
NOMINATING COMMITTEE CHARTER

JBS N.V.

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1 Introduction

- 1.1 This charter is the charter (**Nominating Committee Charter**) of the nominating committee (**Nominating Committee**) of the board of directors (**Board**) of JBS N.V. (**Company**).
- 1.2 Capitalized terms used but not otherwise defined in this Nominating Committee Charter have the meaning set forth in the list of definitions included in the regulations of the Board (**Regulations**).
- 1.3 This Nominating 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 Without prejudice to the Regulations, the Nominating Committee advises the Board in relation to its responsibilities and shall prepare resolutions of the Board in relation thereto.
- 2.2 The Nominating Committee shall in any event have the following duties:
- (a) drawing up selection criteria and appointment procedures for Directors;
 - (b) periodically assessing the size and composition of the Board, and making a proposal to the Non-Executive Directors for a composition profile of the Board in line with the selection criteria and appointment procedures for Directors;
 - (c) periodically assessing the functioning of individual Directors and the Board as a whole (including as set forth in the Board Regulations), and reporting on this to the Board;
 - (d) making recommendations for Director appointments and reappointments and/or whether Directors already on the Board should stand for reelection;
 - (e) drawing up a plan for the succession of Directors;
 - (f) supervising the policy of the Board on the selection criteria, appointment procedures and evaluation of senior management;
 - (g) making recommendations to the Board, at such times as the Board deems appropriate, as to the independence of each Director;
 - (h) assisting the Board to evaluate the functioning of the Board as a whole and that of the individual Directors, to evaluate the functioning of the various Committees and to discuss the conclusions that must be attached to the evaluations;
 - (i) assisting the Board to conduct an annual review of the Global CEO's performance;

- (j) assisting the Board regarding the induction and education or training program for the Directors;
 - (k) recommend to the Board, as necessary and appropriate, an individual to serve as a Lead Independent Director, if applicable, as and to the extent described in the Board Regulations;
 - (l) evaluating candidates for nomination to the Board, including those recommended by shareholders on a substantially similar basis as it considers other nominees;
 - (m) together with the Board, providing an annual report on succession planning of Directors.
- 2.3 The Nominating Committee shall prepare recommendations for appointment of Directors, and the decision-making of the Board.
- 2.4 The Board shall receive a report from the Nominating Committee of their deliberations and findings, including identifying individuals qualified to become Directors.
- 2.5 The Nominating Committee shall periodically review and assess the effectiveness of the Regulations and recommend proposed changes to the Board.
- 2.6 The Nominating Committee may delegate its authority to subcommittees established from time to time by the Nominating Committee. Subcommittees shall consist of one or more members of the Nominating Committee or other Non-Executive Directors and shall report to the Nominating Committee. The Nominating Committee shall not delegate any authority to a subcommittee required by law, regulation or listing standard to be exercised by the Nominating Committee as a whole.

3 Alignment

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

4 Composition and size of Nominating Committee

- 4.1 The Nominating Committee shall consist of at least three members.
- 4.2 All members of the Nominating Committee must be Non-Executive Directors.
- 4.3 The Board shall appoint the members of the Nominating Committee. The Board may substitute the members of the Nominating Committee at any time.
- 4.4 The chairman of the Nominating Committee shall be designated by the Board.

- 4.5 Generally the term of office of a member of the Nominating Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Board as a whole and the other Committees from time to time.
- 4.6 The composition of the Nominating Committee shall be mentioned in the Non-Executive Directors Report.
- 4.7 The Company Secretary shall act as the secretary to the Nominating Committee.
- 4.8 The chairman of the Nominating Committee or one of the other Nominating Committee members shall use its best efforts to be available to answer questions about the Nominating Committee's activities at the annual General Meeting.

5 Meetings of the Nominating Committee

- 5.1 The Nominating Committee shall hold at least two 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 Nominating 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 a majority of the members of the Nominating Committee.
- 5.2 The convocation notices of a Nominating Committee meeting shall be given in writing, at such time that all the members of the Nominating 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 Nominating Committee may determine that the meeting shall be convened upon shorter notice. Any notice of the Nominating 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 Nominating Committee. The other information and decision material for the meeting shall be circulated as soon as possible before the meeting.
- 5.3 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 Nominating Committee, and shall be signed by the chairman of the Nominating Committee and/or the Company Secretary. A copy of the minutes will be sent to the Board.
- 5.4 If and when required, the chairman of the Nominating Committee shall provide further information to the Board during its meetings on the results of the Nominating Committee's discussions.
- 5.5 The number of meetings of the Nominating Committee and the main items discussed shall be mentioned in the Non-Executive Directors Report.

6 Outside Advisors

The Nominating Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Nominating Committee Charter. The Nominating Committee shall set the compensation and oversee the work of the executive search firm. The Nominating Committee shall also have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Nominating Committee Charter. The Nominating Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Nominating Committee shall receive appropriate funding from the Company, as determined by the Nominating Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

7 Review

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

8 Amendment

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

9 Regulations *mutatis mutandis* applicable

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

10 Website

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