

## 1. OBJECTIVE

Establish the rules, guidelines and methods to be observed for the appointment of members of the Board of Directors, its Committees and the Company's Statutory Board, valuing the best corporate governance practices, transparency and diversity.

## 2. APPLICATION

The rules established in this Policy apply to the Company and to the members of the Board of Directors, its Committees and the Statutory Board, as applicable.

## 3. RESPONSIBLE MANAGERS

People, Management and Sustainability Department;  
Legal, Governance, Risks and Compliance Vice-presidency  
ESG Committee;  
Administrative Council.

## 4. DESCRIPTION

### 4.1. Introduction

4.1.1. This Policy for Appointing Members of the Board of Directors, its Committees and Statutory Board of M. Dias Branco S/A Indústria e Comércio de Alimentos ("Policy") aims to establish the rules, guidelines and methods to be observed for the appointment of the members of the Board of Directors, its Committees and the Company's Statutory Board, valuing the best corporate governance practices, transparency and diversity.

### 4.2. Principles

- 4.2.1. In addition to observing the provisions of the documents, legislation and regulations mentioned in the references of this policy (and in any shareholder agreements filed at the Company's headquarters), nominations for Eligible Positions must always be aligned with the best interests of the Company, and it is essential that they are professionals committed to the values and culture of M. DIAS BRANCO, able to contribute to the implementation of the Company's strategic direction, in addition to having professional and/or technical and/or academic experience, compatible with the position for which they are being appointed .
- 4.2.2. Nominations for Eligible Positions must also consider, whenever possible, the diversity of gender, age, academic training, and professional experience, as well as the complementarity of skills and availability of time to perform the function.

PREPARED BY:

RAFAEL SAMPAIO ROCHA

APPROVED BY:

DANIEL MOTA GUTIERREZ

4.2.3. The appointment process for Eligible Positions must be guided by transparency, so that all information that is of interest to them is made available to interested parties and not just that imposed by provisions of laws or regulations.

4.2.4. Nominations for Eligible Positions, as applicable, must consider legal requirements and prohibitions, including, but not limited to, articles 145 to 147 of the Brazilian Corporation Law and CVM Resolution No. 80.

### 4.3. Nomination procedures

#### 4.3.1. Administrative Council:

4.3.1.1. The composition of the Board of Directors must be evaluated to ensure the complementarity of its members' skills.

4.3.1.2. The election of members of the Board of Directors will be carried out by the General Meeting, as provided for in the Company's Bylaws and applicable legislation.

4.3.1.3. The Board of Directors must be composed of at least 20% (twenty percent) of independent members, as defined in the B3 Novo Mercado Regulations.

4.3.1.3.1. Anyone who:

- (i) is a direct or indirect controlling shareholder of the Company;
- (ii) their voting rights at meetings of the Board of Directors are bound by a shareholders' agreement that focuses on matters related to the Company;
- (iii) is a spouse, partner or relative, in a direct or collateral line, up to the second degree of the controlling shareholder, of the Company's administrator or of the controlling shareholder's administrator; and
- (iv) was, in the last 3 (three) years, an employee or director of the company or its controlling shareholder.

4.3.1.3.2. Still for the purposes of verifying the independent director's qualifications, the situations described below must be analyzed in order to verify whether they imply a loss of independence of the independent director due to the characteristics, magnitude and extent of the relationship:

- (i) is related up to the second degree of the controlling shareholder of the Company's administrator or of the controlling shareholder's administrator;
- (ii) was, in the last 3 (three) years, an employee or director of affiliated companies, controlled or under common control;
- (iii) has commercial relations with the Company, its controlling shareholder or associated companies, controlled or under common control;
- (iv) holds a position in a company or entity that has commercial relations with the Company or its controlling shareholder who has decision-making power in the conduct of the activities of said company or entity;
- (v) receives other remuneration from the Company, its controlling shareholder, associated companies,

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DANIEL MOTA GUTIERREZ

controlled companies or under common control in addition to that related to acting as a member of the Board of Directors or Committees of the Company, its controlling shareholder, its associated companies, controlled companies or under common control common, except cash payments arising from participation in the Company's share capital and benefits arising from supplementary pension plans.

- 4.3.1.4. In addition to the provisions of Clause 4.2 above, the proposal for re-election of the members of the Board of Directors must consider their performance during the period, their experience, attendance at meetings during the previous term, as well as the assessment of the benefit of their replacement. and renewal of the Board of Directors, when compared to its permanence and re-election. Furthermore, it is recommended that the Board of Directors have in its composition professionals with experience in diverse topics.
- 4.3.1.5. Nomination Process. The appointment of members to form the Board of Directors may be carried out by administrators or any shareholders of the Company, in accordance with the Brazilian Corporation Law, CVM Resolution No. 81 and applicable legislation.
- 4.3.1.5.1. The shareholder who wishes to nominate candidates for the Board of Directors may notify the Company in writing informing the full name and qualifications of the candidates, from the first business day of the fiscal year in which the General Meeting will be held and up to the 25th (twenty-five) days before the date of its holding, in the case of an Ordinary General Meeting; or from the first business day after the occurrence of an event that justifies the calling of a General Meeting to elect members of the Board of Directors and up to 25 (twenty-five) days before the date of the Meeting, in the case of an Extraordinary General Meeting convened for this purpose.
- 4.3.1.5.2. Pursuant to art. 3 of Annex K of CVM Resolution No. 80, as applicable, the shareholder who submits the nomination for a member of the Board of Directors must present, in the same act:
- (i) copy of the clearance declaration instrument, in accordance with art. 2nd of Annex K of CVM Resolution No. 80, or declare that it has obtained from the nominee the information that it is in a position to sign such an instrument, indicating any reservations;
  - (ii) CV of the nominated candidate, containing, at a minimum, his qualifications, professional experience, education, main professional activity currently carried out and indication of which positions he holds on administrative, supervisory or advisory boards in other companies and compliance with the requirements of Clause 4.2 of this Policy; and
  - (iii) the information indicated in items 7.3 to 7.6 of the Company's Reference Form, as provided for by CVM Resolution No. 81.
- 4.3.1.5.3. Compliance with the principles and requirements established in this Policy, as well as, when applicable, the requirements for qualifying candidates as independent directors, will be verified by the People and Management Committee, which (i) will send to the Company's management an opinion containing recommendations regarding the classification of candidates for election or re-election, and (ii) will assist the Board of Directors in preparing the statement required by art. 25, sole §, of the B3 Novo Mercado Regulations.
- 4.3.1.6. The new members of the Board of Directors, after their appointment and signing of the term of

PREPARED BY:

RAFAEL SAMPAIO ROCHA

APPROVED BY:

DANIEL MOTA GUTIERREZ

office, must participate in the Company's Integration Program, so that said members are introduced to the company's key people and to its facilities in a timely manner. On the occasion, essential topics for understanding the Company's business will also be addressed.

**4.3.2. Advisory Committees to the Board of Directors:**

4.3.2.1. The composition of the Committees must be evaluated to ensure the complementarity of their members' skills.

4.3.2.2. Subject to the provisions of Clause 4.2 above, the Board of Directors must appoint to the composition of the Committees qualified professionals in accordance with the areas of competence of their respective Committees, with the potential to serve the best interests of the Company and the shareholders, guided by ethics and best governance practices.

4.3.2.3. The re-election of Committee members must take into account their performance during the period, adherence to the Company's values and strategic direction, their experience, attendance at meetings during the previous term, as well as the assessment of the benefit of their replacement and renewal of the Committee, when compared to its permanence and re-election.

4.3.2.4. Nomination Process. The appointment and election of Committee members will be carried out by the Company's Board of Directors, in accordance with the respective internal regulations, the Brazilian Corporation Law, the Company's Bylaws and applicable legislation.

4.3.2.4.1. Compliance with the principles and requirements established in this Policy will be verified by the People and Management Committee, which will send an opinion to the Company's Board of Directors containing recommendations regarding the classification of candidates for election or re-election.

**4.3.3. Statutory Board:**

4.3.3.1. Subject to the provisions of Clause 4.2 above, the Board of Directors must appoint to the composition of the Statutory Board professionals who know how to combine, in a harmonious manner, the interests of the Company, shareholders, managers and employees, as well as committed to the sustainability of the business, with social and environmental responsibility, aligned with the Company's strategic demands, guided by legality and ethics.

4.3.3.2. The proposal for re-election of Directors must be based on their annual evaluation, in which performance indicators are considered, such as financial, market, process efficiency, people management, governance, compliance, integrity and alignment with M's values and strategy. WHITE DAYS.

4.3.3.3. Nomination Process. The appointment and election of members of the Statutory Board will be carried out by the Company's Board of Directors, in accordance with the Corporations Law, the Company's Bylaws and applicable legislation.

4.3.3.3.1. Compliance with the principles and requirements established in this Policy will be verified by the People and Management Committee, which will send an opinion to the Company's Board of Directors containing recommendations regarding the classification of candidates for election or re-election.

PREPARED BY:

RAFAEL SAMPAIO ROCHA

APPROVED BY:

DANIEL MOTA GUTIERREZ

#### 4.4. Prohibitions on indication

4.4.1. It is prohibited to appoint and/or remain as a member of an Eligible Position:

- (i) representative of a regulatory body to which the Company is subject;
- (ii) of former public agents, during the quarantine period provided for in the legislation, when applicable.
- (iii) of a person who has served, in the last 36 (thirty-six) months, as a statutory national leader of a political party or as a mandate holder in the legislative branch of any federative entity.

4.4.2. Without prejudice to the provisions above, with the assistance of the People and Management Committee, the Board of Directors, or the Statutory Board, as the case may be, will evaluate other potential conflicts that make the appointment and/or retention for an Eligible Position not recommended.

#### 4.5. People and management committee

4.5.1. The People and Management Committee is an advisory body to the Company's Board of Directors, established for the purpose of (i) examining candidates nominated for Eligible Positions based on the guidelines and rules established in this Policy; and (ii) formulate its recommendations, to be approved by a simple majority of votes, regarding the classification of candidates for Eligible Positions with the guidelines and rules established in this Policy ("People and Management Committee").

4.5.2. The People and Management Committee will be composed of at least 5 (five) members, including the President, the Vice-President of Administration and Development, the Executive Director of People, Management and Sustainability, the Vice President of Legal, Governance, Risks and Compliance and an independent member of the Board of Directors.

4.5.3. The People and Management Committee will meet whenever called by any of its members, and it is certain that all decisions of the People and Management Committee will be taken by the majority of its members.

4.5.3.1.1. Calls will be made by electronic communication as far in advance as the subject in question requires and allows, and meetings will take place at the Company's headquarters, except when exceptional conditions recommend holding them in another location. Participation in meetings may also occur via telephone conference, video conference or any other means of remote communication, with voting permitted electronically.

4.5.3.1.2. The decisions of the People and Management Committee will be expressed in the form of an opinion, which must contain the vote of each of its members for each candidate evaluated.

#### 4.6. Responsibilities

4.6.1. The Board of Directors is responsible for:

- ✓ Approve any changes and revisions to this Policy;
- ✓ Regulate omissions from this Policy;
- ✓ Process non-compliance with the obligations and rules established in this Policy and resolve on

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RAFAEL SAMPAIO ROCHA

APPROVED BY:

DANIEL MOTA GUTIERREZ

it, as applicable.

**4.6.2. The Statutory Board is responsible for:**

- ✓ Process non-compliance with the obligations and rules established in this Policy and resolve on it, as applicable.

**4.6.3. The People and Management Committee is responsible for:**

- ✓ Examine candidates nominated for Eligible Positions based on the guidelines and rules established in this Policy.
- ✓ Formulate your recommendations regarding the classification of candidates for Eligible Positions within the guidelines and rules established in this Policy.

**4.7. VIOLATION OF POLICY**

Failure to comply with this Policy will subject the offender to disciplinary sanctions, in accordance with the Company's internal rules (eg the Company's Code of Ethics), without prejudice to applicable administrative, civil and criminal sanctions, attributable by the competent authorities, including, but not limited to to capital market regulatory bodies (eg CVM).

**5. GLOSSARY**

“Stock Exchanges” - B3, as well as any other stock exchanges on which Securities issued by M. DIAS BRANCO are admitted to trading, in Brazil or abroad.

“B3” - B3 SA - Brazil, Stock Exchange, Counter.

“Eligible Positions” - Members of the Directors Board, its Committees, and the Company's Statutory Board.

“Company” or “M. DIAS BRANCO” - M. Dias Branco S/A Indústria e Comércio de Alimentos.

“CVM” - The Securities and Exchange Commission.

“Market Entities” - Stock Exchanges or group of organized over-the-counter market entities in which securities issued by the Company are or will be admitted to trading, as well as equivalent entities in other countries.

“CVM Resolution No. 80” - CVM Resolution No. 80, of March 29, 2022, as amended.

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**6. CHANGE HISTORY**

Revision	Latest Changes
2	TEMPLATE ADJUSTMENT

PREPARED BY: RAFAEL SAMPAIO ROCHA	APPROVED BY: DANIEL MOTA GUTIERREZ
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