

	SIMPAR S.A.
	Nomination Policy for the Board of Directors, Committees and Statutory Executive Management

1. PURPOSE, APPLICATION AND JUSTIFICATION

1.1. The purpose of this "*Nomination Policy for the Board of Directors, Committees and Executive Management*" ("Policy"), approved by the Board of Directors of **SIMPAR S.A.** ("Company"), is to establish the criteria for the composition of the Board of Directors, Advisory Committees and Executive Management of the Company, in compliance with the best practices of corporate governance and with all due transparency.

1.2. This Policy is based on: (i) the Corporate Governance Guidelines contained in the Company's Bylaws, as amended ("Bylaws"); (ii) the "*Code of Conduct*" applicable to the companies of the SIMPAR Holding Group ("Code of Conduct"); (iii) Law No. 6404, of December 15, 1976, as amended ("Brazilian Corporation Law"); (iv) the IBGC Code of Best Corporate Governance Practices; and (v) the Novo Mercado Listing Regulations of B3 S.A. - Brasil, Bolsa, Balcão ("Novo Mercado Regulations").

2. BOARD OF DIRECTORS

A. Nomination Criteria for Directors

2.1. The Board of Directors is a collegial body whose performance depends on respecting and understanding the characteristics of each of its members, without this implying a lack of debate. It should be constituted taking into account the diversity of knowledge, experience, behavior, cultural aspects, age groups and gender, so that the Company can benefit from a plurality of inputs and a decision-making process of higher quality and reliability.

2.2. The Board of Directors shall consist of 5 (five) members, all of whom shall be elected and removed by the General Meeting, with a common term of office of 2 (two) years, with the possibility of re-election.

2.3. At least 2 (two) or 20% (twenty percent) of the members of the Board of Directors, whichever is greater, shall be independent directors, as defined in the B3 Novo Mercado Regulations, and the characterization of those appointed to the Board of Directors as independent directors shall be determined by the General Meeting that elects them. The director(s) elected under the option provided for in Article 141, §§ 4 and 5 of the Brazilian Corporation Law shall also be considered independent in the event that there is a controlling shareholder.

2.4. The nomination of members to the Board of Directors shall be made in accordance with the following criteria, in addition to the legal and regulatory requirements and those set forth in the Bylaws of the Company:

- (i) alignment with and commitment to the values and culture of the Company and its Code of Conduct;
- (ii) unblemished reputation;
- (iii) academic background and professional experience compatible with the duties of the members of the Board of Directors, as described in the Bylaws;
- (iv) absence of any conflict of interest with the Company; and
- (v) time available to devote to the role and responsibilities accepted beyond attending Board meetings and reviewing materials in advance.

B. Nomination Procedures for Directors

2.5. The nomination of members to the Board of Directors may be made by Management or by any shareholder of the Company, under the terms of the Brazilian Corporation Law.

2.6. Shareholders wishing to nominate candidates for the Board of Directors may notify the Company in writing, stating the full name and qualifications of the candidates, not later than 30 (thirty) days before the General Meeting that will elect the new Board of Directors of the Company.

2.7. Pursuant to Article 3 of CVM Instruction 367 of May 29, 2002 ("CVM Instruction 367"), the shareholder who submits the nomination of a member to the Board of Directors must also submit:

- (i) a copy of the declaration of no-objection in accordance with CVM Instruction 367 or a declaration that the nominee has provided the information that he/she is in a position to sign such a declaration, indicating any reservations; and
- (ii) the curriculum vitae of the nominee, including, at a minimum, the nominee's qualifications, professional experience, education and training, the principal professional activities currently engaged in by the nominee and an indication of any positions on the board of directors, audit committee or advisory board of any other company, and compliance with the requirements of Section 2.4 of this Policy.

2.8. The proposal for the re-election of directors should also be based on the results of the periodic evaluations of the Board and the conclusions regarding the adequacy or the need for adjustments in its composition.

2.9. Compliance with the requirements set forth in Sections 2.3, 2.4 and 2.8 of this Policy shall be verified by the Executive Management of the Company and its report shall be submitted together with the name of the candidate to be put to the vote at the General Meeting of the Company. The election of the members of the Board of Directors of the Company shall be conducted in accordance with the Bylaws and the applicable laws.

3. EXECUTIVE MANAGEMENT

A. Nomination Criteria for Executive Officers

3.1. The Board of Directors shall nominate as Executive Officers professionals who know how to balance the interests of the Company, shareholders, managers and employees, as well as the social and environmental responsibility of the Company, guided by the principles of legality and ethics. The nomination should also be aimed at creating a group that is aligned with the Company's principles and values, with a view to diversity, including gender diversity, in order to have people with complementary skills and abilities to implement the strategies, face the challenges and achieve the Company's objectives.

3.2. The Executive Management shall consist of a minimum of three (3) and a maximum of fifteen (15) members, whether shareholders or not, resident in Brazil, elected by the Board of Directors for a term of two (2) years, re-election permitted, and may be removed by the Board of Directors at any time. There shall be a Chief Executive Officer, an Executive Vice-President of Corporate Finance and an Investor Relations Officer, as well as other officers not specifically designated.

3.3. The proposal for the re-election of officers shall be based on their annual review, which shall take into account the performance and potential of the officer as well as the leadership competencies defined for the Company.

3.4. The nomination of the Company's officers shall be based on the following criteria, according to their function:

- (i) alignment with and commitment to the values and culture of the Company and its Code of Conduct;
- (ii) unblemished reputation;
- (iii) academic background, knowledge and professional experience compatible with their roles and responsibilities, as described in the Bylaws;
- (iv) the ability to implement the strategies, meet the challenges and achieve the objectives of the Company; and
- (v) absence of any conflict of interest with the Company.

B. Nomination Procedures for Executive Officers

3.5. The nomination of members to the positions of officers of the Company, including the Chief Executive Officer, should preferably be made from among executives who are already serving the Company and performing activities related to the particular position. The Chief Executive Officer shall nominate the other officers for appointment by the Board of Directors.

3.6. Compliance with the requirements set forth in Paragraph 3.4 of this Policy shall be reviewed by the Company's Management and its report, together with the name of the candidate, shall be submitted to a vote at a meeting of the Board of Directors and the nomination shall be made in accordance with the Company's Bylaws and the applicable laws.

4. NON-STATUTORY COMMITTEES

A. Nomination Requirements for Non-Statutory Committees

4.1. The Company may, at the discretion of the Board of Directors, install or discontinue advisory committees of the Board ("Committees"). These committees are not provided for in the Company's Bylaws and will therefore be subject to the nomination criteria set forth in this Policy and the guidelines and responsibilities approved by the Company's Board of Directors when they are established.

4.2. The Committees shall consist of at least one member of the Board of Directors and may include outside specialists who are not members of the Board of Directors, all of whom shall be appointed and removed by the Board of Directors for a common term of one (1) year, renewable for an indefinite period of time or until the Committee is abolished, whichever occurs first.

4.3. Full members of the committees shall not have specific alternates.

4.4. Committee members shall be appointed by the Board of Directors at its first meeting following the Annual General Meeting.

4.5. The Coordinator of the committee will be the committee's spokesperson and shall be a member of the Board of Directors.

4.6. As defined in the B3 Novo Mercado Regulations, the Audit and Risk Management Committee shall consist of at least 3 (three) members, including:

- (i) at least one (1) member must be an independent director, as defined in the B3 Novo Mercado Regulations;
- (ii) at least one (1) member must have recognized experience in corporate accounting matters, as defined in the regulations issued by the CVM regulating the registration and exercise of independent auditing activities in securities and defining the duties and responsibilities of audited entities in their relationship with independent auditors; and
- (iii) the same member of the Audit and Risk Management Committee may have both of the

qualifications set forth in (i) and (ii) above.

4.7. The Board's appointment of Committee members, whether or not they are directors, shall meet the following criteria, in addition to those set forth in Section 4.6 above for the Audit and Risk Management Committee:

- (i) alignment with and commitment to the values and culture of the Company and its Code of Conduct;
- (ii) unblemished reputation;
- (iii) academic background, knowledge and professional experience compatible with the duties of the committee to which the member is nominated;
- (iv) absence of any conflict of interest with the Company; and
- (v) time available to devote to the role and responsibilities accepted beyond attending Board meetings and reviewing materials in advance.

B. Nomination Procedures for Non-Statutory Committees

4.8. The nomination of members to the committees of the Company may be made by any director or officer up to fifteen (15) business days prior to the meeting of the Board of Directors at which the composition of a new committee is to be determined.

4.9. The proposal for re-election of Committee members should be based on their annual individual reviews.

4.10. Compliance with the requirements set forth in Section 4.7 of this Policy shall be reviewed by management, including consultation with the coordinator of the applicable committee, if any, and, if the requirements are met, the nominees shall be submitted for a vote at a meeting of the Board and the appointment shall be made by majority vote.

5. MISCELLANEOUS

5.1. This policy and its application shall be supervised by the Board of Directors of the Company.

6. EFFECTIVENESS

6.1. This Policy is effective from the date of its adoption and may be amended only by resolution of the Board of Directors of the Company. For more information, please visit www.ri.simpair.com.br and then select "Nomination Policy for the Board of Directors, Committees and Statutory Executive Management".

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