



Instituto Clima e Sociedade – iCS

Internal Regulations

Approved by the Board of Directors on February 19, 2024



Table of Contents

CHAPTER I - GENERAL PROVISIONS	1
Section I - Governance structure.....	1
Section II - Common provisions for members of governance bodies.....	2
Section III - Meetings of collegiate bodies	3
CHAPTER II - BOARD OF DIRECTORS.....	4
Section I - Provisions relating to the collegiate body.....	4
Section II - Chairman	Error! Bookmark not defined.
Section III - Committees.....	6
Subsection I - General provisions.....	6
Subsection II - Executive Committee	6
Subsection III - Nominating and Governance Committee.....	7
Subsection IV - Program Committee	8
Subsection V - Ethics and Conduct Committee.....	9
CHAPTER III - BOARD OF EXECUTIVE OFFICERS.....	11
CHAPTER IV - AUDIT COMMITTEE	13
CHAPTER V - TRANSPARENCY	14
CHAPTER VI - FINAL AND TRANSITIONAL PROVISIONS	15

Instituto Clima e Sociedade – iCS

CNPJ 22.428.410/0001-70

Internal Regulations

(Approved by the Board of Directors on February 19, 2024)

Purpose

Art. 1 This **Internal Regulation** complements the rules of the Bylaws of **Instituto Clima e Sociedade – iCS** and aims to regulate the functioning of its statutory bodies and promote good governance practices.

CHAPTER I - GENERAL PROVISIONS

Section I - Governance structure

Governance structure

Art. 2 The **iCS** governance structure comprises:

I - Collegiate bodies:

a) General Meeting: the sovereign body of the **iCS** that passes resolutions, composed of all its members and governed by art. 21 et seq. of the Bylaws;

b) Board of Directors: the body responsible for the strategic direction of **iCS**, composed of up to 11 (eleven) directors elected by the General Meeting and regulated by art. 27 et seq. of the Bylaws;

c) Committees: the permanent non-statutory support and advisory bodies of the Board of Directors regulated by these **Internal Regulations**, comprising:

1 - Executive Committee;

2 - Nominating and Governance Committee;

3 - Program Committee;

4 - Ethics and Conduct Committee.

d) Audit Committee: the body liable for overseeing the management of **iCS**, composed of up to 3 (three) fiscal directors elected by the Board of Directors and regulated by Art. 32 et seq. of the Bylaws;

II - Singular bodies:

a) Chairman of the Board of Directors: the body responsible for directing and legally representing **iCS**, composed of 1 (one) Chairman appointed by the Board of Directors itself from among its members and whose duties are regulated in art. 30 et seq. of the Bylaws, as well as 1 (one) Deputy Chairman designated by the Chairman to assist and replace them in their absences and

impediments;

b) Board of Executive Officers: the non-statutory body responsible for the executive management of **ICS**, composed of 1 (one) officer/ executive/ representative/ Board of Directors.

1st Paragraph. In addition to the Committees indicated in paragraph "c" of item I of *caput* of this article, the Board of Directors may decide to establish other *ad hoc* and temporary Committees or working groups, and entrust specific work to directors or external specialists.

2nd Paragraph. Committees and working groups may comprise associates, directors, employees, specialists and/or any other people external to **ICS**, as decided by the Board of Directors.

Section II - Common provisions for members of governance bodies

Investiture Agreement

Art. 3 Upon taking office and at the beginning of each fiscal year, members of the governance bodies must sign an investiture agreement in which **(i)** they declare their awareness and agreement with the Bylaws, these **Internal Regulations** and the **ICS** Code of Conduct and **(ii)** undertake to keep any confidential information to which they have access confidential and to declare any interest conflicting with that of **ICS**, as established in item 7 of the Code of Conduct.

Sole Paragraph. The Code of Conduct applies to all **ICS** employees, including associates and members of the Board of Directors and the Audit Committee.

Duty of care and loyalty

Art. 4 Members of the governance bodies must employ, in the exercise of their duties, the care and diligence that every active and probationary person usually employs in managing their businesses, serving **ICS** with loyalty.

Sole Paragraph. The principles of legality, impersonality, morality, publicity, economy and efficiency must guide the actions of members of governance bodies.

Responsibility of Officers and Directors

Art. 5 The members of the Board of Directors and the Board of Executive Officers shall not be personally responsible for the obligations they incur in the name of **ICS** and as a result of a regular management act, except when they act with fault or willful misconduct or, even, in violation of legislation or the **ICS** Bylaws.

1st Paragraph. A director shall not be responsible for the illegal acts of other directors unless he colludes with them, neglects to discover them or if, upon being aware of them, he fails to act to prevent their practice.

2nd Paragraph. A dissenting director who records their disagreement in the minutes or, if this is not possible, gives immediate and written notice of it to the Board of Directors or the General Meeting, shall not be held responsible.

3rd Paragraph. may contract civil liability insurance for the members of the Board of Directors and the Board of Executive Officers due to the exercise of their duties, subject to approval by the Board of Directors.

Re-election

Art. 6 The re-election of members of the governance bodies, in cases where the Bylaws permit this, may, at the discretion and in the manner defined by the Nomination and Governance Committee, be preceded by:

I - self-assessment of the candidate's performance in the current term, especially concerning the quality of their participation in meetings and/or other forms of effective contribution to **ICS**, in addition to other parameters that the Nomination and Governance Committee deems appropriate, which shall be submitted for analysis by the General Meeting;

II - consultation with the candidate regarding their interest and availability to eventually hold a new term of office in the body.

Section III - Meetings of collegiate bodies

Annual meeting calendar

Art. 7 Annually, preferably by January 31, the Board of Executive Officers shall organize a calendar with the predicted dates, times, and formats (in-person, virtual, or hybrid) of meetings of all collegiate bodies, forwarding it to its members.

Call for meetings

Art. 8 Collegiate bodies shall be convened for meetings at least 7 (seven) days in advance through a notice posted at the **ICS** headquarters and/or sent by email to its members.

1st Paragraph. The notice shall indicate the date, time, format (in-person, virtual or hybrid) and agenda of the Meeting and must be accompanied, whenever possible, by the documents that inform or shall be the subject of resolutions.

2nd Paragraph. The requirement for prior notice is dispensable if all members of the collegiate body are present.

3rd Paragraph. Except in the case of the previous Paragraph, only matters expressly included in the notice may be subject to resolution.

Prior examination of documents

Art. 9 Members of collegiate bodies must previously examine the documents sent to them under art. 8, 1st Paragraph, with no need to re-present its entire content during the Meeting, which shall focus on clarifying doubts and discussing critical or controversial aspects.

Absences

Art. 10. Members of collegiate bodies who cannot attend the Meeting to which they were summoned must provide written justification within up to 72 hours (seventy-two hours) before the scheduled time.

1st Paragraph. Unexcused absence from 2 (two) consecutive meetings shall be considered a tacit resignation from the position, resulting in automatic dismissal of the member.

2nd Paragraph. If a member of any collegiate body is absent from 3 (three) or more consecutive meetings, even if justifiably so, this fact shall be brought to the attention of the General Meeting,

which shall decide on the convenience of dismissing them.

Conflict of interest

Art. 11. After reading the agenda at the beginning of each Meeting, the Chairman of the Board shall ask participants if they are interested parties or have any other impediment to participating in the discussions and resolutions on the agenda.

1st Paragraph. Regardless of the question under the previous Paragraph, participants must declare any conflict of interest before beginning the assessment of the matter in question, as established in item 7 of the **ICS** Code of Conduct.

2nd Paragraph. The participant with a conflict of interest must refrain from participating in the discussion and resolution on the matter, leaving the room at that time.

Documentation of meetings

Art. 12. Minutes shall be drawn up for all meetings of the collegiate bodies, indicating the participants by name, with a summary of the resolutions.

1st Paragraph. The minutes shall preferably be prepared in electronic format and signed by the Chairman of the collegiate body or coordinator of the Meeting and by the designated secretary.

2nd Paragraph. The Board of Executive Officers shall keep all minutes of meetings of collegiate bodies on file, without prejudice to recording them when necessary.

3rd Paragraph. At the discretion of the collegiate body, discussions and resolutions that address topics of strategic interest that have not yet matured or that may expose **ICS** may be treated confidentially.

CHAPTER II - BOARD OF DIRECTORS

Section I - Provisions relating to the collegiate body

Duties of the Board of Directors

Art. 13. The Board of Directors is responsible for exercising the duties established in art. 28 of the Bylaws, as well as:

I - supervise the performance of the executive officer, including their goals, strategies, plans and policies, as well as the general progress of **ICS** activities;

II - advise the executive officer;

III - support the executive officer in fundraising opportunities;

IV - set the executive officer's remuneration, respecting as maximum limits the values practiced by the market in the region corresponding to **ICS**'s area of activity;

V - establish the eventual remuneration of Committee members, observing the limits and conditions established in Art. 37 of the Bylaws;

VI - approve the contracting of civil liability insurance for members of the Board of Directors and the Board of Executive Officers;

VII - decide on the making of donations whose value, individually considered or added to other possible donations made to the same donee in the same year, exceeds R\$ 1,500,000.00 (one million and five hundred thousand reais);

VIII - at least every 2 (two) years, evaluate the performance of the Board of Directors and its members, the Committees and the executive officer.

1st Paragraph. The members of the Board of Directors may be compensated for carrying out their duties without prejudice to being reimbursed for the costs incurred in this performance, observing the limits and conditions established in Art. 37 of the Bylaws.

2nd Paragraph. The Board of Executive Officers must provide the Board of Directors with all information and documents necessary to carry out its duties.

3rd Paragraph. When deliberating on making donations, under item VII of *caput* of this article, the Board of Directors may reject, approve or approve them with conditions.

Meetings of the Board of Directors

Art. 14. The Board of Directors shall meet:

I - Ordinarily, at least 4 (four) times a year, the first being until the end of April, upon call by its Chairman;

II - extraordinarily, at any time, when called by its Chairman or 1/5 (one fifth) of the members.

1st Paragraph. Board of Directors meetings shall be held with the presence of the majority of its members.

2nd Paragraph. Whenever invited by the Chairman of the Board of Directors, the executive officer shall participate in the Meeting without the right to vote.

Resolutions of the Board of Directors

Art. 15. The favorable vote of the majority of directors present shall adopt the resolutions of the Board of Directors.

1st Paragraph. Votes shall be cast openly, unless the Chairman of the Board of Directors opts for a secret vote, to be carried out using a physical or electronic ballot that ensures the inviolability of the vote.

2nd Paragraph. In the event of an election, in addition to the Chairman of the Board of Directors, any director may require that the vote be secret.

3rd Paragraph. In the event of a tie, the Chairman of the Board of Directors shall have the casting vote and, in their absence, the Deputy Chairman.

4th Paragraph. The Chairman of the Board of Directors shall not participate in the resolutions that deal with:

I - election of his/her successor, if he/she is running for re-election;

II - approval of acts carried out by the Chairman of the Board of Directors in exercising their statutory duties.

Section II - Chairman

Composition of the Board of Directors

Art. 16. The Board of Directors shall be chaired by:

I - Chairman: the director appointed by the Board of Directors to direct and legally represent the **ICS**, with a term of office of 3 (three) years, with a single re-election permitted, in accordance with art. 30 et seq. of the Bylaws;

II - Deputy Chairman: the director appointed by the Chairman to assist them in exercising their duties and replace them in their absences or impediments.

Duties of the Chairman

Art. 17. The Chairman of the Board of Directors is responsible for exercising the duties established in art. 31 of the Bylaws.

Sole Paragraph. The Chairman of the Board of Directors may delegate their duties by the relevant instrument, per Art. 31, 1st Paragraph, of the Bylaws.

Section III - Committees

Subsection I - General provisions

Art. 18. The composition, duties, dynamics of meetings and quorums for resolution of the Committees indicated in art. 2, I, "c", of these Internal Regulations shall comply with the provisions of the following subsections.

Sole Paragraph. Without prejudice to the provisions of *caput* of this article, the Board of Directors may approve terms of reference to consolidate, establish complementary standards and/or detail the functioning of specific Committees.

Art. 19. In the event that the Board of Directors decides to establish other Committees or temporary working groups, the respective compositions, duties, meeting dynamics and quorums for resolution shall be regulated in specific terms of reference.

Subsection II - Executive Committee

Composition of the Executive Committee

Art. 20. The Executive Committee comprises the Chairman and Vice-Chairman of the Board of Directors and the executive officer.

Sole Paragraph. The Executive Committee shall be chaired by the Chairman of the Board of Directors.

Duties of the Executive Committee

Art. 21. The Executive Committee is responsible for:

I - guide the development and supervise the execution of the goals, strategies, plans and policies of the Board of Executive Officers;

II - monitor **ICS** programs, projects and activities;

III - dialogue with the Board of Executive Officers about possible difficulties, obstacles and opportunities in the functioning of **ICS**;

IV - report their activities, findings and recommendations at Board of Directors meetings.

Executive Committee Meetings

Art. 22. The Executive Committee shall meet:

I - ordinarily, every 2 (two) months, upon call by the Chairman of the Board of Directors;

II - extraordinarily, at any time, when called by the Chairman of the Board of Directors or by the executive officer.

Sole Paragraph. The Executive Committee meetings shall be attended by 2 (two) of its members.

Resolutions of the Executive Committee

Art. 23. The resolutions of the Executive Committee shall be adopted by the favorable vote of 2 (two) of its members.

Subsection III - Nominating and Governance Committee

Composition of the Nominating and Governance Committee

Art. 24. The Nomination and Governance Committee is composed of a minimum of 2 (two) and a maximum of 6 (six) members, as follows:

I - up to 5 (five) members appointed by the Board of Directors from among the directors, for a term of 2 (two) years or until the end of their terms as directors, whichever occurs earlier, successive reappointments permitted;

II - the executive officer.

1st Paragraph. The Nomination and Governance Committee shall be chaired by one of its members, chosen by the Board of Directors or, if it so decides, by the Committee itself.

2nd Paragraph. The Chairman of the Nomination and Governance Committee may be reelected to the role once, without prejudice to being able to remain in the body as a member, if the Board of Directors so decides.

Duties of the Nominating and Governance Committee

Art. 25. The Nomination and Governance Committee is responsible for:

I - identify candidates for the Board of Directors, submitting them to the General Meeting at the time of elections;

II - identify candidates for the position of executive officer and recommend their appointment to the Board of Directors;

III - carry out the preparatory work for the evaluations to be carried out by the Board of Directors,

as provided for in art. 13, VIII;

IV - support activities to engage important audiences through support and advisory bodies, especially with regard to identifying candidates for the Board of Directors and the position of executive officer;

V - recommend, together with the Chairman of the Board of Directors, the remuneration of the members of the Board of Directors, the Committees, the Audit Committee and the executive officer, as well as the reimbursement policy for costs incurred by them in the exercise of their duties;

VI - encourage the continuous care and evolution of **ICS** governance themes;

VII - monitor and propose improvements to **ICS**'s main governance topics, including changes to the Bylaws, these **Internal Regulations** and the Code of Conduct;

VIII - deal with **ICS** governance issues submitted to it by the Chairman of the Board of Directors, by any member of the Audit Committee or the Committee itself, or even by the executive officer.

Nominating and Governance Committee Meetings

Art. 26. The Nominating and Governance Committee shall meet:

I - ordinarily, 2 (two) times a year, upon convocation by its Chairman;

II - extraordinarily, at any time, when called by its Chairman or the Chairman of the Board of Directors.

Sole Paragraph. The meetings of the Nominating and Governance Committee **shall** be held with the presence of the majority of its members.

Resolutions of the Nominating and Governance Committee

Art. 27. The resolutions of the Nominating and Governance Committee shall be adopted by the favorable vote of the majority of members present.

Subsection IV - Program Committee

Composition of the Program Committee

Art. 28. The Program Committee is made up of up to 6 (six) members, specialists with notable knowledge in **ICS**'s areas of activity, as follows:

I - up to 5 (five) members appointed by the Board of Directors, for a term of office of 2 (two) years, successive reappointments permitted;

II - 1 (one) member appointed by the Board of Directors from among people with notable knowledge in Climate Philanthropy for a term of office of 2 (two) years, successive reappointments permitted.

1st Paragraph. The Program Committee shall be chaired by one of its members, chosen by the Board of Directors or, if it so decides, by the Committee itself.

2nd Paragraph. The Chairman of the Program Committee may be reelected to the role once, without prejudice to being able to remain in the body as a member, if the Board of Directors so

decides.

Duties of the Program Committee

Art. 29. The Programmatic Committee is responsible for:

I - approve the making of donations whose value, individually considered or added to other possible donations made to the same donee in the same year, is greater than R\$ 750,000.00 (seven hundred and fifty thousand reais) and equal to or less than R\$ 1,500,000, 00 (one million and five hundred thousand reais);

II - discuss topics related to improving project management, issuing any recommendations deemed relevant;

III - identify strategic and/or sensitive topics and recommend their discussion by the Board of Directors;

IV - present to the Board of Directors, annually, their impressions, suggestions for improvement and the main topics discussed by the Program Committee.

1st Paragraph. When deliberating on making donations, the Program Committee may reject, approve or approve them with conditions.

2nd Paragraph. On an extraordinary basis, donations of up to R\$750,000.00 (seven hundred and fifty thousand reais) that are high risk and related to sensitive topics may be submitted in advance for consultation with the Program Committee, which shall authorize the Board of Executive Officers to deliberate on its realization.

Meetings of the Program Committee

Art. 30. The Program Committee shall meet:

I - ordinarily, 4 (four) times a year, upon convocation by its Chairman;

II - extraordinarily, at any time, when called by its Chairman or the Chairman of the Board of Directors.

1st Paragraph. The Program Committee meetings shall be held with the presence of the majority of its members.

2nd Paragraph. Members of the Program Committee who choose to send their comments and/or votes in advance, in writing, shall be considered present at the Meeting.

Resolutions of the Program Committee

Art. 31. The resolutions of the Nomination and Governance Committee shall be adopted by the favorable vote of the majority of members present, observing the provisions of art. 30, 2nd Paragraph.

Subsection V - Ethics and Conduct Committee

Composition of the Ethics and Conduct Committee

Art. 32. The Ethics and Conduct Committee is made up of a minimum of 5 (five) and a maximum of 7 (seven) members, as follows:

I - minimum of 1 (one) and maximum of 2 (two) members appointed by the Board of Directors from among the directors, for a term of 2 (two) years or until the end of their terms as directors, whichever occurs earlier, allowing a single consecutive reappointment;

II - minimum of 3 (three) and maximum of 5 (five) independent members, appointed by the Board of Directors from among people of notable professional capacity and recognized moral integrity, for a term of office of 2 (two) years, allowing for a single consecutive reappointment;

III - the executive officer or 1 (one) iCS employee designated by the Board of Directors, at the discretion of the Board of Directors itself.

1st Paragraph. For the purposes of the provisions of item II *of caput* of this article, members who:

I - have not been directors, officers or employees of **iCS** in the last 3 (three) years;

II - have not received any payment from **iCS** in the last 3 (three) years, except for any remuneration or allowance for being part of the Ethics and Conduct Committee itself;

III - have not received a loan or donation, nor have they carried out any commercial transaction with **iCS** in the last 3 (three) years;

IV - they are not controllers, administrators and do not hold more than 10% (ten percent) of the shareholdings of a legal entity that falls into any of the hypotheses mentioned in items II and III of 1st Paragraph;

V - They are not relatives of a person who fits into any of the hypotheses mentioned in the previous sections, thus considering spouses, partners and collateral or similar relatives up to the third degree.

2nd Paragraph. The members of the Ethics and Conduct Committee must have technical qualifications to perform the role, with knowledge in the areas of accounting, law, human resources, auditing, risks and/or internal controls.

3rd Paragraph. People who fall into any of the hypotheses provided for in Art shall not be able to join the Ethics and Conduct Committee. 1, I, of complementary law no. 64/1990, as amended by complementary law no. 135/2010 ("Clean Record Law").

4th Paragraph. The Board of Directors may dismiss, at any time, a member of the Ethics and Conduct Committee whose independence has been affected by a conflict of interest or any other circumstance.

5th Paragraph. In the event of a permanent vacancy in the Ethics and Conduct Committee, the Chairman of the Board of Directors shall designate, within a maximum period of 30 (thirty) days, a replacement to complete the remaining term of office.

6th Paragraph. The Ethics and Conduct Committee shall be chaired by one of its members, chosen by the Board of Directors or, if it so decides, by the Committee itself.

7th Paragraph. The Chairman of the Ethics and Conduct Committee shall serve a term of 3 (three) years or until the end of their term as a member of the body, whichever comes first, with a single re-election permitted.

Duties of the Ethics and Conduct Committee

Art. 42. The Ethics and Conduct Committee is responsible for:

I - ensure the adequate dissemination and implementation of the Code of Conduct;

II - review the terms of commitment indicated in art. 3, making any recommendations it deems

pertinent;

III - validate the responses of the Board of Executive Officers to queries regarding the legal and ethical compliance of the conduct, hypothetical or not, of **ICS** employees;

IV - receive and respond to queries related to the conduct, hypothetical or not, of an associate, director or executive officer;

V - receive and process reports of violations of the Code of Conduct involving associates, directors and/or the executive officer, as well as those that the Ethics and Conduct Committee itself decides to raise for itself, ex officio or at the request of the Chairman of the Board of Directors or the executive officer;

VI - evaluate the annual report of the Board of Executive Officers detailing the actions adopted to disseminate the content of the Code of Conduct among **ICS** employees and the queries and complaints received during the period, submitting it for approval by the Board of Directors;

VII - issue recommendations that it deems necessary or convenient to reinforce the legal and ethical compliance of **ICS** employees;

VIII - evaluate and propose improvements to the Code of Conduct at least every 4 (four) years.

Sole Paragraph. The Ethics and Conduct Committee shall have the support of **ICS** legal advice to carry out its duties and may request, at any time, the hiring of audit, investigation and/or other services from qualified professionals and companies and independent.

Meetings of the Ethics and Conduct Committee

Art. 43. The Ethics and Conduct Committee shall meet:

I - ordinarily, 2 (two) times a year, upon convocation by its Chairman;

II - extraordinarily, at any time, when called by its Chairman, the Chairman of the Board of Directors or the executive officer.

Sole Paragraph. The Ethics and Conduct Council meetings shall be held with the presence of the majority of its members.

Resolutions of the Ethics and Conduct Committee

Art. 44. The resolutions of the Ethics and Conduct Committee shall be adopted by the favorable vote of the majority of members present

CHAPTER III - BOARD OF EXECUTIVE OFFICERS

Composition of the Board of Executive Officers

Art. 45. The Board of Executive Officers is composed of 1 (one) executive officer appointed by the Board of Directors.

1st Paragraph. The selection of candidates for the Board of Executive Officers shall be conducted by the Nominating and Governance Committee, which shall ensure, whenever possible, that candidates hold initial meetings with the acting executive officer.

2nd Paragraph. After the initial meetings indicated in the previous Paragraph, the Nomination

and Governance Committee must prepare an appointment report for the Board of Directors.

3rd Paragraph. The Board of Directors, in its sole discretion, may grant the acting executive officer the opportunity to formulate his/her own recommendation before designating his/her successor.

4th Paragraph. After approving the designation, the Board of Directors shall inform the selected professional in writing, including the employment conditions and proposed remuneration.

5th Paragraph. The selected professional must inform in writing, within 2 (two) business days, whether he accepts the appointment to the position of executive officer.

6th Paragraph. The Board of Directors shall approve a plan for the adaptation and familiarization of the new executive officer to iCS.

Duties of the Board of Executive Officers

Art. 46. The Board of Executive Officers is responsible for carrying out the executive management of **iCS**, in accordance with the guidelines established by the Board of Directors and within the limits of the powers delegated to it by the Chairman of the Board of Directors, being responsible for:

I - prepare, every 3 (three) years, a strategic plan covering at least the following 3 (three) years, communicating it to the **iCS** governance bodies;

II - prepare an annual work plan, including the corresponding budget, in accordance with the strategic plan;

III - hire, fire, manage and motivate team members;

IV - authorize the contracting of suppliers and goods and/or services, being able to delegate this task;

V - control organizational and management development;

VI - support **iCS** governance bodies;

VII - establish and develop **iCS** institutional relationships;

VIII - raise funds for **iCS**, under the supervision of the Board of Directors;

IX - evaluate **iCS** programs and their results, presenting the conclusions of this evaluation to the Board of Directors;

X - approve the making of donations whose value is equal to or less than R\$750,000.00 (seven hundred and fifty thousand reais);

XI - coordinate the implementation of the **iCS** Code of Conduct, observing the guidelines of the Ethics and Conduct Committee;

XII - respond to queries regarding the legal and ethical compliance of the conduct, hypothetical or not, of **iCS** employees, submitting them to validation by the Ethics and Conduct Committee;

XIII - receive and process reports of violations of the Code of Conduct involving **iCS** employees;

XIV - present an annual report to the Ethics and Conduct Committee detailing the actions adopted to disseminate the content of the Code of Conduct among **iCS** employees and the queries and complaints received during the period.

Duties of the Board of Executive Officers subject to prior approval of the Board of Directors

Art. 47. The Board of Executive Officers must submit to the prior approval of the Board of Directors or the General Meeting, as the case may be, the performance of the following acts:

I - acquire, dispose of or encumber real estate;

II - provide guarantees, guarantee performance or bind **ICS** to obligations of third parties;

III - incorporate or participate in any legal entity;

IV - submit a request for judicial recovery or insolvency;

V - propose the transformation, merger or spin-off of **ICS**;

VI - take out or make loans;

VII - take legal action, including arbitration proceedings, except in the case of urgent legal measures;

VIII - open new **ICS** offices;

IX - carry out any acts, businesses and investments and/or assume commitments of an individual value exceeding R\$750,000.00 (seven hundred and fifty thousand reais) or other value that may be established by the Board of Directors;

X - enter into direct or long-term strategic collaboration with other organizations or companies that may affect **ICS** policies, or cease any such collaboration except in the normal course of business.

Evaluation of the Board of Executive Officers

Art. 48. Annually, preferably at the end or beginning of the year, the Board of Directors shall dialogue with the executive officer about their performance.

1st Paragraph. By the end of each year, the executive officer shall prepare a self-evaluation project, in which he shall evaluate their performance during the previous year and propose 7 (seven) main objectives for the following year, submitting it to the Board of Directors.

2nd Paragraph. The Chairman of the Board of Directors shall transmit the main changes that shall eventually need to be made to the project by the executive officer, ensuring a mutually agreed final version.

CHAPTER IV - AUDIT COMMITTEE

Duties of the Audit Committee

Art. 49. The Audit Committee is responsible for exercising the duties established in Art. 34 of the Bylaws, as well as:

I - receive and evaluate the executive officer's quarterly and annual reports;

II - suggest measures and good practices considered useful for **ICS**'s financial management;

III - examine the annual budget proposal;

IV - support and advise the executive officer regarding the selection of an independent auditor, if

necessary.

1st Paragraph. The members of the Audit Committee may be compensated for carrying out their duties without prejudice to being reimbursed for the costs incurred in this performance, observing the limits and conditions established in Art. 37 of the Bylaws.

2nd Paragraph. The Board of Executive Officers must provide the Audit Committee with all information and documents necessary to carry out its duties.

Audit Committee Meetings

Art. 50. The Audit Committee shall meet:

I - ordinarily, 4 (four) times a year, upon convocation by the Chairman of the Board of Directors;

II - extraordinarily, at any time, when called by the Chairman of the Board of Directors.

Sole Paragraph. Audit Committee meetings shall be attended by 2 (two) of its members.

Audit Committee Resolutions

Art. 51. The Audit Committee's resolutions shall be adopted by the favorable vote of 2 (two) of its members.

CHAPTER V - TRANSPARENCY

Art. 52. **ICS** shall make the following information and documents available and keep updated on its website:

I - telephone, email and/or contact form;

II - nominal list of members;

III - governance structure and nominal list of members of each of its bodies, with a mini-biography of each one;

IV - nominal list of the main financiers, considered those that account for 80% (eighty percent) or more of **ICS**'s revenues, except in cases where this disclosure is prohibited by law or contractual clause;

V - description of the leading programs and projects;

VI - nominal list of organizations supported by **ICS**;

VII - annual activity reports;

VIII - financial statements;

IX - negative debt certificates from the INSS and FGTS;

X - Bylaws;

XI - Internal Regulations;

XII - Code of Conduct.

CHAPTER VI - FINAL PROVISIONS AND TRANSITIONAL

Art. 53. To allow for the staggering of terms of office of Committee members, the term of office of half of the members appointed following the approval of these **Internal Regulations** will, exceptionally, be 1 (one) year, as the Board of Directors may decide.

Art. 54. The Board of Directors shall resolve any gaps, doubts or controversies in applying these **Internal Regulations**.

Art. 55. These **Internal Regulations** come into force on the date of their approval.

Rio de Janeiro, February 19, 2024.

DocuSigned by:
Ana Yang
71B14A84A641447...

Ana Yu Jou Yang
Chairman of the Board of Directors

Certificado de Conclusão

Identificação de envelope: 1C7CD01CD40249EE970BD9502E35F35D

Status: Concluído

Assunto: Complete com a DocuSign: ICS - REGIMENTO INTERNO - VERSAO FINAL JAN.24 POS BOARD 1_ENGLISH (2).docx

Envelope fonte:

Documentar páginas: 17

Assinaturas: 1

Remetente do envelope:

Certificar páginas: 4

Rubrica: 16

Contratos iCS

Assinatura guiada: Ativado

Rua General Dionísio, 14

Selo com Envelopeld (ID do envelope): Ativado

RJ, 22271-050

Fuso horário: (UTC-08:00) Hora do Pacífico (EUA e Canadá)

administrativo@climaesociedade.org

Endereço IP: 189.60.94.113

Rastreamento de registros

Status: Original

Portador: Contratos iCS

Local: DocuSign

02/05/2024 12:06:16

administrativo@climaesociedade.org

Eventos do signatário**Assinatura****Registro de hora e data**

Ana Yang

anayang2018@gmail.com

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

DocuSigned by:


 71B14A84A641447...

Enviado: 02/05/2024 12:09:30

Visualizado: 03/05/2024 07:46:28

Assinado: 03/05/2024 07:51:44

Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 31.126.130.232

Termos de Assinatura e Registro Eletrônico:

Aceito: 03/05/2024 07:46:28

ID: 3a982b03-21f8-4754-9991-608999fb0e74

Eventos do signatário presencial**Assinatura****Registro de hora e data****Eventos de entrega do editor****Status****Registro de hora e data****Evento de entrega do agente****Status****Registro de hora e data****Eventos de entrega intermediários****Status****Registro de hora e data****Eventos de entrega certificados****Status****Registro de hora e data****Eventos de cópia****Status****Registro de hora e data****Eventos com testemunhas****Assinatura****Registro de hora e data****Eventos do tabelião****Assinatura****Registro de hora e data****Eventos de resumo do envelope****Status****Carimbo de data/hora**

Envelope enviado

Com hash/criptografado

02/05/2024 12:09:30

Entrega certificada

Segurança verificada

03/05/2024 07:46:28

Assinatura concluída

Segurança verificada

03/05/2024 07:51:44

Concluído

Segurança verificada

03/05/2024 07:51:44

Eventos de pagamento**Status****Carimbo de data/hora****Termos de Assinatura e Registro Eletrônico**

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, INSTITUTO CLIMA E SOCIEDADE - ICS (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact INSTITUTO CLIMA E SOCIEDADE - ICS:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: tatiana@climaesociedade.org

To advise INSTITUTO CLIMA E SOCIEDADE - ICS of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at tatiana@climaesociedade.org and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from INSTITUTO CLIMA E SOCIEDADE - ICS

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to tatiana@climaesociedade.org and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with INSTITUTO CLIMA E SOCIEDADE - ICS

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an email to tatiana@climaesociedade.org and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify INSTITUTO CLIMA E SOCIEDADE - ICS as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by INSTITUTO CLIMA E SOCIEDADE - ICS during the course of your relationship with INSTITUTO CLIMA E SOCIEDADE - ICS.