



**EUCATEX S/A – INDÚSTRIA E COMÉRCIO**

**PUBLICLY-HELD COMPANY**

**Corporate Taxpayer ID (CNPJ/MF): 56.643.018/0001-66**

**Company Registry (NIRE): 3530028015**

## **Charter of the Fiscal Council**

### **1. Introduction**

- 1.1. This Charter, approved at the Fiscal Council meeting held on March 25, 2021, establishes the rules and conditions for the functioning of the Fiscal Council of Eucatex S/A Indústria e Comércio ("Company").

### **2. Composition and Term of Office**

- 2.1. The Fiscal Council of the Company consists of three (3) to five (5) members and an equal number of alternate members, whether or not shareholders, elected by the Shareholders Meeting when its establishment is requested, pursuant to CVM Instruction 324 of January 19, 2000.
- 2.2. Pursuant to article 161, paragraph 6 of Federal Law 6,404 of December 15, 1976 ("Brazilian Corporations Law"), Fiscal Council members and their alternate members will hold office until the first Annual Shareholders Meeting that will be held after their election.
- 2.3. Fiscal Council members will elect from among themselves, by majority vote, the Chairman who will hold office for one year and may be reelected for subsequent periods while the Fiscal Council is active.
- 2.4. To ensure their availability and dedication to the Company, Fiscal Council members (sitting and alternate) will be prohibited from serving on more than two (2) fiscal councils (including the Company).
  - 2.4.1. If the members elected by the shareholders meeting already serve on more fiscal councils than the number established in the head paragraph at the time of signing the term of investiture, they must resign from such positions, under penalty of being prevented from joining the Fiscal Council of the Company.
  - 2.4.2. Fiscal council members who fail to comply with the head paragraph after taking office will be automatically removed from their positions by the Chairman of the Fiscal Council and their immediate alternate members will

take their place. If the alternate member cannot take over pursuant to item 2.4.1 or is removed pursuant to this paragraph, the Chairman of the Fiscal Council must call a general meeting to elect new members to the vacant positions to complete the original term of office.

### **3. Duties of the Fiscal Council**

3.1. According to article 163 of the Brazilian Corporations Law, the Fiscal Council has the following duties:

- I. Supervise the actions of management and compliance with their obligations according to law and the bylaws;
- II. Provide its opinion on the annual management report, including any additional information it may deem necessary or useful for deliberation by the Shareholders Meeting;
- III. Provide its opinion on the management proposals to be submitted to the Shareholders Meeting about change in the capital stock, issue of debentures or stock warrants, investment plans or capital budgets, distribution of dividends, transformation, incorporation, merger or spin-off;
- IV. Report to management bodies and, if they fail to take the necessary measures to protect the interests of the Company, to the Shareholders Meeting, the mistakes, frauds or crimes discovered by them and suggest useful measures to the Company;
- V. Call the Annual Shareholders Meeting, if the Management bodies delay calling it by more than one (1) month, and the Extraordinary Shareholders Meeting in case of serious or urgent needs, including in the agenda of the Meetings the matters they consider necessary;
- VI. Analyze, at least quarterly, the trial balance and other financial statements prepared periodically by the Company;
- VII. Examine the financial statements of the fiscal year and give an opinion on them; and
- VIII. Exercise these powers during liquidation, considering the special provisions regulating it.

3.2. Fiscal Council members have the same duties as those of managers established in articles 153 to 156 of the Brazilian Corporations Law and are liable for damages

resulting from their failure to comply with their duties and actions taken with fault or intent, or in violation of law or the bylaws.

- 3.3. Fiscal Council members must exercise their functions solely for the interests of the Company; exercising the function to cause damages to the Company or its shareholders or managers, or to obtain, for oneself or others, any benefit that they are not entitled to and which results, or may result, in losses for the Company, its shareholders or managers, will be considered abusive.
- 3.4. Fiscal Council members must immediately inform the Brazilian Securities and Exchange Commission and the stock exchanges in which the securities issued by the Company are admitted for trading, of any changes in their shareholdings in the Company, in the terms and the manner determined by the Brazilian Securities and Exchange Commission.
- 3.5. The responsibility of fiscal council members is towards the Company, regardless of the shareholder who indicated them, and their actions must always be guided by fairness, transparency, independence and confidentiality.
- 3.6. Whenever possible, the Fiscal Council will function as a collective decision-making body through the harmonious and coordinated functioning of its members.

#### **4. Meetings**

- 4.1. The Fiscal Council will meet at the headquarters, in a room to be designated by the Executive Board of the Company, which will provide the support services required for its functioning during the meetings, including one (1) secretary (who may or may not be a Fiscal Council member), a telephone and telephone extension, computer and printer, as well as photocopy services.
  - 4.1.1. Fiscal Council meetings may be held by conference call, videoconference or any other means of communication. All decisions of the Fiscal Council will be recorded in the minutes drawn up in the book of minutes of Fiscal Council meetings and authenticated by the presiding board.
- 4.2. In the performance of its functions, the Fiscal Council may use other resources, equipment or employees of the Company required to perform its functions, provided such use is exercised by its Chairman and previously informed to the Executive Board at least five (5) calendar days in advance and does not cause inconvenience to the Company Management and / or the normal course of business.
- 4.3. The Fiscal Council will ordinarily meet at the headquarters of the Company, by the fourth quarter, to examine the issues specified in the call notice, the cash flow and,

if applicable, the quarterly trial balance and other financial statements prepared periodically by the Executive Board.

- 4.3.1. The documents related to the matters to be discussed at the meetings must be made available to the Fiscal Council members present.
- 4.3.2. The minutes of the Ordinary and Extraordinary Fiscal Council meetings will be drawn up as a summary of the facts that occurred, including dissent and protests, and contain the transcript only of the resolutions taken. The written votes and other documents presented must be filed at the headquarters of the Company.
- 4.3.3. The secretary must deliver a copy of the minutes of the meetings to each Fiscal Council member.
- 4.4. Call notices for the Ordinary and Extraordinary Meetings of the Fiscal Council must be made in writing, by its Chairman, at least four (4) calendar days prior to the Meeting date. The call notice must include the date, time and agenda of the Meeting.
  - 4.4.1. Call notices for the Ordinary and Extraordinary Meetings of the Fiscal Council will be considered valid when:
    - I. they are personally delivered to each Fiscal Council member;
    - II. or, are sent and confirmed by e-mail or any other written means with proof of receipt;
    - III. or, sent to each Fiscal Council member by mail with acknowledgment of receipt.
  - 4.4.2. For the purposes of item 4.4.1. above, the Fiscal Council members undertake to keep their contact address duly updated at the Fiscal Council.
- 4.5. Fiscal Council Meetings can be held outside the headquarters only with the prior and express agreement of all Fiscal Council members, informed at least four (4) calendar days before the Meeting is held.
- 4.6. Regardless of call notice, Fiscal Council meetings in which all the serving members are present will be valid.
- 4.7. Fiscal Council meetings will be held in the presence of at least the majority of its members.
- 4.8. Fiscal Council meetings will be presided over by its chairman, who will conduct the proceedings.



- 4.9. Each Fiscal Council member will be entitled to one vote on the deliberations of Fiscal Council meetings.
- 4.10. The deliberations of the Fiscal Council, including those related to the exercise of legal powers and duties established in this Charter, will be considered approved if they have the favorable vote of the majority of those present. In case of tie, the Chairman has the casting vote.
- 4.11. In case of impediment or vacancy, the impeded or absent Fiscal Council member will be automatically replaced by their alternate member. Regardless of any formality, representation by proxy is not allowed.

## **5. Requests for Information**

- 5.1. Fiscal Council members must ask the chairman of the Fiscal Council to request the management bodies for information or clarifications necessary for the Fiscal Council and its members to exercise their functions, and for the preparation of special financial or accounting statements.
- 5.2. Fiscal Council members, upon prior decision by the Council, will attend the Board of Directors meetings in which the matters on which they must give their opinion are deliberated upon.
- 5.3. The Fiscal Council may request the Independent Auditor engaged by the Company for information or clarifications, and to investigate specific facts.
- 5.4. Fiscal Council members, upon prior decision by the Council, must attend Shareholders Meetings and respond to requests for information made by shareholders.
- 5.5. The documents and information provided by the Company upon request from the Fiscal Council or any of its members will be forwarded with a copy to all serving members.
- 5.6. The Fiscal Council's requests must be made:
  - I. through a letter signed by its Chairman and submitted to the Company Management and forwarded with a copy to other serving members, or;
  - II. through an e-mail signed by its Chairman, with a copy forwarded to all serving members.
- 5.8. This Charter comes into force on this date.



5.9. Omissions in this Charter will be resolved by the Fiscal Council.

São Paulo, March 25, 2021.

Fiscal Council members present: SIMONE CARRERA - Chairwoman of the Meeting; FREDDY RABBAT; MARCOS ROBERTO DE OLIVEIRA; MURICI DOS SANTOS; and CLOVIS ANTÔNIO PEREIRA PINTO