



**CHARTER OF THE AUDIT COMMITTEE OF
EUCATEX S/A INDÚSTRIA E COMÉRCIO**

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CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE

This Charter of the Audit Committee (“**Charter**”) regulates the functioning of the Audit Committee of EUCATEX S.A. (“**Audit Committee**” and “**Company**,” respectively), its duties and responsibilities, as well as its relationship with other corporate bodies of the Company, subject to applicable legislation and regulations and the Bylaws of the Company (“**Bylaws**”).

The Audit Committee is a permanent collective decision-making body linked directly to the Board of Directors of the Company (“**Board of Directors**”), assisting the Board with:

- (i) monitoring and controlling the quality and integrity of financial statements and information;
- (ii) analyzing the qualifications, technical capacity, compliance with legal, regulatory and performance standards, quality and effectiveness of Internal Audit;
- (iii) analysis, assessment and monitoring of risks;
- (iv) analysis of internal controls; and
- (v) analysis of transactions with the Company’s related parties.

2. COMPOSITION AND REQUIREMENTS

The Audit Committee will have at least three (3) and at most five (5) members, elected to a unified term of office of two (2) years (“**Member(s)**”) and it must have at least one (1) independent member of the Board of Directors and one

(1) independent member with recognized experience in corporate accounting matters, pursuant to CVM Instruction 308 of May 14, 1999 (“**Financial Specialist**”). The characteristics listed below may be possessed by the same Member.

To meet the requirement of having recognized experience in corporate accounting matters, the Financial Specialist must have:

- (i) knowledge of generally accepted accounting principles and financial statements;
- (ii) experience in the preparation, audit, analysis and evaluation of financial statements with the scope and complexity comparable to that of the Company;
- (iii) skills to evaluate the application of these principles in key accounting estimates; and
- (iv) educational training compatible with the corporate accounting knowledge necessary for the activities of the Audit Committee and knowledge of internal controls and corporate accounting procedures.

None of the members of the Audit Committee can have controlling power or be an executive officer or direct or indirect controlling shareholder of the Company or its subsidiaries, associate companies or companies under common control, or have any relationship of subordination with the aforementioned persons.

All Committee members must meet the requirements established in article 147 of Federal Law 6,404/76.

The Committee will report to the Board of Directors and have operational autonomy with annual or project-based budget, within the limits approved by the Board of Directors, to cover expenses for its functioning that may include consultations, assessments and investigations within its scope of activities, including the hiring of external independent experts.



The Board of Directors will elect the coordinator of the Audit Committee from among its Members (“**Coordinator**”).

3. MANAGEMENT

Members will be elected by the Board of Directors for a unified term of two (2) years, with reelection permitted. The election of Members for each term will be held at the first meeting of the Board of Directors that follows the Annual Shareholders Meeting of the Company that elects them.

The term of office of Members will be extended until the investiture of the newly elected Members.

In the event of resignation, removal or non-reelection of a director who is also a member of the Audit Committee, the Board of Directors must elect a substitute at the first meeting held after the removal, resignation or end of term of office of said director and, if applicable, the Member as well.

There will be no alternate members, and in case of vacancy, absence or temporary or permanent impediment, the Members will be replaced as follows:

- (i) In case of absence or temporary impediment of the Coordinator, their functions will be performed by another Member appointed in writing by the Coordinator;
- (ii) In case of absence or temporary impediment of a Member, the Audit Committee will function with the other Members, provided they constitute the majority of its Members; and
- (iii) In case of vacancy of the position of Coordinator or any other Member,

the majority of the Audit Committee will appoint a Member who will perform the functions temporarily until the first Board of Directors meeting to be held after the vacancy, during which a replacement will be appointed to complete the ongoing term of office.

The Audit Committee will have operational autonomy and its own budget, approved by the Board of Directors, to cover expenses with its activities and hire consultants for accounting, legal and other matters, when the opinion of an external expert is necessary.

The external consultants will be subject to the same Company rules and policies applicable to a member of the Audit Committee, including with regard to conflicts of interest, duty of diligence and duty of confidentiality and loyalty, and must treat any information received with the care required by their function as external consultant to the Audit Committee.

4. DUTIES

Without prejudice to other duties envisaged in applicable regulations and internal policies of the Company, especially the Policy on Related-Party Transactions, or additional duties assigned by the Board of Directors, following are the responsibilities of the Audit Committee:

- (i) Assess and analyze the contracting and termination of External Auditors of the Company;
- (ii) Assess and analyze the quarterly information, interim financial statements (if applicable) and financial statements of the fiscal year;
- (iii) Analyze and monitor the activities of Internal Audit of the Company, monitoring its independence and effectiveness, and the adequacy of its

structure, the quality and integrity of its processes, proposing to the Board initiatives that may be required to improve them;

- (iv) Assess and analyze the activities of the internal controls and controllership areas, in charge of preparing the financial statements, and assess the internal controls environment;
- (v) Advise the Board with the hiring, compensation and termination of independent external auditors, including in terms of qualifications and independence of independent auditors, and other services that may be provided by external auditors;
- (vi) During the services of the independent external auditor, assess and analyze their activities, checking their independence and the quality and adequacy of services, and making recommendations to management on the reasonability of the compensation of external auditors;
- (vii) Revise the annual work plan of independent external auditor and analyze compliance with the recommendations of the annual recommendation letter on internal controls submitted by the independent external auditor to the management;
- (viii) Assess and monitor the Company's exposures to risks;
- (ix) Assess, monitor and recommend to management the correction or improvement to the internal policies of the Company, including the Policy on Related-Party Transactions;
- (x) Ensure that procedures are in place to receive, process and treat reports, complaints and information related to noncompliance with (a) laws and norms, as well as internal regulations, policies and codes; (b) accounting issues; (c) internal controls; and (d) audit matters, ensuring protection of the whistleblower's identity and confidentiality of the information in accordance with applicable legislation;
- (xi) Ensure that any report and complaint involving managers and leaders reporting to the Chief Executive Officer of the Company, members of the Board of

Directors, Fiscal Council and advisory committees to the Board, as well as leaders of internal audit and internal controls be immediately reported to the Audit Committee;

- (xii) Assess the procedures to ensure effective management of consequences, including in the preparation and revision of a specific policy on the subject;
- (xiii) Report the activities performed by internal audit to the Board of Directors;
- (xiv) Have the means to receive and treat information regarding non-compliance with laws and norms applicable to the Company, in addition to internal regulations and codes, including specific procedures to protect the whistleblower and confidentiality of the information; and
- (xv) Prepare a summarized annual report of the Audit Committee, specifying the meetings held and main topics discussed, also highlighting the recommendations made by the Audit Committee to the Board of Directors of the Company.

The Audit Committee will perform its duties also in connection with the Company's subsidiaries, subject to applicable legislation.

The duties of the Coordinator of the Audit Committee are:

- (i) Call, hold and preside over Audit Committee meetings;
- (ii) Take measures to ensure that Members duly receive the information necessary to deliberate on items on the agenda of meetings;
- (iii) Decide on the participation of and, as applicable, inviting executive officers, executives, auditors, consultants and internal and external employees of the Company to participate in Audit Committee meetings, as well as experts on the items on the agenda or whose field of activity is related to such matters, subject to the provisions of this Charter on conflicts of interest;
- (iv) Request the Company management and its independent auditors any information and/or clarifications deemed necessary for the work of the Audit Committee, subject to the provisions of this Charter;
- (v) Represent the Audit Committee in its relationship with the Board of Directors and its advisory committees, the Board of Executive Officers, the independent

- auditor and Audit Board of the Company, when established, signing correspondence, invitations and reports submitted to them, whenever necessary;
- (vi) Inform the Chairman of the Board of Directors of the activities performed by the Audit Committee and submit to them the recommendations, analyses, opinions and reports approved at Audit Committee meetings;
 - (vii) Coordinate the assessment process of the Audit Committee, subject to the procedures and processes approved by the Board of Directors; and
 - (viii) Ensure full compliance with this Charter.

The Coordinator of the Audit Committee, accompanied by other Members when necessary or appropriate, must meet the Board of Directors at least once every quarter to report the activities of the Audit Committee.

5. MEETINGS

The Audit Committee will ordinarily meet at least once a quarter, according to the annual calendar approved by the Audit Committee and extraordinarily whenever necessary upon a call notice sent by the Coordinator or any of the two (2) Members.

The call notice will be in writing, sent by letter and delivered in person or via email at least two (2) business days prior to the meeting. It must indicate the place, date and time of the meeting, as well as the agenda, accompanied by all documents related to the deliberations to be taken.

Irrespective of call notice formalities, meetings in which all the serving Members are present will be deemed regular.

Audit Committee meetings must preferably be held at the headquarters of the Company and, exceptionally, at another location previously determined by the Coordinator.

Members will be allowed to participate in Audit Committee meetings remotely, via conference call, videoconference or any other means of communication that enables the identification of participants and their interaction in real time.

Members who participate remotely in Audit Committee meetings will be deemed present only if they confirm their votes, on the date of the meeting, through a statement in writing submitted to the Coordinator by letter or email digitally certified. Once the vote is received, the Coordinator will have full powers to sign the minutes of the meeting on behalf of the Member who participates remotely, when applicable.

Meeting agenda will be defined by the Coordinator and must meet the requests submitted by the Board of Directors, the Chairman of the Board and any Member, and consider the proposals presented by the Board of Executive Officers of the Company. Requests related to meeting agenda, inclusion of extraordinary matters in the agenda and calling of extraordinary Audit Committee meetings will be submitted to the Coordinator.

Audit Committee meetings will be held with the presence of the majority of Members.

Resolutions of the Audit Committee will be taken by vote of the majority of Members present at the meeting. In case of a tie, the Coordinator will have the casting vote. The Audit Committee is an advisory body to the Board of Directors and so its decisions are advisory in nature, which will be presented to the Board of Directors accompanied by supporting materials.

The meeting may be adjourned or ended when circumstances so require, at the request of any Member and with approval of the majority of Members in

attendance. If the meeting is suspended, the Coordinator will set a date, time and place for its resumption, and a new call notice is waived.

In urgent situations, the Audit Committee may, upon request from its Coordinator and with written consent from other Members, hold the meeting without the call notice formalities, with the presence of the majority of Members. In this case, the written consent from the absent Members must be attached to the minutes of the meeting, which must register the urgency that justified said meeting, when applicable.

Any member of the Board of Directors may participate as a listener in Audit Committee meetings, whether or not invited. Executive officers, auditors, consultants and internal and external employees of the Company who are called in advance by the Coordinator to provide information and/or clarifications related to the agenda of the meeting will participate in Audit Committee meetings but will not have the right to vote on the matters being deliberated.

The Audit Committee, through its Coordinator, can request the holding of meetings with other advisory committees to the Board of Directors, management bodies and the Fiscal Council, if established.

Any Audit Committee meeting can be confidential, fully or partially if, at the discretion of the Coordinator or the Board of Directors, there is any matter whose nature so justifies, including with regard to the disclosure of the decisions taken.

Opinions and recommendations of the Audit Committee will be registered in the minutes or, if recorded in a separate document, must be signed by the Members in attendance and attached to the minutes of the meeting, when applicable.

Members can request that their observations and recommendations related to the matters discussed at the meeting be recorded in the respective minutes. Votes and protests submitted by the Members will be attached to the minutes and filed at the Company's headquarters.

The Audit Committee may, through its Coordinator, based on any Member's request approved by the majority of Members in attendance, request and examine the corporate documents deemed necessary for performing its duties.

The examination of corporate documents by the Audit Committee will be allowed only at the Company's headquarters and upon prior request.

The information contained in the documents that will support the decisions to be taken by the Audit Committee will be strictly confidential, is the exclusive property of the Company and is intended for Members to enable them to take decisions on the subject referred to by such information and, therefore, such information cannot be disclosed to third parties or used for any other purpose.

6. CONFLICT OF INTERESTS

Members are prohibited from intervening in any deliberation in which they have or represent interests conflicting with those of the Company.

Any Member with a conflict of interests must inform other members of their impediment and record in the minutes of the Audit Committee meeting, the nature and extent of such impediment.

If any Member with a conflict of interests does not fulfill the above obligation, other members of the Audit Committee, if aware of it, must fulfill such obligation.



As soon as the conflict of interests or private interest is identified, the Member involved must refrain from participating in discussions and deliberations and leave the meeting temporarily until the matter is concluded, and such fact must be recorded in the minutes of the meeting, along with the nature and extent of the conflict and/or interest. In that case, the Member must refrain from voting on such matter and will not receive information and/or documents on the matter to the extent the information to be provided contains sensitive data related to the conflict of interests and/or private interest.

7. COMPENSATION

The compensation of the Members will be defined by the Board of Directors at the meeting that elects the Members.

Members of the Board of Directors who are also Members of the Audit Committee may be entitled to additional compensation for participating in the Audit Committee, as deliberated by the Board of Directors.

Members, whether or not Directors, will be reimbursed by the Company for expenses with commuting, meals and lodging necessary for performing their function in the Audit Committee.

8. RESPONSIBILITIES

Members undertake to comply with the Charter, the Bylaws of the Company, CVM regulations and other internal practices and policies of the Company.

Members have the duty of loyalty to the Company; they cannot disclose to

third parties documents or information about its business and must maintain confidential any material, privileged or strategic information of the Company obtained by virtue of their function, ensuring that third parties do not have access to such information and not using the information to obtain, for themselves or others, any kind of advantage, subject to applicable legislation and regulations.

Members of the Audit Committee declare that they are aware of the terms of Law 13,709/18 (Brazilian Data Protection Law) on the use of personal data necessary to comply with this Charter, including in relation to third parties.

The functions of a member of the Audit Committee cannot be delegated and must be exercised in compliance with the duties of loyalty and diligence.

9. ASSESSMENT

The Audit Committee must be evaluated annually according to the procedures and processes approved by the Board of Directors.

10. GENERAL PROVISIONS

The Charter may be amended, whenever necessary, by a resolution of the majority of members of the Board of Directors attending the meeting that deliberates on the matter, and the Audit Committee may submit to the Board of Directors proposals for amendment.

In case of matters not covered by the Charter, the Coordinator of the Audit Committee will apply the procedural rules of the Charter of the Board of Directors to the extent they are compatible with the nature and function of the Audit Committee. In cases when the rules of the Charter of the Board of Directors cannot be applied subsidiarily, the matters not covered by, and doubts about the interpretation of, this



Charter will be regulated by the Board of Directors.

In case of conflict between the provisions of this Charter and the Bylaws, the provisions of the Bylaws will prevail and, in case of conflict between the provisions of this Charter and the legislation in force, the latter will prevail.

If any provision of this Charter is deemed invalid, illegal or ineffective, such provision will be limited to the extent possible, so that the validity, legality and effectiveness of the remaining provisions of this Charter are not affected.

The Charter takes effect on the date of its approval by the Board of Directors and will be published on the Investor Relations website of the Company and disclosed in accordance with applicable laws and regulations.

Charter approved at the meeting of the Board of Directors of EUCATEX S/A
INDÚSTRIA E COMÉRCIO on July 17, 2023.