

# **INTERNAL RULES OF THE VALE S.A. EXTRAORDINARY INDEPENDENT COMMITTEE FOR DAM SAFETY**

## **1. Introduction**

1.1. These Internal Rules regulate the workings of the Extraordinary Independent Committee for Dam Safety (“Committee”) of Vale S.A. (“Company”), set up by resolution of the Company’s Board of Directors (“Board” or “Board of Directors”), in a meeting held on February 15, 2019, and created with grounds in article 15, paragraph 1 of the Company’s By-Laws.

1.2. The Committee reports directly to the Board of Directors and shall be responsible for assisting it with matters related to (i) the diagnosis of safety conditions of the dams and dikes located in Brazil used by the Company in its business activities, prioritizing structures raised by the upstream method and those located in attention zones (“Dams”), management and mitigation of risks related to these dams, and (ii) the recommendation of measures to be taken to reinforce the safety conditions of the Dams.

1.3. Given the urgency and relevance of this matter, the Committee shall make its best efforts to deliver a report with its recommendations as soon as possible.

1.4. The Committee is temporary and shall have an undetermined term of duration, until subsequent resolution of the Board of Directors.

## **2. Duties**

2.1. The Committee shall be responsible for:

(i) analyzing the current safety conditions of the dams and dikes located in Brazil used by the Company in its business activities, prioritizing structures raised by the upstream method and those located in attention zones, in order to diagnose any measures to be taken to reinforce such safety conditions and recommend they be adopted by the Company, based on the most advanced Brazilian and international methodologies;

(ii) examining the action plans proposed by the Company’s management concerning the safety of Dams used by the Company (“Action Plans”) and the governance related to safety management and the Action Plans and recommending measures for their improvement;

(iii) receiving, at a frequency to be established by the Committee, periodic reports from the Company’s management regarding the execution of the Action Plans and regarding the adoption of measures recommended by the Committee;

(iv) reporting to the Board of Directors, through reports and presentation, on the development of the Committee's activities; and

(v) providing to the Board of Directors a report with the recommendations mentioned in item 1.2 above.

2.2. To perform its duties, the Committee shall have broad access to the information that it requires and shall have an adequate administrative structure and operational autonomy, as well as an initial budget allocation to be decided by the Board of Directors consistent with the duties to be performed by the Committee, including the engagement and use of consultants, service providers and other external independent specialists, with experience, reputation and recognition in their respective areas, if the Committee deems it necessary. The Committee may freely choose the independent external specialists to assist it in the performance of its duties, and the respective engagements shall observe the internal policies and rules adopted by the Company.

2.2.1. The Committee may present, to the Board of Directors, additional requests to the initial budget, considering the suitable development of its activities.

2.2.2. Requests of the Committee and decisions of the Board of Directors regarding the initial budget allocation and subsequent changes to it must be justified.

2.2.3. In any case, the budget allocation approved by the Board of Directors shall be compatible with the exercise of the Committee's activities.

2.3. The Committee shall not contact the media; the Company shall be responsible, if applicable, for disclosure of all information related to the Committee's activities, in accordance with recommendations issued by the Committee.

### **3. Composition**

3.1. The Committee shall be composed of three (3) members that are independent with respect to the Company and its management, with an unblemished reputation, elected by the Board of Directors.

3.2. The Committee members shall have proven experience in areas related to dams and mining.

3.3. The Committee members shall be entitled to compensation as established by the Board of Directors.

3.4. The Company shall reimburse the Committee members for expenses related to the performance of their duties (such as transportation and accommodations), observing internal policies and rules adopted by the Company.

3.5. The Committee member's duties cannot be delegated, and must be exercised respecting the duties of loyalty and diligence, as well as avoiding any situations of conflicts of interest, whether they be related to the Company or its Management.

3.6. For purposes of these Rules, the unjustified non-attendance, through any of the means set forth in item 5.9, of two (2) consecutive regular meetings of the Committee, shall constitute vacancy of the position as Committee member.

3.7. If there is a vacancy in the position of Committee member, the Board of Directors shall elect the replacements at the first meeting to be held after the vacancy appears.

3.8. For purposes of these Rules, the expression "Independent" has the meaning assigned to it in the Novo Mercado listing segment of B3 S.A. – Brasil Bolsa Balcão.

#### **4. Coordinator**

4.1. The Board of Directors shall elect, from among the Committee members, a Coordinator, who shall be responsible for organizing and coordinating its activities, as well as representing the Committee to the Board of Directors.

4.2. The Coordinator shall be responsible for appointing his or her substitute, from among the other Committee members, in the event of absence, and the respective substitution period.

4.3. The Committee may hire a law firm to accompany its activities and serve as secretary for its meetings.

4.4. The Company shall provide one of its employees to act as a representative of the Company to the Committee ("Representative"), who shall be responsible for receiving all communications, requests for information and explanations, logistical resources and other operational inquiries formulated by the Committee, and shall attend to such as quickly as possible.

4.5. At the request of the Committee, the Representative may assist in the organization of its duties and activities, as well as assist it in the respective meetings and other topics.

4.6. The Coordinator shall report to the Board of Directors, whenever requested by the Chairman of the Board of Directors or by two (2) Board Members jointly, on the progress of the Committee's activities.

4.7. The Committee may also report to the Board of Directors regarding the progress of its activities whenever its members, by majority, deem it necessary. In this case, the Committee Coordinator shall ask the Chairman of the Board of Directors to include the report to be made in the agenda of the next regular meeting of the Board to be held. In cases whether there is justified urgency, duly found by the majority of Committee members, the Coordinator shall request that the Chairman of the Board of Directors call an extraordinary meeting of the Board within an appropriate period to handle such urgent situation.

## **5. Meetings of the Committee**

5.1. The meetings of the Committee shall be held on a regular basis, at least once a month.

5.2. Extraordinary meetings of the Committee shall be held whenever necessary, and shall be called by its Coordinator or by a majority of Committee members.

5.3. The calls for meetings of the Committee shall be made in writing, by any available means, including by email and/or through the Company's corporate governance portal, with at least two (2) business days' advance notice. When there are matters requiring urgent consideration, the meetings may be called with less advance notice than set forth above.

5.4. The calls shall specify the date, time and place of the meeting and include the respective agenda.

5.5. The Committee Coordinator shall establish the meetings' agendas, and the other members may suggest additional topics to be discussed by the Committee.

5.6. A meeting at which all Committee members are present shall be considered valid, even if the formalities set forth above are not observed.

5.7. The meetings of the Committee shall open with the attendance of at least two (2) of its members.

5.8. The meetings of the Committee shall be held at the Company's headquarters or at another location decided by the Coordinator.

5.9. The Committee members may participate through face-to-face meetings, by teleconference, videoconference or by any other means of communication that allows the identification of the Committee member and the simultaneous communication with all other persons attending the meeting.

5.10. The Committee, by decision of the Coordinator or request of a majority of its members, may invite third parties to its meetings, in order to advise the discussions and/or provide explanations of any nature.

5.11. Opinions, recommendations and reports of the Committee shall be approved by a majority of votes of the members present.

5.11.1. In the event of a tie in the resolutions taken at the meeting in which there is an even number of members present, the casting vote of the Coordinator shall prevail.

5.12. The Committee's resolutions shall be recorded in the minutes, copies of which shall be sent to the Board of Directors and the originals of which shall be filed at the Company's headquarters.

5.10. Dissenting votes and abstentions shall be recorded in the minutes, and the members of the Committee who wish to explain the reasons for their dissenting votes shall be responsible for doing so through a separate instrument, which shall be received by the Committee Coordinator and/or by the secretary of the meeting and be authenticated; copies of such instrument shall be sent to the Board of Directors and the originals shall be filed at the Company's headquarters.

## **6. Omissions, Amendments and Effectiveness**

6.1. The Board of Directors shall resolve any omissions under these Rules.

6.2. The Committee shall revise and update these Rules, as applicable, in order to guarantee their suitability and cover any necessary amendments. The Committee shall be responsible for sending any proposals of amendments to these Rules to the Board of Directors.

6.3. These Rules shall enter into force on the date of their approval by the Board of Directors.