

## CHARTER OF THE DISCLOSURE AND NEGOTIATION COMMITTEE

(Approved at the Meeting of the BoD of Nov. 24. 2021)

### 1. CHARTER

The responsibilities, powers and duties of the Disclosure and Trading Committee ("Committee") of Dexco SA ("Company") are defined and established in this Charter, subject to the provisions of the Bylaws ("Bylaws"), of the Internal Regulations of the Board of Administration, the Shareholders' Agreement, the Company's Policies and Code of Conduct, especially the Policy on Trading Securities and Disclosure of Material Act or Fact of the Company ("Trading and Disclosure Policy"), the Novo Mercado Regulation and other regulations of B3 SA – Brasil, Bolsa, Balcão ("B3"), of the Brazilian Securities Commission – CVM ("CVM") and of the legislation in force.

### 2. OBJECTIVES

The Committee is a collegiate advisory and instructional body established by the Trading and Disclosure Policy and by the Company's Board of Directors ("Board") and aims to ensure that information to be publicly disclosed is collected, processed and reported accurately and timely, as well as regulate the trading of securities issued by the Company by related parties, pursuant to the Trading and Disclosure Policy and applicable legal regulations.

### 3. COMPOSITION

- I. The Committee will be composed of a minimum of 3 (three) and a maximum of 5 (five) people, chosen by the Board of Directors among its members, the members of the Executive Board and the staff;
- II. Exceptionally, the Chair of the Committee may be exercised by the Investor Relations Officer. If this is not possible, the position must be held by members of the Board, who are, preferably, Independent Directors;
- III. The members of the Committee are subject to the same duties as the Director, under the terms defined in Article 6 of the Rules of Procedure of the Board;
- IV. The role of member of the Committee cannot be delegated;
- V. The election of its members will take place, preferably, at the Board meeting at which the Company's Executive Board is elected and the term of office will be of 1 (one) year, reelections being allowed;
- VI. In the event of a vacancy in the Committee, the Board will choose a replacement within 30 (thirty) days;
- VII. Committee members are prohibited, directly or indirectly, from receiving any type of remuneration from the Company for the provision of consultancy, advisory or any other services that constitute an impediment or incompatibility with the obligations and responsibilities of a Committee member.

## 4. FUNCTIONS

- I. The Committee will meet at least 4 (four) times a year, that is, obligatorily in a period prior to the Company's Quarterly Earnings Release and/or extraordinarily, by convening its Chairman;
- II. Whenever deemed necessary, the Committee may invite, previously communicating to the Chief Executive Officer, Officers or any employees to participate in its meetings and discuss matters pertaining to its area of expertise;
- III. In order to allow for an in-depth assessment of the issues, the materials for prior analysis that require study and reflection must be sent to the Committee members at least 3 (three) days in advance;
- IV. The Committee's resolutions will be taken by the majority of its members and, eventually, it may make recommendations to the Board;
- V. The Committee, within the scope of its attributions, may hire the services of specialists, sending the hiring proposal to the Chief Executive Officer for information and to the Board for approval;
- VI. In order to keep all Directors sufficiently well informed of the progress of the work being carried out by the Committee, at least once a year, the Chairman of this Committee will report to the Board on the work carried out and communicate the relevant facts observed since the last explanation.

## 5. ASSIGNMENTS

5.1. It is the responsibility of the Disclosure and Trading Committee, with regard to the Policy on Securities Trading and the Disclosure of Material Act or Fact of the Company:

- a) Advise and advise the Investor Relations Officer on issues related to compliance;
- b) Review it, recommending the relevant changes to the Board of Directors;
- c) Resolving any doubts regarding the interpretation of your text;
- d) Determine the actions necessary for its disclosure and dissemination, including with the Company's employees;
- e) Review and approve, with the participation of at least 2 (two) members, one of them necessarily being the Investor Relations Officer, the information disclosed to the market, before being published;
- f) Previously analyze the content of the materials for meetings with investors and analysts (road shows), teleconferences and public presentations that contain information about the Company;
- g) Analyze the content of the responses regarding official inquiries from Organs regulatory and self-regulatory bodies of the capital market, as well as any other voluntary participation in which the coordination and submission of information from the Company to private institutions of the capital market is necessary; and

h) Propose a solution for omissions and exceptional cases.

5.2. Within the scope of the Company's Securities Trading and Material Act or Fact Disclosure Policy, it is defined that only the Investor Relations Officer, or the persons appointed by him, or, in their absence, the persons appointed by the Chief Executive Officer of the Company, are authorized to comment, clarify or detail relevant content on behalf of the company.

## **6. COMMITTEE SECRETARIAT**

6.1. The President of the Committee will designate a Secretary, who may or may not be a member, with the following attributions:

- (i) monitor the matters to be included on the agenda of the meetings, considering the annual calendar of corporate events and/or periodic events and the disclosure of results and corresponding periods of restriction, prepared and updated by the investor relations area, the requests of members, the prior scheduling of participants and guests, and any pending issues;
- (ii) arrange for the summoning and sending of support materials for the Committee's meetings at least 3 (three) days in advance, so that the members can find out about them for a fruitful collaboration in the debates;
- (iii) secretariat the meetings, record the discussions and decisions and prepare and formalize the respective minutes, opinions and other documents in the proper book, which may be digital; and
- (iv) make available a copy of the minutes of the meetings, recommendations and reports to the members of the Committee, to the Chairman of the Board and Chief Executive Officer.

## **7. CONFLICT OF INTEREST**

7.1 Committee members shall act in an impartial manner, and to prevent cases of conflict of interest, the rules below shall apply.

- (i) Committee members may not take decisions relating to certain matters in which their interests conflict with those of the Company. It is up to each member to refrain from discussing or engaging in matters related to the conflicting subject;
- (ii) Until the conflict situation ends, there will be no intervention, direct or indirect, by the conflicted member, whose manifestation of conflict and subsequent removal will be recorded in the minutes;
- (iii) In case the conflicted member does not respond, whoever is aware of said conflict shall report it to the Committee Chairman or the Chairman of the Board.

## 8. EVALUATION

8.1. The Committee will be formally and annually evaluated. The evaluation will address the activities developed by the Committee during the period and will be submitted to the Board for consideration.

## 9. AMENDMENTS

9.1. These Regulations must be revised every 3 years, and/or may be revised whenever the majority of the Committee members deems it pertinent. The resulting change must be submitted to the Board for consideration and approval..

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