

**INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS**  
**Reviewed by the Board of Directors on September 12, 2024**

**CHAPTER I**  
**SUBJECT MATTER OF THE INTERNAL REGULATIONS**

**Article 1** – These Internal Regulations (“Regulations”) provide for the operation of the Board of Directors of Embraer S.A. (“Board” and “Company,” respectively), as well as the relationship between the Board and the committees that advise it (“Committees”) and the other corporate bodies, subject to the provisions of the Bylaws (“Bylaws”) and applicable law.

**CHAPTER II**  
**SCOPE OF OPERATIONS AND OBJECTIVES**

**Article 2** – The Board shall establish the general direction of the Company’s business and make decisions on strategic issues, in accordance with the following guidelines:

- (i) promoting and complying with the corporate purpose of the Company and its subsidiaries;
- (ii) protecting the interests of shareholders, without losing sight of other stakeholders;
- (iii) protecting the continuity of the Company, according to a long-term and sustainable prospect, taking into account economic and social matters and environmental, safety and best corporate governance indicators to determine businesses and transactions;
- (iv) adopting an agile management structure, consisting of qualified professionals of unblemished reputation, committed to fulfilling their fiduciary duties;
- (v) preparing guidelines for the management of the Company and its subsidiaries, which will be reflected in the annual budget;

- (vi) ensuring that strategies and guidelines are effectively implemented by the Board of Executive Officers; however, without interfering with operational matters;
- (vii) preventing and managing conflicts of interest or diverging opinions so that the interests of the Company always prevail; and
- (viii) adopting a pragmatic approach in meetings held to set forth guidelines and instructions, focusing on its powers and authorities, not interfering in matters within the powers of the Board of Executive Officers.

### **CHAPTER III COMPOSITION, TERM OF OFFICE AND INVESTITURE**

**Article 3** – Pursuant to the Bylaws, the Board consists of, at least, 9 and, no more than, 11 members, who must be qualified professionals of unblemished reputation, committed to fulfilling their fiduciary duties. The members of the Board are elected by the Shareholders' Meeting for a unified two-year term. Reelection is permitted, pursuant to the paragraphs below.

**Paragraph 1** – The Federal Government, as holder of the golden share, is entitled to elect one sitting member of the Board and its alternate.

**Paragraph 2** – The employees of the Company are entitled to elect, in a separate vote, two sitting Board Members and their alternates as follows: one member and respective alternate shall be appointed by CIEMB – *Clube de Investimentos dos Empregados da Embraer* and the other member and respective alternate shall be appointed by employees who are not shareholders of the Company.

**Paragraph 3** – The other members shall be elected by the other shareholders of the Company.

**Paragraph 4** – Members of the Board of Directors cannot accumulate the position of Officers of the Company.

**Paragraph 5** – At least the majority of the Board must be independent directors.

**Paragraph 6** – If the result of the percentage calculation referred to above equals a fractional number of Board members, fractions will be rounded up to the immediately following whole number.

**Article 4** – Except as provided in Article 32 of the Bylaws (election by multiple vote), the election of Board members set forth in Paragraph 3 of Article 3 hereof must be conducted in accordance with a slate system, rather than separate voting.

**Paragraph 1** – In case of the election provided in this Article 4, the Board shall appoint a slate and the management of the Company has up to 30 days before the date scheduled for the Shareholders' Meeting to send to the stock exchange, include in a website and provide to shareholders, at the Company's headquarters, a document including the name, identification and *curriculum* of the candidates running for Board members under the slate formed as set forth in this paragraph.

**Paragraph 2** – The People and ESG Committee shall analyze, select and appoint the names that will form the slate referred to in Paragraph 1 above to the Board, in accordance with the profiles appointed by the Board. The process of forming the slate will begin in the year before the respective Shareholders' Meeting, initially with an assessment of the current members, carried out internally by the Board itself or by an external consultant. The list will be evaluated by the People and ESG Committee based on (i) the skill matrix of the potential members to be appointed and (ii) the Board's assessment. Subsequently, the Board will make the recommendation for submission to shareholders based on the above assumptions and other relevant factors, at its sole discretion. The Board will have the discretion to change the procedure described if it deems it necessary due to specific circumstances.

**Paragraph 3** – All candidates to compose the list will be subjected to the Compliance Due Diligence process, prior to the formation of the list to be submitted for the approval of the shareholders at the Shareholders' Meeting, and the Due Diligence process requires 3 working days.

**Paragraph 4** – The People and ESG Committee shall recommend the candidates running for Chairman and Vice Chairman of the Board to the Board and the Board shall submit this recommendation to the Shareholders' Meeting.

**Paragraph 5** – The decision of the Board about the composition of the slate and the appointment of the candidates running for Chairman and Vice Chairman of the Board

must take into account the most recent assessment of the Board Members and the needs of the Company at the time of such decision.

**Paragraph 6** – Although not prohibited, Board members should not be elected for more than five consecutive terms of office, i.e., more than ten years.

**Article 5** – In order to be invested, Board Members shall:

- (i) sign the Investiture Instrument, drawn in the Minutes Book of the Board, as well as the Confidentiality Agreement, the Acceptance of the Company's Code of Ethics and Conduct, the Acceptance of the Trading Policy of Securities Issued by the Company and Material Information Disclosure and Confidentiality Policy; and
- (ii) provide a statement representing that they are not barred from exercising their functions, subject to the penalties provided in applicable law, which statement will be filed in the Company's headquarters.

**Article 6** – Newly elected Board Members or alternates who become sitting members (in the cases referred to in Paragraphs 1 and 2 of Article 3 hereof) must attend the “Integration Program for New Members of the Board of Directors” (*“Programa de Integração dos Novos Membros do Conselho de Administração”*), developed by the People and ESG Committee, to acquire or renew their knowledge of their fiduciary duties and respective responsibilities, as well as obtain basic information about the Company, its ongoing business and strategies, products, material issues and culture. Moreover, Board Members must be up to date about best corporate governance practices, including in accordance with the “Policy for Appointment and Training of Members of the Board of Directors and Committees.”

## **CHAPTER IV POWERS OF THE BOARD**

**Article 7** – Among the matters within the powers of the Board set forth in Article 33 of the Bylaws, actions focused on the following matters are a priority:

- (i) establishment of the strategies of the Company and the monitoring of its business, providing the Chief Executive Officer with advice and support related to actions focused on the development of the Company;

- (ii) election, monitoring and assessment of the performance of the Chief Executive Officer of the Company, as well as the other Officers. At the same time, the Board shall ensure that a succession plan for the Chief Executive Officer is in place, permanently envisaging leadership alternatives and actions focused on the development of new leadership for all key positions, ensuring efficient business continuity and development;
- (iii) identification, supervision and monitoring of the risks to which the Company is exposed, related to financial, legal, tax, operating, commercial or other matters. Accordingly, the Board shall approve the Corporate Risk Management Policy of the Company and review it as required, monitoring its implementation and ensuring that a crises management plan is in place, allowing the Company to safely overcome them;
- (iv) approval of policies related to compensation, benefits and development of the employees of the Company;
- (v) assessment of the performance of the Board and Board Members;
- (vi) establishment of the compensation of members of the Board of Executive Officers, Board and Committees, based on market practices, taking into account the complexity, sophistication and demands inherent to the Company's business, subject to the annual global compensation amount for members of management approved by the Shareholders' Meeting;
- (vii) in general, the approval of policies that regulate strategic matters of the Company;
- (viii) annual review of the corporate governance system, seeking improvement thereof;
- (ix) inclusion, in the management proposal related to the Shareholders' Meeting for election of members of management, its manifestation contemplating: (a) adherence of each candidate for the position of member of the Board of Directors to the "Policy for Appointment and

Training of Members of the Board of Directors and Committees”; and  
(b) the statement mentioned in the *Novo Mercado* Regulation, which verifies the candidate's qualification as an independent board member;  
and

- (x) establishment of specific budgets for the Internal Audit Department and for the Audit, Risks and Ethics Committee, as applicable.

**Sole Paragraph** – In exercising its powers related to the identification, supervision and monitoring of the risks to which the Company is exposed, the Board must take into account periodic reports about annual planning and the progress of activities related to risk management, internal controls, internal audit and compliance.

## **CHAPTER V DUTIES OF BOARD MEMBERS**

**Article 8** – In addition to the duties set forth in applicable laws and regulations and the Bylaws, all Board Members shall:

- (i) previously prepare to attend the meetings of the Board, by examining the available documents, and actively and diligently participating in such meetings;
- (ii) keep the confidentiality, including in relation to their alternates, as applicable, of any and all Company information to which they have access due to their titles, using it only in the exercise of their duties as Board Members;
- (iii) abstain from intervening, individually or together with third parties, in any transactions involving the Company and its subsidiaries, in transactions between the Company and the subsidiaries and affiliates of members of management, as well as in transactions with other companies that, together with any of these individuals, are part of the same de facto or de jure group, except upon prior and specific approval of the Board;
- (iv) before a resolution is taken, represent that, for any reason, they have a particular interest or a conflict of interest with the Company in connection with the matter submitted for review, abstaining from discussing and voting it;

- (v) ensure the adoption of best corporate governance practices by the Company; and
- (vi) vote in the Company's interest, regardless of whom elected them.

**Article 9** – Any change in the professional and/or personal status of Board Members that may affect their stay in office, including conflicts of interest and legal impediments, among others, must be informed by the relevant Board Member to the Chairman of the Board, who shall submit the matter to the Board for analysis.

## **CHAPTER VI CHAIRMAN OF THE BOARD**

**Article 10** – The Board has one Chairman and one Vice Chairman, who shall be chosen at the Shareholders' Meeting immediately after the election of the Board Members.

**Article 11** – The Chairman of the Board shall, without prejudice to other duties provided in the Bylaws and applicable law:

- (i) ensure the efficacy and good performance of the Board and each Board Member;
- (ii) organize the works so that the Board can, in an organized and transparent manner, support the strategies and actions focused on the development of the Company and monitor and assess the business and acts of the Board of Executive Officers;
- (iii) call and chair Shareholders' Meetings and the meetings of the Board;
- (iv) ensure that the decisions of the Board reflect and are, to the best perception of the Board Members, compatible with the interests of shareholders;
- (v) prepare the agenda of the meetings of the Board, hearing the other Board Members and the Chief Executive Officer of the Company;

- (vi) propose the annual calendar of ordinary meetings, hearing the other Board Members and the Chief Executive Officer of the Company, and call extraordinary meetings;
- (vii) provide the environment required for the free exchange of opinions about the matters under discussion and only vote them when appropriate information is available;
- (viii) conduct, advised by the People and ESG Committee, the process of assessment of the Board Members, including a self-assessment;
- (ix) conduct the actions of the Board in accordance with the principles of best corporate governance; and
- (x) be the main interlocutor with the Board of Executive Officers, acting diligently to ensure that the Board of Executive Officers duly provides the information requested by the Board Members or members of its Committees.

## **CHAPTER VII GOVERNANCE OFFICER AND GOVERNANCE SECRETARIAT**

**Article 12** - The Board of Directors shall appoint a Governance Officer who will have the following duties:

- (i) Monitor and propose adjustments to the governance system to align with the best practices applicable to the organization;
- (ii) Secretarial of the Board of Directors and Committee meetings, including the preparation of minutes;
- (iii) Support the Chairman of the Board of Directors and the coordinators of the Committees in defining the agenda for meetings, as well as following up the matters addressing it to the responsible areas, calling meetings and in other procedures necessary to hold meetings of the Board of Directors and its Committees;
- (iv) Improve and standardize routines and to provide support for the Board of Directors, in alignment with the best corporate governance practices;



- (v) Prior identification of potential conflicts of interest of/between governance agent(s) and transactions with related parties, providing guidance to the executive officers regarding decision-making procedures;
- (vi) Monitor the effectiveness of the assessment of the Board of Directors, under the leadership of the Chairman, in particular in optimizing interactions between external advisor (if any) and/or between advisors, ensuring compliance with the various stages of the process and monitoring the execution of the action plan resulting from the assessments;
- (vii) Coordination of processes for integrating new Board members into the organization;
- (viii) Improve the communication from the perspective of clarity and objectivity of information, to ensure timing and equity;
- (ix) Facilitate the communication between agents and governance bodies, with special attention to the deliberative (board) and executive (officers) bodies;
- (x) Contribute to ensure that the disclosure of information by the organization is aligned with governance guidelines;
- (xi) Constant alignment with the Investor Relations area on topics related to the disclosure of information to the market and the alignment of interaction with investors;
- (xii) Prepare the annual calendar of activities of the Board of Directors, Committees and the Annual General Meeting of Shareholders, covering recurring topics, in person meetings, ensuring the harmonization of the dates of meetings of such bodies, as well as coordinating the disclosure of the approved calendar;
- (xiii) Preparation and disclosure of information related to the Annual General Meeting and Extraordinary General Meeting of Shareholders;

- (xiv) Monitoring of Capital Markets Legislation (Securities and Exchange Commission of Brazil - CVM, B3 S.A. – Brazil, Bolsa, Balcão and the U.S. Securities and Exchange Commission - SEC) to ensure the development and internal training;
- (xv) Act in accordance with the Company's internal policies and standards in the preparation and monitoring of governance documents, including Internal Policies and Regulations, ensuring their compliance with applicable regulations and legislation and their application at all levels of the Company;
- (xvi) Support the Chairman of the Board of Directors in preparing the message for the Company's Annual Report, as well as the coordinator of the Audit, Risks and Ethics Committee in preparing the annual reports;
- (xvii) Operationalize the Continuing Education Program guidelines; and
- (xviii) Manage the Governance Portal used to provide information to the members of the Board.

## **CHAPTER VIII REPLACEMENT**

**Article 13** – The replacement of Board Members, in case of absence, impediment or vacancy, will be conducted as follows:

- (i) except in the cases provided in items (iv), (v) and (vi) below, in the event of impediment or vacancy of up to 2 Board Members, the Board will maintain its remaining members until the end of their terms of office or, at the discretion of the Board, the other Board Members shall appoint replacement(s), who shall serve until the next Shareholders' Meeting, which will then elect replacement(s), who shall remain in office until the end of the term of office of the replaced member(s). In the event of vacancy of more than 2 Board Members, the following rules shall apply:
  - (x) if fewer than most seats are vacant, the other Board Members may call a Shareholders' Meeting to elect replacements or may directly appoint replacements, and no more than 2 seats of the Board may remain vacant;
  - (y) if more than most seats are vacant, a Shareholders' Meeting must be

called to elect replacements. In all cases, replacements must remain in office until the end of the terms of office of the replaced Board Members;

- (ii) in the event of absence or temporary impediment of the Chairman of the Board, his or her functions will be temporarily exercised by the Vice Chairman of the Board;
- (iii) in the event of vacancy of the position of Chairman of the Board, the Vice Chairman shall take over as Chairman of the Board until the end of his or her current term of office and the other Board Members shall immediately appoint a new Vice Chairman of the Board, who shall exercise this function until the next Shareholders' Meeting, which will then elect his or her replacement;
- (iv) in the event of impediment of any sitting Board Members referred to in Paragraphs 1 and 2 of Article 3 hereof, their alternates shall take over until the impediment ends, in which case, such alternates may attend the meetings of the Board;
- (v) in the event of vacancy of the position of the sitting Board Members referred to in Paragraphs 1 and 2 of Article 3 hereof, their alternates shall take over until the next Annual Shareholders' Meeting, which will then elect the relevant replacements; and
- (vi) in the event of cumulative vacancy of the position of the sitting Board Members and alternates referred to in Paragraphs 1 and 2 of Article 3 hereof, the Board shall immediately call a Shareholders' Meeting to fill in the vacant positions.

## **CHAPTER IX OPERATING RULES OF THE BOARD**

**Article 14** – The Board shall meet ordinarily 8 times per year, according to a calendar to be always disclosed by the first month of each fiscal year by the Chairman of the Board and, extraordinarily, whenever required.

**Article 15** – The Board Members shall be called for meetings in person and in writing, at least 3 business days in advance, by letter, e-mail or other means that allows the confirmation of receipt of the call notice by the recipient.

**Paragraph 1** – The call notice must include a list of matters to be discussed and analyzed in the meeting, as well as all supporting documents that may be required.

**Paragraph 2** – The meetings of the Board may be installed regardless of call notice if all members are in attendance.

**Paragraph 3** – In case of duly justified urgency, the Chairman of the Board may call meetings, pursuant to Paragraph 1 of this article, which meetings shall only be installed with the attendance of at least two-thirds of its members (which must be rounded up to the immediately following whole number in case of a fractional number of Board Members).

**Article 16** – External members of the Board shall meet in exclusive sessions to discuss and align their understanding about the agenda of the meeting of the Board (“Exclusive Sessions”).

**Paragraph 1** – For purposes hereof, external members of the Board are the Board Members who are not current employees or officers of the Company nor have a business relationship with the Company.

**Paragraph 2** – The Exclusive Sessions must occur on the same date as the meeting of the Board, at least half an hour before the beginning of the meeting of the Board.

**Article 17** – Board Members shall meet in executive sessions to discuss and pass resolutions on matters presented by the Board of Executive Officers in meetings of the Board (“Executive Sessions”).

**Sole Paragraph** – The Executive Sessions must occur on the same date as the meeting of the Board, at the end of each meeting of the Board, and be exclusively attended by Board Members.

**Article 18** – The meetings of the Board can only be installed and pass resolutions with the attendance of the majority of its members. Board Members can attend meetings by conference call, video conference, telepresence, e-mail or other means of communication that allow their identification. In these cases, Board Members shall be deemed present at the meeting, for purposes of verification of installation and voting quorum, and their votes shall be deemed valid for all legal purposes and must be included in the minutes of the meeting.

**Article 19** – Unless expressly provided in the Bylaws, resolutions will be taken at the meetings of the Board by majority vote of the Board Members in attendance.

**Article 20** – Voting is open. Each Board Member must cast his or her vote and the Chairman of the Board must vote last. The vote of the Chairman of the Board has the same weight as the vote of the other Board Members.

**Article 21** – Meetings must be ordered to contemplate: (i) the matters that must be decided; (ii) the matters that must be discussed; and (iii) the information and formal aspects related to the execution of minutes and documents.

**Article 22** – The voting of matters that may obtain simple majority, must be postponed for further discussion and understanding. If required, taking into account the importance of the matter, another meeting of the Board (“Subsequent Meeting”) can be immediately called. If, even then, significant differences in opinion persist, the Chairman of the Board shall take the matter to vote in the Subsequent Meeting.

**Article 23** – The Board, at the beginning of each term of office, shall appoint its Secretary, who shall assist the Chairman of the Board in formal matters, including: organizing the agenda and calling meetings; distributing the documents related to the matters to be discussed; drawing the minutes of meetings; collecting signatures in documents and minutes; and proceeding with the filing and disclosure of minutes of meetings of the Board in order to make them enforceable before third parties, among other related activities attributed to him or her by the Board. The Secretary shall preferably be the General Counsel of the Company.

**Article 24** – The efficacy of the meetings relies fundamentally on the quality of the presented proposals and supporting documents that are prepared and distributed to the Board Members, at least 3 business days before the date of the meeting. Accordingly, the Secretary of the Board shall interact with the Chief Executive Officer to ensure that such documents are available to the Board Members, including adequate contents and within adequate terms.

**Article 25** – The minutes of the meetings of the Board must be clearly drawn in summary form, recording: (i) all decisions taken; (ii) the voting abstentions due to conflict of interest; and (iii) dissenting votes, upon request, subject to the formal approval of all Board Members in attendance, as applicable.

**Paragraph 1** - The minutes of the meetings will be shared after the meeting through the Governance Portal so that Board members can make comments and suggestions and will be approved at the subsequent Board of Directors meeting.

## **CHAPTER X BOARD COMMITTEES**

**Article 26** – The Board shall elect the members of the Strategy and Innovation Committee, People and ESG Committee and Audit, Risk and Ethics Committee, which are permanent committees, without any decision-making or management power, with their own internal regulations approved by the Board, intended to assist it in the exercise of its functions.

**Article 27** – Each Committee shall consist of members as set forth in the Bylaws. The Chairman of the Board may attend, at any time, the meetings of the Committees. The Board shall elect the Coordinator of the works among the members of the relevant Committee, and no Coordinator may exercise such function in more than one Committee.

**Article 28** – The Board may create other Committees with restricted and specific objectives, with a limited duration.

**Article 29** – The Committees, upon request of the Chairman of the Board, as recommended by the Board Members, shall review and debate the matters under their powers submitted to them, and advise the Board, including any required rationale. The Committees shall report the progress of their works to the Board, in their ordinary meetings.

**Article 30** – The efficacy of the meetings of the Committees relies fundamentally on the quality of the presented proposals and supporting documents that are prepared and distributed to the members of each Committee, at least 3 business days before the date of the meeting. Accordingly, the Secretary of the Committee shall interact with the Chief Executive Officer to ensure that such documents are available to the members of the Committees, including adequate contents and within adequate terms.

## **CHAPTER XI ASSESSMENT OF THE BOARD AND BOARD MEMBERS**

**Article 31** – A formal performance assessment of each Board Member, including the Chairman of the Board; the Board, as a body provided for in the Bylaws; and its Committees must be conducted annually. The formal assessment must be advised by the People and ESG Committee, whose process must be assessed by the Board.

## **CHAPTER XII COMPENSATION AND BENEFITS**

**Article 32** – The compensation of the Board Members must adequately reflect the time, effort and qualification required for exercise of their functions, as well as the level of complexity of the Company. Moreover, compensation must provide adequate incentive to align the interests of Board Members with the interests of shareholders and the Company, and, at the same time, it must not compromise the ability of Board Members of independently exercising their judgment.

**Paragraph 1** – The compensation of Board Members includes fixed and monthly fees. Moreover, additional monthly fees may be paid for their participation in Committees and a special compensation may be paid to the Chairman of the Board and Coordinators of Committees.

**Paragraph 2** – The People and ESG Committee shall propose to the Board the indirect benefits applicable to Board Members, such as directors' and officers' liability insurance (D&O insurance) granted only to sitting Board Members, and analogous conditions applicable to the members of the Board of Executive Officers of the Company.

## **CHAPTER XIII CONFIDENTIALITY**

**Article 33** – The information of the Company and resolutions of the Board and its Committees are confidential and must be treated as such, pursuant to applicable law, the Trading Policy of Securities Issued by the Company and Material Information Disclosure and Confidentiality Policy, the Code of Ethics and Conduct, and the Confidentiality Agreement, all of which the Board Members accepted upon their investiture. Accordingly, all information to which Board Members have access,

as well as minutes, materials and discussions held in meetings of the Board and its Committees may only be disclosed in the interest of the Company and its shareholders, at the discretion of the Board.

#### **CHAPTER XIV FIDUCIARY DUTIES**

**Article 34** – In addition to abstaining from taking part in any resolution about a matter in which they may have an interest, Board Members and members of Committees shall fulfill their duties of diligence and loyalty, always acting to achieve corporate interests.

**Sole Paragraph** – Board Members and members of Committees have the same duties before the Company as the other members of management and cannot fail to fulfill them in favor of the interests of those who elected or appointed them.

#### **CHAPTER XV MISCELLANEOUS**

**Article 35** – The Board Members will have access to all documents and information necessary to carry out their duties, except for matters of conflict of interest. All requests for documents and information must be addressed by the Board Members to the Corporate Governance Secretariat. Upon the end of the term of office, if necessary to defend personal interests, the Board Members may request in a reasonable manner to access documents and information made available during their term of office, to the extent necessary for such purpose and always subject to secrecy and confidentiality obligations. In this case, the request must be addressed by the Board Members to the Corporate Governance Secretariat.

**Article 36** – In case of conflict between these Regulations and the Bylaws, the Bylaws must prevail.

**Article 37**– The Board shall settle any omissions.

**Article 38** – These Regulations may be amended at any time upon resolution of the Board.

**Article 39** – These Regulations take effect on the date they are approved by the Board and will be filed at the Company’s headquarters.