

Internal Regulations of the Board of Directors

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1. INTRODUCTION AND PURPOSE

1.1. These Internal Regulations of the Board of Directors of Votorantim Cimentos S.A. ("Regulations") was prepared pursuant to Law n.º 6.404, dated as of December 15th, 1976, as amended ("Brazilian Corporation Law"), the Company's Articles of Incorporation ("Articles of Incorporation") and other applicable legal and regulatory provisions, and is intended to regulate the duties and functioning of the Board of Directors of Votorantim Cimentos S.A. ("Board") ("VCSA" or "Company"), as well as its relationship with other corporate bodies.

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.

"Board Members": has the meaning given to them in item 4.1 below.

"Officers": means the statutory officers of the Company.

"Executive Board": means the Company's statutory executive board.

"Appointment Policy": means the Appointment Policy for Members of the Board of Directors, Committees and Executive Board.

3. ASSIGNMENTS, COMPETENCES AND FRAMEWORK

3.1. The Board of Directors is the Company's top administration and guidance body, with collegiate deliberation, being liable for, in addition to the other assignments provided for in the legislation and in the Articles of Incorporation, acting as an instance of assessment, monitoring, decision and guidance to the Officers.

3.2. The Board must establish the general guidance of the Company's business and decide on strategic issues, aiming to carry out the following guidelines:

- (i) protect and create value for the Company;
- (ii) seek a balance between the interests of shareholders and other stakeholders;
- (iii) always act in the best interest of the Company;
- (iv) promote and observe the corporate purpose of the Company and its subsidiaries;
- (v) ensure the Company's continuity, from a long-term and sustainable perspective, which incorporates economic, social, environmental and good corporate governance considerations in the definition of business and operations;
- (vi) adopt an agile management structure, composed of qualified professionals with an unblemished reputation;
- (vii) formulate guidelines for the management of the Company and its subsidiaries, which shall be reflected in the annual budget;
- (viii) ensure that the strategies and guidelines are effectively implemented by the Executive Board;
- (ix) discuss, approve and monitor decisions involving: strategy, capital structure, risk management, mergers and acquisitions, valuation and compensation of the

management body, independent audit assessment, internal controls' system, people management policy and code of conduct;

- (x) prevent and manage situations of conflict of interest or divergence of opinions, so that the Company's interest always prevails;
- (xi) always have an updated succession plan for the Chief Executive Officer and all other key persons of the Company; and
- (xii) other assignments defined in current legislation and in the Articles of Incorporation.

3.3. It is incumbent upon the Board of Directors to perform the assignments provided for in the Company's Articles of Incorporation and the Policy of Jurisdiction, without prejudice to the powers provided for in the Brazilian Corporation Law and other applicable legal and regulatory provisions.

3.4. The Board shall include, in the administration's proposal regarding the Company's general meeting for the election of directors, its statement contemplating:

- (i) the adherence of each candidate to the position of member of the Board to the Appointment Policy in force; and
- (ii) the reasons why each candidate is classified as an independent board member.

4. COMPOSITION AND MANDATE

4.1. The Board shall be composed of at least five (5) members and at most nine (9) members, with their respective alternates ("Board Members"), all elected and dismissible by the Company's general meeting at any time in the form of the Brazilian Corporation Law and the Articles of Incorporation, with a unified mandate of two (2) years, re-election allowed, and for each of the elected board members, one (1) specific alternate shall be elected.

4.2. From total number of Board Members, at least two (2) members or 20% (twenty percent) of the total number of members, whichever is greater, must be an independent board member, according to the definition provided for in CVM Resolution 80, and the characterization of those appointed to the Board as independent board members must be resolved at the Company's general meeting that elects them.

4.3. The Company's general meeting that elects the Board Members shall choose, among its members, the Chairman and Vice-Chairman of the Board.

4.4. No Board Member may accumulate executive function in the Company.

4.5. In the event of absence or temporary impediment of the Chairman of the Board, his/her duties shall be exercised on an interim basis by the Vice-Chairman of the Board. In case of absence or temporary impediment of both, the remaining Board Members shall appoint, among the other members, the one who shall exercise their functions on an interim basis.

4.6. In the event of absence or temporary impediment of any board member, he/she shall be represented by his/her alternate. In case of absence or temporary impediment of its alternate as well, the Board of Directors shall operate with the other members, provided that the minimum number of Board Members that allows the proper functioning of the Board is respected.

4.7. In the event of a definitive vacancy of any of the positions of a Board member, the substitute shall be appointed by the remaining Board Members and shall serve until the first general meeting of the Company after the occurrence, which shall elect a new member. For the purposes of this

item, the vacancy of a position of Board member shall occur when the dismissal, resignation, death, proven impediment, invalidity or loss of the mandate of the effective member and the alternate member takes place.

5. REQUIREMENTS AND INDICATION

5.1. Subject to the provisions of the Appointment Policy, the members of the Board must meet the following requirements:

- (i) alignment and commitment to the Company's values and culture, its Code of Conduct and internal policies;
- (ii) unblemished reputation;
- (iii) academic background compatible with the assignments of the Board Members, recognized professional trajectory and solid experience;
- (iv) be free from conflict of interest with the Company, as well as not participating in, being linked to or benefiting, as an investor, shareholder, administrator, consultant, board member or otherwise, from business or activities (i) directly or indirectly competing with those of the Company or (ii) whose performance in the sector or in the market would justify, at the Company's discretion, greater care in sharing data or information;
- (v) not have exercised an elective mandate in the Executive or Legislative Branch during the last three (3) years;
- (vi) be familiar with financial management and other areas of business administration, possessing necessary skills and experiences for the exercise of the position; and
- (vii) availability of time to properly dedicate himself/herself to the role and responsibility assumed, which goes beyond attending Board meetings and prior reading of documentation.

6. INVESTITURE

6.1. The Board Members shall be vested in their positions by signing terms of office in the minute book of the Board which shall become available to them upon their election.

6.1.1. The term of office shall contain, under penalty of civil liability of the elected Board Member:

- (i) the indication of at least one (1) domicile, which can only be changed by written communication to the Company, in which the administrator shall receive the summons and *subpoenas* in administrative and judicial proceedings related to acts of his/her management, which shall be considered fulfilled upon delivery at the indicated domicile;
- (ii) the consent to the Code of Conduct, the Policies for Disclosure, Dividends and Trading of Securities issued by the Company, in addition to the Regulations of the Board, the Fiscal Council and other Regulations of the Committees;
- (iii) not be prevented by special law or convicted of bankruptcy crime, malfeasance, graft or bribery, concussion, embezzlement, crime against commercial relationships,

public faith and/or property, or criminal punishment that prohibits, even temporarily, access to public offices, as provided for in paragraph 1 of article 147 of the Brazilian Corporation Law;

- (iv) not be sentenced to the penalty of temporary suspension or disqualification applied by the Securities and Exchange Commission, which makes him/her ineligible for the management positions of a publicly held company, as provided for in paragraph 2 of article 147 of the Brazilian Corporation Law;
- (v) meets the requirement of unblemished reputation established by paragraph 3 of article 147 of the Brazilian Corporation Law; and
- (vi) not hold a position in a company that may be considered a competitor of the Company and does not have, nor represents, an interest conflicting with that from the Company, pursuant to items I and II of paragraph 3 of article 147 of the Brazilian Corporation Law.

6.1.2. The investiture of the Board Members is subject to the prior subscription of the Term of Consent of the Officers.

6.1.3. The investiture of a Board Member resident or domiciled abroad is subject to the constitution of a representative resident in the country, with powers to receive summons in suits brought against him/her based on the corporate legislation, through a power of attorney with a validity term that must extend for at least three (3) years after the end of the management term.

6.1.4. The investiture of the Board Members is subject to the provision of a declaration of clearance made under the penalties of the law and in its own instrument, which shall be filed at the Company's headquarters.

7. DUTIES OF BOARD MEMBERS

7.1. The Board Members 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.

7.1.1. For the purposes of item 7.1 above, it is considered:

- (i) privileged: any information provided to a particular person or group prior to its public disclosure;
- (ii) relevant: any resolution of the Company's general meeting or Company's management bodies or any other act or fact occurred in its business that may significantly influence (i) the quotation of the securities issued by the Company; or (ii) the decision of investors to trade with those securities; or (iii) the determination of investors to exercise any rights inherent to the condition of holder of securities issued by the Company; and
- (iii) strategic: any information that may give the Company a competitive gain or advantage in relation to its competitors and that, due to its importance, must be kept confidential.

7.2. It is the duty of every Board Member, in addition to those provided for in the applicable legislation and in the Articles of Incorporation:

- (i) exercise his/her functions in the exclusive interest of the Company, satisfying the requirements of the public domain and its social function;
- (ii) attend the Board meetings prepared in advance, with the examination of the documents made available and participate actively and diligently in them;
- (iii) know and enforce the Articles of Incorporation, policies, internal regulations of the Company's bodies and the Code of Conduct;
- (iv) refrain from intervening, individually or jointly with a third party, in any businesses with the Company, its subsidiaries and affiliates, its controlling shareholder and also between the Company and controlled and affiliated companies of the administrators and the controlling shareholder, as well as other companies that, with any of these persons, are part of the same group in fact or in law, except with the prior and specific approval of the Board;
- (v) declare, prior to the resolution, that, for any reason, it has a particular or conflicting interest with that of the Company in the particular matter submitted for its consideration, abstaining from its discussion and voting;
- (vi) ensure the adoption of good corporate governance practices by the Company; and
- (vii) inform the Company, pursuant to article 11, of CVM Resolution n.º 44, dated as of August 23rd, 2021, as amended, on the ownership and negotiations carried out with securities issued by the Company itself or its subsidiary companies, including negotiations with derivatives or any other securities referenced in the securities issued by the Company or issued by its subsidiary companies.

8. CHAIRMAN OF THE BOARD

8.1. The Chairman of the Board has the following duties, without prejudice to others that is granted by the Articles of Incorporation and the legislation in force:

- (i) ensure the effectiveness and good performance of the body;
- (ii) ensure the effectiveness of the monitoring and assessment system, by the Board, the Company, the Board itself, the Executive Board and, individually, the members of each of these bodies;
- (iii) to make the Board's activities compatible with the interests of the Company, its shareholders and other stakeholders;
- (iv) organize and coordinate, with the collaboration of the Secretary of the Board, the agenda of the meetings, after hearing the other Board Members and, if applicable, the Chief Executive Officer and other Officers;
- (v) coordinate the activities of the other Board Members;
- (vi) ensure that the Board Members receive complete and timely information on the items in the meeting's agenda ;

- (vii) propose annually to the Board, the appointment of: (a) a Secretary, preferably not Board Member, and (b) a spokesperson;
- (viii) submit to the Board a proposal for apportionment of the compensation of the Board Members, prepared with the support of the Organization, Compensation and People Committee, if under operation;
- (ix) propose to the Board, after hearing the Committees, the annual budget of the Board, including for the hiring of external professionals, to be submitted to the resolution of the Company's general meeting;
- (x) chair Board and general meetings;
- (xi) propose to the Board the annual corporate calendar, which must necessarily define the dates of corporate events; and
- (xii) organize, together with the Chief Executive Officer, upon the election of a new member of the Board, an integration and training program for the new Board Member, which allows him/her to get in touch with the activities and obtain information about the organization.

8.1.1. The positions of Chairman of the Board and Chief Executive Officer or principal executive officer of the Company may not be held by the same person.

9. BOARD OF DIRECTORS' MEETINGS

9.1. The Board shall meet on a quarterly basis on an ordinary basis and, on an extraordinary basis, when necessary for corporate interests. The request for an extraordinary meeting shall be forwarded to the Chairman of the Board, who shall take the necessary steps to convene the meeting.

9.1.1. The Board meetings, whether ordinary or extraordinary, shall preferably be held at the Company's headquarters.

9.1.2. The dates of ordinary meetings shall be fixed within the annual calendar, which considers the calendar year.

9.1.3. The convenings of the Board meetings, whether ordinary or extraordinary, shall be made by the Chairman by registered letter, *facsimile* or electronic mail, specifying time and place and including the detailed agenda. Any proposal and all necessary documentation related to the agenda must be made available to the Board Members at the Company's headquarters. The convenings for extraordinary meetings must be made at least five (5) days in advance. The convening may be waived whenever all the Board Members in office are present at the meeting, or by the prior written agreement of the absent Board Members.

9.1.4. In order for the Board meeting to take place, the presence of a majority of its members is required.

9.1.5. Each Board Member in office shall be entitled to one (1) vote at Board meetings, whether in person or represented by one of its peers, upon presentation of (i) a specific power of attorney for the meeting on the agenda and (ii) the absent Board member's written vote and the respective justification.

9.1.6. It is allowed, if necessary, the participation of the Board Members in the meeting, by telephone, videoconference, or other means of communication that can ensure the effective participation and

authenticity of their vote. The Board Member, 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.

9.1.7. The Board meetings shall be chaired by the Chairman of the Board or, in its absence, by the Vice-President of the Board. The Chairman of the Board shall appoint the Secretary of the meeting, who shall preferably not be a member of the Board.

9.1.8. The Chairman of the Board, by own initiative or at the request of any Board Member, may convene Officers to attend meetings and provide clarifications or information on the matters under consideration.

9.1.9. The matters submitted for consideration by the Board shall be instructed with the proposal of the Executive Board or the competent bodies of the Company, and by a legal opinion, when necessary for the examination of the matter.

9.1.10. In the event that the Chairman of the Board does not comply with the request of any Board Member, within fifteen (15) days, remain inert, silent or, still, be prevented, the meeting may be called directly by at least two (2) Board Members.

9.1.11. At the beginning of each financial year, the Chairman of the Board shall propose the annual calendar of ordinary meetings. At the first meeting, the following shall be decided:

- (i) the annual calendar of ordinary meetings;
- (ii) the annual expenditure and investment programs; and
- (iii) the formal assessment of the Executive Board, jointly, and the Chief Executive Officer, individually, as well as to become aware of the assessment carried out by the Chief Executive Officer and the other Officers.

9.2. The Chairman of the Board shall include in the annual calendar, or may include in the convenings for extraordinary meetings, meetings or sessions for the assessment of the management of the Board.

9.2.1. The convening message of the Board's meeting at which there is a session or sessions referred to in item 9.2 above must mention them, and must be addressed to all Board Members.

9.2.2. The minutes of the sessions referred to in item 9.2 above shall be drawn up separately and filed as an integral part of the minutes of the Board's meeting.

9.3. The Chairman of the Board shall appoint a Secretary who shall have the following duties:

- (i) organize the agenda of the matters to be dealt with at the Board meetings, based on requests from Board Members and consultation with Officers, and submit it to the Chairman of the Board for further distribution;
- (ii) arrange for the convening for meetings of the Board, informing the Board Members – and any participants – as regards the place, date, time and agenda;
- (iii) act as secretary in the meetings, prepare and draw up the respective minutes and other documents in the proper book and collect the signatures of all the Board Members who participated in it, in addition to consigning the attendance of any guests; and
- (iv) archive the minutes and resolutions taken by the Board in the competent bodies and arrange for their publication in a widely circulated newspaper, if applicable.

9.4. The Chairman of the Board, assisted by the Secretary, shall prepare the agenda of the meetings, after hearing the other Board Members and the Chief Executive Officer and, if applicable, other Officers and Committees coordinators.

9.4.1. If two (2) Board Members insist on the inclusion of a certain matter on the agenda, even if previously rejected, the Chairman of the Board must include it.

9.4.2. The manifestation of the Board Members shall comply with the written form, and shall be received by the Company within a maximum period of two (2) days after awareness on decision of the Chairman of the Board not to include the proposal in the meeting's agenda, in which case the Chairman of the Board must send a new convening to the Board Members.

9.4.3. The agenda and documentation necessary for the consideration of the matters provided for therein shall be delivered to each Board Member at least five (5) days in advance of the meeting date. In the event of an extraordinary meeting, given the urgency of the convening, it will be up to the Chairman of the Board to define the minimum period, within which the agenda and documentation must be forwarded.

9.4.4. The matters submitted for consideration by the Board shall be instructed with the proposal and/or manifestation of the Executive Board or the competent bodies of the Company, and a legal opinion, when necessary for the examination of the matter.

9.5. Once the holding of *quorum* has been verified, the works shall comply with the following order:

- (i) opening of the session;
- (ii) provision of initial clarifications by the Chairman of the Board;
- (iii) succinct and uninterrupted reading for discussion of the agenda to be put to voting;
- (iv) presentation, discussion, forwarding of proposals and voting on matters in the agenda, in the order proposed by the Chairman of the Board; and
- (v) presentation of proposals, opinions and communication of the Board Members.

9.5.1. By a majority of the Board members present, the Chairman of the Board may include in the agenda relevant matter for deliberation that is not included in the original agenda.

9.6. At the end of the discussions, the Chairman of the Board shall take the vote of each Board Member.

9.7. In the event of a tie, the Chairman of the Board shall exercise the casting vote.

9.8. Sessions shall be adjourned or closed, when circumstances so require, at the request of any Board Member and with the approval of the Board of Directors.

9.8.1. In the event of suspension of the session, the Chairman of the Board shall set the date, time and place for its continuation, and the need for a new convening of the Board Members shall be waived.

9.9. The matters and resolutions taken at the Board meetings shall be valid if they have a favorable vote of the simple majority of the members present, drawn up in minutes, recorded in the Book of Minutes of Board Meetings and, whenever they contain resolutions intended to produce effects before third parties, their extracts shall be filed and published in the competent Board of Trade, in the newspapers usually used by the Company and on the Company's website.

9.9.1. The minutes shall be clearly written, record all decisions taken, abstain from votes due to conflicts of interest, responsibilities and deadlines and shall be signed by all those present and subject to formal approval.

9.9.2. In case of resolutions or debates that have been the subject of conflict between Board Members, the minutes shall be signed before the closing of the respective meetings.

10. INTERACTION WITH THE EXECUTIVE BOARD

10.1. The Board of Directors shall promote an open and transparent relationship with the Executive Board.

10.2. The Board shall supervise the management of the Officers and their directly or indirectly controlled companies, examining, at any time, the books and papers of the Company, and from its directly or indirectly controlled companies, requesting information on contracts entered into or about to be entered into and any other acts.

10.3. The communication between the Board members and the Executive Board must be made through the Chairman of the Board and the Chief Executive Officer of the Company.

10.3.1. When instructed by the Chairman of the Board, the Secretary of the Board shall be liable for communication, and shall always send a copy of communications to the Chairman of the Board.

11. COMMITTEES

11.1. The Board, to better perform its functions, may create Committees or working groups with defined purposes. The Committees shall adopt their own regulations approved by the Board.

11.2. The Committees may be composed of Board members or by third parties, and their coordination will be, preferably, responsibility of a Board Member, and the definition of the Coordinator of each Committee shall be carried out by the Board.

11.2.1. Other Board Members, Officers, employees, specialists or others, whose contribution is useful to the performance of the works, may participate in the meetings as guests, therefore, without the right to vote.

11.3. Committees, whether permanent or temporary, statutory or not, shall not replace other management bodies. Regardless of the technical content of their activities, it will be up to the Committees to study the matters within their competence, to raise, provide elements and prepare their proposals and recommendations for deliberations by the Board. The material necessary for examination by the Board shall be submitted together with the voting recommendation, and the Board Members may request additional information if they deem it necessary. Committees have no decision-making power, and their recommendations do not bind the deliberations of the Board.

11.4. The Board shall meet, at least quarterly, with the Audit Committee Coordinator, accompanied by other members of the Audit Committee when necessary or convenient.

12. INTERACTION WITH THE FISCAL COUNCIL

12.1. The Board shall meet periodically with the Fiscal Council, when held, to deal with matters of common interest.

12.2. The Chairman of the Board shall provide the clarifications and information requested by the Fiscal Council regarding its supervisory function.

13. CONFLICT OF INTERESTS

13.1. The Board Members shall act in an exempt manner, and, to prevent cases of conflict of interests, the following rules shall apply:

- (i) Board members may not participate in deliberations regarding matters with respect to which their interests conflict with those of the Company. It is incumbent upon each member to inform the Board of its conflict of interest as soon as the matter is included on the agenda or proposed by the Chairman of the Board and, in any case, before the beginning of any discussion on each topic.
- (ii) at the first meeting following the act of his/her election, the elected Board Member shall inform the members of the Board: (a) the main activities that he/she develops outside the Company, (b) participation in the boards of other companies, subject to the limit set forth in sub-item (iii) below; and (c) the business relationship with the Company and its affiliates and subsidiaries, including whether they provide services to these companies. This information must be provided annually and whenever there is a new event that leads to the updating of this type of information.
- (iii) Board Members may only participate in a maximum of four (4) boards of directors of companies that do not belong to the same economic conglomerate. For the purposes of such limit, the exercise of this function in philanthropic entities, clubs or associations shall not be considered. This limit may be exceeded with the Board's approval.
- (iv) if the Board member or company controlled or managed by it makes a transaction with the Company and its affiliates and subsidiaries, the following rules must be observed: (a) the transaction must be carried out at market conditions; (b) if it is not a daily operation or a provision of services, there must be reports issued by first-tier companies proving that the operation was carried out under market conditions; (c) the operation must be informed to the Board; and (d) the operation must be conducted through the channels usually competent in the Company's hierarchy; and (e) the terms and conditions provided for in the VCSA Related Party Transactions Policy must be observed.

14. PERIODIC ASSESSMENT

14.1. Periodically, a formal and structured assessment must be carried out, if necessary with the support of specialized external advice, of the performance of the Board, its Committees and the Executive Board, in order to verify the performance, functioning and quality of the works of said bodies, in accordance with the best governance practices. The assessment process must be supported by formal procedures with specifically defined scope of operation and prior qualification and shall be conducted by the Chairman of the Board.

14.2. Those assessed should answer specific questions and make their assessment on the six (6) fundamental dimensions for the effectiveness of the body under assessment:

- (i) strategic focus of the respective Company body;
- (ii) knowledge and information about the Company's business and operations;
- (iii) independence and work process of the respective Company's body;
- (iv) operation of the meetings and the respective bodies of the Company;
- (v) motivation and alignment of interests; and
- (vi) composition of the Board, taking into consideration the technical knowledge of the Board Members.

15. COMPENSATION

15.1. The Board's overall compensation shall be annually fixed by the Company's general meeting, subject to the provisions of the Compensation Policy.

16. BUDGET

16.1. The Board shall have included in the Company's budget its own annual budget, approved by the Company's shareholders gathered together at the general meeting.

16.2. The Board's annual budget shall include expenses related to consultations with external professionals to obtain specialized subsidies on matters of relevance to the Company, as well as those necessary for the attendance of Board Members at the Company's meetings.

17. GENERAL PROVISIONS

17.1. The omissions of the present Internal Regulations, doubts of interpretation and any amendments to their provisions shall be decided at a Board meeting, as provided for in the Articles of Incorporation and these Internal Regulations.

17.2. The Internal Regulations are not intended to exhaust the topics addressed herein, and must always be observed together with the Articles of Incorporation, as well as the legislation and regulations applicable to the matter.

17.3. The present Internal Regulations may only be amended by the Board.

17.4. The Internal Regulations 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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