

## BOARD OF DIRECTORS OF PADTEC HOLDING S.A. INTERNAL REGULATION

### CHAPTER I PURPOSE

**Article 1:** The purpose of this Regulation is to establish rules for the functioning of the Board of Directors of Padtec Holding S.A. ("Company"), defining its responsibilities and attributions, observing the Company's Bylaws as well as the laws and regulations in force and the good practices of corporate governance.

**Sole Paragraph:** The Board of Directors ("BoD") is responsible for establishing the general orientation of the Company and for the decision process in relation to its strategic direction and, in the best interest of the organization, monitors the executive board, acting in the connection between this executive body and its shareholders. The members of the Board of Directors ("Directors") must ensure the Company's perpetuity, ensuring the application of the best Corporate Governance practices in the conduct of its business.

### CHAPTER II COMPOSITION OF THE BOARD OF DIRECTORS

**Article 2:** The BoD will be constituted by 5 (five) effective members, shareholders or not, elected and dismissable at any time by the general meeting, observing the legal requirements. Its members will be elected for a joint term of office of 2 (two) years that will remain in effect until the date of the ordinary general shareholders meeting to be held in the second year after their election, with reelection being permitted.

**Paragraph One:** There will be no alternate members on the BoD.

**Paragraph Two:** For better performance of its functions, the BoD may establish technical and advisory committees ("Committees") with defined objectives, which will be composed of Directors and/or specialists in the respective themes of each Committee. Each Committee will have its own regulation, which will be approved by the BoD.

**Paragraph Three:** At least 2 (two) or 20% (twenty percent) of the members of the BoD, whichever is greater, has to be independent directors, as defined in the B3 S.A. – Brasil, Bolsa, Balcão's Novo Mercado Regulation ("Novo Mercado Regulation"). The nominees to the BoD as independent directors shall be resolved at the general shareholders meeting that elects them. The directors elected through the faculty provided for in article 141, §§ 4 and 5, of Law number 6,404/96 (the "Brazilian Corporate Law"), in the event

that there is a controlling shareholder (“Independent Directors”), are also considered independent directors.

**Paragraph Four:** According to the terms of the Novo Mercado Regulation, when, as a result of the percentage mentioned in the third paragraph above, there is a fractional number of Directors, the number will be rounded up to the next whole number.

## CHAPTER III VESTING

**Article 3:** The Directors will be invested in their positions by signing the Term of Investiture in the minutes book of the Board of Directors Meetings within the 30 (thirty) days following their election, under penalty of become void, unless justification accepted by the other Directors. After the stipulated period has elapsed without the Director taking office, the Chairman of the BoD will declare the vacancy of the position.

**Paragraph One:** Within the same period, the Director must sign the declaration of non-impediment referred to in article 147, § 4 of the Brazilian Corporate Law.

**Paragraph Two:** Without prejudice to the provisions set in the Policy for the Appointment of Members of the Board of Directors, Fiscal Council, Advisory Committees and Statutory Executive Board and in the Bylaws, the following are requirements for the exercise of the position of Director:

- i) Be a natural person;
- ii) Have a solid reputation, and one who exercises a political party function cannot be elected;
- iii) Not be prevented from exercising the position;
- iv) Not be convicted of a crime or misdemeanor;
- v) Not be a member of the Management bodies or an employee of the Company or its subsidiaries or companies of the same group, or a spouse or relative up to the third degree, of a Company's Manager;
- vi) Not having or representing a conflicting interest with the Company, its subsidiaries or companies of the same group; and
- vii) If the impediment factors described above are supervenient to the election, this Director cannot exercise his/her right to vote at the BoD meetings.

**Paragraph Three:** The investiture of the Director residing or domiciled abroad is subject to the constitution of a resident representative in Brazil, with powers to receive summons in lawsuits against him/her proposed based on domestic corporate law. Said proxy

should have an expiration date that must be extended by at least 3 (three) years after the end of the Director's term of office.

**Paragraph Four:** The Directors will also sign the Receipt and Commitment Term to the Code of Ethics and Conduct, the Adhesion Term to the Relevant Information Disclosure and Securities Trading Policy Issued by the Company and the Adhesion Term of the Related Parties Transactions Policy of the Company, in compliance with the provisions of CVM Resolution 44/21, issued by the Brazilian Securities and Exchange Commission ("CVM", Comissão de Valores Mobiliários).

**Paragraph Five:** The Directors are exempted from providing collateral as a guarantee of their management.

**Article 4:** The BoD will have 1 (one) Chairman, elected by the majority of votes of the Directors at the first meeting of the BoD of the term for which they were elected, and who will exercise the duties provided for in the Company's Bylaws.

**Article 5:** At the end of the term of office, the Directors will remain in position until the investiture of the new Directors elected, unless otherwise decided by the Company's general shareholders meeting.

**Article 6:** The Directors must keep the Company updated about their addresses, telephone and mobile numbers, electronic addresses (e-mail). They also must provide copies of their identification documents (Identity Card and Brazilian Register of Individual Taxpayer - CPF) and a brief curriculum vitae, in addition to providing the declarations required by the Bylaws, the legislation in force and the CVM, and other registration data requested by the Company.

## CHAPTER IV IMPEDIMENTS, VACANCIES AND SUBSTITUTIONS

**Article 7:** The role of Director is non-delegable.

**Article 8:** In the event of a vacancy in the position of Director, the BoD will elect as many substitute Directors as there are vacant positions, and the Directors elected pursuant to this article will have their term ended at the next general shareholders meeting to be held. If the majority of positions are vacant, the general shareholders meeting will be called to proceed to a new election. For the purposes of this paragraph, vacancy occurs with dismissal, death, resignation, proven impediment or disability.

**Article 9:** In case of absence or impediment, permanent or temporary, of the Chairman of the BoD, the functions pertaining to the position of Chairman will be exercised by another member chosen by the vote of the majority of the other Directors.

## CHAPTER V OF THE CHAIRMAN'S DUTIES

**Article 10:** The Chairman of the BoD is liable for:

- a) Install and conduct the Company's general shareholders meeting. In his/her absence or impediment, the general shareholders meeting will be installed by another Director and chaired by a president chosen by the shareholders attending the conclave.
- b) To call the BoD meetings, 5 (five) days in advance, designating the date and place for their realization.
- c) Supervise the General Secretary, as defined in Article 28 below.
- d) To preside over the meetings of the BoD, being liable for:
  - i) To open, suspend and close the works;
  - ii) To decide on points of order;
  - iii) To vote on the issues discussed and announce the decision taken;
  - iv) To authorize the discussion and deliberation of matters not included in the agenda of the meeting;
  - v) To request the issuance of an opinion by any body of the Company, independent audit, specialized consultant or consulting company, when dealing with a complex or controversial subject; and
  - vi) To represent the BoD before public bodies internal and external to the Company or delegate representation to another Director, if deemed necessary.

**Article 11:** If elected to serve on the BoD, the Company's Chief Executive Officer may not accumulate the position of Chairman of the BoD.

## CHAPTER VI MEETINGS

**Article 12:** The Board of Directors will meet:

- a) Ordinarily, at least, 4 (four) times a year (once every quarter); and
- b) Extraordinarily, whenever it is opportune or necessary.

**Paragraph One:** At the first meeting held after the investiture of the Directors in the position, the Directors will define the agenda of ordinary meetings to be held during the term of office, which, according to Article 2, will be in force until the date of the ordinary general shareholders meeting that will be held after this election.

**Paragraph Two:** The said calendar must foresee an annual thematic agenda with relevant subjects and dates of discussion. Whenever necessary, the Directors may request the installation of exclusive meetings, without the presence of Company executives and other guests.

**Article 13:** The meetings will be called by the Chairman of the BoD or, in his/her omission or impediment, by any Director, at least 7 (seven) days in advance by e-mail with a request for acknowledgment of receipt, indicating the agenda, date, time, place and form of the meeting. On the same date of the summons, all and any necessary material must be sent so that the Directors can evaluate and resolve on the matters covered by the agenda.

**Sole Paragraph:** The meeting in which all the Directors are present will be considered regularly called, regardless of the formalities provided for in this Article.

**Article 14:** The participation of the Director in the meetings of the Board of Directors may take place at a distance, by telephone, video conference or other means of communication that allows the identification of that said Director, simultaneous communication between all the others present at the meeting and the authenticity of the vote of the Director. In this case, the minutes will be transmitted by electronic means that ensure the authenticity of the transmission to the Director who has participated at a distance, and initialed, signed or authenticated and retransmitted to the Company, in the same way. The Director may also send his/her vote in writing.

**Sole Paragraph:** Without prejudice to the foregoing, the individual performance of the Director, under the terms of the current legislation, does not depend on the holding of meetings, and it is certain that at any time the Director may perform work, produce documents, and forward to the other Directors, in view of the appreciation of a matter in an extraordinary or ordinary meeting, or not.

**Article 15:** The meetings of the BoD will be installed only if the majority of its members are present and the BoD will deliberate by majority of votes, being the Chairman of the BoD, or the Director who is in the exercise of the functions of Chairman, in addition to the regular vote, the tiebreaker vote.

**Article 16:** The votes of the Directors will be taken by the Chairman of the BoD, immediately after the end of the debates, after which the result will be announced and the result of the vote will be recorded in the respective minutes.

**Article 17:** Any Director may present a written or oral explanation of vote when the vote is being processed or, if applicable, register their divergence or reservation.

**Article 18:** Before the voting is closed and the result is proclaimed, any Director who has already cast his/her vote may request the Chairman of the BoD to register the reconsideration of the vote, including in the minutes this circumstance and the new vote cast.

**Article 19:** Any meeting of the BoD may be confidential, in whole or in part, if, at the discretion of the Chairman of the BoD, there is a subject whose nature so advises it, including regarding the disclosure of the decisions taken.

**Article 20:** At the beginning of the work, the Chairman of the BoD shall inform the collegiate body of the order of the matters to be examined, taking into account the following factors:

- a) Priority matters due to urgency or with a decision period regulated by legal norm;
- b) Matters whose decision was interrupted for any reason;
- c) Matters not decided at a previous meeting;
- d) Ordinary matters included in the agenda; and
- e) General subjects.

**Article 21:** During the discussion of the matters on the agenda, the Directors may:

- a) Propose measures or request clarifications, oral or written, aiming at the perfect instruction of the subject under debate;
- b) Request urgency or preference for discussion and voting on a certain subject;
- c) Propose the postponement of the discussion of a matter included in the agenda or its withdrawal from the agenda; and
- d) Request a view of the documents under discussion, in order to justify their vote.

**Article 22:** The minutes of the Board of Directors' meetings will be transcribed in the relevant book and must be signed by the Directors present and by the General Secretary. The minutes should contain the most relevant points of the discussions, deliberations, declarations of votes, list of those present, justifications for absences, possible irregularities, forwarding of matters discussed and measures to be taken (with the identification of the responsible persons).

**Paragraph One:** The minutes of the BoD meeting that elects, removes or designates Executive Officers must be filed with the local State Board of Trade and publicized in accordance with the terms provided for by law, adopting the same procedure for the

minutes containing the deliberation intended to produce effects before third parties and also for those that the BoD deems convenient.

**Paragraph Two:** If the BoD meeting deals with confidential matters, a summary will be drawn up from the minutes of this meeting, with the decisions to be made public, and this summary must be filed with the local State Board of Trade and publicized in accordance with the terms of the current legislation.

**Article 23:** The Directors, employees, consultants and members of the other bodies of the Company, may be invited to participate in the meetings of the Board of Directors, without the right to vote in the deliberations, remaining in these meetings during the time that the subject of their specialty that originated the call or in relation to which they should give their opinion.

**Article 24:** The Directors must receive the information and supporting documents for their meetings, at least 7 (seven) days in advance.

## CHAPTER VII GENERAL SECRETARY

**Article 25:** The BoD will have a Secretary General, who may or may not be an Executive Officer or employee of the Company, to advise and assist him/her in the performance of his/her duties.

**Article 26:** The General Secretary is liable for:

- a) To comply with the requests of the Directors in everything related to the functioning of the BoD;
- b) To secretarize the meetings of the BoD, without the right to vote, and write the respective minutes;
- c) To prepare the summons and forward them to the President of the BoD, for measures to be taken;
- d) To carry out the works necessary for the reproduction, dissemination and filing of the minutes;
- e) To prepare the communications concerning the BoD's decisions, submit them to the Chairman and send them to the respective recipients; and
- f) To maintain control of the BoD's demands that have not yet been met.

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## CHAPTER VIII THE COMPETENCE OF THE BOARD OF DIRECTORS

**Article 27:** Without prejudice to the provisions of article 142 of the Brazilian Corporate Law, the Board of Directors is liable for:

- (i) to establish the objectives, the policy and the general orientation of the business of the Company and the Investees, and to define their organizational schemes;
- (ii) to approve the Company's annual and multi-annual business plan and budget, as well as any subsequent changes;
- (iii) to approve the issuance of simple debentures, not convertible into shares and without collateral, or subscription bonus within the limit of authorized share capital, and promissory notes for public subscription, pursuant to CVM Resolution 163, of July 13, 2022;
- (iv) to elect and remove the Company's Executive Officers;
- (v) to express its opinion in advance on the management report and the Company's yearly financial statements;
- (vi) to submit to the general shareholders meeting the proposal for the allocation of net income for the year;
- (vii) to inspect the management acts of the Executive Officers and examine the Company's corporate acts, books, documents and agreements;
- (viii) to authorize the provision of guarantees by third party obligations by the Company in cases that do not cumulatively exceed the value of 20% (twenty percent) of the Company's total assets;
- (ix) to choose and remove independent auditors;
- (x) to authorize the repurchase of shares issued by the Company, which may only be carried out for the purpose of their cancellation or to be kept in treasury in order to satisfy the stock option plans;
- (xi) to prepare a proposal for the Management's annual global remuneration to be deliberated at the general shareholders meeting and to set the individual remuneration for the Directors and Executive Officers, observing the global limits approved by the general shareholders meeting;
- (xii) to express itself in favor or contrary, by means of a prior opinion, with respect to any Public Offering for the Acquisition of Shares ("OPA") that has as object the shares issued by the Company, to be disclosed in up to 15 (fifteen) days of publication of the public offer for said OPA, which should address, at a minimum, (a) the convenience and opportunity of the OPA regarding the interest of the Company and all shareholders, including in relation to the price and the potential impacts on the liquidity of the shares; (b) the strategic plans disclosed by the offeror in relation to the Company; (c) the alternatives to the takeover bid available on the market; and (d) other topics that the Board of Directors deems relevant, as well as the information required by the applicable



rules established by CVM and B3;

(xiii) to resolve on the increase in the share capital up to the limit provided for in these Bylaws, establishing the conditions for the issue and placement of shares;

(xiv) to resolve on the execution of agreements by the Company or its Investees with third parties, observing the provisions of item (xvi).18 below, including leasing, leasing operations, alienation operations and acquisition of other assets not included in item (xvi) below, which raise the commitments of the Company or the Investee above 5% (five percent) of the respective shareholders' equity registered in the last approved annual balance sheet;

(xv) to resolve on the signing of loan agreements by the Company with companies in which the Company or its controlling shareholders participate directly or indirectly in the share capital, observing the Company's corporate purpose and the legal prohibition against the practice of acts of liberality;

(xvi) to resolve without prejudice to the competence of the Company's general shareholders meeting, the orientation of the vote to be cast by the Company at the general shareholders meetings of the Investees, whose agenda includes:

a) any acquisitions or divestments that have a value greater than R\$ 1,500,000.00 (one million and five hundred thousand Brazilian reais), in a single transaction or in a series of related transactions, except for the acquisition of inputs necessary for contracted supplies and acquisitions already approved in the Business Plan;

b) any sale or transfer of assets with a value greater than R\$ 500,000.00 (five hundred thousand Brazilian reais) or the constitution of any burden or encumbrances on assets;

c) the signing of any loans or other forms of advancing value-added resources, as borrower, for a period of 12 (twelve) months, in an amount greater than R\$ 5,000,000.00 (five million Brazilian reais);

d) the choice and removal of independent auditors, if applicable;

e) the opening, closing and changing addresses of headquarters, branches, agencies, warehouses, offices and any other establishments, in Brazil or abroad;

f) the approval of a share offer plan that grants the option to purchase or subscribe shares to Management and employees;

g) the authorization to grant loans, as creditor, in favor of subsidiaries, whenever the debt balance of the subsidiary reaches an amount exceeding R\$ 2,000,000.00 (two million Brazilian reais);

h) the authorization to grant loans as a creditor, in favor of third parties;

i) the filing of legal or administrative actions that involve a value equal to or greater than R\$ 1,000,000.00 (one million Brazilian reais), or that may have a negative impact on the Investee's business or on its relationship with customers and/or government officials. Urgent measures arising from bidding procedures in which they participate will not be included in the cases provided for in this item;

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- j) approval of management compensation;
- k) the execution of legal transactions with Related Parties;
- l) the provision of guarantees for third party obligations in cases of guarantees for customer obligations of the Investee in financial sales financing operations, or in cases that do not cumulatively exceed 20% (twenty percent) of the Total Assets of the Investee;
- m) the approval of the constitution, for the benefit of the Investee, of real burden and the granting of guarantees or sureties, except the granting of these guarantees when necessary to maintain the normal turnover of commercial activities;
- n) the assignment or transfer, by any means, to a third party, of intellectual or industrial property rights, except for any onerous licensing in the ordinary course of business;
- o) the contracting of indebtedness operations that imply failure to observe the indebtedness parameters of the Investees;
- p) the approval of the business plan and the annual and multi-annual budget of the Investees, as well as any subsequent changes;
- q) the approval of the Investee's Technology Plan, thus understood as a document that establishes the main lines of investment in research and development aimed at ensuring the competitiveness and future profitability of the Investee's business;
- r) the approval of the execution of all agreements that the Investee, in the position of contracted party, intends to assume with third parties, which implies an amount greater than 30% (thirty percent) of the total net revenue of the Investee in the previous year;

(xvii) entering into investment commitments for financial resources, directly or indirectly, in investment funds and/or investment companies, whose administration and/or management is attributed to companies in which the Company participates directly or indirectly;

(xviii) the change the complete address of the Company's headquarters; and

(xix) the creation and/or termination of technical and advisory committees for their advice and better performance of BoD functions, with objectives and functions defined in accordance with these Committees respective internal regulations.

**Paragraph One:** In addition to item (i) of article 27 above, the Directors must periodically assess the Company's integrity/compliance and corporate governance systems, with a view to improving them.

**Paragraph Two:** The Directors must monitor the performance of regulatory and supervisory bodies to which the Company and its businesses are related.

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**Paragraph Three:** The Directors must monitor the investigations of deviations, denunciations and complaints presented by the Company's Ethics Committee.

**Article 28:** For the performance of the duties and responsibilities informed above, the Directors may adopt the following initiatives, among others that they deem convenient:

- a) To use, as a reference, the best practices for the performance of the Board of Directors suggested by the market supervisory bodies, as well as entities focused on corporate governance, such as the IBGC – Instituto Brasileiro de Governança Corporativa (the Brazilian Corporate Governance Institute);
- b) To examine the internal control and risk management reports issued internally by the Company and any reports prepared by the independent auditors;
- c) To examine other reports that are necessary for the fulfillment of their duties; and
- d) To hire specialized external consultants to analyze matters inherent to its supervisory function, having to have its own budget.

**Article 29:** Any Director, in isolation, may request and obtain from the Company or its independent auditors any information it deems necessary for the performance of its duties.

## CHAPTER IX DUTIES AND RESPONSIBILITIES

**Article 30:** The duties of Directors are established in articles 153 to 157 of the Brazilian Corporate Law and in the exercise of their terms of office, must:

- a) exercise their functions with the care and diligence that every active and upright man usually employs in his/her own affairs;
- b) exercise their functions in the exclusive interest of the Company, having satisfied the requirements of the public good and the social function of the Company;
- c) serve the Company and its subsidiaries with loyalty;
- d) keep confidentiality about information not yet disclosed to the capital markets and to the general public, obtained due to the position they occupy;
- e) ensure that any subordinates and third parties they trust keep secrecy about information not disclosed to the capital markets and to the general public; and
- f) reserve and maintain availability in their agendas in order to meet the summons of BoD meetings, based on the previously approved and disclosed calendar.

**Paragraph One:** In the case of the adoption of individual investment plans regulating tradings with Securities issued by the Company by the Company itself, by members of the BoD, Officers, Controlling Shareholders, members of the Fiscal Council, when installed, members of the Statutory Audit and Risk Committee and members of technical

and advisory committees established by the Company's BoD, in addition to employees with access to Relevant Information, the BoD must verify every six months the adherence of the Securities tradings carried out by the signatories, including the Company itself, to their individual investment plans.

**Paragraph Two:** The Policy for Disclosure of Material Act or Fact and Trading of Securities Issued by Padtec Holding S.A. establishes in its item 7 the guidelines for the formalization of individual investment plans.

**Article 31:** Directors are prohibited from:

- a) To perform acts of liberality at the expense of the Company or other subsidiaries, which are not aimed at the institutional interests of the Company;
- b) To borrow funds from the Company, or from its subsidiaries, or use, for their own benefit, assets belonging to them;
- c) To receive any form of direct or indirect advantage, due to the exercise of their position;
- d) To use, for their own benefit or that of others, with or without prejudice to the Company, the commercial opportunities of which they are aware due to the exercise of their position;
- e) Failing to exercise or protect the Company's rights;
- f) To acquire, to resell at a profit, a good or right that the Company knows is necessary or intends to acquire;
- g) To use privileged information to obtain an advantage for yourself or for others, through the purchase or sale of securities;
- h) To intervene in operations that have a conflicting interest with the Company or with any subsidiary, and, in the event, it must include the causes of its impediment in the minutes of the BoD meeting;
- i) To participate directly or indirectly in the trading of securities issued by the Company or referenced to them:
  - i. whenever any Material Act or Fact<sup>1</sup> occurs in the Company's business and it was not yet disclosed to the market;
  - ii. in the period of 30 (thirty) days before the disclosure of the Company's quarterly and annual information;
  - iii. whenever studies or analyses are underway on a merger, total or partial spin-off, transformation or corporate reorganization or business combination, change in the Company's corporate control, decision to promote the cancellation of the registration of a publicly-held company or changes in B3 listing segments; and

<sup>1</sup> Material Information is all information related to a Material Act or Fact not yet disclosed to the market, concerning the Company, or even information not yet disclosed to the market that is not yet classified as a Material Act or Fact, but that may become. Material Act or Fact is a term defined in Chapter II of CVM Resolution No. 44/21.

iv. whenever studies or analyzes are underway on the request for judicial or extrajudicial reorganization and bankruptcy.

**Article 32:** The Directors are liable for damages resulting from failure to comply with their duties and acts performed with guilt or intent, or with violation of current legislation or the Bylaws.

**Article 33:** The Director is not responsible for the unlawful acts of other Directors, unless he/she connives with them, neglects to discover them or, having knowledge of them, fails to act to prevent his/her practice. The dissenting Director who makes his/her divergence recorded in the minutes of the BoD meeting or, if not possible, gives immediate and written notice to the BoD, the Fiscal Council, when installed, or to the general shareholders meeting, is exempt from responsibility.

**Article 34:** The Directors are jointly and severally liable for the losses caused as a result of non-compliance with the duties imposed by law to ensure the normal operation of the Company, except if, by the Bylaws, a specific Manager has a specific attribution to comply with those duties, except as provided in paragraph below.

**Sole Paragraph:** The Manager who, having knowledge of the non-fulfillment of these duties by his/her predecessor, or by the competent Manager, fails to communicate the fact to the general shareholders meeting, will become jointly and severally responsible for it.

**Article 35:** If any Director receives notification from third parties or becomes aware of any questioning about his/her performance as a director of the Company, must immediately communicate this fact to the other Directors and to the Company.

**Article 36:** The Directors must immediately inform the changes in their shareholding positions in the Company, under the conditions and in the manner determined by CVM, especially as determined by CVM Resolution 44/21, as well as in the conditions set forth in the Relevant Information Disclosure and Securities Trading Policy issued by the Company.

**Article 37:** In accordance with the Compensation Policy, the Company contracts Civil Liability Insurance for the Directors. Also, the Company signs an Indemnity Agreement, individually, with each Director, complementary to the Civil Liability Insurance, which text and scope were approved at the general shareholders meeting of the Company held in July 2019.

**Article 38:** The Directors must include in their management proposal regarding the general shareholders' meeting for the election of the Company's Directors, their manifestation including: (i) the adherence of each candidate to the position of member of the BoD to the Policy for the Appointment of Members of the Board of Directors, Fiscal Council, Advisory Committees and Statutory Executive Board of Padtec Holding S.A.; and (ii) the reasons, in light of the provisions of Novo Mercado Regulation, why each candidate's position on the BoD is verified as an independent director.

## CHAPTER X BOARD OF DIRECTORS MEMBERS' SUCCESSION PLAN

**Article 39:** It is the Board of Directors' duty to elect and remove, at any time, the members of the Company's Executive Board, which will be composed of at least 3 (three) and at most 5 (five) Officers.

**Sole Paragraph:** As established in the Company's Bylaws, the term of office of each Officer will be 1 (one) year, with the possibility of renewal.

**Article 40:** The purpose of preparing a succession plan is to ensure that, in the eventual replacement of executives, Management has professionals for hiring and/or promotion, whose professional experience and skills contribute to the continuity of the Company's good performance.

**Sole Paragraph:** The leadership of the succession planning is the responsibility of the Chairman of the BoD, who must also ensure that the Company's Chief Executive Officer has an updated succession plan for all key persons of the Company.

**Article 41:** The Board of Directors must ensure the continuity of the Company's Management and, in the case of resignations, vacancies and/or impediments, guarantee the continuity of the Company's good performance. The Directors recognize that succession planning is essential to mitigate risks, ensure continuity of management and preserve the value of the Company. In the event of a vacancy in the position of Director, the BoD may maintain the vacant position, assigning to another Director the functions of the Director whose position has vacated, or designate a substitute, whose term of office will expire together with that of the other Officers.

**Article 42:** If the Board of Directors chooses to elect a replacement to fill the vacant position on the Executive Board, the Directors will make an assessment of the Company's internal names to occupy such position and if there is no indication, or understand that there are no qualified internal candidates to exercise this function, they

will seek the names of market executives, and an external executive selection consultancy may be hired, who must carry out a broad search and present a triple list to the Chairman of the Board of Directors, responsible for the name nomination process for approval in a BoD meeting. The Chairman of the Board of Directors may request that other Directors also conduct interviews with candidates for the position of Officer of the Company before the respective election.

**Paragraph One:** The BoD must periodically reassess the profile of the main leadership positions, considering the challenges indicated in the Company's strategic planning.

**Paragraph Two:** The Chief Executive Officer must bring the BoD closer to the Company's executives, so that possible candidates for their succession are evaluated.

**Paragraph Three:** The process of nominating and electing Officers must aim at forming a group in line with the Company's ethical principles and values and the characteristics of the respective positions.

**Paragraph Four:** Candidates for the positions of Officers of the Company must be committed to their values and their corporate culture; have an unblemished reputation; have not been prevented by special law, or have been convicted of bankruptcy, malpractice, active or passive corruption, concussion, embezzlement, against the popular economy, public faith, property or the national financial system, or by criminal penalty that prohibits access public office; have not been declared disabled by the CVM; have academic training compatible with the duties on the Executive Board; have knowledge and professional experience compatible with the position for which he was appointed; and be resident in Brazil.

**Paragraph Five:** The nominations must also consider, whenever possible, the diversity of gender and race, as well as the complementarity of academic training and professional experience, the availability of time for the exercise of their functions and the interest and availability of the candidate in the full compliance with the term of office.

**Paragraph Six:** The BoD must keep the succession plan up to date and, whenever possible, keep a record of possible candidates for the position of Executive Officer of the Company for replacement cases as described above.

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## CHAPTER XI CONFLICT OF INTEREST SITUATIONS

**Article 43:** In the event of a potential conflict of interest, the Directors involved in the resolution process who have a potential conflict of interest with the recommendation or decision to be taken, must declare themselves prevented, explaining their involvement in the transaction and, if requested, providing details of the transaction and the parties involved.

**Paragraph One:** The conflict of interest arises when a person is involved in a decision-making process in which he/she has the power to influence the final result, ensuring a gain or advantage for himself/herself, any family member, or third party with whom he/she is involved, or even that interfere with your judgment.

**Paragraph Two:** The impediment must be included in the minutes of the BoD meeting that resolves on the transaction, and the referred Director must depart, even physically, from the environment of the discussions.

**Paragraph Three:** If requested by the other Directors present at the meeting to decide on the transaction, such impeded persons may participate partially in the discussion, aiming only to provide more information about the proposed transaction and the parties involved, and should be absent from the concluding part of the discussion, including the matter's voting process.

**Paragraph Four:** If any Director in a potential conflict of interest situation does not raise such issue, any other Director who is aware of the situation must do so.

**Article 44:** In case of conflict of interest, the Directors must observe the provisions of the Company's Code of Ethics and Conduct and the Related Parties Transactions Policy of the Company, whose Receipt and Commitment Term and Adhesion Term, respectively, all Directors signed at the time of their investiture in the position, as stated in Article 3.

## CHAPTER XII BOARD OF DIRECTORS, ADVISORY COMMITTEES AND EXECUTIVE BOARD PERFORMANCE ASSESSMENT

**Article 45:** The Chairman of the BoD carries out, at the end of the body's term of office, an assessment of the BoD's performance as a collegiate, which results will be disclosed to all Directors. An individual assessment of each of its members will also be conducted and disclosed only to the respective Director. The main criteria used in the evaluation of



the members of the BoD are: (i) participation in the debates on the matters resolved; (ii) frequent interaction with other Management members and proactivity in the decision-making process; and (iii) commitment to the activities performed.

**Article 46:** The BoD annually evaluates its technical and advisory committees as bodies. The results are disclosed to all the respective members of each technical and advisory committee. There is no individual assessment of technical and advisory committee members.

**Article 47:** The BoD carries out the annual individual assessment of the Company's Chief Executive Officer. The main criteria used in this assessment are: performance, initiative, pro-activity, decision-making, professional attitude, interpersonal relationships, teamwork and commitment to goals and deadlines. In addition, performance indicators related to the Chief Executive Officer's performance are also evaluated. Thus, performance evaluation mechanisms comprise the achievement of operational and financial goals and individual performance.

**Sole Paragraph:** The individual assessment of the remaining Executive Board members is carried out annually by the Chief Executive Officer and comprises the criteria mentioned above.

## CHAPTER XIII GENERAL PROVISIONS

**Article 48:** When a Director is elected to compose the BoD, this Director, through the Company's integration program, is presented to key people and presentations are made addressing essential topics for understanding the Company's business and its sector.

**Article 49:** This internal regulation comes into force on the date of its approval by the Board of Directors, which may modify it at any time, by recording in the minutes of the respective meeting that approves such changes.

[approved at the Board of Directors' Meeting held on September 16, 2020, with updates approved at Meetings held on February 19, 2021, September 01, 2022 and February 07, 2024]