# **Internal Regulations**

EXECUTIVE BOARD - DIREX



## **ℬBB TECNOLOGIA E SERVIÇOS**

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## 1. Object of the Rules of Procedure

Art. 1 These Internal Regulations govern the functioning of the Executive Board and its relationship with other corporate bodies, in accordance with the provisions of BB Tecnologia e Serviços' Bylaws, Law No. 6,404/76, Law No. 13,303/16, Decree No. 8,945/16, other applicable rules and regulations, and good corporate governance practices.

#### 2. About the Executive Board

Art. 2 The Board of Executive Officers is the decision-making body responsible for managing the company, complying with the guidelines established by the Board of Directors, as well as executing the plans, goals and strategies, ensuring the proper and effective achievement of the statutory objectives.

#### 3. Duties of the Executive Board

Art. 3 The details of the individual attributions of each Board are described in the Internal Regulations of BB Tecnologia e Serviços:

Art. 4 The duties of the Chairman of the Executive Board are:

I. Chairing the General Shareholders' Meeting, convening and chairing meetings of the Executive Board and supervising its work;

- II. Propose the name of the Substitute Chairman to the Board of Directors for election;
- III. Proposing to the Board of Directors the duties of the Board or Directors
- IV. Supervising and coordinating the work of the Directors and heads of units under their direct supervision;
- V. Decide, ad referendum of the Executive Board, on matters within the competence of that Board that require an urgent solution;

Art. 5 In addition to the duties of the Board of Executive, described in Article 31 of the Bylaws, it is the responsibility of the members of the Board of Executive Officers to report, discuss and vote on the matters scheduled for the meetings of the Board of



Executive Officers, and the following:

- I. Submitting proposals to the Board of Directors for its deliberation;
- II. Enforcing the company's policies, corporate strategy, investment plan and overall budget;
- III. Approve and enforce the allocation of funds for operating activities and investments;
- IV. To distribute and apply the profits made, as decided by the General Shareholders' Meeting, in compliance with current legislation;
- V. Decide on the creation, installation and suppression of branches in the country, with the possibility of granting these powers with express limitations;
- VI. Decide on internal organization of the Company, the administrative structure of the directorates and other units and the creation, extinction and operation of advisory committees within the Executive Board;
- VII. Establishing the powers and duties of the committees and strategic, tactical and operational units, with the possibility of granting these powers with express limitations;
- VIII. Decide on situations not included in the attributions of another management body and on extraordinary cases, within the scope of its competence.

## 4. Composition and mandate

Art. 6 The composition and mandate of Direx will be described in the Company's Bylaws, as well as the term of office and the limit on reappointments of its members:

## 5. Functioning of the Executive Board

- Art. 7 The Board of Executive Officers shall meet when convened by the Chairman, in his absence or impediment, by the Substitute elected to the Board of Directors:
- I. Ordinarily, once a month;
- II. Extraordinarily, whenever deemed necessary.

Article 8 Meetings shall be chaired by the Chairman of the Company or, in his absence or impediment, by the Substitute elected to the Board of Directors.

Art. 9 Meetings shall be convened with the presence of the majority of its members.

Art. 10 Participation by videoconference, audioconference, virtual participation or other modalities that the collegiate body deems sufficient is permitted.

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Art. 11 - The agenda for meetings shall be approved by the Chairman and published on the Corporate Governance Portal by the Governance and Sustainability Division at least three working days in advance, together with all the documents that are essential for considering the matters included therein.

§ Paragraph 1 Direx meetings will take place primarily on Tuesdays. The documents to be included in the agenda shall be delivered to the Governance and Sustainability Division in their final version, signed by the proposer, all the intervening areas, referees and directors by 1pm on the Fridays preceding each meeting, unless expressly stated otherwise.

§ Paragraph 2. It shall be up to the Chairman to authorize the inclusion of matters after the statutory deadline, which shall be considered and recorded in the minutes as being off the agenda.

§ Paragraph 3. In the event that any member of the Board wishes to cast a written vote on a matter included on the agenda, they must send it to the Governance and Sustainability Division, one day before the date set for the respective meeting, so that it can also be published on the Governance Portal for knowledge of the other participants.

## 6. Resignation or absence from meetings

Art. 12 Any absence of the President or Director must be recorded in the minutes with the appropriate justification.

Art. 13 Absences of members of the Executive Board, as well as the appointment of their replacement, shall be formalized by Supplementary Communications (SC), which shall be drawn up by the Governance and Sustainability Division and published on the intranet, where they shall remain for the duration of the document (which shall coincide with the period of the reported absence).

## 7. Opinion of the Executive Board

Art. 14 Resolutions of the Executive Board require the approval of at least a majority of the members present at the meeting.

§ Paragraph 1 The only corporate document accepted to house the decisions of the Executive Board is the Technical Note, with its respective opinions.

§ Paragraph 2 Presentations are not deliberative documents, but are accepted as an annex to a technical note or to explain a particular subject or idea.

§ Paragraph 3 Once the decision has been taken, it is the responsibility of the reporting member to take steps to implement it.

Art. 15 In the event of a tie, the Chairman's vote shall prevail.

Divergent votes and abstentions may be recorded in the minutes at the discretion of the Executive Board member.

Art. 17 - Directors exercising laterality, i.e. accumulating the functions of Director of another board, as a permanent member of the Executive Board, may not accumulate the vote for that board, in the deliberations of the Executive Board.

Art. 18 At the discretion of the collegiate body, deliberations on any matter may be postponed or even removed from the agenda.

Art. 19 - The decisions of the Executive Board shall be drawn up in the technical note, or separately by vote, with reference to the Technical Note and the meeting, with a clear and objective text, specifying what the decision is, who is responsible for carrying out a given action, within what timeframe and which interveners are necessary. In more simplified decisions, the terms may be used.

I. Approved: When the Executive Board approves the proposal without reservations and there is no further discussion on the matter, in the form in which it was presented.

II. Rejected: When the Board of Directors totally rejects the proposal and there can be no further discussion on the matter in the form in which it was presented.

III. Aware: When the matter does not require deliberation, but is merely for information.

IV. Excluded: The Technical Note will be excluded from that meeting agenda when it merits adjustments that require more than 72 hours, so as not to delay the preparation of the meeting minutes, and the same Technical Note numbers and date may be kept when presented on another Executive Board agenda.

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V. Withdrawn from the agenda: The matter will be recorded in the minutes but will not be deliberated in the form proposed. If the matter is taken up again at another time, it will have to be dealt with in a new Technical Note.

Art. 20 Resolutions shall be documented in minutes, drawn up in the appropriate book, in compliance with legal requirements.

Art. 21 - All matters submitted for consideration on a reserved basis, and the relevant decisions, will be confidential and restricted to the members of the Board and participants, subject to the provisions of art. 155 of Law 6404, of 15.12.76, with the aim of maintaining the strategic aspects of the confidentiality of the matters dealt with.

### 8. Duties and Responsibilities of Executive Board Members

Art. 22 The duties of the members of the Executive Board are:

- I. Attend Direx meetings prepared in advance, having examined the documents made available, and participate actively and diligently;
- II. Maintain confidentiality with regard to any and all company information to which they have access as a result of their position, as well as demanding the same confidential treatment from the professionals who advise them, using it only for the performance of their duties, under penalty of being held responsible for any act that contributes to its undue disclosure;
- III. Declare, prior to the resolution, that for any reason there is a private interest or one that conflicts with that of the company with regard to a particular matter submitted for their consideration, abstaining from its discussion and voting;
- IV. Ensuring that the company adopts good corporate governance practices.

## 9. Training

- Art. 23 Members of the Executive Board must take part, upon taking office and on an annual basis, in specific training courses provided by the state-owned company, covering at least the following:
- 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; and
- VI. Other issues related to the activities of the state-owned company.

Sole paragraph. A member of the Executive Board who has not taken part in the annual training provided by the company in the last two years may not be reappointed.

## 10. Administrative Support

- Art. 24 Administrative and logistical support of the Executive Board will be provided by the Governance and Sustainability Division, which is responsible for.
- I. Preparing and distributing the agenda for meetings at least three days before they take place;
- II. Secretarizing the work of the Board, recording in the minutes the matters dealt with until the next ordinary meeting.
- III. Drawing up and distributing, where necessary, the minutes or extracts from the minutes of meetings;
- IV. Assist in drawing up the Board's work plan;
- V. Organize and keep the documentation relating to the activities carried out by the Board:
- VI. Taking care of other activities necessary for the functioning of the Board.
- VII. Follow up on reporting requests made by the Executive Board, notifying the areas of compliance and the Board itself if the area fails to meet the deadline.

#### 11. General Provisions

- Art. 25 Any omissions from these Internal Regulations, doubts as to their interpretation and any changes to their provisions shall be decided at a meeting of the Executive Board.
- Art. 26 These Internal Regulations shall enter into force on the date of their approval by the Executive Board.