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## **SUSTAINABILITY COMMITTEE CHARTER**

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**JBS N.V.**

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### 1 Introduction

- 1.1 This charter is the charter (**Sustainability Committee Charter**) of the environmental, social and governance committee (**Sustainability Committee**) of the board of directors (**Board**) of JBS N.V. (**Company**, unless the context requires otherwise, this term shall include the Company's subsidiaries).
- 1.2 Capitalized terms used but not otherwise defined in this Sustainability Committee Charter have the meaning set forth in the list of definitions included in the regulations of the Board (**Regulations**).
- 1.3 This Sustainability 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 General role and responsibilities

- 2.1 Without prejudice to the Regulations, the Sustainability Committee advises the Board in relation to its responsibilities as regards sustainability, environmental, social, corporate governance and other human capital matters (**Sustainability Matters**) and shall prepare resolutions of the Board in relation thereto.
- 2.2 The Sustainability Committee shall in any event have the following duties:
- (a) assist the Board in defining and regularly reviewing the Company's strategy relating to Sustainability Matters and in devising and setting relevant guidelines and metrics for the Board and the Company's Directors and executive officers;
  - (b) monitor, evaluate and provide guidance on the Company's policies, procedures, practices and initiatives with respect to Sustainability Matters and assess the effectiveness thereof to ensure they remain effective, up-to-date and consistent with relevant legal and regulatory requirements, industry standards and sustainability-related guidelines;
  - (c) oversee the Company's ongoing commitment to environmental stewardship and corporate social responsibility;
  - (d) oversee the Company's public disclosure on Sustainability Matters and its consistency thereof, including any sustainability reports, and, as appropriate, any financial reporting disclosures stemming from sustainability accounting standards;
  - (e) monitor actions or initiatives taken to prevent, mitigate and manage risks related to Sustainability Matters which are pertinent to its stakeholders, and provide guidance hereon; and

- (f) monitor and review any significant examination or audit by external auditors or regulators or key sustainability rating agencies on Sustainability Matters.

- 2.3 The Sustainability Committee may delegate its authority to subcommittees established from time to time by the Sustainability Committee. Subcommittees shall consist of one or more members of the Sustainability Committee or other Non-Executive Directors and shall report to the Sustainability Committee. The Sustainability Committee shall not delegate any authority to a subcommittee required by law, regulation or listing standard to be exercised by the Sustainability Committee as a whole.

### **3 Alignment**

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

### **4 Composition and size of Sustainability Committee**

- 4.1 The Sustainability Committee shall consist of at least three members. Subject to any applicable exemptions or transition periods, more than half of the members of the Sustainability Committee shall be independent within the meaning of the Code.
- 4.2 All members of the Sustainability Committee must be Non-Executive Directors.
- 4.3 The Board shall appoint the members of the Sustainability Committee. The Board may substitute the members of the Sustainability Committee at any time.
- 4.4 The chairman of the Sustainability Committee shall be designated by the Board.
- 4.5 Generally the term of office of a member of the Sustainability 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 Sustainability Committee shall be mentioned in the Non-Executive Directors Report.
- 4.7 The Company Secretary shall act as the secretary to the Sustainability Committee.
- 4.8 The chairman of the Sustainability Committee or one of the other Sustainability Committee members shall use its best efforts to be available to answer questions about the Sustainability Committee's activities at the annual General Meeting.

### **5 Meetings of the Sustainability Committee**

- 5.1 The Sustainability 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 Sustainability 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 Sustainability Committee.

- 5.2 The convocation notices of an Sustainability Committee meeting shall be given in writing, at such time that all the members of the Sustainability 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 Sustainability Committee may determine that the meeting shall be convened upon shorter notice. Any notice of the Sustainability 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 Sustainability Committee. The other information and decision material for the meeting shall be circulated as soon as possible.
- 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 Sustainability Committee, and shall be signed by the chairman of the Sustainability 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 Sustainability Committee shall provide further information to the Board during its meetings on the results of the Sustainability Committee's discussions.
- 5.5 The number of meetings of the Sustainability Committee and the main items discussed shall be mentioned in the Non-Executive Directors Report.

## **6 Review**

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

## **7 Amendment**

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

## **8 Regulations *mutatis mutandis* applicable**

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

## **9 Website**

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