



## **INTERNAL RULES OF THE PERSONNEL AND GOVERNANCE COMMITTEE**

The Board of Directors of Vale S.A. (“Vale” or the “Company”), in exercise of its powers, approved the Internal Rules of the Personnel and Governance Committee (“Committee”), to govern its composition and workings, as well as the relationship between the Committee and the Company’s other bodies, under Section II, of Chapter IV of Vale’s By-Laws, as follows:

### **CHAPTER I – MISSION**

- 1.1 The mission of Vale’s Personnel and Governance Committee is to advise Vale’s Board of Directors, including by proposing improvements related to its area of work, in order to increase the efficiency and quality of the decisions of this collective body and ensure that the Company’s operations are conducted in conformity with law, ethics and internal controls.

### **CHAPTER II - COMPOSITION AND COMPENSATION**

- 2.1 The Advisory Committee shall be formed by the Board of Directors and shall comprise three (3) to five (5) members, two of which shall necessarily be principal members of the Board of Directors and the others shall be appointed from among the principal or alternate members of such body, or independent professionals as set forth in item 2.3. The exact number of members shall be defined by the Board of Directors at the meeting for their appointment.
  - 2.1.1 The Board of Directors may, in exceptional cases, authorize the appointment of members exceeding the limit for the full composition of the collective body.
- 2.2 The members of the Committee must have proven experience and technical skills in relation to matters that are the Committee’s responsibility.
- 2.3 The Board of Directors may appoint one or more independent professionals, provided that they have proven experience in management or consulting in the areas of human resources and/or corporate governance, respecting the provisions in item 2.1 above.
  - 2.3.1 For purposes of these Internal Rules, the term “independent” has the meaning assigned to it in the Novo Mercado Listing Segment, the B3 S.A. – Brasil Bolsa Balcão.

- 2.4 The criteria and overall and individual amounts of compensation of Committee members shall be established annually by Vale's Board of Directors, when the Company's annual shareholders' meeting sets the overall allocation of funds, and reimbursable expenses necessary to perform their duties shall not be included in the overall amount.
- 2.5 The members of the Committee shall be reimbursed for the expenses on transportation, food and lodging necessary to perform their duties, observing the internal rules and policies adopted by Vale.

### **CHAPTER III - TERM OF OFFICE**

- 3.1 The term of office for members of the Committee shall begin as of their nomination by Vale's Board of Directors, and shall continue until (i) the end of the term of office of the members of Vale's Board of Directors, and in this case, the rule contained in Law No. 6,404/1976, article 150, §4, with respect to extending the term of office of administrators, shall not apply, or (ii) their removal by the Board of Directors, or resignation, which may occur at any time.
- 3.2 Upon expiration of the term of office of members of the Committee, they may be reappointed through a new nomination by the Board of Directors.
- 3.3 The Committee will have a Coordinator chosen by Vale's Board of Directors, from among its principal members, and in case of his or her absence, the Coordinator shall be responsible for appointing his or her replacement from among the other members and the respective replacement period.
- 3.3.1 If the Coordinator does not exercise the prerogative referred to above, the other members shall be responsible for appointing among those present at the meeting that who shall take the role of Coordinator of the Committee.
- 3.4 The members of the Committee shall not have alternates.
- 3.5 Should there be a vacancy or removal of any member of the Committee by the Board of Directors, the Board shall nominate the replacement member to complete the remaining term of office of the replaced member.

### **CHAPTER IV - RESPONSIBILITIES**

- 4.1 The Personnel and Governance Committee shall be responsible for:
- (i) evaluating the company's human resources general policies as submitted by the

Executive Board to the Board of Directors;

- (ii) evaluating the adjustment of the compensation model of members of the Executive Board and the proposal for the distribution of the annual overall budget for the compensation of the administrators;
- (iii) aiding the Board of Directors in setting and monitoring goals for the performance evaluation of the Executive Board and other Officers who report directly to the Chief Executive Officer;
- (iv) aiding the Board of Directors in the process of selection, compensation, annual performance evaluation and removal of the Corporate Governance Secretary and the Compliance Officer, the latter jointly with the Audit Committee;
- (v) assisting the Board of Directors in preparing and maintaining a Vale Nomination Policy, specifically with respect to the members of the Advisory Committees, the Executive Board and Officers who report directly to the Chief Executive Officer, in line with the applicable legal requirements and corporate governance best practices;
- (vi) supporting the Board of Directors in the process of selecting and appointing the Chief Executive Officer, as well as evaluating the appointment, by the latter, of the other members of the Executive Board and other Officers who report directly to the Chief Executive Officer;
- (vii) monitoring the succession plan for the Executive Board and other Officers who report directly to the Chief Executive Officer, including their successors, taking into account the expected experience and knowledge for such positions, so that the Company can fulfill its objectives and face its challenges;
- (viii) evaluating and recommending periodically the adjustment to best practices of corporate governance concerning the structure, size and composition of the Advisory Committees and the Executive Board, which should be based on market research and evaluations by external institutions and advisors;
- (ix) identifying, choosing and recommending to the Board of Directors potential candidates to be members of the Advisory Committees, to replace any absences, impediments and vacancy of positions, pursuant to Vale's By-Laws;
- (x) supporting the Chairman of the Board of Directors in organizing the process for performance evaluation of Vale's Board of Directors and Advisory Committees;
- (xi) evaluating proposals for changes to corporate governance documents, such as the By-Laws, the Code of Conduct and the Internal Regulations of the Advisory Committees and the Board of Directors, in addition to other Policies and documents that are not under the responsibility of other Committees;

- (xii) advancing, monitoring and ensuring the development and effectiveness of the Company's governance model, ensuring that all initiatives are in line with best practices and in synergy;
  - (xiii) reviewing annually and recommending the necessary changes to improve the corporate governance system adopted by the Company;
  - (xiv) evaluating and monitoring updates on rules, regulations and recommendations in force, in addition to market practices and trends that may impact the Company's activities with regard to corporate governance;
  - (xv) preparing and approving an annual work plan of the Committee; and
  - (xvi) proposing analysis and evaluation, as well as opining about other topics under its responsibility.
- 4.2 The members of the Committee shall have access to all information and documents necessary to exercise their responsibilities.
- 4.3 The Coordinator of the Committee shall be responsible for:
- (i) directing and coordinating the Committee's work, including preparing opinions and minutes;
  - (ii) preparing the annual calendar of ordinary meetings of the Committee and providing advance notice of such to Vale's Board of Directors and Executive Board, as well as annually submitting the Committee's work plan for the current fiscal year to the Board of Directors;
  - (iii) setting the agendas and inviting the members of the Committee, observing the provisions of Chapter V below;
  - (iv) coordinating the relationship and interaction with Vale's Board of Directors and, when necessary, with the Executive Board, concerning the topics under the Committee's responsibility, reporting its advancements during the meetings, upon request of the Chairman of the Board of Directors;
  - (v) inviting external participants to the Committee, although without the right to vote, who are external and/or Vale experts, to provide clarifications and contribute to the technical analysis of topics to be covered, observing any matters of conflict of interest; and
  - (vi) ensuring faithful compliance of these Internal Rules.

## CHAPTER V - MEETINGS

- 5.1 The Committee will meet, on an ordinary basis, in accordance with the approved annual calendar, and on an extraordinary basis, whenever necessary, upon providing notice of the meeting five (5) business days in advance.
  - 5.1.1 Notwithstanding the rules for notice provided for in this Chapter, a meeting at which all members of the Committee are present shall be considered valid.
- 5.2 Providing notice to the Committee shall always be the Coordinator's responsibility, who shall set the meetings' agendas, in response to requests from the Board of Directors or of any member of the Committee or considering analysis of a proposal submitted by the Executive Board.
  - 5.2.1 Notice shall be made through a governance portal or email, containing the meeting agenda and supporting materials, if applicable.
  - 5.2.2 After notice of the Committee meeting, no other topics may be included on the meeting's agenda, and nothing may be included or changed in the respective supporting material without the prior express authorization of the Coordinator.
- 5.3 The Committee's meetings shall be conducted at Vale's headquarters or at a location decided in advance by its members, and the members may participate by teleconference, video-conference or any other means of simultaneous communication that ensures effective participation in the meeting. In addition, the Committee may meet virtually through the Governance Portal to decide on administrative or routine matters under its responsibility.
- 5.4 The Committee's meetings shall begin with the presence of the majority of its members.
- 5.5 Each Committee meeting shall be recorded in minutes that will be (i) sent to the Board of Directors, after having been read, approved and signed by the Committee members present at the meeting; and (ii) filed at the Company's headquarters.
  - 5.5.1 The opinions on the matters submitted for the analysis of the Committee shall be an integral part of the meeting's minutes or, when sent subsequently, shall be read, approved and signed by those present at the meeting.
  - 5.5.2 The members of the Committee may record their notes and recommendations concerning the topics covered by the Committee in the meeting minutes and/or in the opinion.
- 5.6 The members of the Committee may be invited to appear at meetings of the Board of Directors to provide clarifications about the opinions they have issued.

- 5.7 The Committee shall have administrative support from Vale's Corporate Governance Office, which shall be responsible for:
- (i) organizing the infrastructure of the Committee's meetings;
  - (ii) supporting the notice of meeting and distribution of the agenda and supporting material for the meetings;
  - (iii) acting as secretary for meetings, preparing a list of those in attendance, aiding in preparing the opinions and drawing up the respective minutes, collecting the signatures of all the participants on such documents, distributing them to the Board of Directors and filing them at the Company's headquarters; and
  - (iv) supporting the Committee's Coordinator in the relationship and interaction with the Board of Directors and, when necessary, with the Executive Board and other Vale employees, as the main point of contact concerning the topics under the Committee's responsibility.

## **CHAPTER VI - LIABILITY AND DUTIES**

- 6.1 The members of the Committee undertake to comply with the By-Laws, the Code of Conduct, the Policy on Transactions with Related Parties, the Policy on Disclosure of Relevant Facts and Trading of Securities, the Anti-corruption Policy and other applicable internal rules.
- 6.2 The members of the Committee are subject to the same legal duties and liability as the administrators, under Law No. 6,404/1976, article 160, including the duty to inform the Board of Directors of the existence of any conflict of interest, as set forth in Vale's Code of Conduct and the Policy on Transactions with Related Parties.
- 6.3 With respect to conflicts of interest, the members of the Committee shall, without any additional compensation, for a period of six (6) months after the end of their respective contracts, for any reason, refrain from acting as service providers, consultants, employees or under any other form of relation, with persons, companies and/or entities which may constitute a situation of conflict of interest, except with respect to activities conducted before and/or during the exercise of their duties as members of the Committee, judged by Vale to not be in conflict.

## **CHAPTER VII - ASSESSMENT**

- 7.1 The Committee shall annually conduct a performance self-assessment, the results of



which shall be sent to the Board of Directors for its awareness.

7.1.1 The Coordinator shall be responsible for coordinating the annual self-assessment process and for sending the respective results to the Board of Directors for its awareness.

#### **CHAPTER VIII - AMENDMENT TO THE RULES**

- 8.1 Under the By-Laws, the rules concerning the workings of the Committees shall be defined by the Board of Directors.
- 8.2 Any member of the Committee may suggest a discussion and amendment of these Internal Rules, at any time, upon verification of the need for their adjustment. This proposal for amendment shall be sent for appraisal of the Board of Directors, for its approval.

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