



GOVERNANCE AND COMPENSATION COMMITTEE OF PADTEC HOLDING SA REGULATION

The Governance and Compensation Committee (previously Compensation Committee, "Committee") is an advisory body directly linked to the Board of Directors of Padtec Holding SA, governed by the applicable legislation and regulations and its Bylaws, whose constitution was approved at a Meeting of the Board of Directors held on February 5, 2013.

The term "Company" in this document refers to Padtec Holding SA and its subsidiaries, in particular the wholly owned subsidiary Padtec SA

CHAPTER I PURPOSE

Article 1 - The purpose of this Regulation ("Regulation") is to discipline the functioning, the responsibilities and attributions of the Committee, as well as the relationship of its members with the other Company's corporate bodies, observing the legal and statutory regulations in force.

Paragraph One - The Committee is charged with advising the Board of Directors on the matters listed in article 2 below, acting independently in relation to the Company's executive board.

Paragraph Two - The Committee is a purely consultative body, so that its opinions, deliberations or decisions of any nature must be sent as recommendations to the Board of Directors.

CHAPTER II COMPETENCE

Article 2 - The Committee duties are:

- (a) To present to the Board of Directors a proposal for the distribution of the annual global compensation among the Executive Officers and the members of the Company's Board of Directors. For this purpose, the Committee seeks to observe the compensation practiced by comparable companies, also taking into account the Company's financial situation;
- (b) To assist the Board of Directors in defining and discussing the main guidelines related to the compensation issues of the Management and other employees of the Company and in defining and controlling corporate and individual goals;
- (c) To analyze and approve the measurement of the Company's results, for the purposes of paying the variable compensation for the Executive Officers, at the periodicity defined in the Compensation Policy issued by the Company;
- (d) To give an opinion on the participation of employees in the payment of bonuses and in the profits distribution of the Company;
- (e) To resolve on the stock option plan and its granting or subscription to the Company's Executive Officers and employees, indicating, among the eligible persons, those who will participate in it, fix the number of shares object of the stock option plan, as well as the price of acquisition thereof;
- (f) To give an opinion on Padtec Holding SA's Executive Officer Services Contract or any other contract to be entered into between the Company and any Executive Officer that contemplates the payment of amounts due to the Executive Officer's voluntary or involuntary termination, including the payment of amounts to indemnity title;

- (g) Periodically evaluate the compensation criteria for the Company's Executive Officers and, considering the recommendations of the Executive Board, make recommendations to the Board of Directors;
- (h) To analyze other matters related to the compensation practiced by the Company, as delegated by the Board of Directors;
- (i) To assist the Board of Directors in the review of the Company's Compensation Policy; and
- (j) To advise the Board of Directors and the Executive Board in the development and the depth of subjects and actions related to Environmental, Social and Governance (ESG) matters.

Paragraph One - In carrying out its activities, the Committee shall have operational autonomy, free access to Management, to its books and its internal and external reports (prepared by independent consultants).

Paragraph Two - The members of the Committee must report their activities to the Board of Directors, periodically and whenever requested by any of the Board of Directors' members.

Paragraph Three - All the Committee's activities must be carried out in the best interest of the Company, applying to its members the provisions of the Code of Ethics and Conduct, the Relevant Information Disclosure and Securities Trading Policy and the Related Parties Transactions Policy.

CHAPTER III COMPOSITION

Article 3 - The Committee will be installed by the Board of Directors and will consist of 3 (three) members, appointed and removed by the Board of Directors.

Paragraph One - The Committee will be composed of employees, members of the Executive Board or of the Board of Directors of the Company.

Paragraph Two - The functions of the Committee members are non-delegable, and must be exercised respecting the duties of loyalty and diligence, as well as avoiding any conflict situations that may affect the interests of the Company and its stakeholders.

Paragraph Three - The Committee may invite Executive Officers and employees of the Company, in addition to external experts, to assist them in their activities. The hiring of external consultants must be subject to prior authorization by the Board of Directors.

Article 4 - The Committee will have 1 (one) Secretary, member of the Committee, Executive Officer or employee of the Company, chosen by common agreement by the members at the time of constitution of the Committee, who will exercise his/her functions for the same term of office as the members of the Committee.

Sole Paragraph - In the absence of the Secretary, he/she will be replaced on an interim basis by any member of the Committee, or even by a Company's Executive Officer. In the event of vacancy in the position of Secretary, a new Secretary will be appointed, whose functions will be exercised until the end of the term of office of the replaced person.

Article 5 - The term of office of the members of the Committee will coincide with the term of office of the members of the Board of Directors, and they may remain in position until the investiture of the new members. Reelection is permitted.



Article 6 - The members of the Committee will be invested in their positions by signing the Term of Investiture, accepting their election and adherence to the terms of this current Regulation.

Sole Paragraph - The end of the term of office or resignation of the members of the Board of Directors, automatically implies the end of the term of office or resignation of them as members of the Committee.

Article 7 - In the case of vacancy of position or impediment of one of the members of the Committee, the position will remain vacant until the Board of Directors indicates a replacement to act until the end of the term of office of the replaced person.

Article 8 - The members of the Committee will not be entitled to any remuneration.

CHAPTER IV SECRETARY

Article 9 - The Secretary is liable for:

- (a) To request from the Company's Management any information and/or clarifications deemed necessary for the performance of the Committee's functions; and
- (b) To provide secretariat support to the Committee's works, drawing up the respective meeting minutes.

CHAPTER V MEETINGS

Article 10 - The Committee will meet ordinarily, according to the calendar of activities established by its members to fulfill the objectives described in this Regulation, and, extraordinarily, at any time, at the request of any of its members or of the Board of Directors.

Article 11 - The summons to the Committee's meetings must be made in writing, by any of the Committee's members, via e-mail, at least 5 (five) days in advance, and shall specify the time, place and matters to be discussed in meeting. The meetings will be held regardless of call if there is a presence of all the members in office, and must be installed with the presence of the majority of the members of the Committee.

Paragraph One - The participation of the Committee member in the meetings may take place at a distance, by telephone, video conference or other means of communication that allows the identification of the member in question and simultaneous communication between all the others present at the meeting. In this case, the minutes will be transmitted by e-mail to the member who has participated at a distance, and initialed, signed and retransmitted to the Committee, in the same way. The Committee member may also send his/her vote in writing.

Paragraph Two - The Committee's resolutions will be taken by an absolute majority of votes of those present, with one vote for each member.

Paragraph Three - All meetings of the Committee shall be reduced to term in minutes signed by all members present.

Paragraph Four - The minutes signed electronically or digitally will be considered valid.

Article 12 - In the absence of a minimum quorum for the installation of a Committee meeting, a new meeting must be called within 2 (two) days, by e-mail.

CHAPTER VI GENERAL PROVISIONS

Article 13 - The members of the Committee fully apply the provisions contained in Law 6.404/76, especially those that refer to the responsibilities, duties, obligations, limits, impediments and prohibitions against the Company's Management. The members of the Committee must maintain total confidentiality of the information of the Company to which they have access, and their discussions and minutes will only be disclosed in the interest of the Company, at the discretion of the Board of Directors.

Article 14 - The members of the Committee have a duty of loyalty to the Company, not being able to disclose to third parties documents or information about their business, and must keep confidentiality about any relevant, privileged or strategic information of the Company, obtained due to their position, as well as how to ensure that third parties do not have access to it, being forbidden to use the information to obtain, for themselves or others, any type of advantage.

Article 15 - The omitted cases related to this Regulation will be submitted to the Company's Board of Directors.

Article 16 - This Regulation come into force on the date of its approval by the Board of Directots, and must be observed by the members of the Committee, by the members of the Board of Directors, by the Company, its Executive Officers and employees, and can only be changed upon approval at the Board of Directors meeting.

[review approved at the Compensation Committee Meeting held on September 18, 2020, and updated at the Board of Directors' meetings held on September 01, 2022.]