

# **Internal Regulations of the Sustainability and Innovation Committee**

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## 1. INTRODUCTION AND PURPOSE

1.1. The Internal Regulations herein ("Internal Regulations") are to discipline the functioning of the Sustainability and Innovation Committee ("CS&I") of Votorantim Cimentos S.A. ("VCSA" or "Company"), as well as the relationship between the CS&I 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 the Internal Regulations have the meaning assigned to them below:

"Board of Directors": means the Board of directors of the Company.

"Coordinator": means the coordinator of the CS&I.

"Board of Officers": means the Board of Officers of the Company.

"Officers": means both members of the Board of Officers, statutory and non-statutory.

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

"Secretary": means the secretary of CS&I.

## 3. ASSIGNMENTS AND COMPETENCES

3.1. CS&I is liable for advising the Board of Directors, evaluating and recommending on the following topics related to **sustainability**:

- (i) Identification and treatment of matters that represent risks, opportunities or that may impact the business, in long-term results, in the relationship with stakeholders and in the Company's image;
- (ii) Promotion of sustainability initiatives and criteria in the organizational culture;
- (iii) Medium and long-term public commitments for the Company's sustainability;
- (iv) Decarbonization strategy and specificities related to this topic in each of the Company's regions and countries of operation;
- (v) CO2 targets – SBTi and benchmarking with peers;
- (vi) CCUS – Carbon Capture, Usage and Storage;
- (vii) Social investment strategy and management of environmental assets;
- (viii) Global trends and key developments of global associations (Advocacy).

3.2. CS&I is liable for advising the Board of Directors, evaluating and recommending on the following topics related to **innovation**:

- (i) definitions and guidelines of the innovation strategy;
- (ii) monitoring of initiatives related to research and technological innovation, in the commercial, industrial, management and process areas, as well as in relation to new businesses and solutions;
- (iii) prioritization and monitoring of main projects and development routes;
- (iv) Eco-system Network Roadmap:
  - a. cement plant of the future / Industry 4.0;
  - b. optimized constructions;
  - c. retail performance;
  - d. decarbonization technologies;
  - e. popular dwellings; and
  - f. recyclable material.
- (v) innovation management:
  - a. corporate venture actions;
  - b. disruptive innovation;
  - c. new construction methods; and
  - d. concrete pavement.

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

#### 4. COMPOSITION AND OPERATION

4.1. The CS&I shall operate on a permanent basis, report to the Board of Directors and shall be composed of at least 3 (three) members and a maximum of 5 (five) members, elected every 2 (two) years by the Board of Directors, with a term of office concurrent with that of the Board of Directors, and may be reelected.

4.1.1. The CS&I member role is non-delegable.

4.1.2. The CS&I shall count on the participation of at least 1 (one) member of the Board of Directors in its composition.

4.1.3. At least 1 (one) member must be a professional with proven knowledge in the area of sustainability and it is desirable that 1 (one) member is a professional with knowledge in the area of innovation.

4.1.4. The election of the members of the CS&I 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.

4.1.5. There shall be no hierarchy among CS&I members.

4.1.6. In the event of vacancy of a member of the CS&I, 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 CS&I is equal to or greater than the minimum required pursuant to item 4.1. of the Internal Regulations herein.

4.1.7. 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 CS&I. 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 CS&I, as well as stipulate the respective period of replacement.

4.1.8. The Coordinator shall have the following duties, without prejudice to others that give him/her the applicable rules:

- (i) 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;
- (ii) coordinate the general activities of the CS&I, ensuring compliance with the activities and functions of the body;
- (iii) responsible for forwarding CS&I recommendations to the Chairman of the Board of Directors;
- (iv) have a casting vote at CS&I meetings;
- (v) ensure the effectiveness and good performance of the body, as well as the monitoring and evaluation system of the CS&I;
- (vi) coordinate the activities of other members; and
- (vii) attend the Company's annual general meeting, if necessary.

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

4.1.10. The duties of the Secretary are to:

- (i) prepare the annual calendar of CS&I activities;

- (ii) monitor the defined stated periods and the flow of information, ensuring the forwarding of requests from the CS&I to those who are entitled and in a timely manner;
- (iii) maintain permanent access channels to updated information about the Company;
- (iv) document the CS&I recommendations and keep the corporate records under their 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 CS&I's members, and allow the interaction with executives for any necessary clarifications; and
- (vii) make arrangements for meetings of the CS&I, from the necessary infrastructure to the support material, ensuring that the members of the CS&I 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 CS&I, and none of its members may have information not provided to the others.

4.3. The members of the CS&I 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 CS&I.

4.4. The CS&I, through its Coordinator, or through two of its members jointly, may request, at any time, a meeting with the Chairman of the Board of Directors.

4.5. In relation to the occurrence of any conflicts of interest of members of the CS&I, the same rules contained in the Internal Regulations of the Board of Directors apply.

## 5. CS&I MEETINGS

5.1. The CS&I shall meet 5 (five) times a year on an ordinary basis and, on an extraordinary basis, when necessary for corporate interests by convening from 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 CS&I 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 CS&I meetings shall be held with the presence of a simple majority of its members.
- 5.1.3. The recommendations and decisions of the CS&I shall be taken by a simple majority voting of its members.
- 5.1.4. The meeting at which all members of the CS&I 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 CS&I and others summoned, together with the convening of the meeting.
- 5.1.7. The meetings of the CS&I may be held at the Company's headquarters or at any other place previously agreed by the members of the CS&I, and may also be held by conference call or video conference. The members of the CS&I, in this case, shall be considered present at the meeting and their vote shall be considered valid for all legal purposes and incorporated into the minutes of said meeting.
- 5.1.8. After the end of each CS&I meeting, matters, recommendations and opinions must be reported to the Board of Directors.
- 5.1.9. Any meeting of the CS&I 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.
- 5.1.10. The matters, recommendations and opinions of the CS&I shall be recorded in the minutes of its meetings, which shall be signed by the members of the CS&I present, and shall include the relevant points of the discussions, the list of those present, the mention of justified absences, possible irregularities, the measures requested and any points of disagreement between the members, and the minutes should be made available to the members of the CS&I.
- 5.1.11. In addition to regular meetings, whenever necessary, the CS&I shall schedule meetings with the Board of Officers and the Board of Directors.

## 6. DUTIES

- 6.1. The members of the CS&I 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 CS&I 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.

6.2. The CS&I shall be accountable for the activities carried out, presenting a detailed report annually to the Board of Directors, which shall contain a description of its activities, the results and conclusions reached and the recommendations made; and, also, any situations in which there is a significant divergence between the Company's administration, the independent auditors and the CS&I.

6.2.1. The report mentioned in item 6.2 above must be kept at Company's headquarters and at the disposal of the CVM, for a period of 5 (five) years.

## 7. ANNUAL ASSESSMENTS

7.1. The CS&I shall annually conduct a self-assessment of the activities carried out in the period and their results and conclusions, which shall be submitted to the Board of Directors in conjunction with the annual performance assessments of internal and external auditors.

## 8. GENERAL PROVISIONS

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

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

8.3. 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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