



BOARD, COMMITTEE & POLICY FRAMEWORK TABLE

COMMITTEES	Board of Directors	Audit Committee	Corporate Governance & Nominating Committee	Compensation Committee
REQUIREMENT	Yes	Yes	Best Practice	Best Practice
MEMBERS	Cristiano Veloso (Chairman) Fernando Prezzotto Hannah Oh Renato Gomes	Fernando Prezzotto Hannah Oh Renato Gomes (Chairman)	Fernando Prezzotto Hannah Oh (Chairwoman) Renato Gomes	Fernando Prezzotto (Chairman) Hannah Oh Renato Gomes
INDEPENDENT MEMBERS	Fernando Prezzotto Hannah Oh Renato Gomes	Fernando Prezzotto Hannah Oh Renato Gomes (Chairman)	Fernando Prezzotto Hannah Oh (Chairwoman) Renato Gomes	Fernando Prezzotto (Chairman) Hannah Oh Renato Gomes
SUMMARY	Responsible for stewardship of the Company; supervising the management of the Company’s business and affairs with the goal of enhancing shareholder value.	Assist the Board in its oversight role with respect to integrity of financial information; compliance with legal and regulatory requirements; risk management policies and compliance practices; and the qualifications, independence and performance of the independent auditors and the internal audit function of the Company.	Assist the Board in fulfilling its oversight responsibilities with respect to development and implementation of corporate governance policies and practices; structure and composition of committees; and Board composition, performance and effectiveness.	Assist the Board in fulfilling its oversight responsibilities with respect to human resources and compensation policies; performance evaluations of senior management; succession planning; and compensation of the members of the Board and senior management.



COMMITTEES	Board of Directors	Audit Committee	Corporate Governance & Nominating Committee	Compensation Committee
MANDATE/ CHARTER	Mandate	Charter	Charter	Charter
FORMAL POLICIES ADMINISTERED	–	Whistleblower Policy	Code of Business Conducts and Ethics Diversity Policy Disclosure Policy Share Trading Policy Anti-Bribery and Anti-Corruption Policy Sustainability Policy	SOP
MEETINGS	At least quarterly	At least quarterly	Not less than once a year	Not less than once a year
TERM	Annual	Annual	Annual	Annual
COMPOSITION	The composition of the board and each committee will be re-assessed annually	All members must be independent.	All members should be independent.	All members should be independent.