

## **SUSTAINABILITY, HSE AND OPERATIONS COMMITTEE CHARTER**

### **I - PURPOSE AND OBJECTIVES**

1) The SUSTAINABILITY, HSE AND OPERATIONS COMMITTEE ("Committee") shall review and opine on all relevant sustainability, health and safety and operations actions taken by Constellation Oil Services Holding S.A. ("Constellation") and its subsidiaries ("Company").

1.1) For these purposes, Committee shall be instrumental to the Board of Directors in ensuring Constellation's commitment to efficient and customer-focused operations, as well as ethical, responsible and sustainable action in all its activities in the oil and gas sector, with a view to mitigate risks and seek opportunities to be more efficient in managing environmental, social and corporate governance (ESG) in relation to its business.

1.2) The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matter on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

### **II - DUTIES AND RESPONSIBILITIES**

2) The duties and responsibilities of the Committee include the following:

- (i) Providing recommendation to the Board of Directors on initiatives to improve Company's operations efficiency and Supply Chain policy;
- (ii) Providing recommendation to the Board of Directors on the Company's capital expenditures (CAPEX) program;
- (iii) Providing recommendation to the Board of Directors on the Company's automation & digitalization program;
- (iv) Providing recommendation to the Board of Directors on initiatives to improve Company's compliance with safety regulations and standards;
- (v) Providing recommendation to the Board of Directors on initiatives to improve the Company's compliance with environmental regulations;
- (vi) Providing recommendation to the Board of Directors on initiatives to improve Company's ESG standards;
- (vii) Receiving and reviewing reports and informing the Board of Directors regarding Constellation's operations performance, including, but not limited to, asset reliability and availability, asset cash flow efficiency, supply chain efficiency, physical & financial inventory situation, including relevant deviations and action plans;



## **Constellation.**

- (viii) Receiving and reviewing reports and informing the Board of Directors regarding Constellation's Capital Expenditures program, including relevant deviations and action plans;
- (ix) Receiving and reviewing reports and informing the Board of Directors regarding Constellation's automation & digitalization program, including relevant deviations and action plans;
- (x) Receiving and reviewing reports and informing the Board of Directors regarding Constellation's personnel technical qualifications and training matrix, including relevant deviations and action plans;
- (xi) Receiving and reviewing reports and informing the Board of Directors regarding Constellation's performance, including relevant incident and accident statistics;
- (xii) Reviewing HSE and ESG related audits performed by Constellation or by external third parties on Constellation, including specifically any material or significant findings from same and Constellation's response to such findings;
- (xiii) Assisting the Board in fulfilling its oversight responsibility for Constellation's broad enterprise risk management program by continually identifying, evaluating and monitoring the sustainability and environmental trends, issues, risks and concerns, domestic and foreign, which affect or could affect Constellation's business activities and performance.
- (xiv) Periodically reviewing Materiality Matrix of Constellation;
- (xv) Reviewing and discussing with Management, Constellation's Diversity Policy, including the target figures and policy for the gender composition of the Board of Directors and other managerial positions;
- (xvi) Assisting in overseeing internal and external communications with employees, investors, customers and other stakeholders regarding Constellation's position on or approach to ESG matters, including by coordinating and reviewing, as appropriate, draft responses, reports or other disclosures to stakeholders;
- (xvii) Maintaining metrics, systems and procedures, as deemed necessary and appropriate, to monitor and track ESG matters, including measurement of programs seeking cultural alignment, diversity and inclusion, emissions reduction and operational efficiency;
- (xviii) Discussing and keeping abreast of new developments in Brazil and in the industry that may affect Constellation's sustainability goals and recommending actions to the Board of Directors;
- (xix) Reviewing and discussing with management the content of the Annual ESG Report;
- (xx) Discussing with Management periodically the operational condition of Constellation's drilling rigs and vessels to ensure that Constellation's long-term strategy and plans can be met; and

(xxi) Analyzing the Results of the Safety Campaign and Alert Program and any other Strategic Initiatives related to Health and Safety.

2.1) While the Committee will rely primarily on reporting provided by management and independent third party verification to carry out its role, Committee members will also participate in a program of site visits where practicable. Where a physical site visit is not practicable, virtual site visits or other forms of site leadership engagement will be utilized. The purpose of those visits and engagement is to increase Committee members' understanding of the health, safety, and sustainability risks faced by the Group and to further raise the profile of health, safety and sustainability risk management with staff on site and, in particular, with site management.

### **III - POWER AND AUTHORITIES**

3) The Committee does not have the power nor the authority to approve any changes on Company's internal policies and procedures. The fundamental responsibility for Constellation's implementation of long-term strategy and plans and executive decisions rests with Management.

3.1) Nothing in this charter shall modify any duty expressly reserved for the Board of Directors, the Management or the Shareholders of Constellation under the applicable Law, the Articles of Association of Constellation .

### **IV - ENGAGEMENT OF OUTSIDE ADVISORS**

4) The Committee may recommend to Management or the Board of Directors the engagement outside advisors. Nonetheless the Committee is not authorized to directly engage such outside advisors.

### **V - COMPOSITION**

5.1) The Committee is composed of at least four (4) and a maximum of six (6) members. The majority of members will be Directors and the Chief Executive Officer, Chief Operational Officer and Chief Administrative Officer will also be voting members.

5.2) The members are appointed by the Board of Directors.

5.2.1) The members are appointed by the Board of Directors for a period of up to two (2) years, which may be renewable.

5.2.2) In the event of a vacancy, the Board of Directors will appoint a replacement who will complete the term of the predecessor.

5.3) The members of the Committee who are also Board members will not be compensated by its duties as members.



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5.3.1) The Chair will be compensated by its duties as member. The criteria and values of the global and individual remuneration of the Committee Chair will be established by Constellation's General Meeting.

### **Attendance by non-members**

5.4) Members of Management, key employees and/or parties external to Constellation, such as advisors and counsels may also be invited to attend certain meetings of the Committee. Non-members may be asked to withdraw from all or any part of a meeting.

### **Chair and Coordinator**

5.5) The Board of Directors shall appoint the Chair and the Coordinator, amongst its members.

5.6) The role of the Chair of the Committee is to:

- oversee the proper functioning of the Committee, including the proper conduct of meetings; and
- assign tasks among Committee members, as necessary.

5.7) The Chief Executive Officer of Constellation will be Committee Coordinator.

5.8) The role of the Coordinator is to:

- propose meetings and agenda;
- prepare and analyze the content and accuracy of the papers produced internally for the COMMITTEE Meetings;
- circulate the SUSTAINABILITY, HSE AND OPERATIONS Committee papers to the Members prior to each meeting; and
- prepare quarterly reports of the Committee's work for presentation before the Board of Directors and provide and explain any reports or recommendations issued by the Committee to the Board of Directors.

### **Secretary**

5.9) The Corporate Secretary will act as Secretary of the Committee and is responsible, in conjunction with the Coordinator, for preparing the agenda (supported by explanatory documentation and papers) and circulating the Committee papers to the Members prior to each meeting.

## **VI - MEETING PROTOCOLS**

### **Frequency of Meetings**

6.1) The Committee will meet at least four (4) times per year and hold ad-hoc meetings to discuss specific issues as necessary, upon notice at reasonable time.

6.2) The frequency of the meeting may be altered by suggestion of the Chair, as it deems appropriate.

6.3) Interim sessions may also be held, as suggested by the Chair.



### **Venue and Minutes**

6.3) Meetings may occur in person, via conference call or other valid electronic means.

6.3.1) The Minutes may be circulated to all members by email. The Minutes shall be prepared by the Corporate Secretary and circulated to the members after each meeting and inserted in the Governance Portal.

6.3.2) The Minutes must be circulated for review and sign off by all members. Signoff shall occur by email or on the subsequent meeting, at the latest. Only Chair and the Corporate Secretary will execute the Minutes.

6.3.3) Notes may be prepared for interim sessions and shared with committee members as appropriate. These notes do not require signatures from the Chair and the Corporate Secretary.

6.3.4) Electronic Signatures are permitted.

### **Quorum and use of Casting Vote**

6.4) At the beginning of each Meeting, the members and any other participant shall disclose and declare any conflict of interest to each meeting of the Committee.

6.5) A majority of the voting members of the Committee constitute a quorum. Voting on Committee matters shall be on a one vote per member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision for recommendation.

6.5.1) Chair should aim for consensus on all decisions for recommendations and neither Member shall exercise its right to finally resolve a dispute in a manner that excuses such member from any of its obligations to vote. Nonetheless, in case of an equality of votes, the Chair shall have a casting vote.

6.5.2) In the case that a consensus cannot be reached, majority and minority positions can be reported in the Discussion Minutes, if required by the Members.

### **Filing of Minutes**

6.6) The Corporate Governance is responsible for maintaining the Committee's files.

6.7) A copy of the Minutes of each Meeting shall be sent to the Corporate Secretary.

## **VII - OTHERS**

### **Confidentiality**

7.1) The Minutes of Meeting are confidential and can only be disclosed to any non-member of the Committee by the Coordinator and the Corporate Secretary after a formal approval by the Chair.



## **Constellation.**

7.1.1) The Coordinator and the Corporate Secretary are authorized to share the Minutes with any member of the Board of Director.

### **Evaluation of the Committee**

7.2) The Committee shall annually assess its own effectiveness and the adequacy of its charter, work plans, forums of discussion and communication. This Evaluation must be shared with the Board of Directors.

### **Amendment of the Charter**

7.3) Pursuant to the Articles of Association, the rules relating to the functioning of the Committees will be defined by the Board of Directors, and any proposed amendment to this Charter must be forwarded to consideration by the Board of Directors, with a view to its approval.

7.3.1) Any member of the Committee may suggest the discussion and amendment of this Charter at any time, after verifying the need for its adequacy, and the procedure mentioned in item 7.3.

7.3.2) In the event of any conflict between this Charter and Constellation's Articles of Association, the latter will prevail and this Charter must be amended as necessary.

*[This Charter was approved by the Board at the meeting held on October 03<sup>rd</sup>, 2025.]*