

Report of the Board of Directors

of Vale S.A.

December/2022

This report aims to present the actions carried out by the Board of Directors (“BoD”) in the year 2022-as well as to present the Board’s perspectives for the year 2023.

PRESENTATION

Composition and structure of the Board of Directors

The BoD comprises the following 13 members: José Luciano Duarte Penido, as chairman, Fernando Jorge Buso Gomes, as vice-chairman and, as members, Daniel André Stieler, Eduardo de Oliveira Rodrigues Filho, Ken Yasuhara, Lúcio Azevedo (with Mr. André Viana Madeira as his alternate) Manuel Lino Silva de Sousa Oliveira, Marcelo Gasparino da Silva, Mauro Rodrigues da Cunha, Murilo Cesar Lemos dos Santos Passos, Rachel de Oliveira Maia, Roberto da Cunha Castello Branco, Roger Allan Downey.

Main attributions and responsibilities of the Board of Directors

The BoD’s mission is to protect the Company’s assets and maximize, in the long term, the return on investment for its shareholders, acting in accordance with the highest ethical principles, aiming to maintain the Company’s perpetuity so that it transforms natural resources into prosperity and sustainable development, in line with Vale’s mission. It is the body responsible for overseeing the Company’s guidelines and strategic plans, monitoring and evaluating its economic and financial performance, electing and evaluating the members of the Executive Committee, and deliberating upon corporate policies.

MAIN INDICATORS

Quantitative analysis of meetings

The BoD met 21 times in 2022 (36 times in 2021), 14 of which were ordinary meetings (18 in 2021), 07 extraordinary meetings (18 in 2021), representing a 42% reduction in the total number of meetings compared to the previous year.

Average participation rate of Board members

Members showed 96% attendance during the year, while in 2021 the indicator was 95%.

Average duration of Board meetings

Throughout 2022, the BoD met for 139 hours, and its meetings lasted an average of 06:30 hours. Its meetings were divided into 319 items in agendas, divided into 183 informative topics and 136 topics for resolution.

OVERSIGHT OF THE YEAR

Summary of the main activities carried out by the Board of Directors in 2022

Members of the Board of Directors visited the Company's operations in Espírito Santo and Minas Gerais, Pará and Maranhão, as well as in Canada, in order to constantly deepen their knowledge of the Company. That year, out of the 21 meetings held, 4 were dedicated to specific discussions on Vale's strategic planning and the other ordinary and extraordinary meetings were dedicated to topics relevant to the strengthening and growth of the Company, representing 94% of the meeting schedule contained in the work plan, with the following highlights:

- Approval of the Company's new Risk Management structure, based on the review of the Risk Management Policy, the Risk Map, and the systems related to the matter, which will allow for more efficient monitoring by the Executive Committee and the Board.
- Approval of the corporate restructuring of the base metals operations held by Vale in Brazil, an important move that aims to provide greater operational efficiency and business management.
- Supplementary budgetary approval for investment in the Sol do Cerrado Project, for renewable energy generation, which will represent a relevant contribution to achieving Vale's climate goals of reducing its net carbon emissions (scopes 1 and 2) by 33% by 2030 and zero them by 2050.
- Believing that Innovation plays a fundamental role for Vale's perennial growth in the future, startup creations were approved, which will study the creation of businesses from mining tailings, in the concept of circular economy, with great potential for generating value for the Company.
- Improvement of corporate governance with the revision of Vale's bylaws approved by the shareholders at the Extraordinary General Meeting of Shareholders (AGE) of Dec/22, with the revision of the attributions of the Board of Directors and the Executive Committee, redesign of the Advisory Committees to the Board, greater delegation to the Executive Committee, aiming to keep the Board focused on the Company's strategy, and make the performance of Vale's governance bodies more efficient.
- The consistent evolution in aspects of Vale's Governance was important recognition in 2022 with the upgrade of the ESG rating action from "CCC" (2021) to "B", which, according to the MSCI report, was driven by improvements in the corporate governance structure of the Company, which is a subject of constant deepening and debate in the Board of Directors.
- In addition to the highlights mentioned, the Board kept monitoring business performance, strategic issues, the evolution of the redress process, the process of de-characterizing dams, and other issues in compliance with legal and regulatory requirements.

IMPROVEMENT OPPORTUNITIES FOR NEXT YEAR

Board evaluation process, key findings, and opportunities for improvement

In 2022, the self-assessment process of the Board of Directors and its Committees was carried out, conducted by an independent specialized advisory company, identifying opportunities for continuous improvement of the governance of these bodies, and summarized in an Action Plan approved by the Board.

Final considerations

For 2023, it is expected that the Board's activities will be even more focused on relevant topics for the Company and on providing strategic support for the Executive Committee to better execute the Vale 100 Years Strategic Plan.

This will be made possible by the changes implemented in Vale's Bylaws at the end of 2022, by the redesign of the Board's Work Plan, and the review in the composition of the Board, which proposal sought to increase proficiency in the Matrix of Critical Skills to the BoD, increase gender and race diversity, double the number of non-Brazilian directors with knowledge of the industry, while maintaining a majority of 7 independent members and harmony with the Company's shareholder base.

It is important to note that priority initiatives such as the climate agenda, decarbonization, innovation, diversity & inclusion, people strategy, people and asset safety, relationship with communities, and controversial issues shall receive due attention on the Board's agenda for this year.