

## **CHARTER OF THE SUSTAINABILITY COMMITTEE**

(Approved at the BoD Meeting of 06.14.2010 and amended at the BoD Meetings of 04.25.2012, 04.22.2013, 10.28.2013, 02.27.2015, 06.26.2019 and 07.27.2022)

### **1. REGULATIONS**

- 1.1. The responsibilities, competencies and duties of the Sustainability Committee (“Committee”) of Dexco S.A. (“Company”) are defined and established in this Charter, provided the contents of the Company’s Bylaws (“Bylaws”), Charter of the Board of Directors, Shareholders’ Agreement, and Code of Conduct, the Novo Mercado Regulations and other regulations of B3 S.A. – Brasil, Bolsa, Balcão (“B3”), regulations of the Brazilian Securities Exchange Commission – CVM (“CVM”), and the laws in force.

### **2. OBJECTIVES**

- 2.1. The Committee is a collegiate body of advice and guidance to the Board of Directors (“Board”), established by the Bylaws, and aims to promote and stimulate the integration of sustainability throughout the Company and its affiliates.

### **3. COMPOSITION**

- 3.1. The Committee will consist of at least 3 (three) and maximum of 7 (seven) members, at least one of which shall be an independent member. Members shall be selected by the Board.
- 3.2. The Chair of the Committee should preferably be carried out by an Independent Director and Member Specialist.
- 3.3. The Committee members are subject to the same duties as the Board Directors, defined in the Art. 6 of the Board Charter.
- 3.4. The function of the Committee members cannot be delegated.
- 3.5. The election of its members will occur at the Board Meeting that elects the Directors of the Company and they shall serve for a term of office of one year, reelection being permitted.
- 3.6. In the event of vacancy in the Committee, the Board shall choose a replacement within 30 (thirty) days.
- 3.7. It is forbidden to members of the committee, directly or indirectly receive any compensation from the Company for the provision of consultancy services, advice or any other that configure impediment or incompatibility with the obligations and responsibilities of a Committee member.

### **4. OPERATION**

- 4.1. The Committee will meet at least 6 (six) times a year and extraordinarily whenever called to convene by its Chairman, as necessary.
- 4.2. In order to allow a thorough evaluation of subjects, the Secretary of the Bureau shall ask those responsible for presentations that agenda items and prior analysis materials for matters that require study and reflection to submit the foregoing to the Committee Members at least five 10 days in advance.
- 4.3. Meetings may be held by telephone, video-conference, remote presence, e-mail, or any other means of communication. In such a case, a member shall be deemed in attendance for the purposes of the determination of a convening and resolution quorums, and their votes shall be deemed valid for legal intents and purposes. The minutes of the meeting shall be signed by all members in attendance, whether in physically or remotely, and may be signed digitally or electronically, with no need for authentication by means of certificates issued according to the parameters of the Brazilian Public Keys Infrastructure (ICP-Brasil), provided the applicable legal and regulatory requirements.

- 4.4. The deliberations of the Committee shall be taken by a majority of its members and will consist on recommendations to the Board.
- 4.5. The deliberations of the Committee meetings will be recorded in minutes, with copies to the Board Chairman and the Chief Executive Officer.
- 4.6. Will also be forwarded to the Board Chairman and Chief Executive Officer, copies of the agenda of annual meetings, and all information and studies submitted to the Committee members.
- 4.7. When considered necessary, the Committee may invite Directors or any of its employees to attend meetings and discuss matters relating to his area, with prior notice being given to the Chief Executive Officer.
- 4.8. The Committee, within its powers, may engage the services of specialists, submitting retainer proposals to the Chief Executive Officer for information ad to the Board for prior approval.
- 4.9. With the goal of keeping all Directors sufficiently well informed of progress of ongoing works of the Committee, the Chair of this Committee shall report periodically on the work done and communicate relevant facts observed since the last explanation.

## **5. ATTRIBUTIONS**

- 5.1. Advise the Board in establishing guidelines and principles for sustainable development of the Company and its subsidiaries in their four (4) pillars: social, environmental, economic and within the best practices of corporate governance.
- 5.2. Monitoring the development and implementation of environmental actions in the short, medium and long term.
- 5.3. Evaluate the guidelines and policies that discipline the management of main environmental and social risks, supporting the Audit and Risk Management Committee in the effective supervision of the controls used for their mitigation.
- 5.4. Analyze and recommend to the Committee the adoption of policies related to the environment and social responsibility.
- 5.5. Advise in the analysis of main topics of the annual sustainability report.
- 5.6. Advise and recommend the main social actions implemented by the areas aiming the economic and social development of local communities.
- 5.7. Ensure, along with the Office of Directors, wide disclose to the interested public - external and internal - of material information relating to the Company.
- 5.8. Evaluate and recommend membership to any agreements, national or international, related to sustainability.
- 5.9. Monitor and anticipate trends in sustainability global issues, such as those related to climate change issues, checking, monitoring, and evaluating products, technologies and industry process in which we operate and proposing actions or guidelines that reduce the exposure risks of the Company, when appropriate.
- 5.10. Evaluate new investments and partnerships from the perspective of operational sustainability and reducing the operational execution risk.
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- 5.12. Promote or articulate training on sustainability-related matters for the Board of Directors and the Executive board.
- 5.13. The Chair of the Sustainability Committee, with support from management experts, shall be responsible for reporting and promoting discussions in connection with the topic of climate change before the Board and the Executive Board, including ancillary topics such as water and forests.

## 6. SECRETARY OF THE COMMITTEE

- 6.1. The Chair of the Committee shall appoint a Secretary who may or may not be a member, and with the following duties:
- (i) To monitor the matters to be included in meeting agendas, in the light of the annual calendar of meetings prepared by the Chair, requests from members, prior scheduling with participants and guests, and any pending issues;
  - (ii) To call members to convene and to send them support materials for meetings of the Committee at least five days in advance, so that the members may become aware of the m for more fruitful participation in discussions;
  - (iii) To serve as secretary at meetings, record discussions and resolutions, and draw and formalize the respective minutes, opinions and other documents in the appropriate legers; and
  - (iv) To make copies of the minutes of meetings, recommendations and reports to members of the Committee and the Chairperson of the Board and the Chief Executive Officer.

## 7. CONFLICTS OF INTEREST

- 7.1. The Members of the Committee shall act without bias, and the rules below shall apply to prevent conflicts of interest.
- 7.1.1. Committee members shall not take part in discussions concerning matters where their own interest might be in conflict with those of the Company. It shall be up to each member to abstain from discussing or becoming involved in matters associated with the conflict, and any member in conflict shall withdraw from the room for as long as the matter in question is being discussed.
- 7.1.2. Until the conflict ceases, a member experiencing conflict shall not directly or indirectly intervene, and their declaration of conflict and subsequent withdrawal shall be entered into the minutes.
- 7.1.3. Where a member experiencing conflict fails to self-declare, any member aware of the conflict in question shall report it to the Chair of the Committee and to the Committee for Related Parties Transactions Assessment.

## 8. EVALUATION

- 8.1. The Committee shall undergo formal annual evaluations. Evaluations shall address the activities developed during the period, and shall be submitted to the analysis of the Board.

## 9. AMENDMENTS

- 9.1. This Charter shall be reviewed every three years and whenever a majority of the Committee members understand relevant. Any changes must be submitted to and approved by the Board.

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