



Policy Regarding Nomination of Members of the Board of Directors, Committees and Statutory Board	Version 1.0
Approver: Board of Directors	Date of approval: 02/17/2020

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1. PURPOSE, APPLICATION AND GROUNDS

- 1.1. This "Policy Regarding Nomination of Members of the Board of Directors, Committees and Statutory Board" ("Policy"), approved at a meeting of the Board of Directors of **AMBIPAR PARTICIPAÇÕES E EMPREENDIMENTOS S.A.** ("Company"), aims to determine the criteria for the composition of the Board of Directors, Advisory Committees and Executive Board of the Company, valuing the best corporate governance practices, with due transparency.
- 1.2. This Policy is based on: (i) the corporate governance guidelines of the Company's articles of incorporation, as amended ("Articles of incorporation"); (ii) the Company's "Code of Conduct and Compliance" ("Code of Conduct"); (iii) Law No. 6,404, of December 15, 1976, as amended ("Joint-Stock Companies Act"); (iv) the "Code of Best Corporate Governance Practices of IBGC" (IBGC - Brazilian Institute of Corporate Governance) currently in force; and (v) the "Novo Mercado Regulation" of B3 S.A. – Brasil, Bolsa, Balcão ("B3" and "Novo Mercado Regulation", respectively).

2. BOARD OF DIRECTORS

A. Criteria for Nomination of Members of the Board of Directors

- 2.1. The Board of Directors is a committee, whose performance depends on respect and understanding of the characteristics of each one of its members, which does not imply lack of debate of ideas. It must be composed considering the diversity of knowledge, experiences, behaviors, cultural aspects, age group, and gender to allow the Company to benefit from the plurality of arguments and a decision-making process with higher quality and safety.
- 2.2. The Board of Directors is composed of five (5) members, all elected and deposable by means of a General Meeting, with a unified term of office of two (2) years, reelection being permitted.
- 2.3. Of the members of the Board of Directors, at least two (2) or twenty percent (20%) of them, whichever is greater, must be "Independent Directors", according to the definition of the Novo Mercado Regulation and observing the table below for calculation reference purposes, and the designation of those nominated to the Board of Directors as Independent Directors must be resolved at the general meeting of shareholders that elect them, and the director(s) elected by means of the option provided for in article 141, §§ 4 and 5 and article 239 of the Joint-Stock Companies Act shall also be considered independent.

Total number	Number of independent directors	% of independent directors' representation
5	2	40%
6	2	33.33%
7	2	28.5%
8	2	25%
9	2	22.22%



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2.4. The nomination of members of the Company's Board of Directors must comply with the following criteria, in addition to legal and regulatory requirements, and those expressed in the Company's Articles of Incorporation:

- (i) Alignment and commitment to the Company's values and culture, its Code of Conduct, and its internal policies.
- (ii) Irreproachable reputation.
- (iii) Academic education compatible with the roles of the members of the Board of Directors, or minimum professional experience, having performed functions similar to those to be carried out in their mandate.
- (iv) And availability to properly dedicate themselves to the role and responsibility assumed, which goes beyond attending board meetings and reading the documentation in advance.

B. Procedure for Nomination of Members of the Board of Directors

2.5. The members of the Board of Directors may be nominated by the directors or by any shareholder of the Company, pursuant to the Joint-Stock Companies Act.

2.6. In order for shareholders to nominate candidates for the Board of Directors, they must notify the Company in writing, informing the full name and qualification of the candidates within thirty (30) days before the general meeting of shareholders that will elect the new Board of Directors of the Company.

2.7. Pursuant to article 3 of Brazilian Securities and Exchange Commission (CVM) Instruction no. 367, of May 29, 2002 ("CVM Instruction no. 367"), the shareholders who submit the nomination of a member of the Board of Directors must present, in the same act:

- (i) A copy of the document stating the candidate is unhindered to do so, pursuant to CVM Instruction no. 367, or declare that they have obtained from the nominated candidate the information that he/she is in a position to sign such instrument, indicating any reservations.
- (ii) And the resumé of the nominated candidate, containing, at least, his/her qualification, professional experience, education, main professional activity he/she is currently performing, informing the positions he/she holds on administrative, fiscal, or advisory boards in other companies, as well as his/her compliance with the requirements of Clause 2.4 above.

2.8. The directors' reelection proposal should be based on their annual individual evaluations.

2.9. Compliance with the requirements set forth in Clauses 2.3, 2.4, and 2.8 of this Policy will be verified by the Company's executive board and, if fulfilled, the name of the candidate will be put to a vote at the Company's shareholders' general meeting. The election of the members of the Company's Board of Directors will be carried out as provided for in the Articles of Incorporation and applicable legislation.

3. EXECUTIVE BOARD

A. Criteria for Nomination of Members of the Executive Board

3.1. The Board of Directors shall nominate, for the composition of the Executive Board, professionals who know



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how to harmoniously combine the interests of the Company, shareholders, managers, and associates, as well as the Company's social and environmental responsibility, guided by legality and ethics. The nomination must also aim at forming a group aligned with the Company's principles and values, considering diversity of any kind, including gender diversity, with the goal of having an Executive Board composed of people with complementary skills and abilities to implement the strategies, face the challenges, and achieve the objectives of the Company.

- 3.2. The Executive Board, elected by the Board of Directors, will be composed of at least three (3) members, and at most five (5) members, including a Chief Executive Officer, a Chief Financial and Investor Relations Officer, an Operational Officer, one Deputy Director, and one Director without specific designation. All officers should be resident in the country and will have a fixed term of office of three (3) years, reelection being permitted.
- 3.3. The officers' reelection proposal must be based on their annual evaluations, which consider the Officer's performance and potential, in addition to the leadership competencies defined for the Company.
- 3.4. The nomination of the Company's Officers must comply with the following criteria, according to their function:
 - (i) Alignment and commitment to the Company's values and culture, its Code of Conduct, and its internal policies.
 - (ii) Irreproachable reputation.
 - (iii) Academic education compatible with the roles of officer, or minimum professional experience, having performed functions similar to those to be carried out in their mandate.
 - (iv) Skills and abilities to implement the strategies, face the challenges, and achieve the objectives of the Company.
 - (v) And exemption of conflict of interest with the Company.

B. Procedure for Nomination of Members of the Executive Board

- 3.5. The members for the positions of directors of the Company, including the Chief Executive Officer, should preferably be nominated from among the executives who are already carrying out activities in the Company related to the specific position. The Chief Executive Officer shall designate the other officers for nomination by the Board of Directors.
- 3.6. Compliance with the requirements set forth in Clause 3.4 of this Policy will be verified by the Company's Executive Board and, if fulfilled, the name of the candidate will be put to a vote at the Company's Board of Directors meeting, and the nomination will be carried out as provided for in the Articles of Incorporation and applicable legislation.

4. COMMITTEES

A. Requirements for Nomination of Members of Committee

- 4.1. The Company may, at the discretion of the Board of Directors, establish or withdraw advisory committees to the Board of Directors of the Company ("Committees"). Such Committees will comply with the nomination criteria set forth in this Policy, as well as the guidelines and attributions approved by the Company's Board of



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Directors at the time of their establishment.

- 4.2. The members of the Committees will not have deputy members linked to them.
- 4.3. The nomination of Committee members by the Board of Directors will take place at the first meeting after the Ordinary General Meeting.
- 4.4. As defined in B3's Novo Mercado Regulation, in the case of the Audit Committee, it will be composed of at least three (3) members, as follows:
- (i) At least one (1) must be an independent director, as defined in the B3's Novo Mercado Regulation.
 - (ii) At least one (1) of them must have recognized experience in corporate accounting matters, under the terms of the regulations issued by the CVM that provide for the registration and practice of independent auditing activity in the scope of securities and definition of the duties and responsibilities of the audited entities in the relationship with independent auditors.
 - (i) And the same member of the Audit Committee may accumulate the two characteristics provided for in items (i) and (ii) above.
- 4.5. The election of Committee members by the Board of Directors, whether directors or non-directors, must comply with the following criteria, in addition to that set forth in Clause 4.4 above for the Audit Committee:
- (i) Alignment and commitment to the Company's values and culture, its Code of Conduct, and its internal policies.
 - (ii) Irreproachable reputation.
 - (iii) Academic education compatible with the roles of the committee, or minimum professional experience, having performed functions similar to those to be carried out in the mandate.
 - (iv) Exemption of conflict of interest with the Company.
 - (v) And availability to properly dedicate themselves to the role and responsibility assumed, which goes beyond attending meetings and reading the documentation in advance.

B. Procedure for Nomination of Members of Committee

- 4.6. The candidates for members of the Company's Committees may be nominated by any member of the Board of Directors, or of the Executive Board, up to fifteen (15) Business Days prior to the meeting of the Board of Directors that will designate the composition of a new Committee.
- 4.7. The Committee members' reelection proposal should be based on their annual individual evaluations.
- 4.8. Compliance with the requirements set forth in Clause 4.5 of this Policy will be verified by the Company's directors, also consulting the coordinator of the current committee, and if such Committee is already established, and if the requirements are fulfilled, the name of the candidate will be put to a vote at a meeting



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of the Board of Directors, and the nomination will be carried out by majority vote.

5. GENERAL PROVISIONS

- 5.1. This Policy and its application must be monitored by the Company's Executive Board.
- 5.2. For purposes of this Policy, "Business Day" means any day on which commercial banks operate in the city of São Paulo, State of São Paulo.

6. POLICY TERM

- 6.1. This Policy enters into force on the date of its approval and can only be modified by resolution of the Company's Board of Directors. It can be consulted at www.ambipar.com/ri.