
**INTERNAL REGIMENT
OF THE AUDIT COMMITTEE**

SANTOS BRASIL PARTICIPAÇÕES S.A.

Approved in
Board of Directors Meeting
of the Company held on March 19, 2024.

**INTERNAL REGIMENT OF THE AUDIT COMMITTEE
OF
SANTOS BRASIL PARTICIPAÇÕES S.A.**

1. RATIONALE AND OBJECT

1.1. The object of this Internal Regiment of the Audit Committee ("Regiment") of Santos Brasil Participações S.A. ("Company") is to regulate the composition and operation, as well as the rights and duties, of the members of the Company's Audit Committee ("Audit Committee"), observing the following: (i) the Company's Bylaws, as amended ("Bylaws"); (ii) the Company's Code of Conduct ("Code of Conduct"); (iii) the Internal Regulations of the Company's Board of Directors, (iv) Law 6.404/1976, as amended ("Corporation Law"); (v) the Novo Mercado (New Market) Listing Regulation of B3 – Brasil, Bolsa, Balcão ("Novo Mercado Regulation"), (vi) the rules of the Brazilian Securities and Exchange Commission (CVM), (vii) good corporate governance practices, as well as other laws and regulations applicable to the Company.¹

1.1.1. If there is a conflict between the provisions provided for in this Regiment and the Company's Bylaws, the provisions of the Bylaws shall prevail.

1.1.2. This Regiment applies to the Committee as a body and, whenever applicable, to each of its members.

1.2. The objectives of the Audit Committee are to oversee the quality and completeness of financial reports, adherence to legal, statutory and regulatory standards, the adequacy of processes related to risk management, the activities of internal audit and independent auditors.

1.2.1. The Audit Committee is an advisory body linked to the Board of Directors, to which it reports, with operational autonomy and its own budget, intended to cover operating expenses.

1.2.2. As it is an advisory body to the Board of Directors, the Audit Committee's decisions constitute non-binding recommendations to the Company's Board of Directors, and such recommendations must be substantiated.

1.2.3. In carrying out its duties, the Audit Committee may interact with the Management bodies and the Company's Board of Auditors.

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2. DUTIES AND RESPONSIBILITIES

2.1. The Audit Committee members will perform their duties in accordance with the Corporation Law, Bylaws and applicable legislation, in compliance with the content of this Regiment.

2.2. The Audit Committee must act in a manner that preserves the Company's assets, interests and Corporate Governance, acting with due diligence in the exercise of its duties.

2.3. The role of the Audit Committee member is non-delegable and must be exercised in compliance with the duties of loyalty and diligence, avoiding any conflict situations that may affect the interests of the Company and its shareholders. The non-delegable nature also applies to the duties and powers granted to it by law and other regulations, which cannot be granted to another body of the Company.

2.4. The Audit Committee is responsible for, in addition to other matters that may be determined by the Board of Directors:

(i) issuing an opinion on the contracting and termination of independent audit services;

(ii) evaluating the quarterly information, interim statements and financial statements;

(iii) preparing a summary annual report, to be presented together with the financial statements, containing a description of its activities, the results and conclusions achieved and the recommendations made;

(iv) supervise the activities of the Company's Internal Audit, Compliance Program, Corporate Risk Management and Internal Controls;

(v) evaluating, monitoring, and recommending to management the correction or improvement of the Company's internal policies, including the policy of transactions between related parties

(vi) monitoring and handling reports sent to the Ethics Channel called Santos Brasil Confidential Portal (<https://contatoseguro.com.br/santosbrasil> - telephone +0800 800 0818) and directed by the Compliance area to the Audit Committee, especially allegations of corruption that must be followed up by the Audit Committee, without prejudice to others that are subsequently indicated for handling by the Audit Committee.

2.5. To perform its duties, the Audit Committee must have operational and budgetary autonomy, within the limits approved by the Board of Directors, pursuant to the Company's Bylaws.

2.5.1. Within its budget limit, the Audit Committee may consult experts and hire external consultants to analyze and discuss issues.

under its responsibility, undertaking to maintain the confidentiality and integrity of the information shared with third parties.

2.5.2. The work of external consultants does not exempt the Audit Committee from its responsibilities.

2.6. The Audit Committee must report its activities to the Board of Directors quarterly, and the Board's minutes must be disclosed, indicating the aforementioned report, within the strict limits of applicable legislation and regulations.

2.7. The Audit Committee members have a duty to maintain confidentiality of information to which they have privileged access to, due to the position they hold, until it is disclosed to the market, in accordance with the law and regulations in force.

2.8. The members of the Audit Committee will be subject to all existing policies, as well as those that may be implemented within the Company.

3. **COMPOSITION**

3.1. The Audit Committee will be composed of three (3) members, with a term of office of two (2) years, with reelection permitted, appointed by the Board of Directors, as follows:

(i) at least one (1) independent member of the Board of Directors, as defined by the Novo Mercado Regulation; and

(ii) at least one (1) member with recognized experience in corporate accounting matters, pursuant to the regulations published by the Brazilian Securities Exchange Commission, concerning the registration and performance of independent audit activities within the securities market, and that define the duties and responsibilities of the managers of audited entities and in the relationship with independent auditors.

3.2. The Audit Committee members must maintain an unbiased stance in the performance of their activities and, above all, must be proactive in seeking the constant efficiency of the Company's compliance and ethics mechanisms, as well as in complying with the rules and principles established in the applicable legislation, in the Bylaws, in the Company's Code of Conduct, in this Regulation and in the best national and international business Compliance practices, respecting the characteristics of the Company.

3.3. The Audit Committee members must abstain from: (i) holding positions on the Board of Directors of the Company, its subsidiaries, parent company, affiliates or companies under common control, whether direct or indirect, and (ii) being part of such body, in the same company, for a period of less than one (1) year from the end of the term of office.

3.4. The Audit Committee members will be elected, appointed and removed by the Board of Directors. The elections of the Audit Committee members will be held every two (2) years, at the first meeting of the Board of Directors after the Company's Annual General Meeting.

3.5. In the event of a vacancy, absence, leave of absence or temporary impediment of any member of the Audit Committee, the Board of Directors must decide on the election of a new member of the Committee for the vacant position or for the position of the absent member, as the case may be.

4. **COORDINATOR**

4.1. The Board of Directors will elect, from among the members of the Audit Committee, a Coordinator, who will be responsible for representing, organizing and coordinating the Committee's activities.

4.2. The Audit Committee Coordinator is also responsible for:

(i) convening, installing and presiding over the Audit Committee meetings, appointing the Secretary of the board from among those present, who will be responsible for preparing the minutes of the meetings;

(ii) representing the Audit Committee in its relationship with the Board of Directors, the Company's Executive Board, internal and external auditors and other internal bodies and committees, signing, when necessary, correspondence and reports addressed to them;

(iii) convening, if necessary, the members of the Company's Management to attend meetings;

(iv) complying with and enforcing the Company's Bylaws and this Regimen;

(v) deciding on the issues in the work of the Audit Committee;

(vi) putting matters discussed to a vote and communicating the Committee's recommendation to the Board of Directors;

(vii) proposing the annual calendar to the Audit Committee with the dates of the regular meetings and activities for the corresponding fiscal year;

(viii) meeting with the Board of Directors at least quarterly, and whenever so called or when they request their participation to inform the Board of Directors about deliberations and reports issued by them, after authorization from the Board;

(ix) attending the Company's Annual General Meeting, whenever necessary.

4.2.1. In the event of his/her absence or temporary impediment, the Coordinator may be replaced by a member appointed by the Audit Committee itself.

5. **MEETINGS**

5.1. The Audit Committee will meet ordinarily at least every three (3) months, or extraordinarily whenever called by the Coordinator or by written request of any member of the Audit Committee.

5.2. Calls to the Audit Committee meetings must be made in writing, via email, at least five (5) days in advance of the date of the respective meeting, specifying the time and place and, preferably, including the agenda. Any proposal and all necessary documentation related to the agenda must be made available to the members of the Audit Committee up to seventy-two (72) hours before the meeting. The call may be waived whenever all members of the Audit Committee are present.

5.2.1. In case of matters requiring urgent consideration, the Audit Committee meeting may be called within a shorter period of time than that described above.

5.2.2. The Committee meetings will be held with the presence of the majority of its members, and decisions will be taken by a majority of votes, with each Member of the Audit Committee being entitled to one (1) vote.

5.2.3. Participation in the annual and extraordinary meetings of the Audit Committee is allowed via teleconference, videoconference or any other means of communication that allows the identification of the Audit Committee member and simultaneous communication with all other people present at the meeting. In this case, the members of the Audit Committee will be considered present at the meeting and must subsequently sign the corresponding minutes.

5.2.4. Minutes of the Audit Committee meetings will be prepared, whose copies will be distributed to its members and to the members of the Board of Directors.

6. **COMPENSATION**

6.1. The compensation of the members of this Body will be set by the Board of Directors, pursuant to the Compensation Policy of the Board of Directors and Advisory Committees of the Company.

7. **GENERAL PROVISIONS**

7.1. The company must keep a detailed annual report prepared by the Audit Committee, describing its activities and conclusions reached, in accordance with its duties, at its registered office and at the disposal of the CVM for a period of five (5) years.

7.2. These Bylaws must come into force on the date of their approval by the Board of Directors. Once this Regiment is approved, it will be immediately followed by the Company and its officers; by the Board Members and the Board of Auditors Members and their alternate members; as well as by the members of committees and other areas of the Company.

7.3. This Regulation may be amended with prior approval from the Company's Board of Directors, whenever the aforementioned body deems it necessary and/or as a result of legislative and regulatory changes or corporate governance documents of the Company. Any questions regarding the provisions of this Regulation or the application of any of its provisions must be forwarded directly to the Board of Auditors, which will provide the necessary clarification or guidance.

7.4. Any omissions in this Regime and any doubts regarding its interpretation will be resolved by the Company's Board of Directors, in accordance with the Law and the Company's Bylaws.
