

# **INTERNAL REGULATION OF THE CORPORATE GOVERNANCE AND NOMINATION ADVISORY COMMITTEE TO THE BOARD OF DIRECTORS**

05.25.2023

**B3.COM.BR**

## **SUMMARY**

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## **CHAPTER I**

### **THE CORPORATE GOVERNANCE AND NOMINATION COMMITTEE**

**Article 1** The Corporate Governance and Nomination Committee (“Committee”) is a permanent advisory board Committee bound to the Board of Directors and governed by the Bylaws of B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) and BY this Internal Regulation (“Regulation”).

**Article 2** The Committee reports to the Board of Directors and operates independently from the Management of the Company.

## **CHAPTER II**

### **COMPOSITION OF THE COMMITTEE**

**Article 3** The Committee shall be composed up to five (5) members, provided that: (i) up to four (4) members of the Board of Directors, of which at least two (2) shall be Independent and Unbound Directors; and (ii) up to one (1) external member, which shall have recognized experience related to the matters of the Committee and shall observe the set forth in Article 4 below, all with an unified two (2) years term of office, and with the possibility of being reelected for equal and consecutive terms of office.

**§1<sup>st</sup>** The member of the Committee exercises a non-delegable function to be performed with duty of care and loyalty, thus requiring them to avoid any conflict of interest which may jeopardize the interests of the Company and of its shareholders.

**§2<sup>nd</sup>** In the event of vacancy of the position of member of the Committee, the Board of Directors shall appoint a replacement member pursuant to the provisions of its Internal Regulations and as set forth in the main provisions of Article 3.

**§3<sup>rd</sup>** Should any member of the Committee wish to take a temporary leave of absence from office, the Board of Directors may appoint a third party to replace him/her for the period of the leave of absence. At the end of the period of the leave of absence authorized by the Board of Directors, the member shall return to fulfill the remainder of his/her term of office.

**§4<sup>th</sup>** The replacement of the member on a leave of absence, in the terms of §3 above, must meet all the requirements demanded by law, regulations, and this Regulation

pertaining to the members of the Committee.

**§5<sup>th</sup>** The total term of office of the member that was on leave of absence will consider the period that the replacement of such member was in office.

**Article 4** The candidates for the Committee shall meet the conditions pursuant to Article 22, §§1 and 4, as applicable, of the Company's Bylaws, to Article 147 of Law n. 6.404/1976 and other applicable laws and regulations.

**Article 5** The Board of Directors shall appoint a Coordinator among the members of the Committee, who shall represent, organize and coordinate the activities of the Committee.

**§1<sup>st</sup>** The following shall be performed by the Coordinator of the Committee:

- (a)** calling, convening and presiding the meetings of the Committee, appointing the meeting secretary among the attending members, which shall be responsible for drafting the minutes of the meeting;
- (b)** ensuring the efficacy and good performance of the Committee;
- (c)** representing the Committee in its relationship with the Board of Directors, the Management of the Company and its internal and independent auditors, other bodies and internal committees, signing, when necessary, the correspondence, invitations and reports sent to them, as well as performing, when requested, reports on the Committee activities;
- (d)** calling, on behalf of the Committee, any participants to the meeting, as the case may be, pursuant to the terms of Article 7 below; and
- (e)** complying with and enforcing this Regulation.

**§2<sup>nd</sup>** In temporary absences or impediments, the Coordinator shall be replaced by another member of the Committee appointed by the Coordinator.

**§3<sup>rd</sup>** Reports received by the Company involving people whose nomination to compose governance bodies is appraised by the Nominations and Corporate Governance Committee shall be immediately communicated to the Committee

Coordinator, who will be responsible for defining the procedure to be adopted for the investigation, as well as the need to communicate other members of the Company's Management regarding such report. In the case of impediment and/or conflict of interest of the Committee Coordinator, he/she shall be replaced, as applicable, successively, by the Chairman of the Board of Directors, Vice-Chairman of the Board of Directors, and if both are impeded, by the most senior external member of the Company's Audit Committee.

### **CHAPTER III**

#### **OPERATION OF THE COMMITTEE**

**Article 6** The Committee shall meet ordinarily at least four (4) times per year and may hold extraordinary meetings upon the request of the Coordinator or of any other member of the Committee.

**§1<sup>st</sup>** The meetings of the Committee shall be called at least three (3) days prior to the date of the meeting and shall be accompanied by the meeting's agenda, except with respect to subject that require urgent deliberation.

**§2<sup>nd</sup>** The Coordinator shall prepare the agenda of the meeting, provided that the other members of the Committee may suggest additional matters to be deliberated by the Committee.

**§3<sup>rd</sup>** The meetings shall be installed by the attendance of the majority of the members of the Committee.

**§4<sup>th</sup>** The majority of affirmative votes of the attending members of the Committee shall approve the recommendations and opinions of the Committee.

**§5<sup>th</sup>** The Committee's meetings shall be held, preferably, at the Company's headquarters, or, at the discretion of the Coordinator of the Committee, at any of its subsidiaries or at any other location deemed appropriate.

**§6<sup>th</sup>** The participation of part or of all members in the ordinary and extraordinary meetings of the Committee by means of conference call or videoconference or other communication methods which allows the identification of the Committee's members and communication with all the other persons present at the meeting is permitted. In

such cases, the members of the Committee shall ensure that the matters dealt with will not be accompanied by unauthorized third parties. The members of the Committee which attend the meetings pursuant to this paragraph shall be deemed as present at the meeting and shall sign the corresponding minutes.

**§7<sup>th</sup>** The members of the Committee which have actual or potential conflict of interest with respect to any of the topics discussed shall leave the meeting during the time of discussion of such matter, provided that they may be asked to provide information.

**Article 7** The Committee may call officers and internal and external employees of the Company to attend its meeting if the matters of the agenda are pertinent to their areas of operation.

**Sole Paragraph.** The Company's CEO shall be invited to participate on the meetings of the Committee whenever necessary.

**Article 8** The Committee's subjects, recommendations and opinions shall be included in the minutes of the meetings, which shall be signed by the attending members. The minutes of a meeting shall record the relevant points of discussion, the list of attendees and justified absences.

**Sole paragraph.** The supporting documents of the meetings shall be filed in Company's headquarters.

## **CHAPTER IV**

### **DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

**Article 9** The Committee is competent to, among other subjects described by the Company's Bylaws:

- (a)** to study the subjects of the Committee competence and to prepare proposals to the Board of Directors of the Company, making available all the necessary materials to the analysis of the Board of Directors;
- (b)** to prepare the internal regulation pertaining to the Committee's duties and operational proceedings and to its Coordinator's activities and to submit such Regulation, as well as its amendments, to the approval of the Board of Directors;

- (c)** to assist the Board of Directors in the selection of the persons which may be candidates to compose the Board of Directors and its advisory committees;
- (d)** to make recommendations to the Board of Directors about the composition and operation of the Board of Directors and its advisory committees, analyzing carefully the minimal requirements to be part of these bodies, including the availability of the Directors that hold positions in other entities, pursuant to letter “e” of paragraph 4<sup>th</sup> of Article 22 of the Company’s Bylaws;
- (e)** to support the Chairman of the Board of Directors in the organization of a formal procedure of evaluation of each director, the Chairman of the Board of Directors and the Board of Directors as a collective body, which shall take place at least once every year, with due regard to the provisions of the Internal Regulation of the Board of Directors;
- (f)** to support the Board of Directors in the process of selecting and nominating the Chief Executive Officer, in addition to supporting the latter in the selection and nomination of the other Vice Presidents and Officers which report directly to the Chief Executive Officer based on the organizational structure of the Company;
- (g)** to make recommendations to the Board of Directors, upon proposal from the Chief Executive Officer of the Company, of the duties of the Vice Presidents and Officers that report directly to the Chief Executive Officer, according to the organizational structure of the Company;
- (h)** to make recommendations to the Board of Directors, upon proposal from the Joint Board of the duties of the Officers that report directly to the Vice Presidents;
- (i)** to monitor the adoption of good corporate governance practices, as well as monitoring the effectiveness of corporate governance procedures, suggesting changes, updates and improvements, as necessary;
- (j)** to draft or to update, for the approval of the Board of Directors, the corporate governance guidelines, the documents of the Company’s governance, and the Code of Conduct applicable to the managers, employees, interns and service providers of the Company and its subsidiaries;

**(k)** to monitor the adoption of actions to preserve the ethical and democratic values and the institutional image of the Company, ensuring the transparency, visibility and access of the markets administrated by the Company;

**(l)** to propose the plan for the succession of the Chief Executive Officer, in order to promote the adequate preparation of the Company and with the necessary anticipation, in case of vacancy or temporary impediment, pursuant to the terms of the Bylaws;

**(m)** to monitor subjects related to sustainability and the adoption of actions which aim the perennity of the Company, considering the regulatory, economic, social and environmental aspects involved, in order to support the visibility of the Board of Directors of such subjects;

**(n)** to appreciate twice a year the activities' report drafted by the Office of Issuers of the Company referring to their activities related to B3 as issuer;

**(o)** to approve the conditions of the indemnity obligations of the Company, as well as the governance proceedings applicable to such obligation, with the possibility to decide regarding the renewal or the amendment of the conditions and limits of the indemnity obligations of the Company, pursuant to the Company's Bylaws; and

**(p)** to discuss other subjects submitted to the Committee by the Board of Directors.

**Sole Paragraph.** Regarding the performance assessment held on regular basis or in other occasions of the Company, the Committee shall be informed of the result of such assessment regarding the Officer of Issuers and the Officer of Autoregulation.

**Article 10** In addition to the duties set forth in the preceding article, the Committee shall:

**(a)** within its competence, to care for the interests of the Company; and

**(b)** review the reports prepared by regulatory entities regarding the Company in matters pertaining the Committee's competences.

**Article 11** The Company's Bylaws, the Code of Conduct and Ethics, the Disclosure



Policy, the Securities Issued by B3 Negotiation Policy and the Related Parties' Transactions and Other Potencial Conflict of Interests Policy of the Company, as well as the responsibilities and obligations of the managers provided for in the law and the regulation in force, as the case may be, are applicable to the members of the Committee.

**Article 12** The members of the Committee shall receive an additional compensation to the one received regarding the position of member of the Board of Directors of the Company, which shall be proposed by the Personnel and Compensation Committee and approved by the Company's Board of Directors.

## **CHAPTER V**

### **GENERAL PROVISIONS**

**Article 13** The Committee may request the hiring of external specialists and access to information that may be necessary for the performance of its activities.

**Article 14** Committee's recommendations are not binding, provided the Company's Board of Directors is responsible for making decisions based on the studies and proposals presented by the Committee.

**Article 15** This document shall be disclosed in the Company's website after its approval by the Company's Board of Directors.

**In force and effect since:** 05/25/2023

**Version:** 4

**Parties responsible for the document:**

<b>Responsible</b>	<b>Area</b>
Drafting	Legal Department
Revision	Legal Department and Corporate Governance and Nomination Committee
Approval	Board of Directors

## Amendments:

Version	Amended Item	Amendment	Motive	Month of Reference
2	Article 9 (n)	To clarify that the report of the Management of Regulation of Issuers of the Company shall refer to activities related to B3 as an issuer.	To clarify the report required by the Committee.	September/2020
3	Chapter II – Composition of the Committee	Changes in the composition of the Committee	To adequate to the new version of B3's By-Laws approved by the Shareholders' Meeting of 5.10.2021	June/2021
	Chapter IV – Duties and Responsibilities of the Committee	Changes in the duties and responsibilities of the Committee	To promote uniformity with the other Advisory Committees to the Board of Directors	
	All	Adjustments of wording	To promote uniformity with the other Advisory Committees to the Board of Directors	
4	All	Adjustments of wording	To adequate to Resolution CVM 135, as well as to promote uniformity with the other Advisory Committees to the Board of Directors	May/2023