

A tall, modern skyscraper with a flag on top, illuminated at dusk. The building has a distinctive design with a central tower and a flagpole at the very top. The sky is a deep blue with some clouds. The building's windows are lit up, and the flag is clearly visible against the sky.

# **BANCO SANTANDER (BRASIL) S.A. Management Proposal**

**Extraordinary  
General Meeting**

**08.30.2024 – 3 PM**

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## **1. Message from the Board of Directors**

Dear Shareholder,

It is with great pleasure that I invite you, a shareholder of Banco Santander (Brasil) S.A. ("Santander Brasil" or "Company"), to participate in our **Extraordinary General Meeting** ("EGM"), to be held on August 30, 2024, at 3:00 P.M.

Besides this Management Proposal ("Proposal") a Manual for Participation in the EGM ("Manual") was prepared to assist you in understanding the matters presented, providing a conscious and reasoned decision-making process, anticipating possible clarifications and voting guidelines.

Pursuant to the Call Notice made available, we shall take resolutions on the following matters:

- (i)** To ELECT a new member to compose the Company's Board of Directors; and
- (ii)** To CONFIRM the composition of the Company's Board of Directors.

As established by the Brazilian Securities and Exchange Commission (CVM), in order to facilitate its analysis and evaluation of the matters to be resolved on our EGM, this Proposal includes exhibits containing the information made available in addition to the Call Notice.

We are at your disposal to clarify any questions through the emails [acoes@santander.com.br](mailto:acoes@santander.com.br) oriented at non-financial individual and corporate investors and [ri@santander.com.br](mailto:ri@santander.com.br) for institutional investors.

We hope that this Proposal and the Manual fulfills its purpose in assisting your decision making. Your participation is essential for the Company.

Sincerely,

**Deborah Stern Vieitas**  
Chairwoman of the Board of Directors

**2. Call Notice of Meeting**

*[to be published in the newspaper "Valor Econômico" in editions of July 29, 30 and 31, 2024]*

**BANCO SANTANDER (BRASIL) S.A.**

Publicly-Held Company of Authorized Capital

CNPJ/MF 90.400.888/0001-42 - NIRE 35.300.332.067

**CALL NOTICE OF MEETING – EXTRAORDINARY GENERAL MEETING -**

Shareholders are hereby invited to attend the Extraordinary General Meeting ("EGM") to be held on August 30, 2024, at 3:00 PM, at the principal place of business of Banco Santander (Brasil) S.A. ("Santander Brasil" or "Company"), located at Avenida Presidente Juscelino Kubitschek No. 2041 – 2nd mezzanine, Vila Nova Conceição, São Paulo/SP, to resolve upon the following Agenda:

- (i) To ELECT a new member to compose the Company's Board of Directors; and
- (ii) To CONFIRM the composition of the Company's Board of Directors.

**Observation for participation and Vote during the Meeting**

Participation in the Meeting: Shareholders, their legal representatives or attorneys-in-fact may participate in the EGM in any of the following ways:

**In person** - The shareholders or their legal representatives shall appear at the OGM with the appropriate identity documents. In the event of representation of a shareholder by an attorney-in-fact, shareholders shall leave at the Company's principal place of business, at least seventy-two (72) hours before the OGM is held, a power of attorney granted according to the applicable law;

**Remote Voting Ballot:** the Company implemented the remote voting system pursuant to CVM Resolution 81/22, enabling our Shareholders to send remote voting ballots directly to the Company, to the bookkeeper or through their respective custodian agents, in accordance with the procedures described in the General Meeting Participation Manual.

Our recommendation to the shareholders is to make use of remote voting instruments, either by the electronic means available or by sending written votes to the Company, or granting standardized powers of attorney with voting guidance, according to the instructions provided in the Management Proposal for the EGM to be held in August 30, 2024.

**General Instructions**

1. As provided in CVM Resolution No. 70/22, the minimum percentage of participation in the voting capital required for the application of the multiple voting process for the election of the members of the Board of Directors is 5%;

2. As provided in § 2 of article 161 of Law No. 6,404/76 and art. 4 of CVM Resolution No. 70/22, the installation of the Fiscal Council by the General Meeting shall occur at the request of shareholders representing at least 2% (two percent) of the shares with voting rights, or 1% (one per cent) of non-voting shares; and

3. The documents related to the matters to be examined and resolved at the EGM are available to shareholders (i) at the Company's principal place of business, at Avenida Presidente Juscelino Kubitschek, nº 2041 Bloco A, 9th floor - Corporate Legal Department, where they can be consulted, on working days, from 10:00 a.m. until 4:00 p.m., and on its website ([www.ri.santander.com.br](http://www.ri.santander.com.br) – at Corporate Governance >> Minutes of the Meeting); (ii) on the website of the Brazilian Securities and Exchange Commission ([www.cvm.gov.br](http://www.cvm.gov.br)) and (iii) on the website of B3 S.A. - Brasil, Bolsa, Balcão (<http://www.b3.com.br>).

São Paulo, July 26, 2024

**Deborah Stern Vieitas**

**Chairwoman of the Board of Directors.**

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### 3. Participation of shareholders in the EGM

Santander Brasil shareholders may participate in the EGM **in person**, by a duly **appointed proxy**, as specified in item 3.2 below, or by **Remote Voting**.

Shareholders will be required to provide the following documents to participate in the EGM:

<b>Individual:</b>	<ul style="list-style-type: none"><li>• identity document with photo<sup>1</sup> (original or copy)</li><li>• proof of ownership of the shares issued by the Company, issued by the depository and/or custodian financial institution (original or copy)</li></ul>
<b>Legal entity:</b>	<ul style="list-style-type: none"><li>• corporate documents that prove the legal representation of the shareholder (original or copy)<sup>2</sup></li><li>• legal representative's identity document with photo (original or copy)</li></ul>
<b>Investment fund</b>	<ul style="list-style-type: none"><li>• identity document of the legal representative of the Investment Fund's manager (or of the manager, as the case may be) with photo (original or copy)</li><li>• simple copy of the last consolidated bylaws of the fund and of the Articles of Association or Organization of its manager, in addition to the corporate documentation granting powers of representation (minutes of election of the officers and/or power of attorney)</li></ul>

#### 3.1. In-person Participation

Santander Brasil shareholders may participate in the EGM by attending the place where it will be held and declaring their vote, according to the types of shares they own (common and/or preferred), and the matters to be voted on. In accordance with the provisions of Article 126 of Law No. 6,404/76, shareholders shall attend the Shareholders' Meeting presenting, in addition to the identity document, proof of ownership of the shares issued by the Company, issued by the depository and/or custodian financial institution. The Company recommends that said proof be issued within two (2) business days before the date scheduled for the Meeting.

Corporate shareholders, such as companies and investment funds, shall be represented in accordance with their Articles of Association, Articles of Organization or Bylaws, delivering documents proving the regularity of the representation, accompanied by the Minutes of the election of the Managers, if applicable, at the place and term indicated in the item below. Prior to the EGM, the shareholders shall sign the Attendance Book. Shareholders without voting rights may attend the EGM and discuss all matters submitted for resolution.

<sup>1</sup> The following documents may be presented: (i) General Registration Identity Card (RG); (ii) Foreigner Registration Identity Card (RNE); (iii) Valid passport; (iv) Class Organization Card valid as a civil identity for legal purposes (e.g.: OAB, CRM, CRC, CREA); or (v) National Driver's License (CNH) with photo.

<sup>2</sup> Articles of Incorporation/Organization e Minutes/Instruments of election of legal representatives registered with the competent body.

### **3.2. Participation by Proxy**

The shareholder may be represented at the EGM by an attorney-in-fact, duly appointed under a public or private instrument, and pursuant to article 126, § 1 of the Corporations Act, the attorneys-in-fact shall have been appointed less than one (1) year ago, and they shall be (i) shareholders of the Company, (ii) managers of the Company, (iii) lawyers, or (iv) financial institutions, with the investment fund's manager being responsible for representing the quotaholders.

The originals or copies of the documents mentioned above may be delivered at the Company's principal place of business by the time the EGM is held.

However, in order to facilitate shareholders' access to the EGM, we recommend that the delivery of such documents be made at least seventy-two (72) hours before the EGM is held.

In the case of submittal of documents via email, we request that the shareholder contact the Company, so that the originals or copies can be delivered by the day the EGM is held.

In case the Shareholder is unable to attend the EGM or cannot yet be represented by an attorney-in-fact of his/her/their choice, the Company will make available an attorney-in-fact to vote for the shareholder, in accordance with his/her/their voting instructions, according to the power of attorney template in **Exhibit I** to this Proposal.

Furthermore, it should be noted that in addition to the power of attorney, the shareholder shall forward the documents required by the Company to participate in the EGM, as provided for in item 3 above.

The documents shall be delivered at the Company's principal place of business, at Avenida Presidente Juscelino Kubitschek, No. 2041 – Bloco A - Vila Nova Conceição - São Paulo – SP, 26th floor – Investor Relations Department, email: [ri@santander.com.br](mailto:ri@santander.com.br).

### **3.3. Remote Voting Participation**

Pursuant to articles 26 et seq. of CVM Ruling No. 81/22, the Company's shareholders may also vote at shareholders' meetings by means of remote voting, to be formalized through the "remote voting ballot" ("Ballot"), the template of which is available in the Corporate Governance area of the Company's Investor Relations website ([www.ri.santander.com.br](http://www.ri.santander.com.br)), or on the website of the Brazilian Securities and Exchange Commission – CVM (<http://sistemas.cvm.gov.br/?CiaDoc>).

The shareholder that chooses to exercise his/her/their voting rights remotely shall do so by one of the options described below:

#### **(I) Submittal of the Ballot to Custody agents**

The Shareholder that chooses to cast remote voting through his/her/its respective custodian agent ("Custodian") shall convey his/her/their voting instructions in accordance to the rules determined by the Custodian, which shall forward said voting ballots to the Central Depository of B3 S.A. - Brasil, Bolsa, Balcão. Shareholders shall contact his/her/their respective Custodians to check the procedures established by them for issuance of ballot voting instructions, as well as the documents and information required to do so.

The Shareholder shall convey the instructions for completion of the Ballot to his/her/their Custody agents by **08/23/2024 (including)**, unless defined otherwise by them.

## **(II) Submittal of the Ballot by the Shareholder to the Bookkeeper**

The Shareholder who chooses to cast the remote vote through the Company's Bookkeeper shall observe the following instructions, so that the Ballot can be deemed valid and the votes are counted:

- (i) all fields shall be duly completed;
- (ii) all pages shall be initialed;
- (iii) the last page shall be signed by the Shareholder or his/her/their legal representative(s), as applicable, and in accordance with the applicable legislation.

The following documents shall be forwarded to the Bookkeeper:

- (i) original copy of the Ballot, duly completed, initialed and signed; and
- (ii) copy of the following documents:
  - *Individual (Shareholder or legal representative): Identity document with photo (RG and CPF; CNH or Professional Card duly attested by the competent authorities, containing CPF number).*
  - *Legal entity: (i) Articles of Organization or Bylaws duly updated, with the documents proving the powers of representation (minutes of election); (ii) Identity document with photo of the representatives (RG and CPF; CNH or Professional Card duly attested by the competent authorities, containing CPF number).*
  - *Investment fund: (i) Latest consolidated Regulations for the fund, as well as the Bylaws or Articles of Organization of its manager, in addition to the corporate documentation that grants proxy powers (minutes of officers' election and/or power of attorney); (ii) Identity Card with a photograph of the representatives (RG and CPF; CNH (driver's license) or official Professional Card containing the CPF enrollment number).*

The documents shall be sent to the Bookkeeper within 7 days before the date of the EGM, in other words, by **08/23/2024 (including) (i)** at the following address: Banco Santander (Brasil) S.A. – Shareholders – Bookkeeping of Shares – Rua Amador Bueno, 474 – 2nd floor – Setor vermelho - Santo Amaro – São Paulo/SP – CEP 04752-005; or **(ii)** via email, to the electronic address [acoes@santander.com.br](mailto:acoes@santander.com.br).

After receiving the documents, the Bookkeeper, within three (3) days, will inform the Shareholder regarding the receipt of the documents and their acceptance. If the submitted documentation is not considered suitable, the Ballot shall be considered invalid, and the Shareholder may regularize it by **08/23/2024**.

Ballots received by the Bookkeeper after 08/23/2024 shall be disregarded.

## **(III) Submittal of the Ballot directly to the Company**

The Shareholder who chooses to cast the remote vote through the Company shall observe the following instructions, so that the Ballot can be deemed valid and the votes are counted:

- (i) all fields shall be duly completed;
- (ii) all pages shall be initialed;
- (iii) the last page shall be signed by the Shareholder or his/her/its legal representative(s), as applicable, and in accordance with the applicable legislation.



The following documents shall be forwarded to the Company:

- (i) original copy of the Ballot, duly completed, initialed and signed; and
- (ii) copy of the following documents:

- *Individual (Shareholder or legal representative): Identity document with photo (RG and CPF; CNH or Professional Card duly attested by the competent authorities, containing CPF number).*
- *Legal entity: (i) Articles of Organization or Bylaws duly updated, with the documents proving the powers of representation (minutes of election); (ii) Identity document with photo of the representatives (RG and CPF; CNH or Professional Card duly attested by the competent authorities, containing CPF number).*
- *Investment fund: (i) Last consolidated bylaws of the fund and of the Articles of Association or Organization of its manager, in addition to the corporate documentation granting powers of representation (minutes of election of the officers and/or power of attorney) (ii) Identity document with photo of the representatives (RG and CPF; CNH or Professional Card duly attested by the competent authorities, containing CPF number).*

The documents shall be sent to the Company within 7 days before the date of the EGM, by **08/23/2024 (including) (i)** at the following address: Banco Santander (Brasil) S.A. - Investor Relations - Avenida Presidente Juscelino Kubitschek, No 2041 - 26th floor - Vila Nova Conceição - São Paulo/SP - CEP 04543-011; or **(ii)** via email, to the electronic address [ri@santander.com.br](mailto:ri@santander.com.br).

After receiving the documents, the Company, within three (3) days, will inform the Shareholder regarding the receipt of the documents and their acceptance. If the submitted documentation is not considered suitable, the Ballot shall be considered invalid, and the Shareholder may regularize it by **08/23/2024**.

Ballots received by the Company after 08/23/2024 shall be disregarded.

### **General Information:**

- in accordance with Article 44 of CVM Resolution nº 81/22, the Central Depository of B3 S.A. - Brasil, Bolsa, Balcão, upon receiving the voting instructions from the shareholders through their respective custody agents shall disregard any diverging instructions in relation to the same resolution that has been issued by the same CPF or CNPJ registration number; and
- upon termination of the deadline for remote voting, in other words, by **08/23/2024 (including)**, the shareholder will not be able to change the voting instructions already sent, except if attending the Shareholders' Meeting or represented by power of attorney, upon express request for disregard of the voting instructions sent through the Ballot, before the respective matter(s) is subject to voting.

### **3.4. ADS holders**

Holders of American Depositary Shares (ADSs) shall be given the right to vote on the matters listed on the Agenda, subject to the same criteria applied in relation to national investors, according to the type of shares (common or preferred) on which their ADSs are backed. ADS holders will be duly instructed by The Bank of New York Mellon, depository institution for ADSs backed by Santander Brasil shares.

#### **4. Matters to be resolved at the EGM**

Below you shall find clarifications made by the Company's management regarding each of the items to be resolved in the EGM. According to the Call Notice made available to the shareholders, our EGM shall take resolutions regarding the following matters of the Agenda:

##### **4.1 To ELECT a new member to compose the Company's Board of Directors.**

After complying with the applicable governance approvals, with a favorable opinion from the Nominating and Governance Committee, the Company proposes to the EGM the election for a supplementary term that will remain in effective until the investiture of those elected at the Company's Annual General Meeting of 2025, the following candidate appointed by the controlling shareholders to compose the Company's Board of Directors:

<b>Name</b>	<b>Position</b>
Javier Maldonado Trinchant	Director

Mr. Maldonado has a developed and consolidated career in the financial market, with the necessary skills to join the Board of Directors of Santander Brasil and will bring a breadth of experience to the Board.

The information related to the election of the member of the Board of Directors of the Company, pursuant to the item I of article 11 of CVM Resolution 81/22, can be found in this Management Proposal on [Exhibit II](#).

##### **4.2. To CONFIRM the composition of the Company's Board of Directors**

Once the item above has been approved and, in view of the changes in the composition of the Company's Board of Directors, the Management proposes the confirmation of the members with a term of office that will be enforce until the investiture of the members elected in the Ordinary General Meeting to be held in 2025, which is:

<b>Name</b>	<b>Position</b>
Deborah Stern Vieitas	Chairwoman (independent)
Jose Antonio Alvarez Alvarez	Vice-Chairman
Deborah Patricia Wright	Independent Director
Ede Ilson Viani	Director
Javier Maldonado Trinchant	Director
José de Paiva Ferreira	Independent Director
Marília Artimonte Rocca	Independent Director
Mario Roberto Opice Leão	Director
Cristiana Almeida Pipponzi	Independent Director
Pedro Augusto de Melo	Independent Director
Vanessa de Souza Lobato Barbosa	Director

**EXHIBIT I:  
TEMPLATE OF POWER OF ATTORNEY**

**[SHAREHOLDER]**, **[QUALIFICATION]** ("Grantor"), appoints as his/her/its attorneys-in-fact Messrs. CAROLINA SILVIA ALVES NOGUEIRA TRINDADE, Brazilian, married, registered with OAB/RJ under no. 182.414 and under the CPF/MF under no. 124.143.167.13; and RAFAEL TRIDICO FARIA, Brazilian, married, registered with OAB/SP 358.447 and under the CPF/MF under no. 409.544.508-41, both of them lawyers, with commercial address in the Capital City of the State of São Paulo, at Avenida Presidente Juscelino Kubitschek No. 2041 - Bloco A - Vila Nova Conceição ("Grantees") to represent, collectively or individually, regardless of the order of appointment, the Grantor, as shareholder of Banco Santander (Brasil) S.A. ("Company"), at the Company's Extraordinary General Meeting to be held, on first call, on August 30, 2024, at 3:00 PM, at the Company's principal place of business, at Avenida Presidente Juscelino Kubitschek No. 2041 - 2nd mezzanine, Vila Nova Conceição, São Paulo/SP, and if necessary on second call, on a date to be informed in due course, to whom powers are granted to attend the meeting and vote, on behalf of the Grantor, in accordance with the voting guidelines set forth below for each of the items on the Agenda:

**(i)** To ELECT a new member to compose the Company's Board of Directors.

( ) For                      ( ) Against                      ( ) Abstention

**(ii)** To CONFIRM the composition of the Company's Board of Directors.

( ) For                      ( ) Against                      ( ) Abstention

The Grantees are hereby authorized to abstain from any resolution or act for which they have not received, at their discretion, sufficiently specific voting guidelines. The Grantor shall hold the Grantees above harmless and free from any and all claims, disputes, demands, losses, or damages, of any nature, arising from the fulfillment of this instrument, except in cases of acts performed in an abusive and excessive manner, pursuant to the legislation in effect.

This power of attorney shall only be valid for the Company's Extraordinary General Meeting mentioned above.

[Local], [month] [day], 2024.

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[Signature of Grantor]

**EXHIBIT II**  
**INFORMATION OF THE PROPOSED MEMBER FOR THE COMPANY'S BOARD**  
**OF DIRECTORS**

(Items 7.3 to 7.6 of Reference Form)

<b>Name</b>	<b>Javier Maldonado Trinchant</b>
<b>Date of birth</b>	07/11/1962
<b>Profession</b>	Lawyer
<b>CPF or passport number</b>	233.921.48-47
<b>Elective office held</b>	Director
<b>Election date</b>	08/30/2024
<b>Date of Inauguration</b>	N/A
<b>Term of office</b>	OGM 2025
<b>Whether he was elected by the controller or not</b>	Yes
<b>First Term Start Date</b>	N/A
<b>Professional Experience / Independence Criteria:</b>	<p>Mr. Maldonado is Spanish and was born on July 11, 1962. He has a law degree from UNED University and a law degree from Northwestern University. Mr. Maldonado joined the Santander Group in 1995 as head of the International Legal division of Banco Santander de Negocios, S.A.. Mr. Maldonado currently occupies the position of senior executive vice president and Group Head of Costs at Banco Santander, S.A.</p> <p>Mr. Maldonado served on the Board of Alawwal Bank (formerly known as the Saudi Hollandi Bank Riyadh) from 2008 to 2019. He practiced corporate and international law for thirteen years and previously was an attorney with Baker &amp; McKenzie and Corporate and International Law Department Head at J.Y. Hernandez-Canut Law Firm.</p>
<b>Description of other positions or functions</b>	N/A
<b>Convictions</b>	Mr. Maldonado declares that he has not suffered any criminal conviction, conviction in CVM administrative proceedings, or final and unappealable conviction, in the judicial or administrative sphere, which has suspended or disqualified him from practicing any professional or commercial activity.