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## **1. OBJECTIVE AND BACKGROUND**

**1.1.** This "*Policy for the Appointment of Members of the Board of Directors, its Advisory Committees, the Statutory Executive Board and Fiscal Council*" ("<u>Policy</u>"), approved at a meeting of the Board of Directors of Sendas Distribuidora S.A. ("Company"), aims to establish criteria and procedures to be observed in the appointment of members of the Board of Directors, the advisory committees to the Board of Directors, the Statutory Executive Board and the Fiscal Council. ("<u>Company</u>"), aims to establish criteria and procedures that must be observed in the appointment of Directors, the advisory committees to the Board of Directors, the Statutory Executive Board and the Fiscal Council of the Company, when requested by its shareholders and duly installed, to ensure the best corporate governance practices.

**1.2.** This Policy is based on: (i) the corporate governance guidelines of the Company's bylaws, as amended ("<u>Bylaws</u>"); (ii) the "*Code of Ethics and Conduct*", which was approved at a meeting of the Company's Board of Directors; (iii) Law 6.404, of December 15, 1976, as amended ("Brazilian <u>Corporate Law</u>"); (iv) the Code of Best Corporate Governance Practices of the Brazilian Institute of Corporate Governance (IBGC); (v) the Novo Mercado Listing Regulations of B3 S.A. - Brasil, Bolsa, Balcão ("<u>Novo Mercado Regulations</u>" and "<u>B3</u>", respectively); and (vi) the Issuer Regulations of B3.

#### 2. SCOPE

**2.1.** This Policy applies to the Company and must be followed by all its applicable internal bodies and teams and must be applied to the appointment of candidates to its Board of Directors, to the respective advisory committees, to its Statutory Executive Board and to its Fiscal Council, when installed.

#### 3. GUIDELINES

**3.1.** The Company's Corporate Governance, Sustainability and Nominating Committee ("<u>Governance Committee</u>") shall be responsible for examining the candidates for the Company's Board of Directors, its advisory committees and its Statutory Executive Board and



transmitting the result of its analysis to the Company's bodies responsible for electing candidates or preparing a proposal for submission to the Company's shareholders for the election of candidates. This analysis shall be based on the candidates' professional experience, technical training, economic, social and cultural representativeness, vision of the future of the business and sustainability, as well as on the other criteria indicated below for each body and on the candidates' compliance with other internal rules and policies of the Company, and may, to this end, take into account the opinions of the Company's Compliance area and interview the candidates together with members of the Company's Board of Directors, as the case may be.

## 3.2. Criteria and Procedures for Appointing Members of the Board of Directors

**3.2.1.** The Company's Board of Directors is made up of a minimum of 3 (three) and a maximum of 9 (nine) members, all elected and dismissed by the General Meeting, with a unified term of office of 2 (two) years, re-election being permitted, with a minimum number of independent directors under the terms of the Novo Mercado Regulations ("<u>Independent Directors</u>").

**3.2.2.** The characterization of the nominees to the Board of Directors as Independent Directors must be decided at the General Meeting that elects them, and the director(s) elected through the option provided for in article 141, paragraphs 4 and 5 of the Corporation Law, in the event of a controlling shareholder, shall also be considered independent.

**3.2.3.** The nomination process for the Company's Board of Directors must be conducted in accordance with the applicable legislation, the Bylaws, the Regulations of the Board of Directors and other applicable internal rules. Nominations must also aim for the best corporate governance practices, with a view to complementing knowledge, experience, behavior, skills and abilities, cultural aspects, academic background and availability of time to perform the role, as well as diversity in terms of gender, sexual orientation, race, age group and the inclusion of people with disabilities, to allow the Company to benefit from a plurality of arguments and a decision-making process with greater quality and security.

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**3.2.4.** The appointment of members to the Board of Directors must comply with the following criteria, in addition to the legal requirements, in particular article 147 of the Brazilian Corporate Law, regulations, and those expressed in the Bylaws:

- a) alignment and commitment to the company's values and principles;
- b) outstanding and appropriate professional, technical or academic experience;
- c) personal integrity and an unblemished reputation;
- d) professional experience in a wide range of subjects;
- e) be familiar with financial management and other areas of business administration, possessing the skills and experience necessary for the job;
- f) has not been the subject of an unappealable decision by the Brazilian Securities Exchange Commission ("CVM"), the Central Bank of Brazil or the Superintendence of Private Insurance suspending or disqualifying him/her, which has rendered him/her ineligible to hold the position of director of a publicly traded company;
- g) have not been barred by special law, or convicted of bankruptcy, malfeasance, active or passive corruption, concussion, embezzlement, crimes against the popular economy, public faith, property or the national financial system, or criminal penalties that bar access to public office;
- h) have no conflict of interest with the Company; and
- availability of time to devote adequately to the role and responsibility assumed, which goes beyond attendance at Board meetings and prior reading of the documentation supporting such meetings.

**3.2.5.** In order to ensure that the Company benefits from the plurality and complementarity of opinions in the decision-making process, the Governance Committee will be responsible for the prior assessment of the profile of the members appointed or to be appointed to the Board of Directors, including verification of the independence criteria of the Novo Mercado



Regulations, when applicable, and the absence of impediments, thus aiming to avoid redundancy of knowledge and experience, in addition to amplifying diversity, one of the Company's values, on the Board of Directors as well. The prior assessment of the Governance Committee is not binding on the decision of the Company's Management or the Board of Directors regarding the candidates to be nominated.

**3.2.6.** The nomination of candidates to the Board of Directors may be made by the Company's Management, as well as by any shareholder or group of shareholders, respecting the criteria established above and the provisions of CVM Resolution 81, March 29, 2022, as amended, and applicable legislation.

- a) If the shareholder submits a nomination of a candidate to the Board of Directors, this request must be accompanied by a copy of the nominee's declaration of disqualification or a declaration by the shareholder that he/she has obtained from the nominee the information that he/she is in a position to sign this instrument, indicating any reservations, under the terms of CVM Resolution 80 of March 29, 2022, as amended, as well as the candidate's CV, which must contain at least his/her qualifications, a summary of his/her professional experience, education, main professional activity, in addition to the positions he/she currently holds in other companies.
- b) Subject to the other regulatory requirements, the Board of Directors must include, in the management proposal for the meeting in question, its manifestation contemplating: (a) the adherence of each candidate for the position of member of the Board of Directors to this Nominating Policy, and may question them, including through the Governance Committee, on any aspect provided for in clause The appointment of members to the Board of Directors must comply with the following criteria, in addition to the legal requirements, in particular article 147 of the Brazilian Corporate Law, regulations, and those expressed in the Bylaws: ; and (b) as the case may be, the reasons, in the light of the provisions of the Novo Mercado Regulations and the statement mentioned in item (c) below, for which the classification of each candidate as an Independent Director is verified.



c) The nominee for Independent Board Member must submit a declaration attesting to their compliance with the independence criteria established in the Novo Mercado Regulations, including the respective justification, if any of the situations set out in paragraph 2 of section 16 of said regulations are verified (and except for the provisions of section 17, sole paragraph).

**3.2.7.** The proposal to re-elect the members of the Board of Directors must consider their individual assessments.

**3.2.8.** The Board of Directors must annually assess and disclose who the Independent Directors are and indicate and justify any circumstances that may compromise their independence. The following are situations that could potentially compromise the independence of a member of the Board of Directors, without prejudice to others:

- a) have acted as a manager or employee of the Company, of a shareholder with a relevant stake or of a group;
- b) of control, of an independent auditor who audits or has audited the company, or of a nonprofit organization that receives significant financial resources from the company or its related parties;
- c) have acted, either directly or as a partner, shareholder, director or officer, in a relevant business partner of the Company;
- d) have close family ties or significant personal relationships with shareholders, directors or officers of the Company; or
- e) having served an excessive number of consecutive terms as a director of the Company.

## 3.3. Criteria and Procedures for Appointing Members of the Statutory Audit Committees

**3.3.1.** The Company has a permanent Statutory Audit Committee ("<u>Audit Committee</u>"), which is an advisory body linked to the Board of Directors.



**3.3.2.** The Audit Committee is made up of at least 3 (three) members, at least 1 (one) of whom is an Independent Director, and at least 1 (one) of whom must have recognized experience in corporate accounting matters, under the terms of the regulations issued by the CVM which provide for the registration and exercise of independent auditing activities within the scope of the securities market and define the duties and responsibilities of the directors of audited entities in their relationship with independent auditors, without prejudice to the additional requirements and provisions set out in the Audit Committee's Internal Regulations which must be observed, including the need for the majority of its members to be independent in accordance with the independence criteria set out in the CVM regulations mentioned in this item 3. 3.2.

**3.3.3.** The same member of the Audit Committee may accumulate the characteristics of Independent Director and specialist in corporate accounting referred to in item 3.3.2 above.

**3.3.4.** The appointment of members of the Company's Audit Committee shall comply with the following criteria:

- a) alignment and commitment to the company's values and principles;
- b) personal integrity and an unblemished reputation;
- c) has not been the subject of an unappealable decision by the CVM, the Central Bank of Brazil or the Superintendence of Private Insurance suspending or disqualifying him/her, which has rendered him/her ineligible to hold the position of director of a publicly traded company;
- d) have not been barred by special law, or convicted of bankruptcy, malfeasance, active or passive corruption, concussion, embezzlement, crimes against the popular economy, public faith, property or the national financial system, or criminal penalties that bar access to public office;
- e) have no conflict of interest with the Company; and



f) availability of time to devote adequately to the role and responsibility assumed, which goes beyond attendance at Board meetings and prior reading of the documentation supporting such meetings.

**3.3.5.** The nomination of candidates for members of the Audit Committee may be made by any member of the Board of Directors or by the Governance Committee, and the Governance Committee must carry out the prior assessment provided for in items **Erro! Fonte de referência não encontrada.** e The appointment of members of the Company's Audit Committee shall comply with the following criteria: above in relation to such candidates.

**3.3.6.** The proposal to re-elect the members of the Audit Committee must consider their individual assessments.

**3.3.7.** Directors of the Company, directors of the Company's subsidiaries, the Company's controlling shareholder, affiliates or companies under common control are prohibited from being members of the Audit Committee.

# 3.4. Criteria and Procedures for Appointing Members of Non-Statutory Board Advisory Committees

**3.4.1.** The non-statutory advisory committees to the Board of Directors ("<u>Non-Statutory</u> <u>Advisory Committees</u>") aim to improve the performance of the Board of Directors' duties. The Non-Statutory Advisory Committees are linked to the Board of Directors. In addition, the scope, composition and operation of each committee will be defined by the Board of Directors in the resolution approving its creation, by means of its own internal regulations.

**3.4.2.** The company has three (3) non-statutory advisory committees, namely: (i) the People, Culture and Remuneration Committee; (ii) the Finance and Investment Committee; and (iii) the Governance Committee, all made up of a minimum of three (3) and a maximum of five (5) members elected by the company's Board of Directors.

**3.4.3.** When setting up each Non-Statutory Advisory Committee, the appointment criteria set out in this Policy must be observed, as well as the guidelines and duties approved by the Board of Directors.



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**3.4.4.** Each Non-Statutory Advisory Committee shall have one (1) Coordinator or Chairman, elected by the Board of Directors and whose duties shall be determined in the respective committee's internal regulations.

**3.4.5.** The nomination of candidates for the Non-Statutory Advisory Committees may be made by any of the members of the Company's Board of Directors, and the Governance Committee shall make a prior assessment of such candidates in a manner similar to that provided for the Board of Directors and/or Audit Committee, as applicable, subject to the criteria indicated in item 3.3.4 above.

**3.4.6.** In any case, the nomination of candidates for the Non-Statutory Advisory Committees must comply with the specific eligibility or ineligibility requirements laid down in the internal regulations of each of the respective committees, as in force at the time of the election.

# 3.5. Criteria and Procedures for Appointing Members of the Statutory Executive Board

**3.5.1.** The Statutory Executive Board shall be made up of a minimum of three (3) and a maximum of eight (8) members, whether shareholders or not, elected and dismissed by the Board of Directors, with one (1) necessarily appointed to the position of Chief Executive Officer and one (1) necessarily appointed to the position of Investor Relations Officer, and there may also be one (1) Financial Administrative Officer, one (1) Commercial Vice-President Officer, one (1) Operations Vice-President Officer and the other Vice-President Officers and Officers without special designation, with the possibility of combining these positions. The specific duties and designations of each of the Officers shall be defined by the Board of Directors.

**3.5.2.** The Statutory Executive Board should be made up of highly qualified professionals with notable and adequate professional, technical or academic experience, who know how to harmoniously combine the interests of the company, shareholders, managers and associates, as well as the company's social and environmental responsibility, guided by legality and ethics. The appointment should also aim to form a group that is aligned with and committed to the Company's principles and values, taking diversity into account, including



diversity of gender, sexual orientation, race, age group and inclusion of people with disabilities, with the aim of being filled by people with complementary skills and experience and the abilities to implement the strategies, face the challenges and achieve the Company's objectives, as well as aspects related to succession.

**3.5.3.** The nomination and election of candidates for the positions that make up the Statutory Executive Board shall be the responsibility of the Company's Board of Directors, and the Governance Committee shall carry out the prior assessment provided for in the item above and in item The appointment of the Company's Directors shall comply with the following criteria, according to their function and in addition to those expressed in the Bylaws: below in relation to such candidates.

**3.5.4.** The proposal to re-elect the members of the Statutory Executive Board must consider their individual assessments.

**3.5.5.** The appointment of the Company's Directors shall comply with the following criteria, according to their function and in addition to those expressed in the Bylaws:

- a) alignment and commitment to the company's values and principles;
- b) personal integrity and an unblemished reputation;
- c) competence and professional experience compatible with the position for which they have been appointed;
- d) skills to implement strategies, face challenges and achieve the Company's objectives;
- e) has not been the subject of an unappealable decision by the CVM, the Central Bank of Brazil or the Superintendence of Private Insurance suspending or disqualifying him/her, which has rendered him/her ineligible to hold the position of director of a publicly traded company;
- f) has not been barred by special law, or convicted of bankruptcy, malfeasance, active or passive corruption, concussion, embezzlement, crimes against the popular economy, public



faith, property or the national financial system, or criminal penalties that bar access to public office; and

g) have no conflict of interest with the Company.

**3.5.6.** The election of the Executive Board shall preferably take place at the first meeting of the Board of Directors held after the ordinary general meeting that elects the members of the Board of Directors.

## 3.6. Criteria and Procedures for Appointing Members of the Audit Board

**3.6.1.** The appointment and procedures required for the election of members of the Company's Fiscal Council, when requested by its shareholders, will be carried out in accordance with the Brazilian Corporation Law and other applicable regulations.

## 4. FINAL PROVISIONS

**4.1.** This Policy may be amended with the prior approval of the Company's Board of Directors, whenever it deems it necessary and/or because of legislative and regulatory changes or changes to the Company's corporate governance documents.

**4.2.** The Governance Committee is the body responsible for implementing the procedures necessary to comply with the rules of this Policy and for monitoring them.

**4.3.** Any questions regarding the provisions of this Policy or the application of any of its provisions should be addressed directly to the Chairman of the Governance Committee, who will provide the necessary clarification or guidance and should consult the Board of Directors in the event of contradictions or omissions, as well as when he deems it necessary.

**4.4.** In the event of a conflict between the provisions of this Policy and the Bylaws, the provisions of the Bylaws shall prevail and, in the event of a conflict between the provisions of this Policy and the legislation in force, the provisions of the legislation in force shall prevail.



**4.5.** Violations of the terms of this Policy will be examined at a meeting of the Board of Directors, which will adopt the appropriate measures, after evaluation by the Governance Committee.

**4.6.** This Policy comes into force on the date of its approval and may be consulted on the Company's websites (https://ri.assai.com.br/), CVM (gov.br/cvm) and B3 (b3.com.br).