

CHARTER OF THE IT AND DIGITAL INNOVATION COMMITTEE

(approved at the Meeting of the BoD of Sep. 02. 2021)

1. CHARTER

1.1. This Charter defines and establishes the responsibilities, purview and attributes of the IT and Digital Innovation Committee (“Committee”) of Dexco S.A. (“Company”), provided the contents of the Company’s Bylaws (“Bylaws”), Charter of the Board of Directors, Shareholders Agreement, Policies, and Code of Conduct, the Novo Mercado Rules and other regulations of B3 S.A. – Brasil, Bolsa, Balcão (“B3”), the regulations of the Brazilian Securities Exchange Commission – CVM (“CVM”), and the applicable law.

2. PURPOSE

2.1. The Committee is a collegiate advisory and instruction body created by the Company’s Board of Directors (“Board”). Its purpose is to propose and monitor the main guidelines and projects associated with information technology and security, digital innovation, and initiatives with the entrepreneurial ecosystem as concerns the activities of the Company, its controlled entities, subsidiaries, and affiliates.

3. MEMBERSHIP

- 3.1. The Committee shall comprise a minimum of three (3) and a maximum of seven (7) members selected by the Board, and may be comprised of Officers and professionals of recognized expertise in the information technology and digital innovation area.
- 3.2. The Committee may be chaired by a Full Member of the Board, by an Independent Director, or by an Expert Director.
- 3.3. Members of the Committee shall be subject to the same duties as a Director, as defined in Article 6 of the Board’s Charter.
- 3.4. Membership in the Committee cannot be delegated.
- 3.5. Members shall be elected, preferably, at the meeting of the Board that elects the Company’s Executive Board. They shall serve for a term of one (1) year and reelection shall be permitted.
- 3.6. In the event of a vacant Committee seat, the Board shall select a replacement within thirty (3) days.
- 3.7. Members of the committee shall not, whether directly or indirectly, receive any compensation from the Company for rendering consultancy, advice, or any other services barring or creating incompatibility with the duties and responsibilities of a member of the Committee.

4. FUNCTIONING

- 4.1. The Committee shall meet at least six (6) times annually, when convened by its Chairperson, or extraordinarily as the need may arise.
- 4.2. Each meeting’s agenda of the day shall be distributed to the members of the Committee at least five (5) days in advance, with copies to the Chairperson or Co-Chairpersons of the Board and to the Company’s CEO.
- 4.3. To enable in-depth review of the matters at hand, the secretary of the Committee shall ask the parties responsible for presentations to provide to the members of the

Committee any materials for prior analysis requiring study and reflection at least five (56) days in advance.

- 4.4. The Committee's resolutions shall be taken by a majority vote of its members, and shall stand as recommendations to the Board.
- 4.5. Resolutions taken at meetings of the Committee shall be drawn into minutes, copies of which shall be provided to the Chairperson or Co-Chairpersons of the Board and to the Company's CEO.
- 4.6. Wherever it deems necessary, the Committee may, with prior notice given to the Company's CEO, invite Officers or any employees to attend its meetings and address matters relevant to its purview.
- 4.7. The Committee, in pursuit of its duties, may retain expert services, submitting the proposed retainer to the CEO for information and to the Board for approval.
- 4.8. To keep all Directors sufficiently apprised of the status of the Committee's ongoing work, the Chairperson of the Committee shall, at least on a quarterly basis, report to the board on the work being done, with information on material developments had since the previous presentation.

5. PURVIEW

- 5.1. To advise the Company's Board of Directors in connection with analysis of initiatives associated with information technology and security, digital innovation, and initiatives together with the entrepreneurial ecosystem;
- 5.2. To recommend and monitor the implementation of policies, strategies, actions and innovation management in connection with research, technology, information security and digital innovation within the fields of activity of the Company, its controlled entities, subsidiaries and affiliates; and
- 5.3. To review the Company's proposed investments from the angle of information research, technology and security, and digital innovation, and to draft recommendations to the Board.

6. COMMITTEE SECRETARY

- 6.1. The Chairperson of the Committee shall appoint a secretary, who may or may not be a member, with the following responsibilities:
 - (i) To monitor matters for inclusion into each meetings' agenda of the day, given the annual schedule of meetings prepared by the Chairperson, member requests, prior scheduling of members and guests, and any pending matters;
 - (ii) To call the members to convene and provide supporting materials for meetings of the Committee at least five (5) days in advance, so that the members may be aware of them for more productive participation in discussions;
 - (iii) To serve as meeting secretary, keep discussions for the record and draft and formalize the respective minutes, opinions and other documents in the appropriate ledger; and
 - (iv) To make copies of minutes, recommendations and reports available to members of the Committee, the Chairperson or Co-Chairpersons of the Board, and the CEO.

7. CONFLICT OF INTERESTS

- 7.1. The members of the Committee shall operate free from bias and the following rules shall apply to prevent conflicts of interests.
- 7.1.1. Members of the Committee shall not take part in resolutions concerned with certain matters where their interests may be in conflict with the Company's. Each member shall abstain from discussing or becoming involved in matters related with such a conflict-of-interests situation.
- 7.1.2. Until the conflict of interests ceases, the member in conflict shall not in any way intervene, either directly or indirectly, and their statement of conflict and subsequent suspension shall be drawn into the minutes.
- 7.1.3. Where a member in conflict fails to state such a conflict, any part aware of such a conflict shall report it to the Chairperson of the Committee or to the Chairperson or Co-Chairpersons of the Board.

8. EVALUATION

- 8.1. The Committee shall undergo formal annual evaluations. The evaluations shall address the activities carried out in the respective period and shall be submitted to the Board for review.

9. AMENDMENTS

- 9.1. This Charter shall be revised every three (3) years and wherever a majority of the members of the Committee deems it relevant. Resulting amendments shall be submitted to the Board for review and approval.
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