# World Class Culture and Governance



# rocaliza co

# 2022 Highlights

# 2022 marked a year of **major transformations at Localiza&Co**.

In line with the Company's vision of the future, the results achieved in the year reinforced our capacity for growth combined with the generation of value for the stakeholders with which we relate, continuing our journey of positive impact and making us more prepared to raise even higher heights.

#### **World Class Culture and Governance**

- » Localiza&Co was among the **50 companies with the** » best reputation according to Merco
  »
- » Robust and constantly evolving Integrity Program
- » 91% adherence to the Localiza Climate Survey, with 84% favorability
- » Sustainability Policy Update: reflecting materiality in our formal commitment

» UN Global Compact signatories since 2017
 » 295 thousand training hours for employees, in 2022
 » +17 thousand #GreenBlood employees
 » Maintenance of the ISO 37001 Certificate: quality in the fight against bribery

# Ethics and **Governance** Ethics, **Integrity and Transparency**

GRI 2-23 • 2-24 • 205-1 • 205-2

Localiza&Co's management model, a reference in the market for its suitability, is guided by actions based on equity, transparency and compliance.

To ensure the success of the integrity system, we rely on integrity risk assessment, policies and procedures, training, control activities and, of course, the good example of leaders. Our Integrity Program is continuously reinforced with the team of employees and suppliers, carrying out communication and training initiatives. In this way, the management of the topic prioritizes actions to prevent, detect and deal with issues related to integrity in the corporate environment, with a team aligned and trained in Localiza&Co's way of doing things.

This Program, which is already quite robust, has been constantly evolving and accompanying the Company's movements, year after year. A relevant reflection of this was the maintenance of the ISO 37001 certification for the second year (related to the quality of our system to prevent and detect bribery and corruption practices), which already considered the business combination and was completed with no alert point. Throughout 2022, we carried out 27 communication actions about our Anti-Bribery and Anti-Corruption Management System Policies and Procedures, reaching 100% of employees and senior leadership. As for suppliers, in addition to having anti-bribery clauses in all contracts, 100% of suppliers were trained in our Anti-Bribery and Anti-Corruption Policy. With regard to training on the subject, 87% of our employees received the training, including those with more than two years with the company, who took the refresher training on the Code of Conduct.

Its term of commitment is signed by all professionals when they become part of the Company, or when the Code undergoes some renewal, as happened in 2020. The Code reinforces compliance with our Integrity Program, explaining our commitment to respect for human rights and guiding our behavior in internal and external relationships.



Additionally, we have been signatories to the UN Global Compact since 2017, making public Localiza&Co's engagement with the 2030 Agenda and all the guiding principles of a sustainable company, inserting 13 Sustainable Development Goals (SDGs) at the heart of the business strategy. Regarding the most vulnerable groups, we are signatories of the following institutions:

- » Forum for Businesses and LGBTI+ Rights, which created the "Ten Commitments of the Company to Promote LGBTI+ Rights";
- **UN Women**, responsible for the "Principles of Women's Empowerment";
- Forum of Companies with Refugees, which represents the commitments with the Values of the Companies with Refugees Forum;
- » **Business Coalition for Racial and Gender Equity**, which also have the 20 members' commitments to equity.

Below, we present the data referring to our training on the Code of Conduct and Anti-Corruption and Anti-Bribery, according to our functional categories and regions.

#### TRAINING ON THE CODE OF CONDUCT

Functional Category/Regions	Mid-West	Northeast	North	Southeast	South	Grand Total
Executive Board				8		8
Board of Directors				52	2	54
Management	6	13	1	295	21	336
Leadership/ Coordination	19	47	12	388	42	508
Technical/ Supervision	125	310	95	2,874	320	3,724
Administrative	40	142	34	3,029	130	3,375
Operational	341	959	247	3,236	772	5,555
Trainee		3		15		18
Apprentice	1	8	8	105	6	128
Interns				29		29
Not determined			1	10		11
Grand Total	532	1,482	398	10,041	1,293	13,746

#### TRAINING ON ANTI-BRIBERY AND ANTI-CORRUPTION

Functional Category/Regions	Mid-West	Northeast	North	Southeast	South	Grand Total
Executive Board				8		8
Board of Directors				54	2	56
Management	7	13	1	318	21	360
Leadership/ Coordination	21	47	12	391	43	514
Technical/ Supervision	132	332	104	3,083	362	4,013
Administrative	45	214	33	3,307	169	3,768
Operational	385	1,031	284	3,433	838	5,971
Trainee		3		14		17
Apprentice	3	19	8	140	8	178
Interns				36	1	37
Not determined				8		8
Grand Total	593	1,659	442	10,792	1,444	14,930

## **Localiza**

#### **Compliance Day**

In December 2022, the Compliance Day was held, a meeting between the teams for guidance on the Company's compliance and ethics guidelines, aiming to expand our promotion of the integrity culture. At the event, we presented the Whistleblower Hotline and the Integrity Program, as well as mandatory Policies, Procedures and Training. We also addressed the number of whistleblowing and the disciplinary measures applied, along with the positive points and areas for improvement for the Compliance team.

To this end, we count on the presence of our founders, Eugênio Mattar and Luis Fernando, in addition to our CEO, Bruno Lasansky and the Compliance Director, Suzana Fagundes. The event was held in person and was broadcast to all employees.

With ethics, integrity and transparency, we continue to seek new routes to create a more positive future.



The Company's governance structure allows policies and procedures to be implemented so that the business areas are responsible for their own processes, which are approved by the Committee in an annual basis. The Internal Controls, Compliance, Whistleblower Hotline, Risks and Internal Audit areas ensure that controls are monitored, reviewed, audited and action plans are defined and implemented.

The Conduct Committee is responsible for ensuring respect for the Company's ethical premises and values and for rigorously disseminating them. Its attributions include, but are not limited to, monitoring and giving opinions on the revision of the Code of Ethics and Conduct, monitoring and deliberating on complaints received through the Whistleblower Hotline, recommending disciplinary measures in specific cases and dealing with ethical dilemmas not foreseen in the current Code. The body is compulsorily composed of members of the Company's Senior Management, namely:

- 1. Compliance Officer;
- 2. Chief Legal Officer;
- 3. External Member (Appointed by the CEO);
- 4. Chief People Officer;
- 5. Chief Operation Officer.

In 2022, monthly meetings were held to discuss ethical dilemmas and monitor the Integrity Program.

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# **Governance** Journey



14 projects in 4 years strengthening governance: preparing the company for the founders' roles change.



Strengthening of the BD with its renewal and addition of new competences in line with the strategy.



Succession of the founders in the executive functions and on the Board and creation of the Reference Shareholder Manager Program.

<b>—</b> 7



Review of structure and compliance practices.



**Strengthening of ESG practices** with the Board's leading role.



Beginning of the **Board's role** in investor engagement.





Clarity in roles: policy and authority matrix and precise definition of PCA and CEO roles. More robust risk management model and structure.



Board annual review: one full year, and the following year there is follow-up on the recommendations, guiding the entire process of strengthening governance.

Integration of **new** shareholders into the BD.

## **Whistleblower Hotline**

GRI 2-25 · 2-26

Localiza&Co's **Whistleblower Hotline**, which completed ten years in 2022, is open to all stakeholders with which we relate: employees, customers, investors, suppliers, franchisees and the society in general. Available 24 hours a day by telephone, both in Brazil and abroad, via web and e-mail, its operation is carried out by a specialized and independent company, guaranteeing the confidentiality of the information. The channel is open for reports and whistleblowing identifying violations of our values, Code of Conduct, procedures and policies of Localiza&Co, in addition to current legislation.

All processes are carried out with caution, protecting both the complainant and the accused. During the year, 1,559 (anonymous or identified) complaints were received, and after analyzing and verifying data, the following disciplinary measures were applied:

### We received **1,559** complaints in 2022

Complaints by type

Moral harassment	
Failure to comply with internal procedures and policies	
Conflict of interest	
Fraud	
Cars – misuse of the fleet	
Robbery, theft or diversion of materials and equipment	
Violation of labor, safety and occupational health laws	
Others*	

\* Other: Sexual Harassment; Discrimination; Improper Receipts and Payments; Retaliation; COVID-19: Failure to comply with preventive measures.

# 408 disciplinary measures applied

Reorientation	121
Verbal warning	18
Written notice	31
Suspension	4
Dismissal without just cause	.85
Dismissal for just cause	39
Blocks of suppliers and partners	11
Implementations and revisions of controls, procedures and other mitigating actions	99
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# **Corporate** governance

GRI 2-1 • 2-9 • 2-13 • 2-15

A publicly traded company (S.A.) on B3 since 2005, we are part of the Novo Mercado, which establishes the highest level of corporate governance. In addition, we adopt the Abrasca Code of Self-Regulation and Good Practices for Publicly-held Companies and follow the recommendations of the Brazilian Code of Corporate Governance – Publicly-held Companies of the Brazilian Institute of Corporate Governance (IBGC).

With a corporate governance that is recognized and valued by the market, Localiza&Co's good practices are based on transparency, compliance, equity and accountability, with robust auditing and risk management. As of the business combination, in 2022, we have integrated the Company's top leadership, strategically joining efforts. We have an Authority Policy that defines the approval of matters related to the Board of Directors and the Executive Board, in addition to Internal Regulations of the Board and the Advisory Committees. Internal regulations are available <u>here.</u>

Such a high standard requires constant evolution and our governance model has been consolidated with the gradual implementation of the Best in Class Project. Our Sustainability Policy was updated, reflecting the revision of the materiality matrix and we maintained the ISO 37001 certification for the third consecutive time, attesting to the quality of the Company's performance in combating bribery.



#### **Investor Engagement**

In our journey towards an increasingly mature and robust governance, the Board of Directors directed ESG measures for the entire Company, through a process of awareness and culture on the topic of investor engagement, permeating Localiza&Co's business decisions.

In 2021, we started the first cycle of this process and in 2022, 12 meetings were held with national and international equity funds and proxy advisors.

Based on the signing of a Term of Investiture and Declarations, Board of Directors members declare they do not hold positions in competing companies and do not have conflicting interests with the business. Any potential conflict situation is dealt with under the terms of the Company's Bylaws and Related Party Transaction Policy.



### **Board of Directors**

GRI 2-9 • 2-10 • 2-11 • 2-12 • 2-18 • 405-1

#### Members:

Between 6 and 8 elected by the General Meeting, on December 31, 2022: 8 members.

#### Term of office:

Two years (re-election allowed).

#### **Evaluation:**

Process conducted by an external consultant, which includes as criteria the time allocated to each topic, diversity of skills, level of occupation outside Localiza and frequency at meetings, covering total of ten dimensims.

- » Year preceding the choice of directors for the next term: individual evaluaton in ten dimensions and complete evaluation by the collegiate and committees.
- » Year following the election of the BD: methodology focused on monitoring the improvement action plan and surveying opportunities.

# **25% of the Board** is made up of women and LGBTI+ people.

#### **Responsabilities:**

The company's highest Corporate Governance body, responsible for the general guidelines and polices of the business, its members are the guardians of Localiza's values, principies and purpose. Among other functions, it determires, supervises and monitors the activities of directors, as well as chooses, dismisses and summons independet auditors. In addition, it has the role of ensuring the permanent search for an action aligned with the sustainability agenda, ensuring the remediaction and –when possible –the mitigation of negative impacts and risks for the brand, through the management of internal controls, system and approval of polices related to Localiza&Co's Compliance Program.

#### **Nomination and Selection**

The process for nominating and selecting members of the Board of Directors and their respective committees are available in the Company's Nomination Policy, as well as in the respective Internal Regulations of the bodies.









# **Localiza**

	Experiences and Qualifications/Name	Eugênio Pacelli Mattar	Luis Fernando Memoria Porto	Sérgio Augusto Guerra de Resende	Oscar de Paula Bernardes Neto	Irlau Machado Filho	Maria Letícia De Freitas Costa	Paulo Antunes Veras	Pedro de Godoy Bueno
	Age	70	51	48	76	56	63	50	32
	Independent	No	No	No	Yes	Yes	Yes	Yes	Yes
General Information	Position	Chairman	Vice-Chairman	Member	Member	Member	Member	Member	Member
information	Term of Office (years)	17	1	1	15	2	13	3	3
	Membership in other councils	2	2	0	2	1	3	2	2
<b></b>	Gender	М	М	М	М	М	F	М	М
Diversity	Employees +50	Yes	Yes	No	Yes	Yes	Yes	Yes	No
	Governance and Sustainability Committee	Х			Х		Х		
Advisory	Audit, Risk and Compliance Committee				Х		Х		
Committees	People and Remuneration Committee					Х		Х	Х
	Experience in CEO/PCA positions	Х	Х	Х	Х	Х	Х	Х	Х
	International experience				Х	Х	Х	Х	Х
Experiences	Organizational Transformation and Culture	Х	Х	Х		Х		Х	Х
-	New Business Models/Innovation	Х	Х			Х		Х	Х
	Business to Consumer	Х	Х			Х	Х	Х	Х
	Automotive	Х	Х	Х	Х		Х		
	Financial	Х				Х		Х	Х
	Mobility	Х	Х	Х	Х		Х	Х	
Activity	Retail	Х	Х	Х			Х	Х	
Sectors	Technology						Х	Х	
	Consumer goods				Х		Х		
	Services Provision				Х	Х		Х	
	Health								Х
	Strategy	Х	Х	Х	Х	Х	Х	Х	Х
	Finance and Accounting	Х	Х	Х	Х	Х	Х		Х
	Risk Management	Х	Х	Х	Х	Х	Х		
	Corporate Governance	Х	Х	Х	Х	Х	Х	Х	Х
Functional	Marketing and Communication	Х	Х	Х		Х			
Qualifications	Operations	Х	Х	Х		Х	Х		
	Sustainability	Х	Х	Х	Х	Х			
	Talent Management	Х	Х		Х	Х		Х	Х
	П	Х				Х	Х		
	Innovation and Digital Transformation	Х	Х			Х	Х	Х	Х

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# **Statutory Board**

GRI 202-2

#### Members:

Between 4 and 12 elected by the Board of Directors, on December 31, 2022: 9 members all residing in Brazil.

#### **Responsabilities:**

Administer and manage the Company's business in general, prepare and execute the budget and other financial matters. Its functions include executing the risk policy and the Integrity Program, in addition to ensuring compliance with the law and the Company's Bylaws, as well as compliance with the resolutions taken at the General Meetings.

The Executive Board is responsible for implementing and maintaining effective mechanisms, processes and programs for monitoring and disclosing the financial and operational performance, as well as the impacts of the Company's activities on society and the environment.

Name	Position	Gender
Bruno Sebastian Lasansky	Chief Executive Officer	М
André Luiz Lopes Petenussi	Executive Director of Technology	М
Breno Davis Campolina	Executive Director of Fleet Management	М
Daniel Guerra Linhares	People Executive Director	М
Elvio Lupo Neto	Executive Director of Car Rental	М
Flávio Mergener Salles	Executive Director of Used Cars	М
João Hilário de Ávila Valgas Filho	Executive Director of Operations	М
Rodrigo Tavares Gonçalves de Sousa	Chief Financial Officer and Investor Relations Officer	М
Suzana Fagundes Ribeiro de Oliveira	Executive Director	F

### **Fiscal Council**

#### Members:

3 to 6 elected by the General Meeting, on December 31, 2022: 6 members 3 alternates.

#### **Responsabilities:**

Ensuring compliance with all tax and legal matters of the Company before the bodies involved, the Fiscal Council has a one-yearterm of office, valid between the period of each Extraordinary General Meeting (April to April).

Name	Position	Gender
Luiz Carlos Naninni	Effective member	М
Fernando Antônio Lopes Matoso	Alternate member	М
Carla Alessandra Trematore	Effective member	F
Juliano Lima Pinheiro	Alternate member	М
Antônio de Pádua Soares Pelicarpo	Effective member	М
Pierre Carvalho Magalhães	Alternate member	М

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## **Advisory Committees**

GRI 2-17 • 2-20

Created to help monitor specific issues, we ended 2022 with the support of six internal committees, three of which provided advice to the Board of Directors and the other three advising the Executive Board. The Governance and Sustainability Committee reports to the Board on issues related the ESG agenda.

Committee/Attributions	Members	Independent	Executive or non-executive	Represent any interested parties?	Gender	
AUDIT, RISK AND COMPLIANCE COMMITTEE						
Monitor the independent audit work, give an opinion on its choice, measure its	Maria Letícia de Freitas Costa	Yes	Non-executive	No	F	
performance, the quality of opinions and financial reports, the accounting principles used and evaluate the effectiveness and	Oscar de Paula Bernardes Neto	Yes	Non-executive	No	М	
sufficiency of the structure of internal controls.	Estela Maris Vieira de Souza	Yes	Non-executive	No	F	
	PEOPLE AND	D REMUNERATIO	N COMMITTEE			
Propose to the Board of Directors	Irlau Machado Filho	Yes	Non-executive	No	М	
remuneration policies, performance evaluation, profit sharing program and long-term incentive programs, in addition to	Paulo Antunes Veras	Yes	Non-executive	No	М	
general people management policies.	Renata Sawchuk Moura	Yes	Non-executive	No	F	
	GOVERNANCE	AND SUSTAINABI	LITY COMMITTEE			
	Oscar de Paula Bernardes Neto	Yes	Non-executive	No	М	
Promote and monitor the adoption of good corporate governance practices and the Company's strategy with regard to ESG issues.	Eugênio Pacelli Mattar	No	Non-executive	No	М	
Company's strategy with regard to Log issues.	Maria Letícia de Freitas Costa	Yes	Non-executive	No	F	

# **Localiza**

#### ADVISORY COMMITTEES TO THE STATUTORY BOARD

Committee/Attributions	Members	Gender
INTEGRITY COMMITTEE		
	Suzana Fagundes (Coordinator)	F
	Daniel Guerra Linhares	М
Ensuring the application of the Company's Integrity Program, supporting the Compliance Officer and Internal Audit in whatever is	João Ávila	М
necessary, including respect for Localiza's ethical premises and values, as well as for its continuous propagation and strict compliance.	Gina Rafael (Senior Advisor)	F
	Ludmila Linhares	F
SUSTAINABILITY COMMITTEE		
	Daniel Guerra Linhares (Coordinator)	Μ
	Antônio Augusto	М
nplement, monitor and deal with subjects involving sustainability, including those that may represent a relevant risk or impact on	Emerson Ferreira Gomes	М
e Company's business, image or relationship with stakeholders. Implement the strategy defined by the Board of Directors and the	Fernanda Cotta	F
overnance and Sustainability Committee. In an annual basis, its members are re-elected or replaced considering the progress of	Fernando Vilela	М
ne proposed ESG agenda for the following year. Additionally, in addition to the committee members, the leaders of each of the 17	Marcelo Dantas	М
itiatives can be convened according to the agenda.	Nora Lanari	F
	Cynthia Tamura	F
	Suzana Fagundes	F
DISCLOSURE COMMITTEE		
	Rodrigo Tavares Gonçalves de Sousa (Coordinator)	М
	Antônio Hiroyuki Hyodo	Μ
	Bruno Sebastian Lasansky	Μ
	Elvio Lupo Neto	Μ
eview drafts of documents and information of an economic-financial nature that must be sent to the Securities and Exchange	Flávio Mergener Salles	Μ
ommission (CMV).	João Alberto Mazzoni Andrade	М
	João Hilário de Ávila Valgas Filho	М
	Myrian Buenos Aires Moutinho	F
	Nora Mascarenhas Lanari	F
	Suzana Fagundes Ribeiro de Oliveira	F
DIVERSITY AND INCLUSION COMMITTEE		
	Suzana Fagundes (Sponsor)	F
	Daniel Linhares (Sponsor)	М
	Cynthia Tamura	F
	Tatiana Denadai	F
covers work on all topics on the agenda, such as gender, age, disability(ies), race/color, sexual orientation, gender identity, culture,	Rebeca Pittella	F
ationality, place of origin, social class, educational background, physical condition, intellectual development, religion, lifestyles,	Fernando Vilela	М
perience, individual histories, perspectives, knowledge, attitudes, skills, among many characteristics that make each person a	Kelly Dauanny	F
nique being.	Cristina Chaves	F
	Ricardo Borges	М
	Cláudio Marques	М
	Jose Carlos Batista	М
	Jairo Barbosa	М



## **Remuneration Policy**

GRI 2-19 · 2-20

In partnership with independent consulting companies specialized in the subject, Localiza&Co carries out external surveys to compare with internal remuneration standards, according to the criteria established by the Management's Remuneration Policy.

Regarding the Executive Board, depending on Compensation composition is in line with the the hiring regime, there are fixed and/or variable Company's long-term value generation strategy, compensation plans and long-term incentive plans, remunerating its employees according to their job which are linked to the achievement of the Company's responsibilities and goal achievement, length of corporate results, in addition to the achievement service and defined objectives, in addition to seeking of individual and ESG goals in accordance with the to retain and align the interests of shareholders with scope of each director. The members of the Board of Directors who accumulate positions of Directors our business. in the Company are not remunerated as members of In the case of the Board of Directors, the remuneration the Board. Our Remuneration Policy is proportional to the

In the case of the Board of Directors, the remuneration is fixed, monthly, in line with market practice and seeks to remunerate the directors' services according to the time dedicated to the functions, competence and professional reputation, in addition to the scope of responsibility attributed to the respective member of the Company's Board of Directors. The In the case of the Board of Directors, the remuneration the Board. Our Remuneration Policy is proportional to the attributions, responsibilities and time demands, without gender distinction. The detailed breakdown of management compensation is publicly available in Localiza's Management Compensation Policy.

#### directors who participate in the internal advisory committees of the Board of Directors, as members or coordinators, are remunerated with an additional 25% or 50%, respectively, levied on their fixed monthly remuneration.

# **Risk** Management

GRI 418-1

The Risk Management and Internal Controls Policy, approved by the Board of Directors, is the instrument used by the governance areas (Internal Audit, Internal Controls and Compliance) to direct activities related to the monitoring and inspection of all corporate, operational and financial processes that may present some risk to the Company.

Our objective is to adopt and monitor, in a standardized and formalized manner, preventive, prospective and proactive risk control practices, and the areas mentioned above are responsible for reporting ongoing cases to the advisory committees of the Board of Directors, as well as their status and action plans. We have a constant evolution plan, with some points of improvement. Among them, socio-environmental themes, which have already been included and will be deployed in the **socio-environmental risk matrix** in 2023, ensuring even more robustness in the Company's culture of risks and impact mitigation.

Upon the completion of the Business Combination, the founders of the combined Companies started to be considered reference shareholders of Localiza&Co, with the Company's control dispersed, without a controlling shareholder.

L&CO's risk management takes place in six stages, divided into identification, analysis, evaluation, treatment, monitoring and information and communication. Learn more details in our <u>Reference Form.</u>

In constant evolution, Localiza&Co's risk management began, in 2022, to cover the socio-environmental risks of the business.



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#### **Privacy and data protection**

A series of good practices guarantee the efficient management of information security and personal data protection. A Privacy and Data Protection Policy defines privacy guidelines, with the aim of ensuring that all personal data under the Company's responsibility are protected.

For this reason, we have the Privacy Portal, which informs how personal data is used within Localiza&Co, enabling a direct communication channel with personal data holders, and reflecting the commitment to transparency and security of the information they share with us. Within the platform, the data holder has complete autonomy to request rights to access, delete, change registration, as well as clarify doubts about the functioning of the platform's privacy and information protection system.

At the same time, the Transparency Portal contains the procedures and documentation for communicating with employees about their privacy rights, as well as how to act when processing personal data in the exercise of their dities, in acordance with the General Data Protection Law (GDPL).

In early 2022, the Company and its subsidiaries suffered a partial interruption in the operation of some systems, resulting from a criminal cyber attack on its information technology environment. Localiza&Co immediately activated its security control protocols to block the attack. Operating systems were re-established within less than 24 hours, with no potential impacts. The Company has implemented technological tools and rigorous security standards and constantly seeks to improve them by implementing new security tools and procedures to protect its systems and databases.

The Company has not identified evidence of access to databases, extraction or leakage of personal or company data.

With a focus on information security, we have established a formal process that deals with the life cycle of our employees' credentials and technology controls. For the latter, we have 24x7 monitoring with a partner company (SOC) and internal operation by Localiza&Co, with real time checking of events that may affect the Company. We also have data loss prevention tools that improve our lines of defense against potential malicious agents.

Localiza Labs monitors and applies processes to ensure alignment with good market practices and the availability of controls and indicators to support decision-making on the subject. Also, in order to ensure awareness on information security, we have an annual calendar for the development of fundamental topics for increasing the maturity of our leaders and employees. Moreover, we have mandatory annual knowledge trails, which address the information security subject, as well as online (not mandatory) training to complement the awareness discipline.

Annually, we undergo two audits aimed at rendering accounts to the market in relation to the controls and governance levels reached by Localiza&Co.



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