
AUDIT COMMITTEE CHARTER

JBS N.V.

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1 Introduction

- 1.1 This charter is the charter (**Audit Committee Charter**) of the audit committee (**Audit Committee**) of the board of directors (**Board**) of JBS N.V. (**Company**).
- 1.1 Capitalized terms used but not otherwise defined in this Audit Committee Charter have the meaning set forth in the list of definitions included in the regulations of the Board (**Regulations**).
- 1.2 This Audit Committee Charter was adopted by the Board on 2 June 2025, effective on 13 June 2025, and remains in full force and effect until amended or terminated (in whole or in part).

2 Role and responsibilities

- 2.1 The Audit Committee undertakes to assist the Board in its oversight of the integrity and quality of the Company's financial statements and other financial information and the effectiveness of the Company's internal risk management and control systems, the Company's compliance with legal and regulatory requirements, the qualifications, independence and performance of the Auditor and the performance of the Company's internal audit department. The Audit Committee shall also oversee the preparation of any Audit Committee disclosure as required by the U.S. Securities and Exchange Commission (**SEC**) or the NYSE.
- 2.2 The duties and responsibilities of the Audit Committee shall include:
- (a) pre-approve all auditing services and non-audit services (other than prohibited non-audit services under the Securities Exchange Act of 1934, as amended (**Exchange Act**)) to be provided to the Company by the Auditor;
 - (b) reviewing with senior management and the Auditor the annual and periodic financial statements of the Company prior to public dissemination or filing with the SEC, including the Company's disclosures under "Operating and Financial Review and Prospects" or "Management's Discussion and Analysis of Financial Condition and Results of Operations", as applicable;
 - (c) reviewing the integrity of the Company's financial reporting processes in consultation with the Auditor, management and the internal auditors (or other personnel or service providers responsible for the internal audit function). In that connection, the Audit Committee must obtain and discuss with management and the Auditor reports from management and the Auditor regarding:
 - (i) all critical accounting policies and practices to be used by the Company;
 - (ii) analyses prepared by management and/or the Auditor setting forth significant financial reporting issues and judgments made in connection with the

preparation of the financial statements, including all alternative treatments of financial information related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the Auditor;

- (iii) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - (iv) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
 - (v) any other material written communications between the Auditor and the Company's management;
- (d) discussing with management generally the types of financial information (including earnings guidance, and paying particular attention to any use of pro forma or adjusted financial or non-IFRS information) to be disclosed in earnings press releases and earnings calls, as well as to analysts and rating agencies;
 - (e) supervising and monitoring, and discussing with and advising the Board on, the effectiveness of the design and operation of the internal risk management and control systems (namely, with respect to risk assessment, implementation and monitoring of effectiveness), including supervising the enforcement of the relevant legislation and regulations, and supervising the effect of codes of conduct;
 - (f) supervising the submission of financial information by the Company (including reviewing the choice of accounting policies, application and assessment of the effects of new rules, and initiatives, off-balance sheet structures (if any), information about the handling of estimated items in the financial statements, forecasts, work of the Company's internal auditor and the Auditor) and reporting regularly to the Board;
 - (g) supervising the compliance with recommendations and observations of the Company's internal auditor and the Auditor and any other external party involved in auditing the sustainability reporting;
 - (h) supervising the functioning of the internal audit function, in particular co-determining the plan of action for the internal audit function, taking note of the findings and considerations of the internal audit department and giving an opinion on the way in which the internal audit function fulfils its responsibility to the Board;
 - (i) supervising the policy of the Company on tax planning;
 - (j) supervising the financing of the Company;

- (k) periodically meeting separately with management, with the internal audit function and with the Auditor;
- (l) submitting the nomination for the appointment of the Auditor to the General Meeting, giving due consideration to the Executive Directors' observations of the work of the Auditor, supervising the Auditor's functioning and resolving on the engagement of the Auditor;
- (m) overseeing the Auditor, and, for the avoidance of doubt, the Audit Committee shall be directly responsible for the compensation and oversight of the work of the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting), who shall report directly to the Audit Committee;
- (n) obtaining and reviewing a report by the Auditor: (i) describing such Auditor's internal quality-control procedures; and (ii) describing any material issues raised by the most recent internal quality-control review, or peer review, of the Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such Auditor, and any steps taken to deal with any such issues;
- (o) informing the Board of the outcome of the statutory audit and explaining how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit Committee was in that process;
- (p) monitoring the financial reporting process and submitting recommendations or proposals to ensure its integrity;
- (q) determining whether and, if so, how the Auditor shall be involved in the content and publication of financial reports other than the financial statements;
- (r) reviewing with the Auditor any audit problems or difficulties and management's response, including any significant disagreements with management;
- (s) issuing a recommendation on the appointment and dismissal of the senior internal auditor;
- (t) approving the Annual Accounts, the annual budget and major capital expenditures of the Company;
- (u) reviewing and approving "related party transactions" in accordance with the Company's related party transaction policy and procedures;
- (v) preventing conflicts of interest, determining whether a conflict of interest exists and deciding on dealing with and approving conflicts of interest regarding directors and majority shareholders in relation to the Company;
- (w) monitoring the operation of the procedure for reporting actual or suspected misconduct or irregularities, appropriate and independent investigations into signs of misconduct or

irregularities, and, if an instance of misconduct or irregularity has been discovered, an adequate follow-up of any recommendations for remedial actions;

- (x) establishing procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and review any complaints or concerns received pursuant to such procedures; and
- (y) reviewing and discussing risks related to cybersecurity and the Company's controls and practices to manage cybersecurity risk.

2.3 In accordance with the Exchange Act, the Audit Committee may delegate the authority to grant pre-approvals of audit and permitted non-audit services referred to in Article 2.2 paragraph (a) of this Audit Committee Charter (provided that any such pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting) to one or more of its members, and the Audit Committee may establish pre-approval policies and procedures for the engagement of the Auditor, receiving written statements from the Auditor delineating all relationships between the Auditor and the Company, discussing with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and recommending any appropriate actions to be taken.

2.4 The Audit Committee shall, together with the Executive Directors and the Auditor, be involved in the drawing up of the audit plan by the internal audit function.

2.5 The Audit Committee and the Auditor shall discuss the audit plan and the findings of the Auditor based on the work the Auditor has undertaken. The Audit Committee shall discuss with the Auditor:

- (a) the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the Auditor in the audit plan; and
- (b) based also on the documents from which the audit plan was developed, the findings and outcomes of the audit work on the financial statements and the management letter.

2.6 The Audit Committee shall report to the Board on its deliberations and findings. This report must, at least, include the following information:

- (a) the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;
- (b) the methods used to assess the effectiveness of the internal and external audit processes;
- (c) material considerations concerning financial and sustainability reporting; and

- (d) the way in which the material risks and uncertainties have been analyzed and discussed, along with a description of the most important findings of the Audit Committee.
- 2.7 The Audit Committee shall report annually to the Board on the functioning of, and the developments in, the relationship with the Auditor, in particular his/her/its independence. The Audit Committee shall confirm and evaluate the rotation of the audit partners on the audit engagement team as required by the Exchange Act, and the report shall *inter alia* address the desirability of rotation of partners within an audit firm that is responsible for the Company's audit, and the desirability of any non-auditing work for the Company by the Auditor. The selection and recommendation of the Auditor shall take into account the outcome of this report.
- 2.8 The Audit Committee shall establish clear hiring policies for employees or former employees of the Auditor in accordance with the Exchange Act.
- 2.9 The Auditor shall receive the financial information underlying the adoption of the quarterly or half yearly accounts and other interim financial reports and shall be given the opportunity to respond to all information.
- 2.10 The Auditor shall inform the Board and the chairman of the Audit Committee without delay if, during the performance of his/her duties, he/she discovers or suspects an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of a Director, the Auditor shall report this directly to the Chairman. If the actual or suspected misconduct or irregularity pertains to the functioning of the Chairman, the Auditor shall report this directly to the Vice-Chairman or, if the Vice-Chairman is an Executive Director, the Non-Executive Director designated by the Board in accordance with Article 8.3 of the Regulations.
- 2.11 Every Non-Executive Director shall have access to all books and records of the Audit Committee.

3 Alignment

The chairman of the Audit Committee will, subject to applicable laws, provide the chairmen of the Compensation Committee, the Sustainability Committee and the Nominating Committee with copies of the agenda and minutes of meetings of the Audit Committee, so as to enable the chairmen of these committees to provide input to the Audit Committee if and when required and/or appropriate.

4 Composition and size Audit Committee

- 4.1 The Audit Committee shall consist of at least three members. Each member of the Audit Committee shall be independent within the meaning of Rule 10A-3 under the Exchange Act and the listing rules of the NYSE. In addition, more than half of the members of the Audit Committee, including the chairman of the Audit Committee, shall be independent within the meaning of the Code.

- 4.2 All members of the Audit Committee must be Non-Executive Directors.
- 4.3 The Board shall appoint the members of the Audit Committee. The Board may substitute the members of the Audit Committee at any time.
- 4.4 All members of the Audit Committee must be “financially literate,” and at least one member of the Audit Committee must have “accounting or related financial management expertise” as determined by the Board. Additionally, at least one member of the Audit Committee shall qualify as an “audit committee financial expert” under the rules of the SEC.
- 4.5 No Director may serve as a member of the Audit Committee if such Director serves on the audit committees of more than three other companies of which the shares or stock are admitted to listing and trading on a U.S. recognized securities exchange, unless the Board has determined that such simultaneous service would not impair the ability of such Director to serve on the Audit Committee, and discloses this determination in the Company’s annual report.
- 4.6 The Audit Committee may not be chaired by the Chairman or by a former Executive Director. The chairman of the Audit Committee shall be designated by the Board.
- 4.7 The composition of the Audit Committee shall be mentioned in the Non-Executive Directors Report.
- 4.8 The Company Secretary shall act as the secretary to the Audit Committee.
- 4.9 No member of the Audit Committee may receive, directly or indirectly, any compensation from the Company other than remuneration paid to Non-Executive Directors for service on the Board or a Committee thereof.
- 4.10 The chairman of the Audit Committee or one of the other Audit Committee members shall use its best efforts to be available to answer questions about the Audit Committee’s activities at the annual General Meeting.

5 Meetings of the Audit Committee

- 5.1 The Audit Committee shall hold at least four meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment, provided that all members of the Audit Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making. The quorum of any meeting shall be two members.
- 5.2 The Audit Committee shall meet with the Auditor as often as it considers necessary, but at least once a year, without the presence of the Executive Directors.
- 5.3 The internal auditor (if present) and the Auditor shall attend the Audit Committee meetings, unless the Audit Committee determines otherwise. The Audit Committee shall decide whether and, if so, when the Chairman shall attend its meetings.

- 5.4 The convocation notices of an Audit Committee meeting shall be given in writing at such time that all the members of the Audit Committee are given opportunity to participate in and prepare themselves for the meeting ultimately eight days in advance. In urgent cases, the chairman of the Audit Committee may determine that the meeting shall be convened upon shorter notice. Any notice of the Audit Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision, shall be drawn up by the chairman of the Audit Committee. The other information and decision material for the meeting shall be circulated as soon as possible before the meeting.
- 5.5 The Company Secretary shall take minutes of the meeting. If the Company Secretary is not present at the meeting, the meeting may designate another secretary. The minutes shall be adopted in the same meeting or in a next meeting of the Audit Committee, and shall be signed by the chairman of the Audit Committee and/or the Company Secretary. A copy of the minutes will be sent to the Board.
- 5.6 If and when required, the chairman of the Audit Committee shall provide further information to the Board during its meetings on the results of the Audit Committee's discussions.
- 5.7 The number of meetings of the Audit Committee and the main items discussed shall be mentioned in the Non-Executive Directors Report.

6 Outside advisors

The Audit Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to engage independent legal counsel and other advisors as it deems reasonably necessary or appropriate. The Audit Committee shall have the authority to approve such firms' fees and other retention terms, as long as they are reasonably considered to be under market conditions. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of: (i) compensation to the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisors employed by the Audit Committee; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

7 Review

The Audit Committee shall from time to time review and assess the adequacy of this Audit Committee Charter and recommend any proposed changes to the Board. In addition, the Audit Committee shall annually review its own performance.

8 Amendment

The Board may amend this Audit Committee Charter and/or revoke any powers granted by it to the Audit Committee.

9 Regulations *mutatis mutandis* applicable

The relevant Articles of the Regulations shall apply *mutatis mutandis* to this Audit Committee Charter.

10 Website

This Audit Committee Charter, and any amendments thereto, shall be posted on the Company's website.