

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

### CHAPTER I PURPOSE

**Article 1:** The purpose of these regulations is to establish rules for the functioning of the Executive Board 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 Executive Board ("Executive Board") is responsible for the management of the Company, through the execution of strategies and general guidelines approved by the Board of Directors. The members of the Executive Board ("Officers") must ensure the perpetuity of the Company, ensuring the application of the best Corporate Governance practices in conducting its business.

### CHAPTER II COMPOSITION

**Article 2:** The Executive Board will be composed of at least 3 (three) and at most 5 (five) members, shareholders or not, all resident in Brazil, who will be elected and removed by the Board of Directors. Its members will be elected for a unified term of 2 (two) years, which will remain in force until the investiture of the newly elected unless otherwise decided by the Board of Directors. Re-election is admitted.

**Article 3:** The Company will have 1 (one) Chief Executive Officer, 1 (one) Chief Financial Officer, 1 (one) Investor Relations Officer and the other Officers will not have a specific designation. The Officers without a specific designation must have the title of officer plus the name of the designated area of activity.

**Paragraph One:** It is incumbent upon the Chief Executive Officer: (i) to coordinate all the activities of the Company, (ii) to supervise the activities of the other Officers, (iii) to preside over the Board of Directors's meetings, with a casting vote in the event of a tie, in addition to (iv) representing the Company actively and passively in and out of court.

**Paragraph Two:** It is incumbent upon the Investor Relations Officer: (i) to be responsible for providing information to the investing public, to the Brazilian Securities and Exchange Commission ("CVM"), and to national and international stock exchanges or over-the-counter markets, as well as to regulatory and inspection entities correspondents, keeping

the Company's records in these institutions updated; (ii) representing the Company before the CVM, the stock exchanges and other capital market entities, as well as providing relevant information to investors, the market in general, CVM and stock exchanges; and (iii) other functions established by law and current regulations.

**Paragraph Three:** It is incumbent upon the Chief Financial Officer: (i) to coordinate the preparation of the Company's financial statements; (ii) the Company's financial management and investments; (iii) the management of the controllership, treasury, and accounting areas; (iv) the planning, monitoring, control, and evaluation of activities related to the Company's administrative areas.

**Paragraph Four:** An Officer may accumulate more than one function, provided that the minimum number of officers established in Article 2 is observed.

**Article 4:** 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.

**Paragraph One:** In the candidate selection process, any type of predisposition that may result in any form of discrimination, among others, based on gender, sexual orientation, ethnic origin, religion, age, appearance, or functional diversity, should be avoided.

## CHAPTER III INVESTITURE

**Article 5:** The Officers will be invested in their positions by signing the Term of Investiture in the book of minutes of the Board's Meetings.

**Paragraph One:** The Officers must sign the clearance declaration referred to in Art. 147, § 4 of Law 6.404/76 ("Brazilian Corporate Law").

**Paragraph Two:** Without prejudice to the provisions of the Policy for 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 Officer:

- i) To be a natural person and resident in Brazil;

- ii) To be highly qualified and have experience (academic, technical, and professional) compatible with the position;
- iii) Must have time available to dedicate themselves to the function properly;
- iv) Must have a solid reputation, and one who exercises a political party function cannot be elected;
- v) Not be prevented from exercising the position or declared incapacitated by an act of CVM;
- vi) Not be convicted of a crime or infringement; and
- vii) Not having or representing a conflicting interest with the Company, its subsidiaries, or companies of the same group.

**Paragraph Three:** The Officers will also sign the Receipt and Commitment Term to the Code of Ethics and Conduct, the Adherence Term to the Relevant Information Disclosure and Securities Trading Policy of the Company, and the Adhesion Term to the Related Parties Transactions Policy of the Company, in compliance with the provisions of CVM Resolution 44/2021, issued by CVM.

**Paragraph Four:** The Officers are exempt from providing a bond as a guarantee of their management.

**Article 6:** At the end of their term, the Officers will remain in office until the investiture of the newly elected, unless otherwise decided by the Board of Directors.

**Article 7:** The Officers must keep the Company updated about their addresses, telephone and mobile numbers, and electronic addresses (e-mail), and also, they 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 current legislation and the CVM, and other registration data requested by the Company.

## CHAPTER IV IMPEDIMENTS, VACANCIES AND SUBSTITUTIONS

**Article 8:** The function of Officer cannot be delegated.

**Article 9:** 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 been vacated, or designate a substitute, whose mandate will expire together with that of the other Officers. For this Article, a vacancy occurs with dismissal, death, resignation, a proven impediment, or disability.

**Article 10:** In the event of absence or temporary impediment, the Officers will replace each other, by designation of the Chief Executive Officer.

**Article 11:** The positions of Chairman of the Board of Directors and Chief Executive Officer or principal executive officer of the Company may not be accumulated by the same person.

## **CHAPTER V BOARD OF DIRECTORS MEMBERS' SUCCESSION PLAN**

**Article 12:** It is incumbent upon the Board of Directors to elect and dismiss, at any time, the members of the Company's Executive Board.

**Paragraph One:** As established in the Company's Bylaws, the term of office of each Officer will be 2 (two) years, with reelection permitted, based on the respective annual individual assessments according to the assessment process adopted by the Company.

**Paragraph Two:** The Board of Directors carries out the annual individual assessment of the Company's Chief Executive Officer (CEO). 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 CEO's performance are also evaluated. Thus, performance evaluation mechanisms comprise the achievement of operational and financial goals and individual performance.

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

**Article 13:** 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 Board of Directors, who must also ensure that the Chief Executive Officer of the Company has an updated succession plan for all key persons of the Company.

## CHAPTER VI REMUNERATION OF THE EXECUTIVE BOARD

**Article 14:** The Officers' remuneration will be determined individually and annually by the Board of Directors, observing the limits established by the general meeting. The general meeting will also establish, when applicable, the amount and percentage of the Executive Board's share of the Company's profit, subject to the limit provided for in Art. 152, § 1, of the Corporate Law

**Paragraph One:** The remuneration of the Officers will follow what is established in the Company's Compensation Policy.

**Paragraph Two:** The employee elected by the Board of Directors for the position of Officer, while in office, will have his employment contract suspended.

## CHAPTER VII MEETINGS

**Article 15:** The Executive Board will meet weekly, on an ordinary basis, on a day and time agreed between the Officers, without the need for a specific call or obligation to send an agenda or material prior to each meeting.

**Paragraph One:** Whenever necessary, the Officers may request the installation of extraordinary meetings, with the participation of all the Officers or part of the Executive Board.

**Paragraph Two:** Although there is no obligation to send an agenda or prior material for each meeting, the Chief Executive Officer will use his best efforts to send the other Officers a list of the matters that will be dealt with within 3 (three) days before each meeting.

**Article 16:** 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 concerning which they should give their opinion.

**Article 17:** The Officer's participation in the Executive Board meetings may take place remotely, by telephone, videoconference, or any other means of communication that allows the identification of the Director in question and simultaneous communication

between all others present at the meeting. In this case, the minutes will be transmitted by electronic means that ensure the authenticity of the transmission to the Officer who has participated at a distance, and initialed, signed or authenticated and retransmitted to the Company, in the same way.

**Article 18:** The meetings of the Executive Board will only be installed if the majority of its members and guests attend that meeting, except in the case of extraordinary meetings in which the presence of all members is not required, depending on the topic to be discussed.

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

**Article 20:** The minutes of the meetings of the Executive Board shall be transcribed in the competent book and must be signed by the Officers, by the officers of the subsidiaries who are present and by the General Secretary. The minutes should contain the most relevant points of the discussions, deliberations, 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).

**Article 21:** If the matter discussed at an Executive Board meeting requires deliberation or knowledge by the Board of Directors, the Chief Executive Officer will make the appropriate referral for inclusion in the agenda of the Board of Directors meeting.

**Article 22:** The Board of Directors shall have a General Secretary to advise and assist in recording meetings. The General Secretary will be one of the Officers or an employee of the Company.

## CHAPTER VIII COMPETENCE OF THE EXECUTIVE BOARD

**Article 23:** Without prejudice to the other attributions provided for by law and in the Company's Bylaws, it is incumbent upon the Executive Board to perform the functions provided for in these Bylaws and, in particular, those listed below:

- (i) to comply with the manifestations of the Board of Directors that are validly resolved;
- (ii) to prepare, annually, the management report and financial statements for the year and periodically other information required by CVM rules, as well as the monthly balance sheets;



- (iii) to prepare preliminary plans for the Company's expansion and modernization plan;
- (iv) to submit the Company's budgets to the Board of Directors, including the cyclical adjustments, during the annual and multi-annual fiscal years to which they refer;
- (v) to create or extinguishing positions, hiring and firing employees and setting the levels of personal compensation for employees of the Company;
- (vi) respecting the competence of the Board of Directors and the general meeting, to compromise, resign, withdraw, enter into agreements, commitments, contract obligations, make financial investments, acquire, dispose of, and encumber movable and immovable property, and grant guarantees, subscribing to the respective terms and contracts;
- (vii) subject to the competence of the general meeting and of the Board of Directors, to approve the manifestation of vote of the Company's representative at general meetings of the Investees;
- (viii) to approve and modify organizational charts and internal regulations, when they are within their competence and observing the competence and guidelines stipulated by the Board of Directors;
- (ix) to open, operate, and close bank and investment accounts; and
- (x) to represent the Company, in or out of court, actively and passively, before any third parties, including government offices or federal, state, or municipal authorities.

**Article 24:** Acts that represent the acquisition and sale of real estate or corporate interests in the Company, as well as the granting of endorsements, sureties or other guarantees, will be performed, (a) jointly, by 2 (two) Officers or, (b) jointly, by 1 (one) Officer and 1 (one) attorney-in-fact appointed with powers to perform the specific act.

**Paragraph One:** Subject to the provision in the *caput*, all other documents that create obligations for the Company or exonerate third parties from obligations to the Company, including the issue, acceptance or endorsement of trade bills, promissory notes, bills of exchange and equivalent securities, the opening, operation or termination of bank deposit accounts shall, under penalty of not producing effect against the Company, be signed: (a) by two (2) Officers jointly; (b) by one (1) Officer jointly with one (1) attorney-in-fact, or (c) by two (2) attorneys-in-fact jointly, observing as to the appointment of attorneys-in-fact the provisions of the following paragraph.

**Paragraph Two:** The powers of attorney granted by the Company must: (a) to be signed by 2 (two) Officers; (b) expressly specify the powers granted, including when it comes to the assumption of obligations; (c) to prohibit substitution; and (d) to have a validity period limited to a maximum of 1 (one) year. The term provided for in this Paragraph and the

restriction on substitution do not apply to powers of attorney granted to lawyers to represent the Company in judicial or administrative proceedings.

**Paragraph Three:** Officers and attorneys-in-fact are prohibited from obliging the Company in business that is foreign to its corporate purpose, as well as performing acts of liberality on behalf of the Company.

**Paragraph Four:** The Company will be represented by any Officer, alone, without the formalities provided for in this Art. 24, in cases of receipt of summons or court notifications and in the provision of personal statements. In cases permitted by law, the Company will be represented by appointed representatives, case by case, in writing.

## CHAPTER IX DUTIES AND RESPONSIBILITIES

**Article 25:** The duties of the Officers are set out in Arts. 153 to 157 of the Brazilian Corporation 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 own business;
- 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 firm;
- c) Serve with loyalty to the Company and its subsidiaries;
- d) Keep confidentiality about information not yet disclosed to the capital market and to the general public, obtained due to the position they occupy; and
- e) To ensure that any subordinates and third parties of trust keep the non-disclosed information confidential to the capital market and to the general public.

**Article 26:** The Officers are prohibited from:

- a) Carrying out acts of liberality at the expense of the Company or other subsidiaries, which are not aimed at the institutional interests of the Company;
- b) Borrow funds from the Company, or its subsidiaries, or use, for their benefit, assets belonging to them;
- c) Receive any form of direct or indirect advantage, due to the exercise of their position;
- d) Use, for their 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) Acquire, to resell at a profit, a good or right that the Company knows is necessary or intends to acquire;
- g) Use privileged information to obtain an advantage for yourself or for others, through the purchase or sale of securities;



- h) 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 Board of Directors meeting;
- i) 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
  - iv. whenever studies or analyses are underway on the request for judicial or extrajudicial reorganization and bankruptcy.

**Sole Paragraph:** The Policy for Disclosure of Material Act or Fact and Trading of Securities Issued by Padtec Holding S.A. in item 6, provides exceptions to the prohibitions indicated in item i) of Article 26 above.

**Article 27:** The Officers 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 28:** The Officer is not responsible for the unlawful acts of other administrators, unless he connives with them, neglects to discover them, or, knowing them, fails to act to prevent his practice. The Officer who makes his/her divergence recorded in the minutes of the Executive Board meeting or, if not possible, gives immediate and written notice to the Board of Directors, the Fiscal Council, if installed, or to the general meeting, is exempt from responsibility.

**Article 29:** The Officers are jointly responsible 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 administrator has a specific attribution to comply with those duties, except as provided in the paragraph below.

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<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.

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**Sole Paragraph:** The manager who, having knowledge of the non-compliance with these duties by his predecessor, or by the competent manager, fails to communicate the fact to the Board of Directors, to the Audit Committee, if in operation, or to the general meeting, becomes you will be jointly and jointly responsible for it.

**Article 30:** If any Officer receives notification from third parties or becomes aware of any questioning about his performance as a manager of the Company, he shall immediately communicate such fact to the other Officers and the Board of Directors.

**Article 31:** The Officers 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 44/2021, as well as in the conditions outlined in the Relevant Information Disclosure and Securities Trading Policy issued by the Company.

**Article 32:** Under the Compensation Policy in force at the Company, Padtec contracts Directors' Civil Responsibility Insurance and individually enters into an Indemnity Contract with each Officer, complementary to the Civil Responsibility Insurance, the text and scope of which were approved at the general shareholders' meeting of the Company held in July 2019.

## CHAPTER X CONFLICT OF INTEREST SITUATIONS

**Article 33:** In the event of a potential conflict of interest, the Officers involved must inform the other members of the Executive Board and the Board of Directors of this situation.

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

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

**Article 34:** In case of conflict of interest, the Directors must observe the provisions of the Company's Code of Ethics and Conduct and the Policy for Transactions with Related Parties of the Company, whose Receipt and Commitment Term and Adhesion Term, respectively, all Officers signed at the time of their investiture in the position, as stated in Article 5.

## CHAPTER XI GENERAL PROVISIONS

**Article 35:** These Internal Regulations must be also observed by the directors of the Company's controlled companies.

**Article 36:** When an Officer is elected to make up the Board of Directors, that Officer, through the Company's integration program, is presented to key people, and presentations are made addressing essential topics for understanding the business and the area of operation of the Company.

**Article 37:** This Internal Regulations come 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 October 28, 2021, and updated at the Board of Directors meetings held on September 01, 2022, on February 07, 2024, and on March 05, 2024, effective as of April 26, 2024, with the approval of the Company's By-Laws amendment at the Extraordinary and Ordinary Shareholders Meeting held on that date.]