

# **Internal Regulations of the Organization, Compensation and People Committee**

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## 1. INTRODUCTION AND PURPOSE

1.1. The Internal Regulations herein ("Internal Regulations") is to discipline the functioning of the Organization, Compensation and People Committee ("CRP") of Votorantim Cimentos S.A. ("VCSA" or "Company"), as well as its relationship between the CRP and the other corporate bodies, subject to the provisions of VCSA's bylaws ("Bylaws") and the legislation in force.

## 2. DEFINITIONS

2.1. In addition to the terms defined above, terms and expressions beginning with capital letters used in this Policy have the meaning assigned to them below:

"Committees": means the advisory committees of the Board of Directors.

"Board Members": means the members of the Board of Directors.

"Board of Directors": means the Company's board of directors.

"Fiscal Council": means the Company's fiscal council.

"Coordinator": means the CRP coordinator.

"Officers": means the Company's statutory officers.

"Board of Officers": means the Company's statutory board of Officers.

"Brazilian Corporation Law": means Law n.º 6.404, dated as of December 15th, 1976, as amended.

"Secretary": means the secretary of CRP.

## 3. ASSIGNMENTS AND COMPETENCES

3.1. The CRP is liable for promoting and ensuring discussions within the Board of Directors, and it is responsible for advising the Board of Directors on appropriate monitoring on issues related to:

- (i) compensation models, guiding and inspiring behavior in the Company;
- (ii) the compensation of the Officers, the Board Members and the members of the Committees;
- (iii) the appointment of candidates for the Company's management, herein understood as Officers and Board Members;
- (iv) the skills, profile and talents necessary for the Company's aspirations, in line with ethical and moral principles; and
- (v) the corporate culture, ethics and conduct proposed by the Board of Directors and their correct dissemination by the Company.

3.2. As an advisory body to the Board of Directors, the decisions of the CRP constitute recommendations to the Board of Directors. The recommendations of the CRP should be accompanied by the analysis that supports such a decision.

3.3. In the execution of its responsibilities, the CRP shall maintain an effective relationship with the Board of Directors, the Committees, the Board of Officers and other managers, internal and external audits and, if held, with the Fiscal Council.

3.4. The CRP shall have the following responsibilities, in addition to others that may be established by the Board of Directors:

- (i) recommend corporate standards and guidelines for recruitment, people management and compensation at the Company and its subsidiaries;
- (ii) examine, discuss and propose to the Board of Directors, annually, the compensation of the Board of Directors and the Board of Officers;
- (iii) request, appreciate and provide guidance and guidelines regarding the succession and retention plan of the Officers of strategic positions and their improvement actions, presented by the Company;
- (iv) review and submit to the Board of Directors the goals and objectives related to the compensation and long-term incentive plans for the Chief Officer and the other Officers, as well as determine, at the end of each fiscal year, whether these goals and objectives have been achieved and propose to the Board of Directors the result of the performance evaluation;
- (v) evaluate the salary adjustment proposals made by the Chief Officer to the other Officers;
- (vi) ensure that the Board of Directors is informed of any relevant information regarding compensation, at all salary levels;
- (vii) analyze, in the light of best practices, the human resources policies and practices proposed by the Board of Officers, especially those related to compensation and benefits;
- (viii) analyze and issue an opinion, for decision of the Board of Directors, on special conditions for hiring and dismissal of Officers;
- (ix) propose and implement evaluation and professional improvement processes for the members of the Board of Directors, Committees and Board of Officers;
- (x) recommend actions that promote the desired performance organizational culture, aligned with the Jeito VC, the strategy and focused on building sustainable results;
- (xi) opine on any contract to be entered into between the Company and any Officer that contemplates the payment of amounts due to the voluntary or involuntary dismissal of the Officer, change of control or any other similar event, including the payment of amounts as indemnity; and
- (xii) provide guidance and information for the succession plan of the Board of Officers and the Board of Directors, contributing to the search for new Officers, Board Members or members of Committees, when necessary.

#### **4. COMPOSITION AND OPERATION**

4.1. The CRP shall operate on a permanent basis, reporting to the Board of Directors and shall be composed of at least 3 (three) and at most 5 (five) members, elected by the Board of Directors, and must be, in their majority, Board Members, that may be reelected. At least 1 (one) member must be a professional with proven knowledge in the area of Human Resources.

4.1.1. The CRP member role is non-delegable.

4.1.2. The election of the members of the CRP shall take place at the first meeting of the Board of Directors after the Annual Shareholders' Meeting that elects them. The Board of Directors may elect or remove the members at any time.

4.1.3. The term of office of the CRP members is 2 (two) years, concurrent with the term of office of the Board of Directors.

4.1.4. There shall be no hierarchy among CRP members.

4.1.5. In the event of vacancy of a member of the CRP, due to dismissal, resignation, death, proven impediment, disability or loss of mandate or other cases provided for by law, the Board of Directors shall promote the appointment of a substitute member to complete the term of office of the replaced individual. The appointment of the new member shall not be necessary if it is found that the number of remaining members in the CRP is equal to or greater than the minimum required pursuant to item 4.1. of the Internal Regulations herein.

4.1.6. The Board of Directors shall appoint a Coordinator and the latter shall appoint a Secretary, who shall exercise the assignments established in the Internal Regulations herein and others that may be fixed by the CRP. In case of any absence of the Coordinator, it will be up to the Coordinator to indicate a substitute among the other members of the CRP, as well as stipulate the respective period of replacement.

4.1.7. The Coordinator shall be liable for the supervision and administrative organization, being responsible, with the assistance of the Secretary, for the preparation, organization, elaboration and distribution of agendas, minutes of meetings and information necessary for the discussion of the matters on the agenda. The Coordinator shall also be liable for forwarding the recommendations of the CRP to the Chairman of the Board of Directors;

4.1.8. The Secretary shall attend all meetings without taking part in discussions or voting.

4.1.9. The duties of the Secretary are:

- (i) prepare the annual calendar of CRP activities;
- (ii) monitor defined deadlines and the flow of information, ensuring the forwarding of requests of the CRP to those who are entitled and in a timely manner;
- (iii) maintain permanent access channels to updated information about the Company;
- (iv) document the CRP recommendations and keep the corporate records under its custody;
- (v) prepare the support materials and agendas of the people necessary for the discussion of topics with a view to recommendations that require greater understanding;
- (vi) define deadlines for the disclosure of information, according to the needs of the members of the CRP, and allow the interaction with executives for any necessary clarifications; and
- (vii) make arrangements for meetings of the CRP, from the necessary infrastructure to the support material, ensuring that the members of the CRP receive clear and sufficient information for their deliberations in a timely manner.

4.2. Except in the event of a conflict of interest, all information and documents shall only be provided or made available to all members of the CRP, and none of its members may have information not provided to the others.

4.3. The members of the CRP are allowed, even if separately, but always in a reasonable manner and with the exclusive purpose of exercising the duties defined in the present Internal Regulations, to request information from the Company, the corporate documents and any information they deem necessary for the regular development of the activities of the CRP.

4.3.1. The Coordinator shall communicate in writing to the Board of Directors, the content of any information required from the Company, subject to restrictions regarding any conflict of interest.

4.4. In relation to the occurrence of any conflicts of interest of members of the CRP, the same rules contained in the Internal Regulations of the Board of Directors apply.

## 5. CRP MEETINGS

5.1. The CRP shall meet quarterly on an ordinary basis and, on an extraordinary basis, when necessary to the corporate interests by convening of its Coordinator. The request for an extraordinary meeting shall be forwarded to the Coordinator, who shall take the necessary steps to convene the meeting.

5.1.1. The convening of CRP meetings shall be made by notices that must be sent at least 3 (three) days in advance, by registered letter or electronic mail.

5.1.2. The meetings of the CRP shall be held with the presence of a simple majority of the members of the CRP.

5.1.3. The recommendations and decisions of the CRP shall be taken by a simple majority voting of its members.

5.1.4. The meeting at which all members of the CRP attend is exempt from being convened.

5.1.5. The Officers may be invited or summoned to provide clarifications in accordance with the agenda of the meeting, previously communicated.

5.1.6. The agenda of the meeting must be defined and disclosed to the members of the CRP and others summoned, together with the convening of the meeting.

5.1.7. The meetings of the CRP may be held at the Company's headquarters or at any other place previously agreed by the members of the CRP, and may also be held by conference call or video conference. The members of the CRP, in this case, shall be considered present at the meeting and his/her vote shall be considered valid for all legal purposes and incorporated into the minutes of said meeting.

5.1.8. Any meeting of the CRP may be confidential, in whole or in part, if, at the discretion of the Coordinator, there is a matter whose nature so advises, including with regard to the disclosure of the conclusions reached.

5.1.9. The recommendations of the CRP should be recorded in minutes.

5.1.10. In addition to regular meetings, whenever necessary, the CRP shall schedule meetings with the Board of Officers and the Board of Directors.

## 6. DUTIES

6.1. The members of the CRP shall be subject to the same duties as the members of the Board of Directors, pursuant to the Internal Regulations of the Board of Directors and the Bylaws.

6.1.1. Under the terms of the Brazilian Corporation Law, the members of the CRP have a duty of loyalty to the Company, and may not disclose to third parties documents or information about their business, and must keep confidential any relevant, privileged or strategic information of the Company, obtained due to their position, as well as ensure that third parties do not have access to it, being prohibited to use the information to obtain, for themselves or for others, any kind of advantage.

## 7. GENERAL PROVISIONS

7.1. The cases omitted in the Internal Regulations herein shall be resolved by the Board of Directors.

7.2. The present Internal Regulations shall be approved and may only be amended by the Board of Directors.

7.3. The Internal Regulations herein shall enter into force on the date of their approval by the Board of Directors and shall be filed at the Company's headquarters.

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