

## **CHARTER OF THE AUDIT AND RISK MANAGEMENT COMMITTEE**

(Approved at the Meeting of the Board of Directors of March 16, 2022)

### **1. CHARTER**

- 1.1. The responsibilities, competencies and attributions of the Audit and Risk Management Committee (“Committee”) of Dexco S.A. (“Company”) are defined and established in this Charter.

### **2. OBJECTIVES**

- 2.1. The Committee is a collegiate body for providing advice and instruction linked to the Board of Directors of the Company (“Board”), with operational autonomy and its own budget.
- 2.2. The Committee is responsible for:
- (i) the oversight and monitoring of the activities of the Internal Audit, Risk Management and Compliance Unit, the area responsible for the processes of internal controls, compliance with laws, regulations and internal rules, the Whistleblower Channel and management of the risks inherent to the activities of the Company and its subsidiaries, as well as work undertaken by the internal audit;
  - (ii) opining on the hiring and removal of the independent auditor, as well as oversight of the work conducted by it;
  - (iii) evaluating the quality and integrity of the quarterly report, intermediate statements and financial statements;
  - (iv) evaluating and monitoring the exposure to risk of the Company and to gauge the quality and effectiveness of the risk management processes;
  - (v) evaluating, monitoring and recommending to management the correction or improvement of the Company’s internal policies including the policy for transactions between related parties;
  - (vi) possessing the means for receiving and handling information on non-compliance with legal provisions and rules applicable to the Company and internal regulations and codes, as well as providing specific procedures for protecting complainants and the confidentiality of the information rendered.

### 3. COMPOSITION

- 3.1 The Committee shall consist of at least 3 (three) and at the most 5 (five) members, elected annually by the Board from among its members and market professionals, there being at least 1 (one) independent director, and at least 1 (one) member with recognized experience in matters of corporate accountancy, pursuant to the regulations published by the CVM (“Expert Member”), a function which may be accumulated by the same member of the Committee.
- 3.2 The Presidency of the Committee shall be exercised by an independent director, appointed by the Board, who shall have the responsibility of coordinating the work of the Committee, pursuant to the rules for its functioning in item 4, below;
- 3.3 The members of the Committee are subject to the same duties of a Director, pursuant to Article 6 of the Board of Directors Charter;
- 3.4 The President of the Board and the remaining directors are permanent invitees at the Committee’s meetings;
- 3.5 The function of a 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 Company’s Board of Officers is elected and the term of office shall be of 1 (one) year, reelection being permitted; and
- 3.7 In the event of a vacancy on the Committee, the Board may appoint a member to complete the term of office of the replaced member, pursuant to item 3.1, above.

### 4. RULES OF FUNCTIONING

- 4.1 At the beginning of each year, the President of the Committee shall send an annual agenda of the work to the Chairman of the Board for distribution to the remaining directors, and to the Chief Executive Officer, for the purposes of cognizance. The agenda shall cite the meetings mentioned in 4.8 below.
- 4.2 The Committee shall meet at least 6 (six) times during the year, convened by its President;
- 4.3 The agenda of the meetings and the material for reading and/or for presentation shall be distributed to the members of the Committee with prior notice of at least 5 (five) days;
- 4.4 The meetings may be held by telephone, videoconference, conference call, e-mail, or any other means of communication. In these cases, the member shall be deemed present at the meeting for all legal intents and purposes. The minutes of the meeting shall be subscribed by all members in attendance at the respective meeting, whether in person or remotely, and may be signed digitally or electronically, without the need of authentication through certificates issued according to the parameters of the Brazilian Public Key Infrastructure (PKI – Brazil), pursuant to the applicable legal and regulatory requirements,

- 4.5 The members participating in the manner described above shall ascertain that the matters discussed in the meeting shall not be open to unauthorized persons;
- 4.6 The resolutions of the Committee shall be adopted by the majority of its members and recorded in the minutes, copies of which shall be sent to the Chairman of the Board and the Chief Executive Officer of the Company;
- 4.7 The Committee shall make recommendations to the management on the matters within the latter's area of competence, with especial reference to those listed under item 5 below. The Chief Executive Officer shall be notified of the Committee's recommendations;
- 4.8 The Committee shall arrange meetings with: (i) members of the Board of Officers, whenever the Committee deem it to be convenient; and (ii) with the independent audit company and with the Internal Audit, Risk Management and Compliance Unit, at least once every quarter.
- 4.9 By resolution of the majority of its members, the Committee may call any employee or manager of the Company in order to obtain clarifications, giving prior notice of this procedure to the Chief Executive Officer;
- 4.10 The Committee shall inform the Board at least quarterly of the activities undertaken and the most significant events during the period;
- 4.11 The Committee shall present the summarized report on the annual financial statements to the Board, covering the meetings held and the principal matters discussed, highlighting the recommendations made to the Board; and
- 4.12 Within the scope of its attributions, the Committee may hire the services of experts, pursuant to its budget, approved by the Board and prepared to cover expenses of its functioning.

## 5. ATTRIBUTIONS

- 5.1 In relation to the risk management, internal controls and compliance systems:
  - (i) To oversee the work undertaken by the risk management, internal controls and compliance area;
  - (ii) To evaluate the effectiveness of the risk management processes, internal controls, of the processes and the structures of compliance with laws, regulations, policies and other internal rules implemented by the management of the Company;
  - (iii) To meet with the Internal Audit, Risk Management and Compliance Unit, for evaluating and monitoring the exposure to risk of the Company, further discussing related relevant themes;
  - (iv) To produce an evaluation of the risk management, internal controls and compliance activity every two years, analyzing principally aspects relative to the quality objectivity and effectiveness of the work;

- (v) To monitor the aspects of ethics and conduct, including the effectiveness of the code of conduct and the whistleblower channel, covering the handling of complaints received and the eventual existence of fraud;
- (vi) To monitor compliance with the Anti-Corruption Policy and the Risk Management Policy.

5.2 In relation to the financial statements:

- (i) Prior to disclosure, to review the Company's quarterly report, intermediate statements and the financial statements also including the explanatory notes and the management report;
- (ii) Jointly with the independent auditor, relative to the financial statements, to examine: the accounting principles and criteria; the form of constituting the principal provisions; the methods of risk evaluation and the results of these evaluations; the principal risks; the changes which may have taken place in the scope of the work of the independent audit; the key deficiencies, if identified, and the principal faults in internal controls. Constitute transparency in the disclosure of the financial statements as an important topic of discussion;
- (iii) Jointly with the independent auditor, examine the alternative methods for handling the accounts, if they exist, their effects on the financial statements and the criteria used for their disclosure, as well as the account treatment eventually recommended by the independent audit company;
- (iv) Evaluate legal, tax, social security and labor issues or any other contingencies which may have an impact on the financial statements, jointly with the legal area; and
- (v) Act in the solution of differences that may arise between the independent audit company and the Board of Officers, relative to the financial statements and to the financial reports.

5.3 In relation to the internal and independent audits:

- (i) Recommend the hiring, remuneration, removal and/or replacement of the independent audit company to the Board;
- (ii) In accordance with the rules of the Federal Accounting Council, decide the list of services that may not be provided to the Company by the company responsible for auditing the financial statements given that they would affect the latter's independence and/or objectivity, recommending to the Board, as the case may be, alterations to the Policy of Regulation of the Hiring of the Services of the Independent Auditor;
- (iii) To take cognizance, discuss and monitor the planning and the scope of the work to be executed by the independent auditor;

- (iv) To monitor the activities and supervise the operation, planning and results of the work of the internal audit as well as the sufficiency of the structure and technical qualification of its employees as well as its budget, which will be evaluated by the Committee at least once every year; and
- (v) To recommend to the Board, the approval of the Internal Audit Charter as well as its alterations.

## 6. COMMITTEE SECRETARY

- a. The President of the Committee shall appoint a Secretary who may or may not be a member with the following responsibilities:
  - (i) to monitor the matters on the agendas of the meetings in accordance with the annual agenda prepared by the President as well as eventual requests by the members of the Committee, the prior agenda of the participants and invitees and also eventual pending matters;
  - (ii) to convene and send an agenda and reading matter and/or material for presentation at the meetings to the members of the Committee so that they may be fully acquainted thus ensuring a fruitful participation in the debates;
  - (iii) to request those responsible for the presentations to be examined at the meetings be sent with a copy for the President of the Committee, at least with 5 (five) days prior notice, for distribution to the other members of the Committee;
  - (iv) to act as secretary to the meetings, recording recommendations, preparing and formalizing the respective minutes, opinions and other documents in the appropriate register; and
  - (v) to provide a copy of the minutes of the meetings, recommendations and reports to the members of the Committee, as well as to the Chairman of the Board, the Chief Executive Officer and if the case, to those involved in the solution of eventual recommendations and/or pending matters.

## 7. CONFLICT OF INTERESTS

- a. The members of the Committee shall act in an impartial manner, and in order to avoid cases of conflict of interests, the following rules shall apply.
- b. Prior to the opening of discussions and/or adopting a decision on a given matter, the member of the Committee shall declare that for whatever reason, they have a private or conflicting interest with that of the Company as to the matter, abstaining from its examination and recommendation;
- c. As soon as a private or conflicting interest on a certain matter is identified without a manifestation on the part of the member involved, any other member shall disclose the situation to the remaining members of the Committee;

- d. Until the situation of conflict ceases, there shall be no intervention, either directly or indirectly, by the member in conflict and whose manifestation of conflict and subsequent absence shall be recorded in the minutes; and
- e. Members of the Committee, whether directly or indirectly, shall not receive any form of compensation from the Company for the provision of the services of consultancy, advice, or any others that would prevent them or render them impeded or incompatible with the obligations and responsibilities as a member of the Committee.

## 8. ALTERATIONS

- 8.1. This Charter shall be reviewed every three (3) years or whenever a majority of the Committee members understand it to be pertinent. The subsequent amendment shall be submitted for approved by the Board.
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