

APPOINTMENT AND SUCCESSION POLICY



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Responsible Area

Corporate Strategy Management (Geemp).
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Scope

2.1. This policy guides the behavior of BB Tecnologia e Serviços, considering the specific needs and the legal and regulatory aspects to which BBTS is subject.

Objective

3.1. The purpose of this policy is to establish institutional guidelines and practices in accordance with the statutory, legal and regulatory provisions governing the appointment and succession of members of the Board of Directors (Conad), Advisory Committees to Conad, Fiscal Council (Cofis) and Executive Board (Direx).

Regulations

The main normative references for this Policy are:

Law 6.404, of December 15, 1976;

Law No. 13.303, of June 30, 2016 (State-Owned Companies Law);

Decree No. 8.945, of December 27, 2016;

Law 12.353, of December 28, 2010.

Review frequency

5.1 This Policy must be reviewed at least every three years or, extraordinarily, at any time - taking into account any changes made to the Banco do Brasil S.A. Specific Policy on Appointment and Succession. - and submitted to the competent bodies, in accordance with the bylaws, for deliberation.

Concepts

For the purposes of this Policy:

Director: a member of the Board of Directors.

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Management Bodies: Management bodies are the Board of Directors and the Executive Board.

General Shareholders' Meeting: the organization's highest decision-making body, in which the shareholders exercise their voting rights, taking into account the Company's interests, the provisions of its Bylaws, current legislation and other applicable rules; it has the power to decide on all business relating to the Company's object and to take the resolutions it deems appropriate for its defence and development.

Board of Directors: an independent, collegiate decision-making body responsible for establishing the general direction of the Company's business, as defined in the Company's Bylaws.

Independent Director: defined in accordance with Law 13.303/2016. According to Law 13.303/2016 it is characterized by: (i) not having a relationship with BB Tecnologia e Serviços, except for an equity stake; (ii) not being the spouse or a blood relative or akin, up to the third degree or by adoption, of the head of the Federal Executive Branch, of a Minister of State, or of an administrator of BB Tecnologia e Serviços; (iii) not to have maintained, in the last three years, any kind of relationship with the company or its controlling shareholder that could compromise their independence; (iv) not to be or not to have been, in the last three years, an employee or director of the company or its controlled, affiliated or subsidiary companies; (v) not be a direct or indirect supplier or purchaser of services or products from BB Tecnologia e Serviços, in such a way as to imply a loss of independence; (vi) not be an employee or manager of a company or entity that is offering or demanding services or products from the company, in such a way as to imply a loss of independence; (vii) not receive any remuneration from BB Tecnologia e Serviços other than that related to the position of director, with the exception of cash income from equity participation.

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6.1.6 Employee Representative Board Member: The member appointed by the employees will be chosen by direct vote of their peers, among the active employees of the Company, in an election organized and regulated by the Company in conjunction with the trade unions that represent them, observing the requirements and procedures provided for in the legislation. The appointment of the board member representing the employees will comply with the requirements, impediments and prohibitions set out in specific law and in BBTS's Bylaws (Law 12.353/2010, Art. 2, §2 and Art. 8; Bylaws, Art. 17, §2, Items I and li). The nomination of the director representing the employees must also be made using the standardized form made available by the Ministry of Finance and will be forwarded to the Eligibility Committee or the Board of Directors for their opinion, and submitted for deliberation at the Meeting (Decree 8.945/2016, Art. 22, § 4).

Supervisory Board: a supervisory body, independent of the Executive Board and the Board of Directors, which seeks, through the principles of transparency, fairness and accountability, to contribute to the best performance of the organization.

Audit Committee: a governance body defined in the Company's Bylaws, responsible for advising the Company's highest administrative body - the Board of Directors - on matters related to the supervision of the Company's management and strict observance of the principles and rules of compliance, corporate accountability and governance. It thus seeks to guarantee the reliability and integrity of the information in order to protect the company and its stakeholders in the exercise of its auditing and supervisory functions.

Eligibility Committee: this is the statutory body with the powers defined in the State-Owned Companies Act and, in the body's, internal regulations, relating to (i) the appointment of members by shareholders to the Company's governance bodies and by the Company to the governance bodies of the companies to which it has the prerogative to appoint members, and (ii) the conformity of the process for assessing Directors and members of the Audit Board.

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Internal Audit: an advisory body to the Board of Directors, whose activity is structured in procedures, with a technical, objective, systematic and disciplined approach, and whose purpose is to add value to the organization's results, presenting subsidies for the improvement of processes, management and internal controls, by recommending solutions to the non-conformities pointed out in the reports.

Advisory Committees: these are statutory or non-statutory advisory bodies to the Board of Directors. Their existence does not imply the delegation of responsibilities that fall to the Board of Directors as a whole and their recommendations are not binding on the resolutions of the Board of Directors.

Executive Board: the body responsible for managing the Company's business, set up in accordance with the Company's Bylaws, whose main objective is to ensure that the Company fulfills its purpose and social function, as well as executing the strategy and general guidelines approved by the Board of Directors.

Statements

We consider the process of appointment and succession to be a fundamental part of the continuity of the Company and the companies in which it holds shares.

We adhere to the sharing regime of the Eligibility Committee for Entities Linked to Banco do Brasil ("Eligibility Committee") with powers defined in article 10 of Law No. 13,303/2016 ("State-Owned Companies Law"), in articles 21 and 22 of Decree No. 8,945/2016 and in the Internal Regulations of that body.

We structure appointment and succession processes transparently, based on merit and the variety of skills and experience required for the organization to function.

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We approved the desired profile for the position to be filled, taking into account the strategic objectives, the stage of the company and the expectations in relation to the position.

We want directors to be able to exercise objective and independent judgment when carrying out their duties.

We recognize the importance of diversity of backgrounds, qualifications and experience in the composition of BB Tecnologia e Serviços' management, including in relation to gender, age, race and education.

We value the benefits of diversity and inclusion, so in the composition of the company's Executive Board, necessarily 20% of the members are women, according to the gender declared at the time of appointment, and 20% are self-declared "black", "brown" or "indigenous", LGBTQIAPN+ or PwD.

We identify and train the right people for executive and management positions.

We evaluate the performance of professionals and take this analysis into account when proposing appointments to new positions.

We fill the positions on the Board of Directors, Supervisory Board, Conad Advisory Committees and Executive Board with professionals who have knowledge of the organization's business, with mastery and experience in business management, risk management, people management, among others.

We comply with the minimum requirements and prohibitions for appointing members to the Board of Directors, the Audit Board, the Advisory Committees of CONAD and the Board of Executive Officers, as set out in legislation and internal regulations, in accordance with best governance practices.

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Appointments to the Company and its direct and indirect wholly-owned subsidiaries comply with the Appointment and Succession Criteria approved by Banco do Brasil's Board of Directors.

S.A. for the State Conglomerate.

Approval

Through Technical Note 2024/0358, this policy was considered by the Executive Board on June 25, 2024 and approved by the BBTS Board of Directors (Conad) on July 31, 2024.