

Rules of Procedure

BOARD OF DIRECTORS – CONAD

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1. Object of the regulation

Art. 1 These Internal Regulations govern the functioning of the Board of Directors of BB Tecnologia e Serviços, as well as its relationship with the other corporate bodies, in compliance with the provisions of the Bylaws and the legislation in force.

2. About the Board of Directors

Art. 2 The Board of Directors is the body that sets the general direction of the Company's business and whose mission is to protect and enhance the Company's assets and maximize the return on investment.

Art. 3 The Board of Directors has strategic, guiding, elective and supervisory powers, as provided for by law and the Bylaws, and does not include operational or executive functions.

Art. 4 The Board of Directors must be fully aware of the Company's beliefs, purpose and principles and ensure that they are improved.

Art. 5 The position of Member of the Board of Directors cannot be delegated.

3. Duties and powers of the Board of Directors

Art. 6 The duties and powers of the Board of Directors are, in addition to those provided for in the Bylaws and current legislation:

- I. approve the appointments of the members of the advisory committees;
- II. formally manifest itself when public offers are made for the acquisition of shares issued by the Company;
- III. ensure that the institution maintains adequate and sufficient levels of capital and liquidity.
- IV. establish a profitability target that ensures an adequate return on equity;
- V. determining, when it deems it necessary, the hiring of specialists or experts to better instruct the matters subject to its deliberation;
- VI. create or abolish, at any time and as necessary, committees to advise it;
- VII. approve the appointments of the members of the advisory committees;
- VIII. define the duties of the Internal Audit and regulate its operation;

- IX. setting the institution's risk appetite levels and reviewing them.
- X. ensure the institution's adherence to risk management policies, strategies and limits;
- XI. ensure the timely correction of deficiencies in the risk management structure and the capital management structure;
- XII. authorize, when necessary, exceptions to the policies, procedures, limits and risk appetite levels previously set.
- XIII. promote the dissemination of the risk management culture in the institution;
- XIV. ensure adequate and sufficient resources to carry out risk management and capital management activities in an independent, objective and effective manner;
- XV. ensure that the remuneration structure adopted by the institution does not encourage behavior that is incompatible with the levels of risk appetite set.

4. Composition and coating

Art. 7 The composition of the Board of Directors shall be described in the Company's Bylaws, as well as the term of office and the limit on reappointments of its members.

Sole Paragraph - The Minutes of the Meeting electing the Board of Directors must indicate the term of office.

Art. 8 It is up to the Council itself to elect its Chairman, as well as to appoint the respective substitute for absences or impediments.

Sole Paragraph - In the event of the absence or temporary impediment of both (Chairman and substitute), the remaining directors shall appoint, from among the other members, the one who will perform the duties of Chairman on an interim basis.

Art. 9 Members of the Board shall take office as soon as they sign the instrument of investiture, which must be delivered to the company by the first meeting in which the member takes part.

Art. 10 In the event that the board member is not invited to attend the meeting that elects him/her, the company must immediately inform the elected person of the appointment, ensuring that the communication has been received.

5. Functioning of the Board of Directors

Art. 11 The Board of Directors shall meet ordinarily once a month and extraordinarily whenever necessary, when convened by its Chairman or requested by any of its members, assessing the convenience and necessity of the meeting.

Sole Paragraph - Whenever the interests of the company so require, the Board of Directors may be convened at the request of the Chairman of the Company.

Art. 12 Meetings of the Board of Directors can only be convened with the presence of a majority of the Directors in office, and resolutions shall be adopted by a majority vote of those present.

Art. 13 In the event of a tied vote, the decision in which the President of the Council voted in favor shall prevail, and votes to the contrary and abstentions may be recorded in the minutes.

Art. 14 Meetings of the Board of Directors, whether ordinary or extraordinary, will preferably be held at the Brasília branch, and members may participate by videoconference, teleconference, among others.

Art. 15 The Board of Directors shall, at the first ordinary meeting of the year, establish the Work Plan for the year.

Art. 16 The Board of Directors shall, at the last ordinary meeting of the year, establish the calendar of ordinary meetings for the following financial year.

Art. 17 At the discretion of the Council, deliberations on any matter may be postponed or even removed from the agenda.

Art. 18 The Board shall hold a specific meeting at least once a year, without the presence of the company's chairman, to approve the Annual Internal Audit Activities Plan (PAINT) and the Annual Internal Audit Activities Report (RAINT).

Art. 19 Meetings of the Board of Directors must be recorded in brief minutes, stating the date, time, place, attendance, guests and anyone else who took part in the meeting, the matters dealt with, the clarifications provided, the new documents and reports requested. The relevant recommendations should also be recorded, and any outstanding requests should be reiterated.

Art. 20 The minutes shall be drawn up at the meeting and signed at the end.

Art. 21 Extracts from the minutes will be distributed after the meeting to the managers of the units concerned, in order to expedite the measures and procedures resulting from the deliberations of the Board

of Directors.

Art. 22 Board members shall be summoned to ordinary meetings at least seven days in advance and to extraordinary meetings at least forty-eight hours in advance, unless the board itself decides on a shorter period.

§ Paragraph 1 – The agenda shall be made available to Council members at least seven days in advance.

§ Paragraph 2 - In addition to the **members** of the Board of Directors, **members of the Executive Board**, as well as persons specially invited or summoned to provide clarification or information, shall take part in meetings for as long as necessary.

Art. 23 Without prejudice to the prohibition on directors from intervening in any corporate transaction in which they have a conflicting interest with that of the company, the director representing the employees shall not take part in discussions and deliberations on matters involving trade union relations, remuneration, benefits and advantages, including supplementary pension and assistance matters, in which case a conflict of interest is established.

§ Paragraph 1 - In matters where there is a conflict of interest of the board member representing the employees, in accordance with the provisions of the heading, the deliberation will take place at a meeting not attended by the aforementioned director.

§ Paragraph 2 - The director representing the employees on the Board of Directors shall be guaranteed access to the minutes of the meeting and the documents attached to the resolutions taken at the meeting referred to in paragraph 1 of this article within thirty days.

Art. 24 In the interest of confidentiality and information security, directors should attend meetings primarily in corporate environments (either BBTS's or their own) and with corporate equipment that may be made available by BBTS, when requested by directors who do not have equipment from the institutions to which they are linked.

6. Resignation or absence from meetings

Art. 25 Board members who are unable to attend a meeting for a justified reason shall notify the Chairman of the Board at least forty-eight hours in advance, so that it can be ascertained whether there will be a minimum quorum to ensure that the work can be carried out.

Art. 26 A member of the Board of Directors who fails to attend, without justification, two consecutive meetings or three alternate meetings in the last twelve meetings during his term of office shall lose his office,

except in cases of force majeure or unforeseeable circumstances.

7. Opinion of the Board of Directors

Art. 27 The opinion of the Board of Directors is the instrument by which the body renders accounts of its activities to the assembly that elected it. It expresses the body's opinion on the process of preparing the financial statements for the year and the annual management report.

8. Duties and Responsibilities of Board Members

Art. 28 The Chairman of the Board of Directors is responsible for:

- I. Ensuring the effectiveness and good performance of the body;
- II. Ensuring the effectiveness of the monitoring and evaluation system, on the part of the Board itself, the executive board and, individually, the members of each of these bodies;
- III. Making the Board's activities compatible with the interests of the company, its shareholders and other stakeholders;
- IV. Organizing and coordinating, with the collaboration of the Governance and Sustainability Division, the agenda for meetings, after consulting with the other Board members and, if applicable, the President and other officers of the Company;
- V. Coordinating the activities of the other Board Members;
- VI. Authorize the convening and preside over meetings of the Board;
- VII. Decide, *ad referendum* of the Council, on matters that require an urgent solution;
- VIII. Coordinating the process of evaluating the performance of the Board of Directors, the Executive Board and the advisory committees to the Board of Directors;
- IX. To convene, by resolution of the Board, the General Shareholders' Meeting;
- X. Representing the Board;
- XI. Determining the measures necessary for the full functioning of the Council;
- XII. Exercising the right to vote in Council deliberations;
- XIII. To request from the members of the Company's Board of Executive Officers, as well as from the Internal Audit Body and the Independent Auditors, any information and clarifications that may become necessary.

Article 29 The Members of the Board of Directors shall be responsible for:

- I. Exercising the right to vote in Council deliberations;
- II. To submit suggestions to the Board on matters related to the Company, as well as regarding the functioning of the Board;

III. Proposing the attendance at meetings of those responsible for any area of the Company, as well as the Independent Auditors, in order to provide any clarifications that may be necessary with a view to taking decisions on matters under consideration.

Art. 30 It is the duty of every director, in addition to those provided for by law and those imposed by the applicable regulations and the Bylaws.

I. attend Council meetings prepared in advance, examining the documents made available, and participate actively and diligently;

II. maintain confidentiality with regard to any and all company information to which he/she has access as a result of holding office, as well as demanding the same confidential treatment from the professionals who advise him/her, using it only for the performance of his/her duties as a Board Member, under penalty of being held liable for any act that contributes to its undue disclosure;

III. refrain from intervening, alone or jointly with a third party, in any business dealings with the company, its controlled and affiliated companies, its controlling shareholder, or between the company and controlled and affiliated companies of the directors and the controlling shareholder, as well as other companies which, with any of these persons, form part of the same de facto or de jure group, except with the prior and specific approval of the Board;

IV. declare, prior to the resolution, that, for whatever reason, he/she has a particular interest or one that conflicts with that of the company with regard to a given matter submitted for his/her consideration, abstaining from its discussion and voting, abstaining from voting;

V. ensuring that the Company adopts good corporate governance practices.

Sole Paragraph - Throughout its term of office, the Board of Directors shall plan meetings in such a way as to exercise all its statutory powers.

Art. 31 Any member of the Board may request the Executive Board to provide copies of the minutes of its meetings, the balance sheets and other financial statements drawn up from time to time and, where applicable, budget execution reports.

Art. 32 The Board, at the request of any of its members, may ask the Executive Board for clarification or information.

Art. 33 Members of the Board of Directors are liable for damages resulting from failure to comply with their duties and from acts performed with fault or intent, or in violation of the Law or the Bylaws.

§ Paragraph 1 - A member of the Council shall not be liable for the unlawful acts of other members, unless

they collude with them or contribute to the commission of the act.

Art. 34 The members of the Board of Directors shall be jointly and severally liable for failure to comply with their duties, but the dissenting member who does so shall be exempt from such liability.

9. Interactions of the Board of Directors

9.1. With the Supervisory Board

Art. 35 The Board of Directors may meet periodically with the Supervisory Board to deal with matters of common interest, with the aim of providing mutual support and assistance in understanding critical issues affecting the company's processes, in addition to those determined by law on which the Supervisory Board must give its opinion.

§ Paragraph 1 - The Company shall provide operational support for the meeting take place at the Company's premises, whenever agreed between the chairmen of the Audit Board and the Board of Directors.

9.2. With the Executive Board

Art. 36 The Board of Directors is responsible for monitoring the Executive Board and must control whether business decisions and actions (and their direct and indirect results and impacts) are aligned with the Company's strategy.

Art. 37 Mechanisms shall be established to ensure that the Board of Directors is informed in advance when to attend a meeting of the Executive Board.

Art. 38 The Executive Board has the duty to provide the Board of Directors in a timely manner with all the information necessary for the performance of its duties, including providing copies of specific documents requested by the Board, as a collegiate body or by any of its members.

9.3. With the Audit Committee and Internal Audit

Art. 39 The Board of Directors shall be assisted by the Audit Committee in the exercise of its auditing, supervision and oversight functions.

Art. 40 The Board of Directors shall evaluate the work of the Internal Audit, guiding its actions and being advised by it, with regard to the exercise of its auditing, supervision and inspection functions.

10. Remuneration

Art. 41 The remuneration due to the Company's Directors shall be 10% (ten percent) of the average

remuneration of the members of the Board of Executive Officers, which shall be established at the General Meeting.

Art. 42 Members of the Board of Directors who travel in the interests of the Company shall be entitled to an allowance to cover transportation, meals and accommodation expenses, in accordance with the Internal Rules in force within the Company.

Sole Paragraph - The provisions of this article shall apply to travel to attend meetings of the Board of Directors itself.

Art. 43 The remuneration of the members of the Board of Directors **shall be due to each member in office for the performance of their duties**. Mandatory reimbursement of travel and subsistence expenses necessary for the performance of their duties shall be due to each member in office for attendance at each meeting.

11. Training

Art. 44 Members of the Board of Directors must take part in annual training provided by the company, which must cover at least the following topics:

- I. Corporate and capital market legislation;
- II. Disclosure of information;
- III. Internal control;
- IV. Code of conduct;
- V. Law No. 12.846, of August 1, 2013;
- VI. Other issues related to the activities of the state-owned company.

12. Performance evaluation

Art. 45 The Board of Directors shall carry out a formal annual assessment of its own performance, the performance of the Executive Board and its Advisory Committees, in accordance with the following procedures:

- I. Evaluation of the board's performance by each board member;
- II. Self-evaluation of each Board Member;

- III. Evaluation of the performance of the Executive Board and the Audit Committee.
- IV. Annual evaluation of the Audit Committee's performance;
- V. Annual evaluation of the performance of Direx as a collegiate body;
- VI. Individual annual evaluation of the performance of the Directors;
- VII. Annual individual evaluation of the Internal Auditor's performance;
- VIII. Annual assessment of the Governance Secretariat;
- IX. Half-yearly assessment of the Company's Chairman.

§ Paragraph 1 Evaluations shall be carried out using a specific instrument approved by the Board of Directors, which shall define its criteria, observing at least the following:

- I. Exposure of the management acts carried out, in terms of the lawfulness and effectiveness of the administrative action;
- II. Contribution to the result for the year;
- III. Achievement of the objectives set out in the business plan and compliance with the long-term strategy.

§ Paragraph 2 In view of the provisions of Article 23, the board member representing the employees shall not take part in the individual assessment of the Chairman, the Directors of BBTS and others in which there is a conflict of interest.

13. Administrative Support

Art. 46 Administrative and logistical support for the Council shall be provided by the Governance and Sustainability Division:

- I. Preparing and distributing the agenda for meetings at least seven (7) days before they take place;
- II. Secretarizing the work of the Board;
- III. Drawing up and distributing, where necessary, the minutes of meetings;
- IV. Assisting in drawing up the Council's work plan;
- V. Organize and keep the documentation relating to the activities carried out by the Council;

VI. Calling Council meetings at least 7 days in advance, as delegated/authorized by the coordinator;

VII. Taking care of other activities necessary for the functioning of the Council.

14. General Provisions

Art. 47 The Company shall provide the necessary support for the functioning of the Board of Directors, providing it with the necessary means to carry out its legal duties and arranging for it to obtain, from all its bodies, the information deemed necessary for efficient action.

Art. 48 These Rules of Procedure may be amended at the proposal of any Board member and with the unanimous approval of those present at the respective meeting.

Art. 49 Any omissions from these Rules of Procedure, doubts as to their interpretation and any changes to their provisions shall be decided at a meeting of the Council, as provided for in the Statutes and these Rules of Procedure.

Art. 50 These Rules of Procedure shall enter into force on the date of their approval by the Council.