



INTERNAL REGULATIONS
OF THE
NOMINATION AND GOVERNANCE COMMITTEE

The Board of Directors of Vale S.A. (“Vale” or “Company”) approved, in the performance of its duties, the Internal Regulations (“Regulations”) of the Nomination and Governance Committee (“Committee”), in order to govern its composition and operation, as well as the relationship between the Committee and the other bodies of the Company, pursuant to the provisions of Vale’s Bylaws, as follows:

CHAPTER I - MISSION

- 1.1 The mission of the Committee is to assist Vale’s Board of Directors, including by proposing improvements relating to its area of performance, so as to provide improved efficacy and quality to the decisions made by the Board of Directors, and ensure that the Company’s activities are performed in accordance with the laws, ethics, and internal controls.

CHAPTER II – COMPOSITION AND REMUNERATION

- 2.1 The Committee shall be established by the Board of Directors and made up of three (3) to five (5) members, subject to the following:
- (i) the Committee shall be fully composed of members of the Board of Directors, the majority of which shall be independent;
 - (ii) the Chairman of Vale’s Board of Directors must necessarily be a member of the Committee, and he/she shall be responsible for the coordination thereof; and
 - (iii) The exact number of members shall be defined by the Board of Directors, during the meeting in which they are appointed.
- 2.1.1 For purposes of these Internal Regulations, the term “independent” has the meaning assigned to it in the Novo Mercado listing segment of B3 S.A. – Brasil, Bolsa, Balcão, in addition to the meaning established in the Company’s Bylaws.
- 2.2 The members of the Committee shall have experience and technical capacity in relation to the matters for which the Committee is responsible.
- 2.3 The criteria and amounts of global and individual remuneration of the members of the Committee shall be established by Vale’s Board of Directors upon distribution of the global amount set in the Company’s Annual Shareholders’ Meeting, and such

global amount shall not include the reimbursable expenses required for performance of their duties. The remuneration of Committee members shall consider their responsibilities and the time dedicated to their functions, in line with market practices.

- 2.4 The members of the Committee shall be reimbursed for the travel, meals, and lodging expenses required for performance of their duties, subject to the internal norms and policies adopted by Vale.

CHAPTER III - MANAGEMENT

- 3.1 The term of management of the members of the Committee shall commence as from the signature of the relevant instrument of investiture and be effective until (i) the end of the unified term of management of the members of Vale's Board of Directors, or (ii) their removal from office by the Board of Directors, or resignation, which may occur at any time.
- 3.2 Upon lapse of the term of management of the members of the Committee, they may be reinstated through a new nomination by the Board of Directors.
- 3.3 The Coordination of the Committee shall be exercised by the Chairman of Board of Directors, it being understood that, in the event of his/her absence, the Coordinator him/herself shall be responsible for appointing his/her deputy among the other members, as well as the relevant period of replacement.
- 3.3.1 Should the Coordinator not exercise the prerogative above, the other members shall be responsible for appointing, among the independent members who are present at the meeting, the person that shall take over the function of Coordinator of the Committee.
- 3.4 The members of the Committee shall not have deputies.
- 3.5 In the case of vacancy or removal of Committee members by the Board of Directors, the latter shall appoint a deputy member to complete the remaining management term of the replaced member, and this measure shall be permitted if the minimum composition is maintained according to item 2.1.

CHAPTER IV - DUTIES

4.1 It is incumbent upon the Committee to assess and recommend the following to the Board of Directors:

- (i) Vale's internal policies and norms regarding the nomination of members of the Board of Directors, Advisory Committees and the Company's Chairman, in compliance with the applicable legal requirements and best Corporate Governance practices;
- (ii) evolution and continuous improvement of Vale's Corporate Governance practices, also regarding the structure, duties, size and composition of the Board of Directors and the Advisory Committees, aiming at a balance of experiences, knowledge and diversity in the profile of its members. The Committee is also responsible for reviewing Vale's Governance system on a yearly basis;
- (iii) the appropriate profile of applicants for member of the Board of Directors and Advisory Committees, and that best suits the needs of the Company, according to the criteria and guidelines set forth in the internal policies and norms on the topic;
- (iv) potential applicants for the position of Director and member of the Advisory Committees, according to the criteria and guidelines set forth in the internal policies and norms on the topic, whose names shall be analyzed by the Board of Directors, so that they are analyzed and submitted, at the latter's discretion, if applicable, for election by the Company's General Shareholders' Meeting;
- (v) potential candidates to replace any situation of impediment and vacancy in the positions of Director and member of the Advisory Committees, according to the Bylaws and the internal policies and norms on the topic;
- (vi) the independence of Directors, indicating and justifying any circumstances that may affect this condition;
- (vii) the succession plan of the Board of Directors, which shall be submitted for approval by the end of the term of office, so as to maintain the balance of experiences, the knowledge and diversity of profile of its members;
- (viii) the assessment of the performance of the Board of Directors and the Advisory Committees;
- (ix) the selection, remuneration, annual performance assessment, succession plan and removal of the General Corporate Governance Secretary;
- (x) the strategy and guidelines for Vale's Corporate Governance documents, including Corporate Policies, Bylaws, Code of Conduct and the Internal Regulations of the Advisory Committees and the Board of Directors, among

others, without prejudice of the technical analyses carried out by other Advisory Committees, according to their relevant competences;

- (xi) the hiring of external specialists to assist the Committee with the performance of its duties;
- (xii) the remuneration model of the Board of Directors and the Advisory Committees, and the proposal for distribution of the global annual amount regarding the remuneration of these bodies;
- (xiii) the annual budget of the Board of Directors and the Advisory Committees, which shall include, among others, the resources for engagement of external experts to assist the Directors with the performance of their duties, and to implement continued education programs;
- (xiv) the Committee's annual workplan; and
- (xv) the annual report on its own performance.

4.2 The members of the Committee shall be granted access to all information and documents required for performance of their duties.

4.3 It shall be incumbent upon the Committee's Coordinator:

- (i) to direct and coordinate the works of the Committee, including the preparation of opinions and minutes;
- (ii) to coordinate the preparation of, submit on a yearly basis to Vale's Board of Directors, and monitor the Committee's workplan for the current and the next year, when applicable;
- (iii) to define the agendas and call the members of the Committee for their meetings, subject to the provisions of Chapter V below;
- (iv) to coordinate the relationship and interaction with the Board of Directors and, if necessary, with the Executive Committee, in relation to the matters under the authority of the Committee, reporting their advances during the meetings;
- (v) to invite external participants to the Committee's meetings, however without voting right, who are external and/or Vale's experts, for them to provide clarifications and contribute for the technical analysis of the matters to be discussed, subject to any issues of conflict of interests;
- (vi) to establish the agenda of interactions with the Company's important institutional investors, so that the Committee can be updated about their expectations regarding the composition of the Board of Directors and the best Corporate Governance practices;
- (vii) to coordinate the Committee's performance self-evaluation process, at the end of its works, and send the respective result to the Board of Directors for knowledge; and

(viii) to care for full compliance with these Internal Regulations.

CHAPTER V - MEETINGS

5.1 The Committee shall meet ordinarily, in accordance with the calendar approved, and extraordinarily, if necessary, upon a call notice served at least five (5) business days in advance.

5.1.1 In the case that all Committee members participate in a meeting, such meeting shall be deemed valid, irrespective of the call notice rules set forth in this Chapter.

5.2 The Committee's meetings shall always be called by the Coordinator, who shall define the agenda of the meetings, at the request of the Board of Directors or any member of the Committee, or considering the proposal presented by the Executive Committee.

5.2.1 The call notice shall be served by means of the Governance Portal or by e-mail, containing the agenda of the meeting and the supporting material, should this be the case.

5.2.2 After the Committee's meeting is called, any change in the agenda of the meeting, as well as in the respective supporting materials, without prior and express authorization of the Coordinator, shall be prohibited.

5.3 The Committee's meetings shall be held at Vale's principal place of business, and, exceptionally, at a different site, or they may be held by teleconference, videoconference, electronic consultation or any other means of simultaneous communication that ensures the effective participation of the members, the security of information and the authenticity of votes.

5.3.1 Meetings in which the participation of the members takes place through a combination of one or more of the above means, shall also be allowed. In this case, the member shall be considered to be present at the meeting and his/her vote shall be valid, for all legal purposes.

5.4 The other members of the Board of Directors that are not members of the Committee shall be entitled to attend the Committee's meetings in an exceptional



and non-routine character, without voting rights, upon previous alignment with the Coordinator of the Committee, except in the case of conflicts of interest.

- 5.5 The meetings of the Committee shall be opened with the presence of a majority of its members, and the decisions shall be made by the majority of the attendees.
- 5.6 Each meeting of the Committee shall be recorded in minutes that shall be
 - (i) prepared as soon as possible;
 - (ii) read, approved, and signed by the members of the Committee present at the meeting;
 - (iii) sent to the Board of Directors; and
 - (iv) filed at the Company's principal place of business.
- 5.6.1 The members of the Committee may include in the minutes of meeting and/or in the opinion their observations and recommendations with respect to the matters discussed in the meetings.
- 5.6.2 The minutes of the meeting shall be submitted for analysis of the members within five (5) business days after the meeting, and the members shall forward any suggestions and approvals within ten (10) business days.
- 5.6.3 The members of the Committee shall sign the minutes of the meeting within ten (10) business days after the minutes have been made available for signature in the Governance Portal.
- 5.7 The Committee shall count on the support of Vale's Corporate Governance Office, which shall:
 - (i) coordinate the call and the realization of the Committee's meetings;
 - (ii) act as secretary of the meetings, coordinate the preparation of opinions, and prepare the respective minutes, collect the signatures required, disclose them to the Board of Directors and file them at the Company's principal place of business;
 - (iii) develop and propose the Committee's annual workplan;
 - (iv) develop and propose the annual report on the Committee's activities;
 - (v) conduct, together with the Coordinator of the Committee, the process of self-assessment of the Committee; and
 - (vi) acting jointly with the Coordinator of the Committee in the relationship and interaction with the Board of Directors and, if required, with the Executive Committee and other Vale employees, being the main point of integration and interlocution in relation to the matters under the authority of the Committee.

CHAPTER VI - LIABILITIES AND DUTIES

- 6.1 The members of the Committee agree to comply with the Bylaws, the Code of Practices, the Policies on Transactions with Related Parties and Conflict of Interest, Disclosure of Material Facts and Trading of Securities, the Anticorruption Policies, and the other applicable internal rules.
- 6.2 The members of the Committee also undertake not to disclose the data and information to which they may be granted access due to their office, and not to use such information, except to comply with their duties at the body. Sharing any information with any third parties shall be prohibited.
- 6.3 The members of the Committee shall be subject to the same duties and legal responsibilities as the managers, pursuant to the provisions of article 160 of Law 6.404/1976, including the duty to inform the Board of Directors of the existence of any conflict of interest, pursuant to the provisions of Vale's Code of Practices and Policy on Transactions with Related Parties and Conflict of Interest.
- 6.4 With respect to conflict of interests, the members of the Committee shall, without any additional remuneration, for a term of six (6) months as from termination of their respective terms of office, for any reason, refrain from acting in the capacity as service providers, consultants, employees, or otherwise with persons, companies and/or entities where a situation of conflict of interests may exist, except with respect to the activities developed before and/or during performance of their duties as members of the Committee and which are deemed not conflicting by Vale.

CHAPTER VII – ASSESSMENT

- 7.1 The Committee shall carry out, on a yearly basis, a self-assessment of its performance, the results of which shall be sent for knowledge by the Board of Directors.

CHAPTER VIII – AMENDMENT TO THE REGULATIONS

- 8.1 As per the Bylaws, the norms regarding the operations of the Committees shall be defined by the Board of Directors, and any proposal for changing these Regulations must be sent to the Board of Directors for analysis and approval.



- 8.2 Any member of the Committee may suggest the discussion of an amendment to these Internal Regulations, at any time, upon verification of the need for adequacy thereof, and the procedure mentioned in item 8.1 must be followed.
- 8.3 Should there be any conflict of interest between these Internal Regulations and Vale's Bylaws, the latter shall prevail, and these Internal Regulations shall be amended to the extend required.

These Internal Regulations were established by the Board of Directors during the meeting held on December 22, 2022.
