



POLICY FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS, FISCAL COUNCIL, ADVISORY COMMITTEES AND STATUTORY EXECUTIVE BOARD OF PADTEC HOLDING S.A.

1. PURPOSE

1.1. This Policy for the Appointment of Members of the Board of Directors, Fiscal Council, Advisory Committees and Statutory Executive Board ("Policy") of Padtec Holding SA ("Company") aims to establish principles, guidelines, criteria, procedures and liabilities to be observed in the appointment of members for the Board of Directors, Fiscal Council, Advisory Committees to the Board of Directors and the Executive Board ("Administrators") of the Company and its subsidiaries, ensuring the proper composition of the bodies and alignment with the best corporate governance practices.

1.2. The Company's Fiscal Council operates on a non-permanent basis, installed at the request of shareholders in resolution of the General Meeting. However, the guidelines, criteria and procedures established in this Policy must also be observed in the appointment of members to the Fiscal Council, when installed.

1.3. This Policy is based on: (i) the corporate governance guidelines of the Company's Bylaws, as amended ("Bylaws"); (ii) the Company's "Code of Ethics and Conduct" ("Code of Ethics"); (iii) Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporate Law"); (iv) the "Code of Best Corporate Governance Practices of IBGC" (Instituto Brasileiro de Governança Corporativa – the Brazilian Corporate Governance Institute) currently in force; (v) the "Novo Mercado Listing Regulation" of B3 SA - Brasil, Bolsa, Balcão ("B3" and "Novo Mercado Regulation", respectively); (vi) the respective Internal Regulations of the Company's governance bodies, including the Board of Directors, Fiscal Council and advisory committees; and (vii) any shareholders' agreements filed at the Company's headquarters, if applicable.

2. GENERAL CRITERIA FOR APPOINTMENT OF MEMBERS TO THE COMPANY'S GOVERNANCE BODIES

2.1. As a general rule, any Administrators of the Company who may be appointed to assume a position will observe the following criteria:

- (i) they must be highly qualified and have experience (academic, technical and professional) compatible with the position;
- (ii) they must have an unblemished reputation and moral integrity;
- (iii) those who exercise a party-political function cannot be elected;
- (iv) they must have time available to dedicate themselves to the function properly;



- (v) they must be aligned with the Company's values and culture and with its Code of Ethics and Conduct;
- (vi) they must be exempt from conflicts of interest with the Company;
- (vii) they must not occupy positions in a company or entity that can be considered a competitor of the Company or its subsidiaries;
- (viii) they cannot have been prevented by law, or convicted of bankruptcy, malfeasance, active or passive corruption, concussion, embezzlement, against the popular economy, public faith, property or the national financial system, or the criminal penalty that prohibits access to public office;
- (ix) not be declared disabled by an act of the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários or "CVM"); and
- (x) the person who occupies a position in a company that may be considered a competitor in the market, in particular on advisory councils, board of directors or fiscal councils, and/or has a conflicting interest to the Company, cannot be elected, unless exempted from the General Shareholders' Meeting.

2.1.1. The legal impediments and prohibitions provided for in the Brazilian Corporate Law and in the regulations of CVM must also be observed.

2.2. The appointments must consider professionals with different characteristics and profiles, seeking the complementarity of competences and diversity, in order to provide a successful debate of ideas, which lead to technical, impartial and reasoned decisions aimed at the sustainable growth of the Company.

2.3. There will be no reservation of positions for members of the Statutory Executive Board, non-statutory or managerial positions for direct appointment by the Company's shareholders.

2.4. In the candidate selection process, any and all types of predisposition that may result in any form of discrimination, based on gender, sexual orientation, ethnic origin, religion, age, appearance or functional diversity, among others, should be avoided.

3. CRITERIA FOR APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

3.1. The Board of Directors is a collegiate body, which must be composed considering the diversity of knowledge, experiences, behaviors, cultural aspects, age and gender to



allow the Company to benefit from the plurality of arguments and a decision-making process with higher quality and safety.

3.2. The Company's Board of Directors is composed of 5 (five) effective members, shareholders or not, all elected and dismissable by the General Meeting, with a unified mandate of 2 (two) years, with reelection permitted.

3.3. The proposal for the reelection of the members of the Board of Directors must be based on their respective individual annual assessments, according to the assessment process adopted by the Company.

3.4. The Board of Directors will have 1 (one) Chairman, elected by the majority of votes of the Members at the first meeting of the Board of Directors of the mandate for which they were elected.

3.5. In the event of a vacancy in the position of Member, the Board of Directors will elect as many substitute members as there are vacant positions, and the members elected pursuant to this clause will have their mandate ended at the next General Meeting to be held. If the majority of positions are vacant, the General Meeting will be called to proceed to the new election. Vacancy occurs with dismissal, death, resignation, proven impediment or disability.

3.6. In the nominations for participation in the Board of Directors, must be observed the criteria of (i) strategic vision; (ii) willingness to defend their point of view based on their own judgment; (iii) communication skills; (iv) ability to work in a team; (v) knowledge of the best corporate governance practices; (vi) ability to interpret management, accounting, financial and non-financial reports; (vii) knowledge of corporate law and regulation; (viii) knowledge about risk management.

3.7. The appointment of the members of the Company's Board of Directors may be made by the Executive Officers, members of the Board of Directors themselves or by the shareholders, under the terms of the legislation and the requirements imposed by the rules in force, in particular the instructions issued by CVM.

3.8. The shareholder who wishes to appoint candidates for the Board of Directors may notify the Company in writing informing the full name and qualification of the candidates within 25 (twenty-five) days prior to the holding of the general shareholders' meeting that will elect the new Board of Directors. When appointing a candidate to be a member of the Board of Directors, the shareholder must present a declaration attesting that all applicable legal requirements and the pertaining and eventual requirements to the shareholders' agreements were duly observed, in addition to the applicable documents and evidences.

3.9. Pursuant to article 46 of CVM Resolution number 80, of March 29, 2022 ("CVM Resolution 80"), the shareholder who submits the appointment of a member of the Board of Directors must present, in the same act:

- (i) copy of the declaration of non-impediment, under the terms of CVM Resolution 80, Annex K, or declare that it obtained from the candidate the information that he/she is in a position to sign such instrument, indicating any exceptions; and
- (ii) the candidate's curriculum vitae, containing, at least, his/her qualification, professional experience, education, main professional activity at the moment and indication of which positions he occupy on boards of directors, tax or advisory boards at other companies and the/she fulfillment of requirements of Clause 2.1 above.

3.10. The Board of Directors must be composed of, at least, 2 (two) or 20% (twenty percent), whichever is greater, of independent members, as defined in the Novo Mercado Regulation, and expressly declared as such in the minutes of the General Shareholders' Meeting that elects them.

3.10.1. The appointment of independent members to the Board of Directors, according to definitions and terms established in the Novo Mercado Regulation, will be proposed by the Management, which will issue a recommendation to the Board of Directors 45 (forty-five) days in advance of the General Meeting that will elect the new Board of Directors.

3.10.2. The Board of Directors will include in the Management's proposal regarding the General Meeting for the election of independent members of the Board of Directors, a statement contemplating the adherence of each candidate to the position of member of the Board of Directors to this Policy and the statement mentioned in article 17 of the Novo Mercado Regulation, regarding the qualification of each candidate in the independence criteria established in that document.

3.11. At the end of each mandate, the composition of the Board of Directors must be assessed, with the purpose of analyzing the adequacy of its structure or the need to make adjustments.

4. APPOINTING OF MEMBERS OF THE ADVISORY COMMITTEES

4.1. In addition to the Statutory Audit and Risks Committee, the Company's Board of Directors may establish, for better performance of its functions, technical and advisory committees with defined objectives, comprising Directors, Executive Officers, employees and/or specialists in the respective topics of each committee, subject to the Compensation Policy of the Company and its respective internal regulations ("Committees").

4.2. The Company's Committees must be composed taking into account the experience and technical competence to perform their duties. Depending on the position, the members' ability to contribute, as consultants and experts, in matters related to the Company's management will be considered. Such Committees will obey the appointment



criteria established in this Policy, as well as their guidelines and attributions established in their own internal regulations, by the Board of Directors and, when applicable, by the Company's Bylaws.

4.3. Specifically in the case of the Statutory Audit and Risks Committee, its composition will be 3 (three) members, being that:

- (i) at least 1 (one) of them must be an independent director of the Company, as defined in the Novo Mercado Regulation;
- (ii) at least one (1) of them must have recognized experience in corporate accounting matters, under the terms of the regulations issued by CVM, which provides for the registration and exercise of the independent audit activity in the scope of securities markets and defines the duties and the liabilities of the audited entities' Management in their relationship with the independent auditors; and
- (iii) the same member of the Statutory Audit and Risks Committee may accumulate the two characteristics provided for in items "i" and "ii" above.

4.4. The appointment of members for the composition of the Committees will be made by the Company's Board of Directors, and the proposal for the reelection of its members must be based on their respective individual annual assessments, in addition to also considering: i) the attendance of the appointed at the meetings held during their last mandate, it being recommended the reelection of the appointed who attended at least 75% (seventy-five percent) of these meetings; (ii) the good performance of his/her function during his/her last mandate; and (iii) the assessment of the benefit of his/her replacement with the consequent renewal of the Committee's membership when compared to his/her reelection and permanence in that body.

5. APPOINTMENT OF MEMBERS OF THE FISCAL COUNCIL

5.1. The Company's Fiscal Council operates on a non-permanent basis, installed at the request of the shareholders in resolution of the General Meeting, and will be composed, installed and remunerated in accordance with the Bylaws, the Company's Compensation Policy and the legislation in force.

5.2. However, in addition to the guidelines, criteria and procedures established in this Policy, the prerequisites set out in articles 161 and 162 of the Brazilian Corporate Law must also be considered when appointing members to the Fiscal Council.

5.3. The appointment of members for the composition of the Company's Fiscal Council must be made by its shareholders, under the terms of the Brazilian Corporate Law or the applicable legislation.



6. APPOINTMENT OF MEMBERS OF THE STATUTORY EXECUTIVE BOARD

6.1. The Executive Board will be composed by at least 3 (three) and at most 5 (five) members, shareholders or not, all resident in Brazil, elected by the Board of Directors, being a Chief Executive Officer, an Investor Relations Officer and a Financial Officer. The other Officers will have the title of director plus the name of the designated area of activity, as determined by the Board of Directors.

6.2. An Officer may accumulate more than one function, provided that the minimum number of directors provided for in clause 6.1 above is observed.

6.3. The Board of Directors shall bring to the composition of the Executive Board individuals with proven knowledge and experience in the business sectors in which the Company operates or will operate, seeking to form a group aligned with the Company's mission, vision, principles and ethical values, valuing the diversity and plurality of skills and profiles in its composition, in line with the nature of the respective positions. The election of Officers is prohibited by any criterion other than their professional competence.

6.4. The term of office for each Officer will be 2 (two) years, with the possibility of reappointment, based on the respective annual individual assessments according to the assessment process adopted by the Company.

6.5. In the event of a vacancy in the position of Officer, the Board of Directors may maintain the vacant position, assigning to another Officer the functions of the Officer whose position has vacated, or designate a substitute, whose mandate will expire together with that of the other Officers. As established in the Bylaws, in the event of absence or temporary impediment, the Officers will replace each other, by designation of the Chief Executive Officer.

6.6. The Company's Board of Directors may rely on the services of external advisors to identify candidates or to validate that candidates for positions on the Executive Board meet the conditions referred to in this Policy and that they are not involved in any of the impediments indicated here.

6.7. At the end of each mandate, the composition of the Board of Directors must be assessed, with the purpose of analyzing the adequacy of its structure or the need to make adjustments.

7. FINAL PROVISIONS

7.1. This Policy takes effect on the date of its approval and will remain in force for an indefinite period, until it is changed and/or revoked.

7.2. Any changes or revisions to this Policy must be submitted to the Company's Board of Directors.



7.3. This Policy was approved at the Company's Board of Directors' Meeting held on October 28, 2020 and updated at the Board of Directors' meetings held on February 23, 2021, April 01, 2021 and September 01, 2022, remaining in force for an indefinite period.