

BB SEGURIDADE PARTICIPAÇÕES S.A.

# BYLAWS

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## RELATED PARTY TRANSACTIONS COMMITTEE

08/26/2022

**Bylaws of Related Party Transactions Committee****BYLAWS OF RELATED PARTY TRANSACTIONS COMMITTEE****CHAPTER I - PURPOSE**

Art. 1. This Bylaws governs the operation of the Related Party Transactions Committee (“Committee”), detailing its responsibilities and attributions, in compliance with the provisions of the Articles of Incorporation of BB Seguridade Participações S.A. (“BB Seguridade” or “Company”), of the Law of the Corporations, the Instructions of the Securities and Exchange Commission (“CVM”), the Policy of Transactions with Related Parties (“Policy”) as well as the good practices of Corporate Governance.

**CHAPTER II - COMPOSITION**

Art. 2. As defined in the Bylaws, the Related Party Transactions Committee shall be composed of three (3) members elected and removable members, at any time, by the Board of Directors, among which:

I - One (1) independent member, who shall be the independent of the Board of Directors elected by the minority shareholders in the manner established in Paragraph 3º of Art. 15 of the Article of Incorporation;

II - Two (2) members who shall be appointed by the other members of the Board of Directors, being one (1) of the members indicated among the active employees or Statutory Officers of the Company and 1 (one) of the members indicated among the active employees of the Banco do Brasil, both with proven knowledge in the areas of finance, accounting and/or the Brazilian security market.

Paragraph 1. If the member of the Board of Directors elected by the minority shareholders does not meet the independence requirements provided for in Paragraph 4 of Art.15 of the Articles of Incorporation, it shall be up to this member to indicate a candidate who meets, who shall be elected by the Board of Directors.

Paragraph 2. The member of the Related Party Transactions Committee appointed pursuant to Paragraph 2 of Article 33 of the Articles of Incorporation must also comply with the requirements and prohibitions provided for in Article 11 of the Articles of Incorporation.

Paragraph 3. In the event of a vacancy in the position of director elected by minority shareholders who also occupies the role of member of the Related Party Transactions Committee, it shall be the responsibility of the other director to elect, from among their independent members, the one who shall occupy the role in the Related Party Transactions Committee until the election, by the minority shareholders, of their new representative on the Board of Directors.

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Paragraph 4. The position of being a member of the Committee will not be remunerated, except for the independent member elected in the forms provided for in Paragraph 1 and Paragraph 2 of Article 33 of the Articles of Incorporation, whose remuneration shall be defined by the Board of Directors, within the limit established by the General Meeting upon approval of the Global Remuneration of the Company's Managers.

Paragraph 5. The independent member of the Related-Party Transactions Committee who is also a member of the Board of Directors, must choose the remuneration related to only one of the positions.

Art. 3 The Committee members shall have a unified mandate of two (2) years, with a maximum of three (3) renewals permitted.

Paragraph 1. The members of the Related Party Transactions Committee shall remain in their positions until the election and investiture of their successors.

Paragraph 2. The members of the Related Party Transactions Committee shall be invested in their positions regardless of the signing of the term of investiture, from the date of the respective election.

Paragraph 3. The position of a member of the Committee is not delegable.

Paragraph 4. The role of member of the Committee shall be exercised with respect to the duties of loyalty and diligence, as well as avoiding any conflict situation that may affect the interests of the Company and its employees.

Paragraph 5. In the event of a vacancy in the position of a Committee member, due to dismissal, resignation, death, proven impediment, disability, loss of mandate or other hypotheses provided for by law, the Board of Directors will elect its replacement to complete the mandate, subject to in article 32 of the Articles of Incorporation.

Paragraph 6. Once the limit for renewals established in the caput of Article 3 is reached, the former member of the CTPR may not participate in the Committee for a period of two (2) years, counting from the end of the term of office.

Art. 4. Committee members are prohibited, directly or indirectly, from receiving any type of remuneration for the provision of consultancy, advisory or any other services that constitute impediment or incompatibility with the obligations and responsibilities of the function.

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**CHAPTER III - POWER**

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Art. 5 The Committee is responsible for analyzing transactions between Related Parties, under certain circumstances and in accordance with the Policy on Transactions with Related Parties, ensuring equality and transparency, in order to

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guarantee to shareholders, investors and other interested parties, that the Company complies with the best Corporate Governance practices and also:

I - previously approve the execution of contracts as well as other instruments that have as purpose Related Party Transactions and that have as signatory parties the Company and/or its controlled companies on one side and one or more Related Parties on the other, as well as the revisions and termination of contracts and instruments of the kind, whenever: i) The execution of such documents impacts, in annual accumulated, positively or negatively, the Company's result in an amount equal to or greater than 0.1% of the Company's Net Equity, or ii) Regardless the financial impact, submission is required by any of the Committee members;

II - ensure, in relation to Related Party Transactions that are considered relevant, to include in section 16 of the Reference Form ("Reference Form") the statement of the Collegiate Executive Board as to whether they have been and continue to be executed under market conditions, as well as the registration and comments by the Executive Board regarding any qualifications, emphases or recommendations made by the independent audit company in the course of its work covering that subject;

III - ensure the disclosure, in the Company's Reference Form, of the terms and conditions of the Related Party Transactions Policy, as well as the structure, purpose and assignments of the Related Party Transactions Committee itself;

IV - analyze and submit for the Board of Directors' approval the annual reform of the Related Party Transactions Policy;

V - evaluate and monitor whether the transactions are in accordance with the conditions set forth in the Related Party Transactions Policy and in Related Party Transactions Regulations;

VI - suggest, the publication, via Relevant Fact, of a transaction entered into between related parties;

VII - establish the operational rules for its operation;

VIII - submit to the Board of Directors, whenever necessary, a proposal to amend the terms of the Internal Regulations; and

IX - carry out, at least annually, a collective assessment of the Committee's activities and individual self-assessment of each member, in order to identify possibilities for improvements in the form of its performance.

Paragraph 1. In order to comply with the provisions of item ii of item I of this art. 5, the Corporate Management Superintendence will forward to CTPR the issues related to transactions between related parties that have been ruled by the Collegiate Board or

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the Purchasing and Contracting Committee, before its deliberation, so that they can be called up.

Paragraph 2. When the final approval of the transaction with Related Parties falls to the Board of Directors as established in the Article of Incorporation, the matter shall be submitted to the resolution of that body after the approval of the Committee.

Paragraph 3. In the event that the final approval of the transaction with Related Parties is not within the competence of the Board of Directors, the matter shall be considered approved after the deliberation of the Committee, since it will already have the approval of the Collegiate Board manifested when proposing the matter.

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**CHAPTER IV – MEETINGS**

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Art. 6. The Related Party Transactions Committee will meet:

- I. In the first five months of the year to evaluate section 16 of the Reference Form;
- II. To analyze the annual review of the Related Party Transactions Policy;
- III. Annually with the Board of Directors;
- IV. Whenever necessary to approve the execution of the contracts described in item "I" of Art. 5; and
- V. When requested by any of the members of the Committee or at the request of the Board of Directors.

Paragraph 1. The Committee meeting shall only be installed with the presence of at least two thirds (2/3) of its members, provided that the independent member referred to in item I of art. 2.

Paragraph 2. Regardless of call, the meetings of the Audit Committee that have the presence of all its members shall be valid.

Art. 7. The calls of the Committee members to the meetings shall be made by means of notices, sent at least two (2) days before the meeting or, in extraordinary situations, at any time, by registered letter, fax, telephone or electronic mail.

Art. 8. Committee meetings shall be preferably held at the Company's registered office. Participation in meetings shall be allowed via conference calls, videoconference or other means that has instruments that guarantee authenticity and that allows the Director to participate effectively in the meeting, interacting and expressing their understanding, and such participation will be considered as personal presence.

Paragraph 1. Recording of meetings is allowed.

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Paragraph 2. The holding of virtual meetings by electronic mail or other electronic/virtual means will be allowed.

Art. 9. At their first ordinary meeting, the members of the Related Party Transactions Committee shall elect their Coordinator.

Paragraph 1. The Coordinator shall:

- I - coordinate the activities of the Committee;
- II - call and chair over the Committee meetings, without prejudice to the provisions of the caput of Article 6, "V";
- III - decide on the participation, in Committee meetings, of people who are not of the body, to provide clarifications of any nature, without the right to vote;
- IV - represent the Committee in its relationship with the Board of Directors, the Collegiate Board, the Fiscal Council, the internal and independent audits, as well as with the other internal bodies and committees of the Company, signing, when necessary, correspondence, invitations and reports;
- V - propose to the Committee, assisted by the secretary, its Work Plan; and
- VI - coordinate the evaluation process described in Article 5, item "VIII" of these Bylaws.

Paragraph 2. Third parties invited to attend a meeting of the Committee shall remain only during the period in which the matter that originated their call is being assessed.

Paragraph 3. In the event of absence of the Coordinator, the members present shall choose the one who will coordinate the meeting.

Art. 10. In the event of the temporary absence of any member of the Committee, the absent member may, based on the agenda of the matters to be addressed, express their vote in writing, by means of a letter or facsimile delivered to the Coordinator of this Committee, on the date of the meeting, or even by e-mail.

Art. 11. The approval of the matters submitted to the resolution shall be taken by two thirds (2/3) of the members of the Committee, as long as there is a favorable vote of the independent member referred to in item I of art. 2 of this Bylaws and in Paragraph 4 of art. 33 of BB Seguridade's Articles of Incorporation.

Art. 12. Minutes shall be drawn up of the meeting, which must be signed by all members present at the meeting, including participants via teleconference or videoconference, whose vote shall be considered valid for all legal purposes and incorporated into the minutes of that meeting.

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Paragraph 1. The minutes are drawn up in a summarized manner, with an indication of the order number, date, place, members present and reports of the matters discussed and resolutions taken.

Paragraph 2. Dissenting votes and abstentions will be recorded in minutes.

Paragraph 3. The Company shall disclose the minutes of the meetings of the Committee when requested by one of its members, except when the majority believes that the disclosure could put the company's legitimate interest at risk.

Art. 13. The CTPR Work Plan shall be approved annually, contemplating the planning of activities to be addressed in the Committee's meetings throughout the following fiscal year.

### **CHAPTER V – DUTIES**

Art. 14. It is the duty of every member of the Related Party Transactions Committee, in addition to those provided for in the legislation in force and in the Articles of Incorporation.

I - perform their positions respecting the same duties and responsibilities attributed to the Company's managers, contained in articles 153 to 160 of the Brazilian Corporation Law, as provided for in article 160 of the aforementioned Law;

I - to attend meetings of the Committee previously prepared, having examined the documents made available and participate actively and diligently;

III - guide its conduct by high ethical standards, as well as observe and encourage good corporate governance practices in the Company; and

IV - maintain strict secrecy about any relevant information of the Company until its official disclosure to the market.

### **CHAPTER VI – SECRETARIAT**

Art. 15. The Committee shall be secretariat by the Company's Corporate Management Superintendence, which is responsible for:

I - communicate the call of meetings of the Committee;

II - organizing non-face-to-face meetings, as well as enabling the remote participation of members in face-to-face meetings, defining the method for holding the meeting and the deadline for submitting the resolutions of the members of the Committee;

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III - organize, under the guidance of the Coordinator, the agenda of the matters to be dealt with at each meeting, gathering the necessary documents and distributing them in advance, whenever possible;

IV - distribute the agenda, prepare, draw up and file the respective minutes in the proper book and collect the signatures of the members;

V - adopting measures to promote the monitoring of the recommendations and guidelines deliberated by the committee;

VI - organizing and keeping in his/her custody the documentation relating to the activities carried out by the Committee;

VII - draw up the "Term of Non-Realization" of the meeting, stating the reasons for its non-realization;

VIII - draw up the minutes of the meetings, which will be recorded in the proper book, and forward them to the Board of Directors;

IX - proposing its annual schedule of meetings to the Committee;

X - support the Committee in the preparation of its annual Work Plan, in accordance with the provisions of Article 13 of these Internal Regulations;

XI – coordinate the review process of the CTPR Bylaws.

XII – carry out all other acts necessary for the functioning of the Committee including being able to issue certificates, extracts, dispatches, copies of minutes and others;

XIII - prepare correspondence to be signed by the Coordinator and the other members of the Committee; and

XVI - practicing other acts of a technical and administrative nature necessary for the performance of its position.

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**CHAPTER VII – FINAL PROVISIONS**

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Art. 16. Omissions in these Bylaws shall be resolved by the Company's Board of Directors.

Art. 17. It is the responsibility of the Board of Directors to amend these Bylaws, and prior transit is required by The Related Party Transactions Committee.

Art. 18. These Bylaws are effective as of the date of its approval by the Board of Directors and shall be filed in the Company's registered office, as well as posted on its website.

Brasília (DF), August 26, 2022.