1964, and by the Vice-Presidents.

**Supervisory Board:** is the permanent collegiate body that oversees administrative management acts to protect the interests of the Bank and its shareholders, meeting the requirements of the public good and the company's social function.

**Advisory Committee:** these are statutory technical advisory bodies to the Board of Directors, whose responsibilities are set out in the Bylaws



and Internal Regulations. They are: Audit Committee (Coaud); Humans, Remuneration and Eligibility Committee (Corem); Risks and Capital Committee (Coris); Technology and Innovation Committee (Cotei); and Corporate Sustainability Committee (Cosem). Its existence does not imply delegation of responsibilities that fall to the BoD and its recommendations do not bind the deliberations of the BoD.

**Independent Director:** member of the Board of Directors who meets the independence characteristics provided for in Law # 13,303/2016 and respective regulatory Decree, in Annex K to CVM Resolution # 80/2022 and in the Novo Mercado Regulation, of B3 S.A. – Brasil, Bolsa, Balcão.

**Internal Audit:** organizational component of Banco do Brasil, linked to the Board of Directors, whose responsibilities are set out in the Bylaws.

**Ombudsman:** organizational component of Banco do Brasil, subordinate to a member of the Board of Officers, whose responsibilities are set out in the Bylaws.

**Appointment and succession process:** planning of the identification, development, continuous provisioning and retention of leaders, in order to preserve the values and essential competencies of Banco do Brasil.

**Novo Mercado:** listing segment for publicly traded companies, that voluntarily commit to adopting corporate governance practices in addition to those required by law.

**Directors Program:** program developed by Banco do Brasil with the purpose of identifying and preparing successors, in a planned and proactive manner, for the positions of Administrator of BB and ELBB, and for the positions of BB's Internal Audit and

Ombudsman, with a focus on mitigating succession risk, meritocracy and organizational sustainability.

## Statements:

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1. We consider the nomination and succession process to be a fundamental part of the sustainability of Banco do Brasil.

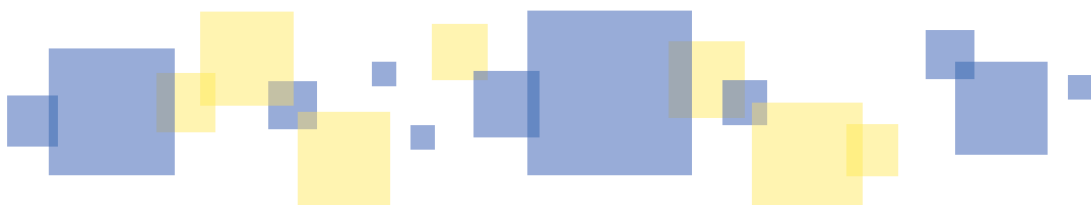
2. We structure the appointment and succession processes in a transparent manner, based on merit and the variety of skills and experiences required for the operation of Banco do Brasil.

3. We prepare succession plans to ensure that the functions and positions covered by this Policy are occupied by prepared and experienced people, familiar with Banco do Brasil's activities and capable of implementing the defined strategy.

4. We approve the desired professional profile for the function or position to be filled, observing the strategic objectives, the company's stage and expectations in relation to the position or function.

5. We hope that the Administrators, the members of the Supervisory Board, the members of the Advisory Committees linked to the BoD and the heads of Internal Audit and the Ombudsman's Office, in the exercise of their functions, can exercise objective and independent judgment.

6. We consider the diversity of people, qualifications and experiences in the composition of Banco do Brasil's management, as well as the Supervisory Board, the Advisory Committees linked to the BoD, the Internal Audit and the Ombudsman's Office.



7. We seek diversity and inclusion in all its aspects, observing gender, racial and generational equity.

8. We identify and train, through specific professional development and advancement programs and the Directors Program, people capable of occupying the functions and positions covered by this Policy.

8.1. We also identify in the ELBB, through the Directors Program, potential successors to occupy the functions and positions covered by this Policy.

9. We evaluate the performance of professionals and take this analysis into account when proposing nominations and appointments to new positions or functions.

10. We fill the positions in the BoD, Supervisory Board, Advisory Committees linked to the BoD and the Executive Board, and the functions of General Auditor and Ombudsman, with professionals who bring together knowledge about Banco do Brasil's business, with expertise and experience in business management, risk management, people management, among others.

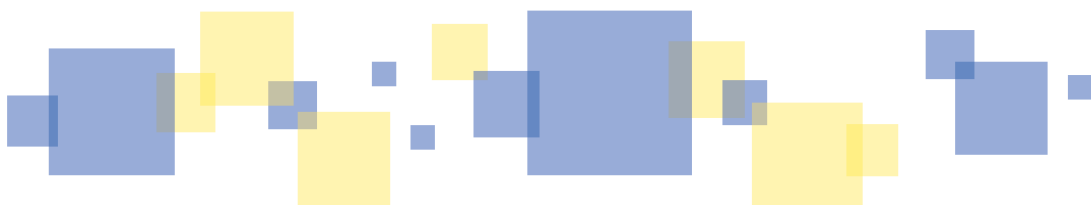
11. We observe the minimum requirements and prohibitions for appointing members to the BoD, Supervisory Board, Advisory Committees linked to the BoD, Executive Board, General Auditor and

Ombudsman provided for in legislation and applicable infra-legal regulations, in accordance with best governance practices.

12. We ensure that the eligibility requirements, as well as the absence of impediments and prohibitions, are observed upon entry and during the period of permanence in the statutory body or organizational component covered by this Policy.

13. We consolidated the Appointment and Succession procedures within Banco do Brasil in internal regulations.

Other information about Banco do Brasil's governance system is available on the internet, on BB's Investor Relations website ([bb.com.br/ri](http://bb.com.br/ri)).



# **Practices and Procedures – Appointment and Succession**

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# Practices and Procedures – Appointment and Succession of Administrators, members of the Advisory Committees linked to the BoD, Supervisory Board Advisors, General Auditor and the Ombudsman

## 1. Appointment and Succession Process

### 1.1. Recruitment and Appointment:

1.1.1. The imminence of the mandate expiration of members of Board of Directors, Supervisory Board, Executive Board, Advisory Committees to the BoD and General Auditor and Ombudsman, or in case these positions turn vacant, the appointment and nomination process shall observe the following flow:

1.1.2. The person responsible for the nomination chooses the candidate(s), and can count on the support of Corem and the Culture and People Management Department (Dipes);

1.1.2.1. For positions on the Executive Board, except the CEO, those responsible for nominating must consult Dipes (Directors Program) to analyze the names and indicate other potential candidates.

1.1.2.1.1. As defined in Law # 4,595/1964, the appointment of the CEO of BB will be made by the President of the Republic.

1.1.3. The chosen candidate must fill out a standardized registration form and attach the required documents;

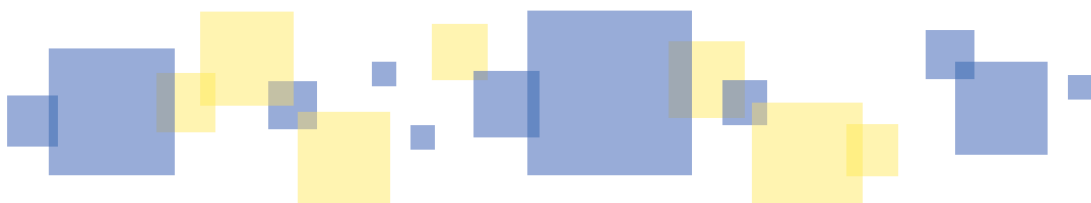
1.1.3.1. Nominations for positions and functions achieved by this Policy will be formalized through specific documents

(standardized form and specific form), which consolidate information about the nominee, compliance with eligibility requirements and the absence of restrictions.

1.1.3.1.1. In addition to the standardized form, available on the website of the Secretariat for Coordination and Governance of State-Owned Companies – Sest, linked to the Ministry of Management and Innovation in Public Services, for the appointment of members of the Board of Directors and members of the Supervisory Board, candidates for these positions must fill out specific information form provided by Banco do Brasil.

1.1.3.1.2. Candidates for other positions achieved by this Policy (Vice-Presidents, Officers, members of the Advisory Committees linked to the BoD, General Auditor and Ombudsman) must only complete the specific form made available by Banco do Brasil.

1.1.4. Those responsible for the nomination carry out the prior compatibility analysis, provide prior approval from the Casa Civil (Chief of Staff Office) of the Presidency of the Republic, when applicable, and decide on the formalization of the nomination.



## **1.2. Prior Approval:**

1.2.1. In cases of appointment of members to the Board of Directors, Supervisory Board and Executive Board, the name of the candidate must be submitted, by the nominator, to the Casa Civil (Chief of Staff Office) of the Presidency of the Republic, for the purposes of prior approval;

1.2.1.1. The names and details of people whose appointment is not the responsibility of the Union, such as representatives of employees and minority shareholders, will not be sent to the Casa Civil.

1.2.2. Afterwards, the name of the candidate, as well as the standardized form accompanied by prior analysis of the nominator, the approval document from the Casa Civil (when applicable) and documentation proving compliance with the requirements and the absence of restrictions on the exercise of the position, will be forwarded to Corem;

1.2.3. Nominations for the BoD and Supervisory Board must be presented at least 60 (sixty) days in advance of the date of the Shareholders General Meeting, in order to allow their inclusion in the Management Proposal and the Remote Voting Form, as well as the compliance verification by Corem.

## **1.3. Conformity verification of the appointment process:**

1.3.1. Corem is responsible for verifying compliance with the process for appointing members to the Board of Directors, Advisory Committees linked to the BoD, Supervisory Board, Executive Board and the heads of

Internal Audit and the Ombudsman office.

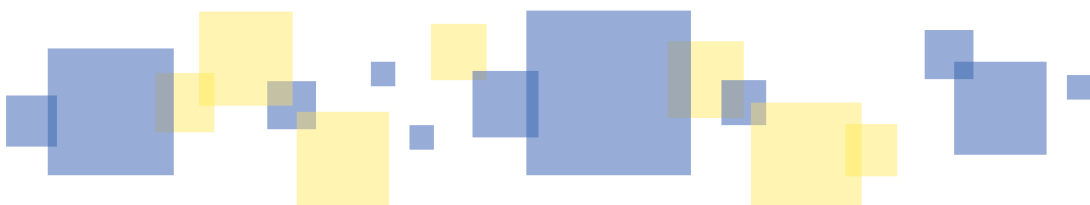
1.3.2. The functioning of Corem is regulated by its Internal Regulations and by Decree # 8,945/2016, also observing that:

1.3.2.1. The minutes of the meetings related to verifying the compliance of the indicated candidates with the eligibility requirements and verifying the absence of impediments and prohibitions will be published in full, including any dissenting statements from the Committee members.

1.3.2.2. Corem will evaluate the compliance of the candidates nominated for the Board of Directors and the Supervisory Board with the eligibility requirements, and will also verify the absence of impediments and prohibitions, and the result of the analysis will be included in the Management Proposal.

1.3.2.3. Corem will evaluate the compliance of candidates nominated for the Executive Board, Advisory Committees linked to the BoD and for the functions of Auditor General and Ombudsman to the eligibility requirements, as well as verifying the absence of impediments and prohibitions, and the result of the analysis will be recorded in the minutes of the Board of Directors meeting that deliberates on this topic.

1.3.3. Compliance with the eligibility requirements and the absence of impediments and prohibitions for the exercise of functions and positions





covered by this Policy will be proven, preferably, before the election by the Shareholders General Meeting or BoD, but always before taking office, upon presentation of proof necessary, authentic copies of which will be archived at the Bank.

1.3.4. The standardized and specific forms mentioned in item 1.1.3.1 that consolidate the candidate's personal and professional information, compliance with the necessary requirements to perform the function or position and the absence of impediments or restrictions, as well as supporting documents, will be used to verification of compliance of the nomination process.

1.3.4.1. Banco do Brasil will make standardized and specific forms available to candidates through its Executive Secretary.

1.3.5. Failure to present supporting documentation will result in rejection of the form.

1.3.6. Corem will give its opinion, by issuing a technical opinion, within 8 (eight) business days, counting from the date of receipt of the forms mentioned in item 1.1.3.1, accompanied by the documentation mentioned in item 1.2.2 of this Policy, under penalty of tacit approval and accountability of its members if any requirement is proven to be non-compliance.

1.3.6.1. If there is any obstacle to the analysis, the nominator will be formally communicated by the Executive Secretary, starting to count the period provided for in item 1.3.6 only after the reason obstructing the analysis has been resolved.

1.3.7. If Corem decides on the nominee's eligibility, the candidate's name must be submitted for deliberation by the competent body.

1.3.8. If Corem considers the absence of requirements or the existence of restrictions on the election of the nominee, the nominee will be notified, and it will be up to him/her to evaluate the maintenance or replacement of the nomination.

1.3.9. If the nomination is maintained, it will be up to the nominator to justify his or her decision.

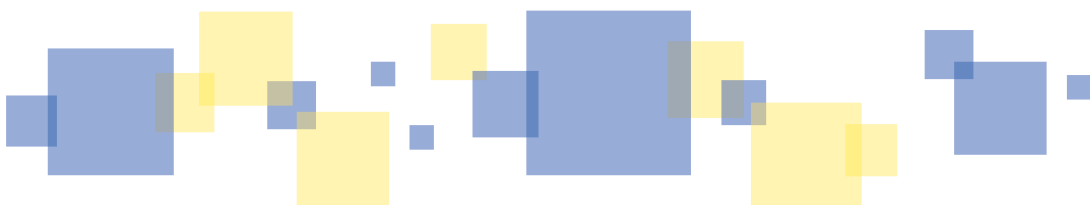
1.3.10. Members of the Board of Directors, Advisory Committees linked to the BoD, Supervisory Board and the Executive Board must present declarations regarding whether or not they are politically exposed individuals or candidates for elected office.

1.3.11. The nominations of minority shareholders and employees must also be made using the forms indicated in item 1.1.3.1 and, if they are not previously submitted to Corem, they will be verified by the General Meeting Secretariat or the Board of Directors, with the assistance of the aforementioned Committee, at the time of the election.

#### **1.4. Election:**

1.4.1. The election for the bodies reached by this Policy will respect the rules set out in the Bank's governance documents, in particular the Bylaws and the Internal Regulations of the statutory bodies.

1.4.2. The bodies responsible for election and appointment in positions



achieved by this Policy can be consulted in the document "[Appointment and Election Map](#)" available at the end of this document.

### **1.5. CGU approval and communication to the BCB:**

1.5.1. The appointment, designation, dismissal and discharge of the head of Internal Audit will be submitted for approval by the Board of Directors and, thereafter, for approval by the Brazilian Office of the Comptroller General – CGU.

1.5.2. The appointment, designation, dismissal and discharge of the head of Internal Audit approved by the Board of Directors will be communicated to the Banco Central do Brasil – BCB.

### **1.6. Appointment schematic flow in BB:**

1.6.1. The nomination process, as described in the Policy, is represented in the document "[Appointment and Election Flow](#)" available at the end of this document.

## **2. Requirements and Prohibitions**

2.1. The members of the Management Bodies must be Brazilians, resident in the country, endowed with notable knowledge, experience, moral integrity, unblemished reputation and technical capacity compatible with the position.

2.2. Minimum professional experience requirements are those set out in Law

# 13,303/2016 and respective regulatory Decree.

2.2.1. To determine the required time of professional experience, the requirements set out in Decree # 8,945/2016 will be observed.

2.3. The minimum professional experience requirements may be waived in the case of appointment of a Banco do Brasil employee, if the minimum requirements of Law # 13,303/2016 are met.

2.4. Those nominated must have academic training compatible with the exercise of the role, preferably in the areas of knowledge described in the legislation.

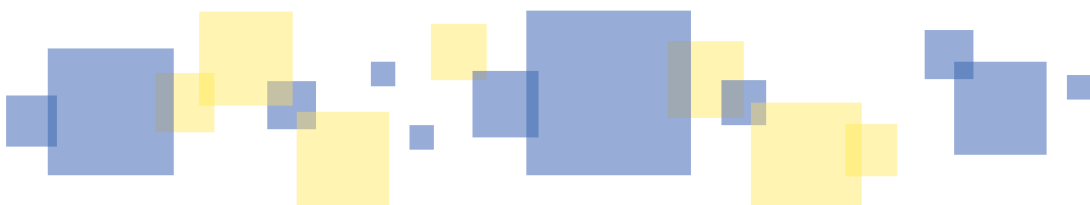
2.4.1. The academic background must comprise undergraduate and/or graduate course recognized or accredited by the Ministry of Education.

2.5. Those nominated must preferably have knowledge related to the Bank's activities.

2.6. The eligibility requirements for Management Bodies also apply to representatives of employees and minority shareholders.

### **2.7. Impediments and prohibitions on joining and remaining in Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman.**

2.7.1. Persons who fall within the hypotheses of ineligibility, prohibitions and impediments provided for in the BB Bylaws and applicable legislation are



prohibited from entering and remaining in the Management Bodies and Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman, with emphasis on Complementary Law # 64/1990, Law # 6,404/1976, Law # 13,303/2016 and respective regulatory Decree, and the regulations of the National Monetary Council.

2.7.2. The conflict of interest situations considered by Banco do Brasil as impediments to entering and remaining in the position are those described in Law # 6,404/1976, in Law # 13,303/2016, in Law # 12,813/2013, in the Bylaws and in the internal regulations of statutory bodies.

2.7.2.1. Situations of conflict of interest are applicable to all audiences covered by this Policy, considering, in the specific case, the nature, functions and competencies of the statutory body or organizational component to which the appointment was made.

2.7.3. The impediments and prohibitions for Management Bodies also apply to representatives of employees and minority shareholders.

## **2.8. Specific guidance for each statutory body and organizational component:**

### **2.8.1. Board of Directors (BoD)**

2.8.1.1. The functioning of the BoD is regulated through the Bylaws and its Internal Regulations, observing the eligibility requirements, impediments and prohibitions for entering and

remaining in the position, provided for in the Law, the Bylaws and this Policy, and prohibitions on the nomination of its members.

2.8.1.2. The rules for the composition of the Board of Directors, as well as the term of office of its members, are set out in the Bylaws.

### **2.8.2. Executive Board**

2.8.2.1. The operation of Executive Board is regulated through the Bylaws and its Internal Regulations, observing the eligibility requirements, impediments and prohibitions for entering and remaining in the position, provided for in the Law, the Bylaws and this Policy.

2.8.2.2. The composition rules of Executive Board, as well as the term of office of its members, are set out in the Bylaws.

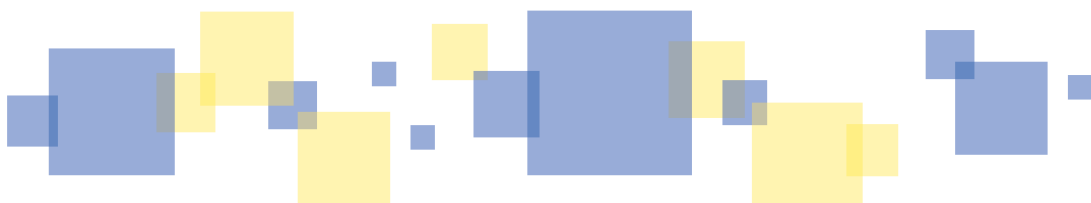
2.8.2.3. In addition to the requirements and prohibitions set out in the Bylaws, the following are desirable conditions for holding a position on the Executive Board:

2.8.2.3.1. be in line with the Bank's principles and values **(Code of Best Practices of Corporate Governance – IBGC)**; and

2.8.2.3.2. be diligent and committed to results and achievement of goals.

2.8.2.4. The entry and permanence in the Board of Directors is prohibited for individuals who:

2.8.2.4.1. has been held liable with a



disciplinary sanction of dismissal or removal in a disciplinary action aimed at investigating irregularities committed at Banco do Brasil or in an entity linked to the Bank, in Brazil or abroad, while exercising a statutory or non-statutory position;

2.8.2.4.2 has been convicted in a judicial proceeding or sanctioned in an administrative proceeding within the spheres of action of the Bank's external inspection, supervision and control bodies or entities linked to BB (ELBB); and

2.8.2.4.3 is or has been the author, plaintiff or beneficiary of legal proceedings brought against the Bank or any of its ELBBs.

2.8.2.5. The impediment referred to in item 2.8.2.4.1, exclusively with regard to the disciplinary sanction of removal, will be considered for a period of 5 (five) years, counted from the application of the mentioned disciplinary sanction.

2.8.2.6 When analyzing the situations and occurrences provided for in items 2.8.2.4.2 and 2.8.2.4.3, the relevance, severity, recurrence and circumstances of each case will be considered.

2.8.2.7. The following criteria for the composition of the Executive Board will also be observed:

2.8.2.7.1. At least 50% of the members of the Executive Board, upon their election, will observe the following diversity criteria:

2.8.2.7.1.1. At least 30% of the members of the Executive Board

will be women, according to the declared gender by the person at the time of appointment; and

2.8.2.7.1.2. At least 20% of the members of the Executive Board will meet the following criteria:

2.8.2.7.1.2.1 declare themselves "black", "brown" or "indigenous", according to the classification presented by the Instituto Brasileiro de Geografia e Estatística - IBGE; or

2.8.2.7.1.2.2 declare themselves a member of the LGBTQIAPN+ community; or

2.8.2.7.1.2.3 declare themselves PwD (person with disability), in accordance with Law # 13,146/2015.

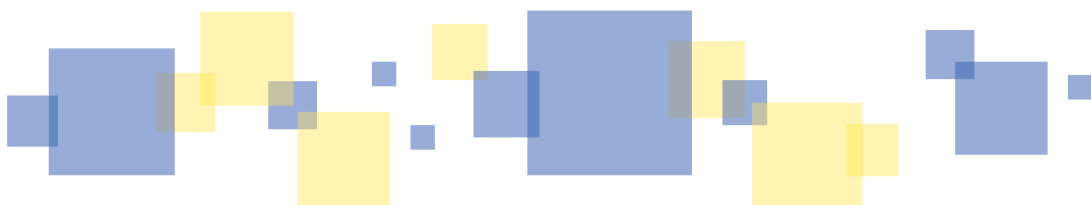
2.8.2.7.2. in the composition of the Board of Officers, at least 1 (one) of its members must meet one of the conditions established in items 2.8.2.7.1.1 and 2.8.2.7.1.2;

2.8.2.7.3. when, as a result of compliance with the percentage referred to in items 2.8.2.7.1.1 and 2.8.2.7.1.2, a fractional number of members of the Executive Board results, it will be observed the established criteria in the Bylaws, article 18, § 7th, item III; and

2.8.2.7.4. The same member of the Executive Board may be considered simultaneously to fulfill the criteria established in items 2.8.2.7.1.1 and 2.8.2.7.1.2.

2.8.2.7.5. The percentages referred to in items 2.8.2.7.1.1 and 2.8.2.7.1.2 will be implemented as following:

2.8.2.7.5.1 the total percentages established in items 2.8.2.7.1.1 and 2.8.2.7.1.2 must be completed upon the election to the Executive Board



until 12/31/2027, respecting the upward curve in relation to levels seen on 02/07/2024.

2.8.2.7.6. when, as a result of compliance with the percentage referred to in item 2.8.2.7.5.1, a fractional number of members of the Executive Board results, the criteria established in the Bylaws, article 18, §7, item III, will be observed.

2.8.2.8. The reappointment or exchange of members of the Executive Board results in a new election and a new act of inauguration, and the requirements in force at the time of the new election and new inauguration must be considered.

### **2.8.3. Audit Committee - Coaud**

2.8.3.1. The functioning of Coaud is regulated through the Bylaws and its Internal Regulations, observing, with regard to joining and remaining in the body, the minimum requirements set out in items 2.1 to 2.6 of block “2. Requirements and Prohibitions”, as well as the provisions of section “2.7. Impediments and prohibitions on joining and remaining in Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, all of this Policy.

2.8.3.2. The composition rules of the Coaud, as well as the term of office of its members, are set out in the Bylaws and its Internal Regulations.

2.8.3.3. Other eligibility requirements, impediments and prohibitions applied to entry and stay at Coaud are provided for in Law # 13,303/2016 and respective regulatory Decree, in CMN Resolution # 4,910/2021 and in the Novo Mercado Regulation.

2.8.3.3.1. CVM Resolution # 23/2021 also applies, where applicable.

2.8.3.4. The requirements for qualifying as an independent member of Coaud are set out in Decree # 8,945/2016.

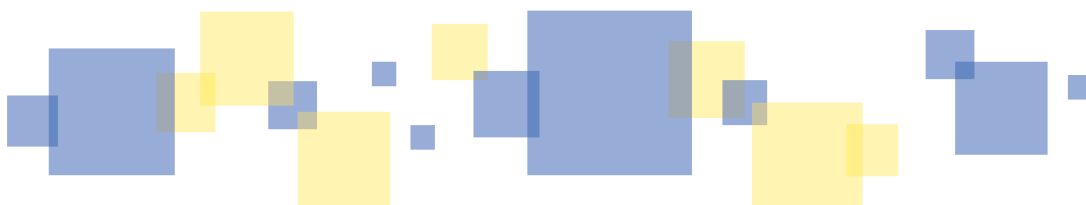
2.8.3.4.1. CVM Resolution # 23/2021 also applies, where applicable.

2.8.3.5. Coaud members must have technical capacity compatible with the exercise of the position, in particular the essential skills to monitor and evaluate internal audit work, evaluate and monitor the Bank's risk exposures, monitor accounting practices and transparency of information and advice to the Board of Directors in deliberations on matters within its competence.

### **2.8.4. Humans, Remuneration and Eligibility Committee - Corem**

2.8.4.1. The functioning of Corem is regulated through the Bylaws and its Internal Regulations, observing, regarding entry and permanence in the body, in addition to the regulations published by the National Monetary Council, the minimum requirements set out in items 2.1 to 2.6 of the block “two. Requirements and Prohibitions”, as well as the provisions of section “2.7. Impediments and prohibitions on joining and remaining in Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, all of this Policy.

2.8.4.2. The composition rules of Corem, as well as the term of office of its



members, are set out in the Bylaws and its Internal Regulations.

2.8.4.3. Corem will have in its composition members with the qualifications and experience necessary to exercise competent and independent judgment on people management policies; administrators' remuneration; and appointment and succession.

2.8.4.4. Corem members will refrain from giving their opinion on their own nominations.

#### **2.8.5. Risks and Capital Committee – Coris**

2.8.5.1. The functioning of Coris is regulated through the Bylaws and its Internal Regulations, observing, with regard to joining and remaining in the body, the minimum requirements set out in items 2.1 to 2.6 of block “2. Requirements and Prohibitions”, as well as the provisions of section “2.7. Impediments and prohibitions on joining and remaining in Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, all of this Policy.

2.8.5.2. The composition rules of Coris, as well as the term of office of its members, are set out in the Bylaws and Internal Regulations.

2.8.5.3. The majority of Coris members must observe, in addition to what is provided for in item 2.8.5.1 of these Practices and Procedures, the requirements, impediments and prohibitions set out in the Committee's Internal Regulations and in CMN Resolution # 4,557/2017.

2.8.5.4. Coris members must have technical capacity compatible with the exercise of the position, in particular the

essential skills to provide advice to the BoD in risks and capital management, as well as the evaluation and reporting to the BoD of reports that deal with processes of risks and capital management.

#### **2.8.6. Corporate Sustainability Committee - Cosem**

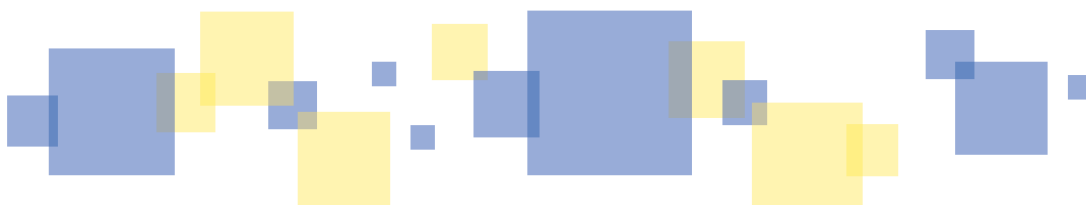
2.8.6.1. The functioning of Cosem is regulated through the Bylaws and its Internal Regulations, observing, with regard to joining and remaining in the body, the minimum requirements set out in items 2.1 to 2.6 of block “2. Requirements and Prohibitions”, as well as the provisions of section “2.7. Impediments and prohibitions on joining and remaining in Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, all of this Policy.

2.8.6.2. The composition rules of Cosem, as well as the term of office of its members, are set out in the Bylaws and Internal Regulations.

2.8.6.3. The members of the Corporate Sustainability Committee must have technical capacity compatible with the exercise of the position, in particular the skills necessary to advise the Board on incorporating sustainability into the company's business strategy and administrative practices, propose and monitor the execution of initiatives that improve the Bank's performance in the social, environmental and climate dimensions and evaluate and monitor the Bank's sustainable performance.

#### **2.8.7. Technology and Innovation Committee - Cotei**

2.8.7.1. The functioning of Cotei is regulated through the Bylaws and its Internal Regulations, observing, with regard to joining and remaining in the





body, the minimum requirements set out in items 2.1 to 2.6 of block “2. Requirements and Prohibitions”, as well as the provisions of section “2.7. Impediments and prohibitions on joining and remaining in Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, all of this Policy.

2.8.7.2. The composition rules of Cotei, as well as the term of office, are set out in the Bylaws and Internal Regulations.

2.8.7.3. Cotei will have in its composition members with the qualifications and experience necessary to carry out the position, in particular the skills to advise the BoD in relation to technological trends, new business models and innovation projects or initiatives to face these trends and its effects on the Bank.

#### **2.8.8. Supervisory Board**

2.8.8.1. The functioning of the Supervisory Board is regulated through the Bylaws and its Internal Regulations, observing, with regard to joining and remaining in the body, the requirements, impediments and prohibitions provided for in Law # 6,404/1976, in Law # 13,303/2016, and respective regulatory Decree and in the Bylaws.

2.8.8.2. The composition rules of the Supervisory Board, as well as the term of office of its members, are set out in the Bylaws and Internal Regulations.

#### **2.8.9. Internal Audit**

2.8.9.1. The head of Internal Audit will be chosen from among active employees of the Bank, being appointed and dismissed by the Board of Directors.

2.8.9.2. The Auditor General must meet the minimum requirements for appointment set out in items 2.1 to 2.6 of block “2. Requirements and

Prohibitions”, the provisions of section “2.7. Impediments and prohibitions against joining and remaining in the Management Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, all of this Policy, as well as the Bylaws and applicable regulations.

2.8.9.3. The Auditor General must have professional competence, be independent, autonomous, impartial, conscientious, honest and ethical.

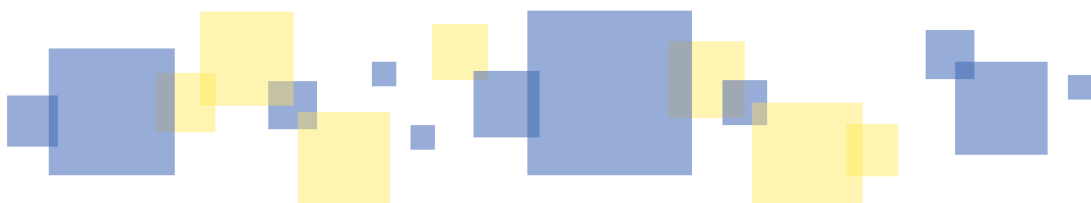
2.8.9.4. The General Auditor must have technical capacity compatible with the exercise of the position, especially for the adequate performance of the evaluation activities provided for in CMN Resolution # 4,879/2020.

#### **2.8.10. Ombudsman**

2.8.10.1. The Ombudsman will be an active employee of the Bank, holding a role compatible with the Ombudsman's duties, and will be appointed and dismissed by the Board of Directors.

2.8.10.2. The Ombudsman must meet the minimum requirements for appointment set out in items 2.1 to 2.6 of block “2. Requirements and Prohibitions”, the provisions of section “2.7. Impediments and prohibitions to entry and permanence in the Administrative Bodies, Advisory Committees linked to the BoD and in the functions of General Auditor and Ombudsman”, have the skills described in the Bylaws and the certification provided for in CMN Resolution # 4,860/2020, and not falls within the legal and statutory prohibitions applicable to the species.

**Approval Date: February 18th, 2025**



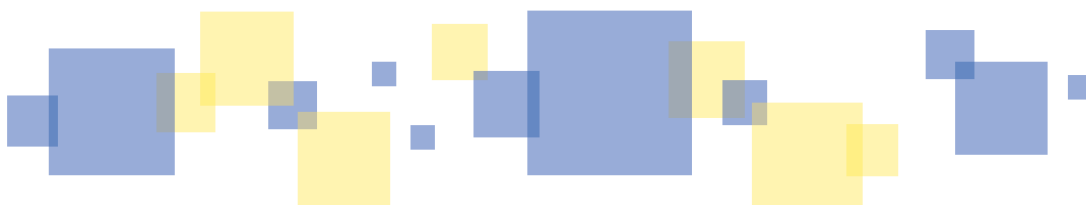
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# Appointment and Election Map



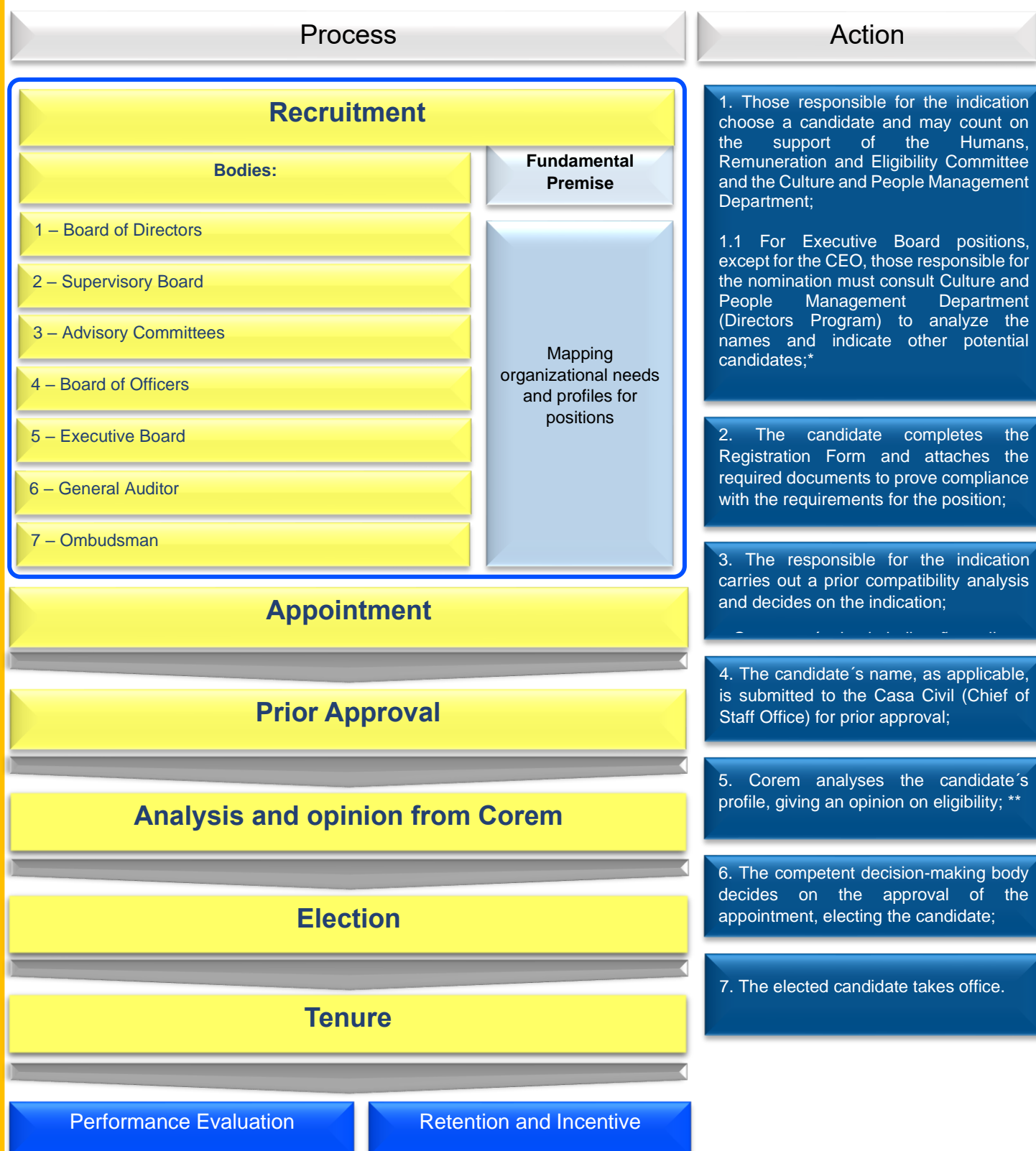
## Appointment and Election Map

Management Body	Appointed and Chosen by	Number of nominees	Prior approval	Compliance Check	Elected by
Board of Directors (8 members)	President of the Republic	(1)	Casa Civil (Chief of Staff Office)	Humans, Remuneration and Eligibility Committee	Shareholders General Meeting or the Board of Directors, in case of vacancy
	Minister of State for Finance	(3)			
	Minister of State for Management and Innovation in Public Services	(1)			
	Minority Shareholders	(2)			
	BB's Employees	(1)			
Supervisory Board (5 holders / 5 alternates)	Controlling Shareholder	(3 holders / 3 alternates)	Casa Civil (Chief of Staff Office)	Humans, Remuneration and Eligibility Committee	Shareholders General Meeting
	Minority Shareholders	(2 holders / 2 alternates)	-		
Advisory Committees					
Audit Committee (3 to 5 members)	Board of Directors Government representatives	(2 to 4 members)	No obligation	Humans, Remuneration and Eligibility Committee	Board of Directors
	Board of Directors Minority Shareholders representatives	(1 member)			
Risks and Capital Committee (3 to 5 members)	Board of Directors Government representatives	(2 to 4 members)			
	Board of Directors Minority Shareholders representatives	(1 member)			
Humans, Remuneration and Eligibility Committee (3 to 5 members)	Board of Directors Government representatives	(1 member)			
	Board of Directors Minority Shareholders representatives	(1 member)			
	Board of Directors	(1 to 3 members)			
Technology and Innovation Committee (3 to 5 members)	Board of Directors	(2 to 4 members)			
	Board of Directors Minority Shareholders representatives	(1 member)			
Corporate Sustainability Committee (3 to 5 members)	Board of Directors	(3 to 5 members / at least 2 Board Members)			
Executive Board (Board of Officers [CEO and Vice-presidents] and other Officers)					
CEO	President of the Republic	(1)	Casa Civil (Chief of Staff Office)	Humans, Remuneration and Eligibility Committee	President of the Republic
Vice-Presidents	CEO of BB	(up to 9)			Board of Directors
Other Officers		(up to 27)			
Other functions					
General Auditor	CEO of BB	(1)	No obligation	Humans, Remuneration and Eligibility Committee	Board of Directors
Ombudsman		(1)			



# Appointment and Election Flow

# Appointment and Election Flow



\*It is necessary to consult Culture and People Management Department (Directors Program) for appointments of General Managers of Strategic Units, whose appointment authority falls under the Board of Officers of BB.

\*\*Prior to the analysis of the candidate's name by Corem, compliance with the requirements and the absence of restrictions are assessed by BB's Legal Department.