

CHARTER OF THE PEOPLE, GOVERNANCE AND APPOINTMENTS COMMITTEE

(Approved at the Meeting of the Board of Directors of June 14, 2010 and amended at the Meetings of the Board of Directors of April 25, 2012, October 28, 2013, December 16, 2015, and July 27, 2022)

1. CHARTER

- 1.1 The responsibilities, powers and attributions of the People, Governance and Appointments Committee (“Committee”) of Dexco S.A. (“Company”) are defined and established in this Charter, pursuant to the provisions of the Corporate Bylaws (“Bylaws”), the Internal Charter of the Board of Directors, the Shareholders’ Agreement, the Company’s Policies and Code of Conduct, the Novo Mercado Listing Regulations and other regulations of B3 S.A. – Brasil, Bolsa, Balcão (“B3”), the regulations of the Brazilian Securities and Exchange Commission – CVM (“CVM”) and the current legislation.

2. OBJECTIVES

- 2.1. The Committee is a collegiate body for advice and instruction to the Company’s Board of Directors (“Board”), and has as its objective to advise the Board, issuing opinions, recommendations and monitoring the policies related to the area of people, organizational culture, strategy of executive remuneration, performance and succession of its managers, diversity and inclusion, management and development of talents, in the light of the needs of the businesses and the strategy of the Company.

3. COMPOSITION

- 3.1. The Committee shall be composed of at least 3 (three) and at the most, 7 (seven) members, chosen by the Board.
- 3.2. The Presidency of the Committee may be exercised preferably by an Independent Director or a specialist member.
- 3.3. The members of the Committee are subject to the same duties as the Director, pursuant to the definitions in Article 6 of the Board’s Charter.
- 3.4. The Chairman of the Board and the Chief Executive Officer of the Company shall be permanent invitees at the meetings of the Committee.
- 3.5. The function as member of the Committee is not delegable.
- 3.6. The election of its members shall take place, preferably, at the meeting of the Board at which the Board of Officers of the Company is elected and the term of office shall be for 1 (one) year, reelections being permitted.
- 3.7. In the event of a vacancy on the Committee, the Board shall choose a replacement within a term of 30 (thirty) days.
- 3.8. Members of the Committee are not permitted, directly or indirectly, to receive any type of remuneration from the Company for providing services of consultancy, of an advisory nature or any others that may represent an impediment or incompatibility with the obligations and responsibilities of a member of the Committee.

4. RULES OF FUNCTIONING

- 4.1. The Committee shall meet at least 6 (six) times a year, and extraordinarily, on the convening of its President, when necessary.
- 4.2. To allow a detailed evaluation of the items on the agenda, the Secretary of the Committee shall request those responsible for the presentations that the agendas and the materials involving preliminary analysis of matters which require study and reflection be sent to the members of the Committee at least 5 (five) days previously.

- 4.3 The holding of meetings by telephone, videoconference, telepresence, e-mail, or any other means of communication shall be permitted. In these cases, the members shall be deemed as present at the meeting for verification of the installation quorum and for resolutions and their vote shall be considered valid for all legal effects. The minutes of the meeting shall be subscribed by all members who have participated in the meeting whether in person or remotely, either signing digitally or electronically, without the need for authentication, through certificates issued according to the parameters of the Brazilian Public Key Infrastructure (ICP-Brasil), pursuant to the applicable legal and regulatory requirements.
- 4.4. The Committee's resolutions shall be adopted by a majority of its members and these resolutions shall constitute recommendations to the Board.
- 4.5. The resolutions adopted at meetings of the Committee shall be recorded in minutes, copies of which are sent to the Chairman of the Board and to the Chief Executive Officer of the Company.
- 4.7. Copies of the annual agenda of meetings shall be delivered to the Chairman of the Board and to the Chief Executive Officer of the Company together with all the information and studies sent to the members of the Committee.
- 4.8. Whenever it is deemed necessary, the Committee may invite Officers or any employees to take part in the meetings and to talk on matters pertaining to their area of activity, contingent on prior notice being given to the Chief Executive Officer.
- 4.9. Within the scope of its attributions, the Committee may hire the services of specialists, submitting the proposal for hiring to the Chief Executive Officer for their cognizance and to the Board for prior approval.
- 4.10. With the aim of maintaining all Board Members sufficiently well informed of work in progress by the Committee, the President of this Committee shall periodically report the work undertaken and communicate the material facts transpiring since the last explanation.

5. ATTRIBUTIONS

- 5.1. The attributions of this Committee are:
 - 5.1.1 In relation to the basic principles guiding the actions of the Company, to:
 - (i) Review and approve the desired elements in the Company's culture; and
 - (ii) Monitor and approve the processes of definition and revision of the Company's purpose ("Purpose").
 - 5.1.2. In relation to the system of governance of the Company, to:
 - (i) Conduct periodic evaluations on the functioning of the corporate instances set forth in the documents of the Company and its subsidiaries and recommend improvements, to this end, hiring specialized consultancies for preparing and conducting the processes of evaluation of the members of the Board, Advisory Committees to the Board ("Committees") and the Board of Officers ("Management Bodies") through prior approval of the Board;
 - (ii) Support the Chief Executive Officer and the secretary of the Board in the actions necessary for the execution of a program for integrating new members in the Management Bodies; and
 - (iii) Approve the management structure of the Company and its subsidiaries, and monitor its functioning, including that of the Committees.
 - 5.1.3. In relation to ethical questions to:
 - (i) Continually evaluate the content of the Company's Code of Conduct, deliberate on proposals for its improvement and guarantee disclosure at all levels of the Company, based on revisions and updates of the Compliance area prior to being submitted to the Audit and Risk Management Committee and to guarantee disclosure at all levels of the Company;

- (ii) Ad referendum of the Board, deliberate on doubts as to interpretations and situations not set forth in Dexco's Code of Conduct;
- (iii) Analyze the indicators of the Whistleblower Channel, the work executed, relevant occurrences of improper conduct and eventual cases relative to the members of management;
- (iv) Ad referendum of the Board, deliberate on ethical dilemmas and conflicts of interest, guaranteeing uniformity of the criteria applied for the resolution of similar cases;
- (v) In cases of infringements of the Company's Trading of Securities and Disclosing of a Material Act or Fact Policy, support for situations where the Board must take a decision;
- (vi) Send a proposal to the Board for improving the Company's ethical guidelines; and
- (vii) Ensure compliance with the Company's Purpose and Code of Conduct.

5.1.4. In relation to the Board of Directors and Fiscal Council, Committees and Board of Officers of the Company, to:

- (i) Ensure compliance with the rules and guidelines established in the policy for nominating members of the Board of Directors and Fiscal Council, Committees and Board of Officers of the Company ("Nomination Policy");
- (ii) Define and map the competencies that must characterize the professional profile of the Director/Councilor or members of Committees;
- (iii) Structure and support the process of evaluating the Management Bodies and propose a plan of action for remedying eventual deficiencies;
- (iv) Express an opinion on the framework of the criteria of independence of candidates to the Board pursuant to B3's Novo Mercado's Listing Regulations;
- (v) Evaluate the candidates to the positions on the Board of Directors, and Fiscal Council, Committees and Board of Officers in terms of compliance with the criteria and requisites set forth in the Nomination Policy and the applicable legislation; and
- (vi) Propose the annual remuneration of the management and the Fiscal Council to the Chairman of the Board, to be presented for deliberation and approval at a general shareholders' meeting;

5.1.5. In relation to the Board of Officers and other employees of the Company, to:

- (i) Define and map the competencies that must characterize the professional profile of the Chief Executive Officer of the Company, participating in their selection and nomination;
- (ii) Approve the nomination of the names presented by the Chief Executive Officer of the Company to compose the Board of Officers;
- (iii) Establish guidelines (aligned to the Purpose, Strategy, Culture, and the results intended) and approve the process of evaluation of performance;
- (iv) Establish guidelines for the process of detailing the annual targets, which shall be linked to the questions of ESG;
- (v) Support for the annual performance evaluation of the Company's Chief Executive Officer, submitting it for the cognizance of the Board;
- (vi) Take cognizance of the performance evaluations of the Directors prepared by the Company's Chief Executive Officer, submitting them for the Board's consideration;
- (vii) Decide the remuneration package of the Company's Chief Executive Officer, with all its components (fixed salary, short-term incentive, long-term incentive, and benefits);
- (viii) Approve the remuneration package of the other members of the Board of Officers proposed by the Chief Executive Officer of the Company with all its components (fixed salary, short-term incentive, long-term incentive, and benefits);
- (ix) Approve the general remuneration policy of the Company, with all its components;

- (x) Present a proposal to the Board to be submitted to the General Shareholders Meeting for the creation, alteration, or extinguishment of long-term incentive plans of the Company and its subsidiaries ("LIP"), as well as deciding annually on the application or otherwise of the LIP, deciding on its participants as well as which participants should be suspended therefrom for a given or indeterminate period;
- (xi) Decide the succession plan for the Chief Executive Officer of the Company, taking responsibility for its implementation, evaluating the candidates, and recommending its approval to the Board. In addition, the Committee should also support when necessary, the succession plan of the Board itself;
- (xii) Establish guidelines, evaluate the installation and functioning of the Officers' succession plan and Company's other executives, coordinating the preparation and submission to the Board; and
- (xiii) Accompany the main strategies and actions of People – the workplace environment, diversity & inclusion, management of talents, people analytics, development of leadership and new competencies, aligned to the Company's strategic agenda.

6. COMMITTEE SECRETARIAT

- 6.1. The President of the Committee shall appoint a Secretary, who may or may not be a member of the Committee, with the following attributions to:
- (i) monitor the matters to be included in the agenda of the meetings in the context of the annual calendar of meetings prepared by the President, the requests of members, preliminary agenda scheduling of participants, invitees, and eventual pending items;
 - (ii) arrange for the convening and delivery of support materials for the meetings of the Committee with at least 5 (five) days' notice, so that members have them to hand in order to prepare for a fruitful collaboration in the debates;
 - (iii) act as secretary to the meetings, recording the discussions and decisions, elaborating, and formalizing the respective minutes, opinions and other documents in the register dedicated for the purpose; and
 - (iv) provide a copy of the minutes of the meetings, recommendations, and reports to the members of the Committee and to the Chairman of the Board and Chief Executive Officer.

7. CONFLICT OF INTERESTS

- 7.1. The members of the Committee must act in an exempt manner, such that to prevent cases of conflict of interests, the rules shown below shall apply.
- 7.1.1. The members of the Committee shall not participate in discussions on certain subjects where their interests conflict with those of the Company. It is incumbent on each member to abstain from discussing or becoming involved in matters related to the conflict at issue, the conflicted member removing themselves from the room when the theme in question is under discussion;
- 7.1.2. Until the state of conflict ceases, there shall be no intervention, either direct or indirect, on the part of the conflicted member, whose manifestation of conflict and subsequent removal shall be registered in the minutes; and
- 7.1.3. In the absence of manifestation on the part of the conflicted member, anyone who may be cognizant of the said conflict must report it to the President of the Committee and to the Committee for Evaluation of Transactions with Related Parties.

8. EVALUATION

- 8.1 The Committee shall be subject to a formal and annual evaluation. The evaluation shall encompass the activities performed in the period and will be submitted for the examination of the Board.

9. ALTERATIONS

- 9.1 This Charter shall be reviewed every 3 years and whenever a majority of the Committee's members understand it to be pertinent. The consequent alteration shall be submitted for the appreciation and approval of the Board.
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