

## **HUMANS, REMUNERATION AND ELIGIBILITY COMMITTEE INTERNAL REGULATION**

### **Chapter I - Object**

**Art. 1-** This Internal Regulation rules the work of the Humans, Remuneration and Eligibility Committee (Corem or Committee), observing the provisions of the Banco do Brasil's Bylaw, the decisions of the Board of Directors, the law in force and the best corporate governance practices.

### **Chapter II – Concepts, Composition and Duties**

**Art. 2 -** The Corem is a collegiate body that reports to the Board of Directors and is intended to assist that Board in establishing Banco do Brasil's policies on persons management; remuneration of administrations; and appointment and succession of administrators.

**Sole paragraph.** The Corem will also exercise its duties and responsibilities related to remuneration of Administrators before companies controlled by Banco do Brasil that have adopted the single Remuneration Committee regime.

**Art. 3 -** The Corem works on a permanent basis, pursuant to the prerogatives, duties and charges provided for in the applicable laws and regulation, and it is composed by no less than three and no more than five members, with 2-year term of office, being allowed up to three consecutive reelections

**Paragraph 1 -** The members of the Committee shall be elected and dismissed by the Board of Directors and shall comply with the minimum conditions of eligibility and the prohibitions for the exercise of the function set out in the Bank's Appointment and Succession Policy and in the applicable rules and Banco do Brasil's Bylaws, and to the following criteria:

**I -** one member chosen by the members of the Board of Directors appointed by the minority shareholders;

**II -** one member chosen by the members of the Board of Directors appointed by the Federal Government;

**III -** Up to three members selected to the discretion of the Board of Directors, observing that the Committee must be composed mostly by independent members.

**Paragraph 2 -** At least one of the members of the Humans, Remuneration and Eligibility Committee should not be a member of the Board of Directors or the Executive Board.

**Paragraph 3** - Observing the remaining provisions of this article, the Humans, Remuneration and Eligibility Committee may be composed by members of other advisory committees, preferably the Audit Committee, by employees or Members of the Board of Directors or of the Executive Board, with no additional compensation.

**Paragraph 4** - The role of Humans, Remuneration and Eligibility Committee's member cannot be delegated.

**Paragraph 5** - Members may only return to join the Humans, Remuneration and Eligibility Committee after a period of at least three years of the end of their previous term.

**Art. 4** - The situations provided in article 13 of Banco do Brasil Bylaws constitute impediments to the performance of the roles of members of the Humans, Remuneration and Eligibility Committee.

**Art. 5** - Following are the Corem duties, in addition to others provided for pertinent laws, applicable regulations and in the Banco do Brasil's Bylaws:

**I** - evaluate Banco do Brasil's persons management policies and practices;

**II** - prepare the remuneration policy of Banco do Brasil's management, proposing to the Board of Directors the methods of fixed and variable compensation, in addition to benefits and special recruiting and dismissal programs;

**III** - oversee the implementation and operation of the remuneration policy of the Banco do Brasil's management;

**IV** - annually review the remuneration policy of Banco do Brasil's management, recommending to the Board of Directors adjustment or improvement;

**V** - propose to the Board of Directors the amount of aggregate remuneration of management to be submitted to the General Shareholders Meetings, pursuant to article 152 of Law # 6,404/1976;

**VI** - evaluate future scenarios, internal and external, and their likely impacts on the persons management policy and management compensation policy;

**VII** – review the persons management policy as regards the market practices to identify eventual improvements needed;

**VIII** - examine the remuneration policy of Banco do Brasil's management compared to market practices, in order to identify significant discrepancies against similar companies, proposing the necessary adjustments;

**IX** - ensure that the management remuneration policy is permanently compatible with the risk management policy, goals, current and expected financial situation of the Banco do Brasil and in accordance with the law.

**X** - propose to the Board of Directors the assemblage of Humans and Remuneration Committee in the entities related to Banco do Brasil, whenever it deems necessary, observing the law requirements;

**XI** - Comply with other duties defined by the Board of Directors and by the Brazilian Central Bank.

**XII** - issue opinion to assist the shareholders in the appointment of Administrators, members of the advisory committees to the Board of Directors and Supervisory Board members regarding the fulfillment of the requirements and inexistence of prohibitions to the respective elections;

**XIII** - check the conformity of the processes to appraise Administrators, members of the advisory committees to the Board of Directors and Supervisory Board members and General Auditor and Ombudsman;

**XIV** – evaluate, prior to the manifestation of the Board of Directors, the qualification of candidates for Board of Directors in the independence criteria defined in the bank's Bylaws, to be forwarded for deliberation by the General Shareholders Meeting;

**XV** - evaluate, prior to the annual statement by the Board of Directors, who the independent directors are, indicating and justifying any circumstances that may compromise this independence.

**Paragraph 1** - The Humans, Remuneration and Eligibility Committee members have full independence in the performance of their duties and shall keep the confidential character of the information received from Banco do Brasil.

**Paragraph 2** - For the exercise of their duties and preparation of their proposals to the Board of Directors, the Committee will have the support of Strategic Units of Banco do Brasil, subject to their respective responsibilities.

**Paragraph 3** - When performing the duty defined in item XII, the Committee must issue its opinion within eight business days as of the date of receipt of the standardized form submitted by the body in charge of the appointment, under the penalty of tacit approval and of rendering each member liable if any required is further found to be noncompliant.

**Art. 6** - The Humans, Remuneration and Eligibility Committee shall prepare in annual basis, within ninety days as of the base date of December 31, a document called "Humans, Remuneration and Eligibility Committee Report", containing at least the following information:

**I** - description of the composition and duties of the Humans, Remuneration and Eligibility Committee;

**II** - activities carried out in pursuance of their duties in the period;

**III** - description of the decision-making process used for establishing the policies of: persons management; management remuneration and of management appointment and succession;

**IV** - key features of the remuneration policy, including the criteria used for performance measurement and adjustment to risk, the relationship between remuneration and performance, remuneration deferral policy and the parameters

used to determine the percentage of cash remuneration and the other forms of compensation;

**V** - main features of the Appointment and Succession Policy;

**VI** - description of changes in remuneration policy in the period and its implications on the Banco do Brasil risk profile and on the behavior of managers regarding risk-taking;

**VII** - description of the changes to the composition of management bodies, advisory committees to the BoD, Supervisory Board and conformity of incumbents in relation with the requirements and prohibitions provided for in the Appointment and Succession Policy;

**VIII** - Consolidated quantitative information of management's remuneration structure, specifying:

**a)** the amount of remuneration of the period, split into fixed and variable remuneration and the number of beneficiaries;

**b)** the amount of benefits granted and the number of beneficiaries;

**c)** the amount and form of variable remuneration, split into cash compensation, shares, share-based compensation and others;

**d)** the amount of compensation that was deferred for payment in the period, separated into compensation paid and reduced compensation due to the Banco do Brasil's performance adjustments;

**e)** the amount of payments for the recruitment of new managers and the number of beneficiaries;

**f)** the amount of payments for dismissals made during the period, the number of beneficiaries and the highest amount paid to one person; and,

**g)** Fixed and variable percentages of remuneration and benefits granted, calculated regarding the profit for the period and shareholders' equity.

**Paragraph 1** - The Humans, Remuneration and Eligibility Committee shall make available to the Central Bank of Brazil and to the Board of Directors the Humans, Remuneration and Eligibility Committee Report, for at least five years from its elaboration.

**Paragraph 2** - The Corem Report will be signed by all of its members.

**Art. 7.** The Corem may, in the scope of the duties assigned to it, use the work of specialists.

**Paragraph 1** - The use of specialists' work does not relieve the Committee from its responsibilities.

**Paragraph 2** – The Banco do Brasil, pursuant to the duties and jurisdictions established, will adopt the necessary measures to meet the needs of using experts identified by the Committee.

**Art. 8.** The Corem, at the demand of any of its members, may request to the management bodies the clarifications or information necessary to perform its duties.

**Art. 9.** The Corem will have a Coordinator to be elected by the Board of Directors, among the independent members, and that will be in charge of:

**I** - calling and heading meetings;

**II** - complying with and enforcing the provisions of this Regulation;

**III** - approving the schedules and agendas of the meetings;

**IV** - submitting to the Board of Directors proposals, analysis, opinions and reports prepared by the Committee;

**V** - inviting, on behalf of the Committee, other people to attend the meetings; **VI** - proposing additional rules necessary for the Committee's activities;

**VI** - recommending complementary rules required for the smooth work of the Committee;

**VII** - carrying out other acts of technical or administrative nature necessary to perform its duties.

**VIII** – authorizing the appreciation of matters not provided for in the meeting agenda;

**IX** – promoting debate-friendly atmosphere.

**Sole paragraph** - In cases of absence or impediment of the Committee Coordinator, his attributions will be exercised by a substitute appointed by him.

### **Chapter III – Meetings and Resolutions**

**Art. 10** – The Corem will perform its activities mainly through work meetings convened by its coordinator, to fulfill its tasks.

**Art. 11.** The Corem will meet with the majority of its members:

**I** - at least semiannually to evaluate and propose to the Board of Directors the fixed and variable pay of the Bank Administrators and of its subsidiaries that have adopted the single Remuneration Committee regime;

**II** - in the first three months of the year to evaluate and propose the annual total amount of pay to be set for the members of the management bodies, to be submitted to the General Shareholders Meetings of the Bank and of the companies that have adopted the single Remuneration Committee regime;

**III** - convened by the Coordinator, to issue opinion about the fulfillment of the requirements and inexistence of prohibitions regarding those appointed to offices in the administration bodies, Supervisory Board and advisory committees to the Board of Directors and General Auditor and Ombudsman.

**IV** - convened by the Coordinator, to check the conformity of the process of appointment and of evaluation Administrators, members of the advisory

committees to the Board of Directors, Supervisory Board members, General Auditor and Ombudsman, and

**V** - extraordinarily convened by the coordinator, whenever any of the members deems it necessary, or upon request from Banco do Brasil's management.

**Paragraph 1** - The following may be invited to attend meetings of the Committee with no voting rights:

**I** - Supervisory Board members;

**II** - Members of the Board of Directors and other advisory committees of the Board;

**III** – Members of the Executive Board of Directors;

**IV** - employees of Banco do Brasil or any other eventual participants of the meeting.

**Paragraph 2** - The Committee will record in the minutes the attendance and eventual absences of its members.

**Paragraph 3** - The agenda of the meetings and the supporting documentation, whenever possible, will be made available in advance to the members of the Committee.

**Paragraph 4** - The minutes of the meetings related to verify the compliance, by the members appointed, with the requirements provided for in the Appointment and Succession Policy of Administrators, including the adherence of candidates to the desired profile will be fully disclosed, including any possible dissent from the members of the Committee.

**Paragraph 5** –The other minutes of the meetings of the Humans, Remuneration and Eligibility Committee shall be disclosed when requested by one of its members, except when the majority decides that the disclosure could put in risk the legitimate interest of the Bank.

### **Conflict of interests**

**Art. 12** - At the meetings of the Humans, Remuneration and Eligibility Committee, the member who is not independent in relation to the matter under analysis must express his conflict of interest or private interest, withdrawing from the meeting and returning only after the discussion has ended.

**Paragraph 1** - If the *caput* of this article is not observed, any other person present at the meeting, whether a member or not, may manifest the conflict, if they are aware of it.

**Paragraph 2** - In the event of the established in paragraph 1 of this article, the Coordinator of the Corem or his substitute, after hearing the considerations of both parties, shall conduct the assessment, by the Committee, as to the existence, or not, of a conflict of interest.

**Paragraph 3** - The result of the assessment referred to in the previous paragraph will be defined according to the opinion of the majority of Corem members. In the

event of a tie, the opinion of the Committee Coordinator or his substitute will prevail.

**Paragraph 4** - If the Corem members manifest themselves for the existence of a conflict, the conflicted member shall withdraw from the meeting, as established in the caput of this article.

**Paragraph 5** - The assessment process referred to in this article must be recorded in the minutes.

**Paragraph 6** - When the indication of a conflict of interest involves the Committee Coordinator or his substitute, their functions and responsibilities, with respect to what is established in paragraphs 2 and 3 of this article, shall be exercised by a member designated by him/her.

**Art. 13.** Decisions will be made by majority vote of the members of the Committee.

**Sole paragraph** - eventual divergent manifestations shall be recorded on the minutes and reported to the Board of Directors.

#### **Chapter IV - Secretariat and Advisory**

**Art. 14.** The advisory, secretariat and administrative and logistical support will be provided by the Executive Secretariat, and is tasked with the following:

**I** - draft and distribute the meetings' agenda in the minimum advance defined by the Coordinator;

**II** - serve as secretary in the meetings;

**III** - draft the meeting's minutes;

**IV** - organize and safeguard the documents related to the activities performed by the Committee, observing the confidentiality of the information;

**V** - perform other activities required to ensure the smooth operation of the Committee.

**Sole paragraph** - In the impossibility of holding a meeting of the Coaud, the unit responsible for administrative support shall draw up a "Non-Accomplishment Term", containing the justifications.

#### **Chapter V - General Provisions**

**Art. 15.** The Committee members must promptly report to the Executive Secretariat any change to their Banco do Brasil's shareholder position. Such reporting must comply with conditions and means provided for by the Securities and Exchange Commission, and the conditions provided for in the Specific Policy of Negotiation with Securities Issued by Banco do Brasil S.A.

**Art. 16** - The Committee members, in addition to comply with the legal duties inherent to the office, must act according to high ethical standards, and comply with and foster the good practices of corporate governance, keeping strict

confidentiality about any relevant information related to Bank, while it is not officially disseminated to the market.

**Art. 17.** Any case related to this Regulation and not covered herein will be referred to the Board of Directors.

Approved by the Board of Directors on October 8th, 2021