

# **MARFRIG GLOBAL FOODS S.A.**

## **CHARTER OF THE BOARD OF DIRECTORS**

### **I – PURPOSE**

1. The purpose of this Charter (“Charter”) is to regulate the activities of Board of Directors (“Board”) of Marfrig Global Foods S.A. (“Marfrig” or “Company”), define its role, determine the responsibilities of its Advisory Committees and regulate the relationship between the Board and the other bodies of the Company, subject to the provisions of the Bylaws, the Shareholders Agreement and governing law.

### **II – MISSION OF THE BOARD OF DIRECTORS**

2. The mission of the Board is to protect and value Marfrig’s assets and to optimize the long-term return on investments. It is the administrative collective body of the Company that establishes the general business guidelines and decides on strategic matters. The Board must have full knowledge of the company’s values, goals and mission, and strive to improve them.

### **III – COMPOSITION**

3. In accordance with the Company’s Bylaws, the Board is composed of at least seven and no more than eleven members, all elected and removed by the Shareholders Meeting, with a unified term of two years and reelection permitted.

4. The members of the Board of Directors are invested into their respective offices upon presentation of: (i) the respective instrument of investiture drawn up in the Company's records; (ii) the clearance certificate for the purposes of Article 147 of Federal Law 6,404/76 and of Article 46 of CVM Resolution 80/22. The members of the Board of Directors hold their positions and carry out their functions until their substitutes are elected, unless decided otherwise by the Shareholders Meeting.

5. Of the members of the Board of Directors, at least 2 (two) directors or 20% (twenty percent), whichever is greater, must be independent directors, based on the criteria and requirements established by the Novo Mercado Regulation, and the condition of Independent Director must be registered mandatorily in the minutes of the Shareholders Meeting that elects such member(s). Directors elected in accordance with Article 141, Paragraphs 4 and 5, of Federal Law 6,404/76 will be deemed as well Independent Directors, irrespective of them meeting the independence criteria established above.

6. A Director, which must have an untarnished reputation, may not be elected, unless a waiver is given by the Shareholders Meeting, if (i) they hold a position at a company considered a competitor of the Company; or (ii) they have or represent a conflict of interests with the Company. No Director may exercise their voting right if the same impeding factors come to occur.

7. Directors may not gain access to information or participate in the meetings of the Board of Directors involving the matters with which they hold a conflict of interests with the Company, in which case they will be expressly prohibited from exercising their right to vote.

#### **IV – COMMITTEES OF THE BOARD OF DIRECTORS**

8. The Board of Directors, to better perform its functions, may create Advisory Committees or work groups with defined objectives, composed by people designated by the Board from among the managers and/or other people who are not part of the Company's management.

9. The following Advisory Committees to the Board of Directors are installed: a) Audit Committee; b) Compensation, Corporate Governance and Human Resources Committee; c) Financial and Risk Management Committee. They serve as advisory bodies on matters that require greater detail and comprehensive analysis. The Advisory Committees to the Board of Directors have their own charters.

#### **V – SCOPE OF ACTIVITIES OF THE BOARD OF DIRECTORS**

**10.** The Board is responsible for establishing the general guidelines for the business of the Company and decide on strategic matters, seeking to uphold the following guidelines:

- I. Promote and observe the corporate purpose of the Company and its subsidiaries;
- II. Protect the Company's interests in order to create value for all shareholders and stakeholders;
- III. Ensure the perpetuity of the Company from a long-term and sustainability perspective that incorporates economic, social, environmental and good corporate governance aspects when deciding on the business and operations;
- IV. Adopt an agile management structured formed by highly-skilled professionals with untarnished reputation;
- V. Develop guidelines to provide a general orientation to the Company and its Subsidiaries;
- VI. Approve budgets;
- VII. Monitor and ensure that the strategies and guidelines are effectively implemented by the Board of Executive Officers, without interfering with operational matters; and
- VIII. Prevent and manage situations of conflict of interests or divergence of opinions to ensure that the Company's interests always prevail.

## **VI – RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

**11.** Under the Bylaws of Marfrig Global Foods S.A., the Board is responsible for:

- I. Establishing the general guidelines of the Company's business;

- II. Electing and removing the Executive Officers of the Company;
- III. Establishing or changing the amount of the approval powers of the Board of Executive Officers for issuing any credit instruments to raise funds, whether non-convertible debentures without security interest, bonds, notes, commercial papers or other instruments commonly used in the market, and to set the conditions for their issue and redemption, and may, at its discretion, require prior authorization by the Board of Directors as a condition for validating the act;
- IV. Monitoring the management of the Board of Executive Officers, examining, at any time, the Company's books and documents and requesting information on the agreements entered into or to be entered into by the Company and on any other acts;
- V. Choosing and removing the independent auditor of the Company;
- VI. Requesting from the independent auditor the clarifications deemed necessary;
- VII. Reviewing the Management Report and the accounts of the Board of Executive Officers and resolving on their submission to the Shareholders Meeting;
- VIII. Approving the annual budgets of the Company and any changes thereto;
- IX. Previously presenting any proposal to be submitted for consideration and vote at the Shareholders Meeting;
- X. Authorizing the issue of shares in the Company, setting the issue conditions, including price and payment terms, with the option of canceling (or reducing the period for exercise of) the preemptive rights for the issue of shares, warrants and convertible bonds sold on the

stock exchange or subjected to a public subscription or tender offer, in accordance with the law;

- XI. Considering and voting on the acquisition by the Company of its own shares or on the offer of call and put options referenced to shares issued by the Company, to be held in treasury and/or subsequently canceled or sold;
- XII. Considering and voting on the issue of stock warrants;
- XIII. Granting stock options to its managers, employees and service providers, as well as managers, employees and service providers of other companies directly or indirectly controlled by the Company, without preemptive rights to shareholders under the terms of the programs approved in the Shareholders Meeting;
- XIV. Authorizing the Company to pledge guarantees of its obligations and those of its subsidiaries and/or wholly-owned subsidiaries in amounts greater than the amount established in the Bylaws of the Company;
- XV. Approving any acquisition or sale of fixed assets whose amount is higher than the amount established in the Bylaws of the Company;
- XVI. Authorizing the Company to hold interests in other companies, as a shareholder or the holder of an ownership interest, or associating with other companies to form joint ventures;
- XVII. Authorizing the pledging of security interests on the assets of the Company or the pledging of guarantees to third parties, in amounts greater than the amount established in the Bylaws of the Company;
- XVIII. Approving, on behalf of the Company, any financing facility or loan, including lease agreements, that is not envisaged in the annual budget and in amounts greater than the amount established in the Bylaws of the Company;

- XIX. Approving any transactions or combination of transactions whose aggregate annual amount is equal to or greater than the approval powers of the Board of Executive Officers established by the Board of Directors, involving the Company and any Related Party, directly or indirectly; For the purposes of this provision, a related party is understood as any manager, employee or shareholder of the Company who holds directly or indirectly more than ten percent (10%) of the Company's capital;
- XX. Authorizing the assignment of use, sale, transfer or licensing of any kind of intellectual or industrial property that belongs to the Company;
- XXI. Previously considering and voting on transactions involving spin-offs, consolidations, mergers, dissolutions or liquidations, or any other corporate restructuring with similar effects, involving any of the Company's subsidiaries;
- XXII. Attributing share bonuses and deciding on stock splits and reverse stock splits;
- XXIII. Issuing its opinion for or against any stock tender offer referenced to the shares of the Company, through a substantiated prior report disclosed within fifteen (15) days as from the publication of the notice on the stock tender offer, which report must address, at minimum, (i) the timing and opportunity of the stock tender offer in relation to the joint interest of shareholders and liquidity of the shares they hold; (ii) the repercussions of the stock tender offer for the Company's interests; (iii) the strategic plans announced by the offering shareholder with regard to the Company; (iv) any other issues that the Board of Directors find pertinent, as well as the information required under applicable rules of the Securities and Exchange Commission of Brazil (CVM); and
- XXIV. Defining a list of three companies specializing in the valuation of

companies, to prepare a valuation report for the Company's shares in the case of a stock tender offer for cancelling the Company's registration as a publicly traded company or exclusion from Novo Mercado listing segment.

## **VII – DUTIES OF THE BOARD OF DIRECTORS**

**12.** In addition to the duties envisaged in Law and in the Bylaws, all members of the Board are responsible for:

- I. Working on the Board to create value for the Company and defend the long-term interests of all shareholders;
- II. Preparing for the meetings of the Board, previously examining the documents made available and participating actively and diligently in the meetings;
- III. Informing the Board of any other Boards (of Directors) on which they serve, as well as their main activity. Any significant change in these positions should be reported immediately;
- IV. Keeping confidential all and any Company information to which they have access due to their office, and demanding the same confidentiality from the professionals who assist them, using such information only to exercise their functions as Director;
- V. Previously declaring whether, for any reason, they have any interest that is private or conflicts with the interests of the Company with regard to any matter submitted for their appreciation, and abstaining from discussing and voting on such;
- VI. Ensuring that good corporate governance practices are adopted by the Company;

- VII. Being fully aware of the Anti-corruption Manual of the Company and any other instruments related to Compliance.
- VIII. The Board of Directors will include, in the management proposal regarding the general meeting for the election of directors, its manifestation contemplating: a) the adherence of each candidate for the position of member of the board of directors to the Nomination Policy; and b) the reasons, in light of the provisions of the Novo Mercado Rules, why each candidate is classified as an independent director.

## **VIII - CHAIRMAN OF THE BOARD OF DIRECTORS**

**13.** The Chairman of the Board has the following basic duties:

- I. Presiding over the Shareholders Meetings and meetings of the Board of Directors and, in the case of absence or temporary impediment, these functions must be exercised by another Director chosen by the majority of the other Directors;
- II. Ensuring the good and effective performance of the body;
- III. Ensuring that the activities of the Board are compatible with the interests of the Company, of its shareholders and of its other stakeholders;
- IV. In the event of a tie vote on the resolutions of the Board of Directors, the Chairman of the Board will have not only their own vote, but the deciding vote.

## **IX – EXECUTIVE SESSIONS**

**14.** The Chairman of the Board must include in the annual calendar, or may include in the call notices for annual or extraordinary meetings, meetings or sessions for evaluating the management.



Paragraph 1: The call notice for the Board meeting that includes the session or sessions referred to in the head paragraph must cite such sessions and be addressed to all Directors, including those prevented from participating in the meeting.

Paragraph 2: The minutes of the sessions referred to in the head paragraph will be drawn up separately and filed as an integral part of the minutes of the Board meeting.

## **IX – VACANCY**

**15.** In the event of a vacancy on the Board of Directors that does not result in it having the majority of its positions vacant, based on the number of permanent Directors resolved by the Shareholders Meeting, the other Directors may (i) appoint a substitute(s), who will remain in the office until the end of the term of the substituted member(s); or (ii) opt to leave the position(s) vacant, provided that the minimum number of members envisaged in the Bylaws of the Company is observed.

**16.** In the event of a vacancy on the Board of Directors that results in it having the majority of its positions vacant, based on the number of permanent Directors resolved by the Shareholders Meeting, the Board of Directors will call a Shareholders Meeting to elect substitute(s), who will remain in the office until the end of the term of the substituted member(s).

## **X – RULES APPLICABLE TO THE MEETINGS OF THE BOARD OF DIRECTORS**

**17.** The Board of Directors will meet whenever called by its Chairman. The Board meetings may be held, exceptionally, by conference call, videoconference or any other means of communication that provides unequivocal evidence of the vote.

**18.** The call notice for meetings must be made in writing, preferably at least three (3) business days in advance, by letter, telegram, fax, e-mail or any means that allows for substantiating the receipt of the call notice by the recipient, and must include the agenda and be accompanied by the pertinent documentation.

Irrespective of the call notice formalities, any meeting attended by all members of the Board will be deemed regular.

**19.** At the Board of Directors meetings, absentee votes in writing and votes cast by electronic mail or any other means of communication will be permitted, with all members who voted as such considered present at the meeting;

**20.** The resolutions of the Board of Directors always will be taken by a majority vote of the Directors attending the meeting.

**21.** The Board preferably will hold at least six (6) annual meetings, on the second Tuesday of the months of February, May, August and November of each fiscal year, with the other meetings held on dates to be defined by the Chairman of the Board.

**22.** The meetings of the Board will be held preferably at the Company's registered office. In the event of a justified urgency, the meetings may be held on the same day they are called, by conference call, videoconference, email or any other means of communication.

**23.** The Chairman of the Board will designate a Governance Secretary, who will be responsible for: (i) organizing the agenda of the matters to be discussed, based on requests by Directors and consultation with Executive Officers, and submitting it to the Chairman of the Board, for subsequent distribution; (ii) issuing the call notices for Board meetings, and informing the Directors and other participants of the place, date, time and agenda; (iii) submitting, at least three business days prior to each meeting, supporting information related to the matters to be discussed and voted on, so that each Director is properly informed and prepared to actively participate in the debates; (iv) acting as secretary of the meetings, preparing and drawing up minutes and other documents in the Company's records, collecting signatures of all attending Directors, and registering the attendance of other participants; and (v) filing the minutes and resolutions adopted by the Board with the competent agencies and having them published in the state or federal register and in a high-circulation newspaper, as the case may be.

**24.** The Board will meet annually with the Audit Board to discuss matters of common interest. The Chairman of the Board will be responsible for providing the clarifications and information requested by the Audit Board while exercising its oversight function.

## **XI – RESOLUTION AND ADJOURNMENT OF MEETINGS**

**25.** Except as otherwise provided in the Bylaws, the resolutions of the Board will be adopted by majority vote of the Directors attending the meetings; in the event of a tie, the Chairman of the Board will hold the deciding vote.

**26.** Sessions may be adjourned or ended when circumstances so require, at the request of any Director and with approval by the Chairman of the Board.

**27.** If a session is adjourned, the Chairman of the Board must set a date, time and place for the session to continue, and a new call notice will be waived, provided that no new item is included on the agenda.

**28.** The matters considered and resolutions taken at Board meetings will be documented in the minutes, which are registered in the Minutes Book of Board meetings and, whenever they contain resolutions that will produce effects on third parties, a summary of them will be disclosed, filed with the Registry of Commerce, and published. The Directors attending a meeting may resolve, due to the strategic and confidential nature of the matters involved, not to disclose certain minutes and only file them at the Company's registered office.

## **XII. MISCELLANEOUS**

**29.** Omissions to this Charter, questions regarding interpretation and any amendments to its provisions will be decided by a meeting of the Board, as envisaged in the Bylaws.

**30.** This Charter will come into force on the date of its approval by the Board and will be filed at the Company's registered office.