

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 20-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-15102

EMBRAER S.A.

(Exact name of Registrant as specified in its charter)

EMBRAER Inc.

(Translation of Registrant's name into English)

Federative Republic of Brazil  
(Jurisdiction of incorporation)

Avenida Dra. Ruth Cardoso, 8501, 30th floor (part),  
Pinheiros, São Paulo, SP, 05425-070, Brasil  
(Address of principal executive offices)

Antonio Carlos Garcia  
Head of Investor Relations  
(55) 11 3040 6874

Investor relations department, (55) 11 3040 6874, investor.relations@embraer.com.br  
(Name, Telephone, E-mail and/or facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act

Title of each class:	Trading Symbol	Name of each exchange on which registered
Common shares, without par value (represented by, and traded only in the form of, American Depositary Shares (evidenced by American Depositary Receipts), with each American Depositary Share representing four common shares)	ERJ	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act

None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act

None.

Number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2023:

734,632,806 common shares, without par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer☒

Accelerated Filer☐

Non-accelerated filer☐

Emerging growth company☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP☐

International Financial Reporting Standards as issued by the International Accounting Standards Board☒

Other☐

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17☐Item 18☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐No ☒

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## INTRODUCTION

In this annual report, “Embraer,” “we,” “us,” “our” or the “Company” refer to Embraer S.A. and its consolidated subsidiaries. All references herein to the “*real*,” “*reais*” or “R\$” are to the Brazilian *real*, the official currency of Brazil. All references to “US\$,” “dollars” or “U.S. dollars” are to United States dollars. All references to the “Brazilian government” are to the federal government of Brazil.

### Presentation of Financial and Other Data

#### *Financial Data*

Our audited consolidated financial statements as of December 31, 2023 and 2022 and for the three years ended December 31, 2023, or our 2023 audited consolidated financial statements, are included in this annual report.

Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB.

After analyzing our operations and businesses on a standalone basis with regard to the applicability of International Accounting Standards, or IAS 21 – The Effects of Changes in Foreign Exchange Rates, particularly in relation to the factors involved in determining our functional currency, management concluded that our functional currency is the U.S. dollar. This conclusion was based on an analysis of the following factors, as set forth in IAS 21: (i) the currency that most influences sale prices of goods and services; (ii) the currency of the country whose competitive forces and regulations most determine the sale prices of our goods and services; (iii) the currency that most influences the costs of providing goods and services; and (iv) the currency in which the funds for financial operations are largely obtained. Our audited consolidated financial statements included elsewhere in this annual report are presented in U.S. dollars, which is our presentation currency.

For certain purposes, including providing reports to our Brazilian shareholders, filing financial statements with the *Comissão de Valores Mobiliários* (Brazilian securities commission), or CVM, and determining dividend payments and other distributions and tax liabilities in Brazil, we have prepared, and will continue to be required to prepare, financial statements in accordance with Law No. 6,404 of December 15, 1976, as amended, or the Brazilian Corporate Law.

Our cybersecurity operations, managed via Tempest, are no longer part of the Defense & Security segment. As of the first quarter of 2023, these operations are presented under Other Segments. Due to this change, information by segment of 2022 were recast.

*Other Data and Backlog*

In this annual report:

- some of the financial data reflects the effect of rounding;
- aircraft ranges are indicated in nautical miles;
- one nautical mile is equal to approximately 1.15 ordinary or “statute” miles, or approximately 1.85 kilometers;
- aircraft speeds are indicated in nautical miles per hour, or knots, or in Mach, which is a measure of the speed of sound;
- “ANAC” means *Agência Nacional de Aviação Civil*, the Brazilian aviation regulatory authority;
- “EASA” means European Union Aviation Safety Agency;
- “FAA” means the Federal Aviation Administration;
- the term “eVTOL” means electric vertical takeoff and landing aircraft;
- the term “regional jet” refers to commercial jet aircraft in the 35-120 seat-segment;
- the term “commercial aircraft” as it applies to Embraer, refers to our aircraft in the up to 150 seat-segment, which includes our regional jets;
- the term “EMBRAER 170/190 jet family” refers to aircraft models EMBRAER 170 (E170), EMBRAER 175 (E175), EMBRAER 190 (E190) and EMBRAER 195 (E195);
- the term “E-Jets E2 family of jets” refers to aircraft models E175-E2, E190-E2 and E195-E2;
- the terms “entry-level jet” and “light jet” refer to executive jets that usually carry from four to seven passengers and up to ten passengers, respectively, and ranges between 1,000 and 2,100 nautical miles. These jets are designed for short take-off distances and may be operated by a single-pilot;
- the term “medium cabin jet” refers to executive jets that usually carry from nine and up to twelve passengers and can cover distances ranging from 2,000 to 4,000 nautical miles;
- the term “large jet” refers to executive jets that usually carry up to 19 passengers and can cover distances greater than 4,000 nautical miles;
- the term “ultra-large jet” refers to executive single aisle airline jets that usually have longer ranges and over-sized cabin spaces and can carry up to 19 passengers;
- the term “executive jets,” as it applies to us, refers to our aircraft sold to companies, including fractional ownership companies, corporate flight departments, charter companies and air-taxi companies and high-net-worth individuals;
- the term “Boeing Transaction” refers to the Master Transaction Agreement (the “MTA” or “Master Transaction Agreement”) entered into by us on January 24, 2019, collectively with certain other transaction documents with Boeing and certain subsidiaries of Embraer or Boeing, which were wrongfully terminated by Boeing, pursuant to which a subsidiary of Boeing would acquire a controlling stake in Embraer’s Commercial Aviation segment and Embraer, or a subsidiary of Embraer, and Boeing, or a subsidiary of Boeing, would form a joint venture for the promotion and development of new markets and applications for the C-390 Millennium multi-mission transport aircraft; and

- the term “Business Combination” refers to the business combination agreement entered into by Eve UAM, LLC and Zanite Acquisition Corp. on December 21, 2021, which was completed on May 9, 2022.

We calculate our backlog as the sum of the contract values of all firm orders (i) for any aircraft that have not yet been delivered, (ii) for services and support contracts for all business segments, including repair services and spare parts contracts for a period of more than one year, and (iii) for services and technologies contracted and not yet performed in our Defense & Security segment. A firm order is a firm commitment from a customer, represented by a signed contract and the non-refundable advance payment received by us. Options to acquire aircraft are not considered as part of our backlog.

### **Special Note Regarding Forward-Looking Statements**

This annual report includes forward-looking statements, within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, principally in Items 3 through 5 and Item 11 of this annual report. We have based these forward-looking statements largely on our current expectations and projections about future events and industry and financial trends affecting our business. These forward-looking statements are subject to risks, uncertainties and assumptions, including, among other things:

- general economic, political and business conditions in Brazil and in our other markets;
- political, economic or financial instability, as well as geopolitical instability abroad, especially in light of the geopolitical conflicts around the world, such as the hijackings and assaults by Yemeni rebels on ships crossing the Red Sea (where a significant part of the world’s seaborne crude oil flows through) and the conflicts between Russia and Ukraine as well as Israel and Hamas;
- changes in competitive conditions and in the general level of demand for our products;
- management’s expectations and estimates concerning our future financial performance, financing plans and programs, and the effects of competition;
- the effects of customers canceling, modifying or rescheduling orders;
- the effect on our revenues of changing priorities or reductions in the Brazilian government or international government defense budgets;
- our level of indebtedness;
- our capital expenditure plans;
- inflation and fluctuations in exchange rates;
- the impact of volatile fuel prices and the airline industry’s response;
- our ability to develop and deliver our products on a timely basis;
- availability of sales financing for our existing and potential customers;
- existing and future governmental regulations, including economic policies of the Brazilian government;
- our relationship with our workforce;



- the outbreak of communicable diseases in Brazil and other countries; and
- other risk factors, including those set forth under “Item 3. Key Information—D. Risk Factors.”

The words “believe,” “may,” “will,” “forecast,” “estimate,” “plan,” “continue,” “anticipate,” “intend,” “expect” and similar words herein are intended to identify forward-looking statements. We undertake no obligation to update publicly or revise any forward-looking statements because of new information, future events or other factors. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this annual report might not occur. Our actual results and performance could differ substantially from those anticipated in our forward-looking statements. As a result of various factors, including those risks described in “Item 3. Key Information—D. Risk Factors,” undue reliance should not be placed on these forward-looking statements.

**Part I**

**Item 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**Item 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**Item 3. KEY INFORMATION**

**A. [Reserved]**

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors**

**Business Operations and Contracts**

*Any accidents or catastrophic events involving our aircraft could adversely affect us.*

We believe that our reputation and the safety record of our aircraft are important selling points for our products. However, the safe operation of our aircraft depends to a significant degree on a number of factors largely outside our control, including our customers’ proper maintenance and repair of our aircraft and pilot skill. The occurrence of one or more accidents or catastrophic events involving one of our aircraft could adversely affect our reputation and future sales, as well as the market price of our common shares and the ADSs.

*Our aircraft sales are subject to cancellation and rescheduled delivery provisions that may reduce our future income, profitability, backlog and cash flow.*

A portion of our aircraft firm orders is subject to significant contingencies prior to delivery. Some of our sales contracts may be terminated, or a portion or the entirety of a particular firm order may be canceled, for different reasons, including (i) extended delays in delivering aircraft or failure to obtain certification of the aircraft or otherwise meet performance milestones and other requirements, (ii) the failure of a customer to honor its aircraft purchases or (iii) production rate shortfalls.

Our customers may also reschedule deliveries or cancel orders, particularly during an economic downturn. In 2023, we had income of US\$8.2 million related to contractual fines paid by customers due to contract cancellations compared to contractual fine income of US\$17.8 million in 2022 and US\$6.1 million in 2021. Material cancellations, delays or decreases in the number of aircraft delivered in any year would reduce our sales and revenue, and, consequently, our profitability, cash flow and backlog.

***We may be required to refund cash contributions in connection with the production or development of our aircraft if certain milestones for our aircraft are not reached.***

We have arrangements with our risk-sharing partners, pursuant to which they have contributed to us, in cash over the years, a total of US\$1,369.5 million since the beginning of the development of the EMBRAER 170/190, Phenom 100/300, Legacy 450/500 (rebranded as Praetors) jet families and the E2 jet family through December 31, 2023. Cash contributions would have to be refunded by us to the risk-sharing partners to the extent that we had failed to fulfill certain agreed-upon milestones. In 2023, we met all the required milestones, and as a result, the full amount of the cash contributions was nonrefundable.

Although, currently, no cash contributions from our risk-sharing partners are due to be refunded, we may enter into similar arrangements, and if we are unable to meet certain milestones agreed upon with our risk-sharing partners, we may be required to refund cash contributions.

***We work with a limited number of key suppliers.***

We do not manufacture all of the parts and components used in the production of our aircraft. As of December 31, 2023, 75.2% of our consolidated production costs in our Commercial Aviation, Executive Aviation and Defense & Security segments consisted of materials and equipment purchased from our risk-sharing partners and other major suppliers. Risk-sharing arrangements are those in which suppliers are responsible for the design, development and manufacture of major components or systems of our aircraft. In some cases, the aircraft are designed specifically to accommodate a particular component, which cannot be substituted by another manufacturer without significant investments. In addition, there exist only a limited number of suppliers of certain key components of aircraft globally. We work closely with our main suppliers in order to mitigate any potential supply chain risk, but we cannot ensure that these risks, which could negatively and adversely affect our operating and financial performance, will not materialize.

In addition, as a result of post-pandemic economic recovery which resulted in a global increase in demand, our suppliers may not have the ability to fully meet such increasing demands of their customers, including us, especially because of the ongoing industry workforce constraints and other supply chain challenges. Therefore, we cannot ensure that we will not be adversely affected by this global supply-chain dynamics, which is still affecting the industry world-widely.

***Any decrease in Brazilian government-sponsored customer financing or increases in government-sponsored financing that benefits our competitors, may decrease the competitiveness of our aircraft.***

Traditionally, aircraft original equipment manufacturers, or OEMs, from time to time, have received support from governments through governmental export credit agencies, or ECAs, in order to offer competitive financing conditions to their customers, especially in periods of credit tightening from the traditional lending market.

Official government support may constitute unofficial subsidies causing market distortions, which may rise to disputes among governments at the World Trade Organization, or WTO. Since 2007, an agreement known as the Aircraft Sector Understanding, or ASU, developed by the Organization for Economic Co-operation and Development, or OECD, has provided guidelines for the predictable, consistent and transparent use of government-supported export financing for the sale or lease of civil aircraft, in order

to establish a “level-playing field.” ECAs from signatory countries are required to offer terms and conditions no more favorable than those contained in the ASU’s base financial agreement when financing sales of aircraft that compete with those produced by the OEMs of their respective countries. The effect of the agreement is to encourage aircraft purchasers to focus on the price and quality of aircraft products offered by OEMs rather than on the financial packages offered by their respective governments.

The Brazilian ECA, Brazilian Social and Economic Development Bank (*Banco Nacional de Desenvolvimento Econômico e Social*), or BNDES, together with the Brazilian National Treasury Export Guarantee Fund, offer financing and export credit insurance to our customers under terms and conditions required by the ASU. Any reduction or restriction to the Brazilian export financing program, and any increase in our customers’ financing costs for participation in this program, above those provided in the ASU’s base financial agreement, may cause the cost-competitiveness of our aircraft to decline. Other external factors may also impact our competitiveness in the market, including, but not limited to, aircraft OEMs from countries which are not signatories to the ASU agreement offering attractive financing packages, or any new government subsidies supporting any of our major competitors.

From 2005, when we first delivered EMBRAER 170/190 jet family, through 2023, 29.0% of our Commercial Aviation deliveries was subject to official export credits. In 2023 and 2022, 30.0% and 26.0%, respectively, of our Commercial Aviation deliveries were supported by the Brazilian export financing program. We cannot ensure that the Brazilian government, for policy reasons or otherwise, will not reduce or discontinue this type of funding for the financing of our aircraft or that other sources of funding will be available to our customers. The loss or significant reduction of funds available to our customers, without an adequate substitute, could lead to a reduction in sales of our aircraft or to an increase of eventual aircraft financing arrangements.

**Industry and Competition**

*A downturn in our key markets may reduce our sales and revenue, and, consequently, our profitability.*

A substantial portion of our results are comprised of sales of aircraft, which have historically been cyclical due to a variety of factors that are both external and internal to the air travel industry, including general economic conditions, and the outbreak of communicable diseases, which we cannot fully foresee as of the date of this Annual Report.

Economic downturns in our industry may reduce air travel demand and corporate and personal spending, and investments by governments in new assets, which may negatively impact our Commercial Aviation, Executive Aviation, Defense & Security and Services & Support segments. These downturns have led in the past and may also lead in the future, to a decrease in the volume of financing available to our customers for aircraft purchases, particularly in the aforementioned segments. A continued downturn in general economic conditions could result in further reductions in air travel and decreased orders for our aircraft. Our customers could also continue to defer or to cancel their purchases of our aircraft. We cannot predict the magnitude or duration of the impact that the events could not only have on the air transport industry as a whole, but also on our business in particular.

*We depend on key customers.*

In our Commercial Aviation segment, as of December 31, 2023, 80.0% of our firm orders in backlog for the current EMBRAER 175 were from Republic Airlines, Skywest and American Airlines (Envoy Air). Our E-Jets E2 family backlog mainly comprises orders from the companies Azul, AerCap, AirCastle, Porter, and Azorra, which represent 84.3% of our E-Jets E2 family orders. We believe we will continue to depend on a select number of key customers, and the loss of or difficulty in maintaining the relationship with any one of them would significantly reduce our sales and market share. Moreover, our key customers may face financial difficulties, which may adversely affect us.

In the Executive Aviation segment, we have been increasingly recognized as an OEM with reliable aircraft and strong brand and portfolio, which has increased the demand for our aircraft. Fleet deliveries account for a significant part of our deliveries plan, and as the majority of the world’s fleet is destined to four large clients, the executive aviation industry depends on few customers, which may adversely affect our delivery plans, especially for Praetors.

In our Defense & Security segment, we believe we are the largest supplier of defense aircraft and related services to the Brazilian Armed Forces. Our active contracts include the KC-390 contract with the Brazilian Air Force, pursuant to which the Brazilian Air Force ordered a total of 19 aircraft, the SISFRON contract with the Brazilian Army, and LABGENE with our subsidiary Atech. We cannot ensure that the Brazilian government will continue to acquire defense products and services from us at the same rate or at the same level.

***We may face a number of challenges resulting from the development of new products and the possible pursuit of strategic opportunities and transactions.***

We cannot ensure that our products will be accepted by our customers and the market, and if any of our new products do not meet customer expectations or market demand, our business would be adversely affected. In addition, as we continue to develop new products, we may need to reallocate existing resources and coordinate with new suppliers and risk-sharing partners. Finally, cost overruns and delays in the development and delivery of new products would adversely affect us.

We may pursue strategic opportunities and transactions, just as we have in the past, including joint ventures, partnerships, acquisitions or divestitures. We may face a number of challenges, including difficulties in identifying appropriate partners, assimilating with or adjusting to our partners’ or targets’ operations and personnel, maintaining internal standards and controls, as well as the diversion of our management’s focus from our ongoing business.

For instance, we own 89.4% of Eve UAM, LLC, or EVE, is responsible for the development of EVE’s urban air mobility (“UAM”) solution, through design and production of eVTOL, service and support, fleet operations and urban air traffic management. The expected long-term results from this operation are subject to risks, such as the establishment of the UAM market, the adoption by consumers of an entirely new form of mobility offered by eVTOL aircraft and the UAM market, possible underperformance of the UAM solutions developed by Eve Holding, including the eVTOL aircraft, difficulties related to product certification, licensing and governmental authorization, among others. Moreover, as we hold such a significant portion of the EVE’s shares, any challenges related to EVE’s business or operation may adversely affect us.

We cannot ensure that we will be able to meet challenges related to strategic opportunities and transactions, nor that our long-term estimates with respect to the prospects, operations, growth potential, integration and other factors related to these strategic opportunities will materialize. Accordingly, we cannot ensure that our business or the trading price of our common shares or ADSs will not face disruptions as a result of future opportunities or transactions or the markets’ perception thereof.

***We face risks of being engaged in a global business and operating in global industries, which may adversely affect us.***

We conduct our operations across multiple jurisdictions. Compliance with laws and regulations, including anti-corruption and anti-money laundering laws, sanctions, is one of our priorities in the countries where we do business. If we fail to maintain proper and effective internal controls, we may not be able to promptly identify breaches of legal, regulatory, accounting, governance, or ethical standards, especially taking into account the number of contracts with foreign customers and suppliers. Failing to comply with these rules and regulations could lead to legal and administrative proceedings, investigations, financial penalties, and loss of licenses, adversely affecting our reputation and our results of operation.

Additionally, a significant portion of our revenues derive from customers located outside Brazil, representing 91.4% in 2023, and we expect that sales to foreign customers will continue to account for a

significant portion of our revenue in the foreseeable future. Our production and supply chain are spread globally, with parts manufactured in one or more countries and assembled in another, which makes us subject to risks of doing business internationally.

Some of those risks include: (i) protectionist measures adopted by the governments of specific countries, (ii) changes in the global trade environment, including quotas, tariffs, penalties, subsidies or local content requirements, which may increase our production costs and affect our capacity to compete in equal terms in the market for our products, (iii) changes in regulatory requirements, (iv) changes to U.S. and non-U.S. governmental regulations and policies, (v) imposition of sanctions, sourcing or trade restrictions, (vi) compliance with several non-Brazilian and non-U.S. laws and regulations, and exposure to a significant number of supply and customer contracts governed by laws other than Brazilian or U.S. federal or state laws.

Moreover, the defense and security industry is subject to trade compliance requirements, as well as export control rules and regulations. Our defense and security products are mainly affected by North American and European rules and regulations on trade compliance and export controls. Accordingly, if any of these governments, or the governments of the countries where we have operations, decide to impose restrictions on trade and export activities, we may be unable to sell or deliver aircraft to some countries for a period of time, which may adversely affect our results of operation and financial condition.

As we conduct our operations across multiple jurisdictions, compliance with laws and regulations, including anti-corruption and anti-money laundering laws, sanctions, is one of our priorities in the countries where we do business. We may not be able to promptly identify breaches of legal, regulatory, accounting, governance, or ethical standards, especially taking into account the number of contracts with foreign customers and suppliers. Failing to comply with these rules and regulations could lead to legal and administrative proceedings, investigations, financial penalties, and loss of licenses, adversely affecting our reputation and our results of operation.

***We are subject to significant competition.***

The worldwide commercial aircraft manufacturing industry is highly competitive, with a very limited number of OEMs and suppliers. Although we have attained a significant market share for our commercial aircraft products, we cannot ensure that we will be able to maintain it. In order to remain competitive in the commercial aircraft manufacturing market in the long-term, we must continue to make technological, efficiency and performance enhancements to our aircraft.

The executive aviation industry has a noticeable high loyalty index, with customers that tend to maintain their known suppliers, which is an entry barrier to uprising competitors. As a relatively new entrant to the executive jets market, we face significant competition from companies with longer operating histories and established reputations in the industry. Some of our competitors in the executive jets market have a longer track record and a more established customer base. We cannot ensure that we will continue to increase our market share in the executive aviation market, or that we will not experience a reduction in our current market share on this business segment, especially taking into account competitors’ growth and investments and continued limitations in our supply chain capacity.

The defense and security industry in general is affected by geopolitical factors, as sovereign countries have discretion on how, when and how much to invest in military equipment. Accordingly, not always the best technical and commercial solutions are chosen by these sovereign countries, due to the many geopolitical factors involved in their decision-making process.

In addition, protectionist measures adopted by the governments of specific countries could adversely affect us. Our production is spread globally, with parts manufactured in one or more countries and assembled in another, and as a result any limitations to trade, including quotas, tariffs, subsidies or local content requirements, may increase our production costs and affect our capacity to compete in equal terms in the market for our products.

**Regulatory, Compliance and Legal**

***Legal proceedings pertaining to the now terminated strategic partnership with Boeing, including arbitration proceedings related to Boeing’s termination of and failure to close the MTA and/or the Contribution Agreement, may adversely impact our business, financial condition and results of operations.***

We have incurred and continue to incur additional costs in connection with the prosecution, defense or settlement of the currently pending and any future legal proceedings relating to the Boeing Transaction and/or Boeing’s termination of and failure to close the Boeing Transaction. Such legal proceedings include, among other matters, the ongoing arbitration proceedings between Embraer and Boeing that have commenced in connection with the wrongful termination of the MTA and/or the Contribution Agreement by Boeing. Both Embraer and Boeing have commenced arbitrations in connection with the termination. Such legal proceedings may also include litigation brought by our stockholders and holders of our ADRs related to the Boeing Transaction and/or Boeing’s termination of, and failure to consummate the transactions contemplated by, the MTA and the Contribution Agreement. We continue to strongly believe that Boeing wrongfully terminated the MTA and the Contribution Agreement, that Boeing was under an obligation to continue to comply with the terms of the MTA and the Contribution Agreement, that Embraer was in full compliance with its obligations under the MTA and the Contribution Agreement and that our pending arbitration proceedings against Boeing and its affiliates are a valid enforcement of our rights under the MTA and the Contribution Agreement.

We cannot predict the outcome of any such legal proceedings. Such legal proceedings may also create a distraction for our management team and board of directors and require time and attention. In the case of an adverse determination in the arbitration proceedings, we may not recover any damages from Boeing and we may be required to pay significant monetary damages to Boeing. In addition, even if we ultimately succeed in such legal proceedings, there may be negative publicity attached to such legal proceedings, which may materially and adversely affect our reputation and brand names. As a result, any legal proceedings relating to the Boeing Transaction or Boeing’s termination of and failure to close the Boeing Transaction could, among other things, adversely affect our business, financial condition and results of operations.

***Intellectual property violations may adversely affect us.***

We rely on patent, copyright, trademark and trade secret laws, and agreements with our employees, customers, suppliers and other parties, to establish and maintain our intellectual property rights in technology and products used in our operations. Despite these efforts to protect our intellectual property rights, any of our direct or indirect intellectual property rights could be challenged, invalidated or circumvented. In addition, although we believe that we lawfully comply with the intellectual property rights granted to others, we may be accused of infringement on occasion and could have claims asserted against us in the future. These claims could harm our reputation, lead to fines and penalties and prevent us from offering certain products or services. Any claims or litigation in this area, whether we ultimately win or lose, could be time-consuming and costly, hurt our reputation and/or require us to enter into licensing arrangements. We may not be able to enter into these licensing arrangements on acceptable terms. If any infringement brought against us is successful, an injunction may also be ordered against us to stop infringing the alleged rights, which could adversely affect us, our research and/or production.

***Changes in Brazilian fiscal policies and tax laws could have an adverse effect on our financial condition and results operation. In addition, we benefit from certain tax and other government-granted benefits and the suspension, cancellation or non-renewal of those benefits would have a material adverse effect on us.***

The Brazilian government has frequently implemented and may continue to implement changes in its fiscal policies, including, but not limited to tax rates, fees, sectoral charges and occasionally the collection of temporary contributions. Changes in tax laws and in the interpretation of tax laws by Brazilian tax authorities and courts may occur and may result in tax increases and revocation of tax exemptions. Brazilian legislators are currently debating a comprehensive tax reform, which may include the elimination or unification of certain taxes, the creation of new taxes, the increase of existing taxes and contribution rates, the revocation of income tax exemptions on the distribution of profits and dividends and changes relating to interest on net equity. The approval of these legislative proposals or changes in fiscal policies, tax laws and interpretations may impact our tax obligations and may have a material adverse effect on our financial condition and results, and on investments in our ADSs.

Similarly to other Brazilian companies across multiple industries, we receive certain tax and other government-granted benefits, including incentives related to our export and research and development activities. To take advantage of the tax benefits, we must meet certain requirements, such as making investments in research and development, record taxable profits, among others. For additional information, see “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Tax Incentives.”

Moreover, these incentives may be cancelled or suspended by the Brazilian government at any time without prior notice, and the maintenance of such incentive plans by the Brazilian government depends on factors we cannot control or predict. We cannot ensure that these incentives will be maintained or renewed or that we will be able to obtain new incentives.

***We are subject to stringent certification and regulatory requirements, which may adversely affect us.***

Our civil aviation products are subject to regulation in Brazil and in each jurisdiction where our customers are located. The aviation authority in Brazil, known as the National Civil Aviation Agency (*Agência Nacional de Aviação Civil*, or ANAC), or the Brazilian Aviation Authority, as well as authorities in other countries in which our customers are located, most notably the Federal Aviation Administration, or the FAA, and the European Aviation Safety Agency, or the EASA, must certify our civil aviation products before we can deliver them to our customers. We cannot ensure that we will be able to obtain certification of our aircraft on a timely basis or at all. In addition, complying with the requirements of regulatory authorities can be both expensive and time-consuming. If we fail to obtain a required certification from an aviation authority for any of our aircraft, that aviation authority can prohibit the registration of that aircraft within its jurisdiction until certification has been obtained. Changes in government regulations and certification procedures could also delay our start of production as well as entry of a new product into a new market. Despite our continuous efforts to strictly observe and comply with all aviation certification and other regulatory requirements, we cannot predict how future laws or changes in the interpretation, administration or enforcement of those laws will affect us. We may be required to incur significantly more costs to comply with these laws and/or to respond to these changes.

**Internal Controls**

***Our ability to prevent breaches of legal, regulatory accounting, ethical or governance standards could be impaired if we fail to maintain proper and effective internal controls, which could harm our operating results, our ability to operate our business and our reputation.***

We cannot ensure that our subsidiaries will not identify significant deficiencies or material weaknesses in their internal controls nor that there will not be material weaknesses or significant deficiencies in our internal controls over financial reporting in the future. Material weaknesses or significant deficiencies identified at our subsidiaries level could result in material weaknesses or significant deficiencies in our internal controls.



Our failure to maintain effective internal controls over financial reporting could severely inhibit our ability to accurately report our financial condition, results of operations or cash flows. In addition, we may not be able to prevent or detect a material misstatement in our financial statements on a timely basis or at all. Such misstatements could result in a future restatement of our financial statements, which could cause us to fail to meet our reporting obligations or material adverse effect on our business financial condition, and results of operations.

**Labor and Workforce**

***We may suffer from a lack of qualified personnel.***

From time to time, there is significant competition within the aviation industry for skilled personnel, particularly engineers. We may be unable to recruit and retain the necessary number of highly skilled engineers and other personnel we require. Failure to coordinate our resources in a timely manner or to attract and retain skilled personnel could slow down our development efforts and cause delays in production and deliveries of our aircraft, which would adversely affect us.

***Scope clause restrictions in airline pilot contracts may limit demand for commercial aircraft in the U.S. market.***

A key limiting factor in demand for regional jets is the existence of scope clauses contained in airline pilot contracts. These scope clauses, which are more prevalent in North America, but also exist in other important regions, including Europe, are negotiated between the airlines and the pilot unions, usually every three years, for purposes of imposing restrictions relating to the (i) number of aircraft that a regional carrier may operate; (ii) number of seats in an aircraft that a regional carrier may operate; and (iii) the weight of the aircraft that a particular regional carrier may operate. The most recent rounds of negotiations between the major carriers in the United States were concluded in 2023 with no significant changes. As a result, our opportunities for near-term growth in the U.S. regional jets market in the 76-seat jet category may be limited. In this context and considering that the United States is the most important market for the E175 aircraft, on February 18, 2022, we announced a three-year pause on the development of the E175-E2 jet which is expected to entry into service in 2028. We cannot ensure that current restrictions will be reduced, or that they will not be expanded, including by amending these scope clauses to cover larger-sized commercial aircraft.

***The supply of pilots to the airline industry may be limited.***

U.S. Federal Aviation Administration, or FAA, regulations may negatively impact the supply of qualified pilot candidates eligible to be hired in the airline industry. A first officer in U.S. domestic operations must hold an airline transport pilot certificate and an aircraft type rating to fly the aircraft. An airline transport pilot certificate requires that a pilot be 23 years of age and have 1,500 hours total time as a pilot. Due to these requirements, there may be a growing scarcity of new entrant pilots who meet the experience qualifications, mainly affecting regional carriers which are the usual entry airlines for new pilots (major airlines are expected to hire many of the experienced pilots).

In order to mitigate this issue, certain airlines, for example American Airlines, Jet Blue, and United Airlines, especially in the United States, have adopted internal measures, including but not limited to creating professional pilot programs and providing financing alternatives. However, any inability to recruit, train and retain qualified pilots may materially affect our customers’ operations.

Additionally, the uncertainty related to the future development of the aviation industry, may decrease newcomers’ interest for the profession.



**Cybersecurity**

*Failure to adequately protect against risks relating to cybersecurity could materially and adversely affect us.*

We, like all business organizations, are subject to a broad range of cyber threats, with varying levels of sophistication. The techniques and tools used in cyber threats can evolve rapidly and include new technologies, such as advanced automation and artificial intelligence. These cyber threats can jeopardize the confidentiality, availability and integrity of our systems and data, including our customers’ confidential, classified or personal data.

We maintain extensive technical security controls, policy enforcement mechanisms, monitoring systems and management oversight to address these threats. While these measures are designed to prevent, detect and respond to unauthorized activity in our systems, certain types of threats, including cyber-attacks, could materially and adversely affect our business and reputation. A successful cyberattack may result in unavailability of our services, leak or jeopardize of the integrity of information and could give rise to the loss of significant amounts of client data, other sensitive information and loss of funds as well as damage to our reputation, directly affecting our clients and business partners.

Furthermore, some of our business partners and suppliers have access to some limited confidential and strategic information regarding our projects and engineering data. As many of these suppliers face similar security threats, any attacks on their systems may result in unauthorized access to our systems or data.

For instance, on November 24, 2020, we suffered a cybersecurity incident in our IT systems, which was later identified as a ransomware attack. The attack resulted in the encryption of an environment of virtual servers hosted in Brazil, preventing access to certain files and resulted in the inadvertent disclosure of data, some of which were made available on the dark web. We have reported the incident to law enforcement authorities.

Immediately after the incident, we employed significant IT & Cybersecurity resources, took measures to protect and strengthen the security of our systems, isolated the affected environment and repaired our network. As part of our reaction, we hired Tempest Security Intelligence, a leading cybersecurity firm, to investigate the incident and supplement our remediation efforts.

Despite our security controls and measures to prevent the violation of our systems, we cannot guarantee that other cyberattacks or similar breaches will not happen in the future.

**Environmental, Social and Governance**

*We are subject to environmental, health and safety risks.*

Our products, as well as our manufacturing and service activities, are subject to environmental laws and regulations in each of the jurisdictions in which we operate. These laws regulate product performance or content, energy use, greenhouse gas emissions, air quality, water and noise pollution, hazardous substance management, human health risks arising from the exposure to hazardous or toxic materials, the remediation of soil and groundwater contamination, among other matters.

In addition, environmental regulations related to climate change, including CO<sub>2</sub> emissions standards adopted by the International Civil Aviation Organization, or the ICAO, are one of the main drivers of global aerospace industry research and development investments since they may affect customer preferences. We may incur additional costs to improve or create new compliance programs to meet environmental regulatory requirements. We currently have several comprehensive programs in place to reduce the effects of our operations on the environment. For additional information, see “Item 4. Information on the Company—D. Property, Plant and Equipment.”

Moreover, our services and products must comply with health and safety laws and regulations, as well as substances and preparations. We strive to maintain the highest quality standards and closely follow potential and confirmed changes in laws and regulations to adapt, redesign, redevelop, recertify or eliminate our products to remain compliant with those claims. Seizures of non-compliant products may occur, and we may incur penalties. In the event of an accident or other serious incident involving a product, we may be required to conduct investigations and undertake preventive and remedial actions.

***Climate change may have adverse effects on our business and financial condition.***

Climate change related risks are gaining increasing social, regulatory, economic and political relevance, both in Brazil and internationally. New regulations related to climate change may affect our operations and business strategy, leading us to incur financial costs resulting from: (i) physical risks; and (ii) transition risks, including climate litigation. Physical climate risks are those that arise from changes in weather and climate that impact the economy, including rising global average temperatures, which can cause sea level rise and acute climate risks caused by natural disasters, including but not limited to floods, fires and hurricanes. Such disasters could adversely affect our and our clients' and business partners' operations, including by impairing flight services and aircraft circulation. In addition, physical risks could cause market volatility and negatively affect the trading price of our ADSs. In addition, our facilities and operations may also suffer physical damages due to severe weather events which may represent increased operational costs.

Transition climate risks are those that arise from the transition to a low-carbon economy. We expect that the market may face significant and rapid developments in terms of new technologies, policy, legal and regulatory demands capable of impacting our activities and the value of our assets.

Effects from both physical and transitional climate risks may also represent losses for our clients and business partners, affecting their profitability as well as their ability to fulfill their obligations.

If we do not adequately identify and embed the risks associated with climate change into our risk framework to appropriately measure, manage and disclose the various financial and operational risks that may result from climate change, or if we fail to adapt our strategy and business model to a changing regulatory and market environment, we could face a material adverse impact on our business growth rates, competitiveness, profitability, capital requirements and financial condition.

***We may not be able to achieve our carbon emissions targets or make progress in other environmental, social, and governance initiatives.***

In August 2021, we announced our intention to reach carbon neutrality in our operations by 2040 reducing Scope 1 and 2 emissions at least by 50%. This commitment relies mostly on the purchase of Sustainable Aviation Fuels (SAF), electricity from renewable sources and carbon offsets. Our estimates concerning the timing and cost of implementing our targets are subject to several risks and uncertainties, such as low availability of SAF, especially in Brazil where the majority of operations is concentrated, and variations in fuels, energy and offset prices. Accordingly, there can be no assurances that our targets will be achieved. We are setting our strategies and new products aiming to a net-zero emission aviation by 2050. In order to reinforce this commitment, we signed in 2021 with other representatives of the aerospace sector, the commitment "Fly Net Zero." This goal will be supported by accelerated efficiency measures, energy transition and innovation across the aviation sector and in partnership with governments around the world.

We have also committed to certain diversity, inclusion and education targets, such as having 50% diverse hires in all new entry-level programs by 2025; securing access of more than 80% of the students from Embraer high schools to public universities and private universities with full-tuition scholarships; having 20% of women in senior leadership positions by 2025, among others.

Although we expect that our ESG commitments will improve our operational and financial performance on the long term, our targets may not materialize within the time frame we expect or at all, since they depend on several factors over which we have no control or influence.

**Geopolitical and Macroeconomic Risks**

*Brazilian political and economic conditions have a direct impact on our business and the trading price of our common shares and ADSs.*

The Brazilian government has frequently intervened in the Brazilian economy and occasionally has made drastic changes in policy and regulations. The Brazilian government’s actions to control inflation and affect other policies and regulations have involved, among other measures, increases in interest rates, changes in tax policies, price controls, currency exchange and remittance controls, devaluations, capital controls and limits on imports. Our business, financial condition, results of operations and the trading price of the common shares and the ADSs may be adversely affected by changes in policy or regulations at the federal, state or municipal level involving or affecting factors, such as:

- interest rates;
- currency fluctuations;
- monetary policies;
- inflation;
- liquidity of capital and lending markets;
- tax policies;
- labor regulations;
- energy and water shortages and rationing; and
- other political, social and economic developments in or affecting Brazil.

Uncertainty over whether the Brazilian government would implement changes in policy, regulation or legislation creates instability in the Brazilian economy, increasing the volatility of the Brazilian securities markets. These uncertainties and other future developments in the Brazilian economy may adversely affect our activities, and consequently our operating results, and may also adversely affect the trading price of our common shares and ADSs. We cannot predict which policies the Brazilian government will adopt or if these policies or changes in current policies may have an adverse effect on us or the Brazilian economy. These factors are compounded as Brazil emerges from a prolonged recession after a period of a slow recovery, with GDP contraction in 2020 and small growth in 2021, 2022 and 2023.

The gross domestic product, or GDP, had a growth rate of 2.9% in 2023, stable as compared to a growth rate of 2.9% in 2022 and lower as compared to the growth rate of 4.6% in 2021. In 2020, GDP had a contraction rate of 4.1%, driven by the COVID-19 pandemic, compared to growth rates of 1.1% in 2019 and 2018, 1.3% in 2017 and contraction rates of 3.3% in 2016 and 3.5% in 2015. According to the Focus bulletin dated March 26, 2024, the consensus of Brazilian economists was for expectations of Brazilian GDP to increase 1.9% in 2024.

Our results of operations and financial condition have been, and will continue to be, affected by the growth rate of the Brazilian GDP. Developments in the Brazilian economy may affect Brazil’s growth rates and, consequently, the use of our products and services.

*Political instability may adversely affect our business and results of operations, the price of our common shares and our debt instruments.*

Brazil’s political environment has historically influenced, and continues to influence, the performance of the country’s economy. Political crises have affected, and continue to affect, the confidence of investors and that of the public in general, resulting in economic downturn and heightened volatility of

securities issued by Brazilian companies. Political instability and uncertainty regarding political developments and the policies the Brazilian federal government may adopt or alter may have material adverse effects on the macroeconomic environment in Brazil, as well as on the operations and financial performance of businesses operating in Brazil, including ours.

***Inflation and government efforts to curb inflation may contribute significantly to economic uncertainty and to heightened volatility in the Brazilian and international securities markets and, consequently, may adversely affect us.***

Inflation and interest rate volatility have in the past caused material adverse effects in the Brazilian and global economy. Sudden increases in prices and long periods of high inflation may cause, among other effects, loss of purchasing power and distortions in the allocation of resources in the economy.

In Brazil, inflation and certain actions taken by the Central Bank to curb it have had significant negative effects on the Brazilian economy. Brazil’s General Price Index (*Índice Geral de Preços – Mercado*), or IGP-M index, registered deflation of 4.6% in 2023, compared to an inflation of 5.5% in 2022 and 17.8% in 2021. Brazil’s National Broad Consumer Price Index (*Índice Nacional de Preços ao Consumidor Amplo*), or IPCA index, recorded inflation of 4.6% in 2023, 5.8% in 2022 and 10.1% in 2021. Measures to curb high inflation rates include a tightening of monetary policy, with an increase in interest rates, resulting in restrictions on credit and short-term liquidity.

The Brazilian Central Bank’s Monetary Policy Committee, or COPOM, is responsible for setting the Brazilian official interest rate, or the SELIC rate. The COPOM frequently adjusts the official base interest rates in situations of economic uncertainty to meet the economic goals established by the Brazilian government. After reaching a historical low of 2.0% in August 2020, the COPOM began increasing interest rates in March 2021 and, as a result, the SELIC rate reached 9.25% in December 2021 and 13.75% in December 2022, decreasing to 11.75% in December 2023, and decreasing further to 10.75% in March 2024.

In the international scenario, inflation is reaching record highs; in the U.S. consumer inflation measured by the Consumer Price Index, or CPI, of the U.S. reached 7.1% in 2021 (the highest level since 1982), 7.2 in 2022 and 3.4 in 2023. In Europe, consumer inflation measured by the Harmonised Index of Consumer Prices, or HICP, varied from a negative inflation of 5.0% in 2021, 9.2% in 2022 and 2.9% in 2023.

The rise in inflation in several developed economies has led the authorities of these countries to begin reversing the strong stimulating policies implemented during the COVID-19 pandemic. For instance, the European Central Bank has increased interest rates, which increased from (0.5)% in 2021 to 2.0% in 2022, reaching its highest level of 4.5% in 2023, and expected to remain at this level in 2024. The Fed has increased interest rates from 0.08% in 2021 to 4.33% in 2022 and 5.33% in 2023.

Increases in interest rates could adversely affect our ability to incur additional debt and increase the cost of service of debt, resulting in an increase in our financial costs, which may reduce our liquidity, thereby adversely affecting our ability to meet our financial obligations. As of December 31, 2023, 8.0% of our consolidated cash and cash equivalents were indexed to the variation of the SELIC and CDI rates. Therefore, fluctuations in Brazilian interest rates and inflation may adversely affect us. On the other hand, a significant decrease in the CDI or inflation rates may adversely affect the revenue we receive from our financial investments.

***Exchange rate volatility may adversely affect us.***

The Brazilian currency has, during the last decades, experienced frequent and substantial variations in relation to the U.S. dollar and other foreign currencies. In 2021, the *real* depreciated against the U.S. dollar in comparison to December 31, 2020, reaching R\$5.5805 per US\$1.00 as of December 31, 2021. In 2022, the *real* appreciated against the U.S. dollar in comparison to December 31, 2021, reaching R\$5.2177 per US\$1.00 as of December 31, 2022. In 2023, the *real* appreciated against the U.S. dollar in comparison to

December 31, 2022, reaching R\$4.8413 per US\$1.00 as of December 31, 2023. As of April 2, 2024, the U.S. dollar exchange rate was R\$5.0476 per US\$1.00. There can be no assurance that the *real* will not depreciate further against the U.S. dollar.

Depreciation of the *real* against the U.S. dollar creates inflationary pressures in Brazil and causes increases in interest rates, which negatively affects the growth of the Brazilian economy as a whole, and curtails access to foreign financial markets and may prompt government intervention, including recessionary governmental policies. Depreciation of the *real* against the U.S. dollar has also, including in the context of an economic slowdown, led to decreased consumer spending, deflationary pressures and reduced growth of the economy as a whole. On the other hand, appreciation of the *real* relative to the U.S. dollar and other foreign currencies could lead to a deterioration of the Brazilian foreign exchange current accounts, as well as dampen export-driven growth. Depending on the circumstances, either depreciation or appreciation of the *real* may materially and adversely affect us.

Although most of our revenue and debt is U.S. dollar-denominated, the relationship of the *real* to the value of the U.S. dollar, and the rate of depreciation of the *real* relative to the prevailing rate of inflation, may adversely affect us, mainly due to the following factors:

- In 2023, 16.7% of our total costs were denominated in *reais*.
- Our income tax expense is significantly impacted by exchange rate fluctuations, since taxes on income are largely determined and paid in Brazilian *reais* based on our Brazilian tax books. We must record deferred taxes resulting from exchange rate fluctuations on the reported basis of our nonmonetary assets (mainly property, plant and equipment and intangible assets). If the *real* had devalued or appreciated by 10% against the U.S. dollar in relation to the actual exchange rate as of December 31, 2023, the deferred income tax expense would have been higher or lower by US\$158.9 million. For additional information on the effects of the variation of the *real* against the U.S. dollar, see Notes 23 and 34 to our 2023 audited consolidated financial statements.
- Depreciation of the *real* against the U.S. dollar or other currencies would reduce our real-denominated revenues from our Defense & Security segment, when converted to the U.S. dollar as our functional currency.
- Appreciation of the *real* against the U.S. dollar or other currencies increases the costs of our products when measured in U.S. dollars and may result in a decrease in our margins.

Depreciations of the *real* relative to the U.S. dollar could also reduce the U.S. dollar value of distributions and dividends on our ADSs and may also reduce the market value of our common shares and ADSs. While our functional currency is the U.S. dollar our shareholders' equity is required under Brazilian Corporate Law to be accounted and maintained in Brazilian *reais*, including amounts to be distributed to shareholders (dividends and interest on own capital). For more information, see "8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividends Policy."

***Developments and the perception of risk in other countries, especially other emerging markets, may adversely affect the market price of Brazilian securities, including our ADSs, our common shares and our debt instruments.***

The market value of securities of Brazilian issuers, including securities issued by us, may be affected by economic and market conditions in other countries, including the United States, European Union and Latin American countries and other emerging market countries. Although economic conditions in those countries may differ significantly from economic conditions in Brazil, investors' reactions to developments in other countries may have an adverse effect on the market value of securities of Brazilian issuers. Crises elsewhere may diminish investor interest in securities of Brazilian issuers, including ours. This could adversely affect the trading price of our securities and could also make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms, or at all.

*Any downgrade of Brazil’s could adversely affect the market price of our common shares, ADSs and debt instruments.*

Credit ratings affect investors’ perceptions of risk and, as a result, the yields required on debt issuances in financial markets. Rating agencies regularly evaluate Brazil and its sovereign ratings, taking into account a number of factors including macroeconomic trends, fiscal and budgetary conditions, indebtedness and the prospect of change in these factors.

As of the date of this annual report, Brazil’s sovereign credit ratings were BB with a stable outlook, Ba2 with a stable outlook and BB with a stable outlook by S&P, Moody’s and Fitch, respectively, which is below investment grade.

We cannot ensure that rating agencies will maintain Brazil’s sovereign credit ratings. Any downgrade in Brazil’s sovereign credit ratings could increase the perception of risk of investors and, as a result, adversely affect the price of securities issued by Brazilian companies, including our ADSs.

*Developments related to the Russia-Ukraine and the Israel-Hamas conflicts may adversely affect us.*

The global developments relating to Russia’s invasion of Ukraine have generated uncertainty in the global economy. As soon as the war was declared, we have suspended parts, maintenance, and technical support services for certain customers to comply with the sanctions imposed on Russia, Belarus, and certain regions of Ukraine by laws of jurisdictions to which we are subject.

As a result of the Russia-Ukraine conflict, the aviation industry is facing inflationary pressures, as energy and fuel prices increased in Europe leading to an increase in prices of the products sold by our suppliers. In addition, the conflict resulted in an increase of cyber-attacks around the world, and also had the effect of increasing costs of labor and caused a global shortage of components, affecting the aviation industry supply chain dynamics.

Russia is one of the largest titanium suppliers in the world, and titanium is a key element for the aircraft manufacturing process. Although there is no concern over the availability of titanium in our supply chain, considering our current inventory position and the existing alternative sources in other countries, we will continue to monitor our supply chain in order to identify any potential constraints. In addition, the conflict between Russia and Ukraine may adversely affect people’s safety and activities of our employees, especially those residing in Europe.

Moreover, the ongoing Israel-Hamas conflict is increasing political tensions, exacerbating existing challenges in global supply chains, and generating additional risks. As we have suppliers in the Middle East, any disruptions, delays in shipments or cost increases can adversely affect us.

We cannot predict how the developments related to the Russia-Ukraine and Israel-Hamas conflicts will evolve or to what extent they may affect us.

**Risks Relating to Our Common Shares and ADSs**

*If holders of our ADSs exchange the ADSs for common shares, they risk losing the ability to remit foreign currency abroad and Brazilian tax advantages.*

The Brazilian custodian for the common shares has obtained an electronic certificate of registration from the Central Bank permitting it to remit foreign currency abroad for payments of dividends and other distributions relating to the common shares or upon the disposition of the common shares. These remittances under an ADR program are subject to a specific tax treatment in Brazil that may be more favorable to a foreign investor if compared to remitting gains originated from securities directly acquired by the investor in the Brazilian regulated stock markets. Therefore, an investor who opts to surrender ADSs in exchange for the underlying common share may be subject to less favorable tax treatment on gains with respect to these investments.

Pursuant to CMN Resolution No. 4,373, in order for the investor to surrender ADSs for the purpose of withdrawing the common shares represented thereby, the investor is required to appoint a Brazilian financial institution duly authorized by the Central Bank of Brazil and CVM to act as its legal representative, who shall be responsible, among other things, for keeping and updating the investors’ certificates of registrations with the Central Bank of Brazil, which entitles registered foreign investors to buy and sell directly on the B3 – *Brasil, Bolsa, Balcão*, or B3. These arrangements may require additional expenses from the foreign investor. Moreover, if the representatives fail to obtain or update the relevant certificates of registration, investors may incur additional expenses or be subject to operational delays which could affect their ability to receive dividends or distributions relating to the common shares or the return of their capital in a timely manner.

The custodian’s certificate of registration or any foreign capital registration directly obtained by the holders may be affected by future legislative or regulatory changes, and we cannot assure the holders that additional restrictions applicable to them, the disposition of the underlying common or preferred shares, or the repatriation of the proceeds from the process will not be imposed in the future.

***The Brazilian government has veto power over the change in our corporate control, and of our name, trademark or corporate purpose and over the creation or alteration of our Defense & Security programs, and its interests could conflict with the interests of the holders of our common shares and ADSs.***

The Brazilian government holds one share of a special class of our common stock called a “golden share,” which carries veto power over certain matters such as change of control, name, trademark or corporate purpose and over the creation or alteration of our Defense & Security programs (whether or not the Brazilian government participates in those programs). For example, in 2010, we changed our corporate name to Embraer S.A. and altered our bylaws to allow us to enter the defense and security market, which required the approval of the Brazilian government. The Brazilian government may veto transactions that may be in the interest of the holders of our common shares or ADSs. We cannot ensure that we will be able to obtain approvals from the Brazilian government in the future to effect important corporate changes or transactions, or other important corporate changes that may be required.

***Our bylaws contain provisions that could discourage our acquisition or prevent or delay transactions that you may favor.***

Our bylaws contain provisions that have the effect of avoiding the concentration of our common shares in the hands of a small group of investors to promote the dispersed ownership of those shares. These provisions require any shareholder or group of shareholders that acquires or becomes the holder of (i) 35% or more of the total shares issued by us or (ii) other rights over shares issued by us that represent more than 35% of our capital, to submit to the Brazilian government a request for making a public tender offer to purchase all of our shares on the terms specified in our bylaws. If the request is approved, the shareholder or group of shareholders must commence the public tender offer to purchase all of our shares within 60 days of the date of approval. If the request is refused, the shareholder or group of shareholders must sell all of their shares that exceed the 35% limit within 30 days, so that the holding of this shareholder or group of shareholders falls below 35% of our capital stock. These provisions may have anti-takeover effects and may discourage, delay or prevent a merger or acquisition, including transactions in which our shareholders might otherwise receive a premium for their common shares and ADSs. These provisions can only be altered or overridden with the approval of our board of directors and our shareholders in a shareholders’ meeting convened for this purpose and with the consent of the Brazilian government, as holder of the golden share.

***Our bylaws contain provisions that limit the voting rights of certain shareholders, including non-Brazilian shareholders.***

Our bylaws contain provisions that limit the rights of a shareholder or group of shareholders, including brokers acting on behalf of one or more holders of ADSs, to exercise voting rights in respect of more than 5% of the outstanding shares of our capital stock at any general meeting of shareholders. See “Item 10. Additional Information—B. Memorandum and Articles of Association—Voting Rights of Shares—Limitations on the Voting Rights of Certain Holders of Common Shares.”



Our bylaws also contain provisions that limit the right of non-Brazilian shareholders to exercise voting rights in respect of more than two-thirds of the voting rights that may be exercised by Brazilian shareholders present at any general meeting of shareholders. This limitation will effectively prevent our takeover by non-Brazilian shareholders and limit the ability of non-Brazilian shareholders to effect control over us. For additional information on our voting rights, see “Item 10. Additional Information—B. Memorandum and Articles of Association—Voting Rights of Shares—Limitation on the Voting Rights of Non-Brazilian Shareholders.”

***We do not have a controlling shareholder and as a result we may be subject to certain risks.***

As a corporation we do not have a controlling shareholder or a control group that hold rights that permanently ensure it the majority of votes in the resolutions of the general shareholders’ meeting and the power to elect the majority of the members of our board of directors. In the absence of a single, controlling shareholder or group of controlling shareholders, the minimum quorum required by law for the approval of certain matters may not be reached, which could adversely affect our business.

In addition, we and our shareholders may not be afforded the same protections provided by the Brazilian Corporate Law against abusive measures taken by other shareholders and, as a result, we may be required to incur significant expenses and may not be compensated for any losses we suffer. Any sudden and unexpected changes in our management, changes in our corporate policies or strategic direction, takeover attempts or any disputes among shareholders regarding their respective rights may adversely affect our business and results of operations.

***Holders of ADSs may not be able to exercise their voting rights.***

Holders of ADSs may only exercise their voting rights with respect to the underlying common shares in accordance with the provisions of the deposit agreement governing our ADSs. Under the deposit agreement, ADS holders must vote the common shares underlying their ADSs by giving voting instructions to the depositary. Upon receipt of the voting instructions from the ADS holder, the depositary will vote the underlying common shares in accordance with these instructions. Otherwise, ADS holders will not be able to exercise their voting right unless they surrender the ADS for cancellation in exchange for the common shares.

Pursuant to our bylaws, the first call for a shareholders’ meeting must be published at least 30 days in advance of the meeting and the second call must be published at least 15 days in advance of the meeting. When a shareholders’ meeting is convened, holders of ADSs may not receive sufficient advance notice to surrender the ADSs in exchange for the underlying common shares to allow them to vote with respect to any specific matter. In addition, the depositary has no obligation to notify ADS holders of an upcoming vote or distribute voting cards and related materials to ADS holders, unless we specifically instruct the depositary to do so. If we ask the depositary to seek voting instructions from ADS holders, the depositary will notify ADS holders of the upcoming vote and will arrange to deliver proxy cards to those holders. We cannot ensure that ADS holders will receive proxy cards in time to allow them to instruct the depositary to vote the shares underlying their ADSs. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for an untimely solicitation of voting instructions. As a result, holders of ADSs may not be able to fully exercise their voting rights.



*The relative illiquidity and volatility of the Brazilian securities markets may substantially limit the ability of holders of our common shares or the ADSs to sell the common shares underlying ADSs at the price and time they desire.*

Investing in securities, including our common shares or the ADSs, of issuers from emerging market countries, including Brazil, involves a higher degree of risk than investing in securities of issuers from more developed countries.

The Brazilian securities markets are substantially smaller, less liquid, more concentrated and more volatile than major securities markets in the United States and other jurisdictions and are not as highly regulated or supervised as some other markets. The relatively small market capitalization and illiquidity of the Brazilian equity markets may substantially limit the ability of holders of our common shares or ADSs to sell the common shares or the ADSs at the price and time desired. For additional information on the B3, see “Item 9. The Offer and Listing—C. Markets—Trading on the B3.”

*Holders of our ADSs might be unable to exercise preemptive rights with respect to the common shares.*

Holders of our ADSs may not be able to exercise the preemptive rights relating to the common shares underlying their ADSs unless a registration statement under the Securities Act is effective with respect to those rights or an exemption from the registration requirements of the Securities Act is available. We are not required to file a registration statement with respect to the shares or other securities relating to these preemptive rights, and we cannot assure holders of our ADSs that we will file any registration statement. Unless we file a registration statement or an exemption from registration applies, holders of our ADSs may receive only the net proceeds from the sale of their preemptive rights by the depositary or, if the preemptive rights cannot be sold, the rights will lapse.

*Judgments of Brazilian courts with respect to our common shares will be payable only in reais.*

If proceedings are brought in the courts of Brazil seeking to enforce our obligations in respect of the common shares, we will not be required to discharge our obligations in a currency other than *reais*. Under Brazilian exchange control limitations, an obligation in Brazil to pay amounts denominated in a currency other than *reais* may only be satisfied in Brazilian currency at the exchange rate, as determined by the Central Bank, in effect on the date the judgment is obtained, and those amounts are then adjusted to reflect exchange rate variations through the effective payment date. The then prevailing exchange rate may not provide non-Brazilian investors with full compensation for any claim arising out of or related to our obligations under the common shares or the ADSs.

**Item 4. INFORMATION ON THE COMPANY**

**A. History and Development of the Company**

**Corporate History**

Embraer S.A. is a publicly held corporation duly incorporated under the laws of Brazil with an indefinite term of duration. Our principal executive office is located at Avenida Dra. Ruth Cardoso, No. 8,501 (formerly known as Avenida Nações Unidas, No. 8,501), 30<sup>th</sup> floor (part), Eldorado Business Tower, Pinheiros, ZIP Code 05425-070, city of São Paulo, state of São Paulo, Brazil. Our telephone number is 55-11-3040-6874, and our internet address is *ri.embraer.com.br*. Our agent for service of process in the United States is National Registered Agents, Inc., with offices at 875 Avenue of the Americas, Suite 501, New York, New York 10001.

Originally formed in 1969 by the Brazilian government, we became a publicly held corporation in 1989 and were privatized in 1994. In the privatization process, the Brazilian government created the golden share, a special class of shares to ensure that the Brazilian government has certain veto rights, in particular regarding military programs.

In 2000, we registered with the SEC and listed our American Depositary Receipts in the New York Stock Exchange.

In 2006, we promoted a corporate restructuring process focused on simplifying our capital structure, which since then is comprised of only common shares, and we also joined a special listing segment of the B3 known as *Novo Mercado*, enhancing our corporate governance standards. Since then, we do not have a controlling shareholder or controlling shareholder group.

In 2010, our shareholders approved a change of our corporate name from “Embraer – Empresa Brasileira de Aeronáutica S.A.” to “Embraer S.A.,” as well as the addition of capabilities and the broadening of the scope of our Defense & Security segment to allow this segment to manufacture and trade equipment, materials, systems, software, accessories and components for the defense, security and energy industries, as well as to perform technical activities and services related to these areas. As a result, our bylaws were amended to reflect the addition of these activities to our corporate purposes.

In 2011 and 2012, we made acquisitions and entered into partnerships in the Defense & Security segment, including the acquisition of Atech Negócios em Tecnologias S.A. and Bradar Indústria S.A., or Bradar (which was merged into Embraer in 2018), Savis Tecnologia e Sistemas S.A. (which was merged into Embraer in 2021) and Visiona Tecnologia Espacial S.A.

In 2020, through our subsidiary Embraer Defesa e Segurança Participações S.A., we acquired 61% of Tempest Serviços de Informática S.A. and its subsidiaries, or Tempest, the largest cybersecurity company in Brazil.

On January 1, 2020, we implemented the internal carve-out of our Commercial Aviation segment by means of the contribution by Embraer to Yaborã Indústria Aeronáutica S.A. (“Yaborã”) of the net assets comprising assets, liabilities, properties, rights and obligations (subject to certain exceptions) related to our Commercial Aviation segment, through a capital increase. As a result of the wrongful termination of the Boeing Transaction by Boeing, we decided to reintegrate the Commercial Aviation segment and therefore, on October 28, 2021, our board of directors approved a partial spin-off of Yaborã, whereby Yaborã transferred substantially all of its assets back to Embraer, effective as of January 1, 2022.

In 2021, we, through our subsidiary Eve UAM, LLC, or EVE, entered into a business combination agreement with Zanite Acquisition Corp., or Zanite, to further develop EVE’s comprehensive, practical and capital efficient urban air mobility (“UAM”) solution, through design and production of eVTOL, service and support, fleet operations and urban air traffic management. The transaction closed on May 9, 2022 and Zanite changed its name to Eve Holding, Inc., or Eve Holding, and Eve Holding’s shares were listed on the New York Stock Exchange on May 10, 2022.

In June 2023, we, through our subsidiary Embraer Aircraft Holding, Inc., and Nidec Motor Corporation, one of the world’s leading comprehensive electric motor manufacturers, comprised by approximately 340 group companies all over the world, entered into an agreement (the “Framework Agreement”), which establishes the terms and conditions for the formation of a new company named Nidec Aerospace, LLC, for the joint development and manufacture of electric propulsion systems for aeronautical usage, including for vertical take-off and landing vehicles, and for fixed-wing aircraft. The transaction was consummated on October 5, 2023.

## **Business Development**

We have grown from a government-controlled company, established to develop and produce aircraft for the Brazilian Air Force, into a publicly held company that produces aircraft for commercial and executive aviation and for defense and security purposes and related services.

As part of our evolution, we have obtained, developed and enhanced our engineering and technological capabilities through our own development of products for the Brazilian Air Force and through joint product development with foreign companies on specific projects. We have applied these capabilities that we gained from our Defense & Security segment to further develop our Commercial Aviation segment.

*Commercial Aviation*

Our first regional aircraft was EMB-110 the Bandeirante, a 19-passenger twin-engine non-pressurized turboprop aircraft initially designed to service the transport needs of the Brazilian Air Force. This aircraft was certified in 1973. The Bandeirante was followed by the EMB 120 Brasília, which was certified in 1985. The EMB 120 Brasília is a high performance, pressurized turboprop commercial aircraft seating up to 30 passengers and was designed to serve the longer routes and higher passenger traffic of the growing regional aircraft market. Drawing upon the design of the EMB 120 Brasília and the jet technology acquired in our development of the AM-X, a jet strike bomber for the Brazilian Air Force, we developed the ERJ 145 regional aircraft family, our first jet product for commercial use. This family comprises three aircraft, which seat up to 37, 44 and 50 passengers. The first member of the ERJ family, the ERJ 145, was certified in 1996. We have expanded our jet product line with the development of the EMBRAER 170/190 jet family, which has the capacity to seat between 70 and 118 passengers and was designed to serve the aircraft market’s trend towards larger, higher volume and longer-range jets. The first member of this family, the EMBRAER 170, was certified in February 2004, and its derivatives, the EMBRAER 175 and the EMBRAER 190, were certified in December 2004 and August 2005, respectively. The certification of the EMBRAER 195 was granted in June 2006. In June 2013, Embraer launched the second generation of its E-Jets family of commercial aircraft, the E-Jets E2, comprising three aircraft, the, E190-E2 and E195-E2. The E190-E2 and the E195-E2 entered service in April of 2018 and September of 2019, respectively. Our Commercial Aviation segment accounted for 35.1%, 34.0% and 31.4% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

*Executive Aviation*

We developed a line of executive jets throughout time, first the Legacy 600, which was discontinued in 2016 to focus on the success of its longer-range successor, the Legacy 650, followed by the Phenom 100, an entry-level jet, and the Phenom 300, a light jet, both launched in 2005. The Lineage 1000, an ultra-large jet, was added in 2006 as the largest executive jet in our executive jets portfolio and an enhanced version was introduced in 2013, the Lineage 1000E. In 2008, we launched the Legacy 450 and Legacy 500, both medium cabin jets. In 2009, we presented the Legacy 650, a large executive jet that is positioned in our portfolio between the Legacy 500 and the Lineage 1000E. The Legacy 500 and the Legacy 450 entered into service in October of 2014 and December 2015, respectively. In 2016, we launched the Phenom 100EV and the Legacy 650E. In 2017, the Phenom 100EV entered into service and we also launched the Phenom 300E, an enhanced version of our Phenom 300, with a revolutionary interior design, which entered into service in October 2017 with a demonstration aircraft. In 2018, we introduced the Praetor 500 midsize and Praetor 600 super-midsize business jets, which entered into service in June and in December 2019, respectively. In 2019, we successfully implemented the sunset strategy of the Legacy 650 and Lineage 1000E. In 2020 we concentrated our business efforts on the renewed and highly competitive Phenom and Praetor product lines, sunsetting the Legacy 450 and 500 models. In 2023, we launched the Phenom 100EX, the latest evolution from the Phenom 100 series, which entered into service in early 2024. Our Executive Aviation segment accounted for 26.7%, 27.4% and 26.9% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

*Defense & Security*

In the defense and security segment, after the success of our first products Bandeirante and Brasília, we entered the military aviation segment with various products for the Brazilian Armed Forces. The first of this group of products were the EMB-312 Tucano, a basic trainer, and the EMB-111 Bandeirulha, for maritime patrol, both of which have also been exported. During the 1980’s, Embraer and Aermacchi jointly developed the AMX, or A-1 attack fighter-bomber aircraft, and on early 2000’s we started the production of the newly developed A-29 Super Tucano, or Super Tucano, an advanced training aircraft that entered into service in 2004 and is still under production, with more than 264 units sold to more than 16 countries. Throughout the years, we have developed several other aircraft tailored to our costumers’ missions, in

particular the C-390 Millennium, the largest aircraft ever manufactured in Brazil. We also entered the market of radars and land systems with the acquisition of Bradar in 2011, which was fully incorporated into Embraer in 2018.

Moreover, we have invested in various companies in the defense and security industry, expanding our portfolio to offer to our customers around the globe a broad line of intelligence, surveillance and reconnaissance aircraft, services, systems and solutions, ground radars, aircraft for transportation of authorities, tactical military transport, aerial refueling, basic and advanced training aircraft, space systems integration through satellites and cybersecurity solutions through our wholly-owned subsidiary Atech. Through Atech, we have been producing complex systems for critical missions, in the area of command and control, communications, computer intelligence, cyber defense, air defense and air traffic control for defense, security and other civil applications. With a 51% equity interest in Visiona Tecnologia Espacial S.A., we also operate in the satellite development, production and support services market, in partnership with relevant private and public institutions in Brazil.

In 2018, Embraer formed the consortium Águas Azuis, with Thyssenkrupp Marine Systems, and our subsidiary Atech. In 2019, this consortium was chosen as the preferred supplier to build four new Tamandaré Class Frigates for the Brazilian Navy. In 2021, we incorporated Savis Tecnologia e Sistemas S.A., a company focused on the development and production of various land systems, including SENTIR M20, the SABER M60 and the SABER M200 VIGILANTE radars, mockups, anti-aircraft operation centers, as well as on the integration of SISFRON program.

As of the date of this annual report, we continue to be the leading supplier of defense aircraft for the Brazilian Air Force, based on number of aircraft sold, and have sold aircraft to armed forces in the United States, Europe, Asia, Africa and Latin America. Our Defense & Security segment accounted for 9.8%, 9.1% and 14.2% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. Revenues from sales to the Brazilian government accounted for 23.8%, 42.5% and 40.7% of this business segment’s revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

***Services & Support***

Services & Support is a segment focused on providing a complete portfolio of solutions for the operations of Embraer aircraft and products in the Commercial Aviation, Executive Aviation, Defense & Security segments. The portfolio comprises materials solutions, pay-by-hour programs, maintenance, aircraft modifications, training, integrated support, digital services, engineering services, among others. This operating segment also includes our subsidiary OGMA, which is an Embraer subsidiary based in Portugal that offers maintenance, repair and overhaul, or MRO, services for civil and military aircraft and engines (manufactured by Embraer or by third parties), and Embraer CAE Training Services, which provides training services. Finally, it has a network of more than 80 owned and authorized service centers spread across the world, customer service centers dedicated to each market and a team of more than 4,000 employees responsible for supporting more than 4,580 Embraer aircraft, as well as other original manufacturer aircraft, engines and radars. Our Services & Support segment accounted for 26.9%, 27.9% and 27.0% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

***Others***

We also provide parts for structural, fuel, mechanical and hydraulic systems to Sikorsky Aircraft Corporation and Helicopter Support Inc., both Lockheed Martin Co. companies, to support their aftermarket. We provide services of development and manufacturing of the landing gear, fuel system and fuel tanks for the S-92 and H-92 Helibus helicopters of Sikorsky. In addition, we also have the Ipanema, a crop duster aircraft developed in the 1970s pursuant to the specifications of the Brazilian Ministry of Agriculture. In its seventh generation, all new Ipanema aircraft are delivered with engine powered by biofuel (Ethanol). As of December 31, 2023, we had delivered a total of 1,606 of these aircraft, including 65 in 2023.

Additionally, we have invested in cybersecurity solutions through our subsidiary Embraer Defesa e Segurança Participações S.A., which, in 2020, acquired 61% of Tempest Serviços de Informática S.A. and

its subsidiaries, or Tempest, the largest cybersecurity company in Brazil. In the first quarter of 2023, the operations of Tempest were reclassified from the Defense & Security segment to Other segments. Our Other segments accounted for 1.5%, 1.6% and 0.6% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

For additional information on our Other segments, see Note 36.5 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

**B. Business Overview**

We are the leading manufacturer of jets with up to 150 seats in the world, based on the number of jets delivered over the last decade, and we have a franchise footprint represented by our global customer base, according to Cirium. Our focus is to achieve customer satisfaction with a range of products and services addressing the commercial airline, executive jets and defense and security markets. We have developed a customer-centric technology-driven portfolio of commercial aviation products and services that allows us to build long-term relationships with our clients in the commercial aviation, executive jets and defense and security markets. We grew from a government-controlled company that developed and produced products for the Brazilian Armed Forces to a publicly held company that produces aircraft for and provides related services to commercial and executive aviation, as well as for defense and security purposes. Providing high quality customer support is a key element of our customer focus and is critical to our ability to maintain customers with whom we have a long-term relationship.

One of our main market opportunities lie in direct product replacement, mostly in regions where our products are well perceived, such as North America and Europe, and in specific markets, including India, Brazil, Turkey and Saudi Arabia due to the development of regional aviation in those regions, and also to global growth of the sub -150 seat segment as a result of airlines rightsizing their fleet.

For the year ended December 31, 2023, we generated revenue of US\$5.3 billion, of which 93.5% was U.S. dollar denominated. Of our revenue in 2023:

- 35.1% was from our Commercial Aviation segment, 26.9% was from Services & Support segment, 26.7% was from our Executive Aviation segment, 9.8% was from our Defense & Security segment and 1.5% was from our Other segments, and
- 62.3% of our revenue was from clients in North America, followed by clients in Europe 21.5%, Brazil 8.6%, Asia Pacific 3.9%, Latin America (except Brazil) 1.9% and others 1.9%.

For the year ended December 31, 2022, we generated revenue of US\$4.5 billion, of which 92.4% was U.S. dollar denominated. Of our revenue in 2022:

- 34.0% was from our Commercial Aviation segment, 27.4% was from our Executive Aviation segment, 9.1% was from our Defense & Security segment, 27.9% was from Services & Support segment and 1.6% was from our Other segments, and
- 62.9% of our revenue was from clients in North America, followed by clients in Europe (19.5%), Brazil (11.1%), Asia Pacific (2.2%), Latin America (except Brazil) (1.2%) and others (3.1%).

As of December 31, 2023, December 31, 2022, and December 31, 2021, we had a total firm order backlog of US\$18.7 billion, US\$17.5 billion, and US\$17.0 billion, respectively.

We continue our long-term strategy of focusing on consistent execution of our strategic business plan and efficiency programs with lean concepts, seeking partnership opportunities to drive growth,

investing in innovation as a primary source of future growth and further developing our environmental, social and governance, or ESG, program that reinforces our commitment towards:

- (i) Carbon reduction: we achieved carbon neutral growth starting in 2022 and seek to reach carbon neutrality in our operations by 2040, use 100% renewable electricity by 2030 and produce products to support zero emissions aviation by 2050;
- (ii) Social responsibility: we expect to reach 50% of diversity hiring in our entry level programs and 20% of women in senior leadership positions by 2025. We also aim to maintain the approval of more than 80% of students in Embraer-funded schools into public universities or private universities with full-tuition scholarships; and
- (iii) Corporate governance standards: we aim to maintain the highest international governance standards and robust ethics and compliance programs.

**Our Strengths**

We believe that our primary strengths are:

**Aircraft design and technology; cost and operating efficiency.** We conceive, develop and manufacture clean sheet design aircraft with cutting edge technology that reduce our customers’ operating, maintenance and training costs because of the efficient design of our parts. Within a jet family the parts share similar technology and features that reduce our design, development and production costs and allow us to offer competitive prices to our customers with high quality standards. For example, the Praetor 500 and Praetor 600 jets have similar characteristics and technologies that enhance our value proposition for the midsize and super-midsize business segments. We constantly monitor trends and behaviors in the aviation industry, to adapt our products to the constantly changing environment we are inserted in. Our investments in innovative technologies, such as automation design, enable us to increase operational efficiency by reducing engineering and production costs, and lowering customers’ maintenance costs. For instance, our subsidiary EVE, which is a leading developer of next-generation Urban Air Mobility solutions, is developing a comprehensive UAM solution that includes the design and production of eVTOLs, a portfolio of maintenance and support services focused on our and third-party eVTOLs, and a new Urban Air Traffic Management system designed to allow eVTOLs to operate safely and efficiently in dense urban airspace alongside conventional aircraft and drones. We have also invested in cybersecurity solutions by acquiring Tempest in 2020 and using Beacon, which is an innovative platform designed to connect the aviation maintenance system.

**Leading commercial aircraft manufacturer with a large customer base and a global footprint.** We are the leading manufacturer of jets with up to 150 seats, based on the number of aircraft delivered, and have a strong global customer base. As of the date of this annual report, more than 170 airlines from over 90 countries use our commercial aircraft on five continents. Our customers include some of the largest and most significant network, regional and low-cost carriers in the world. We believe that there are significant market opportunities in the commercial and executive aviation sector based on the growing demand for our products and aircraft replacement opportunities in the next decade.

**Strategic risk-sharing partners.** With respect to our commercial and business aircraft, we developed strategic relationships with key risk-sharing partners. These risk-sharing partners develop and manufacture significant portions of our aircraft’s systems and components with their own funds, thereby reducing our development expenses. These risk-sharing partners also fund a portion of our research and development expenses through direct contributions of cash or materials. These strategic relationships enable us to reduce our development expenses and risks, improve our operating efficiency, enhance the quality of our products and reduce the number of our suppliers, thereby providing us with flexibility in our production process and operations, and, consequently, allow us to adjust production in response to market demand.

**Experienced and highly skilled workforce.** Our over 18,000 employees are experienced and highly skilled. As of December 31, 2023, engineers comprised approximately one-fifth of our workforce. We believe that our employees’ high skill and knowledge levels and our continuous training and incentive programs allow us to efficiently pursue new programs and offer high technical expertise and guidance to our customers.



**High ESG standards.** ESG has long been part of our strategy, including in the development of increasingly more eco-efficient aircraft and in the adoption of more sustainable production processes and management of natural resources. We embed our business strategy with social responsibility and environmental impacts in everything we do, from our processes and facilities to product development and our supply chain. We work across all our key stakeholder audiences to develop sound strategies, define indicators, and establish targets that are integrated into our corporate sustainability plan. Certain parts of our long-term ESG commitments are: (i) achieve carbon neutrality in operations by 2040, through the acquisition of electricity 100% from renewable sources, the increasing use of sustainable aviation fuel (SAF) and the compensation of residual emissions that are not reduced through efficiency projects, alternative energy available or new technologies, (ii) develop sustainable disruptive products, services and technologies, including electrification, hybrids, biofuels, including SAF and other innovative alternative energies; (iii) launch “eVTOL” aircraft with zero emission by 2026; and (iv) leverage diversity in the hiring of entry-level programs, in leadership positions and in the aeronautical specialization program maintained by us.

**Highly skilled engineering for defense application and development of market leading products for our Defense & Security segment.** From inception through December 31, 2023, we had sold more than 1,400 defense aircraft, including government transport aircraft, to more than 60 armed forces and operators worldwide. The A-29 Super Tucano and the C-390 Millennium are the main products of our Defense & Security segment. We believe the A-29 Super Tucano is the market benchmark in its class because it combines a rugged and reliable turboprop platform with a high-precision-class payloads delivery system. The C-390 Millennium is a multi-role military transport aircraft developed to become a market leader in its category. It has several capabilities and may be used for a variety of missions, such as firefighting and aerial refueling, (KC-390 Millennium version). The C-390 Millennium provides flexibility, strength, mobility, easy maintenance and the latest technology. Our workforce is highly capable of understanding our customers’ operational needs and their requirements regarding our defense products and services portfolio. We believe our team offers capable, flexible and low lifecycle cost products with global applications to our customers. We also believe that we have a strong ability to engage with several stakeholders in partnerships, enabling the development of state-of-the-art defense and space solutions within reduced time cycles.

**Visible and well-diversified customer base.** We sell our aircraft and provide services in North America, Europe, Brazil, Asia Pacific, Latin America and other regions. We also have diversified business segments with flexibility to shift overall focus according to demand. Our revenue generation is spread among those business segments, with increasing expansion of recurring services revenue, and does not present concentration risks. As of December 31, 2023, 47.2% of our firm orders was from our Commercial Aviation segment, 23.1% was from our Executive Aviation segment, 13.3% was from our Defense & Security segment and 16.4% was from our Services & Support segment.

**Strong liquidity position and comfortable debt maturity profile.** We have implemented and executed cash management policies and procedures to ensure liquidity and our ability to efficiently manage our liabilities and debt maturities. Our debt profile is focused on long term unsecured debt, with 12% of our debt being secured. Our steady cash generation allied with higher aircraft deliveries, cost reduction and efficiency measures improved our cash position in 2023, with cash and cash equivalents, and financial investments totaling US\$2.3 billion at December 31, 2023 and the Revolving Credit Facility available in the amount of US\$650.0 million. As a result of our efforts and achievements in the area, S&P raised our ratings to investment grade in early 2024.

**Business Strategies**

With a view to further grow our business and increase our profitability, we intend to continue to offer our customers cost-effective, high quality, and reliable aircraft and services. The key elements of our strategy are the following:

**Market our commercial aircraft.** We are fully committed to marketing our jets of up to 150 seats. As of December 31, 2023, there were approximately 350 units in the ERJ family in operation, which is a

series of twin-engine jet-powered regional jets, approximately 1,400 units in the EMBRAER170/190 jet family and around 104 units in the E2 generation, which are medium-range jet airliners, in active service, according to Cirium. For more information, see “—Products.” We believe there are market opportunities for the 170/190 jet family and for the E2 generation, especially for airlines seeking to expand their fleet in the mid-density segment and substitute aging aircraft in the below-150 seat category. Additionally, commercial jets will have opportunities with mainline and low-cost carriers that are right sizing their fleets to adjust capacity and will provide us with significant opportunities to increase our competitiveness by offering a full range of jets of up to 150 seats to our customers.

***Maintain the market leadership of our commercial jets up to 150 seats.*** Our new generation of commercial aircraft, the E-Jet E2, reinforces our commitment to maintain our market leadership in the segment of commercial jets up to 150 seats. Our commercial aircraft have state-of-the-art engines, aerodynamically advanced wings, full fly-by-wire flight controls and improvements to other systems that increase efficiency by reducing fuel consumption, maintenance costs, emissions and external noise significantly.

***Develop innovative and sustainable solutions.*** To further nurture the future of regional air mobility while also complying with industry-wide sustainable goals, we have announced the Energia Family of aircraft concepts, which are destined to the 9 to 50 seats market, will allow us to further study, explore, and potentially commercialize the cutting-edge technologies that will define the future of the industry through advanced designs and new propulsion systems, while also fostering discussions related to airport infrastructures, passenger convenience, and seamless journeys opportunities. Moreover, we have invested in EVE, which is a leading developer of next-generation Urban Air Mobility solutions. EVE is developing a comprehensive UAM solution that includes the design and production of eVTOLs, a portfolio of maintenance and support services focused on our and third-party eVTOLs, and a new Urban Air Traffic Management system designed to allow eVTOLs to operate safely and efficiently in dense urban airspace alongside conventional aircraft and drones.

***Comprehensive well-positioned portfolio in the executive aviation market.*** We have streamlined our portfolio to feature four clean sheet aircraft designs in the small and medium cabin jet classes. The Phenom 100EX, are an entry-level jet, the Phenom 300E, a light jet, the Praetor 500, a midsize jet and the Praetor 600, super-midsize jet. This renewed portfolio is industry-leading in performance, comfort and technology. We are committed to understanding and responding to market and customer needs and to continuously improving our product and customer support for our executive jets. For over a decade, we have introduced disruptive clean sheet design aircraft to the market. In 2023, the Phenom 300E was the most delivered light jet for the twelfth consecutive year and the most delivered twinjet in the whole executive jets industry for the fourth consecutive year, according to the General Aviation Manufacturers Association, or GAMA.

***Provide complete and integrated solutions to the customers of our Defense & Security segment.*** In our Defense & Security segment, we offer a broad range of solutions covering air, land, sea, space and cybersecurity environments. Our portfolio of solutions includes tactical transport aircraft, advanced training aircraft, radars, air traffic management systems, satellites. We are constantly evaluating, developing and efficiently integrating new opportunities to meet our customers’ needs.

***Continue to pursue niche market opportunities in the defense and security market.*** We offer solutions for transportation, close air support, tactical, training, intelligence, surveillance, reconnaissance and cybersecurity through our subsidiary Atech, among others. With our products, we provide enhanced capabilities through a defense-integrated portfolio that meets the needs of a wide range of governments’ military needs. This is only possible due to our culture of continuously pursuing market opportunities with our existing and potential customers with whom we work to develop innovative and tailored solutions throughout time.

***Expand our international sales, while continuing our partnership with the Brazilian Armed Forces in our Defense & Security segment.*** Historically, the Brazilian Armed Forces have been our key partner in the development and acquisition of aircraft and land systems. Since our foundation in 1969, we



have developed state-of-art engineering, operations capability and supply chain management expertise at a level that allows us to not only continue addressing the needs of our Brazilian customers, but also of international customers, providing them with tailored solutions. We are fully committed to expanding our international sales, while consolidating our position as a key partner of the Brazilian Armed Forces.

**Focus on customer experience.** We believe that our focus on customer experience is essential to our entrepreneurial success and our business strategy. Our philosophy is to offer and deliver a comprehensive portfolio of services and support solutions to all customers ensuring best product availability with competitive operational costs. Our high-quality customer service and support is key to our success, as it allows us to maintain long-term relationships with our customers and increase the competitiveness of our products. As the number of our aircraft in operation continues to grow and our business expands, we have increased our commitment to provide quality after-sale support, including technical assistance, training, maintenance, spare parts, product modifications and other related services.

**Maintain and reinforce operational excellence.** We are committed to elevating service levels and operational excellence, ensuring continuous effort to exceed customer expectations and with high quality standards. We focus on three main initiatives to exceed customer expectation: (i) fleet expansion to optimize existing resources; (ii) guaranteeing spare parts availability and optimizing inventory turnover to strategically minimize downtime and enhance cost-effectiveness; and (iii) footprint synergy to optimize resources and operations across different locations, fostering collaboration, and improving overall efficiency. We also use artificial intelligence tools to enhance the customer experience within our Services & Support segment. By utilizing artificial intelligence tools, we effectively gather and analyze data, enabling us to identify patterns and trends, anticipate maintenance needs and optimize material logistics, ultimately streamlining our operations. Through the integration of logistics and data, coupled with artificial intelligence capabilities, we can create tailored solutions precisely to meet the unique requirements of our customers' operations.

**Continuously foster growth of our Services & Support business.** Growth is a strategic imperative for our Services & Support segment, and we are committed to several initiatives to foster growth such as increasing of our services backlog, ensuring a robust pipeline that supports sustained expansion, strengthening our presence in both organic and agnostic markets, and considering diverse opportunities that align with our core competencies, such as the expansion of our maintenance capacity through the extension of our service centers (MROs) in the United States in 2023. Also, we are always seeking to develop innovative and competitive solutions, leveraging technology to enhance efficiency and meet the evolving needs of our stakeholders and providing unique value to our clients.

**Motivate our employees and improve our production processes and managerial practices.** We constantly seek to exceed our customers' expectations. To achieve this goal, we commit to efficient production processes and best managerial practices, with high quality standards. The success of our products and services is ultimately a combination of the contribution of our employees and the production processes we have developed over the years. We strive to motivate our employees and refine our production processes. We implement and develop corporate programs, including our Embraer Enterprise Excellence Program, or P3E, based on lean manufacturing philosophy, which comprises reducing production and response times from suppliers to customers.

**Commercial Aviation Segment**

We design, develop and manufacture a variety of commercial aircraft. Our Commercial Aviation segment accounted for 35.1%, 34.0% and 31.4% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. On December 31, 2023, our firm orders in backlog for our commercial aviation aircraft totaled US\$8.8 billion as compared to US\$8.6 billion on December 31, 2022.

**Products**

*ERJ Jet Family*

We developed the ERJ family, our 37-50-passenger twin jet-powered regional jet, introduced in 1996, to address the growing demand among regional airlines for medium-range, jet-powered aircraft. Until the launch of the EMBRAER 170/190 Jet Family, the ERJ was our most important product, achieving great results and being responsible for consolidating our presence in the United States regional market. As of December 31, 2023, 350 ERJ aircraft remained in service around the world.

*EMBRAER 170/190 Jet Family*

The EMBRAER 170/190 jet family provides our customers four aircraft models in the regional passenger jet range, and is comprised of four models: the EMBRAER 170, the EMBRAER 175, the EMBRAER 190 and the EMBRAER 195.

The EMBRAER 170 is a 66-78 seat jet and the EMBRAER 175 is a 76-88 seat jet, while the EMBRAER 190 is a 98-114 seat jet and the EMBRAER 195 is a 100-124 seat jet. The EMBRAER 170 was certified by the Brazilian Aviation Authority, the FAA, the Joint Aviation Authority of Europe (the former advisory organization that made certification recommendations to non-European Union national authorities), or the JAA, and the EASA in February 2004, and deliveries of the EMBRAER 170 began in March 2004. The EMBRAER 175 was certified by the Brazilian Aviation Authority in December 2004, by the EASA in January 2005 and by the FAA in August 2006. The EMBRAER 190 was certified by the Brazilian Aviation Authority in August 2005, by the FAA in September 2005 and by the EASA in June 2006. The EMBRAER 195 was certified by the Brazilian Aviation Authority in June 2006, by the EASA in July 2006 and by the FAA in June 2007.

We designed the EMBRAER 170/190 jet family to maximize the benefits of commonality among the four aircraft models of the family. Aircraft in the EMBRAER 170/190 family share approximately 86% of the same components. The high level of commonality in this jet family lowered our development expenses and shortened our development period. We believe that this commonality leads to significant savings to our customers in the form of easier training, less expensive parts and maintenance and lower operational costs. Due to differences in size and weight, the EMBRAER 170/190 jet family does not share the same wing design. This regional jet family has engines fixed under its main wings—a design intended to enhance power, improve fuel economy and minimize turnaround times. All of the aircraft models of this family are powered by engines manufactured by General Electric Aircraft Engines and contain state-of-the-art avionics manufactured by Honeywell International Inc. (Aerospace).

The EMBRAER 170/190 jet family’s principal features are:

- *Performance.* All four jets in the EMBRAER 170/190 jet family have a maximum cruising speed of Mach.82. The EMBRAER 170 and the EMBRAER 175 with all passengers on board have maximum ranges of 1,800 and 1,750 nautical miles, respectively, and each is available in the advanced-range version, with maximum ranges of 2,150 and 2,250 nautical miles, respectively. The EMBRAER 190 and EMBRAER 195 with all passengers on board have maximum ranges of 1,850 and 1,600 nautical miles, respectively, and each is available in the advanced-range version with maximum ranges of 2,450 and 2,300 nautical miles, respectively.
- *Ground servicing.* The underwing engine design and the existence of four doors, two in the front and two in the back, provide for enhanced accessibility and efficiency of ground services.
- *Cabin and cargo space.* We have enhanced passenger safety and comfort in the EMBRAER 170/190 jet family. The aircraft’s “double-bubble” design enables a four-abreast cabin, a wide aisle, greater interior space and headroom, and a larger baggage compartment than the regional jets of our competitors, including those regional jets that are in the development stage.

As of December 31, 2023, the EMBRAER 170/190 jet family had 100 orders in backlog and more than 1,680 aircraft have already been delivered to customers worldwide.

*E-Jets E2 Family*

In June 2013, we launched the second generation of our E-Jets family of commercial aircraft, named the E-Jets E2, comprising three aircraft, the E175-E2, E190-E2, and E195-E2. The E190-E2 and E195-E2 entered service in April of 2018 and September of 2019, respectively.

The launch of the E2 advances our vision of offering leading-edge commercial aircraft with a capacity for 70 to 150 seats, seamless mainline comfort, and performance for flexible and efficient utilization by regional, low-cost and network carriers. Our strategy is to offer all the benefits of a new design, but with the reliability of an updated platform and commonality with the EMBRAER 170/190 jet family. We have continually invested in the E-Jets program, so that our customers can stay competitive with aircraft that have the lowest operating costs and the highest passenger appeal.

In a typical single-class layout, the E175-E2 was extended by one seat row, compared to E175, and will seat up to 90 passengers, while the E190-E2 is the same size as the E190, with up to 114 seats. The E195-E2, compared to the E195, has grown by three seat rows and accommodates up to 132 seats in a typical single class configuration or up to 144 seats in a high-density configuration.

In 2015, two years after the launch of the program, we began to assemble the first of the E-Jets E2 family, an E190-E2, at our factory in São José dos Campos, and the Pratt & Whitney PW1900G PurePower® Geared Turbofan™ (GTF) engine for the Embraer E190-E2 and E195-E2 aircraft successfully completed its first flight initiating the engine’s flight test program.

In 2016, we launched the E190-E2, which made its first flight. In 2017, we launched the second model of the E2 generation, and announced that Azul, the largest operator of the current generation E195s in the world, would be the launch operator of the E195-E2.

In 2018, we received a Type Certificate from the National Civil Aviation Agency, the FAA and EASA for the E190-E2, the first member of the E-Jets E2 family of commercial aircraft, being the first time that an aircraft program with the level of complexity of the E2 received a type certificate from three major worldwide certification authorities simultaneously. In that same year, we delivered the first aircraft E190-E2 aircraft to Widerøe, the largest regional airline of Scandinavia.

In 2019, the E195-E2 received simultaneous approval and was certified by the Brazilian Aviation Authority, the FAA and EASA, and we delivered the first E195-E2, the largest of the three members of the E-Jets E2 family of commercial aircraft, which made its inaugural flight in that same year. The recipients were AerCap, the world’s largest aircraft leasing company, and Azul Linhas Aéreas Brasileiras S.A., or Azul, which is the global launch operator for the E195-E2. On December 12, 2019, the Embraer E175-E2 made its inaugural flight from our facility in São José dos Campos. This aircraft has a relevant market potential, being the most efficient and comfortable commercial aircraft in the market for the 76-seat category, whether to substitute the E175-E1 or to enhance the regional air mobility through new markets. However, on February 18, 2022, we announced a three-year pause on the development of the E175-E2 jet, which is expected to return to service in 2028, mostly because U.S. mainlines’ scope clauses are not expected to change at least until 2027. We constantly monitor discussions between airlines and the pilot unions regarding the maximum take-off weight (MTOW) limitation for aircraft with up to 76 seats. We intend to keep offering the E175-E1 with all the improvements made to the platform throughout the years of operation and feedback of our customers.

In 2022, we announced the launch of the E190F and E195F Passenger to Freight Conversions (P2F), designed to meet the changing demands of e-commerce and modern trade that require fast deliveries and decentralized operations. The full freighter conversion is available for all pre-owned E190 and E195 aircraft, with entry into service expected in 2024. In that same year, the Embraer E190-E2 was granted the Type Certificate by the Civil Aviation Administration of China (CAAC). On August 10, 2023, the E195-E2 was granted this same certification.

On December 15, 2022, the Embraer E195-E2 and E190-E2 were granted the Type Certification from Transport Canada Civil Aviation (TCCA), following certification from ANAC, the FAA (United States), and EASA (Europe) in 2019 and 2018 respectively.

In December, 2022, the first five of 50 Embraer E195-E2 ordered by Canadian company Porter Airlines were delivered. Porter was the North America entry customer for Embraer’s E195-E2 and opened up operations in the region. In November 2023, Porter increased 25 Embraer E195-E2 to its order, increasing the order to a total of 75 Embraer E195-E2.

In November 2023, the Embraer E195-E2 was granted certification for steep approach into London City Airport from EASA. This achievement is an important milestone, allowing airlines to operate the E195-E2 at London City Airport (LCY), known for its challenging approach and short runway. Together with the E190-E2, which received Steep Approach certification in 2021, both members of the E2 family are approved for operations from this meaningful airport.

Also in November 2023, the Embraer E190-E2 and E195-E2 was granted a type certification from the Civil Aviation Authority of Singapore (CAAS). Scoot, a low-cost subsidiary of Singapore Airlines, is expected to operate the E190-E2 in 2024.

As of December 31, 2023, the E-Jets E2 had 198 orders in backlog and 108 aircraft have already been delivered to customers worldwide. The main operators include airlines in various regions, such as Azul Linhas Aéreas (Latin America), Widerøe (Europe), Helvetic (Europe), KLM (Europe), Binter (Europe), Air Kiribati (Asia Pacific), Bevalia (CIS), Air Peace (Africa) and Porter Airlines (North America).

***Customers***

We have a diverse, global customer base, and our major operators for commercial aircraft include some of the largest regional, low-cost and mainline airlines in the world. As of December 31, 2023, our largest E-Jet customers by number of aircraft in service were SkyWest, Republic, Envoy Air, KLM, Mesa, Azul, Tianjn, JetBlue, LOT Polish, and Horizon Air. In addition, as of December 31, 2023, 80.0% of our firm orders in backlog for the current EMBRAER 170/190 jet family are from the airlines Republic Airlines, Skywest and American Airlines (Envoy Air). Moreover, our E-Jets E2 family backlog mainly comprises orders from the companies Azul, AerCap, AirCastle, Porter, and Azorra which represent 84.3% of our E-Jets E2 family orders.

We generally sell our commercial aircraft pursuant to contracts with our customers on a fixed-price basis, adjusted by an escalation formula. Our contracts generally include an option for our customers to purchase additional aircraft at a fixed-price option, subject to the same escalation formula. In addition, our contracts include a product support package to cover the entry into service of our aircraft, as well as a general warranty for such aircraft. Other provisions for specific aircraft performance and design requirements are negotiated with our customers. In addition, some of our contracts contain cancellation provisions and trade-in options.

***Sales and Marketing***

Our current marketing strategy is based upon our assessments of the worldwide commercial airline market and of the needs of our customers. We actively market our aircraft to international airlines and regional affiliates of major global airlines through our regional offices in the United States, Europe and Asia. Our success depends, to a significant extent, on our ability to identify our customers’ needs, including needs for customer service and product support, and to fill those needs in a timely and efficient manner while maintaining the high quality of our products. Our market and airline analysts focus on the long-term trends of the market, competitive analysis, product-enhancement planning, and airline analysis. In terms of direct

marketing to our customers, we rely on relationship development, social media, and professional network. As a way to keep our customers informed and enhance awareness and brand recognition, we participate at air shows and events, webinars and other forums. Besides São José dos Campos in Brazil, we have regional sales offices in Amsterdam, Holland; Fort Lauderdale, Florida, United States; Beijing, China; and Singapore.

***Production, New Orders and Options***

Prior to starting production or development of a new project, we secure letters of intent for future orders of a significant number of aircraft. We typically begin taking orders and building a backlog two years before we begin producing a new aircraft model, aiming to receive a significant number of orders before we deliver the initial aircraft. Once an order is taken, we reserve a place for that order on the production line, ensuring that we will maintain production sufficient to meet demand. Once a place is reserved on the production line, we are able to give customers delivery dates for their orders.

We include an order in backlog once we have received a firm commitment, represented by a signed contract. Our backlog does not include options and letters of intent for which definitive contracts have not been entered into.

Our options generally provide our customers the right to purchase an aircraft at a fixed price and on a specified delivery date, subject to escalation provisions, under a purchase agreement. Once a customer decides to exercise an option, we account for it as a firm order. Occasionally, we have extended the exercise date for our options and renegotiated the delivery schedule of firm orders, as well as allowed customers to convert their firm orders or options for one aircraft into firm orders or options for another aircraft within the same commercial aircraft family.

***Competition***

We generally face competition from major manufacturers in the international aircraft market. Each category of our products faces competition of a different nature and generally from different companies. Some of our competitors have greater financial, marketing, and other resources than we do. We currently face the strongest competition from the following aircraft:

- A220, former CSeries, 110 to 150-seat jets acquired by Airbus from Bombardier, which entered into service in 2016;
- ARJ21, a 90-seat regional jet produced by the Commercial Aircraft Corporation of China, or COMAC;
- SSJ100, a 103-seat regional jet produced by JSC Sukhoi Company;
- SpaceJet (former MRJ), a 76 to 88-seat jet which was under development by Mitsubishi Aircraft Corporation, but had its development suspended in 2020 and officially cancelled in 2023;
- CRJ-700, CRJ-900 and CRJ-1000, 70-seat, 86-seat and 98-seat regional jets, respectively, formerly produced by Bombardier, acquired by Mitsubishi Heavy Industries (MHI);
- Dash 8-400 (former Q-400) a 72-seat turboprop program from Bombardier acquired by Havilland Canada which belongs to Viking Air;
- ATR-72, a 68-seat turboprop produced by ATR Aircraft.

We are the leading manufacturer in the market for jets up to 150 seats in the world, with 29.0% market share in terms of accumulated deliveries, since 2004, according to Cirium.

The key competitive factors in the markets in which we participate include design and technological strength, aircraft operational costs, aircraft price, including financing costs, customer service and manufacturing efficiency. We believe that we will be able to compete favorably based on our aircraft

performance, efficiency, low operating costs, product development experience, global customer base, market acceptance, cabin design and aircraft price. In addition, while the competitive landscape has become increasingly aggressive, deals such as the Airbus acquisition of a majority stake in Bombardier’s C-Series Program, rebranded as A220, are evidence of the opportunities in the 100-150 seats market. With the Airbus sales team marketing the A220 Program, we believe customers who would not have previously considered aircraft of this size may seek our E190/E195-E2 as a comparable alternative.

**Executive Aviation Segment**

We design, develop and manufacture a variety of executive jets within our Executive Aviation segment. Our current portfolio of executive jets comprises the entry-level Phenom 100 EX, the light Phenom 300E the midsize Praetor 500 and the super-midsize Praetor 600.

We market our executive jets to companies, including fractional ownership companies, corporate flight departments, charter and air-taxi companies, high-net-worth individuals and flight academies, including independent, commercial airline and military flight academies. Our Executive Aviation segment accounted for 26.7%, 27.4% and 26.9% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. On December 31, 2023, our firm orders in backlog for our executive jets totaled US\$4.3 billion as compared to US\$3.9 billion on December 31, 2022.

In May 2005, we launched the Phenom 100 and Phenom 300, which are executive jets in the entry-level and light jet categories, respectively. The Phenom 100 jet, which carries up to eight people, received the Brazilian Aviation Authority and FAA certification in December 2008, the same month of its entry into service. The Phenom 300 carries up to eleven people and has a larger fuselage and wingspan and longer range than the Phenom 100. It received the Brazilian Aviation Authority and FAA certification and entered service one year after the Phenom 100. Since the inception of the Phenom 100 through the end of 2023, we delivered nearly 400 Phenom 100 aircraft and over 750 Phenom 300 jets. Focused on constant improvement, we launched the Phenom 100EV and the Phenom 300E in 2016 and 2017, respectively. In 2020, we introduced the new Phenom 300E, featuring enhancements in performance, comfort and on-board technology. The new Phenom 300E is currently the only in-production single-pilot jet to reach Mach 0.80, offering a quieter cabin and upgrades to its avionics suite. These features include predictive windshear and a runway overrun awareness and alerting system, which are our exclusive intellectual property and the first technology of its kind to be developed and certified in business aviation. The model was already granted its certification by the Brazilian Aviation Authority, EASA and the FAA.

In August 2020, we announced the Phenom 300MED, a unique medical evacuation (MEDEVAC) transportation solution suitable to Phenom 300 model series, which is also available for retrofit, through a partnership with the companies umlaut and Aerolite AG (Aerolite). Embraer and umlaut have jointly developed a new supplemental type certificate (STC) utilizing Aerolite equipment in 2021 and 2022. Certified in January 2023, STC is available for national aviation agencies such as EASA (Europe), FAA (United States) and ANAC (Brazil). Designed as an ideal solution for both civil and government applications, the MEDEVAC solution will be installed exclusively by Embraer’s award-winning Services & Support organization, ensuring the highest quality, reliability, and service experience, direct from the manufacturer.

In May 2006, we launched the Lineage 1000, an ultra-large executive jet based on the EMBRAER 190 commercial jet platform. The Lineage 1000 is configured to accommodate up to 19 passengers in a total cabin area of 750 square feet (70 square meters). The Lineage 1000 was certified by the Brazilian Aviation Authority in December 2008 and by the FAA in January 2009 and entered service in the first half of 2009. Continued investments in the Lineage 1000 resulted in the introduction of the Lineage 1000E, in 2013, which enhanced the customer experience by extending its range capability and offering new interior amenities. In 2019, we successfully implemented the sunset strategy of the Lineage 1000E. As of December 31, 2023, we delivered around 30 units under the Lineage 1000 program.

In April 2008, we formally launched two new programs in the medium cabin category, the medium-cabin jet Legacy 450, with a 2,575 nautical mile range and a capacity for up to nine passengers, and the



super midsize jet Legacy 500, with a 3,125 nautical mile range and a capacity for up to 12 passengers. The Legacy 500 was certified by the Brazilian Aviation Authority and the FAA in 2014, the same year that it entered service. The Legacy 450 was certified by the Brazilian Aviation Authority and the FAA in August 2015 and by the EASA in September 2015. In November of the same year, we announced an increase of the Legacy 450’s range in 2,900 nautical miles, and it entered service in December. In November 2017, we introduced the 5,800-foot cabin altitude for the Legacy 450/500 jets, which further enhanced customer experience. These two aircraft programs have helped strengthen our position in the market and establish our portfolio as one of the broadest in the executive aviation industry. Both the Legacy 450 and 500 had their final deliveries to customers in 2020, and were rebranded as Praetors.

In October 2009, we introduced the Legacy 650 jet, a large jet based on the Legacy 600 platform, with a longer range for up to 14 passengers. The Legacy 650 received the Brazilian Aviation Authority and FAA certification in October 2010 and February 2011, respectively, and entered service in November 2010. The latest evolution of the aircraft that started our Executive Aviation segment is the Legacy 650E, which introduces auto-throttle and interior enhancements, in addition to a ten-year warranty, which set a new industry standard for performance and reliability. In 2019, we successfully implemented the Legacy 600, 650 and 600E series sunset strategy and on the same year we had the final delivery of the Legacy 600, 650 and 600E series. As of December 31, 2023, we delivered approximately 110 Legacy 650 units.

In October 2018, we launched the new Praetor 500 and Praetor 600, the most disruptive and technologically advanced midsize and super-midsize jets, respectively, introducing unprecedented range into their categories. The Praetor 600 is the farthest-flying super-midsize business jet, which allows nonstop flights between London and New York. The Praetor 500 is the fastest midsize aircraft, capable of reaching Europe from the west coast of the US with a single stop. The Praetor 600 was certified and entered service in June, 2019 and in December of 2019, respectively. The Praetor 500 is the successor of the Legacy 450 in the midsize class as the Praetor 600 is for the Legacy 500 in the super midsize class. In 2020, we announced a series of breakthrough cabin enhancements for the Praetor 500 and Praetor 600. In addition to the lowest cabin internal atmospheric pressure in the class (equivalent to an altitude of 5,800 feet) and 100% fresh air capability, HEPA filter is a standard feature on all Praetor aircraft as well as an electric lavatory pocket door that enables the emergency exit to be moved away from the main cabin. In 2020, we announced the completion of the first European conversion of a Legacy 450 to a Praetor 500. As of December 31, 2023, we delivered 120 Praetor 500 units, including 22 Legacy 450 and 36 conversions from Legacy 450 to Praetor 500, and delivered 170 Praetor 600 units, including 80 Legacy 500. In May 2023, we logged 250 options orders of Praetor 500, worth US\$5 billion, for NetJets, one of the largest fractional operators in the world.

In October 2023, we launched the Phenom 100EX, the newest generation of the Phenom 100 series, with improvements focused on experience for both users and pilots. The Phenom 100EX represents an enhanced comfort, operational versatility, and single-pilot-friendly technology. The aircraft features a complete airstair, large entrance door, and an accessible baggage compartment. It offers the tallest and widest cross section in its class combined with extra-large windows. The cockpit is wider with further pilot legroom provided by extended seat tracking, an open-concept cockpit for easier communication with the cabin, and enhanced safety as the first in its class to offer Runway Overrun Awareness and Alerting System (ROAAS). Additional avionics improvements, as part of the Prodigy Touch, based on the Garmin 3000, include FlightStream 510, stabilized approach, predictive windshear, automatic 3D volumetric scanning with lightning and hail prediction, and more.

As of December 31, 2023, we had delivered more than 1,780 executive jets and our fleet had served over 1,070 customers in more than 70 countries. Our backlog comprises of over 300 aircraft.

**Competition**

Phenom 100EV and Phenom 300E competitors in the entry-level and light jet categories include Textron, Honda and Pilatus. In the medium cabin category, the Praetor 600 compete with Textron, Gulfstream and Bombardier aircraft, while the Praetor 500 compete largely with aircraft produced by Textron.

*Continuing Internationalization*

In October 2014, we announced an expansion to our Legacy 500 and Legacy 450 assembly complex in Melbourne, Florida, which more than doubled the size of our campus at the Melbourne International Airport. Since then, we have continued to expand our footprint into the complex, with delivery centers, assembly hangars, and paint and flight preparation facilities. As of December 31, 2023, our Melbourne campus had a constructed area of approximately 500,000 square feet.

**Defense & Security Segment**

We conceive, design, develop, manufacture and support a wide range of integrated solutions for the defense and security market. Our products include training, advanced training aircraft, aerial surveillance platforms, military transport aircraft, government transport aircraft and command, control, communications, computer, intelligence, surveillance and reconnaissance systems, border surveillance and security, and cybersecurity. We offer a complete portfolio of customer services, ranging from maintenance and material solutions to complete Contractor Logistical Support programs. Using our commercial platforms and executive jets, we also offer a comprehensive range of aircraft dedicated to transportation of authorities, medical evacuation and general transportation missions for the defense and security market.

As of December 31, 2023, we had sold more than 1,400 defense aircraft, including government transport aircraft, to more than 60 armed forces and operators worldwide. We are also the leading supplier of defense aircraft to the Brazilian Air Force based on the total number of aircraft in its fleet. Our Defense & Security segment accounted for 9.8%, 9.1% and 14.2% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. As of December 31, 2023, our firm orders backlog for our Defense & Security segment was US\$2.5 billion, as compared to US\$2.4 billion as of December 31, 2022.

*Products*

*Military Transport – C-390 Millennium*

The C-390 Millennium is a multi-role military transport aircraft developed to set higher standards in its class. The C-390 Millennium is efficient for cargo and troop transport, aerial resupply and humanitarian missions, among other uses, as well as for uses in adverse situations, evacuations, firefighting and aerial refueling (KC-390 Millennium version). Designed with modern engineering solutions, this aircraft is an innovation in military transport aviation. The C-390 Millennium features flexibility, strength, mobility, easy maintenance and advanced technology.

Between 2019 and 2023, we delivered six KC-390 Millennium multi-mission transport aircraft (the “K” denotes that these C-390 aircraft will also have aerial refueling capabilities) to the Brazilian Air Force. The Brazilian fleet has over eleven thousand flight hours, with an exceptional maturity level (operational reliability over 99.5%). In 2019, the Portuguese government signed the first export contract of KC-390 Millennium aircraft, including the acquisition of five aircraft and one flight simulator, together with a 12-year contract of services to support the fleet, which will be used for military transport. In the same year, the Portuguese Air Force received its first aircraft, which is the first KC-390 in NATO configuration.

During the COVID-19 pandemic, the Brazilian Air Force has operated the KC-390 in logistics transport operations, carrying essential supplies to combat the pandemic in Brazil. In November 2020, we entered into an export agreement with the Hungarian government for the acquisition of two aircraft in its KC-390 Millennium version, with the capacity to carry out in-flight refueling missions.

In June 2022, the Ministry of Defense of the Netherlands announced the decision to acquire five C-390 Millennium aircraft to substitute its fleet of C-130H Hercules. As of the date of this annual report, the procurement process is under negotiation.



In 2023, the Brazilian Air Force received its sixth KC-390 Millennium aircraft. The Brazilian fleet racks up over eleven thousand flight hours, with an exceptional maturity level (operational reliability over 99.5%). In the same year, the Portuguese Air Force received its first aircraft, which is the first KC-390 in NATO configuration. This aircraft has been presenting the same reliability and availability levels as those observed in the Brazilian based fleet, with very high productivity.

Another milestone for the KC-390 Program was the granting of the full operational capability, or FOC, certification by the Institute for Industrial Development and Coordination, which confirms that the aircraft can operate at its total capacity. Additionally, this certification ensures that the aircraft meets all design requirements and can perform all its designed missions.

Further demonstrating its value, the C-390 Millennium won the public bidding process for the Large Transport Aircraft, or the LTA, II program, which will supply new military aircraft to the Republic of Korea Air Force (ROKAF). South Korea is the first customer of the C-390 Millennium in Asia.

In 2023, Austria and the Czech Republic also selected the C-390 Millennium as their new multi-mission platform and began the contract negotiation phase. As of the date of this annual report, the C-390 Millennium is the tactical transport choice solution for seven countries: Brazil, Portugal, Hungary, the Netherlands, Austria, the Czech Republic, and South Korea.

As of December 31, 2023, the C-390 fleet had accomplished over 11,000 flight hours and 8,000 flight cycles.

*Close Air Support and Advanced Training – A-29 Super Tucano*

The A-29 Super Tucano is an aircraft equipped for close air support and counter-insurgency scenarios, containing integrated sensors, datalink, cockpit protection and multiple payload configurations. We believe that the Super Tucano is the market benchmark in its class, as it combines a rugged and reliable turboprop platform with a delivery system of high-precision class payload. The A-29 Super Tucano is also a full-fledged tactical trainer due to its handling features, low operational cost, and state-of-the-art avionics systems. Since its entry into service in 2004, a total of more than 260 units have been sold to 16 different countries by the end of 2023.

We have been acting as a subcontractor for the United States Government (“USG”) and have delivered to Sierra Nevada Corporation (“SNC”), a USG prime contractor, 47 A-29 Super Tucano aircraft to different countries. In 2021, we delivered nine aircraft to SNC, three of them for the AFSOC (Air Force Special Operations Command) Program of the United States Air Force, and six through the Foreign Military Sales program to the Nigeria Air Force Program. In addition, through our Gavião Peixoto unit, we delivered five more aircraft to an undisclosed customer, together with advanced training systems, mission planning and debriefing stations, optional equipment and logistics package.

In 2023, we announced the launch of the A-29N, a version dedicated to meeting the operational requirements of the NATO. In addition, we and FAB entered into a Memorandum of Understanding (MoU) to study a technology upgrade package known as Mid-Life Upgrade (MLU) for the Brazilian Air Force fleet.

*Fighter –F-39 Gripen Program*

In July 2014, we entered into an agreement with Saab AB, or Saab, to collaborate in a joint management program for the F-X2 Project, currently called F-39 Gripen Program, pursuant to the selection of the Gripen NG as Brazil’s next generation fighter jet. Under this agreement, we have performed a material role in the overall program, and we have also taken an extensive share of work in systems development, integration, flight testing, final assembly and aircraft deliveries of both the single and the two-seat version of the state-of-the-art Gripen NG aircraft for the Brazilian Air Force.

In 2023, we and Saab inaugurated the production line of the Gripen E fighter in Brazil, at our unit in Gavião Peixoto, Brazil. The first two aircraft are already under production in our facility. Out of the 36 aircraft acquired by the Brazilian Air Force, 15 will be assembled on that production line.

*Special Transport Aircraft*

In 2021, we have entered an agreement with Aerodata AG for the sale of a Praetor 600 jet to be converted into an aircraft to fulfill a variety of different in-flight inspection missions. In 2022, this aircraft was completed and delivered to Aerodata for integration of mission equipment and systems. In fourth quarter of 2023, the aircraft was delivered to the final customer.

***Modernization Programs***

We offer military aircraft modernization services and currently have three ongoing programs under contract, two of them with the Brazilian Air Force and one with the Brazilian Navy.

The A-1M modernization program focuses on modernizing the AM-X aircraft, which is an aircraft developed by us and sold to the Brazilian Air Force approximately 20 years ago, and the platform naturally became technologically outdated overtime. From 2013 through 2021, we delivered 11 modernized aircraft and the program was completed with the Verification Plan by the Brazilian Air Force in 2021. We started demobilizing the production line, which process we expect to complete in 2024.

The other program with the Brazilian Air Force relates to the modernization of five E-99M Airborne Early Warning and Control (AEW&C) aircraft. The agreement also accounts for six mission planning and analysis stations, which will be employed for training and crew development. In 2020, the first two units were delivered and one more was delivered each year through 2022. In 2023, the program obtained the FOC (Full Operational Capability) certification and delivered the last modernized aircraft in the final configuration. In 2024, the aircraft delivered between 2020 and 2022 will be reconfigured to the FOC version, followed by demobilization of the program.

The modernization program with the Brazilian Navy is the upgrade of A-4 Skyhawk fighter jets (AF-1 per the Brazilian Navy’s Designation), with the purpose of incorporating new technology, including new avionics, radar, power generation and independent oxygen generating systems. By 2022, all seven modernized AF-1 (AF-1B) fighter jets were delivered to the Brazilian Navy, as well as the fixed-base simulator AATD (Advanced Aircraft Training Device). In 2023, the aircraft received the FOC certification, and in 2024, the aircraft will be reconfigured to the FOC version, followed by demobilization of the program.

***Radars and Land Systems Programs***

Our portfolio of capabilities with respect to radars and land systems includes the development, integration, project management, sourcing, manufacturing, implementation, deployment and life cycle support of radars and land systems for multiple applications, including: low-altitude air defense, surface surveillance, air traffic control, identification friend or foe (IFF), medium-range air defense, surveillance and early warning, monitoring and protection of borders, protection of critical infrastructures, among others. Our products include both fixed, modular, and transportable solutions. Our line comprises a comprehensive range of products, namely the SENTIR M20 ground surveillance radar, the SABER M60 short-range air defense radar, the S200R air traffic control and air defense radar, the SABER M200 VIGILANTE medium-range air defense radar, among other integrated solutions. One of these solutions is the Integrated Boarder Monitoring System (SISFRON), with the purpose to monitor Brazil’s land borders, which system architecture, development and implementation is led by Embraer.

In 2022, we entered into an agreement with the Brazilian Army for the supply of four SABER M60 v2 radars, which were delivered in the fourth quarter of 2023 following a successful factory acceptance test. Those radars will add to the more than 30 other SABER M60 radars that were delivered to the Brazilian Army in prior years.

In 2023, the M200 Vigilante radar, which operates as a medium-range sensor for Airborne Surveillance and Early Warning applications, has completed its development phase, and has moved on to the technical and operational validation phase. At this stage, the first tests were successfully completed, including the deployment of the equipment to the Amazon on a Brazilian Air Force’s KC-390 Millennium aircraft.

In 2023, we started the development of a counter battery radar, which was contracted by the Brazilian Army in 2022 and will count on the same knowledge and technology applied to the SABER M200 radars.

Also in 2023, we signed a contract with the Brazilian Army for the supply of nine units of the M20 radar.

In 2022, the Brazilian Army completed the first phase of its Integrated Border Monitoring System (SISFRON) program, which largely strengthened the presence and the action of the Brazilian Armed Forces along the western borders of Mato Grosso and Mato Grosso do Sul states. In 2023, to support phase 2 of the Integrated Border Monitoring System (SISFRON) Program, we delivered radars related to our contractual deliveries to Preliminary Design Reviews and Critical Design Reviews of the Tactical Communications, Command and Control Centers and Civil Infrastructure solutions.

***Principal Defense & Security Subsidiaries and Joint Ventures***

*Atech*

Since 2013, Atech has worked in many strategic projects for the Brazilian government, including our LABGENE (*Laboratorio de Geração de Energia Nucleoeletrica*) program and the Brazilian air defense systems. It is also responsible for the development, implementation and modernization of the Brazilian air traffic control centers. The LABGENE program continues to advance, and in 2023, Atech delivered the External Nuclear Detection System (SDNE) and Internal Nuclear Detection System (SDNI) to the Brazilian government.

In 2023, Atech entered into agreements with the Brazilian Air Force for the update and modernization of the air defense system (DACOM) and for the update, modernization and expansion of the Brazil’s airspace management systems. In addition, Atech entered into an agreement with AAI-India for maintenance and support of the SKYFLOW system, located in New Delhi.

Atech is part of the consortium of companies contracted to build four Tamandaré Class Frigates to the Brazilian Navy. In 2023, we started the assembly of the integration and testing environments of the Combat Management System (CMS), which was an important milestone in the development of the program. In addition, Pre-Interface Tests (IPT) were conducted between the frigates’ weapon systems and the CMS.

Atech is a strategic partner of Eve Air Mobility, and applies its expertise in the development, deployment and support of air traffic flow control and management systems to enable the future of urban air mobility. In the context of this partnership, we signed a contract for the development of Phase 2 of the Urban Air Traffic Management (UATM) system as a continuation of Phase 1, delivered in 2022.

*Visiona Tecnologia Espacial S.A.*

In 2012, Embraer and Telecomunicações Brasileiras S.A., or Telebras, formed Visiona Tecnologia Espacial S.A., or Visiona, of which Embraer holds a 51% stake and Telebras 49%. Through this joint venture, Visiona became the prime contractor for the Brazilian Strategic and Defense Communications Geostationary Satellite (SGDC), with responsibility for the system integration.

In 2022, the VCUB-1 Nano Satellite program advanced to the environmental and integration tests. The satellite was launched into space in 2023 aboard SpaceX’s Transporter 7 mission and is currently on Earth orbit.

In 2023, Visiona entered into a partnership agreement with Telebras in the amount of R\$220.0 million for the distribution of services to government entities and signed a Technological Innovation Subsidy contract with FINEP (Brazilian Government’s Financier of Studies and Projects) for the development of a new very high resolution (VHR) observation satellite.

*Águas Azuis*

Founded in 2018 and awarded its first contract in 2019, Águas Azuis is a consortium between Embraer, Atech and Thyssenkrupp Marine Systems, and is the preferred supplier to build the Tamandaré Class Frigates for the Brazilian Navy. The first frigate (FoC - First of Class) started its keel laying in March 2023 and, at the end of the year, surpassed the 50% completion mark. As of the date of this annual report, two frigates are being manufactured.

**Competition**

Our military aircraft faces competition from various manufacturers in different countries in each market segment. The A-29 Super Tucano competes in the close air support market with the Textron AT-6 (United States), L3 Harris’ SkyWarden (United States), KAI KA-1 (South Korea), TAI Hürkuş (Turkey) Aero Vodochody L-39\_NG (Czech Republic), among others. In the training market, it competes with the Pilatus PC-21 (Switzerland), Textron T-6A/B (United States)), among others.

In the military transportation segment, the C-390 Millennium operates in the medium airlift segment in the 20-ton category. Its main competitor is the Lockheed Martin C-130J (United States). Due to the multi-mission design of the C-390 Millennium, including medical evacuation, search & rescue, firefighting, air-to-air refueling, transport of troops and aerial resupply, we expect specific competition in each segment: Airbus A400M and Kawasaki C-2, in the air-to-air refueling segment;, Airbus C-295 search and rescue segment, Leonardo C-27J in the passenger aircraft convertible into troop transportation aircraft segment, Ilyushin IL-76 in the firefighting aircraft segment, as well as C-130J, which is our biggest competitor in all of these categories.

In the VIP transportation segment, which comprises the aircraft that will be used by government officials and authorities, our business jets face competition from the main manufacturers of business jets, such as Textron and Gulfstream in the United States, Bombardier in Canada, and Dassault in France.

**Services & Support Segment**

On December 20, 2016, we announced the creation of Embraer Services & Support, which is a services and customer support business unit that brings together capabilities that were previously allocated to each business segment. Our Services & Support segment is responsible for developing solutions in support of current and new products and services, as well as for managing the associated processes and resources.

Our Services & Support segment currently supports approximately 4,580 products and more than 2,000 customers located in approximately 100 countries. This operating segment also supports the Commercial Aviation, Executive Aviation and Defense & Security segments through a network of specialized operations in dedicated sites, such as warehouses, MRO facilities, training centers with full flight simulators and more than 200 field support representatives, who work side-by-side with operators to understand their specific needs and ensure product performance.

Through a comprehensive portfolio of services covering all segments, our team of experts offer:

- Field support for on-site or remote assistance for operational and technical challenges, ensuring maximum performance and convenience;
- Technical support, offering leverage analytics, engineering expertise, and real-time fleet monitoring to meet our operators' technical needs with precision and cutting-edge efficiency;
- Flight operations solutions to enhance our customers' operations through tailored solutions, consulting, supervision, and training resources, optimizing efficiency and safety;
- Aircraft modification, elevating our fleet's performance with expert execution and coordination of system upgrades, along with cabin, avionics, and connectivity modifications for a superior onboard experience;
- Meticulous materials management, ensuring seamless availability of parts for both scheduled and unscheduled maintenance;
- Optimized maintenance solutions prioritizing efficiency and safety for sustained operational excellence;
- Training programs to prepare the flight crew, maintenance technicians, and operations personnel to achieve the highest levels of competence; and
- 24/7 technical support at our customer care center, providing assistance to every product platform we have to offer, from the EMB-120 Brasilia to the E-jets E2 and Praetor 600.

Our global network of over 10 owned MROs and more than 75 authorized service centers are designed to support our customers with effective, reliable, and efficient customized solutions. Our MROs are located in the following countries and regions:

- United States: Meza–AZ, Fort Lauderdale–FL, Melbourne–FL, Nashville–TN, and Macon–TN;
- Brazil: Sorocaba–SP, Gavião Peixoto–SP, and São José dos Campos–SP;
- France: Le Bourget; and
- Portugal: Alverca.

Our global logistics capabilities and warehouses provide our customer with unparalleled access to a comprehensive inventory of spare parts. We are also able to assist with new parts planning and repair management systems to ensure the operation runs without any issues. Our warehouses are located in the following countries and regions:

- United States: Davie and Fort Lauderdale;
- France: Mitry Mory;
- Singapore;
- China: Beijing;
- Brazil: Sao Jose Dos Campos and Taubaté.

Our Services & Support segment accounted for 26.9%, 27.9% and 27.0% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively. As of December 31, 2023, our firm orders in backlog for our Services & Support segment were US\$3.1 billion, compared to US\$2.6 billion as of December 31, 2022.

In 2023, new contracts and renewals were signed in our Flight Hour Pool Program (which is an agreement that allows the customer to receive support for a wide range of repairable components for their fleet based on its flight hours) with customer operators such as: Porter Airlines, SKS, Star Air, Marathon Airlines, Sky High, Royal Jordanian Airlines, Fly Amelia, National Jet Express, a Rex Group company, Scoot, LuxAir, among others.

Furthermore, digital evolution continues to be key in our business. In 2023, several resources were launched to improve the customer experience, such as the (i) electronic commerce tool for purchasing or renewing services, such as technical publications, the Aircraft Health Analysis and Diagnosis, or AHEAD (which is an operational management tool that continuously monitors aircraft inflight through automatic transmission of aircraft system alert messages to the ground), and smart troubleshooting, (ii) “customer academy,” which consists of tutorials for customer support, and (iii) improvements to the eParts system (which is a system that allows the customers to manage and purchase aircraft parts such as parts request, order tracking, quotation, material return, among others).

***Services & Support related to the Commercial Aviation Industry***

Our teams of highly skilled technicians work directly with the Commercial Aviation operators to design a maintenance package that address the needs of the business unit, such as:

- Flight-Hour Pool Program, which allows airlines to minimize upfront investment in high-value repairable inventories and resources using Embraer’s expertise and vast component repair service provider network. The program results in significant savings on repair and inventory carrying costs, reduction in warehousing space, and virtual elimination of repair management resources;
- Embraer Collaborative Inventory Planning (ECIP), which is a tailored expendable spare parts inventory management program designed to assist customers reduce operational costs by optimizing inventory levels;
- Embraer Parts Exchange Program, which offers operators a highly comprehensive list of rotatable parts available for ad-hoc exchanges which includes the exchange and repair costs; and
- Customer Stock Optimization, which comprises strategic management and allocation of inventory to meet customer demand while minimizing excess stock and associated costs.

We constantly monitor customer satisfaction levels and keep open communication channels with them to understand customer needs and define the most appropriate actions for the continuous improvement of our support. To do so, we use the following tools and forums:

- annual customer support satisfaction survey to identify our competitive position;
- specific action plans and commitments with each customer, known as Customer Integrated Action Plans;
- teamwork and systematic identification and integrated action plans to solve problems affecting us, our suppliers and customers;
- periodic dedicated meetings at the customer’s headquarters;

- Embraer Operators’ Conferences, which are held once a year and in different regions of the world, with the presence of all operators of E-Jets and E2s, as well as suppliers and partners;
- Maintenance Cost Workshop, a yearly event held to share best maintenance practices and discuss cost reduction initiatives among operators and the Embraer team;
- eTalks, which is a series of monthly lives created to keep customers informed and updated about different subjects related to Embraer Services & Support;
- interactive forums for discussions in the web portal FlyEmbraer, fostering the exchange of experiences among operators and Embraer;
- participation in international fairs related to maintenance, technology, customer relationship management and others; and
- an internal program, Embraer Excellence in Customer Experience, which aims to address changes in the Services & Support segment of the commercial aviation division, in order to elevate the performance of our Commercial Aviation segment, covering current and future market needs, with the purpose of obtaining the highest levels of customer satisfaction based on their experience in the commercial aviation industry.

In the second quarter of 2023, the new generation version of the AHEAD system was launched. AHEAD is a tool that helps airlines and customers to implement digital predictive maintenance on their E-Jet E1 and E2 fleets, using data to identify and predict potential issues before they become critical.

In the third quarter of 2023, Embraer-CAE Training Services announced the expansion of the joint venture between CAE Training Services and Embraer, with the purpose of including training programs for pilots and cabin crew for the E-Jet E2 family. The new pilot training program will take place in Singapore and will feature a new state-of-the-art full flight simulator for the E2 E-Jets at the on-site CAE Flight Training Center.

During the fourth quarter of 2023, we reached an important milestone with the passenger aircraft conversion program for cargo aircraft, which was the official launch of the aircraft, revealing its painting scheme to the market, and initiated ground testing. Pursuant to this program, full freighter conversion is available for all pre-owned E190 and E195 aircraft, with entry into service expected in 2024.

#### ***Services & Support related to the Executive Aviation Industry***

Services and support provided to Executive Aviation aircraft continue to be strong, mostly driven by the high volume of aftermarket aircraft transactions and the addition of new customers to our Executive Care program, which is a comprehensive airframe maintenance program carefully designed and managed by Embraer to provide a simple and predictable way for budget aircraft’s maintenance costs. We have also improved our services and support structure to enhance our customers’ experience.

To measure our customers’ satisfaction, we implemented the Customer Experience Program, supported by a marketing tool that measures customer satisfaction based on the customer’s experience. The score and feedback received allow us to be more responsive on developing initiatives as well as predict their needs.

Our Customer Care Center has a team of specialists dedicated to support all Embraer Executive Aviation and offers complete and timely assistance for their operational, technical and maintenance needs. It operates 24 hours a day, seven days a week, and is based at Embraer’s headquarters in São José dos Campos. Its priority is to minimize downtime from the customer’s first contact to final completion, by quickly and efficiently applying appropriate resources to critical needs, assuring that customers have expert assistance anywhere in the world.



Since 2014, our product support consistently achieved top rankings in our industry surveys. In 2016, we secured the number one position in both the Aviation International News (AIN) and Pro Pilot Product Support Surveys for the first time. The following year, AIN again recognized us as the leader in product support. In 2018, we claimed the top spot in the Pro Pilot Product Support Survey and secured the second position in AIN’s survey. In 2020, we maintained our top-ranking status across all categories in Pro Pilot’s Product Support Survey. In 2021, Pro Pilot’s Survey maintained our top-ranking status in various categories, such as company response time, costs of parts, and overall ranking. By 2022, we advanced to first place in AIN’s Product Support Survey and secured the second spot in Pro Pilot’s Survey. Overall results and customer satisfaction on executive jets kept Embraer at the top of the 2023 product support surveys, earning first place in Professional Pilot Magazine and third place in AIN.

In 2023, we successfully implemented a new full flight simulator for the Phenom 300E in Las Vegas, Nevada. Additionally, for the fifth consecutive year, Embraer fixed-base operator, or FBO in Sorocaba, São Paulo, was recognized as the best FBO in Brazil, according to 2023 Aviation International News research. This recognition is a result of our continued commitment to improve our solutions, including the expansion of the Sorocaba on-site service center in 2022.

Furthermore, in 2023, in partnership with FlightSafety, we implemented the third full flight simulator for Praetors, in Orlando, Florida, and launched the auto throttle for Phenom 300E aircraft.

In July 2023, we celebrated 40 years of our presence in France. We currently have a Business Jet Service Center in Le Bourget and a warehouse in Mitry-Mory, France, just outside Charles De Gaulle Airport.

In 2023, Embraer-CAE Training Services announced the expansion of its training capacity with two new Phenom 300 flight simulators to meet the growing demand for training in executive jets in the United States and Europe. In the same period, we partnered with Elite Jets to replace the seats in the Phenom 300 fleet with our new logo and announced the doubling of our maintenance capacity through the extension of our service centers in the United States, including increasing from one ground handling team to 28 teams distributed around the country supporting all MROs.

***Services & Support related to the Defense & Security Industry***

The Services & Support segment provides solutions to several air forces and government entities through our comprehensive portfolio. These solutions are tailored to our customer needs and may include provision of material, training, maintenance, engineering and other aspects that will enhance fleet availability and mission readiness.

Our support services may range from simple transactional sales to integrated support programs. We assess our customer capabilities and requirements to define the integrated solution that will keep the fleet operating in the most effective way.

The multi-mission C-390 Millennium has a dedicated team to design and implement the most effective entry into service solution. The customer participates directly in the process, alongside the Embraer team, encompassing overall strategy as well as specific details, assuring a reliable and smooth operation from the beginning of the process.

As part of the integrated support program, we also provide services to new and existing customers of our Super Tucano, which is an aircraft used by several air forces around the world.

Additionally, we also provide support aircraft services to passenger carriers from several government organizations. For instance, we have support services designed to fulfill requirements, including sale of spare parts, maintenance, training and technical support, among others, relating to (i) recent aircraft Phenom 100, Phenom 300, Legacy 450; (ii) older aircraft, including Legacy 600 and ERJ-145, and (iii) legacy aircraft, including Bandeirantes (EMB-110) and Brasília (EMB-120). Through the support services we provide to our customers, we can complement commercial or business aircraft with equipment and sensors, thereby making our customers’ fleet available for different types of missions.

In 2022, Embraer Services & Support for the Defense Market also achieved important milestones, as the second phase of the SISFRON program, which started in the first quarter of 2022.

During the same year, new temporary support contracts were signed with the Brazilian Federal Police for two E175s and with SATENA, which represented new revenue to Embraer Services & Support. New agreements also include sustainment engineering (aircraft support and maintenance); pilot training; M60 radars on demand and technical representative contract for the Legacy 500 fleet.

Also in 2022, the Services & Support segment team supported the preparation for entry into service of the C-390 fleet of the Portuguese Air Force and the Hungarian Defense Force and the operation of 100% of the Super Tucano fleet in the Philippines. In training, the team assisted in the first and successful operation of the KC-390 to airdrop cargo supplies at the Brazilian Research Base in Antarctica, in addition to completing pilot training in the Turkmen Air.

In the Defense & Security segment, the Services & Support segment entered into an integrated logistics support contract, or ILS for the A-29 with the Chilean Air Force and Embraer’s participation in the first meeting of the C Users Group -390, organized by the Portuguese Air Force.

In June 2023, a major milestone was the inauguration of the first complete flight simulator for the KC-390 Millennium multi-mission jet at the Embraer Academy, located at the Eugênio de Mello unit in São José dos Campos–SP, Brazil. In addition, the execution of spot contracts for spare parts and repair with the Philippine Air Force, and the ILS contract with the Hellenic Air Force were relevant accomplishments.

In 2023, a major milestone was the extension of the ILS contract for the Brazilian Air Force fleet, consisting of 24 ERJ-135, Legacy 600 and AEW aircraft. In our management’s view, ILS is the preferred choice in the defense market, which we believe will guarantee our military and government customers the availability of assets at predictable and competitive costs.

*OGMA*

OGMA, an Embraer subsidiary located in Alverca, Portugal, combines the accumulated know-how as an aircraft manufacturer and maintenance service provider. It offers worldwide MRO services, for defense, commercial and executive aviation as well for aircraft engines and components. Furthermore, OGMA plays an important role as a major aerostructures supplier of integrated solutions to OEMs and first tier suppliers. OGMA delivers assemblies and sub-assemblies of both metallic and composite materials. Embraer owns 65% of the voting capital of OGMA and the Portuguese State owns the remaining 35%.

In 2018, OGMA celebrated 100 years of activity in the aeronautical market. Since its formation, OGMA has been investing in the areas of MRO and manufacturing of aerostructures. In 2018, it also entered into an agreement for the maintenance and management of the Brazilian Air Force’s C-130 aircraft fleet, strengthening OGMA’s position in this market. OGMA further extended the MRO spectrum, obtaining certification for maintenance of the Rolls-Royce AE1107 engine. In addition, it also entered into a pylon manufacturing agreement with one of the largest manufacturers of executive aircraft.

In 2020, OGMA entered into 12 new contracts to provide MRO services to defense and security and commercial aviation segments, and repair of maintenance components, such as those related to hydraulic, pneumatic, fuel, electrical and avionics systems. Still in 2020, OGMA became a new authorized maintenance center for Pratt & Whitney engines, as a result of a project developed by OGMA, with the support of Embraer, over the prior 12 months, allowing the expansion of its scope of services in the area of engine maintenance, and marking the entry of Pratt & Whitney maintenance, repair and overhaul in Portugal.

In 2021, OGMA had major achievements such as: Pratt & Whitney signed agreement for PW GTF Engines, the Rolls-Royce AE 2100 Program: Delivery of the first Nacelle within the contracted TAT, and an agreement for OGMA Aeronautical Academy. Also, featured in Aerospace & Defense Review, OGMA has been ranked as one of the “Top 10 MRO Service Companies in Europe 2021.”

In 2022, OGMA delivered the last F-16 to the Royal Netherlands Air Force (RNLAf); the second ERJ-175 for the Brazilian Federal Police; and also delivered C-130 for the Portuguese Air Force.

OGMA has also achieved two important market recognitions, being ranked as one of the “Top 10 MRO Service Companies in Europe in 2022” by Aerospace & Defense Review. OGMA was also named as one of the best places to work, ranking first in the aviation industry, according to the employer branding study developed by Randstad Portugal.

In 2023, OGMA carried out the first base maintenance of an E2 aircraft, the first in the world, and completed the maintenance of the C-295 aircraft to the Portuguese Air Force.

During the second quarter of 2023, OGMA carried out maintenance on model EH101 helicopters from the Portuguese Air Force and model C-295 and C-130 H aircraft from the Brazilian Air Force. OGMA also carried out the first heavy C-Check maintenance (which is a maintenance check performed every 20–24 months) on the three E2 aircraft from Widerøe, the largest regional airline in Scandinavia. These aircraft are part of the first group of aircraft to undergo this type of maintenance in the world.

In the third quarter of 2023, after maintenance services, we delivered ERJ-145 aircraft to Loganair, ERJ-135 to the Indian Air Force, EJet170 to the Royal Oman Police and Nordic Aviation Capital, 190E2 aircraft to Placard, C-130 to the Chilean Air Force and the Chadian Air Force, and F-16 and EH- helicopter 101 to the Portuguese Air Force. Around 25 Rolls-Royce engines were also delivered after repair and maintenance. Regarding aerostructures, OGMA delivered several manufactured and assembled parts to our main customers.

In the last quarter of 2023, we delivered C-295 aircraft to the Portuguese Air Force and began heavy maintenance training for the GTF engines.

**Other Segments**

We provide to Sikorsky Aircraft Corporation and Helicopter Support Inc., both Lockheed Martin Co. companies, parts for structural, fuel, mechanical and hydraulic systems, to support their aftermarket. We had provided to Sikorsky, services of development and manufacturing of the landing gear, fuel system and fuel tanks for the S-92 and H-92 Helibus helicopters. We also have in our Other segments pipeline the Ipanema, a crop duster aircraft developed in the 1970s pursuant to the specifications of the Brazilian Ministry of Agriculture. In its seventh generation, all new Ipanema aircraft are delivered with engine powered by biofuel (Ethanol). As of December 31, 2023, we had delivered a total of 1,606 of these aircraft, including 65 in 2023. We also have Ipanema in our Other segments pipeline, which is a crop duster aircraft developed pursuant to the specifications of the Brazilian Ministry of Agriculture. These aircraft are produced only on demand. As of December 31, 2023, we had delivered a total of 1,606 of these aircraft, including 65 in 2023.

Our Other segments also include services related to the development and certification of eVTOLs, including the creation of a maintenance and services network for eVTOLs and the creation of an air traffic management system for eVTOLs (urban air mobility, or UAM business). The operating income (expenses) presented in our Other segments refers substantially to expenses incurred in the business combination with Zanite.

Our Other segments accounted for 1.5%, 1.6% and 0.6% of our revenue for the years ended December 31, 2023, 2022 and 2021, respectively, and accounts for revenues of our subsidiary Tempest in 2023 and 2022. For more information, see Note 36 to our 2023 audited consolidated financial statements.

***Tempest Security Intelligence***

Founded in 2000, Tempest Security Intelligence, or Tempest, is the leading cybersecurity company in Brazil, providing complete solutions for business protection in the digital world. The portfolio of products and services provided by Tempest is aligned with the framework of the National Institute of Standards and Technology (NIST), a non-regulatory government agency linked to the Technology Administration of the United States Department of Commerce. With more than 450 professionals and offices in Recife, São Paulo and London, Tempest has ensured the protection of more than 800 companies of all sizes and industries providing comprehensive end to end portfolio with more than 80 solutions which include consulting, managed security services and integration services.

In 2020, we became the controlling shareholder of Tempest, and in 2023, we increased our interest to 76.6% of the total shares of Tempest, which reinforces our focus on cybersecurity matters, as Embraer continues to grow and expand its operations.

In 2023, Tempest established a new security advisory area that aims to improve knowledge about cybersecurity across all of its segments, promoting more effective integration between the chief information security officers and the client’s board members. Through this effort and designed offerings, Tempest seeks to strengthen resilience against digital threats, providing leaders with the necessary tools to actively contribute to cybersecurity.

In 2022, Tempest launched the *Prospero* suite, a new integrated management platform dedicated to cybersecurity services and solutions. The platform provides support and analysis for its users at all levels, including operational processes such as data management and consumption, and strategic decisions. As of December 31, 2023, we had 139 customers using the *Prospero* suite.

In 2023, AllowMe, a business unit of Tempest dedicated to developing anti-fraud software, was sold to Serasa Experian for US\$45 million. The transaction is in line with our long-term strategy of consistent focus and growth in the cybersecurity market (and not the anti-fraud market) through Tempest.

In 2023, according to Frost & Sullivan, the threat intelligence market grew 34% compared to 2022, as a result of successful strategic adjustments and an increase in sales. Our teams devoted significant efforts to understand market demands, resulting in solutions more closely aligned with customer needs. The significant result of 57% sales growth in 2023 compared to 2022, reflects not only the quality of our offerings but also the adaptability of our team in the market landscape, and Tempest’s ability to give a software-based approach to our service-based solutions, leading to a more scalable and profitable business.

As part of the strategy, *Prospero* suite grew its usage base by 58% in 2023 as compared to 2022. Additionally, we introduced significant enhancements to the *Prospero* suite, launching the access management area, and providing greater autonomy and efficiency to our clients. In August 2023, we completed and made available to clients the full integration of the takedown solution into *Prospero* suite, further expanding the range of accessible services. Also, we integrated consulting services into the platform, providing the access to services results and proposals estimate.

**Aircraft Operating Lease Activities**

In order to provide better financial support to our commercial activities, as well as to manage and reduce financial risks related to the marketing of aircraft, we created ECC Leasing in September 2002. ECC Leasing has been able to remarket aircraft in its portfolio with conditions and at values similar to market conditions and without any guarantee from Embraer. All sale and leasing transactions were entered into based on market rates, helping to sustain the present and future value of our products.

In January 2017, ECC Leasing merged with Embraer Netherlands, with its assets and activities incorporated under Embraer Netherlands. The mission of Embraer Netherlands, as our company responsible for aircraft operating lease activities, is to manage and remarket Embraer’s aircraft portfolio, which as a result of contractual obligations, may be acquired by us via trade-in transactions. We also provide remarketing services to third parties looking to sell their Embraer manufactured aircraft.

In 2023, Embraer Netherlands did not sell and deliver any aircraft, compared to one aircraft delivered in 2022, for a total amount of US\$24.5 million, three aircraft delivered in 2021 for a total amount of US\$8.6 million and two aircraft delivered in 2020, for a total amount of US\$6.5 million. Since ECC was established in 2002 through December 31, 2023, this business segment handled 267 aircraft, of which none is available or under sale negotiations.

We believe the results of Embraer Netherlands will be largely dependent on market conditions, aircraft availability levels and the demand for jets mainly in the 70 to 150-seat category.

Markets

The following table sets forth our revenues by segment and geographic region of end users for the periods indicated:

	Year ended December 31,		
	2023	2022	2021
	Recast <sup>(1)</sup> (in US\$ millions)		
<b>Commercial Aviation</b>			
North America	1,489.4	1,234.7	687.6
Latin America (except Brazil)	32.2	—	—
Asia Pacific	—	—	3.3
Brazil	4.2	2.4	1.8
Europe	293.8	234.9	494.5
Others	27.2	71.9	129.2
<b>Total</b>	<b>1,846.8</b>	<b>1,543.9</b>	<b>1,316.4</b>
<b>Executive Aviation</b>			
North America	1,054.1	914.1	807.2
Latin America (except Brazil)	21.4	20.0	4.1
Asia Pacific	20.1	—	27.6
Brazil	85.7	87.8	62.1
Europe	226.9	212.6	229.1
Others	—	9.9	—
<b>Total</b>	<b>1,408.2</b>	<b>1,244.4</b>	<b>1,130.1</b>
<b>Defense &amp; Security</b>			
North America	1.0	2.9	58.1
Latin America (except Brazil)	—	1.4	3.0
Asia Pacific	67.1	3.6	80.8
Brazil	141.9	210.2	285.8
Europe	304.9	194.0	158.7
Others	0.5	0.5	8.0
<b>Total</b>	<b>515.4</b>	<b>412.6</b>	<b>594.4</b>
<b>Services &amp; Support</b>			
North America	737.8	706.0	614.0
Latin America (except Brazil)	44.6	31.6	30.7
Asia Pacific	117.3	97.3	97.9
Brazil	141.4	132.1	106.1
Europe	305.1	242.8	234.4
Others	71.4	56.9	49.1
<b>Total</b>	<b>1,417.6</b>	<b>1,266.7</b>	<b>1,132.2</b>
<b>Other Segments</b>			
North America	—	—	1.3
Brazil	80.5	72.7	22.8
Europe	—	0.1	—
<b>Total</b>	<b>80.5</b>	<b>72.8</b>	<b>24.1</b>

(1) Cybersecurity operations held by Tempest are no longer part of the Defense & Security segment. From the first quarter of 2023, these operations have been reported as part of Other Segments. Due to the change mentioned, the operating segment financial information for the year ended December 31, 2022 have been recast for consistency of presentation.

**Suppliers and Components; Risk-Sharing Arrangements**

We do not manufacture all of the parts and components used in the production of our aircraft. As of December 31, 2023, 75.2% of our consolidated production costs in our Commercial Aviation, Executive Aviation and Defense & Security segments consisted of materials and equipment purchased from our risk-sharing partners and other major suppliers. Risk-sharing arrangements with suppliers of key components enable us to focus on our core business: design, development, manufacture and sale of aircraft and systems for the Commercial Aviation, Executive Aviation, and Defense & Security segments. Risk-sharing arrangements are those in which suppliers are responsible for the design, development and manufacture of major components or systems of our aircraft.

In our Commercial Aviation, Executive Aviation and Defense & Security segments, we rely on risk-sharing partners to supply vital components of our aircraft. We select suppliers on the basis of, among other factors, technical performance and quality of their products, production capacity, prior relationship and financial competitiveness. We have had continuing relationships with most of our major suppliers since production of the Bandeirante aircraft began in 1975.

In addition, we have entered into purchase agreements with our major suppliers, which cover our production. These contracts contain pricing formulas that take into consideration the various factors that affect the business of our suppliers and help us mitigate the effects of price volatility (which in some cases can be significant) of the materials, parts and components that are required for our operating activities. As a standard, we are not required to purchase a minimum amount of materials annually under these supply contracts. Our ongoing supplier relationships depend on cooperation, performance and the maintenance of competitive pricing.

As a result of the Russia-Ukraine conflict, the aviation industry is facing inflationary pressures, as energy and fuel prices increased in Europe leading to an increase in prices of the products sold by our suppliers. In addition, the conflict resulted in an increase of cyber-attacks around the world, and also had the effect of increasing costs of labor and caused a global shortage of components, affecting the aviation industry supply chain dynamics.

As soon as the conflict began, we suspended parts, maintenance, and technical support services for certain customers to comply with the sanctions imposed on Russia, Belarus, and certain regions of Ukraine by laws of jurisdictions to which we are subject. Russia is one of the largest titanium suppliers in the world, and titanium is a key element for the aircraft manufacturing process. Although there is no concern over the availability of titanium in our supply chain, considering our current inventory position and the existing alternative sources in other countries, we will continue to monitor our supply chain in order to identify any potential constraints.

Moreover, the ongoing Israel-Hamas conflict is increasing political tensions, exacerbating existing challenges in global supply chains, and generating additional risks, particularly because we have suppliers in the Middle East.

For additional information on our relationship with our suppliers, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Embraer—We work with a limited number of key suppliers.”

**Commercial Aviation**

*EMBRAER 170/190 Jet Family and E-Jets E2 Jet Family*

We are continuously improving the EMBRAER 170/190 jet family, together with risk-sharing partners that supply key systems for the aircraft. Our supplier arrangements for the EMBRAER 170/190 jet family differ from the supplier arrangements of the ERJ 145 regional jet family, in which we use fewer suppliers. In the EMBRAER 170/190 jet family, each risk-sharing partner is responsible for the development and production of aircraft systems, including the landing gear, the hydraulic system and the flight control system, rather than individual components, and fewer components are supplied by companies that are not risk-sharing partners. The assumption of responsibility for systems by our risk-sharing partners lowers our capital expenditures, which decreases our development risks and increases our operating efficiency by reducing the number of suppliers per product and cutting production costs.

When the E-Jets were launched, they were one of the most advanced aircraft in operation. The fly-by-wire system, the integrated avionics and the double-bubble cross-section brought a new level of technology and passenger comfort for the segment. The family’s success led to 29.0% market share of the deliveries in the up to 150 seats jet segment from 2004 to 2023, according to Cirium. Notwithstanding, during the last ten years we have been continually improving the family. New performance packages, maintenance improvements, external noise reduction and fuel burn reduction are examples of improvements developed.

The E-Jets E2 project is an important example of our commitment to keep our market leadership in the segment. The state-of-the-art technology applied to the engines, wings, and avionics make the E2 family a highly efficient tool for airlines. The E2 represents a new level of aerodynamic efficiency, as applied to the wing with one of the highest aspect ratios of the industry and advanced wing shape. The E2 also has improved systems and avionics, including fourth generation full fly-by-wire flight controls, and Pratt & Whitney’s PurePower™ Geared Turbofan high by-pass ratio engines (PW1700G on the E175-E2, PW1900G on the E190-E2 and E195-E2). These improvements result in double-digit reductions of fuel burn, emissions, noise and maintenance costs. Cockpit commonality with the current generation of E-Jets is a key driver in the design of the E-Jets E2, in order to enable a smooth transition for the E-Jets pilots. Honeywell’s Primus Epic™ 2 advanced integrated avionics system with large landscape displays and advanced graphics capabilities, and Honeywell’s Next Generation Flight Management System (NGFMS), already in development with current-generation E-Jets, provide exceptional pilot situational awareness and flexibility for continuous innovation on the flight deck. E-Jets E2 has the additional objective of increasing revenue opportunities, as the family is designed to provide better aircraft availability and to increase ancillary revenue for operators.

Known for its comfortable and roomy cabins, with no middle seats, the E-Jets passenger experience is further enhanced in the E2 generation. The U.K. design firm PriestmanGoode was contracted to develop the aircraft cabin jointly with Embraer. The interiors establish a new benchmark in cabin design, improve the passenger experience, and deliver a more comfortable and improved environment tailored to passengers’ needs, while maximizing airlines’ operational efficiency.

Other suppliers and partners for the E-Jets E2 include, among others: Liebherr (control systems for flaps and slats), Moog (fly-by-wire), Safran (formerly Collins Aerospace) (horizontal stabilizer control system), Collins Aerospace (wheels, brakes, APU, electrical system), Safran AeroSystem (engine and APU fuel feed, pressure refueling, fuel transfer, fuel tank inerting and ventilation, and fuel gauging and control), Crane Aerospace & Electronics (electronic control module for landing gear, brake control systems and proximity sensors), ASTK (formerly Triumph) (fuselage segments, rudder and elevators), our subsidiary Eleb Equipamentos (E2 family landing gear) and Aernnova Aerospace (vertical and horizontal stabilizers, wing skins, spars, stubs and ribs).



Parker-Meggitt (formerly Meggitt) designs and produces a random high-performance assembly for in-flight connectivity, while Panasonic provides the wireless streaming onboard platform.

*Executive Aviation*

The risk-sharing partners for the Phenom 100EV and Phenom 300I jets are Pratt & Whitney Canada, the engines supplier, Garmin, the avionics systems supplier, and for the Phenom 100EV Eaton Corporation, the hydraulic systems supplier. The main risk-sharing partners for the Praetor 500 and Praetor 600 jets are Honeywell, which is the engines supplier, and Rockwell Collins, the avionics systems supplier.

*Defense & Security*

With respect to our Defense & Security segment, we established business arrangements with various entities for the supply of parts. One example is our partnership with ELTA Systems, a subsidiary of the Israel Aerospace Industries (IAI), announced in 2019 for the launch of the P600 AEW&C (Airborne Early Warning and Control). With respect to the C-390 Millennium, we have a partnership with Raytheon Technologies, responsible for various aircraft parts, including the engines and the avionics system, with Rheinmetall, our preferred supplier for simulators and training devices; and with BAE Systems to explore C-390 opportunities in the Middle East. For the A-29 Super Tucano, we have a partnership with Elbit Systems, which is a strategic and relevant supplier of core electronic components, and a partnership with Sierra Nevada Corporation (SNC) for sales of the A-29 Super Tucano through the United States FMS (Foreign Military Sales) program.

**Aircraft Financing Arrangements**

Commercial aircraft customers may request financing support for aircraft acquisition. This support usually includes providing assistance to customers in obtaining financing arrangements from different sources, including ECAs, leasing companies, commercial banks and capital markets.

Additionally, customers may sometimes require short-term bridge financing prior to arranging long-term debt financing, as long-term funding may not be available for them at the time of delivery. On a case-by-case basis, we have provided interim financing, above market rates, to customers who already have their financing arrangement structured or who are in the process of negotiating such arrangements.

**Government Regulation and Aircraft Certification**

We are subject to regulation by regulatory aviation agencies, both in Brazil and abroad. These agencies are responsible for the regulation and inspection of civil aviation activities as well as aeronautical and airport infrastructure of the country it belongs. Besides certification in Brazil, we must obtain certification in each jurisdiction in which Embraer manufactured aircraft is registered and operated. The certifying authority in Brazil is the National Civil Aviation Agency (Agência Nacional de Aviação Civil, or ANAC), or the Brazilian Aviation Authority, an autarchy of special regime, with the status of a regulatory agency, linked to the Ministry of Ports and Airports, which is responsible for the regulation, inspection and certification of aircraft, operators, manufacturers, aircraft maintenance organizations, aerodromes, schools and civil aviation professionals. We are also subject to the regulation of aviation authorities in other countries, including the FAA in the United States and the EASA for the European Union. Once an aircraft is certified by the Brazilian National Civil Aviation Agency and validated by the FAA and/or the EASA, some authorities may opt to ratify the product certification instead of running a full domestic validation process. Other countries, such as Canada, require compliance with their own specific national requirements before certification. Some countries simply validate and complement original certification of the Brazilian National Civil Aviation Agency or of the FAA or the EASA, in accordance with their own rules. The Brazilian National Civil Aviation Agency has a bilateral certification agreement with several aviation authorities, including the FAA and EASA. This cooperation among regulatory authorities leads to simplified certification by the foreign authorities.

Aircraft certification is a continuous process. The Brazilian National Civil Aviation Authority must approve any change in the design of any of our aircraft. Significant changes to aircraft design may require a separate validation/certification by other authorities as specified in their regulations and bilateral agreements. Changes in aircraft certification requirements do not require a new certification or a new validation of a previously certified aircraft, but significant safety improvements may otherwise be required by the authorities acting through operational rules or airworthiness directives.

Our defense products must comply with the certification guidelines defined in each contract with the customer. Unlike our civil aircraft, our defense products are rarely subject to regulatory obligations. Some contracts, including those for civil aircraft modified for military purposes, require civil certification (e.g., India, SIVAM, etc.). Other contracts, including those for LAS and C-390 Millennium, require approval from the Military Certification Authority, which may adopt regulatory obligations derived from civil aviation regulations.

**Environmental, Social and Governance (ESG) Practices**

ESG has been part of our strategy, including in the development of increasingly more eco-efficient aircraft and in the adoption of more sustainable production processes and management of natural resources. This includes two decades of positive social impact produced by Instituto Embraer, which manages our social projects. Nonetheless, we will establish new environmental, social and governance, or ESG, commitments and targets for the next years.

We are embedding our business strategy with social responsibility and environmental impacts in everything we do, from our processes and facilities to product development and our supply chain. We work across all our key stakeholder audiences to develop sound strategies, define indicators, and establish targets that are integrated into our corporate sustainability plan.

Sustainability is key for the continuity of any business and we are committed to align our economic targets to social and environmental performance. In light of the new global ESG requirements, we have been preparing our next steps to face the challenges of fighting climate change and increasing our diversity, inclusion and equity. These priorities add to our commitment to business ethics and absolute focus on the safety of our products, which are key pillars in our sector. Our new portfolio of products and services is significantly competitive and aligned with a new structure that is more agile, efficient and focused on sustainable growth.

Some of our long-term ESG commitments are: (i) achieve carbon neutrality in operations by 2040, through the acquisition of electricity 100% from renewable sources, the increasing use of sustainable aviation fuel (SAF) and the compensation of residual emissions that are not reduced through efficiency projects, alternative energy available or new technologies, (ii) develop sustainable disruptive products, services and technologies, including electrification, hybrids, biofuels, including SAF and other innovative alternative energies; (iii) launch “eVTOL” aircraft with zero emission by 2026; and (iv) leverage diversity in the hiring of entry-level programs, in leadership positions and in the aeronautical specialization program maintained by us. Achievement of these targets involves several risks. For more information, see “Item 3—D. Risk Factors—We may not be able to achieve our carbon emission targets or make progress in other environmental, social and governance initiatives.” For further information on our ESG practices, please see our sustainability annual report, available at our investor relations website, which is not incorporated by reference in this annual report.

In 2023, we worked to further develop our ESG agenda in all aspects, as described below.

***Environmental***

Environmental management is an essential part of our strategy and ranges from the development of new products and services, industrial operations to the dismantling and final disposal of the aircraft at its end-of-life.

Our Environment, Health and Safety at Work Policy defines the main corporate guidelines for the management of eco-efficiency, supply chain, product development and climate change, as well as compliance with laws and regulations. The maintenance of ISO 14001 certification, since 2002, shows the compliance and continuous improvement of our processes. Since setting our ESG targets in 2021, we have implemented several actions to progress on our sustainability journey. One of the first measures aimed at decarbonizing operations is to reduce scope 2 emissions associated with the use of electricity. Regarding this scope, contracts for the purchase of renewable electricity have already been signed in Brazil, starting in 2024. In 2023, we dedicated our efforts to structuring our plan for the purchase of renewable electricity in our operations in the United States. The same period was marked by the start of the internal energy efficiency and transition campaign, focused on raising awareness among our employees about climate change and sharing our efforts to improve our sustainability performance. It was also the first year of adoption of the CDP Supply Chain tool, designed to engage and understand the maturity of Embraer’s suppliers in the face of climate change.

Moreover, we continue to pursue our sustainable aviation fuel (SAF) procurement strategy, which is concentrated in our unit in Melbourne, United States. We are also directly involved in several initiatives and partnerships for research and development of the SAF chain in Brazil and worldwide. These include the Sustainable Aviation Fuel Users Group (SAFUG), the Initiative for Alternative Fuels for Commercial Aviation (CAAFI), participation in the Brazilian consortium BioValue (in partnership with the European BECOOL consortium, under the European Commission’s Horizon 2020 program) which is developing biomass and new technologies for advanced sustainable fuels, including for aviation. This past year we joined the Roundtable on Sustainable Biomaterials (RSB), an organization that promotes a just and sustainable transition to a circular economy, and the International Aerospace Environmental Group (IAEG) working group, dedicated to studying the compatibility of current aircraft with the use of 100% renewable SAF.

Aiming to reduce the environmental impact of our products, in the E-Jets E2 family of jets, we have evolved in the aerodynamic and system optimization that made it possible to reduce the aircraft’s fuel consumption by 5%. We used unprecedented solutions in the single aisle market, such as the use of the fly-by-wire system to reduce critical flight loads, allowing to reduce the weight of the aircraft in addition to other aerodynamic cleaning. Due to this extensive work, the E190-E2, which is the first aircraft of the new generation to come into service, had a 17% reduction in fuel consumption and emissions when compared to the first generation. In June 2022, we had the first flight on an E195-E2 aircraft using 100% renewable SAF, in partnership with the engine manufacturer Pratt & Whitney. The test proved that the Pratt & Whitney’s GTF™ engines and the E-Jets E2 family can fly with both engines at up to 100% SAF, without compromising safety or performance.

We continue our studies to the “Energia Family,” a concept aircraft that incorporates different layout, energy sources and propulsion technologies, such as electricity, hydrogen fuel cell, dual-fuel gas turbine and hybrid-electric, to carry up to 50 passengers. The Energia Family seeks the goal of being carbon neutral by 2050.

***Social***

We continuously invest in personnel, diversity, inclusion and education, constantly seeking competitiveness and innovation. We make sure that our employees have adequate work conditions, professional development plans, quality of life and wellbeing. Accordingly, we offer an attractive compensation compared to market standards, and social and labor benefits. We also maintain social and environmental programs and projects that value education, culture, leisure and health. For us, promoting social inclusion is key to building a fairer and more sustainable society.

***Occupational Safety***

We seek excellence in our occupational health and safety performance, a topic considered a priority for Embraer. To this end, we promote educational and preventive actions in a continuous manner and directed by the Environment, Health and Safety at work (MASS) policy of global scope, which is a guideline for setting goals linked to our business excellence criteria.

The management model adopted in the Embraer Business Excellence Program—P3E uses the concept of Safety, Quality, Delivery and Cost (SQDC), aiming at the standardization and optimization of our operational and cost indicators. In addition to the criteria of business excellence, we have maintained international certifications in its largest manufacturing units for 20 years.

In 2022, the Brazil units successfully achieved the certification of ISO 45001, ensuring the implementation of all the tools provided for in this requirement. We have been working on the creation of important corporate programs that aim at preventive behavior in its operations, in order to record potential situations on a daily basis, directing the dealings quickly and assigning responsibilities among all involved. A consistent policy coupled with the assurance of a robust management system and programs with a focus on preventive has brought results compared to the most recognized global parameters.

*Social Projects*

For us, promoting social inclusion is key to building a fairer and more sustainable society. Over the years, we have developed several social programs to help develop the communities where we operate.

Embraer Institute

The Embraer Institute consolidates the private social investment made by us in Brazil. The Embraer Institute initiatives seek to engage communities, schools and Embraer employees in actions aimed at education.

Since the start of the Embraer Institute activities, more than 20,000 people have benefited from its actions of engagement with society and more than 5,000 students have already been trained in the two units of São José dos Campos and Botucatu, in São Paulo. From 2019, in order to ensure the long-term sustainability of the project, the Colleges also opened the doors for paying students, allocating 20% of the vacancies to them, reaching a total of 720 students in 2023.

Revoar Program: The Embraer Institute launched the first edition of the Revoar Program, which focuses on financially supporting students who have graduated from Embraer schools. If the student has been accepted at a public university or with a 100% scholarship at a private institution, but is having difficulty continuing their studies, the Program, in partnership with the non-profit organization Instituto Semear, offers financial aid (R\$750/month) for the first year of graduation, as well as psychological support and career mentoring with volunteers. In 2023, 21 young people were supported, and we expect to double this number in 2024.

Miniplanes Challenge: The event, which brought together hundreds of young people from the public schools of São José dos Campos, Botucatu and Gavião Peixoto, aimed to foster a passion for engineering and aviation through the construction and flight competition of mini-planes. In celebration of Embraer’s 54th anniversary, around 40 volunteers took part, sharing their knowledge and passion for the Brazilian aeronautics industry over the course of five months. The event also had the support of Eve Air Mobility for its realization, inspiring new generations with the future of urban mobility.

Asas do Bem (Wings of Goodness): The Embraer Institute also coordinates programs to promote the culture of volunteering through the Wings of Goodness platform, an online portal that allows the relationship between Civil Society Organizations and Embraer Employees who wish to become volunteers. The platform offers online mentorships focused on employability, with the aim of creating a welcoming and learning environment for young people. In 2023, more than 120 young people benefited from the program and more than 900 volunteers were involved in this and other Embraer Institute volunteer activities.

Diverse Science: The Diverse Science Program, aims to bring the teaching of science, technology, engineering and mathematics (STEM) to minority groups aged between 16 and 24. Diverse Science had its second edition in 2023.

In 2023, the following entities were selected to develop their projects: AVEC (*Associação Efigênia Vidigal de Educação e Cultura*) and Redes da Maré. The projects were carried out in the cities of Belo Horizonte–MG and Rio de Janeiro–RJ and impacted more than 330 people with the development of competencies and skills in technology and entrepreneurship.

Climate emergency: In partnership with the NGO World Vision, the Embraer Institute provides aid to those affected by environmental disasters. In 2023, support was provided, including food baskets, in the São Sebastião, Vila Sahy and Juqueí regions, in the state of São Paulo. To raise funds, the Embraer Institute works in partnership with the Embraer employee community, where for every real donated, the Institute complements the donation by 100%.

Embraer Foundation

In order to consolidate our corporate social responsibility strategy in the United States, in 2017 we launched the Embraer Foundation, a sister organization of the Embraer Institute, whose operations are guided by three pillars: (i) employee engagement through volunteering, (ii) social investment through mission alignment and (iii) support for the local community, and inspiring young people by spreading the word about aviation. The pillars are aligned with our global social responsibility strategy and respect the particularities of social investment in the United States. In 2023, more than 500 volunteers engaged in the social activities promoted by the Embraer Foundation. In the partnership pillar, 33 community organizations received support from the Embraer Foundation to carry out projects.

**Corporate Governance**

To ensure a corporate management focused on sustainable growth and business perpetuity, our corporate governance model is based on integrity and meets the highest market standards in Brazil and in the United States. We are committed to maintain the highest international standards of governance and a robust ethics and compliance program, fully aligned with global standards.

*Governance Structure*

Our governance structure comprises our board of directors, Advisory Committees to the Board of Directors, fiscal council, board of executive officers, internal audit and external audit. For more information on our governance bodies, see “Item 6. Directors, Senior Management and Employees” and “Item 16. Reserved—G. Corporate Governance.”

*Ethics and Compliance*

We seek to ensure integrity and ethics in our activities. Accordingly, we established an ethics and compliance program to promote and support all actions aiming at compliance with the laws and regulations applicable to our business, as well as with our internal policies.

Our ethics and compliance program is based on key elements, including the maintenance of a responsible organization and structure through our leadership, the constant risk management, the establishment of the appropriate internal control policies and standards, training and communication with our audiences, in addition to a monitoring process, audit and whistleblowing channels for the assessment and investigation of potential misconduct, promoting an ethics and integrity culture in all our units.

Moreover, we permanently invest in the training of employees and business partners on business ethics and integrity through workshops, case studies, lectures and seminars, in the in-person and online formats.

*Risk Management*

Our risk management method focuses on the following categories of risks: strategic risks, operating risks, financial risks, regulatory/legal risks and cyber risks. Our structure is strengthened by the operation of our risks and internal controls department, comprising the following macroprocesses: management of internal controls, management of corporate risks, monitoring of credit risks in financial transactions, management of crises, and monitoring of risks and potential violations of segregation of functions and business continuity.

The purpose of our risk and internal controls department is to ensure that the identification, prioritization, assessment, mitigation and management of the main risks are conducted in accordance with the best practices established by us and the market, ensuring transparency and integrity in our processes. We also use these tools to prevent uncertainties that may negatively affect our results. We seek the continuous improvement of our risks management and internal controls system.

*Management Model and Strategic Planning*

Our management model comprises long-term planning, as set forth in our strategic plan, and short- and medium-term projects, as set forth in our action plan. Our strategic plan establishes strategic projects, and our action plan establishes the objectives to be met in the first year and the operating efficiency and economic and financial targets for the period, focused on sustainability.

Our strategic plan and our action plan aim at our business perpetuity and the creation of value for shareholders, focusing on increasing our competitiveness, improving our corporate excellence model and continuously searching for better results. For more information on our strategic plan, see “—Business Strategies.”

**Seasonality**

We have historically experienced seasonality in our results of operations and cash flow generation. This is mainly due to a traditionally higher number of deliveries in the fourth quarter, particularly in our Executive Aviation segment, which is in line with overall executive jet industry seasonality. Deliveries of executive jets in the fourth quarter historically constitute an average of 45% of annual deliveries in our Executive Aviation segment, and we expect this trend to continue.

We are currently developing a plan to mitigate such delivery concentration, referred to as Production Leveling. The Production Leveling plan has the main purpose of creating stability and having a leveled production throughout the whole year. The main focus of our Production Leveling plan is on (i) sales and operating planning, (ii) sales and operations execution, and (iii) production plan and control, aiming to assess the demand and real capacity of our suppliers and our production facilities, assure the execution of a defined plan, mitigating risks for the short- and medium-term, and control aircraft production and completion on an hourly basis. We believe our synchronized planning, combined with execution management and our qualified workforce will contribute to the success of our Production Leveling plan, minimize delivery concentration and improve our operating results in the future.

**C. Organizational Structure**

Our operations are conducted by Embraer S.A. as the controlling and principal operating company. We have a number of direct and indirect subsidiaries, the majority of which is not considered significant. A complete list of our subsidiaries is filed as Exhibit 8.1 to this annual report, and a description of our joint ventures and project subsidiaries and strategic alliances is included in Item 3 above.

**D. Property, Plants and Equipment**

For information about our property, plants and equipment, see Note 14 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

For a discussion of our capital expenditures relating to property, plants and equipment, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures.”

**Production**

The manufacture of an aircraft consists of three principal stages: production of primary parts, assembly of major components and final assembly. Primary parts include metal sheets and plates (produced from die-cast molds, stretch forming or various chemical treatments), parts produced using computerized and non-computerized machines, and prefabricated parts. The primary parts are then assembled, or mated, with one another to produce the aircraft’s major components, which are in turn joined to create the aircraft’s basic structure. In the final assembly stage, the aircraft’s various operating systems (including wiring and electronics) are installed into the structure and tested.

In 2022, we entered into an agreement with Toyota do Brasil to embrace Toyota Production System (TPS) principles and concepts in its industrial operations. The program aims to eliminate waste, obtain operational efficiency, and increase value generation for stakeholders. During the first phase of this project, carried out throughout the second half of 2022, a team of TPS specialists from Toyota do Brazil was immersed into our daily work to evaluate and suggest improvements for our manufacturing area at the Ozires Silva Unit, located in São José dos Campos, Brazil. The first phase of the project has been concluded and presented a 50% cycle reduction for a specific commercial jets wing assembly process and 17% in overall wing manufacturing. Due to the results of the first phase, both companies decided on October, 2023 to extend the project for an assembly line station.

We have the flexibility to increase or decrease production as a response to changing demand.

***Commercial Aviation***

In July 2009, in line with our initiatives to improve production efficiency pursuant to the Business Efficiency Strategy (*Frente Eficiência Empresarial*), we converted the final assembly for the E-Jets E1 family to a line concept in São José dos Campos, which resulted in a significant reduction in the cycle of production time. In 2015, we started the prototype production for the new E-Jets E2 family of jets, with the first delivery and production certification in 2018. We have production facilities for commercial aviation aircraft in São José dos Campos, state of São Paulo, Brazil.

***Executive Aviation***

Executive Aviation aircraft are currently produced in Melbourne, Florida in the United States and Gavião Peixoto, state of São Paulo, Brazil. The Melbourne facility is a final assembly plant with a Customer Center and an Engineering Office. In 2014, we announced an expansion plan to assemble the Legacy 450 and the Legacy 500 (currently Praetor 500 and Praetor 600) in this facility, to improve our production capacity. We have been increasing the number of executive jets produced in Melbourne since 2016. Since 2020, the Gavião Peixoto facility has manufactured executive jets and assembled the Praetor 500 and Praetor 600 aircraft.

***Defense & Security***

The Gavião Peixoto facility includes flight-testing capabilities for all Embraer aircraft and a final assembly line for our defense aircraft. This facility has been operational since November 2002. In May 2014, we inaugurated the final assembly line of the new military transport and aerial refueling jet, the C-390



Millennium, and in February 2015, it successfully performed its first flight. Embraer is currently conducting additional flight tests for the C-390 Millennium to validate operational improvements and address the increase in demand. In the fourth quarter of 2018, we received the Type Certificate from the Brazilian Aviation Authority for the multi-mission airlift C-390 Millennium and delivered the first aircraft in 2019.

We have a final assembly facility in Jacksonville, Florida, for Defense & Security where we initiated the final assembly line for the A-29 Super Tucano for the United States Air Force’s LAS Program in 2013. The A-29 Super Tucano is also manufactured at the Gavião Peixoto unit, responsible for the final assembly line and the manufacturing of large segments that supplies both of our final assembly sites.

In 2016, we launched the GDDN in Gavião Peixoto. It is the hub for the Gripen NG technology development in Brazil for Saab and Embraer together with the Brazilian partner industries and institutions. The GDDN includes the development environment and simulators required to undertake the fighter development work. In addition, the GDDN is connected to Saab in Sweden and the industrial partners in Brazil, securing both technology transfer and efficient development.

***Other Segments***

We manufacture aerospace systems and components at our subsidiary ELEB Equipamentos Ltda., or ELEB, which is one of our productive subsidiaries located in São José dos Campos, and its main products are structural parts, landing gear systems, hydraulics and electro-mechanical sub-assemblies, such as actuators, valves, accumulators and pylons.

In Botucatu, state of São Paulo, Brazil, we produce the Ipanema, a crop duster aircraft developed pursuant to specifications of the Brazilian Ministry of Agriculture.

***Production in our Subsidiaries***

EZ Air Interior Limited, our subsidiary for the production of interior parts for our Commercial Aviation segment in Mexican factories, began production and shipping of parts to Brazil in 2013. It achieved full production capacity in January 2015.

In 2015, we completed the acquisition of a new subsidiary, Embraer Aero Seating Technologies. We progressively increased our ownership stake in the company, headquartered in Irwindale, California, which provides luxury seating solutions for the aviation industry and for Embraer product lines. In 2016, we opened a new state-of-the-art manufacturing facility in Titusville, Florida, which had its production capabilities moved to our site in Melbourne, Florida, in 2021.

In 2023, our subsidiary EVE Holding, responsible for the development of eVTOL announced that the first eVTOL production facility will be located in the Taubaté, state of São Paulo, and is scheduled to begin operations in 2026.

**Environmental Matters**

We have all environmental material permits required to operate our business in all Embraer sites around the world. The terms of these operating permits are reviewed every year and, as of December 31, 2023, we were in compliance with all of them. In addition, our Environmental and Occupational Health and Safety Management System was established in 2001, allowing us to maintain ISO 14001 certification since 2002. Certified environmental, health and safety management systems have been progressively implemented across our manufacturing sites, with around 82% of our employees operating under an ISO 14001 and ISO 45001.

Since 2009, we have carried out our greenhouse gas (“GHG”) emissions inventory in accordance with ISO 14064 Part I. As of 2020, we have increased the coverage of GHG emissions data, and in 2023 our GHG emissions inventory included 18 facilities, representing approximately 98% of coverage.

Work procedures and instructions are set up in order to ensure that the activities that cause environmental impacts are carried out in order to minimize or mitigate any environmental damage, and we perform studies of environmental aspects and impacts and we implement actions to eliminate, reduce or control them, including infrastructure works.

We established a corporate procedure for performing environmental diagnoses and detailed investigations for finding the presence of contaminants in soil and water due to past activities. This procedure is applied to the relevant areas where Embraer has production and/or maintenance facilities, as well as to new relevant areas being acquired. The diagnosis results are periodically reported and monitored by the internal Risk Department, the CCRA (Committee for Environmental Risk and Control), our board and shareholders.

We take into account environmental and safety requirements to enter into agreements with third parties. Embraer is committed to hire suppliers, service providers and contractors who respect the environment, health and safety through their practices and processes, and we have a systematic procedure for their continual evaluation and monitoring.

We encourage not only the environmental certification but also the development of a full life cycle orientation for products and services, as this remains the most cost-efficient and practical way to effectively reduce environmental impacts. The environmental management system attempts to create economic value by reducing environmental costs and exposure at each stage of the product life, from design to operations and to end of life. Integrated development of environmentally sustainable products, through the design for environment methodology, aims to incorporate environmental requirements into product development throughout the various stages of production.

The implementation of further innovative and eco-efficient technologies and processes is a key factor in ensuring our sustainability, increasing the attractiveness of our products and our overall competitiveness. We continuously pursue eco-efficiency, seeking responsible business opportunities by developing breakthrough technologies, products and services, as well as by reducing the environmental impact of our activities and products throughout their life cycle, and, more generally, by integrating environmental concerns into our daily business. We recognize that environmental requirements, such as reduction of greenhouse gas emissions, are becoming one of the main drivers of airline fleet decisions and are already influencing aircraft developments.

We are committed to Brazilian and international legislations as well as our customers' requirements. Our suppliers must also ensure that the environmental requirements will be followed through its upstream supply chain. Accordingly, our suppliers and their supply chain must comply with applicable environmental legislations, such as European REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) regulation (EC) No 1907/2006, TSCA (Toxic Substances Control Act), SCIP (Substances of Concern In articles as such or in complex objects (Products), established under the Waste Framework Directive (WFD)) and any other relevant rules that may affect our products.

The REACH regulation aims to improve the protection of human health and the environment through more strict regulation of chemicals. The regulation establishes progressive withdrawal of some of the substances considered of very high concern for human health and the environment. As of December 31, 2023, we have not suffered any penalties in connection with REACH.

To ensure compliance with REACH requirements and the SCIP database, we have developed a system that allows our engineering team to register substances present in raw materials and articles. We have filled up this system with the substances that are present in mixtures or articles that release substances and in 2023 we implemented an automated process to collect the substances declaration from our suppliers, through a hired solution provided by a service provider.

Our commitments to environmental sustainability and compliance with regulations are further reflected in our adherence to the Globally Harmonized System of Classification and Labelling of Chemicals (GHS). This internationally recognized system establishes harmonized criteria for the classification and

labeling of substances and compounds with respect to physical, health, and environmental hazards. By complying with the GHS, we ensure that our products are manufactured, handled, and transported in a safe and environmentally responsible manner.

Our dedication to developing advanced, innovative environmental solutions for our products is reflected in our membership in the International Aerospace Environmental Group (IAEG), as one of the twelve founding members, formed to address the complexity of the regulations on health and environment, impacting the Aerospace Industry and our supply chain and customers, and also as an associate company at the Aircraft Fleet Recycling Association (AFRA), the leading global organization for developing and promoting the safe and sustainable management of circularity of components and aircraft end-of-life.

Our commitment to responsible manufacturing practices and our goal to minimize the environmental impact of our products is evident in our historic disruption in the use of hazardous materials. We are actively promoting waste reduction during aircraft maintenance and operations by using LED lamps, which are free of mercury and have a longer lifespan than fluorescent bulbs, and by reducing the usage of hazardous materials like Hexavalent Chromium and Cadmium, which we believe not only serves as an important step towards reducing the environmental impact of our products, but also sets a high bar for other companies to follow.

**Insurance**

We maintain insurance at levels deemed to meet all risks associated with our operations and legislation. The insurance covers potential damages to our property, inventories, working process, cargo and aircraft hulls for our own fleet. In addition, we maintain a comprehensive aviation products liability policy, for claims arising out of our legal liability as manufacturers, repairers, suppliers or servicers. We also possess natural disaster and business interruption insurance.

**4A. Unresolved Staff Comments**

We have no unresolved staff comments.

**Item 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

This discussion should be read in conjunction with our audited consolidated financial statements and notes thereto and other financial information included elsewhere in this annual report. The purpose of this discussion is to provide management’s explanation of factors that have materially affected our financial condition and results of operations for the historical periods covered by the financial statements, and management’s assessment of factors and trends which are anticipated to have a material effect on our financial condition and results of operations for future periods.

This annual report contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including, without limitation, those set forth in “Item 3. Key Information —D. Risk Factors” and the matters set forth in this annual report generally.

Except as otherwise indicated, all consolidated financial information in this annual report has been prepared in accordance with IFRS as issued by IASB and presented in U.S. dollars, while, for local purposes, our consolidated financial statements are also prepared in IFRS but are presented in *reais*. For certain purposes, including providing reports to our shareholders located in Brazil, filing financial statements with the CVM and determining dividend payments and other distributions and tax liabilities in Brazil, we have prepared and will continue to be required to prepare parent company financial statements in accordance with IFRS, presented in *reais*.

## A. Operating Results

### Current Conditions and Trends in our Company and Industry

*The following discussion is based largely upon our current expectations about future events and trends affecting our business. Actual results for our industry and performance could differ substantially. For additional information related to our forward-looking statements, see “Introduction—Special Note Regarding Forward-Looking Statements” and for a description of certain factors that could affect our industry in the future and our own future performance, see “Item 3. Key Information—D. Risk Factors.”*

#### *Supply Chain Global Crisis*

The aviation industry has been facing some challenges with respect to the global supply chain dynamics, which was initiated by the COVID-19 pandemic and continues to impact aviation companies around the world.

In the Commercial Aviation segment, the extensive traffic disruption caused by COVID affected our customers’ operations throughout the world. While global commercial airline traffic volume in December 2023 recovered to 97% of 2019 levels, as showed in the Air Passenger Market Analysis report published by the International Air Transport Association (IATA), we are still below our pre-COVID commercial aircraft delivery rate.

The primary constraint to achieve pre-COVID figures lies in supply chain disruptions which have affected our industry on a larger scale as an effect of the pandemic, and which have impacted our suppliers’ ability to deliver parts and goods to us on a timely manner, therefore affecting our delivery schedule and ability to comply with contracts. For instance, supply chain constraints impacted our deliveries growth in 2023, and despite the sale of 74 aircraft in Commercial Aviation, deliveries in Commercial and Executive segments were below our internal expectations. To continue recovering from the shortage of supply, we are actively discussing ways to ensure the ability to deliver the negotiated volumes with our suppliers.

Additionally, the shortage of pilots in United States is expected to continue affecting the delivery pipeline of our E175 Program at least for the next year. Most industry stakeholders, including us and some of our airline customers, expect a normalization around 2025.

The Executive Aviation segment continued to witness the impacts of a globally disrupted supply chain in 2023, as a result of the pandemic that has affected the aviation industry on a larger scale. Despite the ongoing efforts throughout our industry to mitigate problems in supply, there are still significant challenges to increase production levels and provide availability of parts to fleet maintenance. This scenario has been progressively improving as we continue to closely monitor these risks and control the supply chain, in order to improve future predictability. In 2023, albeit not reaching the expected executive aircraft deliveries, we had an increase of 13% in deliveries compared to the previous year, reaching 115 units.

In the Defense & Security segment, in light of the current geopolitical scenario, there was an increase in the global defense spending which increased our customers base and positively impacted our Defense & Security segment. We are well positioned to provide highly effective solutions, creating sales opportunities for our Defense & Security segment, especially in the areas of aircraft platforms, critical software, command, control, communications and intelligence (C4I) and sensors in all domains (air, sea, land, space and cybersecurity). In 2023, our C-390 Millennium program took advantage of sales opportunities by signing contracts with South Korea and was selected by Austria and the Czech Republic. In addition, as the global fleet of military tactical transport aircraft reaches its retirement age, we expect the C-390 Millennium to capture a sizable share of the replacement market for these aircraft.

Given our business expansion and the diversification of our fleet, which reaches various customer profiles, we believe the Services & Support segment is well-positioned for profitability over the next several years, especially considering the increasing demand for services as the fleet ages. Revenue from our Services & Support segment constitutes 26.9% of our consolidated revenues, with a 7.4% CAGR over the last 6 years, which indicates its significance and high-growth nature within Embraer.

The reliance on long-term contracts, active maintenance events, parts sales, and training contributes to revenue stability. Factors like the renewal rate of contracts, favorable margin, and stable non-backlog revenue from maintenance and training enhance sustained profitability. Also, OGMA provides multi-brand diversification with MRO and repair services for both Embraer and non-Embraer customers, which further strengthens our competitiveness.

Operational Data

The following tables present a summary of our operational data as of the dates and for the periods indicated.

Other Data: Aircraft delivered:	Year ended December 31,		
	2023	2022	2021
<b>To the Commercial Aviation Market</b>	<b>64</b>	<b>57</b>	<b>48</b>
EMBRAER 175	25	35	27
EMBRAER 190	—	3	—
EMBRAER 190-E2	1	1	2
EMBRAER 195-E2	38	18	19
<b>To the Defense &amp; Security Market(1)</b>	<b>3</b>	<b>4</b>	<b>17</b>
C-390	2	1	—
Super Tucano	—	—	14
Modernization Programs	1	2	3
Special Mission	—	1	—
<b>To the Executive Aviation Market</b>	<b>115</b>	<b>102</b>	<b>93</b>
Praetor 500	20	15	14
Praetor 600	21	21	17
Phenom 100	11	7	6
Phenom 300	63	59	56
<b>To the General Aviation Market</b>	<b>65</b>	<b>55</b>	<b>42</b>
Light Propeller Aircraft	65	55	42
<b>Total delivered (in aircraft)</b>	<b>247</b>	<b>218</b>	<b>200</b>

Other Data: Aircraft in backlog	As of December 31,		
	2023	2022	2021
<b>In the Commercial Aviation Market</b>	<b>298</b>	<b>291</b>	<b>325</b>
EMBRAER 175	100	90	147
EMBRAER 190	—	—	3
EMBRAER 190 – E2	16	7	5
EMBRAER 195 – E2	82	194	170
<b>In the Defense &amp; Security Market</b>	<b>40</b>	<b>40</b>	<b>43</b>
C-390	22	21	25
Super Tucano	3	3	—
Modernization	—	1	2
Gripen E	15	15	15
Special Mission(1)	—	—	1
<b>In the Executive Aviation Market</b>	<b>308</b>	<b>281</b>	<b>221</b>
Phenom 100/300, Praetor 500/600	308	281	221
<b>Total backlog (in aircraft)</b>	<b>646</b>	<b>612</b>	<b>589</b>
<b>Total backlog (in US\$ millions)</b>	<b>18,723.1</b>	<b>17,488.4</b>	<b>17,039.1</b>

(1) Special Mission category comprises aircraft of our Executive Aviation segment portfolio, which we have sold to customers of our Defense & Security segment.

Brazilian Economic Environment

The Brazilian government has frequently intervened in the Brazilian economy and occasionally made drastic changes in policy and regulations. The Brazilian government’s actions to control inflation and

affect other policies and regulations have often involved, among other measures, increases in interest rates, changes in tax policies and incentives, price controls, currency devaluations, capital controls and limits on imports. Changes in Brazil’s monetary, credit, tariff and other policies could adversely affect our business, as could inflation, currency and interest-rate fluctuations, social instability and other political, economic or diplomatic developments in Brazil, as well as the Brazilian government’s response to these developments.

Rapid changes in Brazilian political and economic conditions that have occurred and may occur require continued assessment of the risks associated with our activities and the adjustment of our business and operating strategy accordingly. Developments in Brazilian government policies, including changes in the current policy and incentives adopted for financing exports of Brazilian goods, or in the Brazilian economy, over which we have no control, may have a material adverse effect on our business.

The following table shows data for Brazilian GDP growth, inflation, interest rates and the U.S. dollar exchange rate for and as of the periods indicated.

	December 31,				
	2023	2022	2021	2020	2019
Growth in gross domestic product	2.9%	2.9%	4.6%	(4.1)%	1.1%
Inflation (IGP-M) <sup>(1)</sup>	(3.2)%	5.5%	17.8%	23.1%	7.3%
Inflation (IPCA) <sup>(2)</sup>	4.6%	5.8%	10.1%	4.5%	4.3%
CDI rate <sup>(3)</sup>	13.0%	12.4%	4.4%	2.8%	5.9%
SOFR rate <sup>(4)</sup>	5.3%	4.6%	0.1%	0.1%	1.6%
Depreciation of the real vs. U.S. dollar	(7.2)%	(6.5)%	7.4%	28.9%	4.0%
Period-end exchange rate—US\$1.00	R\$ 4.8413	R\$ 5.2177	R\$ 5.5805	R\$ 5.1967	R\$ 4.031
Average exchange rate—US\$1.00 <sup>(5)</sup>	R\$ 4,9841	R\$ 5.1386	R\$ 5.4071	R\$ 5.2426	R\$ 3.944

Sources: *Fundação Getúlio Vargas*, or FGV, and the Central Bank and Bloomberg.

- (1) Inflation (IGP-M) is the general market price index measured by FGV.
- (2) Inflation (IPCA) is a broad consumer price index measured by the *Instituto Brasileiro de Geografia e Estatística*.
- (3) The CDI rate is average of inter-bank overnight rates in Brazil (as of the last date of the respective period).
- (4) Three-month SOFR rate (benchmark interest rate for U.S. dollar-denominated loans and derivative instruments) as of the last date of the period.
- (5) Represents the average of the exchange rates on the last day of each month during the period.

Inflation and exchange rate variations have had, and may continue to have, substantial effects on our financial condition and results of operations. Inflation and exchange rate variations affect our monetary assets and liabilities denominated in *reais*. The value of these assets and liabilities as expressed in U.S. dollars declines when the *real* devalues against the U.S. dollar and increases when the *real* appreciates. In periods of devaluation of the *real*, we report (i) a remeasurement loss on *real*-denominated monetary assets and (ii) a remeasurement gain on *real*-denominated monetary liabilities. For additional information on the effects of exchange rate variations on our financial condition and results of operations, see “Item 11. Quantitative and Qualitative Disclosures about Market Risk—Foreign Exchange Rate Risk.”

For additional information on the impact of macro-economic factors on our financial position, see Note 27 of our 2023 audited consolidated financial statements.

**Tax Incentives**

Similar to other Brazilian companies across multiple industries, we benefit from certain tax and other government-granted incentives, including those related to our export and research and development activities. For the effective tax reconciliation, see Note 23.3 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

***Tax Incentives for Companies in Research and Development***

Brazilian Law 11,196/05, also known as *Lei do Bem*, grants tax benefits to entities involved in research and development activities for technological innovation.

To take advantage of the tax benefits, a beneficiary must (i) assess its income tax according to the *real* profit (*lucro real*) measurement, (ii) record taxable profits, (iii) be current with all of its fiscal obligations, and (iv) have qualifying investments in research and development.

Technological innovation is deemed to be the development of a new product or manufacturing procedure, as well as the addition of new features or characteristics to an existing product or manufacturing procedure, which entails incremental improvements and gains in quality or productivity, therefore resulting in greater market competitiveness.

We and other Brazilian companies across multiple industries benefit from these tax incentives with respect to the income tax (*Imposto de Renda Pessoa Jurídica*), or IRPJ, and the social contribution on net income tax (*Contribuição Social sobre o Lucro Líquido*), or CSLL. These benefits allow us to deduct from our taxable net income an additional amount between 60% to 80% of our expenditures related to research and development activities for technological innovation during a fiscal year.

***Tax Incentives and Payroll Exemptions for Exporting Companies***

Normative Instruction 2126/2022 from the Brazilian Federal Revenue (IN RFB 2126/2022) established Special Customs Regime of Industrial Warehouse under automated control of Customs Board (RECOF) which allows the beneficiary company to import or to acquire in the local market raw materials, parts and components destined to industrial application on which federal taxes are suspended. Part of these goods must be processed, and it can be subsequently shipped both to domestic and foreign markets. When exporting the finished good, the company exempts the payment of federal taxes.

Decree No. 45,490, from the state of São Paulo, established the Simple Special Customs Regime (RESE), which is the State version of RECOF and suspends or exempts the payment of state taxes.

Brazilian Law 12.546/11 established the tax incentives for exporting companies and created the Special Regime for the Reintegration of Taxes of Exporting Companies (*Regime Especial de Reintegração de Valores Tributários para as Empresas Exportadoras*), or REINTEGRA, to stimulate and facilitate exports. The goal of REINTEGRA is to recover, in whole or in part, the residual tax costs from the production chain of exported goods, thereby reducing the tax burden. The exporting entity may receive tax credits according to a percentage, which may vary from 0.1% to 3%, established by decree of the Brazilian Finance Ministry and applied to the revenue earned from the export of the goods abroad.

To take advantage of those tax benefits, (i) an exporting entity must manufacture the exported product in Brazil, (ii) the product must be codified in the TIPI, which is a material code list issued by Brazilian fiscal authorities under the Tax on Manufactured Products (*Imposto Sobre Produtos Industrializados*), or IPI, and (iii) the cost of imported materials used in the exported product may not exceed certain limits prescribed by law, expressed as a percentage of the export price.

The Brazilian Government and Congress have been discussing several different bills and proposed amendments to the Federal Constitution in the context of a comprehensive Brazilian tax reform, which may include the elimination or unification of certain taxes, the creation of new taxes, the increase of existing taxes and contribution rates, the revocation of income tax exemptions on the distribution of profits and dividends and changes relating to interest on net equity. As a result, some of these proposals may significantly change the Brazilian tax system and affect the way we calculate our direct and indirect taxes, and may have an impact on our tax incentives. At this point we cannot assure if, when and how any of these changes will be implemented and which effects it could have in our operations.



Principal Operating Data and Components of Our Statement of Income

Operating Data

Revenue

We generate revenues from the sale of aircraft and spare parts as well as from providing maintenance and repair, training and other product support services. In 2023, we presented revenues from Commercial Aviation, Executive Aviation, Defense & Security, Services & Support, and Other segments.

Of our revenues, 61.8% and 61.4% were generated through commercial and executive aircraft deliveries in 2023 and 2022, respectively. Revenue arising from the sale of commercial and executive aircraft is denominated in U.S. dollars. In 2023 and 2022, total defense and security revenue included 77.5% and 58.7% of revenue denominated predominantly in U.S. dollars, and 22.5% and 41.3% denominated in Brazilian *reais*, respectively. Our Services & Support segment accounted for 26.9% of our revenue for the year ended December 31, 2023.

In addition, we generate revenue from our Other segments which include single-source supply of structural parts and mechanical and hydraulic systems to other aircraft manufacturers, general aviation propeller aircraft, including crop dusters, which are also referred to as light aircraft, and cybersecurity operations, including research, development and services in the areas of information technology, information security and intelligence, through our subsidiary Tempest.

Our Other segments also include services related to the development and certification of eVTOLs, including the creation of a maintenance and services network for eVTOLs and the creation of an air traffic management system for eVTOLs (urban air mobility, or UAM business).

For the sales of our aircraft, we receive an initial deposit upon the execution of the purchase agreement, progress payments prior to the delivery of each aircraft and a final payment upon delivery. The final payment typically represents the majority of the sale price. The deposits and the progress payments are for the most part nonrefundable in the event orders are canceled, except in the case of the Defense & Security segment. Payments in advance of delivery are recorded under contract liabilities as a liability on our statement of financial position and, when we deliver the aircraft, these payments are recognized as revenue. We generally receive monetary deposits for each option to purchase an executive or commercial jet. For additional information on our operating revenues, see Note 2.3.16 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

Our sales contracts in U.S. dollars with our Executive Aviation and Services & Support segment customers generally include adjustments for inflation as measured by the U.S. Consumer Price Index for Urban Wage Earners and Clerical Workers, when deliveries are not in the same calendar year of the sale except when fixed prices are pre-determined considering the estimated inflation and strategic price positioning planning of a given aircraft model, in line with Embraer’s strategic planning. Our sales contracts with our Commercial Aviation and generally Defense & Security segment customers include adjustments to the purchase price of the aircraft based on an escalation formula, which is based on a mix of indexes related to raw material, transportation equipment and labor costs. Specific to Defense & Security sales contracts with Brazilian customers, national indexes are used to adjust the prices of the relevant contract. The initial deposits and progress payments are nonrefundable (except in some instances contemplated in the agreement). Once a customer exercises an option to purchase an aircraft, we account for it as a firm order, and we begin to receive the respective progress payments and recognize revenue upon delivery of the aircraft or the contractual milestone.

Our Services & Support segment backlog increased by US\$400 million in 2023, from US\$2.6 billion in 2022 to US\$3.1 billion in 2023, the highest level ever recorded. The backlog includes renewed contracts of integrated logistical support services and comprehensive airframe maintenance programs, such as the Flight Hour Pool Program for Commercial Aviation and Embraer Executive Care for Executive Aviation. These long-term contracts in the backlog cover mainly pool contracts and other services as spare parts, repair, maintenance, and technical services.

A significant part of our defense contracts, including the contracted research and development for specific programs, meet the criteria for revenue recognition by percentage of completion. For the contracts that do not meet the criteria for percentage of completion, we recognize revenue at a point of time, on the moment the product is delivered, or the service is rendered. Certain contracts contain provisions for the redetermination of price based upon future economic conditions. Our defense customers continue to provide customer advances, which are converted into revenue as we fulfill pre-determined stages of completion of the project, including conception, development and design, and engineering, systems integration and customization. These installments are nonrefundable for the most part.

Cost of Sales and Services

Cost of sales and services consists of the cost of the aircraft, spare parts and services rendered, comprising:

- *Raw materials.* Substantially all materials costs are covered by contracts with suppliers. Prices under these contracts are generally adjusted based on an escalation formula which reflects, in part, inflation in the United States.
- *Labor.* These costs comprise salaries and related charges primarily in Brazilian *reais*.
- *Depreciation.* Property, plant and equipment in general are depreciated over their useful lives, ranging from two to 60 years, on a straight-line basis. Depreciation of aircraft under operating leases is recorded in cost of sales and services from the beginning of the lease term using the straight-line method over the estimated useful life and considering a residual value at the end of the lease term.
- *Amortization.* Internally generated intangible assets are amortized in accordance with the estimated sales of the series of aircraft. Intangible assets acquired from third parties are amortized on straight-line bases over the estimated useful lives of the assets.

We accrue a liability for the obligations associated with product warranties at the aircraft delivery date, which is estimated based on historical experience and recorded in cost of sales and services.

We enter into transactions that represent multiple-element arrangements, including training, technical assistance, spare parts and other concessions. These costs are recognized when the product or service is provided to the customer.

Results of Operations

The following table presents statement of profit or loss data by segment for the periods indicated:

	2023	2022	2021
		(Recast) <sup>(1)</sup>	
	(in US\$ millions)		
Revenue			
Commercial Aviation	1,846.8	1,543.9	1,316.4
Executive Aviation	1,408.2	1,244.4	1,130.1
Defense & Security	515.4	412.6	594.4
Services & Support	1,417.6	1,266.7	1,132.2
Others	80.5	72.8	24.1
Total	5,268.5	4,540.4	4,197.2
Cost of sales and services			
Commercial Aviation	(1,698.3)	(1,382.3)	(1,263.9)
Executive Aviation	(1,134.8)	(953.2)	(923.4)
Defense & Security	(429.6)	(326.9)	(488.4)

	2023	2022 (Recast) <sup>(1)</sup>	2021
	(in US\$ millions)		
Services & Support	(1,039.0)	(912.5)	(827.6)
Others	(57.2)	(53.3)	(34.3)
<b>Total</b>	<b>(4,358.9)</b>	<b>(3,628.2)</b>	<b>(3,537.6)</b>
<b>Gross profit</b>			
Commercial Aviation	148.5	161.6	52.5
Executive Aviation	273.4	291.2	206.7
Defense & Security	85.8	85.7	106.0
Services & Support	378.6	354.2	304.6
Others	23.3	19.5	(10.2)
<b>Total</b>	<b>909.6</b>	<b>912.2</b>	<b>659.6</b>
<b>Operating costs (expenses)</b>			
Commercial Aviation	(124.6)	(145.5)	(57.1)
Executive Aviation	(146.6)	(141.5)	(76.9)
Defense & Security	(57.5)	(76.4)	(89.0)
Services & Support	(163.4)	(203.4)	(143.2)
Other	(55.9)	(386.4)	(23.1)
Unallocated operating expenses <sup>(2)</sup>	(47.1)	(69.5)	(69.0)
<b>Total</b>	<b>(595.1)</b>	<b>(1,022.7)</b>	<b>(458.3)</b>
<b>Operating (loss)/profit before financial result</b>	<b>314.5</b>	<b>(110.5)</b>	<b>201.3</b>

- (1) Cybersecurity operations held by Tempest are no longer part of the Defense & Security segment. From the first quarter of 2023, these operations have been reported as part of Other Segments. Due to this change, the operating segment financial information for the year ended December 31, 2022 have been recast for consistency of presentation.
- (2) Expenses not allocated in the total refers to Unallocated items from operating income (expense) include certain corporate demands not directly related to the operating segments. In 2021 and 2022 these expenses also included expenses incurred as part of the corporate restructuring of the Company.

The following table sets forth statement of profit or loss, and this information as a percentage of our revenue, for the periods indicated:

Consolidated Statements of Profit or Loss

Consolidated Statements of Profit or Loss	2023		2022		2021	
	(in US\$ millions, except percentages presented in absolute values)					
Revenue	5,268.5	100.0%	4,540.4	100.0%	4,197.2	100.0%
Cost of sales and services	(4,358.9)	82.7%	(3,628.2)	79.9%	3,537.6	84.3%
Gross profit	909.6	17.3%	912.2	20.1%	659.6	15.7%
Operating income (expense)	(595.1)	11.3%	(1,022.7)	22.5%	(458.3)	10.9%
Administrative	(204.9)	3.9%	(184.9)	4.1%	(153.2)	3.7%
Selling	(314.7)	6.0%	(274.4)	6.0%	(226.4)	5.4%
Expected credit (losses) reversal	10.2	0.2%	(17.4)	0.4%	13.0	0.3%
Research	(90.3)	1.7%	(110.0)	2.4%	(43.0)	1.0%
Other expenses, net	(5.6)	0.1%	(444.5)	9.8%	(49.8)	1.2%
Equity in associates	10.2	0.2%	8.5	0.2%	1.1	0.0%
Operating income (loss) before financial result	314.5	6.0%	(110.5)	2.4%	201.3	4.8%
Financial income	128.6	2.4%	121.9	2.7%	74.8	1.8%
Financial expenses	(321.9)	6.1%	(245.4)	5.4%	(274.2)	6.5%
Foreign exchange gain (loss), net	(0.5)	0.0%	28.2	0.6%	25.5	0.6%
Income (loss) before income tax	120.7	2.3%	(205.8)	4.5%	27.4	0.7%
Income taxes	43.6	0.8%	2.3	0.1%	(70.9)	1.7%
Income (loss) for the year	164.3	3.1%	(203.5)	4.5%	(43.5)	1.0%
Attributable to:						
Owners of Embraer	164.0	3.1%	(185.4)	4.1%	(44.7)	1.1%
Non-Controlling Interests	0.3	0.0%	(18.1)	0.4%	1.2	0.0%

**2023 Compared with 2022**

*Revenue*

Consolidated revenue increased 16.0% in the period, to US\$5,268.5 million in 2023, from US\$4,540.4 million in 2022.

Revenues from our Commercial Aviation segment increased 19.6%, to US\$1,846.8 million in 2023 from US\$1,543.9 million in 2022, mainly due to an increase of 12.3% in commercial aircraft deliveries, to 64 aircraft in 2023, from 57 in 2022. The increase in revenues was higher than the increase in the number of deliveries, as larger commercial jets deliveries (E190-E2 and E195-E2) increased to 39 aircraft in 2023, from 19, in 2022. E175 deliveries decreased 28.6%, to 25 aircraft in 2023 from 35 aircraft in 2022, due to supply chain shortage. E2 jets tend to carry higher average selling prices compared to E175.

Revenue from our Executive Aviation segment increased 13.2%, to US\$1,408.2 million in 2023 from US\$1,244.4 million in 2022, mainly due to a 12.7% increase in executive jet deliveries, to 115 jets in 2023 from 102 jets in 2022. The increase in revenues was higher than the increase in the number of deliveries, as deliveries of executive medium jets (Praetors) increased 13.9%, to 41 aircraft in 2023, from 36 in 2022, while deliveries of executive light jets (Phenoms) increased 12.1%, to 74 aircraft in 2023 from 66 aircraft in 2022. Praetors tend to carry higher average selling prices compared to Phenoms.

A significant part of our revenue from the Defense & Security segment is accounted for under the percentage of completion method, and we continued to execute under existing contracts with the Brazilian government, including the KC-390 Millennium program, SISFRON, deliveries of special mission aircraft, and others. Our Defense & Security segment revenues increased 24.9%, to US\$515.4 million in 2023, from US\$412.6 million in 2022, mainly due to the higher volume of revenues recorded using the percentage of completion (POC) method of revenue recognition, in the C-390 Millennium Program (which method allows for revenue recognition as certain milestones are achieved and progress is made within the contracts), and also due to new agreements entered into in 2023.

Revenue from our Services & Support segment increased 11.9%, to US\$1,417.6 million in 2023, from US\$1,266.7 million in 2022, due to the higher demand for parts and components, and maintenance, repair and overhaul, mainly, as a result of the growth of airlines flight activities in the Commercial Aviation and Executive Aviation, in 2023.

Revenue from our Other segments increased 10.6%, to US\$80.5 million in 2023 from US\$72.8 million in 2022, mainly due to the higher number of Ipanema aircraft delivered in 2023, which increased to 65 in 2023 from 55 in 2022.

*Cost of Sales and Services*

Cost of sales and services increased 20.1%, to US\$4,358.9 million in 2023 from US\$3,628.2 million in 2022. This increase in cost of sales and services was higher than the 16.0% increase in consolidated revenues in 2023, as compared to 2022, which resulted in an increase in cost of sales and services as a percentage of revenue to 82.7% in 2023, from 79.9% in 2022. This is due to product and services mix, in 2023 and a one-time tax credit that impacted all of our segments, in 2022.

Cost of sales and services in our Commercial Aviation segment increased 22.9%, to US\$1,698.3 million in 2023 from US\$1,382.3 million in 2022. This is due to the increase in deliveries and revenues in 2023, as compared to 2022. Cost of sales and services increased more than the 19.6% increase in revenues in 2023, mainly due to higher freight costs of airframes ramp up for the E2 Program and more deliveries of larger commercial jets rather than E175 deliveries (which tends to carry lower operational profitability), in 2023 and due to a one-time tax credit received in 2022 (with no equivalence in 2023). Gross margin in our Commercial Aviation segment (calculated as gross profit from our Commercial Aviation segment *divided by* revenue from the Commercial Aviation segment) decreased to 8.0% in 2023 from 10.5% in 2022.

Cost of sales and services in our Executive Aviation segment increased 19.1%, to US\$1,134.8 million in 2023 from US\$953.2 million in 2022, which was higher than the 13.2% increase in revenues for the segment. This was mainly due to the delivery of more medium cabin jet rather than light jets (which tends to carry lower operational profitability) in 2023, and to a one-time tax credit received in 2022 (with no equivalence in 2023). Gross margin in our Executive Aviation segment (calculated as gross profit from our Executive Aviation segment *divided by* revenue from the Executive Aviation segment) decreased to 19.4% in 2023 from 23.4% in 2022.

Cost of sales and services in our Defense & Security segment increased 31.4%, to US\$429.6 million in 2023 from US\$326.9 million in 2022. This increase in cost of sales and services was higher than the 24.9% increase in revenue in the same period, mainly due to product mix and baseline adjustments related to the contract advances of the C-390 Millennium, in accordance with the POC method, in 2023, and a one-time tax rebate received in 2022 (with no equivalence in 2023). Gross margin in our Defense & Security segment (calculated as gross profit from our Defense & Security segment *divided by* revenue from the Defense & Security segment) decreased to 16.6% in 2023 from 20.8% in 2022.

Cost of sales and services in our Services & Support segment increased 13.9%, to US\$1,039.0 million in 2023 from US\$912.5 million in 2022. This increase in cost of sales and services was higher than the 11.9% increase in revenue in the same period, mainly due to the sale of mix of spare parts with lower margins in 2023 and a one-time tax rebate received in 2022 (with no equivalence in 2023). Gross margin in our Services & Support segment (calculated as gross profit from our Services & Support segment *divided by* revenue from the Services & Support segment) decreased to 26.7%% in 2023 from 28.0% in 2022.

Cost of sales and services in the Other segments increased 7.3%, to US\$57.2 million in 2023 from US\$53.3 million in 2022, mainly due to the higher number of Ipanema aircraft delivered in 2023.

*Gross Profit*

As a result of the aforementioned factors, our gross profit decreased 0.3%, to US\$909.6 million in 2023 from US\$912.2 million in 2022. Our total gross margin (calculated as gross profit *divided by* revenue) decreased to 17.3% in 2023 from 20.1% in 2022.

*Operating Income (Expenses)*

As further discussed below, total operating expenses decreased to US\$595.1 million in 2023 from US\$1,022.7 million in 2022. Total operating expenses as a percentage of revenues decreased to 11.3% in 2023 as compared to 22.5% in 2022, as further explained in the paragraphs below.

*Administrative.* Administrative expenses increased 10.8%, to US\$204.9 million in 2023 from US\$184.9 million in 2022. The majority of our administrative expenses are fixed and do not increase or decrease at the same rate as changes in our revenues. The main drivers of the increase in administrative expenses in 2023 as compared to 2022 were higher legal and personnel expenses.

*Selling.* Selling expenses increased 14.7%, to US\$314.7 million in 2023 from US\$274.4 million in 2022, due to the increase of sales operation, such as marketing events, demonstration flight and sales campaign in the Commercial Aviation, Executive Aviation and Defense & Security segments, in 2023.

*Expected credit losses (reversal).* Expected credit losses (reversal) decreased to a reversal of US\$10.2 million in 2023 from a loss of US\$17.4 million in 2022. In 2022, we recognized provisions for expected credit losses related to the downgrade of credit risk of one of our customers in the Services & Support segment which were mostly reversed in 2023, due to new negotiations between the parties.

*Research.* Research expenses decreased 17.9%, to US\$90.3 million in 2023 from US\$110.0 million in 2022, due to the decrease in research projects.

*Other operating expenses, net.* Other operating expense decreased to US\$5.6 million in 2023 from US\$444.5 million in 2022, mainly due to expenses of US\$305.4 million related to EVE’s business combination and related developments, such as listing expenses, warrants and transaction costs in 2022, and in 2023, we had lower expenses due to efficiency gains in corporate programs, tax credits, a one-time insurance recovery by OGMA due to a fire incident in July 2022, and the sale of AllowMe by our subsidiary Tempest.

*Operating Income (Loss) Before Financial Result*

As a result of the aforementioned factors, our consolidated operating income (loss) before financial result increased to an operating income of US\$314.5 million in 2023 from an operating loss of US\$110.5 million in 2022. Our operating margin (which is calculated as operating income (loss) before financial result divided by revenue) increased to a positive margin of 6.0% in 2023 from a negative margin of 2.4% in 2022.

*Financial Result*

Financial expenses increased to US\$193.3 million in 2023 from US\$123.5 million in 2022, primarily due to the fair value measurement of EVE’s warrants, and higher expenses related to our Phantom Shares program, which was affected by the appreciation of price of Embraer’s common shares. For more information on our phantom shares plan, see Item 6. Directors, Senior Management and Employees—B. Compensation—Phantom Shares Plan.”

*Foreign Exchange Gain (Loss), Net*

Foreign exchange gain (loss), net decreased to a loss of US\$0.5 million in 2023 from a gain of US\$28.2 million in 2022, due to the appreciation of the Euro against the U.S. dollar in 2022, related to the assets and liabilities of subsidiaries which are recorded in Euro, which did not occur in 2023.

*Income (Loss) Before Income Tax*

As a result of the aforementioned factors, income before income taxes increased to a profit of US\$120.7 million in 2023 from a loss of US\$205.8 million in 2022.

*Income Tax Expense*

Income tax expense increased to a benefit of US\$43.6 million in 2023, from a benefit of US\$2.3 million in 2022, primarily due to changes in the taxation regime of the foreign exchange variation, from a cash basis to an accrual basis, which enabled the realization of certain tax attributes of the Company in the period. The option to change such regime is provided by law and our management can elect between the cash and accrual methods annually.

*Income (Loss) for the Year*

As a consequence of the aforementioned factors, our income (loss) for the year increased to a profit of US\$164.3 million in 2023, from a profit (loss) of US\$203.5 million in 2022. As a percentage of revenue, net margin (which is calculated as income (loss) for the year divided by revenue) increased to a positive margin of 3.1% in 2023 from a negative margin of 4.5% in 2022.

**2022 Compared with 2021**

Except for the line items described below (revenue and cost of sales and services from the Defense & Security segment and Other segments), which were affected by the reallocation of the operations of our subsidiary Tempest from the Defense & Security segment to Other segments, for a description of our results of operation for the year ended December 31, 2022 as compared to the year ended December 31, 2021, see “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Results of Operations—2022 Compared with 2021” of our annual report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 31, 2023.

Revenue

Revenue from Defense & Security segment decreased 30.6%, to US\$412.6 million in 2022, from US\$594.4 million in 2021, due to the lower number of Super Tucano deliveries in 2022 and the reclassification of our subsidiary Tempest from Defense & Security to Other segments.

Revenue from our Other segments increased by 202.1%, to US\$72.8 million in 2022 from US\$24.1 million in 2021, mainly due to the reclassification of our subsidiary Tempest from Defense & Security to Other segments and the higher number of Ipanema Aircraft delivered in 2022, which increased to 55 in 2022 from 42 in 2021.

Cost of Sales and Services

Cost of sales and services in our Defense & Security segment decreased 33.1%, to US\$326.9 million in 2022 from US\$488.4 million in 2021. This decrease in cost of sales and services was higher than the 30.6% decrease in revenue in the same period, mainly due to the reclassification of our subsidiary Tempest from Defense & Security to Other segments and the ongoing efficiency programs. Gross margin in our Defense & Security segment (calculated as gross profit from our Defense & Security segment divided by revenue from the Defense & Security segment) increased from 17.8% in 2021 to 20.8% in 2022.

Cost of sales and services in the Other segments decreased 55.4% to US\$53.3 million in 2022 from US\$34.3 million in 2021, mainly due the reclassification of our subsidiary Tempest from Defense & Security to Other segment to and lower costs of hydraulics and electro-mechanical sub-assemblies in 2022 as compared to 2021, despite the increase of costs due to the higher number of Ipanema delivered in 2022.

B. Liquidity and Capital Resources

Overview

Our liquidity needs arise mainly from working capital requirements, research and development, principal and interest payments on our debt, capital expenditures and distributions to shareholders. To meet these needs, we generally rely on funds provided by operations, borrowings under our credit arrangements, cash contributions from risk-sharing partners, advance payments from customers and, to a lesser extent, issuance of debt. For additional information on our working capital requirements and our capital sources, see “Item 4. Information on the Company—B. Business Overview—Suppliers and Components; Risk-Sharing Arrangements” and “Item 4. Information on the Company—B. Business Overview—Commercial Aviation Segment—Production, New Orders and Options” and “—Credit Facilities and Lines of Credit.”

As of the date of this annual report, we believe that our traditional sources of funds are sufficient to meet our foreseeable working capital requirements, including planned capital expenditures. However, there can be no assurance that our traditional sources of funds, or that the cost or availability of our credit facilities or future borrowing sources, will not be materially impacted by market disruptions.

As of the date of this annual report, we have experienced certain post-pandemic challenges, such as delays in our supply chain, production operations, the shortage of pilots in the regional airline sector in United States which affect the demand for our products, mainly in Commercial Aviation. We expect that our customers may reschedule deliveries, fail to exercise options or cancel firm orders as a result of potential economic downturns, or financial volatility in our markets.



**Cash Flow Analysis**

***Net Cash Generated in Operating Activities***

*2023 Compared with 2022*

In 2023, net cash generated in operating activities was US\$617.0 million, compared to net cash generated in operating activities of US\$751.3 million in 2022. Despite the higher net income in 2023, the decrease in the operating cash flow was mainly due to the decrease of financial investments and accounts payable which were partially offset by the increase in contract liabilities (customer advances) as a result of the increase in sales and the increase in customer and commercial financing. Cash used by working capital accounts (accounts receivable, inventories and trade account payables) was US\$241.5 million in 2023 compared to cash used by working capital accounts (accounts receivable, inventories and trade account payables) of US\$37.8 million in 2022.

*2022 Compared with 2021*

For this discussion, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Overview—Net Cash Generated (Used) by Operating Activities and Adjusted Working Capital—2022 Compared with 2021” of our annual report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 31, 2023.

***Net Cash Used in Investing Activities***

*2023 Compared with 2022*

Net cash used in investing activities increased to net cash used of US\$447.6 million in 2023 from net cash used of US\$109.5 million in 2022, mainly as a result of higher investments in property, plant and equipment and intangible assets, which were partially offset by the cash of US\$41.2 million generated by the sale of Allow-Me in 2023, compared to US\$158.2 million from the sale of our two subsidiaries in Portugal in 2022.

*2022 Compared with 2021*

For this discussion, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Overview—Net Cash Used in Investing Activities—2022 Compared with 2021” of our annual report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 31, 2023.

***Net Cash Used in Financing Activities***

*2023 Compared with 2022*

Net cash used in financing activities decreased to US\$348.7 million in 2023 from US\$669.2 million in 2022. This difference was mainly due to the liability management transaction conducted by Embraer in 2023, while in 2022 we repurchased outstanding notes without incurring new debt. For further information, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Long-term Facilities—Senior Notes.”

*2022 Compared with 2021*

For this discussion, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Overview—Net Cash Generated (Used) by Financing Activities and Total Debt—2022 Compared with 2021” of our annual report on Form 20-F for the year ended December 31, 2022, filed with the SEC on March 31, 2023.

**Capital Expenditures**

We capitalize our expenditures related to product development projects as non-current intangible assets on our statement of financial position when it is probable that the relevant projects will generate future benefits, taking into account their commercial and technological feasibility and availability of technological and financial resources and only if their cost can be reliably measured. We amortize the assets in the form of charges to cost of sales and services on our statements of profit or loss, based on the total estimated number of aircraft to be delivered for each new product development project. We also capitalize expenditures related to property, plant and equipment as non-current assets on our statement of financial position and depreciate the assets in the form of charges to cost of sales and services on our statements of profit or loss. For additional information on how we amortize our intangible assets and depreciate our property, plant and equipment, see “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Principal Operating Data and Components of Our Statement of Income—Cost of Sales and Services.”

In our Commercial Aviation, Executive Aviation and Services & Support segment, we include our investments in development and property, plant and equipment as part of our capital expenditures. Development costs in these businesses are capitalized from the date of board approval for the relevant project until the final certification.

We also incur expenditures for our Defense & Security segment under both development and production contracts, as the same investment process of our other segments, however, we have some customers which may fund part of our programs, such as our agreement with the Brazilian government for the development and production of KC-390 Millennium. A significant part of these contracts is defined as construction contracts and the revenue associated with these contracts is realized on a percentage of completion basis, as contract milestones are achieved.

Most of our development expenditures are associated with the development of new products for the Commercial Aviation, Executive Aviation and Defense & Security segments. For additional information on our development expenditures, see “Item 5. Operating and Financial Review and Prospects—C. Research and Development, Patents and Licenses, etc.—Research.”

Our disbursements in capital expenditures were related to property, plant and equipment, thereby composing our additions in the period except for the exchange pool program assets and aircraft under lease or available for lease. These investments are related mainly to (i) construction of new facilities and (ii) improvements and modifications to our plants and production facilities for the production of new aircraft models.

Our capital expenditures are generally financed by funds provided by operations, borrowings under our credit arrangements, cash contributions from risk-sharing partners, advance payments from customers and, to a lesser extent, capital increases to meet these needs. See “C. Research and Development, Patents and Licenses, etc.—Capital Expenditures—Research.”

As of December 31, 2023, the total capital expenditures in our Commercial Aviation, Executive Aviation and Services & Support segments accounted for US\$131.8 million, net of US\$1.5 million related to contracted capital expenditures from Defense & Security. The anticipated source of funds to satisfy such investments is related to our cash generated in operating activities.

**Credit Facilities and Lines of Credit**

***Long-term Facilities***

*Revolving Credit Facility*

On October 13, 2022, our subsidiaries EAH and Embraer Netherlands Finance B.V. (“Embraer Netherlands”), entered into a revolving credit facility in the amount of US\$650.0 million (the “Revolving

Credit Facility”), maturing on October 13, 2025, with 14 international financial institutions. The facility is guaranteed by Embraer and certain of our subsidiaries, and borrowings under the facility will accrue interest at a rate comprised of Term SOFR plus a margin of 1.50% or 1.85% per annum, depending on our corporate rating at the time of the disbursement. As of the date of this Annual Report, neither EAH nor Embraer Netherlands have incurred any borrowing under the Revolving Credit Facility.

*Facilities with Multilateral Development Banks and Agencies*

The Brazilian government has been an important source of export financing for our customers through the BNDES-Exim program, managed by Brazilian National Bank for Economic and Social Development (*Banco Nacional de Desenvolvimento Economico e Social*), or BNDES. On December 15, 2022, we entered into an export financing agreement with BNDES in the total amount of R\$2.2 billion (US\$400 million) under the BNDES-Exim program. On September 12, 2023, we entered into an export financing agreement with BNDES in the total amount of R\$987.3 million (US\$200 million).

In January 2023, we entered into a credit facility with Citibank in the aggregate principal amount of US\$200 million to finance purchases of supplies made by us in the United States. Disbursements under this credit facility will be made according to proof of purchases of inputs from suppliers. This credit facility is guaranteed by Export-Import Bank, the official US export credit agency. As of December 31, 2023, we have disbursed the amount of US\$24.6 million under this credit facility.

In August 2020, we entered into a working capital guarantee agreement with the Export-Import Bank in an aggregate principal amount of US\$97.2 million, which amount was disbursed in August 2020. This working capital and export financing has strengthened our cash position and guaranteed funding for our entire operational process, from production to product shipment for the export market. In December 2023, we decided to renew this agreement for an additional three-year period.

In June 2022, we entered into a credit facility with JP Morgan in the aggregate principal amount of US\$100 million, guaranteed by UK Export Financing (UKEF). As of December 31, 2023, we had disbursed US\$78.3 million under this credit facility, which had an outstanding principal amount of US\$63.9 million as of December 31, 2023.

*Senior Notes*

In June 2015, Embraer Netherlands Finance issued 5.05% US\$1.0 billion guaranteed notes due 2025, or the 2025 notes.

In February 2017, Embraer Netherlands Finance issued 5.40% US\$750.0 million guaranteed notes due 2027, or the 2027 notes.

In September 2020, Embraer Netherlands Finance issued 6.95% US\$750.0 million guaranteed notes due 2028, or the 2028 notes.

In January 2022, as a result of the partial spin-off of our wholly-owned subsidiary Yaborã Indústria Aeronáutica S.A., or Yaborã, whereby Yaborã transferred substantially all of its assets to Embraer, we amended the indentures governing the senior unsecured notes due 2022, 2023, 2025, 2027 and 2028 in order to (i) have Embraer substitute Yaborã as the issuer of the notes due 2022 and (ii) have Embraer substitute Yaborã as guarantor of the notes due 2023, 2025, 2027 and 2028. As a result, Yaborã was released from its obligations as issuer or guarantor, as applicable, of the notes. As this transaction was considered a common control transaction, there was no impacts on Embraer’s consolidated assets, liabilities and shareholders’ equity.

In March 2022, pursuant to a tender offer, we repurchased and cancelled US\$59.2 million and US\$228.6 million in aggregate principal amount of outstanding 5.150% senior unsecured notes due 2022 issued by Embraer S.A. and 5.696% senior unsecured notes due 2023 issued by Embraer Overseas Limited and guaranteed by Embraer S.A., respectively.

In July 2023, Embraer Netherlands Finance consummated a cash tender offer for any and all outstanding 2025 notes. The principal amount tendered was US\$536.2 million.

In July 2023, Embraer Netherlands Finance issued 7.00% US\$750.0 million guaranteed notes due 2030, or the 2030 notes.

Concurrently with the offering of the 2030 notes, in August 2023, Embraer Netherlands Finance completed a cash tender offer for up to US\$442.7 million aggregate principal amount of the outstanding 2025 notes, 2027 notes and 2028 notes.

In September 2023, Embraer Netherlands Finance repurchased all the outstanding amount of 2025 notes, in a total amount of US\$369.6 million.

In December 2023, we repurchased and cancelled US\$2.0 million in principal amount of outstanding 2027 notes. As of December 31, 2023, US\$522.0 million, US\$479.3 million and US\$750.0 million was outstanding on the 2027 notes, the 2028 notes, and the 2030 notes, respectively. We may from time to time seek to retire or purchase our outstanding debt, including our guaranteed notes due 2027, 2028 and 2030, through cash purchases, tender offers and/or exchanges for other securities, in open market purchases, privately negotiated transactions or otherwise. The repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. The amounts involved may be material, and notes repurchased may be canceled or resold, but will only be resold in compliance with applicable requirements or exemptions under the relevant securities laws.

*Other Facilities*

We have various other long-term loans and credit agreements with aggregate outstanding borrowings of US\$407.4 million as of December 31, 2023. For additional information on these financing arrangements, see Note 19 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

Of our total indebtedness, US\$647.9 million (mainly related to our financing with BNDES), are secured by security interests in *real* estate, machinery and equipment and bank guarantees, in the aggregate amount of US\$799.8 million as of December 31, 2023.

We continue to evaluate additional financing opportunities in order to maintain a long-term indebtedness profile that supports and is aligned with the business cycle. For additional information on our loans and financings, including currency and maturity breakdowns and breakdowns between fixed and floating rate debt, see Note 19 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

**Subsequent Events**

In March 2024, in accordance with our cash management strategy, we decided to fully prepay a loan in the principal amount of US\$100 million maturing in 2027 and bearing interest at SOFR 6 months + 2.6% per annum, and a loan in the principal amount of US\$160 million maturing in 2028 and bearing interest at SOFR 12 months + 1.8% per annum.

Other than the events described in this annual report, no subsequent events have occurred after December 31, 2023. See Note 37 to our 2023 audited consolidated financial statements.

## **C. Research and Development, Patents and Licenses, etc.**

### **Research and Development**

Our research and development activities are driven by our corporate strategic planning in the short, medium, and long terms. We refer to research activities as technological development and to development activities as integrated product development.

Based on our work defining our product and services strategies, including innovation, growth, and business prospects, we carry out projects that include the production and commercialization of new aircraft, systems, and aerospace services.

With a focus on our internal business plans and continuous monitoring of the global technology environment, we define a technological development plan which aims to research and develop solutions to the main challenges we will face in the medium and long terms, in order to remain competitive in our business segments.

In an effort to reduce development risk and optimize financial results of our projects, our development strategy and teams have the essential skills to manage and execute multi-disciplinary projects, maintaining and coordinating a global network of development partners and integrating diverse groups such as universities, research and development institutes, companies, and startups. As a result, application of advanced technologies allows for the evolution of products, including lighter, quieter, more comfortable and energy efficient aircraft, in addition to improvements in design and production cycles and optimization of company resources.

Following the results of our internal technological development planning, the new product and services design phase begins. In this phase our efforts are coordinated in an integrated manner with advanced project engineering and our business segments, which work in collaboration with future customers and potential partners to conclude the design of new products and services. Once the design is approved, the product development program is created. In this capital-intensive phase, our development, product, process and services groups work together with strategic partners, suppliers and regulatory agencies, to begin the detailed development of the product, its production, systems and associated services, until the effective entry into service of the product.

The majority of our research and development activities is concentrated in Brazil, but also maintain internal initiatives and partnerships in several locations around the world.

We incur research expenses related to the creation of new technologies that may be applied to our aircraft. These expenses are not associated with any particular aircraft and include the implementation of quality assurance initiatives, improvements to the productivity of production lines and studies to determine the latest developments in technology and quality standards. Under IFRS, research costs are expensed as incurred in the research line item of our statement of profit or loss in the financial statements.

### **Intellectual Property**

Our intellectual property, which includes utility patents, design patents, trade secrets, know-how and trademarks, is important to our business. We hold trademarks over our name and symbol and the names of our products, some of which are registered and some of which are in the process of registration in a number of countries, including, but not limited to, Brazil, the United States, Canada, Singapore, Hong Kong, China, the European Union and Japan. As of December 31, 2023, Embraer had approximately 533 trademarks registered or in the process of registration, and our subsidiary EVE had 54 trademarks registered or in the process of registration. Our trademarks are generally renewed at the end of their validity period, which usually runs for ten years from the date of application for registration. We do not believe that the loss of any of our trademarks would have a material impact on our business or results of operations.

We develop our intellectual property in our research, development and production process. Under the agreements we have with some of our suppliers and risk-sharing partners, we are granted access to information and technology necessary to better develop, manufacture and market our products. We aim to protect our intellectual property rights resulting from investments in technical research and development. Currently, we hold granted patents and patent applications from the appropriate registries in Brazil, the United States, the European Union, Russia, Japan, India and China in connection with the various technologies of our products. We require that our suppliers and risk-sharing partners respect the intellectual property rights of third parties, and we believe that we have the necessary intellectual property rights to conduct our business and operations.

Considering our utility and design patent portfolios, as of December 31, 2023, Embraer had filed 849 patent applications and had been granted 719 patents, and EVE had filed 30 patent applications and had been granted 19 patents.

**Innovation**

We intend to keep investing in technologic innovative solutions and searching for opportunities to transform our business, products, services, and markets aiming for a more sustainable future. Through innovations and new technologies, we aim to gain efficiency, flexibility, and agility to obtain competitive advantages.

Innovations that resulted in products and services launched in the last five years accounted for 34% of our revenues in 2023. We believe innovation is key to the competitiveness and continuous growth of our business. For this reason, we have created a vice-presidency dedicated to Corporate Strategy, Digital and Innovation, that reports directly to our chief executive officer.

We have also implemented the Innovation Verticals, focused on research, technology and innovation to accelerate business results, and which main purpose is to organize and prioritize innovation efforts and investments, activating the best power of a common, co-created corporate vision about business models, niches, technologies, future products, services and processes. The Innovation Verticals integrate our innovation efforts across all business segments, affiliates and EmbraerX, a market accelerator committed to the development of innovative solutions. Our current Innovation Verticals are: (i) Zero Emission, (ii) Autonomous Flight, (iii) Artificial Intelligence and Data Science, (iv) Industry 4.0, (v) Airframe Competitiveness, (vi) Passenger Experience and (vii) Cybersecurity.

Embraer-X positioned itself as a market incubator and accelerator committed to the development of solutions that can positively impact the global society, such as supporting the energy transition in the aviation industry and benefiting other sectors. It works as a connection between Embraer and the global innovation ecosystems, continuously seeking to identify and develop meaningful partnerships that can leverage the overall company strategy and build a contribution to a sustainable future.

Embraer-X strengthened relations with The Netherlands, opening, in 2022, an office at the Aerospace Innovation Hub@ TUD, from the Delft University of Technology (TU Delft). The strategic position of Embraer-X at the Aerospace Innovation Hub@TUD serves as a basis to continuously connect to the institution’s business ecosystem, such as our long-lasting partnership with the Royal NLR and also with the Dutch Government led Sustainable Aviation Initiative. It has also enabled Embraer-X to establish a connection with the broader European ecosystem, forming links with countries such as Austria, Switzerland, Finland, among others. In June 2023, Embraer-X announced, during the Paris Air Show, a collaboration agreement with the multinational GKN Aerospace for the development of hydrogen propulsion technologies for the aviation industry. This partnership may result in the development of a flight demonstrator. The new partnership agreement is part of our commitment to achieve the goal of zero carbon emissions by 2040.

In 2023, Embraer-X reactivated its connection with the Silicon Valley and the Boston metropolitan area, aiming to expand its partnerships with cutting-edge technology companies, venture investors, and academic and research institutions in the main innovation ecosystems of North America and the world. Beacon, the second business accelerated by Embraer-X after EVE Air Mobility, has transitioned to Services

& Support segment connecting with digital transformation efforts and Embraer’s digital solutions portfolio in a strategic spin-in transaction (incorporating Beacon in our Services & Support segment instead of incorporating it in our corporate structure as a separate entity). Beacon brought synergy and integration with our current business, connecting operators, maintenance services and mechanics in a more agile and collaborative way, aiming to increase the number of partners and users on the platform.

Moreover, our subsidiary Eve Holding achieved important milestones in 2023, such as the (i) launch of the first prototype and conduction of testing on the RIGs platform with parts and assembly underway; (ii) start of the joint definition phase; (iii) definition of the industrialization facility and the beginning of its implementation, and (iv) application for the ANAC certificate, consolidating the plan to accelerate the Urban Air Mobility market through the first spin-off company that was created from Embraer-X.

In addition to agreements and partnerships, Embraer-X also makes active use of venture capital. Connected to Embraer Ventures, our corporate venture capital vehicle, and seeks to identify and create synergies with technology-based startups of high economic and social impact. Currently, Embraer Ventures implements its strategy through five venture capital funds: (i) the Brazil Aerospace Fund (FIP-AERO), (ii) Catapult Ventures I, and (iii) Catapult Ventures II, which are based in the Silicon Valley, (iii) Catapult Opportunities, which is a side fund of Catapult I, (iv) and MSW Multicorporate II. The technology topics covered by the investments are our current innovation verticals among others. Besides being a shareholder in FIPs, Embraer Ventures also invests directly in minority stakes in companies. In 2022, Embraer Ventures also invested in Xmobots, the largest drone manufacturing company in Latin America.

On January 27, 2023, Embraer announced an initial investment of US\$3.8 million in MSW MultiCorp 2, a fund managed by MSW Capital, a Venture Capital manager, with the objective of attracting and boosting innovative Brazilian startups that have synergy with the company’s innovation strategy. We now hold 40% of the shares of MSW Multicorp 2 and since 2023, the fund has already invested in five startups, such as Speedbird, a small drone company focused on last mile deliveries and Tidewise, that develops, manufactures and operates autonomous vessels.

To strengthen the capability of pre-competitive aeronautical research activities in Brazil and other countries, Embraer has been working with different R&T organizations worldwide, covering a very broad spectrum of technologies, including: Sustainable Aviation Fuels (including H2), Electrification, Autonomy, Flight Safety, Aircraft Condition-Based Maintenance, Aircraft Design, New Materials & Structures, Noise Reduction, Airborne Systems, Augmented Reality, Artificial Intelligence & Data Sciences and Flexible Manufacturing Solutions.

Some research and technology projects are developed in cooperation with reference universities and research centers in Brazil and abroad, including Instituto Tecnológico da Aeronáutica (ITA), Universidade Federal de Santa Catarina (UFSC), Universidade de São Paulo-Escola de Engenharia de São Carlos (USP-EESC), Universidade Estadual de Campinas (UNICAMP), Universidade Federal de São Paulo (UNIFESP), Universidade do Estado de São Paulo (UNESP), Universidade Federal de Itajubá (UNIFEI), Universidade Federal de Viçosa (UFV), Universidade Federal de Uberlândia (UFU), Universidade Federal de Santa Maria (UFSM), Universidade Federal de Pernambuco (UFPE), FEI, Serviço Nacional da Aprendizagem Industrial (SENAI), Centro de Pesquisa em Energia e Materiais (CNPEM, Centro de Referência em Tecnologias Inovadoras (CERTI), Fundação CPQD, Instituto de Pesquisa Tecnológica (IPT), Instituto de Estudos Avançados (IEAv), Instituto Tecgraf de Desenvolvimento de Software Técnico-Científico da PUC-Rio (TECGRAF), Instituto Nacional de Tecnologia (INT), Bristol University (Great Britain), IST—Instituto Superior de Eng. do Porto (Portugal), Tu Delft (The Netherlands), DLR (Germany), IVS—Intelligent Vision Systems (United States), Rosemount (United States), Goodrich/Collins Aerospace (United States), GMV (POR), FCT—Fundação p/Ciência e a Tecnologia (Portugal), University of Stuttgart (Germany), University of Linköping (Sweden), University of Hanyang (South Korea), Cranfield University (United Kingdom), City University London (United Kingdom), RollsRoyce (United Kingdom), Politécnico de Torino (Italia), Politecnico de Torino (Italy), Deep Blue SRL (Italy), Wideroe (Norway), SAAB (Sweden), MDH (Sweden), FACC (Australia).



The development of innovative and possibly disruptive technologies is vital for the future of the aeronautical industry. In this context, Embraer and ITA, celebrating their long-term partnership, with the support of FLYMOV, an Engineering Research Center (EPC) designed to study and develop pre-competitive solutions to transform the future of air mobility. To raise the level of technological readiness, through basic and applied research on emerging technologies, significantly reduces uncertainties and associated risks to generate innovations for production processes, new products and new services. FLYMOV mobilizes more than 130 people, including researchers, Embraer’s employees and scholarship holders for scientific initiation, masters, doctorate and post-doctorate degrees, in an ambitious initiative aimed at establishing a new benchmark for the competitiveness of the national industry and for the training of professionals who will transform the air mobility innovation ecosystem. Our research lines are:

- zero emission;
- aero-propulsive integration for electric aircraft, or APIE;
- machine control for electric propulsion, or MCEP;
- autonomous systems;
- decision methods for autonomous systems, or DMAS;
- advanced design and manufacturing;
- advanced design for metallic additive manufacturing, or ADAM; and
- Intelligent Aircraft Final Assembly, or IAFA.

In June 2023, we, our subsidiary Embraer Aircraft Holding, Inc., and Nidec Motor Corporation, one of the world’s leading comprehensive electric motor manufacturers, comprised by approximately 340 group companies all over the world, entered into the Framework Agreement. The Framework Agreement establishes the terms and conditions for the formation of a new company named Nidec Aerospace, LLC, for the joint development and manufacture of electric propulsion systems for aeronautical usage, including for vertical take-off and landing vehicles, and for fixed-wing aircraft. The transaction was consummated on October 5, 2023.

We also have the Innova Program, which aims to strengthen the innovation culture within Embraer. The Innova Program includes the Green Light, Innova Challenge and Innovation Day. The Green Light is our entrepreneurship program that evaluates innovative proposals presented voluntarily by employees and provides time availability, technical and business mentoring, and resources for them to carry out the idea until its technical and economic feasibility is proven. In 2023, 25 innovative projects were under development. The Innova Challenge is an internal crowdsourcing mechanism that stimulates ideas to solve issues globally from different departments of the company, and any employee in the world may participate in this process. Moreover, cultural events like the Innovation Day in 2023 had the participation of more than 8,000 employees.

In May 2023, in partnership with Saab, we began the production line of the Gripen E in Brazil, at our Gavião Peixoto unit. This was an important milestone in the technology transfer program and of our commitment to work together with Saab on new business opportunities. Our plant will be responsible for producing 15 Gripen E fighters, and the units assembled in Brazil will be delivered from 2025.

With respect to our digital transformation, our current strategy is to accelerate the development of solutions to our clients and strengthen efficiency in corporate and business areas of the company. In addition, we aim to increase operational efficiency in processes through digital solutions. Digital inventory management system and new data-based services to aircraft operators are some of our projects. In order to accelerate digital transformation by increasing human capital aligned to our strategy, we launched two new entry programs: (i) Software Specialization Program (in partnership with the Federal University of Pernambuco), from which we hired 31 of the 32 professionals that concluded the program, and the (ii) Social Tech Program. In 2023, the Social Tech Program focused exclusively on women, and had more than 17

thousand registrations. In total, we offered 50 scholarships aiming to promote opportunities and inclusion in the professional field. The program teaches students how to work with data analysis and includes classes about the python programming language, artificial intelligence and automation, business intelligence, excel and spreadsheets.

**D. Trend Information**  
**General Information**

Our total firm order backlog as of December 31, 2023 was US\$18.7 billion, of which US\$8.8 billion was from the Commercial Aviation segment, US\$4.3 billion was from the Executive Aviation segment, US\$2.5 billion was from the Defense & Security segment and US\$3.1 billion was from the Services & Support segment. Our total firm order backlog as of December 31, 2022, was US\$17.5 billion, of which US\$8.6 billion was from the Commercial Aviation segment, US\$3.9 billion was from the Executive Aviation segment, US\$2.4 billion was from the Defense & Security segment and US\$2.6 billion was from the Services & Support segment. Our total firm order backlog as of December 31, 2021 was US\$17.0 billion, of which US\$9.0 billion was from the Commercial Aviation segment, US\$2.9 billion was from the Executive Aviation segment, US\$2.7 billion was from the Defense & Security segment and US\$2.4 billion was from the Services & Support segment. Economic uncertainty will continue to play a role in investment attitude and philosophy of the private and public sectors. Business jet prospective buyers around the globe are reviewing their cash flows and capital expenditures in order to preserve capital, which is affecting market growth fundamentals and perspectives. Furthermore, the COVID-19 pandemic negatively affected the supply of pilots in the United States, many of which decided to change careers or retire as a result of the pandemic, and also resulted on the global shortage of components, affecting our supply chain cycles.

In the Commercial Aviation segment, the extensive traffic disruption caused by COVID 19, affected our customers’ operations throughout the world. While global commercial airline traffic volume in December 2023 recovered to 97% of 2019 levels, as showed in the Air Passenger Market Analysis report published by the International Air Transport Association (IATA), we are still below our pre-COVID commercial aircraft delivery rate, as of our customers have rescheduled aircraft deliveries for 2024 and beyond.

For the E175 market, as the regional aircraft market in the United States is reestablishing itself after a period of shortage of pilots’ availability, we expect to receive additional orders for this aircraft type from 2024 onwards. The confirmation of this trend should reinforce the relevance of segment as the backbone of the United States network.

For the E190-E2 and the E195-E2, demand comes mostly from turboprop markets growth, narrowbody complementation and E1 model replacement, the latter having a particular importance, since the customer footprint in the segment is our most relevant asset going forward. As the E2 was launched early in the E1 lifetime due to competitive reasons, the relevant E1 replacement wave should happen in the next few years and finalize by the end of this decade.

In 2023, the executive aviation market continued to show growth, sustaining the positive trend of the previous two years, with a strengthened demand for private flying. However, we expect that the growth rate will stabilize, due to the softening of economic uncertainty, complications in the supply chain and certification processes, as well as the acceleration of production, are balancing the industry’s sentiment, pointing it to overcome the obstacles aroused from the COVID-19 pandemic, whose vast effects were also responsible for the market blooming.

In this scenario, our executive jets are sustaining strong growth in both sales and deliveries. We seized advantage from the favorable industry momentum, which resulted in an above market performance.

With respect to our Defense & Security segment, we expect an increase in global defense spending in light of the current geopolitical scenario. In this scenario, with our comprehensive product portfolio and

worldwide presence, we are well positioned to provide highly effective solutions, creating sales opportunities for our Defense & Security segment, especially in the areas of aircraft platforms, critical software, command, control, communications and intelligence (C4I) and sensors in all domains (air, sea, land, space and cybersecurity). In 2023, our C-390 Millennium program took advantage of sales opportunities by signing contracts with South Korea and was selected by Austria, the Czech Republic and the Netherlands. As the global fleet of military tactical transport aircraft reaches its retirement age, we expect the C-390 Millennium to capture a sizable share of the replacement market for these aircraft.

In relation to Services & Support segment, we are confident that integrating an in-service fleet perspective with the existing business excellence initiatives will position our Services & Support segment to achieve higher return rates. This approach includes a thorough examination of the external business environment in all dimensions, identifying potential risks to operations. Overall, the combination of fleet growth, diversified customer base, and strategic initiatives positions the Services & Support segment for continued profitability.

On March 18, 2024, we released our projections for 2024, including a deliveries range of 72 to 80 aircraft in the Commercial Aviation segment and a range of 125 to 135 aircraft in the Executive Aviation segment, compared to actual deliveries of 64 aircraft in the Commercial Aviation segment and 115 aircraft in Executive Aviation segment, in 2023.

Commercial Aviation Segment

The following table summarizes our order book for our Commercial Aviation segment as of December 31, 2023:

Commercial Aviation	Firm Orders	Deliveries	Firm Order Backlog
EMB 120 Brasília	352	352	—
ERJ 135	108	108	—
ERJ 140	74	74	—
ERJ 145	708	708	—
EMBRAER 170	191	191	—
EMBRAER 175	853	753	100
EMBRAER 190	568	568	—
EMBRAER 195	172	172	—
EMBRAER 190 – E2	35	19	16
EMBRAER 195 – E2	271	89	182

The following tables set forth our Commercial Aviation order book as of December 31, 2023 by aircraft type, customer and country.

EMBRAER 170:

Customer	Firm Orders	Delivered	Firm Order Backlog
Airmorth (Australia)	1	1	—
Alitalia (Italy)	6	6	—
BA CityFlyer (UK)	6	6	—
Cirrus (Germany)	1	1	—
ECC Leasing (Ireland)	6	6	—
EgyptAir (Egypt)	12	12	—
Finnair (Finland)	10	10	—
GECAS (United States)	9	9	—
JAL (Japan)	18	18	—
NAC / Jetscape (United States)	1	1	—
LOT Polish (Poland)	6	6	—
Petro Air (Libya)	2	2	—
Regional (France)	10	10	—

<u>Customer</u>	<u>Firm Orders</u>	<u>Delivered</u>	<u>Firm Order Backlog</u>
Republic Airlines (United States)	48	48	—
Satena (Colombia)	1	1	—
Saudi Arabian Airlines (Saudi Arabia)	15	15	—
Sirte Oil (Libya)	1	1	—
Suzuyo (Japan)	2	2	—
TAME (Equator)	2	2	—
US Airways (United States)	28	28	—
Virgin Australia (Australia)	6	6	—
<b>Total</b>	<b>191</b>	<b>191</b>	<b>—</b>

**EMBRAER 175:**

<u>Customer</u>	<u>Firm Orders</u>	<u>Delivered</u>	<u>Firm Order Backlog</u>
Air Canada (Canada)	15	15	—
Air Lease (USA)	8	8	—
Air Peace (Nigeria)	5	—	5
Alitalia (Italy)	2	2	—
American Airlines (USA)	114	102	12
Belavia (Belarus)	1	1	—
CIT (USA)	4	4	—
ECC Leasing (Ireland)*	1	1	—
Flybe (UK)	11	11	—
Fuji Dream (Japan)	2	2	—
GECAS (USA)	5	5	—
Horizon Air / Alaska (USA)	50	41	9
KLM (The Netherlands)	17	17	—
LOT Polish (Poland)	12	12	—
Mauritania Airlines (Mauritania)	2	2	—
Mesa (USA)	7	7	—
NAC / Aldus (Ireland)	2	2	—
NAC / Jetscape (USA)	4	4	—
Northwest (USA)	36	36	—
Oman Air (Oman)	5	5	—
Overland Airways (Nigeria)	3	1	2
Republic Airlines (USA)	187	140	47
Royal Jordanian (Jordan)	2	2	—
Skywest (USA)	228	207	21
Suzuyo (Japan)	11	11	—
TRIP (Brazil)	5	5	—
Undisclosed	4	—	4
<b>Total</b>	<b>741</b>	<b>643</b>	<b>100</b>

(1) Aircraft delivered by ECC Leasing to Air Caraibes.

**EMBRAER 190:**

<u>Customer</u>	<u>Firm Orders</u>	<u>Delivered</u>	<u>Firm Order Backlog</u>
Aero Republica (Colombia)	5	5	—
Aeromexico (Mexico)	12	12	—
Air Astana (Kazakhstan)	2	2	—
Air Canada (Canada)	45	45	—
Air Caraibes (Guadalupe)	1	1	—
Air Lease (United States)	23	23	—
Air Moldova (Moldavia)	1	1	—
Augsburg (Germany)	2	2	—
Austral (Argentina)	22	22	—
AZAL (Azerbaijan)	4	4	—
Azul (Brazil)	5	5	—

<u>Customer</u>	<u>Firm Orders</u>	<u>Delivered</u>	<u>Firm Order Backlog</u>
BA CityFlyer (UK)	9	9	—
BOC Aviation (Singapore)	14	14	—
China Southern (China)	20	20	—
CIAF (Egypt)	3	3	—
CIT (United States)	7	7	—
Conviasa (Venezuela)	16	16	—
Copa (Panama)	15	15	—
Dniproavia (Ukraine)	5	5	—
ECC Leasing (Ireland)	1	1	—
Finnair (Finland)	12	12	—
GECAS (United States)	27	27	—
Guizhou / Colorful (China)	9	9	—
Hainan (China)	50	50	—
Hebei (China)	6	6	—
JAL (Japan)	14	14	—
JetBlue (United States)	64	64	—
Kenya Airways (Kenya)	10	10	—
KLM (The Netherlands)	26	26	—
KunPeng (China)	5	5	—
LAM (Mozambique)	2	2	—
Lufthansa (Germany)	9	9	—
M1 Travel (Lebanon)	8	8	—
NAC / Aldus (Ireland)	21	21	—
NAC / Jetscape (United States)	9	9	—
NAS Air (Saudi Arabia)	3	3	—
NIKI (Austria)	7	7	—
Regional (France)	10	10	—
Republic (United States)	2	2	—
Taca (El Salvador)	11	11	—
TAME (Ecuador)	3	3	—
TRIP (Brazil)	3	3	—
US Airways (United States)	25	25	—
Virgin Australia (Australia)	18	18	—
Virgin Nigeria (Nigeria)	2	2	—
<b>Total</b>	<b>568</b>	<b>568</b>	<b>—</b>

**EMBRAER 195:**

<u>Customer</u>	<u>Firm Orders</u>	<u>Delivered</u>	<u>Firm Order Backlog</u>
Arkia (Israel)	1	1	—
Aurigny (Guernsey)	1	1	—
Azul (Brazil)	59	59	—
Belavia (Belarus)	4	4	—
BOC Aviation (Singapore)	1	1	—
Flybe (UK)	14	14	—
GECAS (United States)	12	12	—
Globalia (Spanish)	12	12	—
Hainan (China)	20	20	—
LOT Polish (Poland)	4	4	—
Lufthansa (Germany)	34	34	—
Montenegro (Montenegro)	1	1	—
NAC / Aldus (Ireland)	4	4	—
NAC / Jetscape (United States)	2	2	—
Royal Jordanian (Jordan)	2	2	—
Trip (Brazil)	1	1	—
<b>Total</b>	<b>172</b>	<b>172</b>	<b>—</b>

EMBRAER 190 – E2:

Customer	Firm Orders	Delivered	Firm Order Backlog
Aercap (Ireland)	5	5	—
Air Kiribati (Kiribati)	2	1	1
Aircastle (United States)	2	—	2
Azorra (USA)	13	—	13
Helvetic (Switzerland)	8	8	—
Widerøe (Norway)	3	3	—
Placar Linhas Aéreas (Brazil)	1	1	—
Undisclosed	1	1	—
Total	35	19	16

EMBRAER 195 – E2:

Customer	Firm Orders	Delivered	Firm Order Backlog
Aercap (Ireland)	45	17	28
Air Peace (Nigeria)	13	5	8
Aircastle (United States)	23	14	9
Azorra (USA)	22	4	18
Azul (Brazil)	51	—	51
Binter Canarias (Spain)	16	9	7
Helvetic (Switzerland)	4	4	—
ICBC (China)	10	7	3
Luxair (Luxembourg)	4	—	4
Salam Air (Oman)	6	—	6
Porter (Canada)	75	29	46
Royal Jordania (Jordan)	2	—	2
Total	271	89	182

For additional information on trends in our business, see “Item 4. Information on the Company—B. Business Overview—Business Strategies” and “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Current Conditions and Trends in our Industry.” For additional information on risks affecting our business, see “Item 3. Key Information—D. Risk Factors.”

E. Critical Accounting Estimates

For this information, see Note 3 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

Item 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

We are managed by our board of directors (*conselho de administração*), composed of a minimum of nine and a maximum of 11 effective members. Our board of executive officers (*diretoria*) is composed of no less than four and no more than 13 members (each an executive officer). We have a permanent fiscal council (*conselho fiscal*), which is composed of at least three and no more than five members and an equal number of alternates.

There are no family relationships among the members of our board of directors and/or our board of executive officers.

Board of Directors

Our board of directors meets ordinarily eight times a year and extraordinarily when called by the chairman. It is responsible for, among other things, establishing our general business policies and electing our executive officers and supervising management.

Our board of directors is appointed by our shareholders for a two-year term, reelection is permitted, and there are three appointed seats as follows: (i) one effective and one alternate member to be appointed by the Brazilian government, as holder of the “golden share,” and (ii) two effective and two alternate members to be appointed by our employees (one board member and his alternate to be appointed by the Employee Investment Club of the Company – *CIEMB – Clube de Investimentos dos Empregados da Embraer* and one board member and his or her alternate to be appointed by the non-shareholder employees of the Company). The remaining eight effective directors are elected in accordance with the slate voting, or cumulative voting, rules according to our bylaws. For additional information on the rules and procedures regarding the nomination and election of our board members, see “Item 10. Additional Information—10. Memorandum and Articles of Association—Board of Directors—Election of Board of Directors.” There is no mandatory retirement age for our directors.

According to the *Novo Mercado* listing segment rules, the members of our board of directors agreed to comply not only with the *Novo Mercado* rules but also with the rules of the B3 Arbitration Chamber before taking office. In order to take office, the members of the board of directors must execute a term of investiture (*termo de posse*).

Set forth below are the names, ages, positions, the year first elected and brief biographical descriptions of the members of our board of directors, as of the date of this annual report:

Name	Age	Position	Year First Elected to Board
Alexandre Gonçalves Silva	79	Chairman	2011
Raul Calfat	71	Vice-President	2017 <sup>(1)</sup>
Claudia Sender Ramirez	49	Member	2021
Dan Ioschpe	59	Member	2020
Kevin Gregory McAllister	60	Member	2021
Mauro Gentile Rodrigues da Cunha	52	Member	2023
Márcio Fernando Elias Rosa	61	Member	2023
Todd Messer Freeman	64	Member	2021
Pedro Luís Farcic	60	Member	2023
Alexandre Magalhães Filho	71	Member	2015
Edmilson Saes	62	Member	2023 <sup>(2)</sup>

- (1) Appointed as the vice-president of our board of directors on May 18, 2020
- (2) Appointed as a member of the board of directors also from 2019 to 2021.

*Alexandre Gonçalves Silva.* Mr. Silva holds a Bachelor of Science degree in mechanical engineering from *Pontificia Universidade Católica do Rio de Janeiro* (PUC Rio de Janeiro). In his 40-year career, he has occupied positions in several areas, including 22 years as a CEO. Mr. Silva was the CEO of General Electric (GE) in Brazil from 2001 to 2007 and since then, he has occupied positions on boards of directors of various companies. Mr. Silva is the chairman and an independent member of our board of directors, an independent member of the board of directors of Nitroquímica and Iochpe-Maxion.

*Raul Calfat.* Mr. Calfat holds a degree in business administration from *Fundação Getúlio Vargas* (FGV). Mr. Calfat (i) was the CEO of Votorantim S.A. until December 2013, and the Chairman of the board of directors of Votorantim S.A. from January 2014 until April 2019; (ii) has been the chairman of the board of directors of Aché Laboratórios Farmacêuticos since September 2018; (iii) has been an independent board member of Dexco S.A. from 2015 to 2023; (iv) has been an independent member of the board of directors of



China Three Gorges Brasil since January 2021; (v) has been an independent board member of Fleury S.A. from 2021 to 2023; (v) has been an independent board member of Itaúsa since 2023. He is also a senior advisor at RGE Pte Ltd (Singapore), Macquarie Serviços Agrícolas Participações Ltda and at Bracell SP Cellulose Ltda and (vi) has been a member of the board of Sírío-Libanês Hospital from August 2015 up to April 2020. Mr. Calfat is an independent member of our board of directors, and also acts as the coordinator of our Strategy and Innovation Committee and as a member of our audit, risks and ethics committee.

*Claudia Sender Ramirez.* Mrs. Ramirez has a bachelor’s degree in chemical engineering from *Escola Politécnica da Universidade de São Paulo*, obtained in 1998 and an MBA degree from Harvard Business School, earned in 2002. She was recognized by the World Economic Forum as a Young Global Leader in 2014. Mrs. Ramirez is a member of the board of directors of companies listed in Brazil and Europe, such as Gerdau in Brazil, Telefonica in Spain and Holcim in Switzerland. In addition, Mrs. Ramirez is a member of the board of trustees of several NGOs, such as Ensina Brasil, Amigos do Bem, Hospital Israelita Albert Einstein and Gastromotiva. Before serving as a board member, Mrs. Ramirez was President and CEO of LATAM Airlines Brasil and Chief Customer Officer of Latam globally. She started her career at TAM in December 2011. She worked for 7 years with consumer goods at Whirlpool in Brazil, mainly in the areas of marketing and product development. Prior to joining Whirlpool, she was a consultant at Bain&Company for 7 years, working in several industries and countries. Mrs. Ramirez was elected as an effective member of the board of directors of Embraer S.A. Mrs. Ramirez is an independent member of our board of directors and a member of the People and ESG Committee and the Audit, Risk and Ethics Committee.

*Dan Ioschpe.* Mr. Ioschpe holds a bachelor’s degree in journalism from *Universidade Federal do Rio Grande do Sul* (UFRS), class of 1986, with a specialization in marketing from *Escola Superior de Propaganda em Marketing* (ESPM São Paulo), class of 1988, and an MBA degree from the Amos Tuck School at Dartmouth College, class of 1991. Since May 2020, Mr. Ioschpe is an independent member of our board of directors, and also a member of our People and ESG Committee and coordinator of our Audit Risk and Ethic Committee. He is the chairman of the board of directors of Iochpe-Maxion S.A., an independent member of the board of directors of Cosan S.A., WEG S.A. and Marcopolo S.A., chair of B20 Brasil, Vice President of IEDI, and a member of the board of Sindipecas and SESI/SP and Vice President of FIESP.

*Kevin Gregory McAllister.* Mr. McAllister has a bachelor’s degree from University of Pittsburgh, Metallurgical and Materials Engineering, 1987. Mr. McAllister has been an independent member of the board of directors of Embraer S.A. since September 2021. Mr. McAllister brings more than 30 years of experience in the aerospace industry through his tenures with Howmet Corporation, GE Aviation, and the Boeing Company. He has 27 years of engine experience at GE, complemented by close to three years of experience at Boeing, serving as the President and CEO of Boeing Commercial Airplanes. He is a certified Six Sigma Master Black Belt, with deep understanding of operational efficiency and excellence. Mr. McAllister’s current experience as a senior operating partner at the private equity firm AE Industrial Partners, as well as his Board role at Belcan (owned by AE Industrial), has provided him with a much broader industry exposure, particularly as it relates to new markets and technologies, such as satellites, space and eVTOL. Mr. McAllister is the current Emeritus Chair of the Board of Directors of ORBIS International, a non-profit global organization dedicated to preserving and restoring sight worldwide. Also, he has served in various positions in other companies or third sector organizations, he was a member of the Board of Director of the Washington Roundtable and Challenge Seattle, organization that brings senior executives together for positive change in policies that support a vibrant Washington state economy and served as President of the Wings Club Board of Governors, the premier global society of aviation professionals and a leading forum for aviation issues since 1942. Mr. McAllister is a member of Embraer’s Strategy and Innovation Committee.

*Mauro Gentile Rodrigues da Cunha.* Mr. Cunha holds a degree in Economics from the *Pontificia Universidade Católica do Rio de Janeiro* and an MBA from the University of Chicago. He is an independent Director with more than 27 years of experience in capital markets and corporate governance. He served from 2012 to 2019 as President of AMEC – Association of Capital Market Investors. In this position, he led the association that represents about 60 institutional investors, with approximately USD 150 billion invested in the Brazilian variable income market, with the purpose of developing the capital market and defending the

rights of minority shareholders. Before that, he worked for 18 years in several asset managers, including Opus, Mauá, Bradesco Templeton, Investidor Profissional, Banco Pactual and Morgan Stanley Asset Management, among others. He was also a member of the Board of Directors (2002 to 2009) and Chairman of the Board of Directors (2007-2009) of IBGC – Instituto Brasileiro de Governança Corporativa, one of the largest corporate governance institutions in the world. Mr. Rodrigues da Cunha was also Chairman of the Board of Directors of IBGC – Instituto Brasileiro de Governança Corporativa for two years, and a member of the institution for 7 years. In that period, the IBGC became a national reference in corporate governance, and one of the largest institutes dedicated to the subject in the world. Since 1999, he has participated in the Boards of Directors and Fiscal Councils of Brazilian companies, always as an independent member. In 2013 he became the first independent member effectively elected by minority shareholders at Petrobras. Between 2019 and 2020 he served as Chairman of the Board of Directors of Caixa Econômica Federal. He has also worked on the board of companies such as Vale, brMalls, Totvs, Eletrobras, Usiminas, CESP, Mahle Metal Leve, among others. Today, he is a member of our board of directors, our Audit, Risk and Ethics Committee, of AES Brasil, Hypera Pharma and Klabin. Mr. Rodrigues da Cunha is a consultant and professor of corporate governance, in addition to holding the designations NACD.DC, CFA (since 1997), CCA+/CC+ (IBGC), and CNPI (Apimec).

*Márcio Fernando Elias Rosa.* Mr. Rosa holds a degree in Law from the *Instituição Toledo de Ensino de Bauru-SP*, a Master’s and PhD in State Law from the *Pontifícia Universidade Católica of São Paulo*, practiced teaching (administrative law and collective protection) and was a member of the Public Prosecutor’s Office of São Paulo between 1986 and 2018. He was Secretary of Justice and Citizenship in the Government of the state of São Paulo (2016-2018) and president of the Fundação Casa. In the Public Prosecutor’s Office of the state of São Paulo, he was named the Attorney General of the State for two terms. At the Prosecutor’s Office of the state of São Paulo he was also a prosecutor of Justice of Diffuse and Collective Rights and promoter of justice and citizenship. Finally, he is executive secretary of the Ministry of Development, Industry, Trade and Services (MDIC). He also acts as legal consultant to companies with operations in Brazil and abroad in the area of environmental law and civil liability. He acted as an expert before the English, German and Dutch courts in a civil liability action. He also advised publicly traded companies on compliance procedures. Mr. Rosa has been a member of our board of directors since April 2023 and also serves as a member of Strategy and Innovation Committee.

*Todd Messer Freeman.* Mr. Freeman holds an MBA in Finance & Strategic Planning from The Wharton School of the University of Pennsylvania in 1987, and an M.A. in International Studies from the University of Pennsylvania. He was also a Fellow at the Lauder Institute of Management and International Studies while at the University of Pennsylvania. He received his bachelor’s degree in Accounting & Finance from Lehigh University in 1982. Mr. Freeman brings over 30 years of global experience in the aviation industry. He built experience at JP Morgan, Airbus and GE Aircraft Engines but most of his career was focused on the global aircraft leasing sector. He held various commercial leadership positions at GECAS including 12 years leading GECAS’ regional aircraft business. He has a deep understanding of the regional aircraft market and the competitive landscape. From 2019 to 2021, Mr. Freeman served as a Special Advisor to the Chairman of Nordic Aviation Capital, the largest regional aircraft lessor at the time. Mr. Freeman holds and has held several positions in other companies, charities, or aviation industry organizations, as follows: Board Chair of Airlink, an aviation-focused humanitarian organization; Member of the Board of Mubadala Infrastructure Partners; Board Chair of the ISTAT Foundation; Member of the Board of the Regional Airline Association (US); Member of the Board of the European Regions Airline Association; Member of the Board of GRA, Inc (airline/airport advisory). He is also an active, FAA-certificated flight instructor and an AngelFlight volunteer pilot. Mr. Freeman has been an independent member of the Board of Directors of Embraer S.A. since September 2021, and serves as a member of Strategy and Innovation Committee.

*Pedro Luís Farcic.* Since April 2021, Mr. Farcic is Commander of the Air Force Readiness Command (Air Force operational). In the military area, he served in several positions, including Commander of the General Support Command, chief of staff of the commander of the air force from January 2019 to April 2021 and chief of the 7<sup>th</sup> sub-chief of the air force staff in 2018. Mr. Farcic has completed several academic courses, such as: flight officer training course at the Air Force Academy; officers improvement course at the Air Force Improvement School; command and staff course at the Air Force Command and Staff

School; aerospace policy and strategy course at the Air Force Command and Staff School; budget and financial management course at the National School of Public Administration; and post-graduation in planning and business management at the *Catholic University of Brasília*. Mr. Farcic has received several awards, including the merit medal of the joint chiefs of staff of the Armed Forces, the Order of Merit of Defense Medal – Grand Officer Degree, the Order of Aeronautical Merit Medal – Grand Officer Degree, the Order of Military Judicial Merit Medal – High Distinction Degree, the Order of Rio Branco Medal – Grand Cross Degree, the National Defense Medal of France, and the Santos-Dumont Merit Medal. Mr. Farcic was appointed in 2023 by the Brazilian Air Force Command as a member of our board of directors.

*Alexandre Magalhães Filho*. Mr. Magalhães Filho holds a degree in accounting sciences from *Faculdade de Ciências Econômicas e Administrativas Professor Ulisses Vieira*, class of 1975, with a specialization in budget analysis. He has been an employee of Embraer since 1986, holding the following positions: (i) budget supervisor, from 1986 to 2008; (ii) assistant controllership officer; (iii) pricing and economic planning manager, from 2008 to 2010; and (iv) costs manager. Mr. Magalhães Filho is a member of our board and also acts as a financial process manager in charge of cost, accounting and tax procedures, including products and services costing, accounting for 29 companies, controllership and IFRS accounting consolidation for 50 companies in the Embraer group, and tax operations. Mr. Magalhães Filho was a member of the fiscal council of (i) Banco do Brasil Previdência Privada (BBPREV) from 1997 to 2009; (ii) Embraer Prev – Sociedade de Previdência Complementar from 2010 to 2012 and reelected for two terms from 2015 to 2018 and from 2018 to 2021; and (iii) Cooperativa dos Empregados da Embraer (Cooperemb), from 2009 to 2011, and was also elected to their board of directors from 2015 to 2017. He was a member of the fiscal council of Instituto Embraer de Educação e Pesquisas. Mr. Magalhães Filho was an alternate director for the representative of the Embraer Employees Investment Club (CIEMB) on our board of directors from 2013 to 2015, was elected as an effective director for three consecutive terms, from 2015 to 2023 as appointed by Embraer’s employees.

*Edmilson Saes*. Mr. Saes holds a bachelor’s degree in civil engineering from the *Universidade do Vale do Paraíba*, and a postgraduate degree in strategic business management from the National Institute of Graduate Studies (INPG) in 2000, a course in aircraft design from the University of Kansas in 2001, and a board member course from the Brazilian Institute of Corporate Governance in 2019. He is a product development engineer at Embraer. He has been an employee of the company since March 1982, with extensive experience in the area of product development engineering and program management. Member appointed by the company’s non-shareholder employees to our board of directors from April 2019 to April 2021 and 2023 to 2025. Since 2016 Mr. Saes is responsible for our engineering experimentation laboratory. He worked in the area of product development projects until 1999, and as a program management engineer from 2000 to 2015, focusing on technical management and team management for product development. In 2007 he was responsible for the registration of the Phenom 100 Program in the FINEP award for technological innovation, which led us to be awarded in the category of innovative product, which was our first award on this category and led us to conquest many other awards.

**Committees**

Three committees were formed to assist the board of directors in its duties and responsibilities:

- *Strategy and Innovation Committee*. See “—C. Board Practices—Strategy and Innovation Committee” below.
- *Audit, Risk and Ethics Committee*. See “—C. Board Practices—Audit, Risks and Ethics Committee” below.
- *People and ESG Committee*. See “—C. Board Practices—People and ESG Committee” below.
- *Fiscal Council*. See “—C. Board Practices—Fiscal Council” below.

Executive Officers

Our executive officers are responsible for our day-to-day management. The board of executive officers has responsibilities established by our bylaws and by the board of directors.

The terms of office for our executive officers are two years and reelection is allowed. The vote of at least seven members of our board of directors is necessary to remove an executive officer. Our bylaws prohibit any executive officer from also serving simultaneously as a member of our board of directors.

According to the *Novo Mercado* rules, the members of our board of directors agreed to comply not only with the *Novo Mercado* rules but also with the rules of the B3 Arbitration Chamber before taking office. In order to take office, the members of the board of directors must execute a term of investiture (*termo de posse*).

Set forth below are the names, ages, positions, the year first elected and brief biographical descriptions of our current executive officers, as of the date of this annual report:

Name	Age	Position	Year First Elected
Francisco Gomes Neto	65	President and Chief Executive Officer	2019
Antonio Carlos Garcia	58	Executive Vice President – Chief Financial and Investor Relations Officer	2020
Luis Carlos Marinho da Silva	52	Executive Vice President, Operations	2023
Roberto de Deus Chaves	49	Executive Vice President, Global Purchasing	2023

*Francisco Gomes Neto.* Mr. Gomes Neto holds a degree in electrical engineering from *Universidade de Mogi das Cruzes* (UMC), class of 1981, and an MBA degree in controlling and finance from *Universidade de São Paulo* (USP), class of 2001. He has also concluded specialization courses in business administration at *Fundação Getúlio Vargas* (FGV) in 2000, finance and risk management at St. John’s University in 2002, executive education programs at University of Michigan in 2002 and at *Instituto Brasileiro de Governança* (IBGC) in 2018. Mr. Gomes Neto is our president and chief executive officer since May 2019. He has extensive experience in management positions, including CEO positions for approximately 20 years, in the transportation sector in Brazil and abroad. Mr. Gomes Neto was the CEO of Marcopolo Group, one of the leading bus body manufacturers in the world, when he led the company’s transformation process, generating strong sales growth and market value for the business. He was also the CEO Americas of the company Mann+Hummel and was the president of Knorr Bremse, a leading company in commercial vehicle control systems.

*Antonio Carlos Garcia.* Mr. Garcia. Mr. Garcia holds a degree in accounting from *Faculdades Integradas Campos Salles*, class of 1989 and an MBA degree in business administration from *Pontifícia Universidade Católica de São Paulo* (PUC – São Paulo), class of 1999. Furthermore, Mr. Garcia holds an MBA at Duke University from Siemens Management Program in 2001. He also participated in ThyssenKrupp Executive Program at Harvard Business School in 2011. Mr. Garcia was elected as Embraer Executive Vice President, Financial and Investor Relations on January 1, 2020. Since July 2020 he is also responsible for Procurement. Mr. Garcia worked at ThyssenKrupp where he served as global CFO of the forged technologies business segment in Germany. Previously, he worked for six years at the ZF Group in Brazil and over eighteen years at the Siemens Group, where he worked in several business segments. In 2023 Mr. Garcia concluded the CFO Leadership Program at Harvard Business School.

*Luis Carlos Marinho da Silva.* Mr. Marinho has been our operations vice president from July 29, 2020 to May 2023 and Executive Vice President, Operations since May 5, 2023, being responsible to define and implement all the operational organization performance improvements. He has large experience in implementation lean philosophy in aeronautical industry with focus on increase the productivity, simplify process and establish a culture of excellence at production, logistics, strategic and planning bringing value to

the customer. Starting his career at Embraer in 1999, Mr. Marinho became managing director of ELEB Equipamentos Ltda in 2014. Prior to that he served as manufacturing engineering manager at GPX unit and as a manager in logistics in subcontractors and supervisor in logistics from 2004 until 2008. He also was responsible for the maintenance and the quality in avionic engineering for 8 years at VASP. Mr. Marinho holds bachelor degrees in electrical engineering and a master degree in business administration and course in finance and accounting for nonfinancial executives at Stanford University.

*Roberto de Deus Chaves.* Mr. Chaves is the Executive Vice President of Global Procurement being responsible for the long-term strategic relationship with suppliers and partners, further strengthening collaboration and performance. He joined us in 2001 and has held multiple senior management positions in the Supply Chain area, including an international experience in our former JV in Harbin-China. He was the Head of Procurement in the latest aircraft development such as the Phenom, Praetor and E2 Programs. More recently Mr. Chaves was leading our Shared Services Organization, the Commercial Aviation Carve-Out Program Office and in the past two years he implemented a new Procurement organization structure. He is also Board Member at Embraer Prev and EZAir Interior Limited. Mr. Chaves holds a bachelor’s degree in mechanical engineering as well as marketing specialization and MBA degree in business administration.

**B. Compensation**

**Overview**

Our executive officers, board of directors and fiscal council members are entitled to fixed compensation. In addition, our executive officers are eligible to participate in our executive profit-sharing plan, which provides them with variable compensation that is based on their and our performance and is limited to a percentage of our net income for the year.

For the fiscal year ended December 31, 2023, the aggregate compensation that we paid to members of the board of directors, the audit, risks and ethics committee, and the executive officers for services in all capacities was US\$9.0 million, of which US\$2.8 million to members of the board of directors and US\$6.1 million to the executive officers. In the same period, we paid US\$0.2 million to members of the fiscal council.

For the fiscal year ended December 31, 2023, members of our committees of the board of directors, including our audit, risks and ethics committee, received an aggregate additional compensation of US\$0.6 million, which is included in the US\$2.8 million compensation mentioned above.

In addition, in 2023, we contributed US\$0.1 million for the payment of pension benefits to our executive officers. Members of our board of directors and fiscal council do not receive these benefits. The board of directors’ members, fiscal council members and executive officers did not receive any compensation (including benefits in kind) from any of our subsidiaries. As of December 31, 2023, none of the board of directors’ members, fiscal council members or executive officers had any financial or other interests in any transaction involving us which was not in the ordinary course of our business. In the year ended December 31, 2023, the maximum, average and minimum yearly compensation paid to an individual member of our board of directors was US\$0.5 million, US\$0.2 million and US\$0.2 million, respectively.

In the year ended December 31, 2023, the maximum, average and minimum yearly compensation paid to an individual member of our board of executive officers was US\$3.0 million, US\$1.5 million and US\$1.2 million, respectively.

In the year ended December 31, 2023, the maximum, average and minimum yearly compensation paid to an individual member of our fiscal council was US\$47.7 thousand, US\$41.5 thousand and US\$39.4 thousand, respectively.

Phantom Shares Plan

In February 2014, we adopted a long-term incentive plan aligned with our remuneration policy. This plan is based on the granting of virtual shares to officers and management and its objective is the attraction and retention of highly qualified staff to ensure continuity of management and alignment of interests of officers and key personnel of the Company with that of shareholders. The amounts distributed are defined with reference to the market, under the conditions described in the plan. In general, participants in the plan are entitled to receive two classes of virtual shares, 50% in the form of virtual restricted shares and 50% in the form of virtual performance shares linked to a performance indicator target. We pay the amount of the long-term incentive converting the virtual shares into *reais* by the average price of the Company’s shares in the ten trading sessions preceding the relevant determination date, in general after the third year of the grant date.

The objectives of our long-term incentive plan are the attraction and retention of highly qualified personnel and to allow those who can contribute to our performance the opportunity to participate in our profits. Incentives under the plan are intended to promote continuity among our management and alignment of the interests between our executives and shareholders.

The table below sets forth information about the grants under the Phantom Shares Plan with outstanding virtual shares as of December 31, 2023

Year Granted	Total Benefit Granted <i>(in R\$ millions)</i>	Amount of Virtual Shares Granted	Fair Value of Shares on December 31, 2023 <sup>(1)</sup> <i>(in R\$ millions)</i>	Outstanding Virtual Shares as of December 31, 2023 <sup>(2)</sup>
March 12, 2019	26.0	1,349,153	3.7	159,471
March 24, 2020	27.7	1,633,741	6.9	293,810
March 18, 2021	24.6	2,181,442	43.4	1,851,098
March 11, 2022	40.4	2,292,434	29.5	1,258,779
September 05, 2022	187.1	13,621,919	47.8	4,537,104
November 18, 2022	78.7	4,494,033	19.4	1,717,621
March 9, 2023	56.7	3,471,772	22.0	936,998
September 13, 2023	33.3	1,802,095	3.5	147,647

- (1) Refers to the estimated fair value of total virtual shares granted in each grant date.
- (2) Refers to outstanding virtual shares as of December 31, 2023 considering the respective vesting periods and less the virtual shares already paid to the beneficiaries.

In 2023, we entered into certain equity swap agreements with Banco Santander S.A., scheduled to settle within a maximum period of 18 months, and covering up to 19,556,109 shares, pursuant to CVM Resolution No. 77/2022. The equity swap agreements will allow us to receive the variation related to the price of our common shares traded on the B3 (*plus* any distributions on such shares) and pay an amount equivalent to the CDI *plus* a fixed rate during the term of the agreements. For further information on the equity swap agreements, see Note 8 to our 2023 audited consolidated financial statements.

For additional information on our Phantom Shares plan, see Note 26 to our 2023 audited consolidated financial statements.

Short-Term Variable Compensation Policy

Our Short-Term Variable Compensation Policy is designed to promote the retention of executives and alignment of their interests with those of shareholders. Goals with greater impact and importance for our company are given greater weight.



**Employee Profit-Sharing Plan**

In 2020, we approved a new profit-sharing plan that linked employee profit sharing, as a percentage of the employee’s monthly wage, to the achievement of corporate targets, such as free cash flow and operating margin.

For the 2023, 2022 and 2021 fiscal years, we distributed US\$33.4 million, US\$19.2 million and US\$10.7 million to our employees under our profit-sharing plan.

**Defined Contribution Pension Plan**

We sponsor a defined contribution pension plan for employees and the participation in this plan is optional. The plan is managed by EMBRAER PREV – *Sociedade de Previdência Complementar*. Contributions made by us to this plan in the years ended December 31, 2023, 2022 and 2021 were US\$17.3 million, US\$9.7 million and US\$12.0 million, respectively. For additional information on our post-retirement benefits, see Note 25.2 to our 2023 audited consolidated financial statements.

Risk management studies are performed annually to identify the future exposure to be recorded as a provision. The provision recorded of medical benefits plan in Brazil was US\$46.1 million as of December 31, 2023, US\$34.2 million as of December 31, 2022 and US\$36.5 million as of December 31, 2021. The increase observed in 2023 is related to the remeasurement of the plan based on actuarial assumptions.

The actuarial methods used comply with the generally accepted actuarial methods in force, in accordance with the projected unit credit method.

**D&O Insurance**

We maintain directors’ and officers’ liability insurance in an amount of US\$50.0 million. This insurance covers liabilities resulting from wrongful acts, including any act or omission committed or attempted by any officer or director acting in his or her capacity as officer or director or any matter claimed against an officer or director solely due to his or her serving in such capacity.

According to our by-laws, we may enter into agreements with, or approve indemnity policies covering the members of our board of directors, fiscal council, board of executive officers and our committees or of our controlled companies, as well as certain of our employees or of our controlled companies, for whom we agree to bear or reimburse certain expenses, costs and damages effectively incurred by the beneficiaries, during or after the period of their relationship with us, related to arbitration, judicial or administrative proceedings, involving acts practiced in carrying out the beneficiaries’ duties, from the date of their investiture or beginning of the employment relationship with us, as applicable.

**C. Board Practices**

Our board of directors is appointed for a two-year term. See “—A. Directors and Senior Management—Board of Directors.”

The current executive officers were elected by the board of directors, with a term of office lasting until the meeting of our board of directors to be held following the annual general meeting of our shareholders in 2024 to approve our financial statements for the fiscal year ended December 31, 2023. The members of our board of directors and our executive officers have a uniform two-year term and are eligible for reelection. A vote of at least seven members of our board of directors is necessary to remove an executive officer. See “6A. Directors and Senior Management—Executive Officers.”

None of our directors is party to an employment agreement providing for benefits upon termination of term. All of our executive officers are party to a service agreement setting forth the rights and obligations of the executive officers.



Audit, Risks and Ethics Committee

Our Audit, Risk and Ethics Committee has no executive power and must have at least three and up to five members, of which (i) the majority of its members must be independent members of the board of directors, (ii) at least one must be an external member, pursuant to our bylaws, and (iii) at least one must have acknowledged experience in corporate accounting matters. A member of the Audit, Risk and Ethic Committee may meet both the requirements of being an independent member of the Board of Directors with acknowledged experience in corporate accounting matters, or being an External Member with acknowledged experience in corporate accounting matters. The primary purpose of the Audit Risks and Ethics Committee is to assist the board of directors. The Audit Risks and Ethics Committee’s responsibilities include validation and submission to the board of directors of guidelines for risk policy, verification of risk management policy compliance, supervision of activities performed by our independent registered accounting firm and monitoring the quality and integrity of internal controls and financial statements. Our Audit, Risk and Ethics Committee is currently composed of three independent members of our board of directors and two external members.

Foreign private issuers are subject to local legislation which may prohibit the board of directors from delegating certain responsibilities to the audit committee, pursuant to Rule 10A-3 of the Exchange Act. Audit committees of foreign private issuers may be granted responsibilities, including advisory powers, with respect to certain matters to the extent permitted by law. Due to certain restrictions imposed by the Brazilian Corporate Law, our Audit Risks and Ethics Committee, unlike a U.S. audit committee, only has an “advisory” role and may only make recommendations for adoption by the full board of directors, which is responsible for the ultimate vote and final decision. For example, our Audit, Risks and Ethics Committee makes recommendations regarding the appointment of auditing firms, which are subject to a vote by the board of directors. Our Audit, Risks and Ethics Committee complies with Brazilian legal requirements (including for “independent directors,” as defined by Brazilian law).

Set forth below are the names, ages, position and the year first elected and brief biographical descriptions of the members of our Audit, Risks and Ethics Committee:

Name	Age	Position	Year First Elected
Dan Ioschpe	59	Coordinator and Effective member	2023
Claudia Sender Ramirez	49	Effective member	2021
Mauro Gentile Rodrigues da Cunha	52	Effective member	2023
João Cox Neto	60	External member	2023 <sup>(1)</sup>
Vanessa Claro Lopes	48	External member	2019 <sup>(2)</sup>

- (1) Mr. João Cox Neto 2013was elected in May 2023 as an external member of the Audit, Risks and Ethics Committee, after resigning as an effective member of our board of directors.
- (2) Ms. Vanessa Claro Lopes was elected on July 16, 2019 as an external member of the Audit, Risks and Ethics Committee.

*Dan Ioschpe.* See “—A. Board of Directors.”

*Claudia Sender Ramirez.* See “—A. Board of Directors.”

*Mauro Gentile Rodrigues Da Cunha.* See “—A. Board of Directors.”

*João Cox Neto.* Mr. Cox holds a bachelor’s degree in economics from *Universidade Federal da Bahia* and attended to post graduation in economics at *Université du Québec à Montreal* and at the College of Petroleum Studies of Oxford University. Mr. Cox has extensive board experience in both public and private companies. Currently he serves as Chairman of the board of directors of Vivara S.A. (largest Latin America jewelry company). Some of his previous board positions include, but are not limited to: Independent board member of Petrobras S.A.; Vice-Chairman of Braskem S.A.’s board of directors;

Chairman of the Board of TIM Participações S.A; Vice-Chairman of Claro S.A.’s board of directors; Vice-chairman of the board of directors of Cellcom; Independent board member of Linx S.A.; CRSFN— National Financial System Resources Council; ABRASCA (Brazilian Association of Publicly-Held Companies) and; IBRI (Brazilian Institute of Investors’ Relations).

*Vanessa Claro Lopes.* Ms. Lopes holds a bachelor’s degree in accounting sciences from *Universidade Federal Fluminense*, or UFF, a bachelor’s degree in system analysis from FATEC/BS, and a master’s degree in management systems from UFF, with specialization in corporate management from EAESP FGV and computer networks from Universidade São Judas. Ms. Lopes is an external and independent member of our Audit, Risks and Ethics Committee. She has 29 years of professional experience and currently serves as independent member in the boards of directors of Afya Limited and Lojas Americanas S.A.; coordinator of the audit committee of Tagma Logística S.A and Lojas Americanas S.A.; member of the audit committees of Afya Limited A and member of the fiscal councils of Cosan S.A., Comgás S.A. and Cosan Logística S.A. Mrs. Lopes served as independent member in the board of directors and audit committee of Light SA, and she served as chairman of the fiscal council of Via Varejo S.A. and member of the fiscal councils of Gerdau S.A., Terra Santa Agro S.A., Renova Energia S.A. and Estácio Participações S.A. She has significant experience in publicly-held companies, listed in Brazil and in the United States.

People and ESG Committee

Our People and ESG Committee has no executive power and its members are appointed by our board of directors. The majority of its members shall be independent members of our board of directors, and the remaining members can be external members, pursuant to paragraph 1 of Section 34 and paragraph 3 of Section 37 of our bylaws. The purpose of this committee is to assist our board of directors with matters related to human resources issues, including appointment of executive officers and removal of executive officers from office and designation of their duties according to our bylaws, compensation and human relations policy and transfer of our resources to employee associations, charity and recreational entities, to the private security fund and foundation. Additionally, this committee also assists our board of directors with corporate governance matters.

Set forth below are the names, ages, position and the year first elected and brief biographical descriptions of the members of our People and ESG Committee:

Name	Age	Position	Year First Elected
Claudia Sender Ramirez	49	Coordinator and effective member	2021
Dan Ioschpe	59	Effective member	2023
Raul Calfat	71	Effective member	2023
Cibele Castro	58	External member	2023 <sup>(1)</sup>

(1) Ms. Cibele Castro was elected on July 1<sup>st</sup>, 2023 as an external member of the People and ESG Committee.

*Claudia Sender Ramirez.* See “—A. Board of Directors.”

*Dan Ioschpe.* See “—A. Board of Directors.”

*Raul Calfat.* See “—A. Board of Directors.”

*Cibele Castro.* Mrs. Castro holds a degree in Psychology from the Catholic University of Santos, with a postgraduate degree in Neuroscience and Behavior from the Pontifical Catholic University of Rio Grande do Sul (PUC/RS). She studied Corporate Governance: Maximize your effectiveness in the Boardroom, at The Wharton School of the University of Pennsylvania, in 2023. Mrs. Castro is certified in Innovation by the Global Innovation Management Institute and certified as Board Member by Experience

(CCA+) by the IBGC, in 2017. Mrs. Castro has been an independent director of the Board of Directors of IRB Brasil RE since 2023 and serves as a member of the People, Compensation and Nomination Committee. Mrs. Castro is the coordinator of the People, Compensation, Succession and Eligibility Committee at Banco da Amazonia, since 2022. Mrs. Castro is an External Member of the People, Compensation, Governance and Sustainability Committee (ASG) of Wiz Soluções Financeiras, since 2022. She has been board director since 2008 in the Energy and Telecom sectors. She has 20 years of experience as C-level in family-owned companies and publicly traded multinational companies, in charge of People, IT, Supply Chain, Logistics, Innovation, R&D, Environment, Safety, Security and Infrastructure, with local, regional, and global responsibilities. Mrs. Castro is an external member of the People and ESG Committee at Embraer S.A.

Strategy and Innovation Committee

Our Strategy and Innovation Committee has no executive power and its members are appointed by our board of directors. The majority of its members shall be independent members of our board of directors, and the remaining members can be external members, pursuant to paragraph 1 of Section 34 and paragraph 3 of Section 37 of our bylaws. The primary purpose of our Strategy and Innovation Committee is to assist the board of directors. The Strategy and Innovation Committee’s responsibilities include assisting the board of directors in the performance of its duties, focused on the following areas: (i) strategic objectives and macro-projects relating to our strategic plan and action plan, and (ii) potential opportunities in the assessment of new business.

Set forth below are the names, ages, position and the year first elected and brief biographical descriptions of the members of our Strategy and Innovation Committee:

Name	Age	Position	Year First Elected
Raul Calfat	71	Coordinator	2017
Kevin Gregory. McAllister	60	Effective member	2021
Márcio Fernando Elias Rosa	61	Effective member	2023
Todd Messer Freeman	65	Effective member	2021

*Raul Calfat.* See “—A. Board of Directors.”

*Kevin Gregory. McAllister.* See “—A. Board of Directors.”

*Márcio Fernando Elias Rosa.* See “—A. Board of Directors.”

*Todd Messer Freeman.* See “—A. Board of Directors.”

Fiscal Council

Under the Brazilian Corporate Law, the fiscal council is a corporate body independent of management and a company’s external auditors. The fiscal council has not typically been equivalent to or comparable with a U.S. audit committee. The primary responsibility of the fiscal council has been to monitor management’s activities, review the financial statements, and report its findings to the shareholders. In our case, our statutory audit, risks and ethics committee, established in accordance with the *Novo Mercado* Listing Rules, will serve as the equivalent of a U.S. audit committee. For additional information on our committees, see “—A. Directors and Senior Management—Committees.”

Under the Brazilian Corporate Law, the fiscal council may not have members who are members of the board of directors or the executive committee, or who are our employees or employees of a controlled company or of a company of this group, or a spouse or relative of any member of our management. In addition, the Brazilian Corporate Law requires that fiscal council members receive a remuneration of at least 10% of the average amount paid to each executive officer. The Brazilian Corporate Law requires a fiscal council to be composed of a minimum of three and a maximum of five members and their respective alternates.

Our fiscal council is composed of three to five members who are elected at the annual shareholders’ meeting, with terms lasting until the next annual shareholders’ meeting after their election. Under the Brazilian Corporate Law, if a company acquires control of another company, minority shareholders that in the aggregate hold at least 10% of the voting shares also have the right to elect separately one member of the fiscal council. This provision will not be applicable to us as long as we are subject to widespread control. Set forth below are the names, ages, the year first elected and positions of the members of our fiscal council and respective alternates, elected at our annual shareholders’ meeting held on April 28, 2023.

The following table sets forth the name and year of election of each of the members of our fiscal council as of the date of this annual report.

Name	Age	Position	Year First Elected
Mario Ernesto Vampré Humberg(1)	60	Effective member	2020
Magali Rogéria de Moura Leite(2)	52	Effective member	2023
Carla Alessandra Trematore	48	Effective member	2022(3)
Otavio Ladeira de Medeiros	56	Effective member	2022
Reginaldo Ferreira Alexandre	65	Effective member	2023
Adjarbas Guerra Neto	47	Alternate	2023
Adriano Pereira de Paula	60	Alternate	2023
Guillermo Oscar Braunbeck	51	Alternate	2023
Stania Lopes Moraes	55	Alternate	2023
Doris Beatriz França	69	Alternate	2023

- (1) President of the fiscal council.
- (2) Vice-President of the fiscal council.
- (3) Ms. Trematore was elected as alternate member in 2022 and effective member in 2023.

D. Employees

The table below sets forth the number of our employees by category at the dates indicated and includes the employees of our wholly owned subsidiaries. The total consolidated employees refer to employees at of our subsidiaries and joint ventures, including, Atech, Eve, Embraer CAE Training Services, OGMA, Tempest and Visiona:

	As of December 31,		
	2023	2022	2021
Production Process	10,112	8,671	7,882
Research and Development	3,858	3,717	3,563
Customer Support	3,216	3,010	2,847
Administrative—Production Support	274	250	253
Administrative—Corporate	1,537	1,485	1,522
Total (including only wholly owned subsidiaries of Embraer S.A)	18,997	17,133	16,067
Total Consolidated Employees	21,892	19,993	18,766

Approximately 87% of our workforce is employed in Brazil. Most of our technical staff is trained at leading Brazilian engineering schools, including ITA, located in the city of São José dos Campos.

Embraer fully supports the choice of union association of its employees. In Brazil, 5.9% of our employees are unionized, and, according to Brazilian labor laws, salary readjustments and other clauses negotiated in collective bargaining agreements extend to the entire category, resulting in 100% employees covered by clauses negotiated in these agreements.

We actively support the training and professional development of our employees. We have established a program at our facility in the city of São José dos Campos to provide newly graduated engineers with specialized training in aerospace engineering.

E. Share Ownership

As of December 31, 2023, our board members owned 205 of our common shares and our executive officers did not own any of our common shares. As of the same date, members of our fiscal council owned one of our common shares and none of our directors individually owns more than 1.0% of the outstanding common shares.

F. Disclosure of a Registrant’s Action to Recover Erroneously Awarded Compensation

Not applicable.

Item 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Shareholders

As of the date of this annual report, we have a total authorized capital of 1,000,000,000 shares, of which 740,465,044 common shares were issued, including one special “golden share” held by the Brazilian government. The golden share provides the Brazilian government with veto rights in certain specific circumstances. In addition, non-Brazilian shareholders may have their voting rights restricted in certain specific circumstances. For additional information on the voting rights of our common shares, see “Item 10. Additional Information—B. Memorandum and Articles of Association—Voting Rights of Shares.”

The table below sets forth information related to the number of shares held by our significant shareholders, as of December 31, 2023, in accordance with the most recent shareholder position information provided to us:

	Common Shares	
	Shares <sup>(1)</sup>	(%)
Brandes Investment Partners, L.P. <sup>(2)</sup>	112,071,399	15.14
BNDES Participações S.A.—BNDESPAR <sup>(3)</sup>	39,762,489	5.37
BlackRock, Inc. <sup>(4)</sup>	37,322,140	5.04
União Federal/Brazilian government <sup>(5)</sup>	1	0.00
Shares in company treasury	5,832,238	0.79
Others	545,476,777	73.66
Total	740,465,044	100.00

- (1) The number of shares includes our ADS.
- (2) Brandes Investment Partners, L.P. is a 100% employee-owned independent investment advisory firm founded and co-owned by Charles Howard Brandes. The firm manages the Brandes series of mutual funds in addition to other funds and caters to individuals and institutions.
- (3) BNDESPAR is a wholly owned subsidiary of *Banco Nacional de Desenvolvimento Econômico e Social* – BNDES, the government-owned national development bank of Brazil.
- (4) Blackrock INC. is an American global investment management corporation based in the city of New York, United States. Founded in 1988, initially as a risk management and fixed income institutional asset manager, BlackRock is the world’s largest asset manager.
- (5) The Brazilian government holds our “golden share.”

There have been no significant changes in percentage ownership by any major shareholder in the past three years. On December 31, 2023, we had approximately 82,623 holders of common shares, including common shares in the form of ADSs. On December 31, 2023, an aggregate of 77,795,257 ADSs were held by 145 record holders, including DTC in the United States.

**B. Related Party Transactions**

**The Brazilian Government**

The Brazilian government, through its direct and indirect stakes in us and its ownership of our “golden share,” is one of our major shareholders. The issuance of the “golden share” was a requirement of the regulations governing our privatization in 1994 and grants the Brazilian government veto rights over certain military-related programs and corporate actions (including transfers of control and changes in our name, logo and corporate purpose). For additional information on the voting rights of our golden share, see “Item 10. Additional Information—B. Memorandum and Articles of Association—Voting Rights of Shares—Golden Share.” As of December 31, 2023, in addition to the “golden share,” the Brazilian government owned an indirect 5.37% stake in us through BNDESPAR, a wholly owned subsidiary of BNDES, which, in turn, is controlled by the Brazilian government. As a result, for the purposes of this annual report’s disclosure requirements, we consider transactions between Embraer and the Brazilian government or its agencies as falling within the definition of “related party transactions.”

The Brazilian government plays an important role in our business activities, including as:

- a major customer of our defense products, through the Brazilian Air Force;
- a source for research debt financing through technology development institutions, including FINEP and BNDES;
- an export credit agency, through BNDES; and
- a source of short-term and long-term financing and a provider of asset management and commercial banking services, through Banco do Brasil.

For additional information on the role of the Brazilian government in our business activities, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Credit Facilities and Lines of Credit,” “Item 4. Information on the Company—B. Business Overview—Aircraft Financing Arrangements,” “Item 3. Key Information—D. Risk Factors—Risks Relating to Embraer—Any decrease in Brazilian government-sponsored customer financing or increase in government-sponsored financing that benefits our competitors, may decrease the cost competitiveness of our aircraft” and “Item 3. Key Information—D. Risk Factors—Risks Relating to Embraer—Any decrease in Brazilian government-sponsored customer financing or increases in government sponsored financing that benefits our competitors, may decrease the competitiveness of our aircraft.” For additional information regarding our related party transactions, see Note 13.1 to our 2023 audited consolidated financial statements.

***A Major Customer (Brazilian Government)***

We are the largest supplier of defense products to the Brazilian government, according to Brazilian government sources, mainly through the Brazilian Air Force, which has been a significant customer of Embraer since its inception. For the year ended December 31, 2023, the Brazilian government, mainly through the Brazilian Air Force, accounted for US\$122.6 million of the revenue from sales of our Defense & Security segment. In addition, as of December 31, 2023, we had US\$317.0 million in total assets and US\$84.6 million in total liabilities in connection with the Brazilian Armed Forces. For a description of our transactions with the Brazilian government, see “Item 4. Information on the Company—B. Business Overview—Defense & Security Segment.” For additional information on our relationship with our key customers, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Embraer— We depend on key customers.”

*Financing Source*

*BNDES*

The Brazilian government has been an important source of export financing for our customers through the BNDES-Exim program, managed by BNDES. For additional information on our aircraft financing arrangements, see “Item 4. Information on the Company—B. Business Overview—Aircraft Financing Arrangements.”

We also entered into credit working capital and export financing agreements with BNDES, which as of December 31, 2023, had a total amount of US\$627.7 million. The consummation of the financing is subject to customary conditions precedent. For additional information on the amounts, maturity dates and interest rates of these agreements, see “Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Credit Facilities and Lines of Credit.”

*A Service Provider (Banco do Brasil)*

As of December 31, 2023, we maintained cash and cash equivalents and financial investments of US\$282.7 million with Banco do Brasil and several of its affiliates. Banco do Brasil has been a provider of regular commercial banking and asset management services to us for many decades and is one of the banks responsible for the payment of our payroll expense. These services include maintaining our checking account.

As of December 31, 2023, US\$36.5 million of our cash and cash equivalents and financial investments were indexed to the variation of the CDI rate.

**C. Interests of Experts and Counsel**

Not applicable.

**Item 8. FINANCIAL INFORMATION**

**A. Consolidated Statements and Other Financial Information**

See to “Item 18. Financial Statements” for our consolidated financial statements and report of our independent registered public accounting firm included elsewhere in this annual report.

**Legal Proceedings**

*Arbitration Proceedings*

On January 24, 2019, we entered into a Master Transaction Agreement (the “MTA” or “Master Transaction Agreement”) and certain other transaction documents with Boeing and certain subsidiaries of Embraer or Boeing, which were wrongfully terminated by Boeing, pursuant to which a subsidiary of Boeing would acquire a controlling stake in Embraer’s Commercial Aviation segment and Embraer, or a subsidiary of Embraer, and Boeing, or a subsidiary of Boeing, would form a joint venture for the promotion and development of new markets and applications for the C-390 Millennium multi-mission transport aircraft.

On January 1, 2020, we implemented the internal carve-out of our Commercial Aviation segment by means of the contribution by Embraer to Yaborã Indústria Aeronáutica S.A. (“Yaborã”) of the net assets comprising assets, liabilities, properties, rights and obligations (subject to certain exceptions) related to our Commercial Aviation segment, through a capital increase.

On April 25, 2020, we received a notice from Boeing communicating its decision to terminate the Master Transaction Agreement, based on Boeing’s assertion that certain closing conditions in the MTA had



not been satisfied by Embraer by the April 24, 2020 termination date in the MTA. In addition, Boeing terminated the Contribution Agreement. Embraer strongly believes that Embraer was in full compliance with its obligations under the MTA and the Contribution Agreement and Boeing wrongfully terminated the MTA and the Contribution Agreement, that Boeing was under an obligation to continue to comply with the terms of the MTA and the Contribution Agreement and that our pending arbitration proceedings against Boeing and its affiliates are a valid enforcement of our rights under the MTA and the Contribution Agreement. Such dispute with respect to the termination of the MTA and/or the Contribution Agreement has been submitted by each of Boeing and Embraer to separate arbitration proceedings that are currently ongoing. These arbitration proceedings have been consolidated into a single arbitration proceeding.

For risks relating to the termination of the Boeing Transaction, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Embraer—Legal proceedings pertaining to the now-terminated strategic partnership with Boeing, including arbitration proceedings related to Boeing’s termination of and failure to close the MTA and/or the Contribution Agreement, may adversely impact our business, financial condition and results of operations.”

***Labor Lawsuits***

We are defendants in individual labor lawsuits, for which we are awaiting the decision of the Brazilian labor courts. Due to the immaterial amount involved in these legal proceedings, we do not believe that any liabilities related to these individual labor lawsuits would have a material adverse effect on our financial condition or results of operations. For a further discussion of our labor lawsuits, see Note 24 to our 2023 audited consolidated financial statements.

***Tax Matters***

We have challenged the constitutionality of certain Brazilian taxes and payroll charges, as well as modifications to and increases in the rates and basis of calculation of those taxes and charges and have obtained *writs of mandamus* or injunctions to avoid their payment or recover past payments. For a further discussion of our tax lawsuits, see Notes 23 and 24 to our 2023 audited consolidated financial statements.

Interest on the total amount of unpaid taxes and payroll charges accrues monthly based on the SELIC rate, which is the key lending rate of the Brazilian Central Bank, and, accordingly, we make an accrual to the interest income (expenses), net line item on our statements of profit or loss.

***Other Proceedings***

In addition, we are involved in other legal proceedings, all of which are in the ordinary course of business.

Our management does not believe that any of our proceedings, if adversely determined, would materially or adversely affect our business, financial condition or results of operations.

As of December 31, 2023, there was a US\$58.4 million provision recorded as a liability (taxes, labor and civil related) on our statement of financial position in connection with litigation contingencies that we classify as representing probable losses to us. For a further discussion of these provisions and contingent liabilities, see Note 24 to our 2023 audited consolidated financial statements.

***Dividends and Dividend Policy***

***Amounts Available for Distribution***

At each annual shareholders’ meeting, the board of directors is required to recommend how net profits for the preceding fiscal year are to be allocated. For purposes of the Brazilian Corporate Law, net profits are defined as net income after income taxes and social contribution taxes for the fiscal year, net of

any accumulated losses from prior fiscal years and any amounts allocated to employees’ and management’s participation in our profits, determined under IFRS. In accordance with the Brazilian Corporate Law and our bylaws, the amounts available for dividend distribution are the amounts determined under IFRS in our parent company financial statements. The amount for distribution is equal to our net income after taxes less (or plus):

- any amounts allocated from the net income after taxes to the legal reserve, and
- any amounts allocated from the net income after taxes to a contingency reserve for anticipated losses or the reversion of the reserve constituted in previous fiscal years.

We are required to maintain a legal reserve to which we must allocate 5% of net profits for each fiscal year until the amount of the legal reserve equals 20% of our capital stock. However, we are not required to make any allocations to our legal reserve in respect of any fiscal year in which the legal reserve, when added to our other established capital reserves, exceeds 30% of our capital stock. Net losses, if any, may be charged against the legal reserve. The balance of our legal reserve was US\$204.4 million, which was equal to 13% of our capital stock as of December 31, 2023.

The Brazilian Corporate Law also provides for two additional, discretionary allocations of net profits that are subject to approval by the shareholders at the annual meeting. First, a percentage of net profits may be allocated to a contingency reserve for anticipated losses that are deemed probable in future years. Any amount so allocated in a prior year must be either reversed in the fiscal year for which the anticipated loss was forecast if the loss does not in fact occur, or written off in the event that the anticipated loss occurs. Second, the amount for distribution may be limited to the fiscal year’s net profit already realized, and the difference between the amounts shall be allocated to an unrealized revenue reserve. Under the Brazilian Corporate Law, unrealized revenue is defined as the sum of:

- price-level restatement of statement of financial position accounts;
- the share of equity earnings of affiliated companies; and
- profits from installment sales to be received after the end of the next succeeding fiscal year.

According to our bylaws and subject to shareholder approval, our board of directors may allocate to an investment and working capital reserve up to 75% of our parent company adjusted net income after taxes. The reserve may not exceed 80% of our capital stock. The purpose of the investment and working capital reserve is to make investments in fixed assets or increase our working capital. The balance of the investment and working capital reserve may be used:

- in the deduction of accumulated losses, whenever necessary;
- in the distribution of dividends, at any time;
- in the redemption, withdrawal, purchase or open market repurchase of shares, as authorized by law; and
- to increase our capital, including by means of an issuance of new shares.

We may also grant a participation in our net income to our management and employees. However, the allocation to the investment and working capital reserve or the participation of our management and employees cannot reduce the mandatory distributable amount, as discussed below.

Otherwise, the reserved amounts, except for the contingency reserve and the unrealized revenue reserve that exceeds our capital stock, must be used to increase our capital or be distributed as a cash dividend.

The amounts available for distribution may be further increased by a reversion of the contingency reserve for anticipated losses constituted in prior years but not realized, or further increased or reduced as a result of the allocations of revenues to or from the unrealized revenue reserve. The amounts available for distribution are determined on the basis of financial statements prepared in accordance with the Brazilian Corporate Law method. We have not established a contingency reserve.

Revenue reserves are established in accordance with Brazilian corporate law and our bylaws. These reserves are calculated and recorded based on earnings determined as if Brazilian *reais* were the presentation currency. Dividend distributions are also determined in accordance with Brazilian laws and regulations and are determined as if Brazilian *reais* were the presentation currency. As of December 31, 2023, taking into account the presentation currency in Brazilian reais, as determined by such laws and regulations, we had accumulated losses attributable to owners of the Company in the amount in reais equivalent to US\$ 329.1 million, and US\$455.5 million in 2022, and due to those recorded losses, we did not distribute nor pay dividends in the fiscal year ended December 31, 2023 and 2022. For further information, see note 28.4 to our 2023 audited consolidated financial statements.

**Mandatory Distribution**

The Brazilian Corporate Law generally requires that the bylaws of each Brazilian corporation specify a minimum percentage of the amounts available for distribution by the corporation for each fiscal year that dividends must be distributed to shareholders, also known as the mandatory distributable amount. Under our bylaws, the mandatory distribution is based on a percentage of adjusted net income, not lower than 25%, and not on a fixed monetary amount per share. The Brazilian Corporate Law, however, permits a publicly held company to suspend the mandatory distribution of dividends if the board of directors and fiscal council report presented at the shareholders’ meeting indicate that the distribution would be inadvisable in view of Embraer’s financial condition. This suspension is subject to approval of holders of common shares. In this case, the board of directors shall file a justification for the suspension with the CVM. Profits not distributed by virtue of the suspension will be attributed to a special reserve and, if not absorbed by subsequent losses, will be paid as dividends as soon as the financial condition of the corporation permits the payments.

**Payment of Dividends**

We are required by the Brazilian Corporate Law and by our bylaws to hold an annual shareholders’ meeting by the end of the fourth month after the end of each fiscal year at which, among other things, the shareholders have to decide on the payment of an annual dividend. The payment of annual dividends is based on our parent company financial statements prepared under IFRS for the relevant fiscal year. Brazilian companies, including us, are permitted to make a special distribution to shareholders referred to as interest on shareholders’ equity, which may be distributed cumulatively or *in lieu* of dividends as part of the mandatory distributable amount. Subject to certain limitations set forth by legislation, distribution of interest on shareholders’ equity can be treated as a tax-deductible expense for IRPJ and CSLL purposes. Under the Brazilian Corporate Law, dividends generally are required to be paid within 60 days following the date the dividend was declared, unless a shareholders’ resolution sets forth another date of payment, which, in either case, must occur prior to the end of the fiscal year in which the dividend was declared. A shareholder has a three-year period from the dividend payment date to claim dividends (or payments of interest on shareholders’ equity) in respect of its shares, after which the amount of the unclaimed dividends reverts to the Company.

The Brazilian Corporate Law allows a company to pay interim dividends out of preexisting and accumulated profits determined under IFRS for the preceding fiscal year or semester, based on financial statements approved by its shareholders. According to our bylaws, the shareholders may declare, at any time, interim dividends based on the preexisting and accumulated profits, provided that the mandatory dividend has already been distributed to the shareholders. Our bylaws also permit us to prepare financial statements semiannually and for shorter periods. Our board of directors may approve the distribution of dividends calculated with reference to those financial statements, even before they have been approved by the shareholders. However, the dividends cannot exceed the amount of capital reserves.

In general, shareholders who are not residents of Brazil must register with the Central Bank to have dividends, sales proceeds or other amounts with respect to their shares eligible to be remitted outside of Brazil. The common shares underlying our ADSs will be held in Brazil by Banco Itaú S.A., also known as

the custodian, as agent for the depositary, which will be the registered owner on the records of the registrar for our shares. Our current registrar is Itaú Corretora de Valores S.A. The depositary electronically registers the common shares underlying our ADSs with the Central Bank and, therefore, is able to have dividends, sales proceeds or other amounts with respect to these shares eligible to be remitted outside Brazil.

Payments of cash dividends and distributions, if any, will be made in Brazilian currency to the custodian on behalf of the depositary, which will then convert the proceeds into U.S. dollars and will cause the U.S. dollars to be delivered to the depositary for distribution to holders of ADSs. Under current Brazilian law, dividends paid to shareholders who are not Brazilian residents, including the holders of ADSs, will not be subject to Brazilian withholding income tax, except for dividends declared based on profits generated prior to December 31, 1995. For additional information on Brazilian taxes, see “Item 10. Additional Information—E. Taxation—Material Brazilian Tax Consequences.”

***History of Dividend and Interest on Shareholders’ Equity Payments and Dividend Policy***

Law No. 9,249, dated December 26, 1995, as amended, provides for distribution of interest on shareholders’ equity as an alternative form of payment to shareholders and treats those payments as a deductible expense for purposes of calculating Brazilian corporate income tax and social contribution on net profits. These distributions may be paid in cash. The interest is limited to the daily pro rata variation of the TJLP (long term interest rate) and cannot exceed the greater of:

- 50% of net income (after the deduction of social contribution on net profits, but before taking into account the provision for corporate income tax and the amounts attributable to shareholders as net interest on shareholders’ equity) for the period in respect of which the payment is made; or
- 50% of the sum of retained profits and profit reserves as of the beginning of the period in respect of which the payment is made.

Any payment of interest on shareholders’ equity to holders of ADSs or common shares, whether or not they are Brazilian residents, is subject to Brazilian withholding income tax at the rate of 15% or 25% if the beneficiary is resident in a tax haven jurisdiction, that is, a country or location that does not impose any income tax or which imposes the tax at a maximum rate of less than 20%, or in which the domestic legislation imposes restrictions on the disclosure of the shareholding composition or the ownership of the investment. For additional information on Brazilian taxes, see “Item 10. Additional Information—E. Taxation—Material Brazilian Tax Consequences.” The amount paid to shareholders as interest on shareholders’ equity, net of any withholding tax, may be included as part of any mandatory distributable amount.

Under Brazilian law, we are obligated to distribute to shareholders an amount sufficient to ensure that the net amount received by them, after payment by us of applicable Brazilian withholding taxes in respect of the distribution of interest on shareholders’ equity, plus the amount of declared dividends, is at least equal to the mandatory distributable amount. When we distribute interest on shareholders’ equity, and that distribution is not accounted for as part of the mandatory distribution, Brazilian withholding tax will apply. All payments to date were accounted for as part of the mandatory distribution.

We have not made any payments in 2023, 2022 and 2021.

No dividends nor interest on shareholders’ equity were approved for 2023, 2022 and 2021. In 2023, 2022 and 2021, we did not distribute interest on shareholders’ equity and interim dividends. In 2018, we distributed US\$11.9 million in interest on shareholders’ equity and interim dividends approved by Statutory Board of Directors in connection with shareholders’ equity reserves. In 2017, we distributed US\$47.3 million in interest on shareholders’ equity in connection with profits generated in the year ended December 31, 2017. For additional information on mandatory distribution of dividends, see “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividend Policy—Mandatory Distribution.”

Our functional currency is the U.S. dollar. Since we are established and domiciled in Brazil, the components of our shareholders' equity are required under Brazilian Corporate Law to be measured, accounted and maintained in Brazilian *reais*, including amounts to be distributed to shareholders (dividends and interest on own capital). Such a requirement is different from our original accounting records in its functional currency, which is prepared and maintained in historical U.S. dollars. Net earnings or losses incurred by us at the end of each fiscal year in U.S. dollars are translated to Brazilian *reais* for Corporate Law accounting purposes at average exchange rate observed for that period, and then distributed, retained or absorbed by the statutory reserves. We file audited consolidated financial statements in Brazil (translated to Brazilian *reais* based on requirements of IAS 21), which discloses the components of shareholders' equity accounted as required by the Brazilian Corporate Law.

Brazilian Corporate Law and our bylaws require us to establish revenue reserves, which must be calculated and recorded based on financial statements in Brazilian *reais*, which is our presentation currency, instead of financial statements in U.S. dollar, which is our functional currency. Additionally, dividend distributions must align with financial statements in Brazilian *reais*. As of December 31, 2023, the accumulated losses attributable to controlling shareholders of the Company was R\$1,593.0 million, compared to R\$2,376.6 million as of December 31, 2022.

We also have a government grants reserve, which was formed under article 195-A of Law No. 6,404 of December 15, 1976, as amended. This reserve includes the appropriation of the portion of accumulated profits resulting from government incentives received by us, which cannot be distributed to shareholders in the form of dividends. The government grants reserve is recognized in our income statement under the same expense item to which the grant refers, and is not included in the calculation basis for mandatory dividends.

Our legal reserve corresponds to an annual allocation of 5% of our net income for the year and cannot exceed 20% of the share capital or 30% in the sum of this reserve and capital reserves pursuant to the Brazilian Corporate Law and our bylaws.

Our reserve for investments and working capital has the purpose of: (i) ensuring resources for investments in permanent assets without prejudice to profit retention under the terms of article 196 of Law No. 6,404 of December 15, 1976; (ii) reinforcing our working capital plans; (iii) being used in the context of redemption, reimbursement or acquisition of shares in the Company's capital stock and (iv) being distributed to the Company's shareholders.

We intend to declare and pay dividends and/or interest on shareholders' equity, as required by the Brazilian Corporate Law and our bylaws. Our board of directors may approve the distribution of dividends and/or interest on shareholders' equity, calculated based on our semiannual or quarterly financial statements. The declaration of annual dividends, including dividends in excess of the mandatory distribution, requires approval by the vote of the majority of the holders of our common shares. The amount of any distributions will depend on many factors, including our results of operations, financial condition, cash requirements, prospects and other factors deemed relevant by our board of directors and shareholders. Within the context of our tax planning, we may in the future continue to determine that it is in our benefit to distribute interest on shareholders' equity.

**B. Significant Changes**

Except as otherwise disclosed in our audited consolidated financial statements and in this annual report, there have been no significant changes in our business, financial condition or results of operations since December 31, 2023. For further information, see Note 37 to our 2023 audited consolidated financial statements.

**Item 9. THE OFFER AND LISTING**

**A. Offer and Listing Details**

Our ADSs are listed on the New York Stock Exchange, or NYSE, under the symbol “ERJ.” In addition, our common shares are traded on the B3 under the symbol “EMBR3.” Each ADS represents four common shares.

Our ADSs began trading on the NYSE on June 5, 2006, with each ADS representing four common shares issued by us. The ADSs are issued under a deposit agreement and JPMorgan Chase Bank N.A., or JP Morgan, serves as depositary under that agreement.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

**Trading on the B3**

Our common shares are listed and traded on the *Novo Mercado* segment of the B3. Trades in our common shares on the B3 settle in one business day after the trade date. Delivery of and payment for shares is made through the facilities of the *CBLC – Companhia Brasileira de Liquidação e Custódia* (clearinghouse for the B3), which maintains accounts for member brokerage firms.

In order to better control volatility, the B3 adopted a “circuit breaker” system pursuant to which trading sessions may be suspended for a period of 30 minutes or one hour whenever the indices of this stock exchange fall below the limit of 10% and 15%, respectively, in relation to the closing value of the index registered in the previous trading session.

The B3 is less liquid than the NYSE and other major exchanges in the world. As of December 31, 2023, the B3 had an aggregate market capitalization of approximately R\$4.8 trillion, equivalent to US\$1.0 trillion. In comparison, the NYSE had a market capitalization of approximately US\$25.6 trillion on the same date. Although any of the outstanding shares of a listed company may trade on the B3, in most cases less than one-half of the listed shares are actually available for trading by the public, the remainder being held by small groups of controlling persons, by governmental entities or by one principal shareholder. As of December 31, 2023, we accounted for approximately 0.3% of the market capitalization of all listed companies on the B3. There is also significantly greater concentration in the Brazilian securities markets than in the NYSE or other major exchanges.

Trading on the B3 by non-residents of Brazil is subject to limitations under Brazilian foreign investment legislation.

***Novo Mercado Corporate Governance Practices***

The B3 has three special listing segments, known as Levels 1 and 2 of Differentiated Corporate Governance Practices and the *Novo Mercado*, aiming at fostering a secondary market for securities issued by Brazilian companies with securities listed on the B3, by prompting these companies to follow good practices of corporate governance. The listing segments were designed for the trading of shares issued by companies voluntarily undertaking to abide by corporate governance practices and disclosure requirements in addition to those already imposed by Brazilian law. These rules generally increase shareholders’ rights and enhance the quality of information provided to shareholders.

To become a Level 1 (*Nível 1*) company, in addition to the obligations imposed by current Brazilian law, an issuer must agree to (i) ensure that shares of the issuer representing 25% of its total capital are

effectively available for trading, (ii) adopt offering procedures that favor widespread ownership of shares whenever making a public offering, (iii) comply with minimum quarterly disclosure standards, (iv) follow stricter disclosure policies with regards to contracts with related parties, material contracts and transactions made by controlling shareholders, directors and officers involving securities issued by the issuer, (v) submit any existing shareholders’ agreements and stock option plans to the B3 and (vi) make a schedule of corporate events available to shareholders.

To become a Level 2 (*Nível 2*) company, in addition to the obligations imposed by current Brazilian law, an issuer must agree to (i) comply with all of the listing requirements for Level 1 companies, (ii) grant tag-along rights for all shareholders in connection with a transfer of control of the company, offering the same price paid per share for controlling block, (iii) grant voting rights to holders of common shares in connection with certain corporate restructurings and related party transactions, including (1) any transformation of the company into another corporate form, (2) any merger, consolidation or spin-off of the company, (3) approval of any transactions between the company and its controlling shareholder, including parties related to the controlling shareholder, (4) approval of any valuation of assets to be delivered to the company in payment for shares issued in a capital increase, (5) appointment of an expert firm to ascertain the fair value of the company in connection with any deregistration and delisting tender offer, and (6) any changes to these voting rights, (iv) have a board of directors composed of at least five members, of which 20% must be independent directors, with a term limited to two years, (v) prepare annual financial statements in English, including cash flow statements, in accordance with international accounting standards, such as U.S. GAAP or IFRS, (vi) if it elects to delist from the Level 2 segment, hold a tender offer by the company’s controlling shareholder (the minimum price of the shares to be offered will be determined by an appraisal process), and (vii) adhere exclusively to the rules of the B3 Arbitration Chamber for resolution of disputes between the company and its investors.

To be listed on the *Novo Mercado*, an issuer must meet all of the requirements described above, in addition to (i) issuing only voting shares, (ii) have at least two, or the equivalent of 20% of the board members, whichever is bigger, independent members on the board of directors, with a term limited to two years, (iii) follow stricter disclosure policies with regards to the company’s policies, the internal rules of procedures, the code of business conduct and periodic reports of the audit committee, and (iv) adopt stricter compliance procedures, including an audit committee, an internal audit and other risk management controls. Regarding the obligation to ensure that shares of the issuer representing 25% of its total capital are effectively available for trading, for the companies listed on the *Novo Mercado*, the threshold might be reduced to 15% of its capital stock, provided its average daily trading volume remains equal to or greater than R\$25.0 million, taking into account the trades performed during the previous 12 months. Our shares are listed on the *Novo Mercado* segment.

**Regulation of Brazilian Securities Markets**

The Brazilian securities markets are regulated by the CVM (the Brazilian Securities and Exchange Commission), which has regulatory authority over stock exchanges and the securities markets generally, and by the Brazilian Central Bank, which has, among other powers, licensing authority over brokerage firms and regulates foreign investment and foreign exchange transactions.

Under the Brazilian Corporate Law, a corporation is either publicly held (*companhia aberta*), like us, or closely held (*companhia fechada*). All publicly held companies, including us, are registered with the CVM and are subject to reporting requirements. Our shares are listed and traded on the *Novo Mercado* segment of the B3 and may be traded privately subject to limitations.

We have the option of asking for the trading of our securities on the B3 to be suspended in anticipation of a material announcement. Trading may also be suspended on the initiative of the B3 or the CVM, among other reasons, based on or due to a belief that the company has provided inadequate information regarding a material event or has provided inadequate responses to the inquiries by the CVM or the B3.



Trading on the B3 by non-residents of Brazil is subject to limitations under Brazilian foreign investment and tax legislation. The Brazilian custodian for our common shares and the depositary for our ADSs has obtained an electronic certificate of registration from the Brazilian Central Bank to remit U.S. dollars abroad for payments of dividends, any other cash distributions, or upon the disposition of the shares and sales proceeds thereto. Pursuant to CMN Resolution No. 4,373, in order for an investor to surrender ADSs for the purpose of withdrawing the shares represented thereby, the investor is required to appoint a Brazilian financial institution duly authorized by the Brazilian Central Bank and the CVM to act as its legal representative, who shall be responsible, among other things, for keeping and updating the investors' certificates of registrations with the Brazilian Central Bank, which entitles registered foreign investors to trade the underlying shares directly on the B3.

**Disclosure Requirements**

Pursuant to CVM Resolution No 44, of August 23, 2021, the CVM revised and consolidated the requirements regarding the disclosure and use of information related to material facts and acts of publicly held companies, including the disclosure of information on the trading and acquisition of securities issued by publicly held companies.

These requirements include provisions that:

- establish the concept of a material fact that gives rise to reporting requirements. Material facts include decisions made by the controlling shareholders, resolutions of the general meeting of shareholders and of management of the company, or any other facts related to the company's business (whether occurring within the company or otherwise somehow related thereto) that may influence the price of its publicly traded securities, or the decision of investors to trade those securities or to exercise any of those securities' underlying rights;
- specify examples of facts that are considered to be material, which include, among others, the execution amendment or termination of a shareholders' agreements providing for the transfer of control, the entry or withdrawal of shareholders that maintain any managing, financial, technological or administrative function with or contribution to the company, and any corporate restructuring undertaken among related companies;
- oblige the investor relations officer, controlling shareholders, other officers, directors, members of the audit committee and other advisory boards to disclose material facts;
- require simultaneous disclosure of material facts to all markets in which the corporation's securities are admitted for trading;
- require the acquirer of a controlling stake in a corporation to publish material facts, including its intentions as to whether or not to de-list the corporation's shares, within one year;
- establish rules regarding disclosure requirements in the acquisition and disposal of a material stockholding stake;
- restrict the use of insider information; and
- prohibits the company controlling shareholders, directors, members of the board of directors and the supervisory board to carry out any trading with the securities issued by the company, or related to them, during the period that comes before the date of disclosure of the information quarterly accounting and annual financial statements of the company.

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**Item 10.      ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

Set forth below is certain information concerning our capital stock, and a brief summary of certain significant provisions of our bylaws, the Brazilian Corporate Law, the relevant rules and regulations of the CVM, and the relevant *Novo Mercado* rules applicable to our capital stock. This description does not purport to be complete and is qualified by reference to our bylaws and to Brazilian law.

**Corporate Purpose**

We are a corporation duly incorporated with a principal place of business and jurisdiction in the city of São José dos Campos, São Paulo, Brazil, governed mainly by our bylaws and the Brazilian Corporate Law. According to article I of our bylaws, our corporate purpose is to (i) design, build and market aircraft and aerospace materials and related accessories, components and equipment, according to the highest standards of technology and quality, (ii) perform and carry out technical activities related to the manufacturing and servicing of aerospace materials, (iii) contribute to the training of technical personnel as necessary for the aerospace industry, (iv) engage in other technological, manufacturing and business activities in connection with the aerospace industry, and to provide services therefore, (v) design, build and trade equipment, materials, systems, software, accessories and components for the defense, security and power industries, as well as to perform and carry out technical activities related to the manufacturing and maintenance activities, according to the highest standards of technology and quality, and (vi) conduct other technological, manufacturing and trade activities and services related to the defense, security and power industries.

**Description of Capital Stock**

***General***

As of December 31, 2023, our capital stock consisted of a total of 740,465,044 issued common shares, without par value, including 5,832,238 common shares held in treasury and one special class of common shares known as the “golden share,” held by the Brazilian government. Our bylaws authorize the board of directors to increase the capital stock up to 1,000,000,000 common shares, irrespective of any amendment to our bylaws and of shareholder approval. As of April 4, 2024, we had 734,632,806 outstanding common shares, which were fully paid. Our shareholders must approve at a shareholders’ meeting any capital increase that exceeds the above-referenced authorized capital stock. Our shareholders are not liable for further capital calls. Their liability is limited to the amount of any portion of our capital stock which they have subscribed but have not fully paid in.

*Common Shares*

Each common share is generally empowered with one vote at our shareholders’ meetings. Pursuant to our bylaws and the B3 listing agreement in connection with the listing of our shares on the *Novo Mercado*, we cannot issue shares without voting rights or with restricted voting rights.

Changes to rights granted to common shares under our bylaws would generally require an amendment to our bylaws. Under the Brazilian Corporate Law, an amendment to our bylaws requires shareholder approval in a shareholders’ meeting. Changes to our bylaws would generally require approval by a simple majority vote of holders of common shares, except for matters that require the approval of shareholders representing at least one-half of the issued and outstanding voting shares or for matters subject to the approval of our golden share. For additional information on qualified quorum matters and on voting rights relating to the golden share, see “—Voting Rights of Shares—Qualified Quorum Matters” and “—Voting Rights of Shares—Golden Share,” respectively.

The Brazilian Corporate Law and our bylaws require that all our shareholders’ meetings be called by publication of a notice in a newspaper of general circulation in the city where our headquarters are located, in a summarized form and with simultaneous disclosure of the full text of the documents on the page of the same newspaper online, which must provide digital certification of the authenticity of the documents kept on the page issued by a certifying authority accredited by the Brazilian Public Key Infrastructure (ICP-Brazil), currently the *O Vale* in São José dos Campos, at least 30 days prior to the meeting. In addition, publications are made in another newspaper of general circulation in São Paulo, where the São Paulo Stock Exchange is located, currently the *Valor Econômico*. The quorum to hold a shareholders’ meetings at first call is the presence of shareholders representing at least 25% of the common shares (except for meetings convened to amend our bylaws or to waive the public tender offer required for delisting from *Novo Mercado*, which require a quorum of at least two-thirds of the common shares at first call); and at second call the meeting can be held with the presence of any number of shareholders.

According to our bylaws, in order to attend a shareholders’ meeting, a shareholder must show the evidence of ownership of the shares it intends to vote by showing an identification document and a proof of share ownership. Our shareholders may be represented at shareholders’ meetings by a proxy, issued within a one-year period prior to the meeting to (1) one of our directors or officers, (2) a lawyer or (3) a financial institution. Notwithstanding the above, the CVM decided on November 4, 2014 that shareholders that are legal entities may be represented at shareholders’ meetings by their legal representatives or by a duly appointed attorney-in-fact, pursuant to the bylaws and related corporate instruments of the legal entities and pursuant to the Brazilian Civil Code. Investment funds must be represented by their administrator.

Alternatively, the shareholders might participate in a shareholders’ meetings through a remote voting mechanism, which is regulated by CVM Resolution No. 80, as amended, and aims to facilitate the participation of shareholders in general meetings either through the vote or through the submission of proposals and candidates for the election of members of the board of directors or fiscal council. For this purpose, this regulation provided the following:

- the remote voting bulletin through which shareholders may exercise their right to vote prior to the date the shareholders’ meeting is held;
- the possibility of inclusion of candidates and proposals of deliberation of minority shareholders in that bulletin, with due observance of certain percentages of equity interest, in order to facilitate shareholders’ participation in shareholders’ meetings; and
- the deadlines, procedures and ways of sending this bulletin, which may be forwarded by the shareholder: (a) to the custodian (if the shares held by the shareholder are kept at a centralized deposit) or; (b) to the book-entry agent of the shares issued by the company (if such shares are not kept at a centralized deposit); or (c) directly to the company.

According to the Brazilian Corporate Law, the common shares are entitled to dividends in proportion to their share of the amount available for distribution. For additional information on payment of dividends on our shares, see “Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividend Policy.” In addition, upon any liquidation of the company, the common shares are entitled to return of capital in proportion to their share of our shareholders’ equity.

According to the Brazilian Corporate Law, neither our bylaws nor actions taken at a shareholders’ meeting may deprive a shareholder of the following rights:

- the right to participate in the distribution of profits;
- the right to participate equally and proportionally in any remaining residual assets in the event of liquidation of the company;
- preemptive rights in the event of issuance of shares, convertible debentures or warrants, except in some specific circumstances under Brazilian law described in “—Preemptive Rights”;
- the right to supervise our management in accordance with Article 109 of the Brazilian Corporate Law; and
- the right to appraisal rights in the cases specified in the Brazilian Corporate Law, which are described in “—Redemption and Right of Withdrawal.”

**Golden Share**

The golden share is held by the Federative Republic of Brazil. For a discussion of the rights to which the golden share is entitled, see “—Voting Rights of Shares—Golden Share.”

**Voting Rights of Shares**

Each common share is generally empowered with one vote at the general shareholders’ meeting. Pursuant to our bylaws and the B3 listing agreement in connection with the listing of our shares on the *Novo Mercado* listing segment of B3, we cannot issue shares without voting rights or with restricted voting rights.

***Qualified Quorum Matters***

Under the Brazilian Corporate Law, the approval of shareholders representing at least one-half of the issued and outstanding voting shares is required for the matters described below:

- reducing the mandatory distribution of dividends;
- changing our corporate purpose;
- merging into or consolidating with another company, subject to the conditions set forth in the Brazilian Corporate Law;
- transferring all of our shares to another company or receiving shares of another company in order to make the company whose shares were transferred a wholly owned subsidiary of the other company, known as a merger of shares (*incorporação de ações*);
- participating in a centralized group of companies as defined under the Brazilian Corporate Law and subject to the conditions set forth therein;
- conducting a spin-off;
- dissolving or liquidating us;

- canceling any ongoing liquidation of us; or
- creating preferred shares with greater privileges than the existing shares or changing a priority, preference, privilege or condition of redemption or amortization of preferred shares.

In the event of the last item described above, the approval of shareholders representing the majority of issued and outstanding shares of the affected class would also be required. Our bylaws currently provide that our capital stock shall be divided exclusively into common shares and the only special class is our golden share. For additional information on the golden share, see “—Golden Share.”

**Limitations on the Voting Rights of Certain Holders of Common Shares**

Our bylaws provide that, at any shareholders’ meeting, no shareholder or group of shareholders, including brokers acting on behalf of one or more holders of ADSs, may exercise votes representing more than 5% of the quantity of shares into which our capital stock is divided. Votes that exceed this 5% threshold will not be considered.

For purposes of our bylaws, two or more of our shareholders are considered to be a “group of shareholders” if:

- they are parties to a voting agreement;
- one of them is, directly or indirectly, a controlling shareholder or controlling parent company of the other, or the others;
- they are companies directly or indirectly controlled by the same person/entity, or group of persons/entities, which may or may not be shareholders; or
- they are companies, associations, foundations, cooperatives and trusts, investment funds or portfolios, universalities of rights or any other forms of organization or undertaking (i) with the same administrators or managers, or further (ii) whose administrators or managers are companies that are directly or indirectly controlled by the same person/entity, or group of persons/entities, which may or may not be shareholders.

In the case of investment funds having a common administrator, only funds with policies of investment and of exercise of voting rights at shareholders’ meetings that fall under the responsibility of the administrator on a discretionary basis will be considered to be a group of shareholders.

In addition, shareholders represented by the same proxy, administrator or representative on any account at any shareholders’ meeting will be considered to be a group of shareholders, except for holders of our ADSs when represented by the relevant depositary. All signatories to a shareholders’ agreement that addresses the exercise of voting rights will also be considered to be a group of shareholders for purposes of the foregoing limitation.

This limitation on the voting rights of certain holders of common shares is illustrated in the following table:

Equity Interest of Shareholder or Group of Shareholders	Voting Rights as a Percentage of our Capital Stock
1%	1%
2%	2%
3%	3%
4%	4%
5%	5%
> 5%	5%

***Limitations on the Voting Rights of Non-Brazilian Shareholders***

In accordance with the *edital* (invitation to bid) issued by the Brazilian government in connection with the privatization of Embraer in 1994, voting participation of non-Brazilian holders of Embraer common shares was limited to 40% of Embraer common shares votes at shareholders’ meeting.

Our bylaws provide that, at any shareholders’ meeting, non-Brazilian shareholders and groups of non-Brazilian shareholders may not exercise voting rights representing more than two-thirds of the total votes of all of the Brazilian shareholders present at the meeting. The total number of votes that may be exercised by Brazilian shareholders and by non-Brazilian shareholders will be assessed after giving effect to the 5% voting limitation described above in “—Limitations on the Voting Rights of Certain Holders of Common Shares.” Votes of non-Brazilian shareholders that exceed this two-thirds threshold will not be considered. If the total vote of non-Brazilian shareholders at any shareholders’ meeting exceeds two-thirds of the votes that may be exercised by the Brazilian shareholders present at such meeting, the number of votes of each non-Brazilian shareholder will be proportionately reduced so that the total vote of non-Brazilian shareholders does not exceed two-thirds of the total votes that can be exercised by Brazilian shareholders present at the shareholders’ meeting.

The fraction of two-thirds effectively limits the voting rights of non-Brazilian shareholders and groups of non-Brazilian shareholders to 40% of share capital represented at the shareholders’ meeting. The objective of this limitation is to ensure that Brazilian shareholders constitute a majority of the total votes cast at any shareholders’ meeting. This limitation will effectively prevent our takeover by non-Brazilian shareholders and limit the ability of non-Brazilian shareholders to control us.

For purposes of our bylaws, the following are considered to be “Brazilian shareholders”:

- Brazilian individuals, whether native or naturalized, resident in Brazil or abroad;
- legal private entities organized under the laws of Brazil that have their administrative head offices in Brazil and (i) do not have a foreign controlling parent company, unless the parent company meets the requirements of clause (ii) of this item, and (ii) are controlled, directly or indirectly, by one or more Brazilian individuals, whether native or naturalized, resident in Brazil or abroad; and
- investment funds or clubs organized under the laws of Brazil that have their administrative head office in Brazil and whose managers and/or investors holding the majority of their equity interests are persons/entities referred to above.

A Brazilian shareholder will be required to provide evidence to us and the depositary agent for the book-entry registry that such shareholder satisfies the foregoing requirements and only after this evidence is given will the shareholder be included in the records of Brazilian shareholders.

For purposes of our bylaws, “non-Brazilian shareholders” are any individuals, legal entities, investment funds or clubs and any other organizations that are not considered Brazilian shareholders and that cannot evidence that they satisfy the requirements to for registration as Brazilian shareholders, according to our bylaws.

A “group of shareholders,” as defined above, will be considered to be non-Brazilian whenever one or more of its members is a non-Brazilian shareholder.

The effect of this limitation on the voting rights of non-Brazilian shareholders (*i.e.*, their participation) is illustrated in the following table, where the column “Non-Brazilian Shareholder Participation” indicates the maximum percentage of votes a non-Brazilian shareholder may cast:

<u>Brazilian Shareholder Participation</u>	<u>Non-Brazilian Shareholder Participation</u>	<u>Non-Brazilian Shareholder Participation<sup>(1)</sup></u>
<i>(% of capital stock)</i>	<i>(% of capital stock)</i>	<i>(%)</i>
90	10	10.00
80	20	20.00
70	30	30.00
60	40	40.00
59	41	39.33
50	50	33.33
40	60	26.67
30	70	20.00
20	80	13.33
10	90	6.67

(1) Number of votes calculated based on two-thirds of the Brazilian shareholders’ votes.

The tables below illustrate, in different situations, the voting system that will apply at our shareholders’ meetings.

Example 1

All Brazilian shareholders hold less than 5% and non-Brazilian shareholders hold a total of 40%, but without any individual holdings higher than 5%. This example shows a situation where the general restriction for non-Brazilian shareholders does not affect the voting ratio.

<u>Shareholder</u>	<u>% Shares Attending</u>	<u>Effective % of Votes After 5% Vote Restriction</u>	<u>Effective % of Votes After Non- Brazilian Restriction</u>	<u>% of Valid Votes</u>	<u>Vote Ratio (Votes/ Share)</u>
Brazilian A	5	5	5	5	1.00
Brazilian B	5	5	5	5	1.00
Brazilian C	5	5	5	5	1.00
Brazilian D	5	5	5	5	1.00
Brazilian E	5	5	5	5	1.00
Brazilian F	5	5	5	5	1.00
Brazilian G	5	5	5	5	1.00
Brazilian H	5	5	5	5	1.00
Brazilian I	5	5	5	5	1.00
Brazilian J	5	5	5	5	1.00
Brazilian K	5	5	5	5	1.00
Brazilian L	5	5	5	5	1.00
Total Brazilians	60	60	60	60	1.00
Non-Brazilians <sup>(1)</sup>	40	40	40	40 <sup>(2)</sup>	1.00
Total	100	100	100	100	1.00

- (1) Assumes that no individual non-Brazilian shareholder holds more than 5% of our capital. If a non-Brazilian shareholder holds more than 5% of our capital, this shareholder will also be subject to the 5% voting restriction on such holding.
- (2) Two-thirds of 60 (total votes of the Brazilian shareholders after application of the 5% voting restriction) equals 40 votes.

Example 2

One Brazilian shareholder holds more than 5% of our capital, the other Brazilian shareholders hold 5% and non-Brazilian shareholders hold a total of 50%, but without any individual holdings higher than 5%.



Shareholder	% Shares Attending	Effective % of Votes After 5% Vote Restriction	Effective % of Votes After Non-Brazilian Restriction	% of Valid Votes	Vote Ratio (Votes/Share)
Brazilian A	20	5	5.0	8.57	0.25
Brazilian B	5	5	5.0	8.57	1.00
Brazilian C	5	5	5.0	8.57	1.00
Brazilian D	5	5	5.0	8.57	1.00
Brazilian E	5	5	5.0	8.57	1.00
Brazilian F	5	5	5.0	8.57	1.00
Brazilian G	5	5	5.0	8.57	1.00
Total Brazilians	50	35	35.0	59.99	1.00
Non-Brazilians <sup>(1)</sup>	50	50	23.3 <sup>(2)</sup>	40.00	0.47
<b>Total</b>	<b>100</b>	<b>85</b>	<b>58.3<sup>(2)</sup></b>	<b>100.00</b>	<b>0.58</b>

- (1) Assumes that no individual non-Brazilian shareholder holds more than 5% of our capital. If a non-Brazilian shareholder holds more than 5% of our capital, this shareholder will also be subject to the 5% voting restriction on the holding.
- (2) Two-thirds of 35 (total votes of the Brazilian shareholders after application of the 5% voting restriction) equals 23 votes.

Example 3

No Brazilian shareholders hold more than 5% of our capital, a non-Brazilian shareholder holds 30% and other non-Brazilian shareholders hold a total of 40%, but without any individual holdings higher than 5%.

Shareholder	% Shares Attending	Effective % of Votes After 5% Vote Restriction	Effective % of Votes After Non-Brazilian Restriction	% of Valid Votes	Vote Ratio (Votes/Share)
Brazilian A	5	5	5.0	10.0	1.00
Brazilian B	5	5	5.0	10.0	1.00
Brazilian C	5	5	5.0	10.0	1.00
Brazilian D	5	5	5.0	10.0	1.00
Brazilian E	5	5	5.0	10.0	1.00
Brazilian F	5	5	5.0	10.0	1.00
Total Brazilians	30	30	30.0	60.0	1.00
Non-Brazilians A	30	5	2.2 <sup>(2)</sup>	4.4	0.07
Non-Brazilians <sup>(1)</sup>	40	40	17.8 <sup>(2)</sup>	35.6	0.44
<b>Total</b>	<b>100</b>	<b>75</b>	<b>50.0</b>	<b>100.0</b>	<b>1.51</b>

- (1) Assumes that no individual non-Brazilian shareholder (except Non-Brazilian A) holds more than 5% of our capital. If a non-Brazilian shareholder holds more than 5% of our capital, this shareholder will also be subject to the 5% voting restriction on the holding.
- (2) Two-thirds of 30 (total votes of the Brazilian shareholders after application of the 5% voting restriction) equals 20 votes, proportionally divided between Non-Brazilian A and the other non-Brazilians.

Example 4

Two Brazilian shareholders holding more than 5% of our capital, three Brazilian shareholders holding 5% and non-Brazilian shareholders holding a total of 30%, but without individual holdings higher than 5%.

Shareholder	% hares Attending	Effective % of Votes After 5% Vote Restriction	Effective % of Votes After Non-Brazilian Restriction	% of Valid Votes	Vote Ratio (Votes/Share)
Brazilian A	30	5	5.0	12	0.17
Brazilian B	25	5	5.0	12	0.20
Brazilian C	5	5	5.0	12	1.00

Shareholder	% hares Attending	Effective % of Votes After 5% Vote Restriction	Effective % of Votes After Non- Brazilian Restriction	% of Valid Votes	Vote Ratio (Votes/ Share)
Brazilian D	5	5	5.0	12	1.00
Brazilian E	5	5	5.0	12	1.00
Total Brazilians	70	25	25.0	60	1.00
Non-Brazilians <sup>(1)</sup>	30	30	16.7 <sup>(2)</sup>	40	0.56
Total	100	55	41.7	100	1.56

- (1) Assumes that no individual non-Brazilian shareholder (except Non-Brazilian A) holds more than 5% of our capital. If a non-Brazilian shareholder holds more than 5% of our capital, this shareholder will also be subject to the 5% voting restriction on the holding.
- (2) Two-thirds of 25 (total votes of the Brazilian shareholders after application of the 5% voting restriction) equals 16.7 votes.

Shareholders’ Agreement

Our bylaws limit any shareholder or group of shareholders from exercising voting control over us.

Golden Share

The golden share is held by the Federative Republic of Brazil. The golden share is entitled to the same voting rights as the holders of common shares. In addition, the golden share entitles the holder thereof to veto rights over the following corporate actions:

- change of our name and corporate purpose;
- modification and/or application of our logo;
- creation and/or alteration of military programs (whether or not involving Brazil);
- development of third-party skills in technology for military programs;
- discontinuance of the supply of spare parts and replacement parts for military aircraft;
- transfer of our control;
- any amendments to the list of corporate actions over which the golden share carries veto rights, including the right of the Brazilian government to appoint one acting member to our board of directors and the right of our employees to appoint two acting members to our board of directors and to the rights conferred to the golden share; and
- changes to certain provisions of our bylaws pertaining to voting restrictions, rights of the golden share and the mandatory tender offer requirements applicable to holders of 35% or more of our outstanding shares.

The matters listed above are subject to prior approval by our board of directors, followed by prior notices to the Brazilian government and to the Brazilian Ministry of Finance. Within 30 days from the notice, the Brazilian government, as holder of the golden share, may exercise its veto rights. After such period or the pronouncement from the Brazilian government, the board of directors shall meet. In case of rejection of the Brazilian government, the board of directors shall reconsider the previous resolution. In case of approval or in the absence of a response from the Brazilian government within the 30-day period, the previous resolution will be ratified and will be deemed to have been approved by our board of directors. In certain cases, pursuant to our bylaws or applicable law, the matter must be subject to approval at a shareholders’ meeting, and the Brazilian government shall also be entitled to exercise its veto rights related to that matter.

**Disclosure of Significant Interest**

***Brazilian Requirements***

Brazilian law provides that all shareholders or groups of shareholders will be required to disclose, through notice to us and to the stock exchanges on which our securities are traded, the negotiation of securities that results in the shareholder surpassing or falling below the thresholds of 5%, 10%, 15%, and so on, of participation in a certain class or type of share representative of a company’s capital stock. In addition, our bylaws provide that all shareholders or groups of shareholders will be required to disclose, through notice to us and to the stock exchanges on which our securities are traded, the acquisition of shares that, together with those already held by them, exceed 5% of our capital stock. A violation of these disclosure obligations could result in the suspension of rights, including voting rights, by a resolution of shareholders at a shareholders’ meeting.

***Certain U.S. Legal Requirements***

In addition, the U.S. Exchange Act imposes reporting requirements on shareholders or groups of shareholders who acquire beneficial ownership (as this term is defined under Rule 13d-3 of the U.S. Exchange Act) of more than 5% of our common shares. In general, shareholders must file, within ten days after the acquisition, a report of beneficial ownership with the SEC containing the information prescribed by the regulations under the U.S. Exchange Act. This information is also required to be sent to us and to each U.S. securities exchange on which our common shares are traded. Shareholders should consult with their own legal advisor regarding their reporting obligations under the U.S. Exchange Act.

**Form and Transfer**

As our shares are in registered book-entry form, the transfer of shares is governed by the rules of Article 35 of the Brazilian Corporate Law. This Article provides that a transfer of shares is affected by an entry made by Banco Itaú S.A., also known as the registrar, in its books, by debiting the share account of the transferor and crediting the share account of the transferee. Banco Itaú S.A. also performs all the services of safe-keeping and transfer of shares and related services for us.

Transfers of shares by a non-Brazilian shareholder are made in the same way and entered into by that shareholder’s local agent on the shareholder’s behalf except that if the original investment was registered with the Brazilian Central Bank pursuant to Resolution No. 4,373, the foreign investor must also seek amendment, if necessary, through its local agent, of the electronic registration to reflect the new ownership.

The B3 operates as a central clearing system. A holder of our shares may choose, in its discretion, to participate in this system and all shares elected to be put into this system will be deposited in the custody of the B3 (through a Brazilian institution duly authorized to operate by the Brazilian Central Bank and having a clearing account with the B3). The fact that those shares are held in the custody of the B3 will be reflected in our register of shareholders. Each participating shareholder will, in turn, be registered in our register of beneficial shareholders maintained by the B3 and will be treated in the same way as registered shareholders.

**Board of Directors**

According to the Brazilian Corporate Law, our officers and directors are prohibited from voting on or acting in matters in which their interests conflict with ours.

Our bylaws provide that the shareholders are responsible for determining the global remuneration of the members of our management bodies. Our board of directors is responsible for dividing the remuneration among the members of management. There are no specific provisions regarding the directors’ power to vote on their compensation in the absence of an independent quorum.

With respect to the borrowing powers of the board of directors, the board of directors has the power to authorize the borrowing of funds, either in the form of bonds, notes, commercial paper or other instruments of regular use in the market. Other financing arrangements, including bank loans, may be entered into by us upon the joint signatures of (i) two executive officers, (ii) one officer and one attorney-in-fact or (iii) two attorneys-in-fact.

There is no requirement under the Brazilian Corporate Law or our bylaws that directors retire upon reaching a certain age. In addition, our bylaws do not provide for the re-election of directors at staggered intervals.

For additional information on our board of directors, see “Item 6. Directors, Senior Management and Employees—A. Directors and Senior Management—Board of Directors” and “Item 6. Directors, Senior Management and Employees—C. Board Practices.”

***Election of Board of Directors***

The election of members of our board of directors, absent a request to adopt a cumulative voting system, will be conducted under a system of slate voting whereby voting will be based on a slate of directors and no voting will be allowed on individual candidates. Our board of directors is appointed by our shareholders for a two-year term and three reserved seats as follows: (i) one acting member (and his or her alternate) to be appointed by the Brazilian government, as holder of the “golden share” and (ii) two acting members (and his or her alternate) to be appointed by our employees (one board member and his or her alternate will be appointed by the Employee Investment Club of the Company (*CIEMB – Clube de Investimentos dos Empregados da Embraer*), and one Board member and his or her alternate will be appointed by the non-shareholder employees of the Company). The remaining eight acting directors are elected in accordance with the slate voting or cumulative voting rules contained in our bylaws. A candidate may participate in two or more different slates. Each shareholder may only vote on one slate and the slate that receives the highest number of votes shall be declared elected.

Any shareholder or group of shareholders has a right to propose and submit a slate of members for election to the board of directors different than the slate provided according to our bylaws (*i.e.*, proposed by the board of directors). The same shareholder or group of shareholders may not submit more than one slate. Our bylaws also contain a provision whereby a shareholder that intends to appoint an alternative slate must send written notice at least ten days prior to the general meeting at which the members of the board of directors will be elected, providing us with the name and other particulars and professional resume of the candidates. In case we receive this notice, we must publish a press release to our shareholders, which also must be available on our website within at least eight days before the date of the general meeting, informing shareholders how to obtain a copy of the proposed slate.

Alternatively, the election of members of the board of directors may be conducted under a system of cumulative voting. According to the regulations of the CVM and to our bylaws, adoption of a resolution for cumulative voting depends on a written request by shareholders representing at least 5% of our capital stock, submitted at least 48 hours in advance of the time for which the general shareholders’ meeting has been called, including through a remote voting mechanism. Under the cumulative voting system, each share is entitled to the same number of votes as the number of board members to be elected (subject to the restriction on shareholders holding greater than 5% of the common shares and restrictions on non-Brazilian shareholders as per our by-laws), and each shareholder is entitled to concentrate votes in just one candidate or to distribute the votes among more than one or all of the candidates. Any vacant offices not filled due to a tie in the voting will be subject to a new vote, under the same process.

**Preemptive Rights**

Each of our shareholders has a general preemptive right to subscribe for shares in the event of any capital increase, or securities convertible into shares, in proportion to its shareholding, except in the event of the grant and exercise of any option to acquire shares of our capital stock. A period of at least 30 days following the publication of notice of the issuance of shares or securities convertible into shares is allowed

for exercise of the right, and the right is negotiable. According to the Brazilian Corporate Law and our bylaws, the board of directors may, in its discretion, eliminate the preemptive rights of the shareholders in the event that we issue shares, debentures convertible into shares, or subscription warrants that will be offered either through a stock exchange or in a public offering, or through an exchange of shares in a public offering, the purpose of which is to acquire control of another company, as established by law.

In the event of a capital increase by means of the issuance of new shares, holders of ADSs, or of common shares, would, except under the circumstances described above, have preemptive rights to subscribe to any class of our newly issued shares. However, a holder may not be able to exercise the preemptive rights relating to the common shares underlying the ADSs unless a registration statement under the Securities Act is effective with respect to those shares to which the rights relate or an exemption from the registration requirements of the Securities Act is available. For additional information on the risks related to our preemptive rights, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Our Common Shares and ADSs—Holders of our ADSs might be unable to exercise preemptive rights with respect to the common shares.

**Redemption and Right of Withdrawal**

The Brazilian Corporate Law provides that, under limited circumstances, a shareholder has the right to withdraw from the company and to receive payment for his shares. This right of withdrawal may be exercised by dissenting shareholders if at least half of voting shares outstanding authorize us to:

- reduce the mandatory distribution of dividends;
- change our corporate purpose;
- merge into or consolidate with another company, subject to the conditions set forth in the Brazilian Corporate Law;
- transfer all of our shares to another company or receive shares of another company in order to make the company whose shares were transferred a wholly owned subsidiary of the other company, known as a merger of shares (*incorporação de ações*);
- acquire control of another company at a price which exceeds the limits set forth in the Brazilian Corporate Law;
- participate in a centralized group of companies as defined under the Brazilian Corporate Law and subject to the conditions set forth therein; or
- conduct a spin-off that results in (i) a change of our corporate purposes, except if the assets and liabilities of the spun-off company are contributed to a company that is engaged in substantially the same activities, (ii) a reduction in the mandatory dividend or (iii) any participation in a centralized group of companies, as defined under the Brazilian Corporate Law.

In addition, if the entity resulting from a merger, merger of shares (*incorporação de ações*), as described above, or a consolidation or a spin-off of a listed company fails to become a listed company within 120 days of the shareholders’ meeting at which this decision was taken, the dissenting shareholders may also exercise their right of withdrawal.

The dissenting shareholders may exercise the right of withdrawal only in relation to the shares held on the date that is the earliest between the date of the publication of the first call notice for the shareholders’ meeting that approved the resolution giving rise to the right of withdrawal, or on the date of publication of the material fact in relation to such resolution.

The Brazilian Corporate Law contains provisions that restrict withdrawal rights and allow companies to redeem their shares at their economic value, subject to certain requirements. As our bylaws

currently do not provide that our shares would be redeemable at their economic value, our shares would be redeemable at their book value, determined on the basis of the last statement of financial position approved by the shareholders. If the shareholders’ meeting giving rise to withdrawal rights occurs more than 60 days after the date of the last approved statement of financial position, a shareholder may demand that its shares be valued on the basis of a new statement of financial position that is as of a date within 60 days of such shareholders’ meeting.

According to the Brazilian Corporate Law, in events of consolidation, merger, merger of shares (*incorporação de ações*), participation in a group of companies, and acquisition of control of another company, the right to withdraw does not apply if the shares in question meet certain tests relating to market liquidity and float. Shareholders would not be entitled to withdraw their shares if the shares are a component of a general stock index and shares held by persons unaffiliated with the controlling shareholder represent more than half of the outstanding shares of the relevant type or class. According to CVM Resolution No.78, the applicable general stock index is the Bovespa index, or Ibovespa, of which we are a component.

**Mechanism to Promote Dispersed Ownership of Our Shares**

Our bylaws contain provisions that have the effect of avoiding concentration of our shares in the hands of an investor or a small group of investors in order to promote more dispersed ownership of our shares. To this end, these provisions place certain obligations on a shareholder or group of shareholders that becomes a holder of 35% or more of our total capital stock, or an Acquiring Shareholder. Not later than 15 days after a shareholder becomes an Acquiring Shareholder, this shareholder must submit a request to the Brazilian government, through the Ministry of Finance, to make a public tender offer to acquire all of our capital stock. The Brazilian government will have full discretion to accept or deny this request. The Acquiring Shareholder may not purchase any additional shares until the Brazilian government provides its opinion on the public offer. If the request is accepted by the Brazilian government, the Acquiring Shareholder must make a public offer for all shares within 60 days of acceptance. The offer must be made in accordance with the CVM and the B3 regulations and the provisions of our bylaws. If the request is denied by the Brazilian government, the Acquiring Shareholder must sell all shares the Acquiring Shareholder owns in excess of 35% of our total capital stock within 30 days. Failure to comply with these provisions will subject the Acquiring Shareholder to the potential suspension of all voting rights inherent to the shares the Acquiring Shareholder holds, if a resolution to this effect is approved at a general meeting of our shareholders called by our management. These provisions are not applicable to shareholders who become holders of 35% or more of our total capital stock in certain transactions specified in our bylaws as, for example, cancellation of our common shares held in treasury.

The public tender offer must be (i) directed to all of our shareholders, (ii) made through an auction to take place on the B3, (iii) launched at a set price calculated in accordance with the procedure set forth below, (iv) paid upfront, in *reais*, (v) made so as to assure equal treatment to all shareholders, (vi) irrevocable and not subject to any changes after publication of the bidding offer and (vii) based on a valuation report to be prepared in accordance with the rules set forth in our bylaws and in applicable CVM rules and regulations.

The price to be offered for the shares in the public tender offer will be calculated as follows:

- Tender Offer Price = Value of the Share + Premium,
- where:
- “Tender Offer Price” corresponds to the acquisition price for each share issued by us in the public offering of shares provided hereunder.

- “Value of the Share” corresponds to the greater of:
  - (i) the highest unit quotation obtained for the shares issued by us during the 12-month period prior to the tender offer among values recorded on any stock exchange on which the shares were traded;
  - (ii) the highest price paid by the Acquiring Shareholder, during the 36-month period prior to the tender offer, for a share or tranche of shares issued by us;
  - (iii) the amount equivalent to 14.5 times our Consolidated Average EBITDA, as defined below, reduced by our net consolidated indebtedness, divided by the total number of shares issued by us; or
  - (iv) the amount equivalent to 0.6 times the amount of our firm backlog orders, according to the last information disclosed by the latter, reduced by our net consolidated indebtedness, divided by the total number of shares issued by us.
- “Premium” corresponds to 50% of the Value of the Share.
- “Consolidated EBITDA” is our consolidated operating profit before net financial expenses, income tax and social contribution, depreciation, depletion and amortization, as assessed based on the audited statements for our most recent complete fiscal year.
- “Average Consolidated EBITDA” is the arithmetic average of our consolidated EBITDA for the two most recent complete fiscal years.

The launch of a public tender offer does not preclude us or any of our shareholders from launching a competing public tender offer, in accordance with applicable regulations.

#### **Arbitration**

Any disputes or controversies relating to the *Novo Mercado* rules, our bylaws, the Brazilian Corporate Law, the rules published by the CMN, the Brazilian Central Bank, the CVM, and other rules applicable to the Brazilian capital markets in general, must be submitted to arbitration conducted in accordance with the rules of the B3 Arbitration Chamber (“Rules”).

According to item 1.4 of the Rules, unless otherwise agreed by the Parties, the parties should be bound by the Rules in force on the date of the request for arbitration. Any shareholder that becomes a holder of shares representing our control agrees to comply with the rules of the B3 Arbitration Chamber. These provisions will not apply, however, in the event of a dispute or controversy related to our golden share which shall be subject to the jurisdiction of the central courts of Brasília, Federal District of Brazil.

#### **Going Private Process**

If our shareholders determine to take us private and at that time we are controlled by a shareholder, or a group of shareholders, the controlling shareholder or group of shareholders is responsible for conducting a public tender offer for the acquisition of our shares. If our shareholders determine to take us private and at that time we are subject to widespread control, we must conduct the public tender offer, within the limits imposed by applicable law. In this case, we may only purchase shares from shareholders that have voted in favor of our Company becoming a private company after purchasing all shares from the other shareholders that did not vote in favor of the “going private” decision and that have accepted the public tender offer.

Thus, we may become a private company only if we or our controlling shareholders, as the case may be, conduct a public tender offer to acquire all of our outstanding shares (taking into account, for this purpose, the shares held by the shareholders that expressly agree with the ‘going private’ decision or sign up for the public tender offer), subject to prior approval of the public tender offer by the Brazilian government, as holder of the golden share, and in accordance with Brazilian Corporate Law, the CVM regulations and the *Novo Mercado* rules, as applicable.



The public tender offer must be made at a fair price based on a valuation report of the Company, which means that the offer for the purchase of the totality of shares must be equivalent to at least the value of the Company as appraised. According to our bylaws, the price per share shall be equivalent to, at least, the economic value of those shares as determined in a valuation report prepared by a specialized and independent company of recognized experience, which will be chosen at a shareholders' meeting from a list of three institutions presented by our board of directors, by an absolute majority of the votes of the shareholders of our outstanding shares present at the meeting (excluding, for this purpose, the shares held by any controlling shareholder or group of shareholders at the time, if any, his/her partners and dependents as described in his/her income tax statement, if the controlling shareholder is an individual; treasury shares; shares held by our affiliates and by other companies that are a part of our economic group, as well as blank votes). All the expenses and costs incurred in connection with the preparation of the valuation report must be borne by the offeror.

Shareholders holding at least 10% of our outstanding shares (taking into account, for this purpose, all the Company's shares, except for the shares held by the controlling shareholder; shares held by our affiliates and by other companies that are a part of our economic group; shares held by our officers and directors; and treasury shares) may require our management to call a special shareholders' meeting to determine whether to perform another valuation using the same or a different valuation method. This request must be made within 15 days following the disclosure of the price to be paid for the shares in the public tender offer. The shareholders who make the request, as well as those who vote in its favor, must reimburse us for any costs involved in preparing the new valuation, if the new valuation price is not higher than the original valuation price. If the new valuation price is higher than the original valuation price, the public tender offer must be made at the higher price.

**Delisting from the *Novo Mercado***

Our delisting from the *Novo Mercado*, either by voluntary or compulsory action or by virtue of corporate restructuring, shall observe the *Novo Mercado* rules. At any time, we may delist our shares from the *Novo Mercado*, provided that a public tender offer for the acquisition of our outstanding shares is carried out.

If we are controlled by a shareholder, or a group of shareholders, at the time of our delisting from the *Novo Mercado*, either for our shares to be traded outside the *Novo Mercado* or as a result of a corporate reorganization, the controlling shareholder or group of shareholders is responsible for conducting the public tender offer for the acquisition of our shares. If we are subject to widespread control at the time of our delisting from the *Novo Mercado*, either for our shares to be traded outside the *Novo Mercado* or as a result of a corporate reorganization, the shareholders present at the meeting may determine the persons responsible for carrying out the tender offer or decide to waive the tender offer.

If the public tender offer is carried out, our delisting is conditioned to shareholders representing more than 1/3 (one third) of our outstanding shares having (i) expressly agreed with the delisting decision or (ii) accepted the public tender offer (taking into account, for this purpose, the shares held by the shareholders that expressly agree with the delisting decision or sign up for the public tender offer). The decision of the shareholders must specify if the delisting will occur because the securities will no longer be traded on the *Novo Mercado*, or because we are going private. Our delisting from the *Novo Mercado* will not result in the loss of our registration as a publicly held company on the Brasil, Bolsa, Balcão, or B3.

According to our bylaws, the price per share for the public tender offer shall be equivalent to, at least, the economic value of those shares as determined in a valuation report prepared by a specialized and independent company of recognized experience, which will be chosen at a shareholders' meeting from a list of three institutions presented by our board of directors, by an absolute majority of the votes of the shareholders of our outstanding shares present at the meeting (excluding, for this purpose, the shares held by any controlling shareholder or group of shareholders at the time, if any, his/her partners and dependents as described in his/her income tax statement, if the controlling shareholder is an individual; treasury shares; shares held by our affiliates and by other companies that are a part of our economic group, as well as blank votes). In addition, the *Novo Mercado* rules establish that the offer for the purchase of the totality of shares must be equivalent to at least the fair value of the Company as appraised. All the expenses and costs incurred in connection with the preparation of the valuation report must be paid by the offeror.

A voluntary delisting from the *Novo Mercado* may occur regardless of the completion of the tender offer mentioned above in the event of a waiver approved at a general shareholders’ meeting, which must observe the rules and conditions of the *Novo Mercado Rules*.

Pursuant to our bylaws, we may also be delisted if the São Paulo Stock Exchange decides to suspend trading of our shares on the *Novo Mercado* due to our non-compliance with the *Novo Mercado* rules. In this case, the chairman of the board of directors must call a shareholders’ meeting, within two days of the determination by the São Paulo Stock Exchange, in order to replace all members of our board of directors. If the chairman of the board of directors does not call the shareholders’ meeting, any shareholder may do so. The new board of directors will be responsible for the compliance with the requirements that resulted in the delisting.

Additionally, if we are delisted from the *Novo Mercado* (1) because a decision taken at a general shareholders’ meeting resulted in non-compliance with the *Novo Mercado* rules, the public tender offer must be conducted by the shareholders that voted in favor of the decision, or (2) as a result of our non-compliance with the *Novo Mercado* rules resulting from acts of our management, we must conduct the public tender offer in order to become a private company, within the limits imposed by law, if the Company is not controlled by a controlling shareholder or group of shareholders. Otherwise, the controlling shareholder or group of shareholders is responsible for conducting a public tender offer for the acquisition of the shares.

According to the *Novo Mercado* rules, in the event of a transfer of our shareholding control within 12 months following our delisting from the *Novo Mercado*, the selling controlling shareholders and the acquirer must offer to acquire the remaining shares for the same price and terms offered to the selling controlling shareholders, adjusted for inflation, or the surplus, if there is any, between the price per share offered at the public tender offer, adjusted for inflation, and the price per share received by the selling controlling shareholders due to the transfer of control.

**Sarbanes Oxley Act of 2002**

We maintain controls and procedures designed to ensure that we are able to collect the information required to disclose in the report we file with the SEC, and to process, summarize and disclose the information within the periods specified in the rules of the SEC. We have filed the relevant officer certifications under Section 404 of the U.S. Sarbanes Oxley Act of 2002 regarding internal controls over financial reporting as Exhibits 12.1 and 12.2 to this annual report.

**C. Material Contracts**

Not applicable.

**D. Exchange Controls**

There are no restrictions on ownership of our common shares by individuals or legal entities domiciled or headquartered outside Brazil. However, the registration of this investment with the Brazilian Central Bank is required and the right to convert dividend payments and proceeds from the sale of common shares into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation.

Pursuant to Brazilian law, investors may invest in common shares under Resolution No. 4,373, of September 29, 2014, issued by the CMN, governmental authority responsible for formulating the Brazilian monetary and credit policies. The rules of Resolution No. 4,373 allow foreign investors to invest in almost all financial assets and to engage in almost all transactions available in the Brazilian financial and capital markets, provided that certain requirements are fulfilled. In accordance with Resolution No. 4,373, the definition of foreign investor includes individuals, legal entities, mutual funds and other collective investment entities domiciled or headquartered abroad.

Pursuant to the Resolution No. 4,373, foreign investors must: (i) appoint at least one representative in Brazil with powers to perform actions related to the foreign investment; (ii) provide all required information that shall be sent by the representative to the CVM through the CVM’s website; (iii) be registered as a foreign investor with the CVM and the Brazilian tax authorities; and (iv) register the foreign investment with the Brazilian Central Bank.

Securities and other financial assets held by foreign investors pursuant to Resolution No. 4,373 must be registered or maintained in deposit accounts or under the custody of an entity duly licensed by the Brazilian Central Bank or the CVM. In addition, securities trading for these investors is restricted to transactions carried out in the stock exchanges or organized over-the-counter markets licensed by the CVM.

Under Resolution No. 4,373, foreign investors registered with the CVM may buy and sell securities on Brazilian stock exchanges or organized over-the-counter markets without obtaining a separate certificate of registration for each transaction. Investors under these regulations are also generally entitled to favorable tax treatment.

Annex II to Resolution No. 4,373 provides for the issuance of depositary receipts in foreign markets in respect of Brazilian issuers’ securities.

In connection with equity offerings of our common shares, an electronic registration was issued in the name of the depositary with respect to the ADSs and is maintained by the custodian on behalf of the depositary. This electronic registration was carried out through the Brazilian Central Bank Information System. Pursuant to the registration, the custodian and the depositary are able to convert dividends and other distributions with respect to the common shares represented by ADSs into foreign currency and remit the proceeds outside Brazil, to the holder of ADSs. In the event that a holder of ADSs exchanges the ADSs for common shares, the custodian must update the registry of the investment with the Brazilian Central Bank within five business days after the exchange. In order to receive the common shares, the investor must have a registration with the Brazilian Central Bank and the CVM pursuant to Resolution 4,373. Until this registration has been obtained, the holder will not be able to receive the common shares.

In addition, if the foreign investor resides in a “tax haven” jurisdiction or is not an investor registered under Resolution No. 4,373, the investor will be subject to less favorable Brazilian tax treatment than a holder of ADSs.

For additional information on Brazilian taxes, see “Item 3. Key Information—D. Risk Factors—Risks Relating to our Common Shares and ADSs—If holders of our ADSs exchange the ADSs for common shares, they risk losing the ability to remit foreign currency abroad and Brazilian tax advantages” and “Item 10. Additional Information—E. Taxation—Material Brazilian Tax Consequences.”

**E. Taxation**

The following discussion, subject to the limitations set forth below, summarizes certain Brazilian and United States tax considerations relating to the ownership of our common shares or ADSs. This discussion does not purport to be a complete analysis of all tax considerations in those countries and does not address tax treatment of shareholders under the laws of other countries. Shareholders that are resident in countries other than Brazil and the United States, along with shareholders that are resident in those two countries, are urged to consult with their own tax advisors as to which countries’ tax laws could be relevant to them. This summary is based upon the tax laws of Brazil and the United States as in effect on the date of this annual report, which are subject to change, possibly with retroactive effect, and to differing interpretations. Any change in the law may change the consequences described below.

Although there presently is no income tax treaty between Brazil and the United States, the tax authorities of the two countries have had discussions that may result in this treaty. No assurance can be given, however, as to if or when a treaty will enter into force or how it will affect the U.S. holders of common shares or ADSs.

**Material Brazilian Tax Consequences**

*General.* The following discussion summarizes the principal Brazilian tax consequences of the acquisition, ownership and disposition of common shares or ADSs, as the case may be, by a holder that is not considered domiciled in Brazil, or a Non-Brazilian Holder, for purposes of Brazilian taxation.

This discussion is not a comprehensive discussion of all the tax considerations that may be relevant to a decision to purchase our common shares or ADSs and is not applicable to all categories of investors, some of which may be subject to special rules, and does not specifically address all of the Brazilian federal income tax considerations applicable to any particular holder. It is based on the tax laws of Brazil in effect on the date of this report, which are subject to change, possibly with retroactive effect, and to differing interpretations. Each prospective purchaser is urged to consult his own tax advisor about the particular Brazilian tax consequences of an investment in our common shares or ADSs.

*Taxation of Dividends.* Dividends, including stock dividends and other dividends paid in kind, paid by us to the depositary in respect of the ADSs, or to a Non-Brazilian Holder in respect of the common shares, are currently not subject to withholding tax, provided that they are paid out of profits generated as of January 1, 1996. There are some proposed bills under discussion in the Brazilian Congress which, if enacted, would revoke this exemption. Furthermore, the taxation of dividends has also been mentioned multiples times by the government and law makers as one of the items in the Brazilian tax reform agenda (and was included in the Federal Government’s proposition of the Income Tax Reform). Should any of these bills be passed by Congress and sanctioned by the president of Brazil, all dividends paid from Brazil would be subject to withholding tax in Brazil upon payment to Non-Brazilian Holders.

*Taxation of Gains.* According to Law No. 10,833, enacted on December 29, 2003, capital gains realized on the sale or disposition of assets located in Brazil by a Non-Brazilian Holder, regardless of whether the sale or the disposition is made to another non-Brazilian resident or to a Brazilian resident, is subject to taxation in Brazil. Accordingly, on the disposition of the common shares, which are considered assets located in Brazil, the Non-Brazilian Holder will be subject to income tax on the gains assessed, following the rules described below, regardless of whether the transactions are conducted in Brazil or abroad and with a Brazilian resident or not. Regarding the ADSs, although the matter is not free from doubt, arguably the gains realized by a Non-Brazilian Holder on the disposition of ADSs should not be taxed in Brazil, based on the argument that ADSs would not constitute assets located in Brazil for purposes of Law No. 10,833, 2003. However, we cannot ensure about how Brazilian tax authorities and courts would interpret the definition of assets located in Brazil in connection with the taxation of gains realized by a Non-Brazilian Holder on the disposition of ADSs. Thus, the gain on a disposition of ADSs by a Non-Brazilian Holder may be subject to income tax in Brazil according to the rules described below for ADSs or those applicable to the disposition of common shares, when applicable. It is important to clarify that, for purposes of Brazilian taxation, the income tax rules on gains related to disposition of common shares or ADSs can vary depending on the domicile of the Non-Brazilian Holder, the form by which the Non-Brazilian holder has registered its investment with the Central Bank and/or how the disposition is carried out, as described below.

The deposit of common shares in exchange for ADSs may be subject to Brazilian income tax on capital gains at rates ranging from 15% to 22.5%, (or 25% in case of a Non-Brazilian Holder located in a Low or Nil Tax Jurisdiction as defined below), if the acquisition cost of the common shares is lower than (i) the average price per common share on a Brazilian stock exchange on which the greatest number of these shares were sold on the day of deposit or (ii) if no common shares were sold on that day, the average price on the Brazilian stock exchange on which the greatest number of common shares were sold in the 15 trading sessions immediately preceding such deposit. In this case, the positive difference between the average price of the common shares, calculated as above, and the corresponding acquisition cost, may be considered a capital gain. In some circumstances, there may be arguments to support that such tax treatment is not

applicable in case of Non-Brazilian Holders registered under Resolution No. 4,373/14 from the Brazilian Central Bank, or the 4,373 Holder, that are not resident in a Low or Nil Tax Jurisdiction (as defined below). Prospective holders of common shares should consult their own tax advisors as to the tax consequences of the deposit in exchange for ADSs. The withdrawal of ADSs in exchange for common shares should not be considered as giving rise to a capital gain subject to Brazilian income tax, as far as the regulatory rules in respect to the registration of the investment before the Central Bank are duly observed.

Gains assessed on the disposition of common shares carried out on the Brazilian stock exchange (which includes the transactions carried out on the organized over-the-counter market) are:

- exempt from income tax when assessed by a Non-Brazilian Holder that (i) is a 4,373 Holder and (ii) is not resident in a Low or Nil Tax Jurisdiction (as defined below); or
- subject to income tax at a rate of up to 25% in any other case, including the gains assessed by a Non-Brazilian Holder that (i) is not a 4,373 Holder and/or (ii) is a 4,373 Holder resident in a Low or Nil Tax Jurisdiction (as defined below). In these cases, a withholding income tax of 0.005% of the sale value shall be applicable and can be later offset with the eventual income tax due on the capital gain. Day trade transactions are subject to the rate of 1%.

Any other gains assessed on a disposition of the common shares that is not carried out on Brazilian stock exchanges are subject to income tax at rates of up to 22.5%, except for a resident of a Low or Nil Tax Jurisdiction (as defined below) which, in this case, is subject to income tax at a rate of 25%. In case the gains are related to transactions conducted on the Brazilian non-organized over-the-counter market with intermediation, the withholding income tax of 0.005% on the sale value shall also be applicable and can be offset with the eventual income tax due on the capital gain. In the case of a redemption of common shares or ADSs or a capital reduction by a Brazilian corporation, the positive difference between the amount effectively received by the Non-Brazilian Holder and the proportional acquisition cost of the common shares or ADSs redeemed is treated as capital gain derived from sale or exchange of common shares not carried out in a Brazilian stock exchange market and is therefore subject to income tax at rates of up to 25%, as the case may be. As a general rule, the gains realized as a result of a disposition transaction of common shares or ADSs are determined by the difference between the amount realized on the sale or exchange of the shares or ADSs and their acquisition cost.

There can be no assurance that the current preferential tax treatment for Non-Brazilian Holders of ADSs and 4,373 Holder of common shares will continue.

Any exercise of preemptive rights relating to the common shares or ADSs will not be subject to Brazilian income tax. Any gain on the sale or assignment of preemptive rights relating to our common shares or the ADSs by a Non-Brazilian Holder of common shares will be subject to Brazilian income taxation according to the same rules applicable to the sale or disposition of these shares.

*Taxation on Interest on Shareholders' Equity.* For additional information on taxation on interest on shareholders' equity, see "Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Dividends and Dividend Policy—History of Dividend and Interest on Shareholders' Equity Payments and Dividend Policy."

In accordance with Law No. 9,249, dated December 26, 1995, as amended, Brazilian corporations may make payments to shareholders characterized as distributions of interest on the company's shareholders' equity on top of or as an alternative to making dividend distributions. This interest is calculated by multiplying the TJLP as determined by the Central Bank from time to time by the sum of determined Brazilian company's net equity accounts. Interest on Shareholders' Equity are deductible for purposes of calculating the Brazilian corporate income tax and social contribution on net profits, as long as the following limits are observed:

- 50% of net profits (after the social contribution on net profits but before taking such distribution and the provision for corporate income tax into account) related to the period for which the payment is made; and

- 50% of the sum of retained profits and profit reserves as of the date of the beginning of the period for which the payment is made.

The Brazilian Corporate Law establishes that interest attributed to shareholders' equity in respect of the common shares paid to shareholders who are Non-Brazilian holders, including Non-Brazilian holders of ADSs, are subject to Brazilian withholding income tax at the rate of 15%, (or 25% in case of a resident of a Low or Nil Tax Jurisdiction, as defined below). The distribution of interest on shareholders' equity may be determined by our board of directors. We cannot ensure that our board of directors will not determine that future distributions of profits may be made by means of interest on shareholders' equity instead of by means of dividends.

The amounts paid as distribution of interest on shareholders' equity to a Non-Resident Holder located in a country that has a tax treaty with Brazil may be classified as (i) interest, (ii) dividends or (iii) other revenues. The classification will depend on the actual wording of the treaty. There are some proposed bills under discussion in the Brazilian Congress which, if enacted, would revoke the possibility of the company paying interest on shareholders' equity. Furthermore, revoking the deductibility of the interest on shareholder's equity has also been mentioned multiples times by the government and law makers as one of the items in the Brazilian tax reform agenda (and was included in the Federal Government's proposition of the Income Tax Reform).

*Low or Nil Taxation Jurisdictions.* On June 4, 2010, Brazilian tax authorities enacted Normative Ruling No. 1,037 listing (i) the countries and jurisdictions considered as Low or Nil Taxation Jurisdiction or where the local legislation does not allow access to information related to the shareholding composition of legal entities, to their ownership or to the identity of the effective beneficiary of the income attributed to non-residents (Tax Favorable Jurisdictions) and (ii) the privileged tax regimes, or PTR, which definition is provided by Law No. 9,430, of 27 December, 1996. Brazilian tax authorities periodically update the list of countries/jurisdictions and regimes that shall be treated as Tax Favorable Jurisdiction and PTR.

The concept of PTR, encompasses structures that: (i) are not liable to tax on income or tax it at a maximum rate lower than 20%; (ii) grant tax benefits to non-residents (1) with no requirement to carry out substantial economic activity within the territory or (2) on the condition that they do not carry out substantial economic activity within the territory; (iii) do not tax income from outside its territory, or taxes it at less than 20%; or (iv) do not disclose certain information on the ownership and beneficial ownership of assets or on transactions within its territory, or imposes restrictions on disclosure of that information

On November 28, 2014, the Brazilian Revenue Service issued Rule 488 reducing the concept of Tax Favorable Jurisdictions and of PTR to those that tax the income below the rate of 17% (the previous concept adopted a 20% maximum rate for that purpose).

We believe that the best interpretation of the current tax legislation leads to the conclusion that the above-mentioned PTR concept should apply solely for purposes of Brazilian transfer pricing and thin capitalization rules. Currently, the understanding of the Brazilian tax authorities is in the sense that payment of interest to beneficiaries resident in PTRs is not subject to the same treatment applicable to beneficiaries in Tax Favorable Jurisdictions (Answer to Advance Tax Ruling Request COSIT n. 575, of December 20, 2017). Nevertheless, we cannot ensure that subsequent legislation or interpretations by the Brazilian tax authorities regarding the definition of a PTR provided by Law No. 9,430, of December 27, 1996, altered by Law No. 11,727 will also apply to a Non-Brazilian Holder on payments of interest on shareholders' equity. Notwithstanding the above, we recommend that you consult your own tax advisors regarding the consequences of the implementation of Law No. 11,727, Normative Ruling No. 1,037 and Rule 488.

*Taxation on Foreign Exchange Transactions, or IOF/Exchange.* Pursuant to Decree No. 6,306/07, the conversion into foreign currency or the conversion into Brazilian currency of the proceeds received or



remitted by a Brazilian entity from a foreign investment in the Brazilian securities market, including those in connection with the investment by a Non-Brazilian Holder in the common shares and ADSs may be subject to the IOF/Exchange. Currently applicable rate for most foreign currency exchange transactions is 0.38%.

However, currency exchange transactions carried out for the in-flow of resources into Brazil by a 4,373 Holder are subject to IOF/Exchange at (i) 0% rate in case of variable income transactions carried out on the Brazilian stock, futures and commodities exchanges, as well as in the acquisitions of shares of Brazilian publicly held companies in public offerings or subscription of shares related to capital contributions, provided that the issuer company has registered its shares for trading in the stock exchange, and (ii) 0% for the outflow of resources from Brazil related to these type of investments, including payments of dividends and interest on shareholders’ equity and the repatriation of funds invested in the Brazilian market. Furthermore, the IOF/Exchange is currently levied at a 0% rate on the withdrawal of ADSs into shares.

In any case, the Brazilian government may increase the rate at any time, up to 25.0%. However, any increase in rates may only apply to future transactions.

*Tax on Transactions Involving Bonds and Securities, or IOF/Bonds.* Pursuant to Decree 6,306/07 the IOF/Bonds may be imposed on any transactions involving bonds and securities, even if the transactions are carried out on a Brazilian stock exchange. The rate of IOF/Bonds applicable to transactions involving common shares and ADS is currently zero. In particular, the IOF/Bond also levies at a zero percent rate on the transfer of shares traded on the Brazilian stock exchange with the purpose of the issuance of depositary receipts to be traded outside Brazil. The Brazilian government may increase the rate of the IOF/Bonds at any time by up to 1.5% per day of the transaction amount, but only in respect of future transactions.

*Other Brazilian Taxes.* There are no Brazilian federal inheritance, gift or succession taxes applicable to the ownership, transfer or disposition of common shares or ADSs by a Non-Brazilian Holder. Gift and inheritance taxes, however, may be levied by some states of Brazil on gifts made or inheritances bestowed by Non-Brazilian Holders to individuals or entities resident or domiciled within those states in Brazil. There are no Brazilian stamp, issue, registration or similar taxes or duties payable by holders of common shares or ADSs.

*Brazilian Tax Reform.* In addition to the potential effects already mentioned above about the taxation of dividends and revocation of the interest on shareholder’s equity, the Brazilian Government and Congress have been discussing several different bills and proposed amendments to the Federal Constitution in the context of a comprehensive Brazilian tax reform, which may include the elimination or unification of certain taxes, the creation of new taxes, the increase of existing taxes and contribution rates, the revocation of income tax exemptions on the distribution of profits and dividends and changes relating to interest on net equity. As a result, some of these proposals may significantly change the Brazilian tax system and affect the way we calculate our direct and indirect taxes. At this point we cannot assure if, when and how any of these changes will be implemented and which effects it could have in our operations.

**Material U.S. Federal Income Tax Consequences**

The following discussion, subject to the limitations and conditions set forth herein, summarizes certain U.S. federal income tax consequences of the purchase, ownership and disposition of Embraer common shares and ADSs. This discussion only applies to beneficial owners of Embraer common shares or ADSs that are “U.S. Holders” (as defined below) that hold common shares or ADSs of Embraer as capital assets (generally for investment purposes). This discussion does not address all aspects of U.S. federal income taxation that may be applicable to a U.S. Holder, including, gift, estate, alternative minimum and Medicare contribution tax consequences, or the tax consequences to U.S. Holders subject to special treatment under U.S. federal income tax law, including:

- partnerships and other entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities;



- dealers and traders in securities or foreign currencies;
- insurance companies;
- certain financial institutions;
- persons who own Embraer common shares or ADSs as part of an integrated investment, including a straddle, hedging or conversion transaction, comprising the Embraer common shares or ADSs and one or more other positions for tax purposes;
- U.S. Holders whose functional currency is not the U.S. dollar for U.S. federal income tax purposes;
- persons who actually or constructively own 10% or more of Embraer's total combined vote or value of its outstanding common shares or ADSs;
- persons subject to special tax accounting rules under Section 451(b) of the Code;
- persons who acquired Embraer common shares or ADSs pursuant to the exercise of any employee stock option or otherwise as compensation; and
- persons holding Embraer common shares or ADSs in connection with a trade or business conducted outside the United States.

In addition, there is no discussion herein of state, local, or non-U.S. tax considerations of the purchase, ownership and disposition of Embraer common shares or ADSs. The discussion is based upon the provisions of the Internal Revenue Code of 1986, as amended, or Code, its legislative history, existing final, temporary, and proposed U.S. Treasury regulations, rulings and other pronouncements of the U.S. Internal Revenue Service, or IRS, and judicial decisions as of the date of this annual report. Such authorities may be repealed, revoked or modified (with possible retroactive effect) so as to result in U.S. federal income tax consequences different from those discussed below.

This discussion is also based in part on the representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

Shareholders are urged to consult their own independent tax advisors concerning the U.S. federal income tax consequences of the ownership of Embraer common shares and ADSs in light of their particular situations, as well as any consequences arising under the laws of any other taxing jurisdiction.

As used herein, the term "U.S. Holder" means a beneficial owner of Embraer common shares or ADSs representing Embraer common shares for U.S. federal income tax purposes that is (i) an individual who is a citizen or resident of the United States, (ii) a corporation, created or organized in or under the laws of the United States, any state thereof, or the District of Columbia, (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source or (iv) a trust (1) that is subject to the supervision of a court within the United States and the control of one or more U.S. persons as described in Section 7701(a)(30) of the Code or (2) that has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person. Except where specifically described below, this discussion assumes that Embraer is not a controlled foreign corporation or a passive foreign investment company, or PFIC, in either case, for U.S. federal income tax purposes.

If a partnership (or an entity treated as a partnership for U.S. federal income tax purposes) holds Embraer common shares or ADSs, the tax treatment of such partnership and each partner will generally depend upon the status of the partner in such partnership and upon the activities of the partnership. Partnerships that hold Embraer common shares or ADSs, and partners of a partnership holding such common shares or ADSs, are urged to consult their own tax advisors regarding the consequences of the purchase, ownership and disposition of Embraer common shares or ADSs.

In general, for U.S. federal income tax purposes, a U.S. Holder who is a beneficial owner of an ADS will be treated as the owner of the underlying Embraer common shares that are represented by such ADS.

***Distributions on Embraer Common Shares or ADSs***

For U.S. federal income tax purposes, the gross amount of any distributions (including distributions of notional interest charges attributed to shareholders' equity) paid to U.S. Holders of Embraer common shares or ADSs (including Brazilian withholding taxes imposed on such distributions) will be treated as a dividend, to the extent paid out of current or accumulated earnings and profits of Embraer as determined under U.S. federal income tax principles. Such a dividend will be includable in the gross income of a U.S. Holder as ordinary income on the date received or accrued by the U.S. Holder. To the extent that the amount of any distribution exceeds Embraer's current and accumulated earnings and profits for a taxable year (as determined under U.S. federal income tax principles), the distribution will first be treated as a tax-free return of capital to the extent of a U.S. Holder's adjusted tax basis in the Embraer common shares or ADSs, and thereafter as capital gain. Embraer does not expect to maintain calculations of earnings and profits in accordance with U.S. federal income tax principles, and unless and until such calculations are made, U.S. Holders should assume that a distribution is paid out of earnings and profits and will be treated as a dividend for U.S. federal income tax purposes.

Dividends paid by Embraer will not be eligible for the dividends-received deduction allowed to certain domestic corporations under the Code.

The amount of any cash distribution paid in *reais* will be included in a U.S. Holder's gross income in an amount equal to the U.S. dollar value of the *reais* calculated by reference to the exchange rate in effect on the date the dividend is received or accrued by the U.S. Holder, in the case of Embraer common shares, and by the depositary, in the case of ADSs, regardless of whether the *reais* are converted into U.S. dollars. If the *reais* received as a dividend are not converted into U.S. dollars on the date of receipt, a U.S. Holder will have a tax basis in the *reais* equal to their U.S. dollar value on the date of receipt. Any gain or loss realized on a subsequent conversion or other disposition of the *reais* will be treated as U.S. source ordinary income or loss for U.S. federal income tax purposes.

Dividends received with respect to the Embraer common shares or ADSs will be treated as foreign source income for U.S. federal income tax purposes and will be "passive category income" for purposes of calculating foreign tax credits in most cases, subject to various limitations. Recently issued IRS Notices (2023-80 indefinitely extended Notice 2023-55) provides that a taxpayer can either elect to credit its qualifying foreign income taxes as of 2023, subject to the foreign tax credit limitation rules, or deduct foreign income taxes in a given year. The rules relating to computing foreign tax credits or deducting foreign income taxes are extremely complex, and U.S. Holders are urged to consult their own independent tax advisors regarding the availability of foreign tax credits with respect to any Brazilian withholding taxes in regards of dividends paid on Embraer's common shares or ADSs.

Subject to certain exceptions for short-term and hedged positions, the amount of dividends received by certain non-corporate U.S. holders (including individuals) with respect to the Embraer common shares or ADSs may be eligible for a reduced rate of taxation if the dividends represent "qualified dividend income." Dividends paid on the Embraer common shares or ADSs will be treated as qualified dividend income if (i) the Embraer common shares or ADSs are readily tradable on an established securities market in the United States, (ii) the U.S. Holder meets the holding period requirement for the common shares or ADSs (generally more than 60 days during the 121-day period that begins 60 days before the ex-dividend date) and (iii) Embraer was not in the year prior to the year in which the dividend was paid (with respect to a U.S. Holder that held Embraer common shares or ADSs), and is not in the year in which the dividend is paid, a PFIC. Under guidance issued by the IRS, the ADSs of Embraer should qualify as readily tradable on an established securities market in the United States so long as they are listed on the NYSE. In the case of Embraer common shares held directly by U.S. Holders and not through an ADS, it is not clear whether dividends paid with respect to such shares will represent "qualified dividend income." U.S. Holders holding Embraer common shares directly and not through an ADS are urged to consult their own independent tax advisors.

Based on its audited financial statements as well as relevant market and shareholder data, Embraer believes that it was not a PFIC for U.S. federal income tax purposes with respect to its 2023 taxable year. However, Embraer cannot ensure that it was not a PFIC with respect to its 2023 taxable year or that it is not or will not become a PFIC in 2024 or future years. See “—Passive Foreign Investment Company Rules.”

***Sale, Exchange or Other Taxable Disposition of Embraer Common Shares or ADSs***

A U.S. Holder will recognize a taxable gain or loss on any sale, exchange or other taxable disposition of Embraer common shares or ADSs in an amount equal to the difference between the amount realized on the sale, exchange or other taxable disposition and the U.S. Holder’s adjusted tax basis (determined in U.S. dollars) in the Embraer common shares or ADSs. Such gain or loss will generally be capital gain or loss and will be long-term capital gain or loss if the Embraer common shares or ADSs have a holding period of more than one year. Certain non-corporate U.S. Holders (including individuals) may be eligible for preferential rates of U.S. federal income tax in respect of long-term capital gains. The deductibility of capital losses is subject to limitations under the Code.

Any gain or loss recognized by a U.S. Holder from the sale, exchange or taxable disposition of Embraer common shares or ADSs generally will be gain or loss from U.S. sources for U.S. foreign tax credit purposes. Consequently, if a Brazilian withholding tax or capital gains tax is imposed pursuant to a sale of Embraer common shares or ADSs, even if the Brazilian tax is otherwise a creditable tax, U.S. Holders who do not have sufficient foreign source income still might not be able to derive effective U.S. foreign tax credit benefit in respect of such Brazilian withholding tax or capital gains tax. Regulations impose additional requirements that must be met for a foreign tax to be creditable (including requirements that a “covered withholding tax” be imposed on nonresidents in lieu of a generally applicable tax that satisfies the regulatory definition of a “net income tax”, which may be unclear or difficult to determine). However, a recent IRS notice provides temporary relief from certain of these requirements if the notice is applied consistently to all foreign taxes paid during the relevant taxable year until the date that a notice or other guidance withdrawing or modifying the temporary relief is issued (or any later date specified in such notice or other guidance). The rules relating to foreign tax credits, including the amount of foreign income taxes that may be claimed as a credit in any given year, are complex and subject to limitations. U.S. Holders are urged to consult their own independent tax advisor regarding the application of the foreign tax credit rules to their particular circumstances.

Deposits and withdrawals of Embraer common shares in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

***Passive Foreign Investment Company Rules***

If, during any taxable year of a non-U.S. corporation, 75% or more of the corporation’s gross income consists of certain types of “passive” income, or the average value during a taxable year of the “passive assets” of the corporation (generally, assets that generate or are held to generate passive income) is 50% or more of the average value of all the corporation’s assets, the corporation will be treated as a PFIC under U.S. federal income tax law. For this purpose, passive income generally includes, among other things, dividends, interest, rents, royalties and gains from the disposition of investment assets, subject to various exceptions. If the non-U.S. corporation owns at least 25% (by value) of the stock of another corporation, it will be treated, for purposes of the PFIC tests, as owning its proportionate share of the other corporation’s gross assets and receiving its proportionate share of the other corporation’s gross income. However, if the non-U.S. corporation owns less than 25% (by value) of the stock of another corporation, that stock generally will be treated as a passive asset.

If a corporation is treated as a PFIC, a U.S. Holder may be subject to increased tax liability upon the sale of its stock, or upon the receipt of certain dividends, unless such U.S. Holder makes an election to be taxed currently on its *pro rata* portion of the corporation’s income, whether or not such income is distributed

in the form of dividends, or otherwise makes a “mark-to-market” election with respect to the corporation’s stock as permitted by the Code. Currently, a U.S. Holder who owns common shares or ADSs in any year that Embraer is a PFIC in excess of certain *de minimis* amounts and fails to qualify for certain other exemptions would be required to file IRS Form 8621 to report such holdings. In addition, as discussed above, a U.S. Holder would not be entitled to (if otherwise eligible for) the preferential reduced rate of tax payable on certain dividend income.

As stated above, although no assurances can be given, based on Embraer’s operations, projections and business plans and the other items discussed above, Embraer does not believe that it was a PFIC for 2023 or in prior years. Although Embraer is not aware that it will be a PFIC in 2024 or future years, this will depend on the nature, amount and value of Embraer’s operations, activities, assets and income as of the relevant time of determination. Accordingly, there can be no assurance that Embraer is not a PFIC or will not become a PFIC for 2024 or a future year.

U.S. Holders are urged to consult their own independent tax advisors regarding the potential application of the PFIC rules and related reporting requirements to the common shares or ADSs and the availability and advisability of making an election to avoid the adverse tax consequences of the PFIC rules should Embraer be considered a PFIC for any taxable year.

***U.S. Tax Reform – Tax Cuts and Jobs Act of 2017 (TCJA) and U.S. Coronavirus Aid, Relief, and Economic Security (CARES) Act***

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted in response to the economic fallout of the COVID-19 pandemic. The CARES Act includes several provisions that affect Embraer. The act provided for an employee retention credit to assist with employers keeping employees on payroll even if they cannot physically report to work under the COVID-19 restrictions. The Act also included a five-year net operating loss carryback provision which enables companies to benefit from certain losses and re-measure certain deferred tax assets and liabilities at the former federal tax rate of 35%. In addition, the CARES Act provided a delay in making required payroll tax deposits, as well as extension and first quarter estimated tax payments. The purpose of this delay was to assist companies with cash flow issues. The provisions of the CARES Act did not have a significant impact on Embraer for the years ended December 31, 2023 and 2022.

The TCJA amended Section 174 of the Code, requiring expenses which are categorized as research and experimental (R&E) to be capitalized for tax purposes. The new measure became effective as of January 1, 2022. Capitalized assets are then amortized over five years (or 15 years for expenditure attributable to foreign research). The impact of this change in 2023 was capitalization of US\$87.1 million of expenses and amortization deduction of US\$20 million. This legislation is currently under further consideration, and the IRS and Treasury still plan to issue proposed regulations providing additional guidance, and relief. One of the provisions of the TCJA was the phase out of the bonus depreciation from 100% in 2022 to 80% in 2023, and a decrease of 20% each year over the next few years until it eventually is fully phased out.

***Information Reporting and Backup Withholding***

In general, payments of dividends on Embraer common shares or ADSs, and payments of the proceeds of the sale, exchange or other taxable disposition of Embraer common shares or ADSs, paid within the United States or through certain U.S.-related financial intermediaries to a U.S. Holder are subject to information reporting and may be subject to backup withholding at a current maximum rate of 24% unless the U.S. Holder (i) is a corporation or other exempt recipient or (ii) in the case of backup withholding, provides an accurate taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder’s U.S. federal income tax liability, provided the required information is timely provided to the IRS. A U.S. Holder generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed its U.S. federal income tax liability by filing a timely refund claim with the IRS.

In addition, certain U.S. Holders are required to report to the IRS information relating to an interest in the common shares or ADSs, subject to exceptions (including an exception for common shares or ADSs held in accounts maintained by certain financial institutions), by attaching a complete IRS Form 8938, Statement of Specified Foreign Financial Assets, with their tax returns for each year in which they held an interest in the common shares or ADSs. U.S. Holders are urged to consult their own tax advisors regarding the effect, if any, of this information reporting requirement on their acquisition, ownership and disposition of the common shares or ADSs.

**Corporate Alternative Minimum Tax (CAMT)**

The Inflation Reduction Act of 2022 created the CAMT. This imposes a 15% minimum tax on the adjusted financial statement income of large corporations for taxable years beginning in 2023. Based on its latest financial information, Embraer believes that it should not be affected by the CAMT with respect to its 2023 taxable year. Although Embraer is not aware that it will be affected by the CAMT with respect to 2023 or future years, this will depend on the relevant financial information at the time of determination. Accordingly, there can be no assurance that Embraer will not be affected by the CAMT for 2024 or a future year.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statements by Experts**

Not applicable.

**H. Documents on Display**

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Accordingly, we are required to file reports and other information with the SEC. You may inspect and obtain copies, at prescribed rates, of reports and other information filed by us with the SEC at its Public Reference Room maintained at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC in the United States at 1-800-SEC-0330. You may also inspect and copy this material at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We file our annual report on Form 20-F, including our financial statements, and other reports, including our reports on Form 6-K, electronically with the SEC. These filings are available at [www.sec.gov](http://www.sec.gov). We also file financial statements and other periodic reports electronically with the CVM at its website, [www.cvm.gov.br](http://www.cvm.gov.br). Copies of our annual reports on Form 20-F and documents referred to in this annual report and our bylaws will be available for inspection upon request at our principal executive office, located at Avenida das Nações Unidas, 8501, 30th floor, Eldorado Business Tower, 05425-070, Pinheiros, São Paulo, SP, Brazil.

**I. Subsidiary Information**

Not required.

**J. Annual Report to Security Holders**

Not applicable.

Item 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, primarily related to potential loss arising from adverse changes in interest rates and foreign currency exchange rates. We have established policies and procedures to manage sensitivity to interest rate and foreign currency exchange rate risk. These procedures include the monitoring of our levels of exposure to each market risk, including an analysis based on forecast of future cash flows, the funding of variable rate assets with variable rate liabilities, and limiting the amount of fixed rate assets which may be funded with floating rate liabilities. We may also use derivative financial instruments to mitigate the effects of interest rate fluctuations and to reduce our exposure to exchange rate risk. The following sections address the significant market risks associated with our financial activities.

A. Interest Rate Risk

Our exposure to market risk for interest rate fluctuations principally relates to changes in the market interest rates of our U.S. dollar-denominated and *real*-denominated monetary assets and liabilities, principally our short- and long-term debt obligations. Increases and decreases in prevailing interest rates generally translate into increases and decreases in interest expense. Additionally, the fair values of interest rate-sensitive instruments are also affected by general market conditions.

Our short- and long-term debt obligations totaled US\$2.9 billion as of December 31, 2023 and were denominated in U.S. dollars, Brazilian *reais* and Euros. Of the total amount of debt denominated in U.S. dollars (i.e., US\$2.8 billion), US\$2.5 billion was subject to fixed rates. The remaining floating rate U.S. dollar-denominated debt, or US\$0.3 billion, which corresponds to 13% of our debt denominated in U.S. dollars, was indexed to SOFR or SIFMA.

Of our US\$17.5 million Brazilian *real*-denominated debt as of December 31, 2023, US\$4.3 million bears interest at a variable rate based on the CDI, and US\$13.2 million bears interest at a fixed rate. Of our US\$35.7 million euro-denominated debt as of December 31, 2023, US\$5.1 million bears interest at a variable rate based on EURIBOR, and US\$30.6 million bears interest at a fixed rate.

The table below provides information about our short-term debt obligations as of December 31, 2023, which are sensitive to changes in interest rates and foreign currency exchange rates.

	Weighted Average Interest Rate 2023 <sup>(1)</sup> (%)	Total Amount Outstanding (in US\$ millions)	Total Fair Value
Short-Term Debt			
U.S. dollars (Fixed indexed)	6.2%	60.8	92.2
U.S. dollars (Floating indexed)	7.0%	31.5	47.4
Euros (Fixed rate)	5.2%	30.7	30.0
Euros (Floating indexed)	5.0%	3.9	4.0
Reais (Fixed rate)	4.6%	0.1	0.6
Reais (Floating indexed)	15.3%	0.1	0.6
Total short-term debt		127.1	174.2

(1) The interest rate refers exclusively to the weighted average of our indebtedness (short-term and long-term). It does not represent the indexed rates as of December 31, 2023.

The table below provides information about our long-term debt obligations as of December 31, 2023, which are sensitive to changes in interest rates and foreign currency exchange rates:

	Weighted Average Interest Rate 2023 <sup>(1)</sup> (%)	Total Amount Outstanding	2026	2027	2028	2029	2030 and thereafter	Total Fair value
(in US\$ millions)								
<b>Long-Term Debt</b>								
U.S. dollars (Fixed rate)	6.2%	2,403.5	3.8	30.0	922.5	687.8	759.4	2,291.0
U.S. dollars (Floating indexed)	7.0%	337.2	22.0	11.2	111.2	171.2	21.6	340.9
Euros (Floating indexed)	5.0%	1.3	1.1	0.2	0	0	0	1.2
Reais (Fixes rate)	4.6%	13.1	0	1.2	1.5	1.5	9.0	10.4
Reais (Floating indexed)	15.3%	4.1	0	4.1	0	0	0	3.8
<b>Total long-term debt</b>		<b>2,759.3</b>	<b>26.9</b>	<b>46.7</b>	<b>1,035.2</b>	<b>860.5</b>	<b>790.0</b>	<b>2,647.3</b>

(1) The interest rate refers exclusively to the weighted average of our indebtedness (short-term and long-term). It does not represent the indexed rates as of December 31, 2023.

B. Foreign Exchange Rate Risk

In managing our foreign currency risk, we focus on balancing our non-U.S. dollar-denominated assets against our non-U.S. dollar-denominated liabilities plus shareholders’ equity in relation to our forecasts of future cash flows. Beyond the foreign currency exposure related to our debt obligations as summarized above, we also have other assets and liabilities denominated in currencies other than the U.S. dollar. These monetary assets and liabilities are primarily cash and cash equivalents, financial assets, accounts receivable and payable, deferred income taxes, dividends and certain other assets and liabilities and are primarily denominated in Brazilian *reais*. The effects on these assets and liabilities of the appreciation or devaluation of other foreign currencies against the U.S. dollar result in foreign exchange gains (losses) recognized as interest income (expense), net. The translation gains and losses arising from the remeasurement of our financial statements to U.S. dollars are recognized on our statement of profit or loss in the financial statements as foreign exchange gain (loss), net.

Our cash flow exposure comes as a result of the fact that 6.5% of our revenues and 16.7% of our total costs are denominated in *reais*, including payroll expenses in Brazil. Having more *real* denominated costs than revenues generates the exposure. To mitigate such risk and to manage the volatility of cash flows in foreign currency, we enter into derivative instruments in the ordinary course of our business. For additional information, see Note 2.3.5 and Note 8 to our 2023 audited consolidated financial statements.

The table below provides information about our assets and liabilities exposed to foreign currency risk as of December 31, 2023, as well as the derivative transactions outstanding at the same date:

Financial instruments indexed to currencies other than the U.S. dollar Outstanding Amount by Year of Maturity								
	Total Outstanding Amount	2024	2025	2026	2027	There- after	Total Fair Value	
(in US\$ millions)								
<b>ASSETS</b>								
<b>Cash and cash equivalents and financial investments</b>								
In Reais	132.7	132.7	—	—	—	—	132.7	
In Euro	12.7	12.7	—	—	—	—	12.7	
In other currencies	9.6	9.6	—	—	—	—	9.6	
<b>Trade accounts receivable</b>								
In Reais	26.7	26.7	—	—	—	—	26.7	
In Euro	19.2	19.2	—	—	—	—	19.2	
In other currencies	4.0	4.0	—	—	—	—	4.0	
<b>Other assets</b>								
In Reais	283.1	176.6	106.5	—	—	—	283.1	
In Euro	31.9	24.7	7.2	—	—	—	31.9	
In other currencies	2.2	2.2	—	—	—	—	2.2	
<b>Total assets in Reais</b>	<b>442.5</b>	<b>336</b>	<b>106.5</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>442.5</b>	
<b>Total assets in Euro</b>	<b>63.8</b>	<b>56.6</b>	<b>7.2</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>63.8</b>	
<b>Total assets in other currencies</b>	<b>15.8</b>	<b>15.8</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>15.8</b>	



	Financial instruments indexed to currencies other than the U.S. dollar						
	Outstanding Amount by Year of Maturity						
	Total Outstanding Amount	2024	2025	2026	2027	There- after	Tota IFair Value
(in US\$ millions)							
LIABILITIES							
Loans							
In Reais	17.7	0.2	—	5.3	1.5	10.7	15.3
In Euro	35.9	34.6	1.1	0.2	—	—	35.2
Accounts payable to suppliers							
In Reais	93.7	93.7	—	—	—	—	93.7
In Euro	42.0	42.0	—	—	—	—	42.0
In other currencies	6.1	6.1	—	—	—	—	6.1
Customer advances							
In Reais	887.3	591.4	295.9	—	—	—	887.3
In Euro	46.7	46.7	—	—	—	—	46.7
In other currencies	1.0	1.0	—	—	—	—	1.0
Other accounts payable & accrued liabilities							
In Reais	465.4	275.3	190.1	—	—	—	465.4
In Euro	41.3	39.3	2.0	—	—	—	41.3
In other currencies	5.4	4.9	0.5	—	—	—	5.4
Taxes and payroll charges payable							
In Reais	58.4	34.9	23.5	—	—	—	58.4
In Euro	4.7	4.7	—	—	—	—	4.7
Accrued taxes on income							
In Reais	3.9	3.9	—	—	—	—	3.9
In Euro	26.4	26.4	—	—	—	—	26.4
In other currencies	4.5	4.5	—	—	—	—	4.5
Contingencies							
In Reais	55.5	7.3	11.5	11.5	11.5	13.7	55.5
In Euro	2.8	1.1	0.4	0.4	0.4	0.5	2.8
Total liabilities in Reais	1581.9	1006.7	521.0	16.8	13.0	24.4	1579.5
Total liabilities in Euro	199.8	194.8	3.5	0.6	0.4	0.5	199.1
Total liabilities in other currencies	17	16.5	0.5	—	—	—	17.0
Total exposure in Reais	(1139.4)	(670.7)	(414.5)	(16.8)	(13.0)	(24.4)	(1137.0)
Total exposure in Euro	(136.0)	(138.2)	3.7	(0.6)	(0.4)	(0.5)	(135.3)
Total exposure in other currencies	(1.2)	(0.7)	(0.5)	—	—	—	(1.2)

For further information, see Note 27.1.5(b) to our 2023 audited consolidated financial statements included elsewhere in this annual report.

### C. Credit Risk

We may incur losses if counterparties to our various contracts do not pay amounts that are owed to us. In that regard, our primary credit risk derives from the sales of aircraft, spare parts and related services to customers, including the financial obligations related to those sales in the cases where we provide guarantees for the benefit of the providers of finance to the aircraft purchases of our customers. We are also exposed to the credit risk of the counterparties to our financial instruments.

Financial instruments which may potentially subject us to credit risk concentration include (i) financial investments and other financial instruments, (ii) trade accounts receivable, (iii) customer commercial financing and (iv) advances to suppliers. We seek to limit our credit risk associated with cash and cash equivalents by placing the investments we make with those instruments with investment-grade ratings following the guidelines of our financial management policy. With respect to trade accounts receivable and customer commercial financing, we seek to limit our credit risk by performing ongoing credit evaluations. All these customers are currently meeting their commitments with us, are operating within the

established credit limits that we assign to them and are considered by management to represent an acceptable credit risk level to us. Advances to suppliers are made only to select, long-standing suppliers. We analyze the financial condition of those suppliers on an ongoing basis with a view to limiting credit risk.

We may also have credit risk related to the sale of aircraft during the period in which their purchasers are finalizing the financing arrangements for their aircraft purchases from us. In order to try to minimize these risks, we continuously monitor customer credit analyses and work closely with financial institutions to facilitate customer aircraft financing.

For further information, see Note 27.1.3 to our 2023 audited consolidated financial statements included elsewhere in this annual report.

**Item 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares**

**Depository Fees and Charges**

The depository may charge, and collect from, (i) each person to whom ADSs are issued, including, without limitation, issuances against deposits of shares, issuances in respect to share distributions, rights and other distributions, issuances pursuant to a stock dividend or stock split declared by us, or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or the deposited securities, and (ii) each person surrendering ADSs for withdrawal of deposited securities or whose ADSs are canceled or reduced for any other reason, US\$5.00 for each 100 ADSs (or portion thereof) issued, delivered, reduced, canceled or surrendered (as the case may be). The depository may sell (by public or private sale) sufficient securities and property received in respect of share distributions, rights and other distributions prior to the deposit to pay the charge.

The following additional charges shall be incurred by ADS Holders, the beneficial owners of, or in, ADSs, by any party depositing or withdrawing shares or by any party surrendering ADSs, to whom ADSs are issued (including, without limitation, issuances pursuant to a stock dividend or stock split declared by us or an exchange of stock regarding the ADSs or the deposited securities or a distribution of ADSs pursuant to section 10 of the deposit agreement, whichever is applicable:

- a fee of US\$0.05 or less per ADS for any cash distribution made pursuant to the deposit agreement;
- a fee of US\$1.50 per ADS or ADSs or transfers made pursuant to section 3 of the deposit agreement;
- a fee for the distribution or sale of securities pursuant to section 10 of the deposit agreement, this fee being in an amount equal to the fee for the execution and delivery of ADSs, referred to above which would have been charged as a result of the deposit of the securities (for purposes of section 7 of the deposit agreement treating all such securities as if they were shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the depository to ADS holders entitled thereto;

- an aggregate fee of US\$0.05 per ADS per calendar year (or portion thereof) for the services performed by the depositary in administering the ADSs (which fee may be charged on a periodic basis during each calendar year and shall be assessed against holders as of the record date or record dates set by the depositary during each calendar year and shall be payable at the sole discretion of the depositary by billing such holders or by deducting such charge from one or more cash dividends or other cash distributions); and
- a fee for the reimbursement of those fees, charges and expenses as are incurred by the depositary and/or any of its agents (including, without limitation, the custodian and expenses incurred on behalf of holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in connection with the servicing of the shares or other deposited securities, the sale of securities (including, without limitation, deposited securities), the delivery of deposited securities or otherwise in connection with the depositary's or its custodian's compliance with applicable laws, rules or regulations (which fees and charges shall be assessed on a proportionate basis against holders as of the record date or dates set by the depositary and shall be payable at the sole discretion of the depositary by billing such holders or by deducting such charge from one or more cash dividends or other cash distributions), including, without limitation, any amounts charged by any governmental authorities or other institutions such as the Brazilian Clearing and Depository Corporation (*Companhia Brasileira de Liquidação e Custódia*) or the B3 S.A. – Brasil, Bolsa, Balcão, the stock exchange on which the shares are registered for trading.

We will pay all other charges and expenses of the depositary and any agent of the depositary (except the custodian) pursuant to agreements from time to time between us and the depositary, except:

- stock transfer or other taxes and other governmental charges (which are payable by holders or persons depositing shares);
- SWIFT, cable, telex and facsimile transmission and delivery charges incurred at the request of persons depositing, or holders delivering shares, ADSs or deposited securities (which are payable by such persons or holders); and
- transfer or registration fees for the registration or transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities (which are payable by persons depositing shares or holders withdrawing deposited securities.);

These charges may at any time and from time to time be changed by agreement between us and the depositary.

**Depository Payments for the Year December 31, 2023**

According to our contractual arrangements with JPMorgan, in 2023, JPMorgan paid us a gross amount of US\$0.7 million in connection with investor relations related expenses of Embraer incurred in 2023.

**Part II**

**Item 13.      DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

No matters to report.

**Item 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

**A. Material Modifications to the Rights of Security Holders**

Not applicable.

**B. Material Modifications or Qualifications of the Rights of Holders of Registered Securities**

Not applicable.

**C. Material Changes to the Amount of Assets Securing Registered Securities**

Not applicable.

**D. Changes to Trustees or Paying Agents for any Registered Securities**

Not applicable.

**E. Use of Proceeds**

Not applicable

**Item 15. CONTROLS AND PROCEDURES**

**A. Disclosure Controls and Procedures**

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required financial disclosure.

Under the supervision and with the participation of our management, including our principal executive officers and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of December 31, 2023. Based on this evaluation, our principal executive officers and principal financial officer have concluded, together with management, that our disclosure controls and procedures were effective as of December 31, 2023.

Our management performed additional analysis as deemed necessary to ensure that our consolidated financial statements as of and for the year ended December 31, 2023 were prepared in accordance with IFRS. Accordingly, our management believes that the consolidated financial statements included in this annual report present fairly, in all material respects, our financial position, results of operations, and cash flows of the periods presented in accordance with IFRS.

**B. Management’s Annual Report on Internal Controls Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of

financial reporting and the preparation of our financial statements for external purposes in accordance with IFRS. Our internal controls over financial reporting include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Effective internal control over financial reporting cannot, and does not, provide absolute assurance of achieving our control objectives. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In this context, our management, with the participation of the chief executive officer and chief financial officer, under the oversight of our Audit Committee, assessed the effectiveness of our internal controls over financial reporting as of December 31, 2023 based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management concluded that, as of December 31, 2023, our internal controls over financial reporting were effective.

**C. Attestation Report of the Registered Public Accounting Firm**

Our independent registered public accounting firm, KPMG *Auditores Independientes Ltda.* (“KPMG”), who audited the consolidated financial statements included in this Annual Report on Form 20-F, issued an audit report expressing its opinion on the effectiveness of the Company’s internal controls over financial reporting as of December 31, 2023. KPMG’s report appears on page F-6 of this Annual Report on Form 20-F.

**D. Changes in Internal Controls Over Financial Reporting**

Our risks and internal controls department periodically evaluates our internal controls for the main cycles, documenting the processes used in each cycle, identifying opportunities and suggesting improvements for the existing control mechanisms. There was no change in our internal controls over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

**Item 16. [RESERVED]**

**16A. Audit Committee Financial Expert**

Our board of directors has determined that Mr. João Cox Neto, a member of our statutory audit, risks and ethics committee is an “audit committee financial expert” as defined by current SEC rules. For a discussion of the role of our audit, risks and ethics committee, see “Item 6. Directors, Senior Management and Employees—C. Board Practices—Audit, Risks and Ethics Committee.”

**16B. Code of Ethics**

Our board of directors has adopted a Code of Ethics and Conduct applicable to our directors, officers and employees worldwide, including our principal executive officer, principal financial officer and controller. A copy of our Code of Ethics and Conduct has been filed as Exhibit 11.1 to this annual report.

16C. Principal Accountant Fees and Services

The following table sets forth by category of service the aggregate fees billed for professional services rendered by our principal accountants for each of the last two fiscal years, namely KPMG Auditores Independentes Ltda. (PCAOB ID 1124 and located in São Jose dos Campos, Brazil) during the fiscal years ended December 31, 2023 and December 31, 2022:

<u>Principal accountant fees and services</u>	<u>Year ended</u> <u>December 31,</u>	
	<u>2023</u>	<u>2022</u>
	<i>(in US\$ thousands)</i>	
Audit Fees	3,588.3	2,993.3
Audit-Related Fees	295.2	449.2
Tax Fees	70.7	102.6
All Other Fees	28.3	1,280.1
<b>Total</b>	<b><u>3,982.5</u></b>	<b><u>4,825.2</u></b>

Audit Fees

Audit fees consisted of the aggregate fees in connection with (i) audit of annual financial statements prepared under Brazilian GAAP and IFRS as issued by the IASB, which are published in Brazil and United States, and performed in accordance with the International Standards on Auditing and the Public Company Accounting Oversight Board (PCAOB) auditing standards, (ii) review of quarterly financial information prepared under Brazilian GAAP and IFRS as issued by the IASB in Brazil, and (iii) audit of statutory financial statements of subsidiaries.

Audit-Related Fees

For the year ended December 31, 2023, and December 31, 2022, audit-related fees consisted mainly of the aggregate fees in connection with compliance services provided to us and some of our subsidiaries related to documents filed with regulatory and government agencies, and some other fees related to compliance services rendered for some of our subsidiaries, and services related to information technology diagnosis.

Tax Fees

Tax fees consisted of the aggregate fees in connection with tax compliance services for some of our subsidiaries.

All Other Fees

All other fees refer to miscellaneous permitted compliance services rendered for some subsidiaries and services related to IT diagnosis.

For the year ended December 31, 2023, all other fees also included fees payable in connection with permitted advisory services provided to our subsidiaries.

Pre-Approval Policies and Procedures

Our board of directors approved all audit and audit-related services provided by KPMG Auditores Independentes Ltda. in 2022 and 2023. Any services provided by KPMG Auditores Independentes Ltda. that are not specifically included within the scope of the audit must be pre-approved by our audit, risk and ethics



committee in advance of any engagement. Pursuant to Rule 2-01 of Regulation S-X, audit committees are permitted to approve certain fees for audit-related services, tax services and other services pursuant to a *de minimis* exception prior to the completion of an audit engagement. In 2023 and 2022, none of the fees paid to KPMG Auditores Independentes Ltda. were approved pursuant to the *de minimis* exception.

**16D. Exemptions from the Listing Standards for Audit Committees**

None.

**16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

On March 10, 2016, our board of directors approved a share buyback program for our common shares, in compliance with CVM Instruction No. 77. We were authorized to buy back up to an aggregate of 3,000,000 common shares, representing 0.4% of our outstanding capital, which totaled 737,439,054 common shares outstanding on March 10, 2016. A total of 3,000,000 common shares were repurchased at an average price of R\$20.00 per share from March 17 through June 30, 2016.

On June 2, 2017, our board of directors approved a new share buyback program for our common shares, in compliance with CVM Instruction No. 77. We were authorized to buy back up to an aggregate of 3,000,000 common shares, representing 0.4% of our outstanding capital, which totaled 735,752,704 common shares outstanding on June 2, 2017. A total of 3,000,000 common shares were repurchased at an average price of R\$16.13 per share from June 6 through August 29, 2017.

On November 12, 2020, our board of directors approved a new share buyback program for our common shares. We were authorized to buy back up to an aggregate of 7,000,000 common shares. Our common shares outstanding totaled 736,143,105 as of November 12, 2020 and our total of treasury shares as of this date was 4,291,938 which was based on the shareholder base of November 12, 2020. The acquisition of 7,000,000 common shares had a maximum duration, within the buyback program, of 12 months and expired on November 12, 2021.

As of the date of this annual report, we do not have any active share buyback programs.

**16F. Change in Registrant’s Certifying Accountant**

Not applicable.

**16G. Corporate Governance**

We are subject to NYSE corporate governance listing standards. As a foreign private issuer, the standards applicable to us are considerably different than the standards applied to U.S. listed companies. Under the NYSE rules, we are required only to: (i) have an audit committee or audit board, pursuant to an applicable exemption available to foreign private issuers, that meets certain requirements, as discussed below, (ii) provide prompt certification by our CEO of any material non-compliance with any corporate governance rules and (iii) provide a brief description of the significant differences between our corporate governance practices and the NYSE corporate governance practice required to be followed by U.S. listed companies. The discussion of the significant differences between our corporate governance practices and those required of U.S. listed companies follows below.

**Majority of Independent Directors**

The NYSE rules require that a majority of the board of directors must consist of independent directors. Independence is defined by various criteria, including the absence of a material relationship between the director and the listed company, which independence must be affirmatively determined by the board of directors. Likewise, the *Novo Mercado* Rules require that at least 20%, or at least two, whichever is greater, of the members of the board of directors of a company listed on the *Novo Mercado* segment of the B3 be independent. Independence of Board members in accordance with the *Novo Mercado* Rules is defined by criteria similar to those set forth in the NYSE rules.

The members of our board of directors declared they are independent for purposes of the *Novo Mercado* Rules, except for the representative of the Brazilian government, as a result of the government’s ownership of the “golden share,” and the two representatives of our employees. Our directors meet the qualification requirements of the Brazilian Corporate Law, the CVM requirements and the *Novo Mercado* Rules.

Brazilian Corporate Law and our bylaws require that our directors be elected by our shareholders at a general shareholders’ meeting. The election of members of our board of directors, absent a request to adopt a cumulative voting system, will be conducted under a system of slate voting whereby voting will be based on a slate of Directors and no voting will be allowed on individual candidates. According to our bylaws, the board of directors will nominate a slate for the subsequent term of office. Our board of directors is appointed by our shareholders for a two-year term, having three reserved seats as follows: (i) one acting member (and his/her alternate) to be appointed by the Brazilian government, as holder of the “golden share” and (ii) two acting members (and his/her alternate) to be appointed by our employees (one board member and his alternate will be appointed by the Employee Investment Club of the Company (*CIEMB—Clube de Investimentos dos Empregados da Embraer*), and one board member and his alternate will be appointed by the non-shareholder employees of the Company). The remaining eight acting directors are elected in accordance with the slate voting or cumulative voting rules contained in our bylaws. A person may participate in two or more different slates. Each shareholder may only vote on one slate and the slate that receives the highest number of votes shall be declared elected. For additional information on the election of our board of directors, see “Item 10. Additional Information—B. Memorandum and Articles of Association—Board of Directors—Election of Board of Directors.”

**Executive Sessions**

NYSE rules require that the non-management directors must meet at regularly scheduled executive sessions without management. Brazilian Corporate Law does not have a similar provision. According to Brazilian Corporate Law, up to one third of the members of the board of directors can be elected from management. The remaining non-management directors are not expressly required to check on management. Embraer’s board of directors’ rules of procedure provide that the external members of the board of directors (comprising members who do not hold any commercial, employment or management relationship with Embraer) shall meet on exclusive sessions to be held on the same day of and prior to the board of directors meetings to discuss the agenda of the meeting.

**Nominating/Corporate Governance Committee**

NYSE rules require that listed companies have a nominating/corporate governance committee composed entirely of independent directors and governed by a written charter addressing the committee’s required purpose and detailing its required responsibilities, which include, among other things, identifying and selecting qualified board member nominees and developing a set of corporate governance principles applicable to the company. Members of our board of directors are elected by our shareholders at a general shareholders’ meeting. Although we have not established a nominating/corporate governance committee, as we are not required to do so under applicable Brazilian law, our People and ESG Committee, among other things, performs the same duties imposed to the nominating/corporate governance committee by NYSE rules.

**Compensation Committee**

NYSE rules require that listed companies have a compensation committee composed entirely of independent directors and governed by a written charter addressing the committee’s required purpose and detailing its required responsibilities, which include, among other things, reviewing corporate goals relevant to CEO compensation, evaluating CEO performance and approving CEO compensation levels and recommending to the board non-CEO compensation, incentive-compensation and equity-based plans.

Although we have not established a compensation committee, as we are not required to do so under applicable Brazilian law, our People and ESG Committee with no executive power and comprised by members appointed by our board of directors, among other things, performs the same duties imposed to the compensation committee by NYSE rules. According to the Brazilian Corporate Law, the total amount available for compensation of our directors and executive officers and for profit-sharing payments to our executive officers is established by our shareholders at the annual general meeting. The board of directors is then responsible for determining the individual compensation and profit sharing of each executive officer, as well as the compensation of our board and committee members. In making these determinations, the board reviews the performance of the executive officers, including the performance of our CEO.

**Audit Committee**

NYSE rules require that listed companies have an audit committee that (i) is composed of a minimum of three independent directors who are all financially literate, (ii) complies with the SEC rules regarding audit committees for listed companies, (iii) has at least one member who has accounting or financial management expertise and (iv) is governed by a written charter addressing the committee’s required purpose and detailing its required responsibilities. We have an Audit, Risks and Ethics Committee which meets the requirements of Rule 10A-3 under the U.S. Securities Exchange Act of 1934. We do not claim an exemption from the listing standards for audit committees.

Embraer’s statutory “Audit, Risks and Ethics Committee” is composed, in its majority, of independent members of our board of directors, and by two external members. For additional information, see “Item 6. Directors, Senior Management and Employees—C. Board Practice—Audit, Risks and Ethics Committee.” Because foreign private issuers are subject to local legislation which may prohibit the full board of directors from delegating certain responsibilities to the audit committee, pursuant to Rule 10A-3, audit committees of foreign private issuers may be granted responsibilities, which may include advisory powers, with respect to such matters to the extent permitted by law. Due to certain restrictions imposed by the Brazilian Corporate Law, our Audit, Risks and Ethics Committee, unlike a U.S. audit committee, only has an “advisory” role and may only make recommendations for adoption by the full board of directors, which is responsible for the ultimate vote and final decision. For example, our Audit, Risks and Ethics Committee makes recommendations regarding the appointment of auditing firms, which are subject to a vote of the board of directors. Our Audit, Risks and Ethics Committee complies with Brazilian legal requirements (including “independent directors,” as defined by Brazilian law).

**Shareholder Approval of Equity Compensation Plans**

NYSE rules require that shareholders be given the opportunity to vote on all equity compensation plans and material revisions thereto, with limited exceptions. Under the Brazilian Corporate Law, shareholders must approve all stock option plans. In addition, any issuance of new shares that exceeds our authorized share capital is subject to shareholder approval.

**Corporate Governance Guidelines**

NYSE rules require that listed companies adopt and disclose corporate governance guidelines. In addition to being subject to the *Novo Mercado* rules that include rules on corporate governance, we have not adopted any formal corporate governance guidelines. We have adopted and observe, our Policy on Trading in Company Securities and Disclosure of Material Information and Preservation of Confidentiality that requires the public disclosure of all relevant information pursuant to guidelines set forth by the CVM, as well as insider trading rules, which, among other things, establishes black-out periods and requires insiders to inform management of all transactions involving our securities.

In November 2016, after the contribution and comments made by the CVM, the Brazilian Corporate Governance Code, which provides for corporate governance practices guidelines for publicly held companies in Brazil, was released by an institution formed by several market entities, such as the Brazilian Pension System, the Brazilian Association of Publicly-Held Companies, the Brazilian Financial and Capital Markets Association, the Brazilian Private Equity & Venture Capital Association, the Brazilian Association of

Capital Markets Investors, the Association of Capital Markets Investment Analysts and Professionals, B3, BRAIN – Brazil Investments and Business, the Brazilian Institute of Corporate Governance, the Brazilian Investor Relations Institute and the Brazilian Capital Markets Institute.

CVM regulations establish that companies must inform whether they will implement the provisions set forth in the Brazilian Corporate Governance Code, or otherwise justify the reasons for non-compliance with those practices. Additionally, the B3 and the Brazilian Institute of Corporate Governance have issued guidelines for corporate governance best practices in Brazil.

**Code of Business Conduct and Ethics**

NYSE rules require that listed companies adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. Applicable Brazilian law does not have a similar requirement. However, we adopted a Code of Ethics and Conduct applicable to our officers, directors and employees worldwide, including at the subsidiary level. We believe this code substantially addresses the matters required to be addressed pursuant to the NYSE rules. A copy of our Code of Ethics and Conduct has been filed as Exhibit 11.1 to this annual report. For a further discussion of our Code of Ethics and Conduct, see “—B. Code of Ethics.” We usually review our Code of Ethics every two years. The latest version of the Code of Ethics is the 7<sup>th</sup> Edition and was approved on December 8, 2023.

**Internal Audit Function**

NYSE rules require that listed companies maintain an internal audit function to provide management and the audit committee with ongoing assessments of the company’s risk management processes and system of internal control. Our internal audit reports to the Audit, Risks and Ethics Committee, and risk management and internal controls report to the Chief Financial Officer, respectively, assuring the necessary independence and competence to assess the design of our internal controls over financial reporting, as well as to test their effectiveness as required by Section 404 of the Sarbanes-Oxley Act of 2002.

**16H. Mine Safety Disclosure**

Not applicable.

**16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

**16J. Insider Trading Policies**

We have adopted insider trading policies and procedures governing the purchase, sale and other dispositions of our securities by directors, senior management and employees, which policies and procedures are reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to us. A copy of our insider trading policy is filed as an exhibit to this annual report on Form 20-F.

**16K. Cybersecurity**

**Risk Management and Strategy**

Our cybersecurity risk management strategy is designed to detect, prevent, monitor and respond to security incidents, minimize unavailability, protect integrity of data and prevent data leakage. We have adopted various processes for the assessment, identification and management of risks arising from cybersecurity threats, which are documented in our Cybersecurity Incident Response Procedure, Directives for Cyber Protection in Embraer Group Companies and Procedures to Monitoring and Responding to Information Security Incidents.

We apply cybersecurity solutions and procedures to ensure the most appropriate and applicable handling, collection, and availability of data and information used by our corporate systems, business processes and products. These procedures and mechanisms are based on best market practices (such as frameworks such as NIST 800 Special Publication and ISO27001/2) and undergo periodic reviews to ensure their ability to spot, control, and respond to potential global cyber threats.

We have a multidisciplinary team that manages data privacy issues under the supervision of the data protection officer, or DPO.

We have a cybersecurity committee, responsible for monitoring our technological environment and for assessing any threats and alerts relating to cybersecurity. Once such team identifies a cybersecurity incident, it must act in conjunction with the affected departments, the legal department and the DPO (if personal identifiable information was also affected in such incident) to: (i) understand the exact moment of its identification; (ii) the type of data involved in the incident; (iii) its cause, extent and consequences; (iv) how and where it was detected; and (v) assist in proposing measures to repair or prevent the incident, including, if applicable, measures to mitigate its possible negative effects, both with us and, if applicable, with the holders of personal data.

Additionally, we have a cybersecurity incident response cycle policy, which is a four-stage policy response to be used in case of a cybersecurity incident. The policy comprises the following stages: (i) the training and preparation of our teams to act promptly in response to cybersecurity incidents by implementing controls based on risk assessments; (ii) incident detection and analysis; (iii) actions for containment, eradication and recovery from the incident; (iv) post-incident activities, which comprises the activities to avoid, prevent and improve actions in case of new incidents.

As part of our risk management strategy, we contract cybersecurity companies and independent auditors to assess our cybersecurity controls and procedures annually, such as Tempest Security Intelligence, Deloitte, AWS, Google and others. We continuously assess and oversee material risks from cybersecurity threats associated with our third-party service providers. Before engaging in business relationships with service providers, the cybersecurity committee evaluates whether they meet our minimum standards relating to cybersecurity procedures, governance and risk management. Our cybersecurity committee is responsible for overseeing and identifying cybersecurity risks.

**Cybersecurity Incident**

On November 24, 2020, we suffered a cybersecurity incident in our IT systems, which was later identified as a ransomware attack. The attack resulted in the encryption of an environment of virtual servers hosted in Brazil, prevented access to certain files and resulted in the inadvertent disclosure of data, some of which were made available on the dark web. We have reported the incident to law enforcement authorities.

Immediately after the incident, we employed significant IT resources, took measures to protect and strengthen the security of our systems, isolated the affected environment and repaired our network. As part of our reaction, we hired Tempest Security Intelligence, a leading cybersecurity firm, to investigate the incident and supplement our remediation efforts. Embraer adopted additional measures to strengthen the security of its systems, as well as reporting the incident to competent authorities, in Brazil and abroad.

The incident had no significant impact over our revenues, cash flows or any material incremental expenses for the 2020 fiscal year and we have not had any similar incident in 2022 and 2023. There is also no indication that the accuracy and completeness of any financial information had been affected as a result of the incident.

This type of cybersecurity incident has become more and more sophisticated over time, especially as threat actors have become increasingly well-funded by, or themselves include, governmental actors with significant means. We expect that sophistication of cyber threats will continue to evolve as threat actors increase their use of AI and machine-learning technologies.

In 2023, we had no complaints pertaining to breach of privacy by collaborators and customers, as well as no leaks, thefts, or losses of customer data, nor cybersecurity incidents.

For additional information on our cybersecurity exposure, see Item 3. Key Information—D. Risk Factors—Failure to adequately protect against risks relating to cybersecurity could materially and adversely affect us.”

**Governance**

Our board of directors oversees our cybersecurity committee, which is responsible to make strategic decisions on cybersecurity, approve cybersecurity policies and has full and unrestricted authority to implement projects and mitigation actions, as applicable. The cybersecurity committee meets on a monthly basis, or anytime it deems necessary, to periodically monitor, at a high level, our projects related to cybersecurity and advises on measures and improvements to enhance our management of cybersecurity issues. The cybersecurity committee is comprised by our CEO, chief financial officer, chief information security officer, vice president of Embraer defense and security, vice president of legal and compliance, vice president of data protection officer, vice-president of engineering.

Part III

Item 17. FINANCIAL STATEMENTS

We have responded to Item 18 *in lieu* of responding to this item.

Item 18. FINANCIAL STATEMENTS

Our audited consolidated financial statements, together with the reports of the Independent Registered Public Accounting Firms thereon, are filed as part of this annual report and are located following the signature page hereof.

Item 19. EXHIBITS

Exhibit Number	Description
1.1	<a href="#">Bylaws of Embraer dated September 1, 2021 (English translation).*</a>
2.1	<a href="#">Form of Third Amended and Restated Deposit Agreement, among Embraer S.A., JP Morgan Chase Bank, N.A., as depositary, and the Holders from time to time of American Depositary Receipts issued thereunder, including the Form of American Depositary Receipt, dated as of 2019, incorporated herein by reference from Exhibit (a) from Embraer’s Form F-6 Registration Statement under the Securities Act of 1933 filed with the Securities and Exchange Commission (SEC File No. 333-133162) on November 18, 2019.</a>
2.2	The registrant hereby agrees to furnish to the SEC, upon request, copies of instruments defining the rights of holders of long-term debt of the registrant and its consolidated subsidiaries and for any of its unconsolidated subsidiaries for which financial statements are required to be filed.
2.3	<a href="#">Description of the registrant’s securities registered under Section 12 of the Exchange Act.*</a>
8.1	<a href="#">List of Embraer’s subsidiaries.*</a>
11.1	<a href="#">Code of Ethics and Conduct, dated December 8, 2023.*</a>
11.2	<a href="#">Policy on Trading in Company Securities and Disclosure of Material Information and Preservation of Confidentiality, dated February 16, 2023.*</a>
12.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.*</a>
12.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.*</a>



Exhibit Number	Description
13.1	<a href="#"><u>Section 1350 Certification of Chief Executive Officer.*</u></a>
13.2	<a href="#"><u>Section 1350 Certification of Chief Financial Officer.*</u></a>
97.1	<a href="#"><u>Policy on Clawback of Excess Incentive Compensation, dated December 1, 2023.*</u></a>
101.INS	XBRL Instance Document.*
101.SCH	XBRL Taxonomy Extension Schema.*
101.CAL	XBRL Taxonomy Extension Scheme Calculation Linkbase.*
101.DEF	XBRL Taxonomy Extension Scheme Definition Linkbase.*
101.LAB	XBRL Taxonomy Extension Scheme Label Linkbase.*
101.PRE	XBRL Taxonomy Extension Scheme Presentation Linkbase.*

\* Filed herewith.

SIGNATURES

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

EMBRAER S.A.

By: /s/ FRANCISCO GOMES NETO  
Name: Francisco Gomes Neto  
Title: President and Chief Executive Officer

By: /s/ ANTONIO CARLOS GARCIA  
Name: Antonio Carlos Garcia  
Title: Executive Vice President, Financial and Investor Relations

Date: April 4, 2024

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**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors Embraer S.A.

***Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting***

We have audited the accompanying consolidated statement of financial position of Embraer S.A. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of profit or loss, other comprehensive income, changes in equity, and cash flows for each of the years in the two-year period ended December 31, 2023 and the related notes (collectively, the consolidated financial statements). We also have audited the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission”.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission”.

***Basis for Opinions***

The Company’s management is responsible for these *consolidated* financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s consolidated financial statements and an opinion on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding

the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Definition and Limitations of Internal Control Over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Critical Audit Matters***

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

***Impairment assessments of long-lived non-financial assets***

As described in Notes 2.3.10, 3.2 and 16 to the consolidated financial statements, the Company performs an impairment test for all cash-generating units (CGUs) with indefinite-lived intangible assets on an annual basis. An analysis for an asset or a CGUs with definite-lived assets is performed each quarter to evaluate whether there is any indication that an asset or a CGU might be impaired to perform an impairment test. The Company applies the value in use concept, using discounted cash flow projections. When the impairment test is performed, the Company compares the carrying amounts of the Company’s CGUs with its recoverable amounts. An impairment loss is recognized when the carrying amount exceeds the recoverable amount.

We identified the evaluation of impairment assessments for long-lived non-financial assets for certain CGUs as a critical audit matter. A high degree of subjective auditor judgment and effort, including specialized skills and knowledge, were required to evaluate the significant assumptions included in the Company’s projected future cash flows used to estimate the recoverable value of the long-lived assets, specifically the revenue growth rates and gross margins.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company’s impairment assessment process for long-lived non-financial assets for certain CGUs, including controls over the determination of the revenue growth rates and gross margins used in the related projected cash flows. We compared the Company’s historical cash flow forecasts to actual results to assess the Company’s ability to accurately forecast. We involved valuation professionals with specialized skills and knowledge, who assisted in the evaluation of the Company’s revenue growth rates and gross margins, by considering industry data and other information available from external sources.

/s/ KPMG Auditores Independentes Ltda.

We have served as the Company’s auditor since 2022.

São José dos Campos, SP, Brazil  
April 4, 2024



**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of Embraer S.A.

***Opinion on the Financial Statements***

We have audited the consolidated statements of profit or loss, other comprehensive income, changes in equity and cash flows of Embraer S.A. and its subsidiaries (the “Company”) for the year ended December 31, 2021, including the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended December 31, 2021 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/  
PricewaterhouseCoopers  
Auditores Independentes Ltda.  
São José dos Campos, Brazil  
March 31, 2022

We served as the Company’s auditor from 2017 to 2022.

Embraer S.A.

Consolidated Statement of Financial Position as of December 31, 2023 and 2022  
(In millions of U.S. dollar)

ASSETS	Note	12.31.2023	12.31.2022
CURRENT			
Cash and cash equivalents	5	1,629.2	1,816.9
Financial investments	6	521.7	494.4
Trade accounts receivable	7	217.6	202.9
Derivative financial instruments	8	17.5	5.4
Customer and commercial financing	9	8.4	50.8
Contract assets	30.2	509.1	505.4
Inventories	10	2,636.0	2,329.0
Income tax and social contribution		203.0	105.5
Other assets	11	312.9	246.3
		6,055.4	5,756.6
NON-CURRENT			
Financial investments	6	170.0	170.0
Trade accounts receivable	7	3.4	2.3
Derivative financial instruments	8	—	5.7
Customer and commercial financing	9	54.4	50.4
Contract assets	30.2	2.4	0.7
Deferred income tax and social contribution	23.1	137.7	48.1
Other assets	11	141.3	135.2
Investments		28.2	12.3
Property, plant and equipment	14	1,770.7	1,649.2
Intangible assets	15	2,331.0	2,246.5
Right of use		88.0	65.1
		4,727.1	4,385.5
TOTAL ASSETS		10,782.5	10,142.1

The notes are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position as of December 31, 2023 and 2022  
(In millions of U.S. dollar)

LIABILITIES	Note	12.31.2023	12.31.2022
CURRENT			
Trade accounts payable	17	787.0	739.5
Trade accounts payable - Supplier finance	18	37.6	27.5
Lease liability	20.1	13.8	12.0
Loans and financing	19	127.1	308.5
Other payables	21	332.3	319.9
Contract liabilities	30.2	1,919.0	1,469.0
Derivative financial instruments	8	85.7	57.4
Taxes and payroll charges payable	22	42.6	47.2
Income tax and social contribution		195.6	107.2
Unearned income		10.2	2.6
Provision	24.1	114.7	126.5
		3,665.6	3,217.3
NON-CURRENT			
Lease liability	20.1	82.2	59.0
Loans and financing	19	2,759.3	2,894.7
Other payables	21	55.4	51.1
Contract liabilities	30.2	621.9	495.0
Derivative financial instruments	8	39.5	40.1
Taxes and payroll charges payable	22	18.3	13.2
Income tax and social contribution	23.4	5.1	4.0
Deferred income tax and social contribution	23.1	304.7	370.6
Unearned income		17.7	22.6
Provision	24.1	173.5	150.2
		4,077.6	4,100.5
TOTAL LIABILITIES		7,743.2	7,317.8
SHAREHOLDERS' EQUITY			
Capital	28.1	1,551.6	1,551.6
Treasury shares	28.3	(28.2)	(28.2)
Revenue reserves	28.4	1,280.1	1,116.1
Share-based remuneration		44.8	40.3
Other comprehensive loss		(152.7)	(189.7)
Result in transactions with non controlling interest		90.9	77.4
		2,786.5	2,567.5
Non-controlling interests		252.8	256.8
TOTAL SHAREHOLDERS' EQUITY		3,039.3	2,824.3
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		10,782.5	10,142.1

The notes are an integral part of these consolidated financial statements.

Embraer S.A.

Consolidated Statements of Profit or Loss for the years ended 2023, 2022 and 2021  
(In millions of U.S. dollar, except per share data)

	Note	12.31.2023	12.31.2022	12.31.2021
REVENUE	31	5,268.5	4,540.4	4,197.2
Cost of sales and services	31	(4,358.9)	(3,628.2)	(3,537.6)
GROSS PROFIT		909.6	912.2	659.6
OPERATING INCOME (EXPENSE)				
Administrative	31	(204.9)	(184.9)	(153.2)
Selling	31	(314.7)	(274.4)	(226.4)
Expected credit (losses) reversal		10.2	(17.4)	13.0
Research		(90.3)	(110.0)	(43.0)
Other expenses, net	32	(5.6)	(444.5)	(49.8)
Equity in associates		10.2	8.5	1.1
OPERATING INCOME (LOSS) BEFORE FINANCIAL RESULT		314.5	(110.5)	201.3
Financial income	33	128.6	121.9	74.8
Financial expenses	33	(321.9)	(245.4)	(274.2)
Foreign exchange gain (loss), net	34	(0.5)	28.2	25.5
INCOME (LOSS) BEFORE INCOME TAX		120.7	(205.8)	27.4
Income tax	23.3	43.6	2.3	(70.9)
INCOME (LOSS) FOR THE YEAR		164.3	(203.5)	(43.5)
Attributable to :				
Owners of Embraer		164.0	(185.4)	(44.7)
Non-controlling interests		0.3	(18.1)	1.2
Earnings (loss) per share – basic and diluted in US\$	29	0.22	(0.25)	(0.06)

The notes are an integral part of these consolidated financial statements.

Consolidated Statement of Other Comprehensive Income for the years ended 2023, 2022 and 2021  
(In millions of U.S. dollar)

	Note	12.31.2023	12.31.2022	12.31.2021
INCOME (LOSS) FOR THE YEAR		164.3	(203.5)	(43.5)
ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS				
Remeasurement of post-employment benefit, net of tax		(4.5)	7.2	(9.5)
Listing expenses		—	135.7	—
ITEMS THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS				
Financial instruments - Cash flow hedge, net of tax	8	7.3	4.2	(8.9)
Translation adjustments		33.3	(30.6)	(67.8)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX EFFECTS		36.1	116.5	(86.2)
TOTAL COMPREHENSIVE INCOME (LOSS)		200.4	(87.0)	(129.7)
Attributable to:				
Owners of Embraer		201.0	(207.4)	(124.2)
Non-controlling interests		(0.6)	120.4	(5.5)

The notes are an integral part of these consolidated financial statements.



Result in transactions with non controlling interest	—	—	—	—	—	104.1	—	—	—	104.1	29.3	133.4
<b>Allocation of profits:</b>												
Absorption of reserves by loss for the year	—	—	—	—	(185.4)	—	185.4	—	—	—	—	—
<b>At December 31, 2022</b>	<b>1,551.6</b>	<b>(28.2)</b>	<b>40.3</b>	<b>49.0</b>	<b>204.4</b>	<b>862.7</b>	<b>77.4</b>	<b>—</b>	<b>(41.5)</b>	<b>(151.0)</b>	<b>2.8</b>	<b>2,824.3</b>
Net income for the year	—	—	—	—	—	—	164.0	—	—	—	164.0	0.3
Remeasurement of post-employment benefit, net of tax	—	—	—	—	—	—	—	—	(4.5)	—	(4.5)	(4.5)
Translation adjustments	—	—	—	—	—	—	—	—	—	34.2	—	34.2
Financial instruments - Cash flow hedge, net of tax	8	—	—	—	—	—	—	—	—	—	7.3	7.3
<b>Total of comprehensive income</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>164.0</b>	<b>(4.5)</b>	<b>34.2</b>	<b>7.3</b>	<b>201.0</b>	<b>(0.6)</b>
Share-based remuneration	—	—	4.5	—	—	—	—	—	—	—	4.5	0.5
Capital contribution	—	—	—	—	—	—	—	—	—	—	—	9.5
Result in transactions with non controlling interest	—	—	—	—	—	—	13.5	—	—	—	13.5	—
<b>Allocation of profits:</b>												
Dividends	—	—	—	—	—	—	—	—	—	—	—	(13.4)
Reserve for investments and working capital	—	—	—	—	—	164.0	—	(164.0)	—	—	—	—
<b>At December 31, 2023</b>	<b>1,551.6</b>	<b>(28.2)</b>	<b>44.8</b>	<b>49.0</b>	<b>204.4</b>	<b>1,026.7</b>	<b>90.9</b>	<b>—</b>	<b>(46.0)</b>	<b>(116.8)</b>	<b>10.1</b>	<b>3,039.3</b>

The notes are an integral part of these consolidated financial statements.



Consolidated Statement of Cash Flows for the years ended 2023, 2022 and 2021  
(In millions of U.S. dollar)

	Note	12.31.2023	12.31.2022	12.31.2021
OPERATING ACTIVITIES				
Income (loss) for the year		164.3	(203.5)	(43.5)
ADJUSTMENT TO NET INCOME FOR ITEMS NOT AFFECTING CASH				
Depreciation and amortization expenses		241.7	210.3	208.6
Realization of government grants		—	(0.5)	(3.0)
Realization of contribution from suppliers	15	(29.8)	(21.1)	(10.1)
EVE transaction		—	239.2	—
(Gain) and loss on shareholding		5.9	(1.4)	—
Reversal of impairment losses of inventories		(4.8)	(16.5)	(76.0)
Adjustment to fair value - Financial investments		(0.4)	(1.7)	(39.1)
Expect credit (losses) reversal		(10.2)	17.4	(13.0)
(Gain) loss on disposal of fixed assets <sup>(1)</sup>		(29.3)	41.1	31.6
Income tax and social contribution	23.3	(43.6)	(87.5)	38.4
Accrued interest		189.7	201.0	227.6
Interest on marketable securities, net		(7.0)	(9.8)	(2.4)
Equity in associates gains and losses		(10.2)	(8.5)	(1.1)
Foreign exchange gain (loss), net	34	7.1	(24.8)	(21.4)
Fair value adjustment of residual value guarantees		—	—	(51.5)
Other provisions		(7.3)	38.7	32.3
Non-controlling interests		—	18.1	(1.2)
Others		5.0	2.9	(0.3)
CHANGES IN ASSETS				
Financial investments		22.9	181.3	(41.7)
Derivative financial instruments		21.2	(5.6)	5.4
Accounts receivable		(4.6)	(1.1)	13.9
Contract assets		(4.6)	75.2	(119.3)
Customer and commercial financing		6.6	(87.5)	11.4
Inventories		(287.1)	(294.3)	474.4
Other assets		(112.4)	10.5	(40.4)
CHANGES IN LIABILITIES				
Trade accounts payable and Trade accounts payable - Supplier finance		50.2	257.6	4.7
Other payables		72.1	(3.5)	(39.1)
Contract liabilities		576.8	450.8	216.8
Taxes and payroll charges payable		98.6	39.1	24.4
Financial guarantees		(3.0)	(15.7)	(55.0)
Unearned income		2.8	(15.0)	13.8
Income tax and social contribution paid	23.1	(120.8)	(50.2)	(22.5)
Interest paid	20.1	(172.8)	(183.7)	(207.4)
NET CASH GENERATED IN OPERATING ACTIVITIES		617.0	751.3	515.3
INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	14	(238.7)	(136.2)	(101.7)
Proceeds from sale of property, plant and equipment		19.3	5.4	3.6
Additions to intangible assets	15	(192.1)	(119.8)	(166.5)
Additions to investments in subsidiaries and affiliates, net of cash acquired		(24.0)	(0.4)	(0.8)
Investment sale		41.2	158.2	—
Acquisition of non controlling interest		—	—	(3.8)
Financial investments		1.4	(17.6)	135.9
Loans granted to jointly controlled entity		(60.5)	—	—
Dividends received		5.8	0.9	1.7
NET CASH USED IN INVESTING ACTIVITIES		(447.6)	(109.5)	(131.6)
FINANCING ACTIVITIES				
Proceeds from borrowings	20.1	2,000.7	145.4	60.4
Repayment of borrowings	20.1	(2,331.9)	(961.8)	(478.2)
Capital increase		9.5	—	—
Dividends and interest on own capital		(13.4)	—	—
Receipt in the offering of subsidiary shares		—	207.0	—
Costs in the offering of subsidiary shares		—	(47.9)	—
Repurchases of common shares		—	—	(2.5)
Lease payments	20.1	(13.6)	(11.9)	(10.3)
NET CASH USED IN FINANCING ACTIVITIES		(348.7)	(669.2)	(430.6)
DECREASE IN CASH AND CASH EQUIVALENTS		(179.3)	(27.4)	(46.9)
Effects of exchange rate changes on cash and cash equivalents		(10.0)	4.4	2.4
Cash and cash equivalents at the beginning of the year	5	1,815.6	1,838.6	1,883.1
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	5	1,626.3	1,815.6	1,838.6

<sup>(1)</sup> Fixed assets comprise property, plant and equipment, intangible, right of use and investments.

The notes are an integral part of these consolidated financial statements.

1. OPERATIONS

Embraer S.A. (“Embraer” or “the Company”) is a publicly held company incorporated under the laws of the Federative Republic of Brazil (“Brazil”) with headquarters in São José dos Campos, State of São Paulo. The Company’s shares (B3: EMBR3, NYSE: ERJ) are listed in the enhanced corporate governance segment of the Stock Exchange in Brazil (“B3”), known as the New Market (“Novo Mercado”). Embraer S.A. has also issued American Depositary Shares (evidenced by American Depositary Receipts - ADRs) which are registered with the Securities and Exchange Commission (“SEC”) and listed on the New York Stock Exchange (“NYSE”). The corporate purpose of the Company is:

- To design, build and market aircraft and aerospace materials and related accessories, components and equipment;
- To perform and carry out technical activities related to the manufacturing and maintenance of aerospace materials;
- To contribute training technical personnel as necessary for the aerospace industry;
- To engage in and provide services for other technological, industrial, commercial, and service activities related to the aerospace industry;
- To design, build and market equipment, materials, systems, software, accessories, and components for the defense, security, and energy industries, as well as promote and carry out technical activities related to the manufacturing and servicing thereof;
- To conduct other technological, industrial, commercial and services activities related to the defense, security, and energy industries.

The Company has strategic divisions, which are its reportable segments (see Note 36): Commercial Aviation, Executive Aviation, Defense & Security and Services & Support.

1.1 Significant events in the fiscal year and its impacts in the consolidated financial statements

1.1.1 Russia – Ukraine conflict

The Company has suspended the supply of parts, maintenance, and technical support services for certain customers to comply with the sanctions imposed on Russia, Belarus and certain regions of Ukraine by laws of jurisdictions to which Embraer is subject.

The Company continues to monitor its supply chain in view of the uncertainties related to the conflict between Russia and Ukraine and the challenges of the current macroeconomic scenario, as well as the impacts of inflation. While there is no immediate concern about the availability of titanium in our supply chain, given the Company’s inventory position and existing alternative sources in other countries, Embraer will continue to monitor its supply chain to identify potential restrictions.

On December 31, 2023, the Company had no material assets or liabilities exposed to Russia, Belarus or Ukraine, therefore no relevant accounting impact was identified at the date of authorization for issuance of these consolidated financial statements.

1.1.2 Israel – Hamas conflict

Depending on the evolution and developments, the conflict between Israel and Hamas could impact the Company’s supply chain. The Company has been closely monitoring these potential impacts, along with other things related to operations and customers.

As of December 31, 2023, the Company has no material assets or liabilities exposed to Israel or Palestine, therefore no relevant accounting impact has been identified until the date of authorization for issuing these consolidated financial statements.

**1.1.3 Formation of Nidec Aerospace, LLC.**

In June 2023, the Company and Nidec Motor Corporation (“NMC”) entered into a Framework Agreement for the creation of a new entity called Nidec Aerospace, LLC (“Newco”) for the joint development and manufacturing of electrical propulsion systems for aeronautical use, including for vertical take-off and landing vehicles and fixed-wing aircraft.

The capital structure of this joint venture is segregated between the Company and NMC, with the Company holding 49% of the share capital. Initially, Newco’s management will be led by a board of directors made up of four members, with two appointed by each shareholder. Upon obtaining the applicable air certification for the electrical propulsion system, Newco’s board of directors will consist of five members, with three appointed by NMC and two by the Company.

In October 2023, after satisfying all precedent conditions, including competitive approvals, the transaction was completed (“Closing”). On the closing date, the Company contributed US\$ 6 million to Newco. The total contribution by partners, in the form of equity or loans, will total US\$ 78 million by 2026.

**1.1.4 Repurchase and issuance of debt instruments**

Between the months of June 2023 and September 2023, through a repurchase offer, the Company repurchased US\$1,375.5 of the following notes in circulation:

- US\$ 952.8: redemption of all notes bearing interest at 5.05% p.a. and maturity in 2025.
- US\$ 205.9: partial redemption of notes bearing interest at 5.40% p.a. and maturity in 2027.
- US\$ 189.7: partial redemption of notes bearing interest at 6.95% p.a. and maturity in 2028.

The Company recognized US\$ 5.4 in the financial result as a gain arising from the repurchase transactions of the notes in circulation listed above.

Additionally, in July 2023 the Company issued US\$ 750.0 in debt securities maturing in 2030.

For additional information, see Note 19.

**1.1.5 Renegotiation with customer**

In September 2023, the Company concluded the debt renegotiation with one of its clients. The renegotiated amounts will be remunerated at 7.5% p.a. and settled by 2030. Furthermore, the renegotiation considers the receipt of an equity instrument from the counterparty. The main impact of this renegotiation was the derecognition of existing assets, initially classified as customer financing, and the subsequent recognition of modified assets, as presented in Note 6 and Note 9.

A result of such renegotiation had no significant effect on the Company’s profit or loss for the year ended on December 31, 2023.

**1.1.6 Sale of AllowMe Tecnologias Ltda. (“AllowMe”)**

In September 2023, the Board of Directors approved the sale of all the capital shares held by the Company, which represents a 77% interest, in the subsidiary AllowMe. In that same month, the Company and Serasa S.A. signed the Share Purchase and Sale Agreement and Other Covenants with the purpose of selling AllowMe.

The transaction is aligned with the Company’s long-term strategy of focus and consistent growth in the cybersecurity market.

The transaction closed on November 1, 2023, and on this date, the sale price was received in cash by the Company. This transaction generated a net cash inflow of US\$ 41.5 and a gain recognized in the result of US\$ 36.6.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements have been prepared under the historical cost, unless otherwise stated.

The areas which involve higher degree of judgments or complexities, or assumptions and significant estimates to the consolidated financial statements, are disclosed in Note 3.

These consolidated financial statements were authorized for issue by Management on April 4, 2024.

2.2 Functional and presentation currency

These consolidated financial statements are presented in U.S. dollar (“US\$” or “Dollar”), which is the Company’s functional currency.

Functional currency is the currency of the primary economic environment in which the entity operates, considering the following factors:

- The currency that most influences the prices of goods and services; this is the currency in which the sales price of the Company’s goods and services are expressed and settled.
- The currency that most influences the costs of providing goods or services, i.e., the currency in which the Company’s costs are normally expressed and settled.
- The currency of the country whose competitive forces and regulations most influence the Company’s business.
- The currency in which the Company largely obtains funds for financial operations and in which it normally receives for its sales and accumulates cash.

All amounts have been rounded to the nearest million, unless otherwise indicated.

2.3 Material accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

The standard and amendments to standards which came into effect on January 1, 2023 have no material impact on the initial application in these consolidated financial statements.

Embraer S.A.

Notes to the Consolidated Financial Statements  
In millions of U.S. dollar, unless otherwise stated

2.3.1 Basis of consolidation

These consolidated financial statements include the financial statement of Embraer S.A. and subsidiaries listed below:

Entity	Interest (%)		Country	Core activities
	2023	2022		
Direct controlled				
ELEB Equipamentos Ltda.				Sale of hydraulic and mechanical equipment for the aviation industry
Embraer Aircraft Holding, Inc.	100%	100%	Brazil	Concentrates corporate activities in the USA
Embraer Aviation International - EAI				Sale of parts and after sale services in Europe, Africa and the Middle East
Embraer Defesa e Segurança Participações S.A.	100%	100%	France	Coordinates investments in the Defense & Security segments
Embraer GPX Ltda.	100%	100%	Brazil	No operations
Embraer Netherlands B.V.				Concentrates corporate activities in Europe for leasing and selling used aircraft
Embraer Netherlands Finance B.V.	100%	100%	Netherlands	Financial operations raising and investing funds of the Embraer Group
Embraer Overseas Ltd.				Financial operations raising and investing funds of the Embraer Group
Embraer Spain Holding Co. SL	100%	100%	Cayman Islands	
Fundo de Investimento em Participações Embraer Ventures				Concentrates corporate activities abroad
	100%	100%	Spain	Exclusive fund created with the objective of technological and financial aggregation based on investment and support to small and medium-sized companies focused on disruptive innovation in areas related to the A&D sector.
Yaborã Indústria Aeronáutica S.A.	100%	100%	Brazil	No operations
Indirect controlled				
Airholding S.A.				Coordinates investments in subsidiaries in Portugal
Atech - Negócios em Tecnologias S.A.	100%	100%	Portugal	Development and control, communications, computer and intelligence services
ECC Insurance & Financial Company Limited	(iv)	—	100%	Cayman Islands
ECC Investment Switzerland AG		100%	100%	Switzerland
Embraer (China) Aircraft Technical Services Co. Ltd.		100%	100%	China
Embraer Aircraft Customer Services, LLC		100%	100%	USA
Embraer Aircraft Maintenance Services, LLC		100%	100%	USA
Embraer Asia Pacific PTE. Ltd.		100%	100%	Singapore
Embraer Aviation Europe	(i)	—	100%	France
Embraer Business Innovation Center, Inc.		100%	100%	USA
Embraer CAE Training Services (NL) B.V.	(v)	51%	—	Netherlands
Embraer CAE Training Services (UK) Limited	(v)	51%	—	United Kingdom
Embraer CAE Training Services, LLC		51%	51%	USA
Embraer Defense and Security, Inc.		100%	100%	USA
Embraer Engineering & Technology Center USA, Inc.		100%	100%	USA
Embraer Europe SARL	(i)	—	100%	France
Embraer Executive Aircraft, Inc.		100%	100%	USA
Embraer Executive Jet Services, LLC		100%	100%	USA
Embraer Finance Ltd.		100%	100%	Cayman Islands
Embraer Portugal S.A.		100%	100%	Portugal
Eve Holding, Inc. (“Eve Holding”)		89.4%	89.7%	USA
Eve Soluções de Mobilidade Aérea Urbana Ltda.		89.4%	89.7%	Brazil
Eve UAM, LLC.		89.4%	89.7%	USA
EZS Informática S.A.	(ii)	76.6%	61%	Brazil

ID IT Tecnologia da Informação Ltda.					Development and licensing of customizable computer programs, information technology consulting, data processing, application service providers and internet hosting services
	(iii)	—	61%	Brazil	
OGMA - Indústria Aeronáutica de Portugal S.A.		65%	65%	Portugal	Aviation maintenance and production
Tempest Security Intelligence Limited					Retail trade of computer products, maintenance, repair and related services
	(ii)	76.6%	61%	UK	
Tempest Serviços de Informática S.A. (“Tempest”)					Research, development and services in the areas of Information Technology, Information Security and Intelligence
	(ii)	76.6%	61%	Brazil	
Visiona Internacional B.V.		51%	51%	Netherlands	International subsidiary of Visiona
Visiona Tecnologia Espacial S.A.		51%	51%	Brazil	Supply and development of satellite solutions
<b>Joint operations</b>					
EZ Air Interior Limited		50%	50%	Ireland	Fabrication of interiors for commercial aircraft

The main changes that occurred during 2023 are:

- (i) Embraer Aviation International merged the entities Embraer Aviation Europe and Embraer Europe SARL.
- (ii) Embraer Defesa e Segurança Participações S.A. has partially exercised its put options and acquired an additional ownership interest in Tempest Serviços de Informática S.A. (“Tempest”). Therefore, the Company’s interest in Tempest increased to 76.6% (2022: 61%). As a result of this transaction, the Company’s ownership interest also increased in Tempest’s subsidiaries: EZS Informática S.A. and Tempest Security Intelligence Limited.

- (iii) The corporate name of the entity ID IT Tecnologia da Informação Ltda. was changed to AllowMe Tecnologias Ltda, a company sold on November 1, 2023. For additional information on this sale, see Note 1.1.6.
- (iv) ECC Insurance & Financial Company Limited was closed on November 30, 2023.
- (v) Embraer CAE Training Services (NL) B.V. was incorporated in June 2023 and Embraer CAE Training Services (U.K.) Limited, in September 2023. Both, still without operation.

Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In this analysis, in addition to the majority of voting rights, the shareholders’ agreement between the Company and other shareholders holding voting rights, rights arising from other contractual agreements and potential existing voting rights are observed.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Changes in the Company’s interest in a subsidiary that do not result in loss of control are accounted for as equity transactions.

Investments in entities accounted for using the equity method

Interests in associates and joint ventures are accounted for under the equity method.

Associates are those entities in which the Company has significant influence, but not control or joint control, over the financial and operating policies.

To be classified as a jointly controlled entity (joint venture), there must be a contractual agreement that allows the Company to share control of the entity and gives the Company the right to the net assets of the joint venture, and not the right to its specific assets and liabilities.

Such investments are initially recognized at cost. Subsequent to initial recognition, the consolidated financial statements include the Company’s share of the profit or loss and other comprehensive income of the investees, until the date on which significant influence or joint control ceases.

The Company’s main associates and joint ventures are:

Águas Azuis Construção Naval SPE Ltda.: special purpose entity established by Embraer S.A., Atech—Negócios em Tecnologia S.A. and Thyssenkrup Marine Systems GmbH with the purpose of supplying military vessels of high technological complexity. The Company’s total interest percentage in the investee is 25%.

Fundo de Investimento em Participações Aeroespacial Multiestratégia: equity investment fund established with the Banco Nacional de Desenvolvimento Econômico Social (“BNDES”), Financiadora de Estudos e Projetos (“FINEP”) and *Desenvolve SP*, created to strengthen the chains related to aerospace, aviation, defense, and security and promote the systems integration related to these sectors through support for small and medium enterprises. The Company’s total interest percentage in the investee is 34%.

MSW Multicorp 2 Fundo de Investimentos em Participações—Capital Semente: multi-corporate venture capital investment fund established by Embraer S.A., jointly with Rio de Janeiro’s Development Agency (“AgeRio”), Acumuladores Moura S.A. and Banco do Brasil Seguros that invests in early-stage companies which demonstrate synergy with its investors. The Company’s total interest percentage in the investee is 40%.

Nidec Aerospace, LLC.: joint venture established together with Nidec Motor Corporation for the joint development and manufacture of electrical propulsion systems for aeronautical use, including vertical take-off vehicles and fixed-wing aircraft. The Company’s total interest percentage in the investee is 49%.

Transactions eliminated on consolidation

Intercompany balances and transactions, and any unrealized income or expenses (except for foreign currency transactions gains or losses) arising from intercompany transactions, are eliminated. Unrealized gains arising from transactions with investees recognized under the equity method are eliminated against the investment to the extent of the Company’s interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.



2.3.2 Foreign currency

Foreign currency transactions

Transactions in other currencies (other than the functional currency) are translated into the functional currency at the foreign exchange rates in force on the transaction dates.

Assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date. Foreign exchange gains and losses resulting from this translation are recognized in profit or loss as foreign exchange gain (loss), net.

Customer advances and advances to suppliers for goods and/or services in foreign currencies are translated to the Company’s functional currency on the transaction date and no subsequent translation is recognized.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into US\$ at the exchange rate at the reporting date. Income and expenses for each statement of profit or loss and statements of cash flow are translated into US\$ at monthly average exchange rates. Foreign currency differences are recognized in other comprehensive income.

When a foreign operation is sold or liquidated, the cumulative amount of exchange rate variations related to that foreign entity, recognized in other comprehensive income, is reclassified to profit or loss as part of the gain or loss on disposal.

2.3.3 Financial Instruments

Recognition and initial measurement

Trade accounts receivable and debt instruments issued (“bonds”) are initially recognized on the date they were originated. All other financial assets and liabilities are initially recognized when the Company becomes party to the instrument’s contractual terms.

A financial asset (unless it is trade account receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade accounts receivable without a significant financing component is initially measured at the transaction price.

Classification, subsequent measurement and derecognition

Financial assets

At initial recognition, a financial asset is classified under the following categories: measured at amortized cost, measured at fair value through other comprehensive income (“FVOCI”) and FVTPL.

Financial assets are not reclassified subsequent to initial recognition, unless the Company modifies the business model for the management of these financial assets, in which case all affected assets are reclassified on the first day of the new business model.

Financial assets are derecognized when:

- The contractual rights to the cash flows from the asset expire; or
- Transfers the contractual rights to receive cash flows on a financial asset in a transaction in which: substantially all the risks and benefits of ownership of the financial asset or the Company neither transfers nor keeps substantially all the risks and benefits of ownership of the financial asset and does not have control over the financial asset.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



These financial assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by the expected credit loss. Interest income, foreign exchange gains and losses and expected credit loss are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

A financial asset is measured at FVOCI only if both criteria are met:

- Assets held within a business model whose purpose is achieved both through the receipt of contractual cash flows and by selling of financial assets; and
- Its contractual terms generate, on specific dates, cash flows that are related only to payments of principal and interest on the outstanding principal.

These financial assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other gains (losses), net are recognized in other comprehensive income (“OCI”). Upon derecognition, the accumulated result in other comprehensive income is reclassified to profit or loss.

All financial assets not classified by the Company as measured at amortized cost or as FVOCI are classified at FVTPL. These assets include financial assets held for active and frequent trading and derivative financial instruments. Interest income and dividends arising from financial assets measured at FVTPL are recognized in profit or loss. See Note 2.3.5 for financial assets in hedge accounting.

*Business model evaluation*

The Company evaluates the business model’s objective for the management of financial assets as part of the accounting classification of the instruments. The factors considered in this evaluation are:

- The current financial policy and the objectives set for portfolio management, which includes assessing whether the strategy focuses on contractual interest income, maintaining a determined interest rate profile, the relationship between the duration of the financial assets and related liabilities, expected cash outflows, or the realization of cash flows through the sale of underlying financial assets.
- How the portfolio performance is assessed and reported to Management.
- Risks that affect the performance of the business model and how they are managed.
- The frequency, volume and timing of assets sales in prior periods, the reasons for such transactions and future expectations.

*Evaluation if contractual cash flows are only principal and interest payments*

To assess whether contractual cash flows are only principal and interest payments, the principal is defined as the fair value of the financial asset at the initial recognition, and interest as a consideration for the time value of money, the credit risk associated with value of principal outstanding during contractual terms, other risks and general costs of loans, as well as the profit margin in the transaction.

The Company considers the contractual terms of the financial asset to assess whether the contractual cash flows are only payments of principal and interest. This includes assessing whether the financial asset contains a contractual term that could change the timing or value of contractual cash flows such that it would not meet this condition.

This evaluation includes contingent events, terms that can adjust contractual rates, prepayment and extension of due dates, and terms that limit the Company’s access to cash flows of specific assets.

**Financial liabilities**

Financial liabilities are classified as measured at amortized cost or FVTPL.

A financial liability is measured at FVTPL if it is held for trading, or is a derivative financial instrument, or if it is classified as such at initial recognition. The interest arising from financial liabilities measured at FVTPL are recognized in profit or loss.

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest and exchange variation are recognized in profit or loss.

Financial liabilities are derecognized when contractual obligations are withdrawn, canceled or expired. The difference between the extinct book value and the consideration paid (including transferred assets or assumed liabilities) is recognized in profit or loss.

See Note 2.3.5 for financial liabilities in hedge accounting.

Financial assets or liabilities are offset, and their net amount is presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to offset the amounts and intends to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**2.3.4 Cash and cash equivalents and financial investments**

Cash and cash equivalents include cash in hand, cash in transit, bank deposits, highly liquid short-term investments maturing within 90 days of the investment date, readily convertible into a known amount of cash and subject to an insignificant risk of change in value.

For the purposes of the statements of cash flow, overdraft bank balances are included as a component of cash and cash equivalents since these guaranteed accounts are settled in a short period of time and are an integral part of the Company’s cash management.

The resources invested that do not meet the definition of cash and cash equivalents are presented as financial investments.

Resources which use and withdrawn by the Company are legally restricted (restricted cash) are presented within other assets.

**2.3.5 Derivative financial instruments and hedge accounting**

Initially, derivatives are recognized at fair value on the date the Company enters into a derivative contract and are subsequently remeasured at fair value. Changes in fair value are recognized in Financial Expenses, net (Note 33) except for derivatives designated as hedging instruments in the adoption of cash flow hedge accounting, which changes in fair value are recognized in other comprehensive income.

At the beginning of the designated hedging relationships, the Company documents the connection between the hedging instruments and the items that are hedged, including the risk management objectives and the strategy in conducting the transaction, together with the methods that will be used to evaluate the effectiveness of the relationship.

**Fair value hedge accounting**

Fair value hedge accounting is applied to derivative financial instruments which have the purpose of hedging the interest rate (protected risk) in loans and financing.

Changes in the fair value of derivatives designated and qualified as fair value hedges are recorded in the financial result. Any changes in the fair value of the protected liability (object of the hedge) are attributable to the protected risk.

For fair value hedging, the Company enters an interest rate swap with critical terms that are similar to the hedged item, such as reference rate, maturity dates and reference value.

**Cash flow hedge accounting**

Cash flow hedge is applied for hedging risks associated with the volatility of cash flows in foreign currency associated with highly probable forecast transaction that will impact profit or loss, in this case the payroll expenses of personnel in Brazil settled in Brazilian Real.

The effective portion of changes in the fair value of derivatives designated and qualified as cash flow hedges (currency call and sell options) is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, within financial expenses, net.

The amounts accumulated in OCI are reclassified to profit or loss in the same period which the hedged item affects profit or loss.

When a cash flow hedge accounting instrument is liquidated, or when it no longer meets the hedge accounting criteria, any gain or loss accumulated in OCI is reclassified to profit or loss (under the same caption used by the hedged item) as the protected object is also held against profit or loss. When the transaction protected by the hedge is no longer expected to occur, the amount recognized in OCI is immediately reclassified to financial expense, net.

For cash flow hedges, the Company contracts zero-cost collar financial instruments that consist of the purchase of a put option and the sale of a call option with the same counterparty and with a zero net premium. The essential terms of the instruments correspond to the terms of the protected risk - the total reference value of the options protects the risk in a 1:1 ratio (estimate of cash flows in reais for the entire year) and their expiration dates include all expected

dates financial shortage during the year. The Company carries out a qualitative and prospective analysis of the effectiveness of the hedge. If there are relevant changes in circumstances, such as the estimate of cash flows in protected reais compared to realized flows, the Company prospectively balances the relationship and any ineffectiveness identified is recognized as a financial result.

**2.3.6 Inventories**

The Company’s inventories are largely comprised of raw materials, work in progress, spare parts and finished goods. Inventories of raw materials are recognized at acquisition cost. Inventories of work in process comprise raw materials, direct labor, other direct costs and general manufacturing expenses attributable to the cost of the inventories. Once the products have been completed, they are recognized as finished products.

Inventories of raw material and spare parts are recognized at the weighted moving average cost. Manufactured aircraft (finished goods) and work in progress are measured at their individual production cost.

Inventories are valued at cost or net realizable value, whichever is lower.

The Company may have used aircraft for resale, usually received in trade-in transactions to facilitate new aircraft sales. The book value of these assets is compared periodically with its net realizable value, which is the assets estimated selling price in the ordinary course of business less estimated costs to sell. Management, together with its external appraisers, estimates the sale price based on aircraft appraisals.

Any loss identified is recognized in profit or loss.

**2.3.7 Income tax and social contribution**

Income tax and social contribution comprise current and deferred tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income.

Current tax is measured using tax rates enacted or substantively enacted at the reporting date in the countries in which the Company operates and generates taxable income.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

To recognize deferred tax assets arising from temporary differences and tax losses, the Company assesses the expectation of generating future taxable profits considering that these temporary differences and accumulated tax losses would be offset.

Deferred income tax assets and liabilities are offset when there is a legal right and intention to offset them when calculating current taxes, generally related to the same legal entity and the same tax authority. Therefore, deferred tax assets and liabilities in different entities or different countries are generally not offset.

**Uncertainties over Income Tax Treatments**

Management evaluates on a recurring basis uncertain tax positions taken by the Company in the current income tax calculation based on the applicable tax laws which might be interpreted in different ways.

If it is likely that the tax authorities will accept the position taken by the Company and the amounts recorded in the consolidated financial statements are consistent with the tax records, therefore, no uncertainty is reflected in the measurement of current or deferred income taxes. If it is not probable, a provision, based on the estimated payment amounts to the tax authorities, is constituted (see Note 23.4).

**2.3.8 Property, plant and equipment**

Property, plant and equipment are recognized by the acquisition or construction cost, which includes capitalized loan costs, less accumulated depreciation, and impairment losses.

Subsequent costs are capitalized only when it is probable that future economic benefits associated with the item will flow to the Company and can be measured reliably.

Land is not depreciated. Depreciation is calculated by the straight-line method based on the asset’s estimated useful life, as shown below:

Class of assets	Estimated useful life
Buildings and land improvements	30 to 60 years
Facilities	10 to 50 years
Machinery and equipment	10 to 35 years
Furniture and fixtures	5 to 30 years
Vehicles	5 to 10 years
Aircraft	4 to 20 years
Computers and peripherals	2 to 10 years
Tooling	10 to 25 years
Exchange pool program	8 to 30 years

The estimated useful lives are reviewed and adjusted, if appropriate, at the end of each fiscal year.

The exchange pool program is an operation in which the customer contracts the availability of spare parts for aircraft maintenance. In this program, when it is necessary to change a damaged part, the customer delivers the damaged part to the Company and the Company provides the customer with a part in working order. The damaged part is in turn reconditioned and added to the pool.

The residual value is allocated for certain aircraft spare parts included in the exchange pool program, which is reviewed by Management and, if necessary, adjusted at the end of each reporting period. As for the remaining assets, the residual value is not attributed.

2.3.9 Intangible assets

Goodwill

Goodwill is measured at cost, less accumulated impairment losses.

Internally developed intangible assets

Internally developed intangible assets refer to expenditures incurred in the development of new aircraft, including support services, productive labor, material and direct labor allocated to the construction of aircraft prototypes or significant components, loan costs, when applicable, as well as applications of advanced technologies within the objective to make the aircraft lighter, quieter, more comfortable and efficient in energy consumption and emissions, in addition to being designed and manufactured in less time and with optimization of resources.

Internally developed intangible assets are amortized using the units produced method using as a basis the number of seats in the expected production of aircraft for the program to which that asset is related.

Software

The intangible assets are made up of acquired computer program licenses. Expenses associated with software maintenance are recognized as expenses when incurred. Expenses directly associated with software controlled by the Company, and which will probably generate economic benefits greater than the costs for more than one year, are recognized as intangible assets.

Amortization is calculated using the straight-line method based on the estimated useful life of the items (5 years).

2.3.10 Impairment of long-lived assets

At the end of each fiscal year, the Company performs an impairment test for all cash-generating units (CGUs) with goodwill generated from business combination allocated and for CGUs with intangible assets still under development and not yet producing (undefined useful life). The business combination goodwill is allocated to the CGUs that are expected to benefit from the synergies.

CGUs with definite-lived assets (property, plant and equipment, and intangibles) allocated are analyzed, at each quarter, whether there is any indication it might be impaired to perform the impairment test.

For impairment test purposes, assets are grouped in CGUs considering the Company’s business model and its monitoring of cash flows. In general, the CGUs are defined in accordance with the families or platforms of aircraft or other goods and services produced by the Company, regardless of its geographic location.

The Company applies the value in use concept using expected and traditional cash flow approaches, discounted to present value at the weighted average cost of capital (WACC). The cash flow projection for the CGU considers the Company’s medium and long-term strategic plan, based on the characteristics and expectations of the business.

An impairment loss is recognized when the carrying amount exceeds the recoverable amount. Any impairment loss is recognized in profit or loss as other operating expense.

The aircraft that the Company keeps as property, plant and equipment for operating leases purposes, in which the Company acts as lessor are tested individually using the higher of their value in use and its market value to determine the recoverable amount. For impairment test purposes, the market value is estimated with the assistance of an assessment prepared by third party appraisals and the value in use is determined by the discounted cash flow of lease agreement associated with each aircraft tested, when applicable.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

**2.3.11 Leases**

The lease agreements in which the Company acts as lessee mainly refer to the lease of buildings, offices, lands, and vehicles. The term of those agreements varies in the range of 2 to up to 20 years, and the average discount rate applied to the agreements with maturity higher than 5 years is 6.7% p.a.

The Company recognizes right-of-use assets and lease liabilities on the lease inception date (that is, the date on which the asset is available for use). The right-of-use assets are measured at cost, which is the value of the initial measurement of the lease liability, plus the initial direct costs incurred and less any lease incentives received.

The right-of-use assets are depreciated on a straight-line basis considering the lease term and the Company’s intention in renewal options, based on the best estimate on each reporting date. Right-of-use assets are subject to impairment test if there is evidence that their carrying amount may be higher than the recoverable amount Depreciation expenses are recognized in profit or loss as operating expenses.

On the lease inception date, the Company recognizes lease liabilities measured at the present value of lease payments to be made during the lease term, which is measured based on the contract term and renewal options. Variable lease payments not dependent on an index or rate are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

When calculating the present value of lease payments, the Company uses the incremental borrowing rate. After the inception date, the lease liability is measured at amortized cost, using the effective interest method. The lease liability is remeasured in case of a change in the lease term, a change in fixed lease payments, or a change in valuation to acquire the underlying asset.

The Company determines the contractual term as the non-cancelable lease term, plus any period covered by a renewal option if it is reasonably certain that it is exercised, or any option to terminate the lease if it is reasonably certain that it will not be exercised. The Company has the option, under some of its leases, to maintain the assets for additional periods from three to five years. The Company applies judgment when assessing if it is reasonably certain that it will exercise the renewal option, considering all significant factors that create an economic incentive for the exercise of the renewal.

The Company reassesses the lease term if there is an event or significant change under circumstances that are under its control and affect its capacity to exercise (or not exercise) the option to renew (e.g. a change in the business strategy).

**Short-term leases and low-value asset leases**

The Company applies the short-term lease recognition exemption to all its leases with a low individual value (US\$ 5 thousand) or with a contractual term below or equal to 12 months from the inception date and without a purchase option. Short-term and low-value lease payments are recognized as expenses on a straight-line basis over the lease term.

**2.3.12 Unearned income**

Unearned income comprises government grants received by the Company and its subsidiaries.

Government grants are recognized against the expenses for which the resources were used. When government grants are received in advance for research investments, they are recognized as unearned income and recognized in profit or loss to the extent that the resources are invested and contractual milestones are met, as a reduction of research expenses.

Government grants for the acquisition of property, plant and equipment are recognized as debt (loans and financing) in liabilities until the milestones determined by the granting entity are met. Once the milestones are completed, the grant is recognized as unearned income. This unearned income is recognized in profit or loss as a reduction of the depreciation expense of the underlying asset it is proposed to subsidize on a systematic basis over the useful life of the asset.

Income earned with non-distributable government grants is allocated from the income of the year to the government grants reserve in shareholders' equity.

**2.3.13 Provisions, contingent assets and liabilities, legal obligations, and court-mandated escrow deposit**

A provision is recognized when the Company has a present obligation (legally or constructive) arising from past events, it is more likely than not that there will be an outflow of economic benefits, and the amount can be estimated reliably.

As for tax matters, a provision is recognized when the Company's Management, based on its assessment and assisted by legal advisors, concludes that the tax positions adopted in the calculation of these taxes for periods subject to tax inspection, or in administrative or judicial discussions, will have a prognosis of probable loss in decisions of superior courts of last instance.

Contingent liabilities are possible obligations arising from past events and their existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not fully under the entity's control; or a present obligation that results from past events but that is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the value of the obligation cannot be measured with sufficient reliability.

Legal obligations relate to tax payables under Brazilian law for which the Company has accrued the corresponding liability but initiated legal disputes challenging their applicability. Such tax liabilities under discussion are fully recognized as tax payable.

Contingent assets are not recognized but disclosed when the inflow of economic benefits is probable. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the financial statements of the period in which the change occurs.

Court-mandated escrow deposits are recorded as other assets and periodically updated for monetary correction.

**2.3.14 Product warranties**

Warranty expenditure on aircraft is estimated on the delivery of these products. The estimates are based on historical data that includes, among other, warranty claims and related repair or replacement costs, warranties given by the suppliers, contractual coverage period and warranty patterns for new aircraft, for which the Company expects higher warranty costs in the launch of new models until the production process matures and increases the platform in service period. The coverage period varies from 3 to 6 years.

The Company may be obliged to modify the product to meet the requirements of the certification authorities, or after delivery, due to improvements or to the aircraft's performance. The costs of such modifications are recognized when the new requirements or improvements are requested and known.

Management periodically monitors the history of use and evolution of the product warranty, and, if appropriate, reviews the estimate.

The product warranties provision is recognized in profit or loss as cost of goods and services sold.

2.3.15 Employee benefits

Defined contribution plan

The Company sponsors a closed pension plan of defined contribution for its employees for companies based in Brazil, is administered by EMBRAERPREV - Complementary Pension Society.

For the defined contribution plan, the Company’s obligation is restricted to the monthly contribution linked to a predefined percentage of the remuneration of employees linked to this plan.

Obligations for contributions to defined contribution plans are recognized in profit or loss as personnel expenses as the related service is provided.

Post-retirement healthcare benefits

The Company and some of its subsidiaries provide healthcare benefits to their employees, including their dependents. The expected costs of this benefit are recognized during the period of employment based on actuarial studies conducted to identify future exposure, based on the following main premises:

- Discount rate: brings future benefit flows to present value and is defined based on the ratio of Brazilian government securities.
- Increase of medical costs rate: represents the increase in the value of medical care and is not applied linearly, as the companies historically tend to take measures to reduce the cost, or even change health plan providers.
- Morbidity rate (aging factor): measures the increased use of health plans considering the population’ aging.
- Mortality rate: uses the RP-2000 generational table provided by Society of Actuaries (SOA), which shows the rate by age and gender.
- Retirement probability: estimates the probability of retirement by age group.
- Termination rate: uses the T-3 Table Service available from the Society of Actuaries (SOA), which shows the average rate of termination of employees by age.

The changes in the provision are recognized in OCI, net of taxes, in case there are changes in the assumptions and in profit or loss if there are changes in the costs of the current benefit plan or in the plan’s contractual characteristics.

Both the calculation, which uses the projected unit credit method, and the assumptions related to this provision are reviewed annually by qualified independent actuaries.

Profit-sharing plan

The Company grants profit sharing to its employees, subject to the achievement of targets established in their respective action plans agreed at the beginning of each year. The amount approved by the current policy is equivalent to a percentage of each employee’s nominal salary associated with the achievement of individual and corporate targets.

Each month, the amounts calculated by applying 1/12 (one-twelfth) of the percentage according to the Company’s payroll are accrued and recognized in profit or loss as a cost or expense, depending on the role of the employee.

The Company advances 40% of the amount due as profit sharing in the 4th quarter of the year being calculated. Once the results have been calculated, the residual amount is paid by April of the following year.

Share-based payment

The Executive Remuneration Policy determines that the remuneration of the Company’s Management shall be granted as a Long-Term Incentive (“LTI”) to officers, executives, and key-employees. The main goals of the LTI are:

- retaining and attracting qualified personnel
- ensure an effective contribution from the incentive participants to the Company’s performance.
- ensure the continuity of the Company’s Management, aligning the interests of executives with the shareholders.

As a LTI, the Company offers both cash-settled and equity-settled share-based payment arrangements.

The grant-date fair value of the shares is recognized in profit or loss (as cost or expense, depending on the role of the participant) over the vesting period of the awards, with a corresponding increase in equity for an equity-settled



share-based payment arrangements or liabilities (other payables) for cash-settled share-based payment arrangements.

The liability is remeasured at each reporting date and at settlement date based on the fair value of the shares. Any changes in the fair value of the shares are recognized in profit or loss as financial results.

**2.3.16 Revenue from contract with customers**

Revenue is measured based on the consideration received or the consideration the Company expects to be received for the sale of products and services in the ordinary course of business. Revenue is presented net of taxes, returns, reductions and discounts.

**Revenue from sales of aircraft and spare parts**

Revenues from aircraft and spare parts sales are recognized when the control is transferred to the customer, that is, when all recognition conditions are met. Revenues from commercial, executive and agricultural aircraft and spare parts are generally recognized upon delivery or shipment to the customer.

The average collection term for the sales of parts is 30 days after transferring control of the asset to the customer.

The Company also identifies the various performance obligations provided for in the contract, such as supply of spare parts, training, technical representative and other obligations, and allocates the individual price of each obligation, as well as variable considerations, such as discounts, rebates, etc. proportionally to individual sales prices that are estimated using the expected cost plus margin method.

In the Defense & Security aircraft sales, there is no comparative basis for the individual sales price considering the high customization of the products, so the individual price is allocated to the performance obligation considering the expected cost plus margin method.

**Revenue from services**

Revenues from services are recognized over time as services are provided. Services mainly include technical services, training, maintenance of aircraft and parts, modernization services, and support programs.

The average receipt period is 30 days. For some services, such as modernization of defense aircraft, the deadline for receipt follows the schedule agreed between the parties.

Exchange pool programs and total support programs revenues are recognized monthly during the contract period because there is no customer use pattern that can be reliably projected and consist of a fixed rate and part of a variable rate directly related to the hours actually flown by the aircraft covered in these programs.

**Revenue from long-term contracts (Defense & Security)**

In the Defense & Security segment, the revenue is recognized over time, as control over the aircraft produced is transferred to the customer over time. The Company transfers control over time when:

- The customer simultaneously obtains and uses the benefits resulting from the Company’s performance as it is delivered.
- The Company’s performance results in the creation or enhancement of assets under the customer’s control as those assets are developed or enhanced.
- The entity’s performance does not generate an asset with significant alternative use, and the Company has an enforceable right to receive payment for work completed to date, in the event of termination of the contract for the convenience of customers.

The revenue from these contracts is measured according to the percentage execution method (“PoC” method), that is, the contract revenue is multiplied by the percentage calculated as the ratio of the costs incurred in relation to the total estimated costs for concluding the contracts. The adequacy of revenue recognition related to development contracts in the Defense & Security segment is based on Management’s best estimates of total estimated costs at completion, as they become evident.

The Company believes that the incurred cost method provides the most reliable basis for estimating the progress of contracts whose revenues are recognized over time.

There are no significant financing components in the long-term contracts of the Defense & Security segment. The payment terms are mainly aligned with the stages of execution and deliveries of each contract, as agreed by the Company and the customers, and there is no willingness on either side to finance the other.



**Contract assets and liabilities**

The contract assets relate to the Company’s rights to the consideration for the work completed and not billed at the reporting date, mainly from long-term Defense & Security contracts that are recognized over time based on the percentage of completion method and net of any expected credit losses recognized. Contract assets are transferred to trade accounts receivable when the rights become unconditional. Expected credit losses are calculated over the contract assets balances, as detailed in Note 30.2.

Contract liabilities refer to non-refundable advance payments received by the Company prior to the delivery of the aircraft and advances of consideration received from customers related to the acceptance of managerial stages/tasks under long-term contracts of Defense & Security (customer advances), as well as to the supply of spare parts, training, technical assistance and other obligations included in aircraft sales contracts (multiple element).

**3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS**

In preparing these consolidated financial statements, Management has made estimates about the future that affect the application of the Company’s accounting policies and the reported amounts of assets, liabilities, income and expenses. Therefore, variables and assumptions derived from historical experience and other factors deemed relevant were used. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

**3.1 Revenue from long-term contracts**

As per Note 2.3.16, a significant portion of revenue in the Defense & Security segment arises from long-term contracts. These revenues are recognized over time and measured according to the PoC method, which places considerable importance on estimated total costs. Therefore, for the determination of the performance obligations, significant estimates are used to estimate the total contract costs and the remaining costs to completion.

During the execution of the contract, the Company evaluates the costs incurred and, if necessary, the total estimated costs for completion are adjusted to reflect variations, mainly those arising from significant changes in circumstances and new events, such as contractual modifications.

A contract modification may involve changes in scope, price, or both. In long-term contracts of the Defense & Security segment, such modifications may include changes in price due to escalation, rebalance of price due to changes in cost structure, scope increases or decreases, or revision of delivery schedules. The existence of a contract modification requires a review of the revenue recognition assumptions over time (including revenue and estimated costs at completion) by Management.

Revenue resulting from a contract modification is recognized only when the subject of modification is approved by the contract parties, which usually occurs upon the signing of a contract amendment in the Defense & Security segment. A contract modification may also exist even if the parties to the contract are in dispute over the scope or price of the modification if the changes in rights and obligations of the parties as a result of modification are enforceable under the terms of the original contract and the applicable law.

Any adjustments to revenues and estimated costs to completion are recognized cumulatively in profit or loss when the circumstances leading to the revision are identified by Management.

In a hypothetical scenario of a 10% increase or decrease over Management’s projection of estimated costs at completion of long-term contracts in progress during 2023, the Company’s revenue and gross profit in the year would be lower by US\$ 96.7 or would increase by US\$ 114.1, respectively.

3.2 Impairment of long-lived assets

The assumptions used by the Company when calculating impairment is shown below:

**Gross expected cash flow:** projection of cash inflows and outflows based on past performance considering its business strategy and market development expectations. These projections also consider the efficiency gains planned for the product cycle.

**Growth rates:** the growth rates are reflected in the revenue flow and the gross margin budgeted by the Company, consistent with the forecasts included in industry reports.

**Discount rates:** a rate that reflects investors’ expected return at the time the calculation is made. This rate is also compared with the market to validate its consistency.

**Foreign exchange rate US\$/Reais (“R\$”):** the future cash flows of CGUs that have revenues predominantly in dollars (such as Commercial Aviation and Executive Aviation units) are sensitive to oscillations and structural changes in the level of the US\$/R\$ exchange rate, given that certain production costs and general expenses are carried out in R\$ (like payroll). The devaluation of the R\$ against the US\$ can generate positive impacts on future cash flows, while the appreciation of the R\$ can generate a reduction in the future cash flows of these units and possible impairment losses. The Company uses derivative financial instruments to protect short-term fluctuations, as described in Note 8.

For additional information on the impairment test, see Note 16.

4. NEW STANDARDS AND INTERPRETATIONS

The amendments to standards issued but not yet effective as of the date of issue of these consolidated financial statements are described below. The Company intends to adopt these amendments, if applicable, when they become effective.

The changes are effective for annual financial statement periods beginning on or after January 1, 2024.

- Classification of liabilities as current or non-current (amendments to IAS 1)
- Supplier financing agreements (amendments to IAS 7 and IFRS 7)
- Sale and leaseback transactions (amendments to IFRS 16)
- Lack of exchangeability (amendments to IAS 21)

The Company does not expect material impacts in the consolidated financial statements due to the adoption of these amendments.

5. CASH AND CASH EQUIVALENTS

See accounting policy in Note 2.3.4.

	12.31.2023	12.31.2022
Cash and banks	330.3	846.1
Cash equivalents		
Bank deposit certificate (i)	130.1	129.7
Fixed deposits (ii)	1,168.8	841.1
	1,298.9	970.8
	1,629.2	1,816.9
Bank overdraft	(2.9)	(1.3)
	1,626.3	1,815.6

- (i) Applications in Bank Deposit Certificates (CDBs) issued by financial institutions in Brazil.
- (ii) Fixed term deposits in dollars issued by financial institutions.

6. FINANCIAL INVESTMENTS

See accounting policy in Note 2.3.4

	12.31.2023	12.31.2022
Public securities (i)	66.6	66.7
Private securities (ii)	146.4	105.0
Investment funds	27.4	22.7
Fixed-term deposit (iii)	350.5	373.5
Others (iv)	100.8	96.5
	<u>691.7</u>	<u>664.4</u>
Current	521.7	494.4
Non-current	170.0	170.0

- (i) Debt securities issued in US\$ by the Brazilian government with maturity in 2030.
- (ii) Includes corporate bonds issued by private financial institutions with principal maturing in non-current and corporate bonds issued by non-financial institutions, in the amount of US\$ 41.3, resulting from renegotiation with a customer (see Note 1.1.5 and Note 9).
- (iii) Fixed-term deposits in US\$ issued by financial institutions.
- (iv) Refers mainly to the investment in shares of Republic Airways Holdings (“Republic Airways”).

As of December 31, 2023, the weighted average accumulated nominal interest rates, considering cash equivalents and financial investments, are 13.15% p.a. in R\$, equivalent to 99.59% of the Interbank Deposit Certificate (“CDI”), and 5.34% p.a. in US\$ (2022: 12.54% p.a. in R\$, equivalent to 100.72% of the CDI, and 2.23% p.a. in US\$).

7. TRADE ACCOUNTS RECEIVABLE

See accounting policy in Note 2.3.3.

	12.31.2023	12.31.2022
Foreign customers	201.7	181.0
Brazilian Air Force	2.1	8.7
Domestic customers	27.0	28.1
	<u>230.8</u>	<u>217.8</u>
Expected credit losses	(9.8)	(12.6)
	<u>221.0</u>	<u>205.2</u>
Current	217.6	202.9
Non-current	3.4	2.3

The amounts and maturities of these trade accounts receivable are shown below:

	12.31.2023	12.31.2022
Not due	213.2	191.9
Up to 90 days	13.6	13.6
From 91 to 180 days	1.2	4.6
More than 180 days	2.8	7.7
	<u>230.8</u>	<u>217.8</u>

	12.31.2023	12.31.2022	12.31.2021
<b>Beginning balance</b>	<b>(12.6)</b>	<b>(30.7)</b>	<b>(58.5)</b>
Additions/Reversal	(1.8)	1.0	(1.8)
Write-off	4.6	17.0	29.4
Foreign exchange variation	—	0.1	0.2
<b>Ending balance</b>	<b>(9.8)</b>	<b>(12.6)</b>	<b>(30.7)</b>

## DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are contracted by the Company are intended to protect operations against the risks of fluctuations in exchange rate, interest rates and share prices. The Company does not contract derivative instruments for speculative purposes.

- Swap operations: the main objective of changing the debt index, from floating rates to fixed interest rates or vice versa, exchange of R\$ to US\$ and vice versa, and neutralizing fluctuations in the EMBR3 share price, with a view to the future settlement of share-based payment plans (Note 26.1). The fair values of these instruments are measured by the future cash flow, determined by applying contractual interest rates to maturity, and discounted to present value at the reporting date by the prevailing market rates.
- Purchase of sell and buy currency options: in order to protect cash flows for wage costs denominated in R\$ against the risk of currency fluctuations. The strategy used by the Company involves a zero-cost collar, which entails purchasing a put option and selling a call option, contracted with the same counterparty and have a zero-net premium. The Company adopts the Black-76 pricing model and observable data to measure the fair value of these instruments.
- Non-deliverable forward (NDF): the purpose of protecting the Company against the risks associated with fluctuations in exchange rates. The fair value of these instruments is measured using the discounted cash flow model. Future cash flows are estimated based on future exchange rates observed at the reporting period and future contractual rates, and discounting at current market rates.
- Eve Holding Inc. issued warrants to give holders the right, but not the obligation, to buy the shares of Eve Holding, Inc. These warrants are financial instruments classified as derivative financial instruments. Changes in the fair value are recognized in profit or loss as financial results.

Purpose	Risk	Instrument	Notional	Settlement date	12.31.2023	12.31.2022
<b>Cash flow hedge designated as hedge accounting</b>					<b>8.9</b>	<b>2.4</b>
Payroll expenses settled in Brazilian reais	Exchange rate	Zero-cost collar derivative financial instruments, with purchase of put options at the exercise price of R\$ 5.20 and sale of call options at the weighted average exercise price of R\$ 6.12	1,471,012	2023	—	2.4
		Zero-cost collar derivative financial instruments, with purchase of put options at the exercise price of R\$ 5.00 and sale of call options at the weighted average exercise price of R\$ 5.55	1,325,000	2024	8.9	—
<b>Fair value hedge designated as hedge accounting</b>					<b>—</b>	<b>0.1</b>
Project development	Interest rate	Interest swap to exchange fixed interest rate debt in Brazilian Reais for a floating rate CDI.	33,136	2023	—	0.1
<b>Others derivatives not designated as hedge accounting</b>					<b>(116.6)</b>	<b>(88.9)</b>
Export	Exchange rate	Non-Deliverable forwards to exchanges euro currency debt to US dollars currency.	48,413	2024	(0.1)	(0.2)
Export	Interest rate	Interest swap to exchange floating interest debt in US dollars for a fixed interest rate.	521,770	2023	—	8.4
Equity	Share price: ticker EMBR3	Equity swap	92,769	2023	—	(1.6)
Equity (i)	Share price: ticker EMBR3	Equity swap	362,878	2024	8.5	—
Equity (ii)	Share price: ticker EVEX	Private warrants	68,989	2027	(14.0)	(3.6)
Equity (ii)	Share price: ticker EVEX	Public warrants	55,674	2027	(11.3)	(2.9)
Equity (iii)	Share price: ticker EVEX	Strategic warrants	185,047	2027	(99.7)	(89.0)
					<b>(107.7)</b>	<b>(86.4)</b>
		Current			17.5	5.4
		Non-current			—	5.7
		Current			(85.7)	(57.4)
		Non-current			(39.5)	(40.1)
		<b>Net derivative financial instruments</b>			<b>(107.7)</b>	<b>(86.4)</b>

(i) During May and June 2023, the Company entered into an 18-month swap contract with Banco Santander S.A. in order to stabilize the volatility in the Company’s share price which could affect future settlements of share-based payments (Note 26.1). Under the swap contract, the Company will receive the price variation on 19,556,109 shares issued by the Company and traded on B3 and will pay CDI + 1.73% p.a. on the notional amount. As of December 31, 2023, the Company did not have a margin call related to this operation.

(ii) Refers to the 11,499,879 (2022: 11,500,000) public warrants and 14,250,000 (2022: same amount) private warrants issued by Eve Holding, Inc. with an exercise price (strike price) of US\$ 11.5 (eleven dollars and fifty cents) per share. The exercise period of these warrants will expire on the earlier of May 9, 2027, the date fixed by the issuer to redeem all of the warrants, or the liquidation of the issuer.

Public warrants are listed and traded on the NYSE under the symbol EVEX.WS, so their fair value is derived directly from observable market prices. The measurement of the fair value of public and private share purchase options is identical since the differences between them do not affect their fair value. In this way, the fair value is calculated based on the unit price of the option multiplied by the number of options.

- (iii) Refers to 37,422,536 (2022: 37,572,536) units of strategic warrants issued by EVE Holding, Inc. under the following conditions:
- Penny warrants: 20,422,536 (2022: 20,572,536) units with an exercise price of US\$ 0.01 (one cent) per share. The measurement of the fair value of this instrument considers the fair value of the EVEX share subtracted from the exercise price. In addition, if the exercise of the warrants is conditional upon the occurrence of future events, the probability of these events is considered an input in the measurement of the fair value.
  - Market warrants: 12,000,000 (2022: same amount) and 5,000,000 (2022: same amount) units with exercise prices of US\$ 15.0 (fifteen dollars) and US\$ 11.5 (eleven dollars and fifty cents), respectively, per share.
  - Market warrants with an exercise price of US\$ 11.5 were estimated using the publicly traded public warrants as the terms are similar. The Company used a modified Black-Scholes model to value the market warrants with an exercise price of US\$ 15.0.

Below, the movement of the cash flow hedge with impact on other comprehensive results:

	12.31.2023	12.31.2022
Opening balance	2.8	(1.4)
Changes in the fair value of options:	—	—
Hedging Reserve	7.4	—
Cost of Hedging Reserve	1.6	2.3
Reclassification to result:		
Fair value of options	(2.5)	1.2
Other reclassifications	0.8	0.7
Final balance	10.1	2.8

9. CUSTOMER AND COMMERCIAL FINANCING

See accounting policy in Note 2.3.3.

	12.31.2023	12.31.2022
Aircraft	41.0	70.1
Spare parts	29.8	55.1
	70.8	125.2
Fair value adjustment	(4.6)	—
Expected credit losses	(3.4)	(24.0)
	62.8	101.2
Current	8.4	50.8
Non-current	54.4	50.4

The renegotiation of debt with a customer presented in Note 1.1.5 resulted in the derecognition of existing assets, initially classified in this group of accounts, and in the subsequent recognition of modified assets, which, based on the Company’s business model, are presented as financial investments (Note 6) and measured at fair value through profit or loss.

There are no overdue balances of the customer financing as of December 31, 2023.

The change in allowance for expected credit losses for the years consisted of the following:

	12.31.2023	12.31.2022	12.31.2021
Beginning balance	(24.0)	(5.7)	(19.1)
(Additions)/Reversal	20.6	(18.3)	13.4
Ending balance	(3.4)	(24.0)	(5.7)

Based on the Company’s assessment, the highest risk rating for financing customers is B- whose expected credit loss is 30.3% in the period.

For additional information on measuring expected credit losses, see Note 27.1.3

As of December 31, 2023, the maturity schedules of the long-term customer financing are:

Year	
2025	18.3
2026	16.1
2027	11.9
Thereafter 2027	8.1
	54.4

10. INVENTORIES

See accounting policy in Note 2.3.6

	12.31.2023				12.31.2022			
	Gross amount	Loss due to obsolescence	Loss of market value	Total carrying amount	Gross amount	Loss due to obsolescence	Loss of market value	Total carrying amount
Raw materials	1,118.9	(81.7)	—	1,037.2	995.1	(81.8)	—	913.3
Work in process	774.9	—	—	774.9	687.7	—	(4.7)	683.0
Spare parts	477.6	(34.3)	(1.4)	441.9	445.6	(30.5)	(1.0)	414.1
Finished goods (i)	61.6	—	—	61.6	55.4	—	—	55.4
Held by third parties	97.5	(1.3)	—	96.2	79.2	(1.9)	—	77.3
Advances to suppliers	25.4	—	—	25.4	33.8	—	—	33.8
Inventory in transit	155.7	—	—	155.7	116.6	—	—	116.6
Consumption materials	51.7	(8.6)	—	43.1	47.4	(11.9)	—	35.5
	<u>2,763.3</u>	<u>(125.9)</u>	<u>(1.4)</u>	<u>2,636.0</u>	<u>2,460.8</u>	<u>(126.1)</u>	<u>(5.7)</u>	<u>2,329.0</u>

- (i) The following aircraft were held in the finished goods inventory:
- December 31, 2023: three Phenom 300, one Praetor 500, two Praetor 600.
  - December 31, 2022: two Phenom 300, one Praetor 500, two Praetor 600.

Below, the movement of loss due to reduction in market value:

	12.31.2023	12.31.2022	12.31.2021
Beginning balance	(5.7)	(1.0)	(4.4)
Additions	(0.6)	(5.9)	(13.9)
Disposals	—	1.2	17.3
Reversals	4.9	—	—
Ending balance	<u>(1.4)</u>	<u>(5.7)</u>	<u>(1.0)</u>

Below, the movement of loss due to obsolescence:

	12.31.2023	12.31.2022	12.31.2021
Beginning balance	(126.1)	(150.9)	(210.3)
Additions	(50.5)	(38.4)	(45.6)
Disposals	13.5	54.0	84.0
Reversals	37.5	8.6	17.3
Foreign exchange loss	(0.3)	0.6	1.6
Assets held for sale	—	—	2.1
Ending balance	<u>(125.9)</u>	<u>(126.1)</u>	<u>(150.9)</u>

Provision for obsolescence is recorded for items without activity for over two years and with no planned use in the production program, and to cover expected losses from excess inventories or obsolete work in progress, except for inventories of spare parts, for which the provision is based on technical obsolescence of items without activity for over two years.

11. OTHER ASSETS

	12.31.2023	12.31.2022
Taxes recoverable (i)	130.6	141.6
Prepaid expenses	66.5	69.6
Other debtors (ii)	60.9	65.4
Loans granted	60.5	—
Court-mandated escrow deposits (iii)	39.0	26.7
Loan with a joint operation	22.4	26.8
Advances to employees	18.0	15.0
Guarantee deposits	11.8	6.8
Advances for services to be rendered	3.7	9.2
Collateralized accounts receivable	2.9	5.8
Others	37.9	14.6
	454.2	381.5
Current	312.9	246.3
Non-current	141.3	135.2

(i) Below, the composition of the balance presented as “Taxes recoverable”.

	12.31.2023	12.31.2022
ICMS (State Value-added Tax) and IPI (Excise Tax)	56.0	56.6
PIS (Social Integration Program) and COFINS (Contribution for Social Security)	34.7	63.2
Reintegra (Special regime for exporters)	16.6	—
Value added tax	4.6	7.4
Income tax and social security on net income withheld	7.0	6.2
Advance service tax (ISS- Service tax)	6.3	5.4
Others	5.4	2.8
	130.6	141.6
Current	72.9	76.7
Non-current	57.7	64.9

- In 2022, the Company recognized the amount of US\$ 38.8 referring to extemporaneous PIS and COFINS credits related to the nationalization (payment of taxes) of goods imported under the RECOF (Special Tax Regime).
- (ii) Corresponds mainly to rework done on materials and parts received from suppliers, which will be reimbursed in cash by the supplier or through credits granted that can be used to offset trade accounts payable when requested by the Company and approved by the supplier.
- (iii) Refers to deposits arising from lawsuits, substantially to federal taxes and contributions, in which there is a liability recorded Note 24.



12. INTEREST IN ENTITIES

See accounting policy in Note 2.3.1.

12.1 Subsidiaries without non-controlling interests

There are no contractual or legal restrictions on the Company’s access to assets or settlement of liabilities of these subsidiaries.

There are inherent risks to the operations of these entities, the most significant of which are described below:

- Economic Risks: potential losses from fluctuations in market conditions (price of products, exchange rate and interest).
- Operational risk: potential losses resulting from the emergence of new technologies or failure of current processes.
- Credit risk: potential losses that might occur if a third party (customer) becomes unable to meet its obligations, and
- Liquidity risk: financial inability to meet financial obligations.

12.2 Subsidiaries with non-controlling interests

12.31.2023					
Entity	Country	Interest Embraer Group	Non-controlling interest		Income (loss)
OGMA - Indústria Aeronáutica de Portugal S.A.	Portugal	65.0%	35.0%	46.0	2.3
Visiona Tecnologia Espacial S.A.	Brazil	51.0%	49.0%	14.5	(0.9)
Embraer CAE Training Services, LLC	United States of America	51.0%	49.0%	29.0	11.0
Embraer CAE Training Services (NL) B.V.	Netherlands	51.0%	49.0%	9.4	(0.6)
Tempest Serviços de Informática S.A.	Brazil	76.6%	23.4%	7.2	21.3
EVE Holding Inc.	United States of America	89.4%	10.6%	11.0	(96.2)
EVE Holding Inc. - Listing Expenses	United States of America	0.0%	100.0%	135.7	—
				252.8	

12.31.2022					
Entity	Country	Interest Embraer Group	Non-controlling interest		Income (loss)
OGMA - Indústria Aeronáutica de Portugal S.A.	Portugal	65.0%	35.0%	43.5	(19.5)
Visiona Tecnologia Espacial S.A.	Brazil	51.0%	49.0%	14.4	2.5
Embraer CAE Training Services, LLC	United States of America	51.0%	49.0%	33.1	11.8
Tempest Serviços de Informática S.A.	Brazil	61.0%	39.0%	10.0	0.7
EVE Holding Inc.	United States of America	89.7%	10.3%	20.1	(308.5)
EVE Holding Inc. - Listing Expenses	United States of America	0.0%	100.0%	135.7	—
				256.8	

The financial position of the most significant entities with non-controlling interests is summarized below, which are OGMA - Indústria Aeronáutica de Portugal S.A. and Eve Holding, Inc. Other entities combined represent less than 5% of consolidated profit before taxes.

	OGMA			EVE	
	12.31.2023	12.31.2022	12.31.2021	12.31.2023	12.31.2022
Assets	289.5	253.5	259.5	230.1	291.0
Liabilities	158.0	129.1	105.3	126.1	95.9
Shareholders’ equity	131.5	124.4	154.2	104.0	195.1
Net Revenue	250.1	216.5	244.7	—	—
Net income (loss) for the year	2.3	(19.5)	(4.2)	(96.2)	(308.5)

	<p>The market capitalization value of the Company’s interest in Eve Holding is R\$ 8,537,076 (2022: R\$ 9,072,537), corresponding to 240,899,589 shares, valued at the price of the share on December 31, 2023 on the NYSE (US\$ 7.32 / R\$ 35.44) (2022: 241,500,000 shares, at the price of share on December 31, 2022 on the NYSE (US\$ 7.20 / R\$ 37.57).</p> <p>The market cap for these shares does not necessarily reflect the realization value on the sale of a representative lot of shares.</p> <p>Subsidiaries with non-controlling interests are subject to the same risks as the wholly owned subsidiaries.</p> <p>The Company has significant restrictions on access to cash balances, cash equivalents and financial investments of Eve Holding, Inc. to settle obligations not directly related to the business of Eve Holding, Inc., as defined in the Eve Holding, Inc. shareholders’ agreement (protective law).</p>
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13. RELATED PARTIES

13.1 Related party transactions

	<p>The mainly transactions with related parties refer to:</p> <ul style="list-style-type: none"><li>• Assets: (i) accounts receivable for spare parts, aircraft sales and product development, under conditions agreed between the parties, considering the volumes, risks involved and corporate policies; (ii) balances of financial investments; and (iii) bank deposits.</li><li>• Liabilities: (i) purchase of aircraft components and spare parts, under conditions agreed between the parties, considering the volumes, risks involved, and corporate policies; (ii) advances received on sales contracts, according to contractual agreements; (iii) commission for sale of aircraft and spare parts; (iv) financing for research and product development at market rates for this kind of financing; (v) loans and financing; and (vi) export financing.</li><li>• Profit or loss: (i) purchases and sales of aircraft, components and spare parts and development of products for the Defense &amp; Security market; (ii) financial income and expenses from financial investments and expenses from loans and financing; and (iii) supplementary pension plan.</li></ul>
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13.2 Brazilian Federal Government

	<p>The Brazilian Federal Government maintains direct and indirect participation through the ownership of a common share called golden share. As of December 31, 2023, the Brazilian Federal Government held an indirect interest of 5.37% in the Company’s capital through BNDES Participações S.A (“BNDESPAR”), a wholly owned subsidiary of the <i>Banco Nacional do Desenvolvimento Econômico e Social</i> (the Brazilian Development Bank, or “BNDES”), which, in turn, is controlled by the Brazilian Federal Government.</p> <p>The Brazilian government plays a key role in the Company’s business activities, including as:</p> <ul style="list-style-type: none"><li>• Major customer for Defense &amp; Security products (through the Brazilian Air Force, Brazilian Army, and Brazilian Navy).</li><li>• Source of research and development financing through technology development institutions (<i>Financiadora de Estudos e Projetos</i> - FINEP and BNDES).</li><li>• Export credit agency (through the BNDES), and</li><li>• Source of short-term and long-term financing and a provider of asset management and commercial banking services (through Banco do Brasil).</li></ul>
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Embraer S.A.

Notes to the Consolidated Financial Statements  
In millions of U.S. dollar, unless otherwise stated

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Below, the balances and results with related parties:

	12.31.2023					
	Current		Non-current		Financial Results	Operating Results
	Assets	Liabilities	Assets	Liabilities		
Banco do Brasil S.A.	209.1	—	73.6	—	15.0	—
Banco Nacional de Desenvolvimento Econômico e Social – BNDES	—	1.6	—	626.1	(20.2)	—
Caixa Econômica Federal	0.1	—	—	—	—	—
Comando da Aeronáutica (Brazilian Air Force)	307.9	71.9	—	—	—	8.8
Exército Brasileiro (Brazilian Army)	6.6	8.9	—	—	—	0.1
Embraer Prev - Sociedade de Previdência Complementar	—	0.3	—	—	—	(17.3)
Ez Air Interior Limited	10.8	10.8	11.6	11.6	—	—
Financiadora de Estudo e Projetos – FINEP	—	—	—	—	(0.1)	—
Governo Brasileiro - Bonds (Brazilian government -Bonds)	0.1	—	66.5	—	2.6	—
Marinha do Brasil (Brazilian Navy)	2.4	3.8	—	—	—	(1.3)
	<u>537.0</u>	<u>97.3</u>	<u>151.7</u>	<u>637.7</u>	<u>(2.7)</u>	<u>(9.7)</u>

	12.31.2022					
	Current		Non-current		Financial Results	Operating Results
	Assets	Liabilities	Assets	Liabilities		
Banco do Brasil S.A.	329.0	—	73.5	—	6.2	—
Banco Nacional de Desenvolvimento Econômico e Social – BNDES	—	1.3	—	300.0	(6.3)	—
Comando da Aeronáutica (Brazilian Air Force)	363.1	59.9	—	—	—	29.6
Exército Brasileiro (Brazilian Army)	5.7	7.9	—	—	—	2.1
Embraer Prev - Sociedade de Previdência Complementar	—	—	—	—	—	(9.7)
Ez Air Interior Limited	5.2	5.2	21.7	21.7	—	—
Financiadora de Estudo e Projetos – FINEP	—	6.4	—	—	(0.4)	—
FIP Aeroespacial	—	—	—	11.2	—	—
Governo Brasileiro - Bonds (Brazilian government -Bonds)	0.1	—	66.5	—	2.5	—
Marinha do Brasil (Brazilian Navy)	1.7	1.8	—	—	—	(1.4)
	<u>704.8</u>	<u>82.5</u>	<u>161.7</u>	<u>332.9</u>	<u>2.0</u>	<u>20.6</u>

	12.31.2021	
	Financial Results	Operating Results
Banco do Brasil S.A.	(1.8)	—
Banco Nacional de Desenvolvimento Econômico e Social – BNDES	(6.2)	—
Comando da Aeronáutica (Brazilian Air Force)	—	(42.0)
Marinha do Brasil (Brazilian Navy)	—	(2.0)
Embraer Prev - Sociedade de Previdência Complementar	—	(12.0)
Exército Brasileiro (Brazilian Army)	—	3.3
Financiadora de Estudo e Projetos – FINEP	(0.7)	—
	<u>(8.7)</u>	<u>(52.7)</u>

13.3 Remuneration of key management personnel

The remuneration of key Administration personnel comprises:

		12.31.2023	12.31.2022	12.31.2021
Short-term benefits	(i)	8.5	8.5	6.1
Share based payment	(ii)	2.7	(1.0)	2.4
<b>Total remuneration</b>		<u>11.2</u>	<u>7.5</u>	<u>8.5</u>

- (i) Includes wages, salaries, profit sharing, bonuses, and indemnities, as well as the compensation of external members engaged in the statutory advisory committees.
- (ii) Share-based remuneration increased in 2023 with the appreciation of Embraer’s virtual shares in the market (Note 26) and reduced in 2022 due to the devaluation of shares in that period.

The Company considers as key management personnel the members of the statutory Board of Directors and statutory Executive Directors.

14. PROPERTY, PLANT AND EQUIPMENT

See accounting policy in Note 2.3.8.

12.31.2023													
	Land	Buildings and improvements	Installations	Machinery and equipment	Furniture and fixtures	Vehicles	Aircraft	Computers and peripherals	Tooling	Other assets	Exchange pool program assets	Construction in progress	Total
Cost													
At December 31, 2022	10.2	655.8	88.4	724.3	42.7	11.9	4.5	115.0	615.6	18.5	709.4	51.5	3,047.8
Additions	—	2.8	—	29.9	1.1	0.2	—	2.8	13.4	0.6	106.9	81.0	238.7
Disposals	—	(1.3)	(0.4)	(29.0)	(4.0)	(1.4)	—	(16.8)	(5.4)	—	(21.0)	—	(79.3)
Reclassifications*	—	9.2	0.4	5.8	0.3	1.1	—	0.4	0.2	—	(15.6)	(17.4)	(15.6)
Translation adjustments	—	0.9	0.3	2.6	0.2	0.1	—	0.7	—	—	9.7	6.0	20.5
At December 31, 2023	10.2	667.4	88.7	733.6	40.3	11.9	4.5	102.1	623.8	19.1	789.4	121.1	3,212.1
Accumulated depreciation													
At December 31, 2022	—	(196.8)	(36.6)	(396.4)	(29.2)	(9.5)	(4.3)	(106.6)	(389.4)	(18.5)	(211.3)	—	(1,398.6)
Depreciation	—	(18.9)	(2.8)	(25.0)	(2.6)	(0.5)	(0.2)	(3.1)	(21.9)	(0.6)	(16.0)	—	(91.6)
Disposals	—	0.8	0.1	19.6	3.7	1.4	—	15.9	5.3	—	8.7	—	55.5
Reclassifications*	—	—	—	—	—	—	—	—	—	—	0.3	—	0.3
Interest on capitalized assets	—	(1.1)	—	—	—	—	—	—	—	—	—	—	(1.1)
Translation adjustments	—	(0.2)	(0.1)	(1.4)	(0.2)	(0.1)	—	0.1	—	—	(4.0)	—	(5.9)
At December 31, 2023	—	(216.2)	(39.4)	(403.2)	(28.3)	(8.7)	(4.5)	(93.7)	(406.0)	(19.1)	(222.3)	—	(1,441.4)
Net													
At December 31, 2022	10.2	459.0	51.8	327.9	13.5	2.4	0.2	8.4	226.2	—	498.1	51.5	1,649.2
At December 31, 2023	10.2	451.2	49.3	330.4	12.0	3.2	—	8.4	217.8	—	567.1	121.1	1,770.7

	12.31.2022												
	Land	Buildings and improvements	Installations	Machinery and equipment	Furniture and fixtures	Vehicles	Aircraft	Computers and peripherals	Tooling	Other assets	Exchange pool program assets	Construction in progress	Total
Cost													
At December 31, 2021	10.2	656.9	88.4	727.8	46.5	12.0	23.7	116.4	672.2	18.5	712.5	35.2	3,120.3
Additions	—	1.2	—	23.3	1.5	0.4	—	3.3	7.2	—	70.1	29.2	136.2
Disposals	—	(4.2)	—	(19.9)	(5.0)	(0.4)	(19.2)	(3.7)	(56.2)	—	(31.0)	—	(139.6)
Reclassifications*	—	3.6	0.5	(2.1)	(0.1)	0.1	—	(0.6)	(7.4)	—	(27.2)	(11.7)	(44.9)
Translation adjustments	—	(1.7)	(0.5)	(4.8)	(0.2)	(0.2)	—	(0.4)	(0.2)	—	(15.0)	(1.2)	(24.2)
At December 31, 2022	10.2	655.8	88.4	724.3	42.7	11.9	4.5	115.0	615.6	18.5	709.4	51.5	3,047.8
Accumulated depreciation													
At December 31, 2021	—	(183.2)	(34.8)	(394.0)	(30.1)	(9.5)	(22.9)	(107.7)	(416.5)	(18.5)	(215.5)	—	(1,432.7)
Depreciation	—	(18.4)	(2.6)	(26.2)	(3.2)	(0.5)	(0.1)	(3.3)	(23.4)	—	(13.9)	—	(91.6)
Disposals	—	2.4	—	14.5	3.7	0.3	18.7	3.3	42.9	—	11.3	—	97.1
Reclassifications*	—	3.0	0.7	5.5	0.2	—	—	0.7	7.5	—	0.3	—	17.9
Interest on capitalized assets	—	(1.1)	—	—	—	—	—	—	—	—	—	—	(1.1)
Translation adjustments	—	0.5	0.1	3.8	0.2	0.2	—	0.4	0.1	—	6.5	—	11.8
At December 31, 2022	—	(196.8)	(36.6)	(396.4)	(29.2)	(9.5)	(4.3)	(106.6)	(389.4)	(18.5)	(211.3)	—	(1,398.6)
Net													
At December 31, 2021	10.2	473.7	53.6	333.8	16.4	2.5	0.8	8.7	255.7	—	497.0	35.2	1,687.6
At December 31, 2022	10.2	459.0	51.8	327.9	13.5	2.4	0.2	8.4	226.2	—	498.1	51.5	1,649.2

	12.31.2021												
	Land	Buildings and improvements	Installations	Machinery and equipment	Furniture and fixtures	Vehicles	Aircraft	Computers and peripherals	Tooling	Other assets	Exchange pool program assets	Construction in progress	Total
Cost													
At December 31, 2020	11.0	716.9	93.6	881.0	49.0	12.3	23.7	121.1	655.6	18.4	737.5	65.4	3,385.5
Additions	—	0.6	—	13.1	0.6	0.3	—	0.9	5.2	0.1	62.4	18.5	101.7
Disposals	—	(14.9)	—	(14.2)	(2.7)	(0.4)	—	(3.2)	(0.4)	—	(35.9)	—	(71.7)
Impairment	—	—	—	12.4	—	—	—	—	1.4	—	—	—	13.8
Reclassifications*	—	21.2	0.5	6.0	0.5	0.1	—	0.7	10.4	—	(23.2)	(39.3)	(23.1)
Translation adjustments	—	(2.6)	(0.6)	(7.8)	(0.4)	(0.3)	—	(1.1)	—	—	(28.3)	(0.8)	(41.9)
Assets held for sale	(0.8)	(64.3)	(5.1)	(162.7)	(0.5)	—	—	(2.0)	—	—	—	(8.6)	(244.0)
At December 31, 2021	10.2	656.9	88.4	727.8	46.5	12.0	23.7	116.4	672.2	18.5	712.5	35.2	3,120.3
Accumulated depreciation													
At December 31, 2020	—	(180.1)	(33.8)	(422.2)	(25.8)	(9.5)	(22.4)	(107.7)	(397.8)	(18.4)	(211.8)	—	(1,429.5)
Depreciation	—	(20.9)	(2.5)	(30.7)	(7.3)	(0.7)	(0.5)	(5.7)	(18.6)	(0.1)	(21.0)	—	(108.0)
Disposals	—	5.1	—	13.9	2.6	0.4	—	3.0	0.2	—	11.8	—	37.0
Impairment	—	—	—	(2.3)	—	—	—	—	(0.3)	—	—	—	(2.6)
Reclassifications*	—	—	—	—	—	—	—	—	—	—	1.1	—	1.1
Interest on capitalized assets	—	(1.1)	—	—	—	—	—	—	—	—	—	—	(1.1)
Translation adjustments	—	1.0	0.2	6.3	0.3	0.3	—	0.9	—	—	4.4	—	13.4
Assets held for sale	—	12.8	1.3	41.0	0.1	—	—	1.8	—	—	—	—	57.0
At December 31, 2021	—	(183.2)	(34.8)	(394.0)	(30.1)	(9.5)	(22.9)	(107.7)	(416.5)	(18.5)	(215.5)	—	(1,432.7)
Net													
At December 31, 2020	11.0	536.8	59.8	458.8	23.2	2.8	1.3	13.4	257.8	—	525.7	65.4	1,956.0
At December 31, 2021	10.2	473.7	53.6	333.8	16.4	2.5	0.8	8.7	255.7	—	497.0	35.2	1,687.6

\* Non-cash transactions (reclassification between accounts within property, plant and equipment and inventories).

15. INTANGIBLE ASSETS

See accounting policy in Note 2.3.9.

	12.31.2023								
	Internally developed					Acquired from third party			
	Commercial	Executive	Defense & Security	Service & Support	Others	Software	Goodwill	Others	Total
<b>Intangible cost</b>									
At December 31, 2022	1,274.4	1,544.6	132.4	9.0	4.6	302.0	22.3	10.6	3,299.9
Additions (i)	36.9	58.8	26.1	22.0	45.5	2.8	—	—	192.1
Disposals	—	—	—	—	(8.6)	(3.4)	—	(1.6)	(13.6)
Reclassifications	—	—	(13.6)	—	13.6	—	—	—	—
Translation adjustments	—	—	1.0	—	1.7	0.2	1.5	—	4.4
At December 31, 2023	1,311.3	1,603.4	145.9	31.0	56.8	301.6	23.8	9.0	3,482.8
<b>Accumulated amortization</b>									
At December 31, 2022	(81.1)	(663.0)	(51.9)	—	(2.4)	(253.1)	—	(1.9)	(1,053.4)
Amortization	(58.2)	(43.9)	(3.4)	—	(1.5)	(24.0)	—	(0.9)	(131.9)
Amortization of contribution from suppliers	19.5	10.3	—	—	—	—	—	—	29.8
Disposals	—	—	—	—	2.3	3.4	—	0.3	6.0
Reclassifications	—	—	2.7	—	(2.7)	—	—	—	—
Interest on capitalized assets	—	(1.3)	—	—	—	—	—	—	(1.3)
Translation adjustments	—	—	(0.2)	—	(0.5)	(0.3)	—	—	(1.0)
At December 31, 2023	(119.8)	(697.9)	(52.8)	—	(4.8)	(274.0)	—	(2.5)	(1,151.8)
<b>Intangible, net</b>									
At December 31, 2022	1,193.3	881.6	80.5	9.0	2.2	48.9	22.3	8.7	2,246.5
At December 31, 2023	1,191.5	905.5	93.1	31.0	52.0	27.6	23.8	6.5	2,331.0

- (i)
- Of the total additions, US\$ 42.4 million corresponds to costs incurred in the development of the electric vehicle and vertical landing (“eVTOL”) by EVE since August 2023, when the relevant stages in the development process have been reached.

	12.31.2022									
	Internally developed					Acquired from third party				
	Commercial	Executive	Defense & Security	Service & Support	Others	Development	Software	Goodwill	Others	Total
<b>Intangible cost</b>										
At December 31, 2021	1,234.2	1,405.8	55.8	—	4.6	11.8	310.6	21.4	169.6	3,213.8
Additions	40.4	48.6	13.7	9.0	—	—	4.1	—	4.0	119.8
Disposals	—	—	—	—	—	—	(1.6)	—	(5.3)	(6.9)
Reclassifications	(0.2)	90.2	62.0	—	—	(11.8)	(10.1)	—	(157.7)	(27.6)
Translation adjustments	—	—	0.9	—	—	—	(1.0)	0.9	—	0.8
At December 31, 2022	1,274.4	1,544.6	132.4	9.0	4.6	—	302.0	22.3	10.6	3,299.9
<b>Accumulated amortization</b>										
At December 31, 2021	(80.1)	(617.4)	(43.9)	—	(1.8)	(3.6)	(234.2)	—	(19.4)	(1,000.4)
Amortization	(31.6)	(42.9)	(2.4)	—	(0.6)	—	(25.6)	—	(0.6)	(103.7)
Amortization of contribution from suppliers	10.2	10.9	—	—	—	—	—	—	—	21.1
Disposals	—	—	—	—	—	—	1.6	—	1.1	2.7
Reclassifications	20.4	(12.2)	(5.2)	—	—	3.6	4.1	—	17.0	27.7
Interest on capitalized assets	—	(1.4)	—	—	—	—	—	—	—	(1.4)
Translation adjustments	—	—	(0.4)	—	—	—	1.0	—	—	0.6
At December 31, 2022	(81.1)	(663.0)	(51.9)	—	(2.4)	—	(253.1)	—	(1.9)	(1,053.4)
<b>Intangible, net</b>										
At December 31, 2021	1,154.1	788.4	11.9	—	2.8	8.2	76.4	21.4	150.2	2,213.4
At December 31, 2022	1,193.3	881.6	80.5	9.0	2.2	—	48.9	22.3	8.7	2,246.5

	12.31.2021								
	Internally developed				Acquired from third party				Total
	Commercial	Executive	Defense & Security	Others	Development	Software	Goodwill	Others	
At December 31, 2020	1,126.0	1,339.8	52.0	4.6	10.7	308.1	21.7	136.7	2,999.6
Additions	108.2	16.6	3.8	—	1.6	6.3	—	30.0	166.5
Disposals	—	—	—	—	—	(1.1)	—	—	(1.1)
Impairment	—	49.0	—	—	—	—	—	4.1	53.1
Interest on capitalized assets	—	0.4	—	—	—	—	—	—	0.4
Translation adjustments	—	—	—	—	(0.5)	(1.9)	(0.3)	(1.2)	(3.9)
Assets held for sale	—	—	—	—	—	(0.8)	—	—	(0.8)
At December 31, 2021	1,234.2	1,405.8	55.8	4.6	11.8	310.6	21.4	169.6	3,213.8
Accumulated amortization									
At December 31, 2020	(60.5)	(589.0)	(43.5)	(1.5)	(3.6)	(212.4)	—	(13.5)	(924.0)
Amortization	(19.6)	(34.9)	(0.4)	(0.3)	—	(25.1)	—	(6.3)	(86.6)
Amortization of contribution from suppliers	—	10.1	—	—	—	—	—	—	10.1
Disposals	—	—	—	—	—	1.0	—	—	1.0
Impairment	—	(2.3)	—	—	—	—	—	—	(2.3)
Interest on capitalized assets	—	(1.3)	—	—	—	—	—	—	(1.3)
Translation adjustments	—	—	—	—	—	1.6	—	0.4	2.0
Assets held for sale	—	—	—	—	—	0.7	—	—	0.7
At December 31, 2021	(80.1)	(617.4)	(43.9)	(1.8)	(3.6)	(234.2)	—	(19.4)	(1,000.4)
Intangible, net									
At December 31, 2020	1,065.5	750.8	8.5	3.1	7.1	95.7	21.7	123.2	2,075.6
At December 31, 2021	1,154.1	788.4	11.9	2.8	8.2	76.4	21.4	150.2	2,213.4

16. IMPAIRMENT OF NON-FINANCIAL ASSETS

See accounting policy in Note 2.3.10.

The impairment tests performed, the Company did not identify scenarios of devaluation or reversal of impairment losses.

Except for the sensitivity analysis presented below for two of the CGUs of the Company, the remaining CGUs present headroom in a range between approximately 26% to 8,997% when comparing the recoverable amount measured by its value-in-use and carrying amount at the reporting date. Therefore, Management concludes there is no significant risk of impairment loss in these CGUs, considering the assumptions applied in the sensitivity analysis of this reporting period.

The sensitivity analysis presented demonstrates how variation in certain key assumptions in the impairment test of the main CGUs of the Company would change the tests carried out.

E2 Platform (Commercial Aviation)

Key assumption	Factor	Sensitivity	Impact in impairment test
Estimated aircraft deliveries during the useful life of platform up to 2045 and keeping current market share	—	5%	Negative changes of 5% in the estimated volume of deliveries would cause reduction in the CGU headroom from US\$ 329 to US\$ 210
Discount rate	9.9%	100bps	Increase of 100bps in the discount rate would cause reduction in the CGU headroom from US\$ 329 to US\$ 234
Foreign exchange rate (US\$/R\$) – rate applied to translate cash flows generated in foreign currency (R\$) to the functional currency (US\$)	R\$ 4.8413	10%	Reduction of 10% in foreign exchange rate (US\$/R\$) would cause impairment losses of US\$ 108

The impacts over future cash flows related to the decision to pause for three years in the development of the E175-E2 aircraft, approved by the Board of Directors on February 18, 2022, was considered by Management in the impairment test of the E2 Platform CGU as of December 31, 2023, and did not result in impairment losses.



E1 - Cargo (Services & Support)

Key assumption	Factor	Sensitivity	Impact in impairment test
Estimated aircraft deliveries during the useful life of platform up to 2033 and keeping current market share	—	5%	Negative changes of 5% in the estimated volume of deliveries would cause impairment losses of US\$ 2.
Discount rate	9.9%	100bps	Increase of 100bps in the discount rate would cause a reduction in the CGU headroom from US\$ 7 to US\$ 4
Foreign exchange rate (US\$/R\$) – rate applied to translate cash flows generated in foreign currency (R\$) to the functional currency (US\$)	R\$ 4.8413	10%	Reduction of 10% in the foreign exchange rate (US\$/R\$) would cause reduce reduction in the CGU headroom from US\$ 7 to US\$ 2.

16.1 Key assumptions of impairment test

- The Company identified three new cash-generating units for the period ending December 31, 2023. The new CGUs: EVTOL, UATM and S&S are related to the “Others” business unit and are focused on the development of electric vertical takeoff and landing aircraft (eVTOL), the Urban Air Mobility (UATM) business and services to facilitate Urban Air Mobility operations ( UAM), including Maintenance, Repair and Overhaul (MRO) services, materials and logistics, technical services, training services for pilots and mechanics, and additionally ground handling services and data services (S&S).
- Future cash flows were projected for a period of 7 years (2024 to 2030) and discounted using a weighted average cost of capital (WACC) rate, reconciled to an estimated pre-tax rate of 9.9% on December 31, 2023, and 2022.
- Part of the future cash flows were budgeted in reais and translated to the Company’s functional currency (U.S. dollar) based on the observable rate on December 31, 2023 of R\$ 4.8413. The 7.2% appreciation of the Real against the U.S. dollar in 2023 did not have a significant impact on future cash flows.

17. TRADE ACCOUNTS PAYABLE

See accounting policy in Note 2.3.3.

	12.31.2023	12.31.2022
Foreign suppliers	420.4	355.5
Domestic suppliers	175.7	162.6
Risk partners	190.9	221.4
	<u>787.0</u>	<u>739.5</u>

18. TRADE ACCOUNTS PAYABLE – SUPPLIER FINANCE ARRANGEMENTS

See accounting policy in Note 2.3.3.

The Company has entered into agreements with financial institutions with the purpose of carrying out commercial operations with domestic and foreign suppliers. During these transactions, suppliers can exclusively transfer at their discretion, the right to receive the invoices issued against the Company to these financial institutions, which in turn comes to be the creditor of discounted instruments. The suppliers that carry out this operation receive the resources before the commercial term of the security, discounting the costs and financial charges of the transaction.

This operation does not significantly alter the prices and commercial conditions negotiated with suppliers, nor are there any financial charges for the Company.

On December 31, 2023, the amount payable by the Company arising from these operations is US\$ 37.6 (2022: US\$ 27.5), with an average payment term of 104 days (2022: 89 days).

19. LOANS AND FINANCING

See accounting policy in Note 2.3.3.

	Currency	Contractual interest rate - %	Effective interest rate - %	Maturity		12.31.2023	12.31.2022	
Guaranteed Notes	US\$	5.70% p.a.	7.29% p.a.	2023		—	204.9	
		5.05% p.a.	5.14% p.a.	2025	(i)	—	957.0	
		5.40% p.a.	5.45% p.a.	2027	(i)	532.9	744.9	
		6.95% p.a.	7.13% p.a.	2028	(i)	491.2	729.5	
		7.00% p.a.	7.18% p.a.	2030	(ii)	760.3	—	
Working capital	US\$	4.35% p.a. to 4.50% p.a.	4.35% p.a. to 4.50% p.a.	2030		25.2	24.4	
		Libor 1M + 1.30% p.a.	Libor 1M + 1.30% p.a.	2023		—	8.4	
		SOFR 6M + 0.75% p.a.	SOFR 6M + 3.02% p.a.	2029		44.1	57.1	
		SOFR 6M + 0.75% p.a.	SOFR 6M + 3.02% p.a.	2030		13.5	—	
		SOFR 6M + 0.50% p.a.	SOFR 6M + 3.24% p.a.	2025		22.4	—	
		SOFR 6M + 2.60% p.a.	SOFR 6M + 2.60% p.a.	2027		102.4	101.9	
		Euribor 1M + 1.40% p.a.	Euribor 1M + 1.40% p.a.	2024		2.9	1.1	
Export financing	US\$	Euribor 12M + 1.31% p.a	Euribor 12M + 1.31% p.a	2026		2.3	4.4	
		4.78% p.a. to 5.53% p.a.	4.78% p.a. to 5.53% p.a.	2024		30.7	26.9	
		5.43% p.a.	5.43% p.a.	2027		401.0	—	
		Libor 3 M +1.76% p.a.	Libor 3 M +1.76% p.a.	2023		—	301.3	
		SOFR 12M + 1.77% p.a.	SOFR 12 M + 1.89% p.a.	2028		165.8	—	
		4.99% p.a.	5.84% p.a.	2028		30.5	—	
		5.44% p.a.	6.29% p.a.	2028		170.0	—	
Property, plant and equipment	US\$	5.92% p.a.	6.15% p.a.	2026		30.5	—	
		SIFMA	SIFMA	2035		20.5	21.1	
		5.64% p.a. a 5.77% p.a	5.91% p.a. to 6.05% p.a.	2035		12.7	—	
		10.5% p.a.	10.5% p.a.	2028		10.0	10.0	
							2,868.9	3,192.9
		Working capital	R\$	CDI + 2.60% p.a.	CDI + 2.60% p.a.	2026	4.3	4.0
							—	—
Projects	R\$	3.50% p.a.	3.50% p.a.	2023		—	6.3	
		4.55% p.a.	4.66% p.a.	2035		13.2	—	
						17.5	10.3	
Total						2,886.4	3,203.2	
Current						127.1	308.5	
Non-current						2,759.3	2,894.7	

- (i) In June 2023, the Company initiated a public offer to repurchase outstanding notes remunerated at 5.05% p.a. and maturity in 2025, issued by Embraer Netherlands Finance B.V. The public offering was closed with the receipt of valid offers totaling US\$ 536.2 and payment made in July 2023.
- In July 2023, the Company announced a repurchase offer to acquire the outstanding notes maturing in 2025, 2027 and 2028 and yielding 5.05% p.a., 5.40% p.a. and 6.95% p.a., respectively.
- In August 2023, the anticipated result of the offer was announced, consisting of the receipt of valid offers totaling US\$ 39.1, US\$ 204.3, and US\$ 189.3 for notes 2025, 2027 and 2028, respectively. Payment was made on August 10, 2023. In the same month, the Company finalized the offer with the additional redemption of US\$ 7.9, US\$ 1.6, and US\$ 0.4 for notes 2025, 2027 and 2028, respectively.

- Still in August 2023, the Company announced the total repurchase of notes in circulation due in 2025, in the amount of US\$ 369.6, leaving no further obligation of the Company towards the investor. Payment was made in September 2023.
- (ii) In July 2023, Embraer Netherlands Finance B.V. raised funds through the issuance of guaranteed bonds in the amount of US\$ 750.0 and due on July 28, 2030. The operation is fully and unconditionally guaranteed by the Company.

As of December 31, 2023, the maturity schedule for loans and financing classified as non-current is:

2025	27.5
2026	47.2
2027	1,035.7
2028	861.0
After 2028	787.9
	<u>2,759.3</u>

19.1 Interest and guarantees

As a guarantee for part of the Company’s financing, properties, improvements, machinery, equipment, and bank guarantees were offered in the total amount of US\$ 799.8 (2022: US\$ 470.8). For the financing of subsidiaries, guarantees were created in the form of financial guarantees and endorsement from Embraer S.A., which totaled the amount of US\$ 1,998.9 (2022: US\$ 3,107.7).

19.2 Restrictive clauses

Loans and financing contracts are subject to restrictive clauses and include restrictions on the creation of new liens on assets, significant changes in the Company’s share control and significant sale of assets.

The financing contract signed between the Company and BNDES, in December 2022, has a restrictive financial covenant. As of December 31, 2023, the Company was in compliance with the restrictive clause and the next mandatory measurement of the indicator will be done at the end of 2024.

20. SUPPLEMENTAL CASH FLOW INFORMATION

20.1 Reconciliation of debt with cash flows arising from financing activities

	Loans and financing	Lease liabilities	Total
At December 31, 2022	3,203.2	70.9	3,274.1
Proceeds	2,000.7	—	2,000.7
Payments	(2,331.9)	(13.7)	(2,345.6)
Cash flow from financing activities	(331.2)	(13.7)	(344.9)
Others			
Interest payment	(172.8)	—	(172.8)
Interest expense	183.0	4.2	187.2
Exchange rate variation and conversion adjustments	2.5	(6.1)	(3.6)
Addition - Lease Liabilities	—	41.9	41.9
Disposals - Lease Liabilities	—	(1.2)	(1.2)
Others	1.7	—	1.7
At December 31, 2023	2,886.4	96.0	2,982.4
Current	127.1	13.8	
Non-current	2,759.3	82.2	
	2,886.4	96.0	

20.2 Transactions not affecting cash and cash equivalents

	12.31.2023	12.31.2022	12.31.2021
Non-cash investing transactions			
Write off on Property, plant and equipment by transfer to pool parts inventory	(15.6)	(27.2)	(23.2)

21. OTHER PAYABLES

	12.31.2023	12.31.2022
Provisions related to payroll	123.0	100.7
Provision for employee profit sharing	66.2	51.3
Long-term incentive (i)	45.4	34.0
Other accounts payable (ii)	45.5	33.6
Non-controlling purchase options - EVE (iii)	24.0	30.0
Mutual with jointly controlled operation	22.4	26.8
Commission payable	10.4	16.0
Contractual obligations (iv)	15.8	22.3
Non-controlling purchase options - Tempest (v)	15.1	31.0
Brazilian air force	7.7	2.6
Insurance	4.9	6.1
Recourse and non-recourse debt	2.9	5.8
Facility accounts payable	2.4	1.9
Training simulator	2.0	5.9
Accounts payable from financial guarantees	—	3.0
	387.7	371.0
Current	332.3	319.9
Non-current	55.4	51.1

- (i) Refers to the fair value of liabilities for share-based payment plans (Note 26) and charges.
- (ii) Represents, substantially, the provision for expenses already incurred as of the reporting date and for which payments are made during the following month.
- (iii) Refers to put options, issued by the Company, which grant some minority shareholders of EVE Holding, Inc. the right, but not the obligation, to sell the shares they own in EVE Holding, Inc.
- (iv) Represents amounts recorded regarding contractual obligations assumed by the Company in contracts with customers mainly related to commercial concessions and costs to obtain contracts.

- (v) As part of the acquisition of control of Tempest Serviços de Informática S.A. (2020), the Company received call options and granted put options to non-controlling shareholders in symmetrical and exercisable terms after the lock-up period at fair value for the purposes of the purchase of non-controlling interest. The Company recorded this derivative financial instrument as a reduction of shareholders' equity held by controlling shareholders, taking the risks and benefits of minority interests that continue to be held by non-controlling shareholders.

22. TAXES AND PAYROLL CHARGES PAYABLE

		12.31.2023	12.31.2022
INSS (social security contribution)	(i)	32.1	30.9
IRRF (withholding tax)		13.6	11.8
PIS and COFINS		0.7	2.0
IPI (manufacturing tax)		1.3	0.7
FGTS (government employee severance indemnity fund)		4.6	3.9
Others		8.6	11.1
		60.9	60.4
Current		42.6	47.2
Non-current		18.3	13.2

- (i) The Company is applying for a court decision (judicially and/or administratively) the incidence of social contributions on: 1/3 of vacation and other compensation payments, and the right of not to pay social security contributions according to the system established by Law 12.546/2011 in the year 2018 for one of its subsidiaries. The amount involved and respectively provisioned is US\$ 18.2 (2022: US\$ 14.1).

23. INCOME TAXES

See accounting policy in Note 2.3.7.

23.1 Deferred income tax and social contribution

The components of deferred tax assets and liabilities are shown below:

		12.31.2023	12.31.2022
Temporarily non-deductible provisions	(i)	167.0	111.8
Tax loss carryforwards		1.1	16.6
Functional currency effect of the non monetary assets	(ii)	(316.5)	(428.8)
Gains not realized		33.0	20.8
Effect of differences by fixed asset		(55.1)	(39.0)
Other differences between basis: account x tax	(iii)	3.5	(3.9)
Deferred tax assets (liabilities), net		(167.0)	(322.5)
Total deferred tax asset		137.7	48.1
Total deferred tax liability		(304.7)	(370.6)

- (i) Temporarily non-deductible provisions include accounting provisions, foreign exchange rate gains or losses included in income tax calculation when cash-settled, and other differences which will be included or excluded in income tax calculation when realized for fiscal purposes.
- (ii) As the tax basis for the majority of the Company's assets and liabilities is maintained in reais and the accounting basis is measured in US\$ (functional currency), the fluctuations in the exchange rate significantly impacted the tax basis and, in turn, the deferred income tax.
- (iii) Refers to differences between the accounting and tax bases of assets and liabilities, such as adjustments to contract revenues, borrowing costs, impairment, among others.

Below, the movement of deferred taxes that affected the result:

	From the statement of income	Other comprehensive income	Total
At December 31, 2020	(418.8)	48.7	(370.1)
Temporarily non-deductible provisions	21.6	—	21.6
Tax loss carryforwards	6.6	—	6.6
Functional currency effect of the non-monetary assets	(19.8)	—	(19.8)
Gains not realized	0.2	—	0.2
Effect of differences by fixed asset	(35.5)	—	(35.5)
Differences between basis: account x tax	(11.5)	2.0	(9.5)
Discontinued operation	(1.7)	—	(1.7)
At December 31, 2021	(458.9)	50.7	(408.2)
Temporarily non-deductible provisions	(43.5)	—	(43.5)
Tax loss carryforwards	9.5	—	9.5
Functional currency effect of the non-monetary assets	100.3	—	100.3
Gains not realized	6.1	—	6.1
Effect of differences by fixed asset	(17.6)	—	(17.6)
Differences between basis: account x tax	32.0	(1.1)	30.9
At December 31, 2022	(372.1)	49.6	(322.5)
Temporarily non-deductible provisions	55.2	—	55.2
Tax loss carryforwards	(15.5)	—	(15.5)
Functional currency effect of the non-monetary assets	112.3	—	112.3
Gains not realized	12.2	—	12.2
Effect of differences by fixed asset	(16.1)	—	(16.1)
Other differences between basis: account x tax	4.5	2.9	7.4
At December 31, 2023	(219.5)	52.5	(167.0)

23.2 Recoverability of deferred tax assets

On December 31, 2023, the Company did not recognize deferred tax assets in the amount of US\$ 85.9, US\$ 2.4 related to temporary differences and US\$ 83.5 related to tax losses (2022: US\$ 79.2, US\$ 0.9 related to temporary differences and US\$ 78.3 of tax losses).

23.3 Reconciliation of income tax expense

	12.31.2023	12.31.2022	12.31.2021
Income (loss) before income tax	120.7	(205.8)	27.4
Income tax and social contribution at the nominal Brazilian enacted tax rate - 34%	(41.0)	70.0	(9.3)
Tax on profits of overseas subsidiaries	(8.2)	(76.8)	(92.1)
Transfer Pricing and Thin Capitalization	(1.5)	(2.6)	(36.3)
Functional currency effect of the non-monetary assets	132.4	134.4	(60.0)
Research and development tax incentives	16.6	4.0	1.2
Equity in the earnings of subsidiaries	3.8	2.7	0.4
Non-recognized DTA on tax losses carryforward	(40.4)	(125.4)	(68.2)
Diferent tax rates in subsidiaries	110.5	33.2	28.2
Other differences between accounting and fiscal basis (i)	(128.6)	(37.2)	165.2
	84.6	(67.7)	(61.6)
Income tax and social contribution income (expense) benefit as reported	43.6	2.3	(70.9)
Current income tax and social contribution expense as reported	(109.0)	(84.5)	(32.5)
Deferred income tax and social contribution income (expense) benefit as reported	152.6	86.8	(38.4)
Effective rate	36.1%	-1.1%	-258.8%

(i) Refers substantially to the variation on the exchange rate on the conversion of the P&L accounts, the effects of which are neutralized for tax purposes.

23.4 Uncertainty over income tax treatments

The Company and its subsidiaries held certain discussions with Brazilian tax authorities over administrative and judicial matters related to uncertain treatments adopted when calculating income tax and social contribution on net income. The prognostic assessment was that the chosen tax positions will probably be accepted by the authorities, based on internal and external evaluation by legal advisors, except for a lawsuit that discusses a notice of infraction that disallowed the compensation of CSLL with income tax credit paid abroad. The process is currently awaiting a decision from the Tribunal Regional Federal (TRF) for the 3rd region, of the Company’s appeal. To this process, the Company recognized a provision in the amount of US\$ 4.7 (2022: US\$ 4.0). Other subsidiaries also have amounts with certain uncertainty in the calculation of income taxes, in the amount of US\$ 0.4.

23.5 Global Model Anti-Tax Base Erosion Rules (Pillar 2)

The Pillar 2 legislative framework proposed by the Organization for Economic Co-operation and Development (“OECD”) applies to multinational groups whose consolidated revenue is greater than, or equal, to EUR 750 million in at least two of the last 4 years. This proposed legislation suggests that, if an entity in a consolidated group has an effective tax rate lower than 15%, additional taxation could be imposed on undertaxed profits.

For such rules to take effect, different countries around the world need to introduce them into their domestic legal systems. In May 2023, the IASB issued the International Tax Reform—Pillar 2 Model Rules (complement to IAS12), which introduced a mandatory temporary exception for the recognition of deferred taxes that originate from legislation that implements global minimum taxation. This supplement also requires entities to make new disclosures as of December 31, 2023.

The Company is present in France, Ireland, Spain, Switzerland, the Netherlands, and the United Kingdom, which have introduced new legislation to implement the aforementioned global minimum taxation, and which may affect the Company in the future. In all these countries, the new legislation introduced takes effect only from January 1, 2024, without any impact on the Company’s income tax position for the year 2023.

The Company is developing detailed analyses of the new rules introduced with the support of external consultants to identify potential future impacts for the years 2024 onwards and based on guidelines published by the OECD, as well as the countries in which the Company has a presence.

Until the date of authorization for issuing these consolidated financial statements, based on an initial assessment performed with the latest available information, the Company does not expect to have material impacts from the recently introduced legislation and, therefore, has not recognized any impact on its current or deferred income tax position.

24. PROVISIONS AND CONTINGENT LIABILITIES

See accounting policy in Note 2.3.13 and 2.3.14.

24.1 Provision

	Note	12.31.2022	Additions	Disposals	Reversals	Interests	Translation adjustments	12.31.2023
Product warranties		77.6	40.6	(27.3)	(18.6)	—	0.9	73.2
Provisions for labor, taxes and civil	24.1.1	58.6	11.5	(6.6)	(17.6)	7.9	4.6	58.4
Taxes		44.6	8.1	(22.3)	—	—	5.4	35.8
Post retirement benefits	25.1	36.1	—	—	—	9.1	2.8	48.0
Provision of third-party materials		25.3	3.3	—	—	—	—	28.6
Others		34.5	8.8	—	—	—	0.9	44.2
		<u>276.7</u>	<u>72.3</u>	<u>(56.2)</u>	<u>(36.2)</u>	<u>17.0</u>	<u>14.6</u>	<u>288.2</u>
Current		126.5						114.7
Non-current		150.2						173.5

The amounts provisioned reflect the best estimate that the Company has to measure the outflow of resources that is expected to occur.

24.1.1 Labor, tax and civil provisions

		12.31.2023	12.31.2022
<b>Tax related</b>	(i)		
IRRF		11.2	8.3
PIS and COFINS		2.6	2.8
Social security contributions		2.0	1.8
Import taxes		0.7	0.6
IOF		3.7	3.3
Others		1.5	3.2
		21.7	20.0
<b>Labor related</b>			
Plurimas 461/1379	(ii)	—	0.6
Class action 1379/1991	(ii)	0.1	7.6
Reintegration	(iii)	17.5	11.3
Overtime		6.3	5.0
Dangerousness		1.7	2.4
Insalubrity		3.2	0.2
Indemnity		3.4	4.2
Third parties		0.6	3.0
Others		3.7	4.1
		36.5	38.4
<b>Civil related</b>			
Indemnity		0.2	0.2
		0.2	0.2
		58.4	58.6
Current		8.4	18.7
Non-current		50.0	39.9

- (i) The Company discusses certain tax issues administratively or judicially, the most relevant of which are:
- Non-payment of Income *Imposto de Renda Retido na Fonte* (Brazilian “IRRF”) on the transfer of certain amounts abroad. The Company obtained a favorable decision and the Union’s Special Appeal is awaiting judgment.
  - Appropriation of extemporaneous *Programa de Integração Social* (Brazilian “PIS”) and *Contribuição para o Financiamento da Seguridade Social* (Brazilian “COFINS”) credits under the non-cumulative regime.
  - Retention of 11% contribution to the *Instituto Nacional do Seguro Social* (Brazilian “INSS”) to be applied to payments for hiring third parties.
  - Import tax resulting from differences regarding the tax classification of certain products.
  - Notice of Infraction drawn up to claim tax credit relating to *Imposto Sobre Operações Financeiras* (Brazilian “IOF”) on loan remittances abroad.
- (ii) Labor cases related to the class actions filed by the São José dos Campos Metalworkers’ Union (“SJK Union”), which represents the replaced employees, claiming wage adjustments and productivity payments on salaries for the months of November and December 1990. In May 2023, the Company and the SJK Union ratified an agreement to settle the case in the amount of US\$ 4.3, which was paid in the same month. The labor cases related to the class action have been closed. The class action will remain ongoing for a period of one year from the date of the agreement, so that any questions raised by the replaced employees can be assessed.
- (iii) It refers to labor lawsuits from former employees claiming reintegration with the Company.



24.2 Contingent liabilities

Contingent tax liabilities related to administrative and judicial proceedings whose probability of loss is considered possible are presented in the following table:

Tax group		12.31.2023	12.31.2022
IRPJ e CSLL	(i)	126.5	277.2
ISS	(ii)	73.4	63.7
Social Security	(iii)	66.2	15.0
PIS e COFINS	(iv)	39.0	38.0
Isolated penalty	(v)	—	26.9
Others		16.4	14.4
Total		321.5	435.2

The main values shown above substantially correspond to:

- (i) Discussion about taxation, in the context of Provisional Measure No. 2.158-35/2001, of profits earned by subsidiaries located abroad, questioned in several administrative and judicial proceedings at different stages. The reduction in 2023 is mainly due to the final success in an administrative process that involved issues of transfer pricing in loans between associates, equity equivalence, tax treatment of contributions from partners, among others.
- (ii) Tax assessment notice drawn up by the municipality of São José dos Campos to collect Services Tax of Any Kind (Brazilian “ISS”) allegedly due in the period from July 1, 2010 to July 1, 2015.
- (iii) Legal process that aims to recognize the Company’s right to collect the Social Security Contribution on Gross Revenue in the manner provided for by Law No. 12,546/2011 in the period from July to December 2017. The increase in 2023 is mainly due to the review of the estimated outcome of the process, which changed from probable to possible.
- (iv) Unapproved compensation requests, the collections of which are embodied in various administrative processes at different stages.
- (v) Processes for charging isolated fines in non-approved compensations. The reduction in 2023 is mainly due to the review of prognoses, from possible to remote, as well as the final success in several processes that charged an isolated fines, in line with the jurisprudence established by the Brazilian Federal Supreme Court.

Furthermore, as of December 31, 2023, the Company has contingent liabilities related to several labor lawsuits totaling US\$ 27.2 (2022: US\$ 24.0).

The Company has a legal dispute with Consorcio Venezolano de Industrias Aeronáuticas y Servicios Aéreos (“Conviasa”), an airline controlled by the government of Venezuela, which alleges violation by Embraer of contractual obligations that were not complied with by Embraer to comply with US export control and sanctions regulations. The amount in dispute is yet to be determined as Conviasa is still pending to produce evidence and proof of the alleged damages. The dispute is still at an early stage, and Management, based on its assessment and assisted by legal advisors, evaluated the outcome of this dispute as possible.

24.3 FCPA investigations and settlements

In October 2016, the Company entered into definitive agreements with the United States and Brazilian authorities for the resolution of criminal and civil violations of the United States (Foreign Corrupt Practices Act of 1977 or FCPA) and for the resolution of allegations regarding violations of certain Brazilian laws in four aircraft transactions outside Brazil between 2007 and 2011.

In February 2017, the Company entered into an Exoneration Agreement with the Mozambican authorities for collaboration with the investigations in that country and under which there are no financial obligations for Embraer. In July 2018, the Company and the Attorney General’s Office of the Dominican Republic entered into a collaboration agreement whereby the Company undertook to collaborate with the investigations in that country.

Several individuals and entities are defendants in a criminal case in India related to the sale by Embraer of three aircraft AEW EMB-145 to the Indian Defense Research & Development Organization. Such transaction has been investigated and its results have been the subject of the aforesaid settlement agreement between Embraer and the Brazilian and U.S. authorities in October 2016, related to civil and criminal violations of the Foreign Corrupt Practices Act or FCPA. The Directorate of Enforcement in India initiated a criminal case against Embraer and some of its subsidiaries, as well as other individuals and entities not related to Embraer. Embraer and its subsidiary ECC Investment Switzerland AG are parties to this criminal case, have been served in November 2021 and are duly represented on the records.

The Company is not aware of other relevant cases involving Embraer and its subsidiaries other than mentioned above that relate to the scope of the agreements entered into with the United States and the Brazilian authorities in 2016. As of December 31, 2023, the Company believes that there is no adequate basis for estimating provisions or quantifying possible contingencies related to other procedures and developments mentioned herein.

24.4 Arbitration Proceedings - The Boeing Company (“Boeing”)

Embraer is pursuing all appropriate remedies against Boeing for damages suffered by Embraer due to wrongful termination and violation of the Master Transaction Agreement and Contribution Agreement by Boeing, including by means of arbitration proceedings initiated by both sides in connection with the termination of the Master Transaction Agreement and/or the Contribution Agreement by Boeing. There are no guarantees with respect to the timing or outcome of arbitration proceedings or any remedies that Embraer may receive or loss that Embraer may suffer as a result of or in connection with such arbitration proceedings.

25. POST-RETIREMENT BENEFITS

See accounting policy in Note 2.3.15.

		12.31.2023	12.31.2022
Medical benefits plan Brazil	(i)	46.1	34.2
Medical benefits plan subsidiaries abroad	(ii)	1.9	1.9
Post-retirement benefits		48.0	36.1

25.1 Post-retirement healthcare benefits

(i) The Company provided healthcare plan for employees in Brazil, which based on its conditions, is classified as a post-employment benefit. Under this healthcare plan, employees who retire from the Company have the option of remaining in the plan, contributing the full amount charged by the insurance company. However, due to certain rules for increases under Brazilian law, there could be times the contribution made by the retired employees is insufficient to cover the medical plan costs, which would represent exposure for the Company.

(ii) Embraer Aircraft Holding, Inc. sponsors a post-retirement healthcare plan for employees hired up to 2007.

25.2 Defined contribution pension plan

The Company and certain subsidiaries in Brazil sponsor a defined contribution pension plan for their employees, participation in which is optional. In 2023, the Company’s contributions to the plan total US\$ 17.3 (2022: US\$ 9.7 and 2021: US\$ 12.0).

26. SHARE-BASED PAYMENT

See accounting policy in Note 2.3.15.

26.1 Cash-settled share-based payment transactions

Below, the position of outstanding shares granted:

Date of grants	Right of acquisition date	12.31.2023				12.31.2022	
		Amount of shares granted	Fair value on grant date in (RS) (i)	Amount of share outstanding (ii)	Fair value of liability in US\$ (iii)	Amount of share outstanding (ii)	Fair value of liability in US\$ (iii)
04.12.2018	— (iv)	1,622,986	35.2	—	—	167,347	0.4
03.12.2019	03.12.2024 (v)	1,349,153	26.0	159,471	0.8	323,415	0.8
03.24.2020	03.24.2025 (v)	1,633,741	27.7	293,810	1.4	1,157,029	3.0
11.13.2020	— (iv)	6,530,000	43.6	—	—	4,326,111	11.3
03.18.2021	03.18.2024 (v)	2,181,442	24.6	1,851,098	9.0	1,293,066	3.4
03.11.2022	03.11.2025 (v)	2,292,434	40.4	1,258,779	6.1	631,352	1.7
09.05.2022	09.05.2027 (vi)	13,621,919	187.1	4,537,104	9.9	2,074,484	5.4
11.18.2022	11.18.2026 (vi)	4,494,033	78.7	1,717,621	4.0	542,908	1.4
03.09.2023	03.09.2026 (v)	3,471,772	56.7	936,998	4.5	—	—
09.13.2023	09.13.2027 (vi)	1,802,095	33.3	147,647	0.7	—	—
				<u>10,902,528</u>	<u>36.4</u>	<u>10,515,712</u>	<u>27.4</u>

- (i) Refers to the fair value on the grant-date. The fair value of the share on the grant-date is determined based on the average price of the last 30 trading sessions (based on the EMBR3 shares listed in the Brazilian Stock Exchange - B3).
- (ii) Corresponds to the quantity of virtual shares allocated proportionally in relation to the acquisition period incurred, reduced by the quantity already paid.
- (iii) The fair value of the liability on that date is determined by multiplying the number of virtual shares outstanding by the fair value of the share as of each reporting period. The fair value of the share is calculated by averaging the price over the preceding 10 trading sessions on the B3 for the EMBR3 share. The amount is presented as other payables (Note 21).
- (iv) Plans fully settled in 2023.
- (v) The number of virtual shares attributed to each participant is divided into two classes, being restricted virtual shares (service condition) and performance virtual shares. Payments for the granted plans occur as follows:

Grants made until the year 2020:

- restricted virtual shares: (i) 33% on the third anniversary of the grant date; (ii) 33% on the fourth anniversary of the grant date, and (iii) 34% on the fifth anniversary of the grant date.
- virtual performance shares: 100% on the third anniversary of the grant.

Grants made from the year 2021 on:

- restricted virtual shares: 100% on the third anniversary of the grant.
- virtual performance shares: 100% on the third anniversary of the grant.

- (vi) For these plans, advances are made on each anniversary of the grant date.

26.2 Equity-settled share-based payment transactions

Eve Holding, Inc. provides its employees and those of its subsidiaries with share-based payment plans (NYSE: EVEX). To acquire the right to receive Eve Holding, Inc.'s equity instruments, participants are subject to meeting performance targets, including market conditions and service conditions, lasting 2 to 5 years.

As of December 31, 2023, the number of shares granted is 1,132,336 (2022: 917,172) and the amount recognized in equity is US\$ 7.4 (2022: US\$ 2.9).

27. FINANCIAL INSTRUMENTS

27.1 Accounting classification and fair value of financial instruments

See accounting policy in Note 2.3.3.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an unforced transaction between market participants on the measurement date, in the principal market or, in its absence, in the most advantageous market to which the Company has access on this date.

The fair value of the Company’s financial assets and liabilities was determined using available market information and appropriate valuation methodologies. However, considerable judgment is required in interpreting market data to generate estimates of fair values. Consequently, the estimates presented below are not necessarily indicative of the amounts that might be realized in the current market exchange. The use of different assumptions and/or methodologies could have a material effect on the estimated realizable values.

The carrying amounts of cash and cash equivalents, accounts receivable, customer financing, other financial assets and liabilities approximate at their fair values.

The methods below were used to estimate the fair value of other class of financial instruments for which fair value is adopted:

**Financial investments:** discounted cash flow and market multiple.

**Derivative financial instruments and warrants:** see Note 8.

**Loans and financing:** The fair value of bonds is the unit price on the last trading day at the end of the reporting period multiplied by the quantity issued.

For other loans and financing, fair value is based on the amount of contractual cash flows and the discount rate used is based on the rate for contracting a new transaction in similar conditions or in the lack thereof, on the future curve for the flow of each obligation.

When measuring the fair value of a financial instrument, the Company uses observable market data as much as possible. Fair values are classified into different levels in a hierarchy based on the information (inputs) used in valuation techniques, being:

**Level 1:** quoted prices (unadjusted) in active markets for identical assets and liabilities that the Company may have access to on the measurement date.

**Level 2:** information, other than quoted prices included in Level 1, that is observable by the market for the asset or liability directly (prices) or indirectly (derived from prices).

**Level 3:** inputs, for the asset or liability, that are not based on market observable data.

There were no transfers between levels in 2023 and 2022.

**Embraer S.A.**

**Notes to the Consolidated Financial Statements**  
**In millions of U.S. dollar, unless otherwise stated**

The following tables show the carrying amount and fair values of financial instruments, including their levels in the fair value hierarchy. It does not include fair value information for financial instruments not measured at fair value if the carrying amount is a reasonable approximation of fair value.

12.31.2023		Financial Instruments at amortized cost					Other financial liabilities	Total	Level 1	Level 2	Level 3	Total fair value
	Note	Amortized Cost	Fair value	FVPL	FVOCI							
Assets												
Cash and cash equivalents	5	1,629.2	—	—	—	—	1,629.2	—	—	—	—	
Financial investments	6											
Public securities		66.6	—	—	—	—	66.6	—	—	—	—	
Private securities		105.1	—	41.3	—	—	146.4	—	41.3	—	41.3	
Investment funds		—	—	27.4	—	—	27.4	—	27.4	—	27.4	
Fixed-term deposit		—	—	—	350.5	—	350.5	—	350.5	—	350.5	
Others		—	—	100.8	—	—	100.8	—	—	100.8	100.8	
Trade accounts receivable, net	7	221.0	—	—	—	—	221.0	—	—	—	—	
Derivative financial instruments	8	—	—	17.5	—	—	17.5	—	17.5	—	17.5	
Other assets		73.2	—	—	—	—	73.2	—	—	—	—	
Customer and commercial financing	9	41.6	—	21.2	—	—	62.8	—	12.4	8.8	21.2	
		<u>2,136.7</u>	<u>—</u>	<u>208.2</u>	<u>350.5</u>	<u>—</u>	<u>2,695.4</u>	<u>—</u>	<u>449.1</u>	<u>109.6</u>	<u>558.7</u>	
Liabilities												
Loans and financing	19	2,886.4	2,812.3	—	—	—	2,886.4	1,843.0	969.3	—	2,812.3	
Trade accounts payable	17	787.0	—	—	—	—	787.0	—	—	—	—	
Trade accounts payable supplier finance	18	37.6	—	—	—	—	37.6	—	—	—	—	
Accounts payable	21	372.6	—	—	—	15.1	387.7	—	—	15.1	15.1	
Lease liabilities	20.1	96.0	—	—	—	—	96.0	—	—	—	—	
Derivative financial instruments	8	—	—	125.2	—	—	125.2	11.3	113.9	—	125.2	
		<u>4,179.6</u>	<u>2,812.3</u>	<u>125.2</u>	<u>—</u>	<u>15.1</u>	<u>4,319.9</u>	<u>1,854.3</u>	<u>1,083.2</u>	<u>15.1</u>	<u>2,952.6</u>	
12.31.2022												
		Financial Instruments at amortized cost					Other financial liabilities	Total	Level 1	Level 2	Level 3	Total fair value
	Note	Amortized Cost	Fair value	FVPL	FVOCI							
Assets												
Cash and cash equivalents	5	1,816.9	—	—	—	—	1,816.9	—	—	—	—	
Financial investments	6											
Public securities		66.7	—	—	—	—	66.7	—	—	—	—	
Private securities		105.0	—	—	—	—	105.0	—	—	—	—	
Investment funds		—	—	22.8	—	—	22.8	—	22.8	—	22.8	
Fixed-term deposit		178.8	—	—	194.6	—	373.4	—	194.6	—	194.6	
Others		—	—	96.5	—	—	96.5	—	—	96.5	96.5	
Trade accounts receivable, net	7	205.2	—	—	—	—	205.2	—	—	—	—	
Derivative financial instruments	8	—	—	11.1	—	—	11.1	—	11.1	—	11.1	
Other assets		60.3	—	—	—	—	60.3	—	—	—	—	
Customer and commercial financing	9	101.2	—	—	—	—	101.2	—	—	—	—	
		<u>2,534.1</u>	<u>—</u>	<u>130.4</u>	<u>194.6</u>	<u>—</u>	<u>2,859.1</u>	<u>—</u>	<u>228.5</u>	<u>96.5</u>	<u>325.0</u>	
Liabilities												
Loans and financing	19	3,196.8	3,111.0	6.4	—	—	3,203.2	2,595.8	521.6	—	3,117.4	
Trade accounts payable	17	739.5	—	—	—	—	739.5	—	—	—	—	
Trade accounts payable supplier finance	18	27.5	—	—	—	—	27.5	—	—	—	—	
Accounts payable	21	340.0	—	—	—	31.0	371.0	—	—	31.0	31.0	
Lease liabilities	21.1	71.0	—	—	—	—	71.0	—	—	—	—	
Derivative financial instruments	8	—	—	97.5	—	—	97.5	7.7	89.8	—	97.5	
		<u>4,374.8</u>	<u>3,111.0</u>	<u>103.9</u>	<u>—</u>	<u>31.0</u>	<u>4,509.7</u>	<u>2,603.5</u>	<u>611.4</u>	<u>31.0</u>	<u>3,245.9</u>	

The information (inputs) applied in the valuation techniques used to measure the fair value of Republic Airways' shares (Note 6) and Tempest put options (Note 21) were classified as Level 3.

In 2023, Management revised the valuation technique adopted to measure the fair value of Republic Airways shares and concluded that changing from an income approach (discounted cash flow) to a market approach would result in more adequate information.

Thus, the market comparison valuation technique (market approach) was used to measure the fair value of Republic Airways' shares. This valuation model considers the average market multiple Enterprise Value / Earnings Before Interest, Taxes, Depreciation, and Amortization ("EV/EBITDA") of companies comparable to Republic Airways.

In the measurement of Republic Airways' enterprise value Earnings Before Financial Results, Taxes, Depreciation, and Amortization (Adjusted EBITDA) was adopted. The estimate is adjusted for Republic Airways' net debt and the effect of not actively trading the shares. The significant unobservable inputs are:

- Average market multiple.
- Discount for lack of marketability.

To measure the fair value of Tempest’s put options, the valuation technique used is discounted cash flow method (income approach). This valuation model considers the present value of the free cash flows expected to be generated by the evaluated company, taking into account a terminal value that is calculated based on a perpetuity with a certain cash flow growth.

Free cash flows are discounted at a rate calculated by the weighted average cost of capital (“WACC”). The significant unobservable inputs are:

- Cash flow growth rate in perpetuity.
- Discount rate (WACC).

Below, the reconciliation of the opening balances with the ending balances of Level 3 fair value measurements:

	Assets	Liabilities
At 12.31.2021	109.4	17.1
Fair value adjustment	0.8	12.8
Exchange variation	(6.3)	1.1
At 12.31.2022	103.9	31.0
Adding shares	11.5	—
Reversal	—	(17.5)
Fair value adjustment	(1.5)	(0.8)
Exchange variation	(4.3)	2.4
At 12.31.2023	109.6	15.1

Sensitivity analysis of Level 3 fair value measurements

If the possibly reasonable changes indicated below were considered in the significant unobservable inputs and other inputs were held constant, the fair value of Republic Airways’ shares and Tempest put options would be:

Republic Airways’ shares

December 31, 2023	Increase	Probable scenario	Decrease
Growth rate (6% change)	102.4	100.8	99.2
Discount rate (1% change)	103.3	100.8	98.3

Tempest put options

December 31, 2023	Increase	Probable scenario	Decrease
Growth rate (25% change)	15.6	15.1	14.7
Discount rate (4% change)	14.3	15.1	16.0

27.1.1 Financial risk management policy

The Company has and follows a risk management policy, which involves the diversification of transactions and counterparties, with the objective of identifying the risks related to the financial transactions, as well as the operational directives related to these financial transactions. The policy provides for regular monitoring and management of the nature and general situation of the financial risks in order to assess the results and the financial impact on cash flows. The credit limits and risk rating of the counterparties are also reviewed periodically.

The Company’s risk management policy is part of the financial management policy established by the Executive Directors and approved by the Board of Directors and provides for monitoring by a Financial Management Committee. Under this policy, the market risks are mitigated when there are no offsetting elements in the Company’s operations and when it is considered necessary to support the corporate strategy. The Company’s internal control procedures provide for consolidated monitoring and supervision of the financial results and of the impact on cash flows.

The Financial Management Committee assists the Financial Department in examining and reviewing information in relation to the economic scenario and its potential impact on the Company’s operations, including significant risk management policies, procedures, and practices.

The financial risk management policy includes the use of derivative financial instruments to mitigate the effects of interest rate fluctuations and to reduce the exposure to exchange rate risk. The use of these instruments for speculative purposes is forbidden.

27.1.2 Capital management

The Company uses capital management to ensure the continuity of its investment program and offer a return to its shareholders and benefits to its stakeholders and maintain an optimized capital structure in order to reduce costs.

The Company may review its dividends payment policy, pay back capital to the shareholders, issue new shares or sell assets in order to maintain or adjust its capital structure (to reduce indebtedness, for instance).

Liquidity and the leverage level are monitored in order to mitigate refinancing risk and to maximize the return to the shareholders. The ratio between the liquidity and the return to the shareholders may be changed pursuant to the assessment of the Board of Directors.

27.1.3 Credit risk

Credit risk is the risk of a counterparty to a transaction not meeting an obligation established in a financial instrument, or in the negotiation of sales to customers, leading to a financial loss. The Company is exposed to credit risk in its operational activities, cash held in banks and other investments in financial instruments held in financial institutions.

Cash and cash equivalents and financial investments

The credit risk of cash and cash equivalents and financial investments which is managed by the Financial Department is in accordance with the risk management policy. The credit limit of counterparties is reviewed in order to not to exceed the limits established mitigating possible losses generated by the bankruptcy of a counterparty, as well as transactions are carried out with counterparties with investment grade by risk rating agencies (*Fitch, Moody's e Standard and Poor's*). The Financial Management Committee assists the Financial Department in examining and reviewing operations with counterparties.

Trade accounts receivable, and contract assets with customers

The Company may incur losses on accounts receivable arising from invoicing of spare parts and services to customers. To reduce the credit risk associated with installment sales, the respective credit risk analysis is carried out which considers qualitative aspects, which include the experience of past transactions and quantitative aspects, when applicable, based on financial information, ratings from the main credit agencies, probability of default and public information available on the market. Any increased risk and/or late payment by the customer may impact the continuity of the supply of parts and services, which may make it impossible for the aircraft to operate.

The Company applies the simplified approach to measure the expected credit losses in relation to accounts receivable from customers that do not have a significant financing component (Note 7). In this measurement, balances are grouped by the period that the securities are outstanding and the expected loss factor is applied based on actual credit loss experiences for each period. This factor gradually increases as the security remains in default in the portfolio.

For receivables not overdue, the expected credit loss is calculated using the past 10 years' experience and tracking prospective trends. As of December 31, 2023, the initially expected loss factor under the methodology was 2.2% (2022: 1.8%), except for the Commercial Aviation segment as explained below.

For Commercial Aviation customers, customer economic data is incorporated into the analysis of expected credit losses, which includes ratings assessed by the main credit agencies, in order to assertively capture prospective factors that may impact the receivables portfolio. The weighted forward-looking factor applied for these clients was 6.0% (2022: 7.6%).

The credit risk characteristic of the Company's customers is different for the Defense & Security segment since the counterparties refer only to government entities and agencies. The risk in this case is associated with the sovereign risk of each country, especially Brazil, as well as with the continuity of strategic projects under development, for which the Company usually has the enforceable right to receive for the performance completed to date. The Company historically has not presented losses in the trade accounts receivable and contract assets balances with these counterparties.

Trade accounts receivable and contract assets are written off when there is no reasonable expectation of recovery. Indications include, among others, the inability of the debtor to participate in a plan to renegotiate its debt or possible legal actions have been exhausted.

The Company applies the general approach to measure losses due the expected credit loss on receivables recognized as customer financing. The expected credit loss is estimated based on the full term of the contracts, considering the probability of loss and credit risk of the counterparty, evaluated on a contract-by-contract basis



and updated on each reporting date. The fair value of contractual guarantees is considered as coverage and reduction of the risk assumed, whether partially or fully, and the provision for expected credit loss calculated by the Company’s methodology.

27.1.4 Liquidity risk

This is the risk of the Company not having enough funds to honor its financial commitments as a result of a mismatch of terms or volumes of estimated receipts and payments. Projections and assumptions are established to manage the liquidity of cash in US\$ and R\$, in accordance with the financial management policy, based on contracts for future disbursements and receipts, and monitored periodically by the Company.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments.

For financial liabilities indexed to fixed rates, interest expenses were calculated based on the interest rate established in each contract. For financial liabilities indexed to floating rates, interest expenses were calculated based on the market forecast for each period.

	Book value	Total	Less than one year	One to three years	Three to five years	More than five years
At December 31, 2023						
Loans and financing	2,886.4	3,706.4	246.9	423.8	2,115.8	919.9
Trade accounts payable	787.0	787.0	787.0	—	—	—
Trade accounts payable supplier finance	37.6	37.6	37.6	—	—	—
Lease liabilities	96.0	95.9	13.8	29.4	31.6	21.1
Accounts payable	387.7	387.6	332.3	19.5	34.5	1.3
Derivative financial instruments	125.2	125.2	85.7	—	39.5	—
Total	4,319.9	5,139.7	1,503.3	472.7	2,221.4	942.3

Line of credit available

The Company has a revolving credit line in the amount of US\$ 650.0, maturing in October 2025. This revolving credit line, negotiated with 14 international financial institutions, when used, will be remunerated at SOFR + 1.50% p.a. or 1.85% p.a., depending on the Company’s corporate rating.

As of December 31, 2023, this credit line was not being used.

27.1.5 Market risk

Market risk is the risk that changes in market prices, such as interest rates and exchange rates, will affect the Company’s earnings or the value of its financial instruments. The Company uses derivatives to manage market risks (Note 8).

Interest rate risk

This risk arises from the possibility of the Company incurring losses on the fluctuation of floating interest rates, which might increase financial expenses, and/or decrease financial income, as well as negatively impacting the fair value of financial assets measured at fair value. The financial instruments subject to interest rate risk are:

**Cash, cash equivalents and financial investments:** the Company’s policy for managing the risk of fluctuations in interest rates on financial investments is to maintain a system to measure market risk, which consists of an aggregate analysis of variety of risk factors that might affect the return of those investments.

**Loans and financing:** the Company monitor financial markets with the purpose of evaluating hedge structures (derivative transactions) in compliance with the financial and risk management policy to protect its exposure risks of volatility in foreign currency and interest rates.



On December 31, 2023, the Company’s cash, cash equivalents, financial investments and loans and financing were indexed as follows:

	Pre-fixed		Post-fixed		Total	
	Amount	%	Amount	%	Amount	%
Without derivative effect						
Cash, cash equivalents and financial investments	2,190.8	94.39%	130.1	5.61%	2,320.9	100.00%
Loans and financing	2,508.1	86.90%	378.3	13.10%	2,886.4	100.00%
	Pre-fixed		Post-fixed		Total	
	Amount	%	Amount	%	Amount	%
With derivative effect						
Cash, cash equivalents and financial investments	2,190.8	94.39%	130.1	5.61%	2,320.9	100.00%
Loans and financing	2,508.1	86.90%	378.3	13.10%	2,886.4	100.00%

Foreign exchange rate risk

The Company’s operations most exposed to foreign exchange gains/losses are those denominated in R\$ (labor costs, tax issues, local expenses, and financial investments) as well as investments in subsidiaries in currencies other than the US\$.

Company policy for protection against foreign exchange risks on assets and liabilities is mainly based on seeking to maintain a balance between assets and liabilities indexed in each currency and management of foreign currency purchases and sales to ensure that, on the realization of the transactions contracted, this natural hedge will occur.

This policy minimizes the effect of exchange rate changes on assets and liabilities already contracted but does not protect against the risk of fluctuations in future results due to appreciation or depreciation of the real that can, when measured in dollars, result in an increase or reduction in the portion of costs denominated in reais.

The Company, in certain market conditions, may decide to protect possible future mismatches of expenses or revenues in other currencies in order to minimize the impact of exchange rate variations on results. To minimize the exchange rate risk on rights and obligations denominated in currencies other than the functional currency, the Company may contract transactions with derivative instruments.

Below are the amounts of financial instruments denominated in different currencies:

	12.31.2023	12.31.2022
Loans and financing		
Brazilian reais	17.5	10.3
U.S. dollars	2,833.0	3,161.6
Euro	35.9	31.3
	<u>2,886.4</u>	<u>3,203.2</u>
Trade accounts payable		
Brazilian reais	93.7	89.9
U.S. dollars	645.1	602.3
Euro	42.0	44.9
Other currencies	6.1	2.4
	<u>787.0</u>	<u>739.5</u>
Trade accounts payable supplier finance		
Brazilian reais	18.4	7.6
U.S. dollars	19.2	19.9
	<u>37.6</u>	<u>27.5</u>
Total (1)	<u>3,711.0</u>	<u>3,970.2</u>
Cash and cash equivalents and financial investments		
Brazilian reais	132.7	131.3
U.S. dollars	2,165.9	2,283.9
Euro	12.7	62.0
Other currencies	9.6	4.1
	<u>2,320.9</u>	<u>2,481.3</u>
Trade accounts receivable:		
Brazilian reais	26.7	96.9
U.S. dollars	171.1	82.5
Euro	19.2	25.4
Other currencies	4.0	0.4
	<u>221.0</u>	<u>205.2</u>
Total (2)	<u>2,541.9</u>	<u>2,686.5</u>
Net exposure (1 - 2):		
Brazilian reais	(29.8)	(120.4)
U.S. dollars	1,160.3	1,417.4
Euro	46.0	(11.2)
Other currencies	(7.5)	(2.1)

The Company has other financial assets and liabilities that are also influenced by foreign exchange variations that are not included in the table above. These are used to minimize exposure to the currencies presented.

27.1.6 Sensitivity analysis

The sensitivity analysis on the main financial risks related to financial instruments registered on December 31, 2023 considers probable scenarios and scenarios of variations in factors that may affect the recognized value of these instruments (positive and negative variations of 25% and 50% in comparison probable scenarios).

The table describes the effects on monetary and exchange rate variations, as well as on financial income and expenses calculated on the accounting balances recorded on December 31, 2023 if such variations in the identified risk component occurred.

However, statistical simplifications were made to isolate the variability of the risk factors in question. Consequently, the following estimates do not necessarily represent the amounts that might be determined in future consolidated financial statements. The use of different hypotheses and/or methodologies could have a material effect on the estimates presented below.

**Methodology**

Considering the assumption that balances remain constant as compared to December 31, 2023, the Company calculates the interest and exchange variation differential for each of the projected scenarios.

The assessment of the amounts exposed to interest rate risk considers only the risks for the financial statement, therefore operations subject to fixed interest rates were not included. The probable scenario is supported by an average of market projections, observed through Bloomberg, for the related financial indexes and rates in a period of up to 3 months from reporting date, and positive and negative variations of 25% and 50% were applied to the indexes and rates in force as of the reporting date.

In the sensitivity analysis of derivative contracts, positive and negative variations of 25% and 50% were applied to the market yield curve (as observed in B3) as of the reporting date.

27.1.7 Interest risk factor

	Risk factor	Amounts exposed at 12.31.2023	Additional variations in book balances (*)				
			-50%	-25%	Probable scenario	+25%	+50%
Cash equivalents and financial investments	CDI	130.1	(8.2)	(4.7)	(1.2)	2.3	5.8
Loans and financing	CDI	(4.3)	0.3	0.2	—	(0.1)	(0.2)
Net impact	CDI	125.8	(7.9)	(4.5)	(1.2)	2.2	5.6
Loans and financing	SIFMA	(20.5)	0.4	0.2	—	(0.2)	(0.4)
Net impact	SIFMA	(20.5)	0.4	0.2	—	(0.2)	(0.4)
Loans and financing	SOFR	(348.3)	9.5	4.8	0.2	(4.4)	(9.1)
Net impact	SOFR	(348.3)	9.5	4.8	0.2	(4.4)	(9.1)
Loans and financing	EURIBOR	(5.2)	0.1	—	—	(0.1)	(0.1)
Net impact	EURIBOR	(5.2)	0.1	—	—	(0.1)	(0.1)
Rates considered	CDI	11.65%	5.38%	8.06%	10.75%	13.44%	16.13%
Rates considered	SOFR	5.38%	2.66%	3.99%	5.32%	6.65%	7.98%
Rates considered	Euribor	3.84%	1.95%	2.93%	3.91%	4.88%	5.86%
Rates considered	SIFMA	3.87%	1.94%	2.90%	3.87%	4.84%	5.81%

(\*) The positive and negative variations of 25% and 50% were applied on the rates in effect at 12.31.2023

27.1.8 Foreign exchange risk factor

	Risk factor	Amounts exposed at 12.31.2023	Additional variations in book balances (*)				
			-50%	-25%	Probable scenario	+25%	+50%
Assets							
Cash, cash equivalents and financial investments	BRL	132.7	64.9	30.9	(3.0)	(36.9)	(70.8)
Other assets	BRL	310.7	151.9	72.4	(7.0)	(86.4)	(165.8)
		<b>443.4</b>	<b>216.8</b>	<b>103.3</b>	<b>(10.0)</b>	<b>(123.3)</b>	<b>(236.6)</b>
Liabilities							
Loans and financing	BRL	(17.5)	(8.5)	(4.1)	0.4	4.9	9.3
Other liabilities	BRL	(412.2)	(201.5)	(96.1)	9.3	114.6	220.0
		<b>(429.7)</b>	<b>(210.0)</b>	<b>(100.2)</b>	<b>9.7</b>	<b>119.5</b>	<b>229.3</b>
Net impact		<b>13.7</b>	<b>6.8</b>	<b>3.1</b>	<b>(0.3)</b>	<b>(3.8)</b>	<b>(7.3)</b>
Exchange rate considered		4.8413	2.4750	3.7125	4.9500	6.1875	7.4250

(\*) The positive and negative variations of 25% and 50% were applied on the rates in effect at 12.31.2023

27.1.9 Derivatives contracts

		Amounts exposed at 12.31.2023	Additional variations in book balances (*)				
	Risk factor		-50%	-25%	Probable scenario	+25%	+50%
Derivative designated as hedge accounting							
Hedge designated as cash flow (**)	US\$/R\$	8.9	123.0	54.8	(4.1)	(51.6)	(112.8)
Other derivatives							
Foreign exchange option	EUR/US\$	(0.1)	(3.8)	(0.8)	2.3	5.4	8.4
Equity SWAP	Price - Embraer Share	8.5	(45.0)	(23.6)	(2.3)	19.1	40.5
EVE Warrants	Price - EVE share	(125.0)	78.0	44.6	—	(71.2)	(153.5)
Total		(107.7)	152.2	75.0	(4.1)	(98.3)	(217.4)
Rate considered	CDI	11.65%	5.38%	8.06%	10.75%	13.44%	16.13%
Rate considered	US\$/R\$	4.8413	2.4750	3.7125	4.9500	6.1875	7.4250
Rate considered	EUR/US\$	1.1050	0.5500	0.8250	1.1000	1.3750	1.6500
Rate considered	Price - Embraer Share	22.3900	11.1950	16.7925	22.3900	27.9875	33.5850
Rate considered	Price - EVE share	7.3200	3.6600	5.4900	7.3200	9.1500	10.9800

(\*) The positive and negative variations of 25% and 50% were applied on the rates in effect at 12.31.2023

(\*\*) Effects on profit or loss for fair value hedges and equity for cash flow hedges

28. SHAREHOLDERS’ EQUITY

28.1 Capital

The authorized capital is divided into 1,000,000,000 common shares. The Company’s subscribed and paid-up capital as of December 31, 2023 and 2022 was US\$ 1,551.6 and was comprised of 740,465,044 common shares, without par value, of which 5,832,238 shares were held in treasury.

Each common share generally empowered with one vote at general shareholders’ meeting, considering that:

- (a) no shareholder or group of shareholders, Brazilian or foreign, may exercise votes representing more than 5% of the quantity of shares into which the Company’s share capital is divided.; and
- (b) the group of foreign shareholders may not exercise, at each meeting of the General Assembly, a number of votes greater than 2/3 of the total votes that can be exercised by the Brazilian shareholders present.

28.2 Brazilian Federal Government Golden Share

The Brazilian Federal Government holds a special class ordinary share (golden share) which confers veto power on certain matters.

28.3 Treasury shares

Common shares acquired with resources from the investments and working capital reserve. This operation occurred in accordance with rules approved by the Statutory Board of Directors in a meeting held on December 7, 2007, and corresponds to 5,832,238 common shares and US\$ 28.2 as of December 31, 2023 and December 31, 2022. These shares lose voting and economic rights during the period in which they are held in treasury.

As of December 31, 2023, the fair value of the shares held in treasury is US\$ 26.9 (2022: US\$ 15.9).

28.4 Revenue reserves

Revenue reserves are established in accordance with Brazilian corporate law and Embraer’s Bylaws. It is imperative that these reserves are calculated and recorded based on earnings determined as if Brazilian Reais were the presentation currency. Dividend distributions are determined in accordance with local laws and regulations and are determined as if Brazilian Reais were the presentation currency.

As of December 31, 2023, the accumulated losses attributable to owners of the Company is US\$ 329.1 (2022: US\$ 455.5).

*Government grants:* this reserve was formed as allowed by article 195-A of Law 6,404/1976 and corresponds to the appropriation of the portion of accumulated profits resulting from government subsidies received by the Company, which cannot be distributed to shareholders in the form of dividends, recognized in the profit or loss under the same expense item to which the grant refers. These subsidies do not incorporate the calculation basis for mandatory dividends.

*Legal reserve:* constituted annually with allocation of 5% of the net income for the year and cannot exceed 20% of the share capital or 30% in the sum of this reserve and capital reserves.

*Reserve for investments and working capital:* this reserve has the purpose of: (i) ensuring resources for investments in permanent assets, without detriment to retained earnings under the terms of article 196 of Law 6.404/1976; (ii) reinforcement of working capital; (iii) be used in redemption, reimbursement or acquisition of shares in the Company’s capital and (iv) may be distributed to the Company’s shareholders.

29. EARNINGS PER SHARE

The basic and diluted income per share is calculated by dividing the net income for the period attributable to the Company’s shareholders by the average number of common shares in circulation during the period, excluding common shares acquired by the Company and held as treasury shares.

	12.31.2023	12.31.2022	12.31.2021
Profit (losses) attributable to owners of Embraer	164.0	(185.4)	(44.7)
	<u>164.0</u>	<u>(185.4)</u>	<u>(44.7)</u>
Weighted average number of shares (in thousands)	734,633	734,633	734,730
Basic and diluted earnings (loss) per share - U.S. dollars	0.22	(0.25)	(0.06)

As of December 31, 2023, 2022 and 2021, the Company does not have potentially dilutive common shares.

30. REVENUE FROM CONTRACTS WITH CUSTOMERS

See accounting policy in Note 2.3.16.

30.1 Revenue disaggregation by category and geographic region

12.31.2023							
	North America	Latin America, except Brazil	Asia Pacific	Brazil	Europe	Others	Total
Aircraft	2,539.6	53.6	20.2	130.6	529.0	27.2	3,300.2
Long-term contracts - aircraft and development	0.8	—	67.1	123.4	266.0	—	457.3
Others	4.2	—	—	5.2	21.7	—	31.1
Service	487.7	34.1	94.0	128.7	220.6	56.5	1,021.6
Spare Parts	250.0	10.5	23.2	65.8	93.4	15.4	458.3
Total	<u>3,282.3</u>	<u>98.2</u>	<u>204.5</u>	<u>453.7</u>	<u>1,130.7</u>	<u>99.1</u>	<u>5,268.5</u>

12.31.2022							
	North America	Latin America, except Brazil	Asia Pacific	Brazil	Europe	Others	Total
Aircraft	2,150.8	20.2	—	114.5	474.3	82.3	2,842.1
Long-term contracts - aircraft and development	—	—	—	163.2	148.9	0.3	312.4
Others	1.4	—	—	8.9	1.7	—	12.0
Service	428.8	24.6	81.2	158.4	193.6	46.2	932.8
Spare Parts	276.7	8.2	19.7	60.2	65.9	10.4	441.1
Total	<u>2,857.7</u>	<u>53.0</u>	<u>100.9</u>	<u>505.2</u>	<u>884.4</u>	<u>139.2</u>	<u>4,540.4</u>

12.31.2021							
	North America	Latin America, except Brazil	Asia Pacific	Brazil	Europe	Others	Total
Aircraft	1,525.3	4.1	102.8	79.5	731.2	135.3	2,578.2
Long-term contracts - aircraft and development	—	—	—	202.4	117.5	0.7	320.6
Others	30.2	0.4	3.7	22.9	9.8	0.9	67.9
Service	417.8	20.9	72.9	129.7	203.3	38.9	883.5
Spare Parts	194.9	12.4	30.2	44.1	54.9	10.5	347.0
Total	<u>2,168.2</u>	<u>37.8</u>	<u>209.6</u>	<u>478.6</u>	<u>1,116.7</u>	<u>186.3</u>	<u>4,197.2</u>

30.2 Contract assets and liabilities

	12.31.2023	12.31.2022
Contract assets	511.5	506.1
Current	509.1	505.4
Non-current	2.4	0.7

Contract assets – US\$ 279.8 included in the contract assets position as of December 31, 2022, were billed and collected by the Company in 2023. As of December 31, 2023 the expected credit loss recognized on contract assets amounts to US\$ 2.7 (2022: US\$ 3.6).

	12.31.2023	12.31.2022
Advances from customers - Aircraft and long-term contracts	2,337.4	1,748.8
Deferred revenue - Parts and services	203.5	215.2
Contract liabilities	2,540.9	1,964.0
Current	1,919.0	1,469.0
Non-current	621.9	495.0

Contract liabilities – Out of the total balances of contract liabilities as of December 31, 2022, US\$ 1,281.2 were recognized as revenues in 2023.

30.3 Performance obligations

The Company has a portfolio of firm orders (“Backlog”), whose performance obligations are unsatisfied or partially satisfied. The amount of revenue allocated to performance obligations not yet satisfied (or partially satisfied) as of December 31, 2023 was US\$ 18.7 billion (2022: US\$ 17.5 billion), out of which US\$ 17.2 billion (2022: US\$ 15.5 billion) is expected to be satisfied in the next 5 years, as estimated by the Company.

31. EXPENSES BY NATURE

	12.31.2023	12.31.2022	12.31.2021
As presented in the statements of profit or loss:			
Cost of sales and services	(4,358.9)	(3,628.2)	(3,537.6)
Administrative	(204.9)	(184.9)	(153.2)
Selling	(314.7)	(274.4)	(226.4)
	(4,878.5)	(4,087.5)	(3,917.2)
Expenses by nature:			
General manufacturing costs	(i) (3,632.1)	(2,997.2)	(3,059.6)
Depreciation	(109.8)	(106.6)	(122.0)
Amortization	(131.9)	(103.7)	(86.6)
Personnel expenses	(774.5)	(669.3)	(493.6)
Marketing and sales expenses	(81.0)	(64.1)	(47.6)
Services rendered by third parties	(79.8)	(74.5)	(82.2)
Miscellaneous	(ii) (69.4)	(72.1)	(25.6)
	(4,878.5)	(4,087.5)	(3,917.2)

- (i) Refers to costs of materials and general manufacturing expenses and provision service.
- (ii) Refers mainly to expenses with insurance, taxes and fees.

32. OTHER EXPENSES, NET

		12.31.2023	12.31.2022	12.31.2021
Corporate projects	(i)	(85.9)	(78.2)	(59.4)
Expenses system project	(ii)	(20.2)	(1.4)	(10.8)
Taxes on other sales		(19.5)	(15.5)	(23.7)
Aircraft maintenance and flights costs - fleet		(7.8)	(5.6)	(7.8)
Flight safety standards		(5.9)	(3.6)	(3.1)
Training and development		(3.8)	(2.0)	(1.5)
Residual value of fixed assets disposed		(1.8)	(12.8)	(10.5)
Product modification		(2.4)	(2.3)	(2.7)
Environmental provision		(1.3)	(0.5)	—
Warrants -EVEX	(iii)	—	(158.2)	—
Listing expenses - EVEX	(iv)	—	(135.7)	—
Restructuring expenses	(v)	—	(36.9)	(31.8)
Transaction costs - EVEX	(vi)	—	(11.5)	—
Impairment of assets		—	—	11.2
Fair value changes - Republic Airways shares		4.3	1.7	39.1
Reversal (Provision) for contingencies		2.5	(7.4)	22.1
Contractual fines revenue		8.2	17.8	6.1
Other sales		9.1	12.8	7.3
Defense billing tax		14.9	—	—
Royalties		19.1	10.4	16.5
Recovery of expenses		18.8	—	—
Tax credits	(vii)	29.9	1.0	—
Sale of interest in subsidiary	(viii)	36.6	(5.6)	—
Others		(0.4)	(11.0)	(0.8)
		<u>(5.6)</u>	<u>(444.5)</u>	<u>(49.8)</u>

- (i) Corporate project expenses mainly relate to disbursements with corporate initiatives associated with efficiency and restructuring of processes, information technology, and legal demands.
- (ii) System project expenses include spending on initiatives related to systemic improvements and cyber security.
- (iii) Initial recognition of the warrants issued by Eve Holding, Inc. (Note 8) covered by the Business Combination Agreement (“BCA”), which became exercisable on May 9, 2022.
- (iv) Listing Expenses - EVEX are non-cash expenses, based on the difference between the value of Zanite’s identifiable net assets against the fair value of financial instruments issued by EVEX.
- (v) Restructuring expenses include expenses incurred by the Company as part of the corporate restructuring project started in 2021 and ended in 2022 with the reintegration of Commercial Aviation, including expenses related to excess manufacturing capacity, mainly wages, during the collective vacation period that occurred in January 2022 to complete the reintegration process.
- (vi) Transaction costs - EVEX are the direct expenses attributable to the Business Combination such as law firms, auditors, banks, and other services associated with carrying out the transaction. All transaction costs considered non-incremental were recognized in other expenses.
- (vii) In 2023, the Company recognized US\$ 24.2 in tax credits related to the applicability of certain constitutional principles to a limitation on the benefits of the *REINTEGRA* regime.
- (viii) In 2023, it refers to the gain from the sale of AllowMe. For additional information, see Note 1.1.6.

33. FINANCIAL EXPENSES, NET

	12.31.2023	12.31.2022	12.31.2021
Financial income:			
Warrants	—	62.9	—
Interest on cash and cash equivalents and financial	105.8	43.8	17.9
Interest on receivables	13.7	4.2	3.1
Financial structuring	8.3	—	—
Residual value guarantee	—	—	52.0
Phantom shares (LTI)	—	5.0	—
Derivative financial instruments	—	5.2	—
Others	0.8	0.8	1.8
Total financial income	128.6	121.9	74.8
Financial expenses:			
Warrants	(29.6)	—	—
Interest	(213.7)	(204.6)	(240.7)
IOF - (tax on financial transactions)	(12.2)	(2.1)	(0.9)
Interest on taxes, social charges and contributions	(7.3)	(6.8)	(3.2)
Financial restructuring costs	(3.2)	(12.1)	(2.4)
Phantom shares (LTI)	(31.4)	—	(17.7)
Others	(24.5)	(19.8)	(9.3)
Total financial expenses	(321.9)	(245.4)	(274.2)
Financial expenses, net	(193.3)	(123.5)	(199.4)

34. FOREIGN EXCHANGE GAIN (LOSS), NET

	12.31.2023	12.31.2022	12.31.2021
Monetary and foreign exchange variations			
Assets:			
Tax credits	10.8	3.4	(14.2)
Trade accounts receivable and contract assets	11.8	41.6	(1.9)
Cash and cash equivalents and financial investments	(10.0)	4.4	2.4
Others	8.9	(12.3)	4.0
	21.5	37.1	(9.7)
Liabilities:			
Loans and financing	(0.4)	0.3	3.9
Contract liabilities	(0.3)	—	(1.0)
Provisions	(14.5)	(6.5)	12.3
Taxes and charges payable	(3.2)	(1.4)	4.0
Other payables	(1.0)	(6.6)	5.9
Suppliers	(7.5)	(1.0)	(2.7)
Provisions for contingencies	(4.3)	(2.1)	3.2
Others	2.6	5.0	5.5
	(28.6)	(12.3)	31.1
Net monetary and foreign exchange variations	(7.1)	24.8	21.4
Derivative financial instruments	6.6	3.4	4.1
Foreign exchange gain (loss), net	(0.5)	28.2	25.5



35. RESPONSIBILITIES AND COMMITMENTS

Backstop commitments (Commercial Aviation)

In certain firm sales contracts of commercial jets included in backlog, the Company has entered into backstop commitments to provide financing in case the customer fails to obtain sufficient credit lines upon the aircraft deliveries.

Past experience demonstrates the Company was requested and provided financing on limited cases to its customers during the deliveries of E-Jets family, which demonstrates existence of alternative funding sources in the market to transfer the backstop commitments and remote probability of exercise. In addition, the Company retains property of the assembled aircraft until the customer fulfils the payments on delivery, then not being exposed to risks of loss.

With the purpose of mitigating the credit risk exposure, the exercise of backstop commitments relies on current financial conditions of the customer upon exercise notice and conditions precedent to be accomplished. If the Company effectively provides the financing on delivery, the related aircraft is kept as collateral in the financing structure.

36. OPERATING SEGMENTS

The Management defined the Company’s operating segments based on the reports used for strategic decision making, reviewed by the chief operating decision-maker.

The chief operating decision-maker is the Chief Executive Officer, who carries out his analysis of the business based on the Company’s consolidated operating results, considering both the geographical perspective and the product sold. Geographically, Management considers the performance of Brazil, North America, Europe, Latin America (except Brazil), and Asia Pacific. From a product perspective, Management considers the activities of Commercial Aviation, Executive Aviation, Defense & Security, Services & Support, and Other Segments.

In general, balances and transactions that are not directly allocated to a specific operating segment, but contribute to its operation, such as expenses with corporate areas, are appropriated on a pro-rata basis using the revenue from each segment as an allocation factor.

As a result of changes in the internal corporate structure and the way the chief operating decision maker allocates the resources and monitors the business performance, the following change was performed in the presentation of segment information:

- Cybersecurity operations held by Tempest are no longer part of the Defense & Security segment. From the first quarter of 2023, these operations have been reported in Other Segments.

Due to the change mentioned, the operating segment information for the comparative period ended December 31, 2022 has been recast for consistency of presentation.

36.1 Commercial Aviation segment

The Commercial Aviation segment mainly involves the development, production, and sale of commercial jets:

- E-Jets 175 E1: aircraft with 70 to 90 seats.
- E-Jets E2: aircraft with 88 to 146 seats.

36.2 Defense & Security segment

This segment mainly includes the development and production of C-390 Millennium and A-29 Super Tucano, both military aircraft.

Other activities are also considered segment operations mainly involve research, development of software and integrated information systems, communications, border monitoring and surveillance, space systems (satellites), aircraft modernization services and services support, development and manufacture of radars and Command, Control, Communications, Computer, Intelligence, Surveillance and Reconnaissance systems (C4ISR).

36.3 Executive Aviation segment

The Executive Aviation segment comprises the development, production, and sale of executive jets, including the Phenom and Praetor models.

36.4 Services & Support segment

This business unit focused on providing a complete portfolio of solutions for operators of Embraer aircraft and products in Commercial Aviation, Executive Aviation, and Defense & Security segments.

The main services offered are field support, technical support, flight operations solutions, aircraft modification, materials management, optimized maintenance solutions, and training programs.

36.5 Other Segments

- The activities reported under Other Segments refer to businesses with no material impact on the results presented in these financial statements:
- Supply of structural parts and hydraulic systems and production of agricultural crop-spraying aircraft.
  - Development and certification of eVTOLs, creation of a maintenance and service network for eVTOLs and creation of an air traffic control system for eVTOLs (UAM Business), through Eve Air Mobility.
  - Development and manufacturing of electrical propulsion systems for aeronautical use, including vertical take-off and landing vehicles and fixed-wing aircraft.
  - Cybersecurity activities through Tempest, it provides cybersecurity solutions for the civil market, government and defense. Cybersecurity solutions include specialized cybersecurity diagnostics, architecture and implementation services, as well as software and technical products for controlling and defending environments.

Result by segment

12.31.2023								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total reportable Segments	Unallocated	Total
Revenue	1,846.8	515.4	1,408.2	1,417.6	80.5	5,268.5	—	5,268.5
Cost of sales and services	(1,698.3)	(429.6)	(1,134.8)	(1,039.0)	(57.2)	(4,358.9)	—	(4,358.9)
Gross profit	148.5	85.8	273.4	378.6	23.3	909.6	—	909.6
Operating income (expense)	(124.6)	(57.5)	(146.6)	(163.4)	(55.9)	(548.0)	(47.1)	(595.1)
Operating profit before financial income (expense)	23.9	28.3	126.8	215.2	(32.6)	361.6	(47.1)	314.5
Financial income (expense), net							(193.3)	(193.3)
Foreign exchange loss, net							(0.5)	(0.5)
Profit before taxes on income								120.7
Income tax benefit							43.6	43.6
Profit for the period								164.3

12.31.2022 (Recast)								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total reportable Segments	Unallocated	Total
Revenue	1,543.9	412.6	1,244.4	1,266.7	72.8	4,540.4	—	4,540.4
Cost of sales and services	(1,382.3)	(326.9)	(953.2)	(912.5)	(53.3)	(3,628.2)	—	(3,628.2)
Gross profit	161.6	85.7	291.2	354.2	19.5	912.2	—	912.2
Operating income (expense)	(145.5)	(76.4)	(141.5)	(203.4)	(386.4)	(953.2)	(69.5)	(1,022.7)
Operating profit before financial income (expense)	16.1	9.3	149.7	150.8	(366.9)	(41.0)	(69.5)	(110.5)
Financial income (expense), net							(123.5)	(123.5)
Foreign exchange loss, net							28.2	28.2
Loss before taxes on income								(205.8)
Income tax benefit							2.3	2.3
Loss for the period								(203.5)

12.31.2021								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total reportable Segments	Unallocated	Total
Revenue	1,316.4	594.4	1,130.1	1,132.2	24.1	4,197.2	—	4,197.2
Cost of sales and services	(1,263.9)	(488.4)	(923.4)	(827.6)	(34.3)	(3,537.6)	—	(3,537.6)
Gross profit	52.5	106.0	206.7	304.6	(10.2)	659.6	—	659.6
Operating income (expense)	(57.1)	(89.0)	(76.9)	(143.2)	(23.1)	(389.3)	(69.0)	(458.3)
Operating profit before financial income (expense)	(4.6)	17.0	129.8	161.4	(33.3)	270.3	(69.0)	201.3
Financial income (expense), net							(199.4)	(199.4)
Foreign exchange gain (loss), net							25.5	25.5
Profit before taxes on income								27.4
Income tax expense							(70.9)	(70.9)
Loss for the period								(43.5)

Unallocated items from operating income (expense) include certain corporate demands not directly related to the operating segments. In 2021 and 2022 these expenses also included expenses incurred as part of the corporate restructuring of the Company (Note 32 (iv)).

Revenue by geographic area and operating segment						
12.31.2023						
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total
North America	1,489.4	1.0	1,054.1	737.8	—	3,282.3
Europe	293.8	304.9	226.9	305.1	—	1,130.7
Asia Pacific	—	67.1	20.1	117.3	—	204.5
Latin America, except Brazil	32.2	—	21.4	44.6	—	98.2
Brazil	4.2	141.9	85.7	141.4	80.5	453.7
Others	27.2	0.5	—	71.4	—	99.1
Total	1,846.8	515.4	1,408.2	1,417.6	80.5	5,268.5
12.31.2022 (Recast)						
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total
North America	1,234.7	2.9	914.1	706.0	—	2,857.7
Europe	234.9	194.0	212.6	242.8	0.1	884.4
Asia Pacific	—	3.6	—	97.3	—	100.9
Latin America, except Brazil	—	1.4	20.0	31.6	—	53.0
Brazil	2.4	210.2	87.8	132.1	72.7	505.2
Others	71.9	0.5	9.9	56.9	—	139.2
Total	1,543.9	412.6	1,244.4	1,266.7	72.8	4,540.4
12.31.2021						
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total
North America	687.6	58.1	807.2	614.0	1.3	2,168.2
Europe	494.5	158.7	229.1	234.4	—	1,116.7
Asia Pacific	3.3	80.8	27.6	97.9	—	209.6
Latin America, except Brazil	—	3.0	4.1	30.7	—	37.8
Brazil	1.8	285.8	62.1	106.1	22.8	478.6
Others	129.2	8.0	—	49.1	—	186.3
Total	1,316.4	594.4	1,130.1	1,132.2	24.1	4,197.2

Revenue by category and operating segment								
12.31.2023								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total		
Aircraft	1,834.1	13.2	1,408.2	—	44.7	3,300.2		
Long-term contracts - aircraft and development	—	457.3	—	—	—	457.3		
Others	12.7	—	—	17.7	0.7	31.1		
Service	—	41.3	—	956.3	24.0	1,021.6		
Spare Parts	—	3.6	—	443.6	11.1	458.3		
Total	1,846.8	515.4	1,408.2	1,417.6	80.5	5,268.5		
12.31.2022 (Recast)								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total		
Aircraft	1,540.6	26.0	1,244.4	—	31.1	2,842.1		
Long-term contracts - aircraft and development	—	312.4	—	—	—	312.4		
Others	3.3	6.5	—	1.4	0.8	12.0		
Service	—	59.5	—	838.1	35.2	932.8		
Spare Parts	—	8.2	—	427.2	5.7	441.1		
Total	1,543.9	412.6	1,244.4	1,266.7	72.8	4,540.4		
12.31.2021								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total		
Aircraft	1,313.2	148.8	1,098.7	—	17.5	2,578.2		
Long-term contracts - aircraft and development	—	320.6	—	—	—	320.6		
Others	3.2	23.2	31.4	8.7	1.4	67.9		
Service	—	87.9	—	795.6	—	883.5		
Spare Parts	—	13.9	—	327.9	5.2	347.0		
Total	1,316.4	594.4	1,130.1	1,132.2	24.1	4,197.2		
Assets by operating segment								
12.31.2023								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total reportable Segments	Unallocated	Total
Property, plant and equipment	544.9	176.1	447.5	594.0	8.2	1,770.7	—	1,770.7
Intangible assets	1,191.4	92.9	905.2	31.0	82.6	2,303.1	27.9	2,331.0
Total	1,736.3	269.0	1,352.7	625.0	90.8	4,073.8	27.9	4,101.7
12.31.2022 (Recast)								
	Commercial Aviation	Defense & Security	Executive Aviation	Services & Support	Other Segments	Total reportable Segments	Unallocated	Total
Property, plant and equipment	542.8	193.2	396.5	510.3	6.4	1,649.2	—	1,649.2
Intangible assets	1,193.3	69.4	881.3	9.0	44.3	2,197.3	49.2	2,246.5
Total	1,736.1	262.6	1,277.8	519.3	50.7	3,846.5	49.2	3,895.7
Assets by geographic area								
12.31.2023								
	North America	Europe	Asia Pacific	Brazil	Total			
Property, plant and equipment	399.2	336.1	69.6	965.8	1,770.7			
Intangible assets	158.5	55.3	—	2,117.2	2,331.0			
Total	557.7	391.4	69.6	3,083.0	4,101.7			
12.31.2022								
	North America	Europe	Asia Pacific	Brazil	Total			
Property, plant and equipment	351.1	263.0	69.0	966.1	1,649.2			
Intangible assets	107.8	45.3	—	2,093.4	2,246.5			
Total	458.9	308.3	69.0	3,059.5	3,895.7			

37. SUBSEQUENT EVENTS

In March 2024, the Company liquidated, in advance, the following loans and financings:

- principal amount of US\$ 100 million maturing in 2027 and interest at SOFR 6M + 2.6% p.a.
- principal amount of US\$ 160 million maturing in 2028 and interest at SOFR 12M + 1.8% p.a.

The total cash outflow amounts to US\$ 274.9 million, including a fee of US\$ 2.3 million recognized in profit or loss as financial expenses.

\* \* \*

**BYLAWS OF**  
**EMBRAER S.A.**

**ARTICLE I**

**NAME, PRINCIPAL PLACE OF BUSINESS, PURPOSE AND DURATION**

**Section 1** - Embraer S.A. (the “Company”) is a corporation governed by these Bylaws and the applicable law.

**PARAGRAPH 1** - The Company was incorporated as a federal mixed-capital company (*sociedade de economia mista*) pursuant to an authorization under Decree-Law No. 770, of August 19, 1969, and was privatized in accordance with Law No. 8,031, of April 12, 1990, and Public Notice No. PND-A-05/94-EMBRAER issued by the Executive Committee of the Brazilian Privatization Program, published in the Official Gazette, Part 3, on April 4, 1994, pages 5,774 to 5,783.

**PARAGRAPH 2** - Considering that the Company has joined the *Novo Mercado* of *B3 S.A. – Brasil, Bolsa Balcão* (“Novo Mercado” and “B3”, respectively), the Company, its shareholders, including controlling shareholders, directors, officers and members of the fiscal council, when convened, are required to comply with the *Novo Mercado* Regulations (“Novo Mercado Regulations”).

**PRINCIPAL PLACE OF BUSINESS**

**Section 2** - The Company shall have its principal place of business and headquarters in the City of São José dos Campos, State of São Paulo, and may incorporate companies and open branches and other offices as well as appoint agents or representatives anywhere in Brazil or abroad.

**CORPORATE PURPOSE**

**Section 3** - The corporate purpose of the Company is as follows:

- I. to design, build and market aircraft and aerospace materials and related accessories, components and equipment, according to the highest standards of technology and quality;
- II. to perform and carry out technical activities related to the manufacturing and servicing of aerospace materials;
- III. to contribute to the training of technical personnel as necessary for the aerospace industry;
- IV. Perform other technological, industrial, commercial and service activities related to the aerospace industry;
- V. to design, build and trade in equipment, materials, systems, software, accessories and components for the defense, security and energy industries, as well as promote and carry out technical activities related to the manufacturing and servicing thereof, in accordance with the highest technological and quality standards; and
- VI. to conduct other technological, manufacturing, trading and services activities related to the defense, security and energy industries.

**Section 4** - The organization and operation of the Company shall be guided by the following principles:

I. the securities of the Company shall be traded on domestic and/or international capital markets in compliance with all applicable legal requirements and the requirements of the supervisory institutions of such markets, in order to raise the necessary capital for the growth of the Company as well as preservation of its competitiveness and continuing existence;

II. all shares of the capital stock of the Company shall be common shares;

III. with respect to the resolutions passed by the Shareholders' Meetings:

a) no shareholder or group of shareholders, whether Brazilian or foreign, may exercise voting rights in excess of 5% of the shares of the capital stock; and

b) foreign shareholders and groups of foreign shareholders, in the aggregate, may not exercise voting rights in excess of two-thirds (2/3) of all voting rights held by the Brazilian shareholders in attendance;

IV. with due regard for the provisions of Section 56 hereof, no majority group may be formed in advance of the Shareholders' Meetings under shareholders' agreements that regulate the exercise of voting rights, so as to create blocks holding voting rights in excess of the individual limit established in letter "a" of item III of this Section;

V. the resolutions and acts by the bodies of the Company listed in Section 9 hereof shall be subject to a veto right of the Brazilian Federal Government; and

VI. the Company shall not issue profit-sharing bonds (*partes beneficiárias*).

**SECTION 5** - The duration of the Company shall be for an indefinite period of time.

## Article II

### CAPITAL STOCK AND SHARES

#### **CAPITAL STOCK**

**SECTION 6** - The capital stock of the Company, which is fully subscribed and paid in, is five billion, one hundred and fifty-nine million, six hundred and seventeen thousand, fifty-two reais and forty-two cents (R\$ 5,159,617,052.42), divided into seven hundred forty million, four hundred sixty-five thousand, forty-four (740,465,044) registered common shares, one of which shall be a Golden Share (Section 9), and all of which with no par value.

**PARAGRAPH 1** – At all times the capital stock of the Company shall be divided into common shares only, no preferred shares being permitted.

**PARAGRAPH 2** - The single Golden Share of the Brazilian Federal Government shall be entitled to all prerogatives attached thereto for as long as such Golden Share is owned by the Brazilian Federal Government (pursuant to Section 8 of Law No. 9,491/97).

**SECTION 7** - According to Section 168 of Law No. 6,404/76, the capital stock of the Company may be increased up to one billion (1,000,000,000) common shares, by a resolution of the Board of Directors, irrespective of any amendment to these Bylaws.

**PARAGRAPH 1** - It is incumbent on the Board of Directors to establish the price and the number of shares to be issued, as well as the time and terms of payment; provided, however, that a subscription to be paid in kind shall be contingent on approval of the relevant appraisal report by the Shareholders’ Meeting, as required by law.

**PARAGRAPH 2** - Within the limit of the authorized capital, the Board of Directors may:

- a) resolve on the issuance of warrants, including when attributed as an additional advantage to subscribers of shares or debentures convertible into shares;
- b) in accordance with the plan approved by the Shareholders’ Meeting, grant stock options to the members of management and employees of the Company or its controlled companies, without the shareholders having preemptive rights of purchase with respect to such shares; and
- c) approve an increase of the capital stock by way of capitalization of earnings or reserves, with or without a stock dividend.

**PARAGRAPH 3** - In the event of an issuance of shares in connection with an increase of the capital stock, where such shares will be placed through a sale on a stock exchange or a public offering, the preemptive rights of the existing shareholders may be excluded or the time limit for exercise of such rights may be reduced.

**PARAGRAPH 4** - The provisions of this Section shall also apply to an issuance of convertible debentures or warrants, unless these securities are offered as an additional advantage to subscribers of shares or convertible debentures.

**FORM OF SHARES**

**Section 8** - All shares of the Company shall be in book-entry form and shall be held in deposit accounts in the name of their owners with a financial institution authorized to operate by the Brazilian Securities Commission (*Comissão de Valores Mobiliários*, “CVM”), as selected by the Board of Executive Officers.

**PARAGRAPH 1** - Such registrar of the book-entry shares shall charge directly to the Company the cost of its services.

**PARAGRAPH 2** - Such registrar shall control the number of shares owned by Brazilian and foreign individuals and legal entities, with due regard for the provisions of Paragraph 2 of Section 10 hereof.

**GOLDEN SHARE OF THE BRAZILIAN FEDERAL GOVERNMENT**

**SECTION 9** - The Golden Share confers on the Brazilian Federal Government veto powers over the following matters:

- I. change in the name of the Company or its corporate purposes;
- II. modification and/or use of the Company’s logo;



- III. creation of and/or changes in military programs involving the Federative Republic of Brazil or otherwise;
- IV. technological training of third parties in connection with military programs;
- V. discontinuance of a supply of spare parts to service military aircraft;
- VI. transfer of a controlling interest in the Company;
- VII. any amendments to: (i) the provisions of this Section, Section 4, the leading paragraph of Section 10, Sections 11, 14 and 15, item III of Section 18, Paragraphs 1 and 2 of Section 27, item X of Section 33, item XII of Section 41 and Article VII; and (ii) the rights conferred by these Bylaws on the Golden Share.

**PARAGRAPH 1** - The conduct of a public offering for the purchase of the Company’s shares, as referred to in Section 56 hereof, shall require the prior approval of the Brazilian Federal Government as the owner of the Golden Share.

**PARAGRAPH 2** - Subject to the provisions of Law No. 6,404/76 and Section 18, item III, of these Bylaws, the matters listed in this Section shall fall be subject to the decision- making authority of the Board of Directors of the Company and shall comply with the following procedures:

- I. the matter shall be subject to resolution by the Board of Directors;
- II. if the matter is approved by the Board of Directors, the Chairman of the Board shall notify the director elected by the Brazilian Federal Government to either exercise his or her veto right or express his or her approval, within a period of 30 days from receipt of such notice;
- III. upon expiration of the period mentioned in item II above, a new meeting of the Board of Directors shall be convened: (i) to reconsider the resolution, if the Brazilian Federal Government exercised its veto right; or (ii) to confirm the resolution, if the Brazilian Federal Government expressed its approval or failed to voice an opinion within the period referred to above; and.
- IV. if the resolution is confirmed by the Board of Directors, the matter shall be submitted to the Shareholders’ Meeting for approval, where so required by applicable legislation, at which time the Brazilian Federal Government may yet again exercise its veto power under this Section.

**PARAGRAPH 3** - Without prejudice to the procedure defined in Paragraph 2 above, all matters to be acted on by the Board of Directors that are subject to veto by the Brazilian Federal Government, as holder of the Golden Share, shall also be communicated in advance by the Company to the Ministry of Economy by notice given concurrently with the notice mentioned in item II above, and the Ministry of the Economy shall reply within 30 days from receipt of the notice referred to in item II above.

**ARTICLE III**

**SHAREHOLDERS**

**BRAZILIAN SHAREHOLDERS**

**SECTION 10** - For the purposes of these Bylaws, the following are deemed as Brazilian shareholders (“Brazilian Shareholders”):

- I - individuals born or naturalized in Brazil, residing in Brazil or abroad;
  - II - legal entities organized under Brazilian private law and having their management based in in Brazil; provided that such entities:
    - a) do not have a foreign controlling shareholder or parent company, unless the latter falls under letter “b” of this item I; and
    - b) are controlled either directly or indirectly by one or more individuals referred to in item I;
  - III - investment funds or investment clubs organized under the laws of Brazil and having their management based in Brazil; provided that their administrators and/or majority of its quota holders are individuals or entities as mentioned in items I or II.
- PARAGRAPH 1** - The Company shall keep a registry of its Brazilian Shareholders and Foreign Shareholders, as defined in this Section and Section 11 hereof.
- PARAGRAPH 2** - A Brazilian Shareholder shall be required to show evidence to the Company and the registrar of its book-entry shares that such Brazilian Shareholder meets the requirements of this Section, and only after such evidence is produced shall the name of such Brazilian Shareholder be entered on the registry of Brazilian Shareholders.

**FOREIGN SHAREHOLDERS**

**SECTION 11** - For the purposes of these Bylaws, foreign shareholders (“Foreign Shareholders”) shall be individuals, legal entities, investment funds or investment clubs and any other organizations not encompassed by the provisions of Section 10 hereof, as well as those that fail to provide evidence that they meet the requirements for registration as Brazilian Shareholders, according to Paragraph 2 of Section 10 hereof.

**SHAREHOLDER GROUPS**

- SECTION 12** - For the purposes of these Bylaws, two or more shareholders of the Company shall be deemed to form a group of shareholders (each a “Shareholder Group”) if:
- I - such shareholders are parties to a voting agreements, either directly or through a parent company, a controlled company or a company under common control;
  - II – one shareholder is directly or indirectly a controlling shareholder or parent company of the other shareholder(s);
  - III – such shareholders are companies directly or indirectly controlled by the same person or entity, or the same group of persons or entities, who may or may not be shareholders themselves; or
  - IV – such shareholders are companies, associations, foundations, cooperatives and trusts, investment funds or portfolios, pools of rights or any other form of organization or undertaking having the same administrators or managers, or having administrators or managers that are companies directly or indirectly controlled by the same person or entity, or the same group of persons or entities, who may or may not be shareholders themselves.

**PARAGRAPH 1** – In the case of investment funds having a common administrator, only those funds with policies on investments and exercise of voting at Shareholders’ Meetings, according to the relevant Bylaws, that fall under the discretionary duties of such common administrator shall be deemed to form a Shareholder Group.

**PARAGRAPH 2** – For the purposes of these Bylaws, holders of securities issued in connection with the Company’s Depositary Receipts program shall not be deemed as a Shareholder Group, unless they fit the provisions of the preceding items of this Section.

**PARAGRAPH 3** – A Shareholder Group shall be deemed to be foreign (a “Foreign Shareholder Group”) if one or more of its members is a Foreign Shareholder.

**PARAGRAPH 4** - In addition to the foregoing provisions of this Section, at a given Shareholders’ Meeting, any shareholders or Shareholder Groups represented by the same attorney-in-fact, executive officer, director or representative in any capacity, shall be deemed to be part of the same Shareholder Group, except in the case of holders of securities issued in connection with a Depositary Receipts program of the Company, when represented by the relevant Depositary Bank.

**PARAGRAPH 5** – In the case of a shareholders’ agreement that regulates the exercise of voting rights, all signatories thereto shall be deemed to be members of the same Shareholder Group, according to the terms of this Section, for the purpose of limitation of number of votes, as referred to in Section 14 hereof.

**OBLIGATION TO DISCLOSE**

**SECTION 13** – Every shareholder or Shareholder Group is required to disclose, by notice to the Company and the stock exchanges on which the securities of the Company are traded, any negotiation of securities through which its direct or indirect equity interest regarding the type or class of shares representing the capital stock of the Company increases or decreases by five percent (5%), ten percent (10%), fifteen percent (15%) and so on successively.

**PARAGRAPH 1** - The same requirement applies to the holders of convertible debentures and warrants carrying rights to acquire shares in the amounts mentioned in this Section.

**PARAGRAPH 2** - A violation of the provisions of this Section shall result in the imposition of the penalties described in Section 16 below.

**VOTING RIGHTS**

**SECTION 14** - Each common share shall be entitled to one vote on the resolutions adopted at the Shareholders’ Meetings, subject to the following limitations:

- I - no shareholder or Shareholder Group, whether Brazilian or foreign, may cast votes in excess of 5% of the number of shares in which the Company’s capital stock is divided;
- II - the Foreign Shareholders, in the aggregate, may not cast, at each Shareholders’ Meeting, votes in excess of two-thirds (2/3) of the number of votes that may be cast by the Brazilian Shareholders in attendance.

**SOLE PARAGRAPH** - Any votes that exceed the limits established in this Section shall not be computed with respect to the resolutions of the Shareholders’ Meetings.

**SECTION 15** - For purposes of the provision of item II of Section 14, after a Shareholders’ Meeting is called to order:

I - the Chairman of the Meeting shall determine, based on the Shareholder Attendance List, and shall announce to the Meeting (as required by Section 22, Paragraph 3 below), the total number of votes that may be cast by the Brazilian Shareholders and the Foreign Shareholders in attendance, with due regard for the provisions of items I and II of Section 14; and

II - if the total votes of the Foreign Shareholders exceed two-thirds (2/3) of the votes that may be cast by the Brazilian Shareholders, then the number of votes of each Foreign Shareholder shall be reduced on a pro rata basis from the excess percentage, so that the total votes of the Foreign Shareholders do not exceed the limit of 40% of the total votes that may be cast at such Shareholders’ Meeting.

**PARAGRAPH 1** - In the case of Foreign Shareholders and Foreign Shareholder Groups, the limits mentioned above shall be applied jointly and successively.

**PARAGRAPH 2** - The Chairman of the Shareholders’ Meeting shall inform the number of votes that may be cast by each shareholder in attendance, after application of the rules in Section 14 and this Section.

**SUSPENSION OF RIGHTS**

**SECTION 16** - The Shareholders’ Meeting may suspend the rights, including the voting rights, of a shareholder that fails to comply with any obligation imposed by law and the regulations issued thereunder, or these Bylaws, including the requirement to evidence Brazilian nationality as per Paragraph 2 of Section 10 hereof.

**PARAGRAPH 1** - Such suspension of rights may be acted on by any Shareholders’ Meeting, whether annual or extraordinary; provided that the matter is included in the agenda of the Meeting.

**PARAGRAPH 2** - The shareholders representing at least 5% of the capital stock of the Company may call a Shareholders’ Meeting, where the Board of Directors fails to comply, within eight days, with a request for a Shareholders’ Meeting, indicating the breach of an obligation and the name of the breaching shareholder.

**PARAGRAPH 3** – It shall be incumbent on the Shareholders’ Meeting that approves suspension of the political rights of a shareholder to also define, *inter alia*, the scope and duration of such suspension, provided, however, that no suspension of the statutory rights to oversight and to request information shall be permitted.

**PARAGRAPH 4** – A suspension of rights shall cease as soon as the obligation in question is fulfilled.

**SHAREHOLDERS’ AGREEMENT**

**SECTION 17** - The Company shall not file any shareholders’ agreement on the exercise of voting rights that conflicts with the provisions of these Bylaws.

**ARTICLE IV**

**SHAREHOLDERS' MEETING**

**AUTHORITY**

**SECTION 18** - In addition to the duties mentioned in Section 122 and other provisions of Law No. 6,404/76, the Shareholders' Meeting shall have sole authority to take the following actions:

- I. to elect and remove the members of the Board of Directors;
- II. to elect and remove the members of the Fiscal Council and to determine their compensation;
- III. when required by applicable legislation, to decide on the matters subject to the veto power of the Brazilian Federal Government as holder of the Golden Share, pursuant to Section 9 hereof;
- IV. to determine the aggregate annual compensation of the directors and executive officers of the Company;
- V. to select the expert firm responsible for appraising the Company and preparing the relevant report in those cases mentioned in Article VIII hereof;
- VI. to approve stock option plans for the directors, executive officers and/or employees of the Company or companies controlled by the Company, according to the terms of Section 7, Paragraph 2, letter "b" hereof;
- VII. to allocate profit sharing to the directors, executive officers and/or employees of the Company, subject statutory limitations and the human resources policy of the Company;
- VIII. to decide on any allocation of earnings and payment of dividends by the Company, as proposed by the management;
- IX. to elect the liquidator as well as the Fiscal Council that will operate during the period of liquidation of the Company; and
- X. to dismiss the requirement of conducting a tender offer to delist the Company from the *Novo Mercado*.

**SOLE PARAGRAPH** - The resolution referred to in item X of this Section shall be taken by majority vote of the shareholders of outstanding shares attending the Meeting, disregarding blank votes. If the Meeting is convened on first call, shareholders representing at least two-thirds (2/3) of total outstanding shares must be in attendance; and, on second call, the Meeting shall be convened with any number of shareholders representing outstanding shares.

**CALL**

**SECTION 19** - The Shareholders' Meetings shall be called by the Board of Directors or, where provided by law, by the shareholders or the Fiscal Council; provided that notice of the Shareholders' Meetings shall be given at least 30 days in advance, as counted from first publication of notice. In the event the Meeting is not held, a second notice shall be published at least 15 days in advance.

**QUALIFICATION AND REPRESENTATION**

**SECTION 20** - The shareholders present at a Shareholders’ Meeting shall evidence their qualification as Brazilian Shareholders (Section 10) or Foreign Shareholders (Section 11) by producing a valid identification document or lodging with the Company, no later than 48 hours prior to the time scheduled for the Shareholders’ Meeting, proof furnished by the registrar of book-entry shares or the custodian of any shares, in accordance with Section 40 of Law No. 6,404/76.

**PARAGRAPH 1** - The Company shall waive submission of proof of ownership by a holder of book-entry shares whose name appears on the list of shareholders provided by the financial institution acting as registrar.

**PARAGRAPH 2** - A shareholder may be represented at a Shareholders’ Meeting by an attorney-in-fact appointed pursuant to Paragraph 1 of Section 126 of Law No. 6,404/76, who shall file the relevant proxy statement at the principal place of business of the Company within 48 hours prior to the time scheduled for the Shareholders’ Meeting.

**QUORUM**

**SECTION 21** – A Shareholders’ Meeting shall be called to order, on first call, upon attendance by shareholders representing at least 25% of the voting capital stock, except where a statute requires a higher quorum; and on second call, with any number of shareholders in attendance.

**SHAREHOLDER ATTENDANCE BOOK**

**SECTION 22** - Before the proceedings at a Shareholders’ Meeting are opened, the shareholders shall sign the “Shareholder Attendance Book”, informing their name and domicile, number of shares owned, and their qualification as Brazilian Shareholders (Section 10) or Foreign Shareholders (Section 11).

**PARAGRAPH 1** - The list of shareholders present shall be closed by the Chairman of the Shareholders’ Meeting once the Meeting is called to order.

**PARAGRAPH 2** - The shareholders that arrive at a Shareholders’ Meeting after the attendance list is closed may participate in the meeting, but shall not be entitled to vote on any of its resolutions. Additionally, their shares shall not be counted to determine the total votes attributed to the Brazilian Shareholders and the Foreign Shareholders.

**PARAGRAPH 3** - After the list of shareholders is closed, the Chairman of the Meeting shall announce the number of votes that may be cast by each Brazilian Shareholder and each Foreign Shareholder, subject to the provisions of Sections 14 and 15 hereof.

**PRESIDING OFFICERS**

**SECTION 23** - The proceedings of the Shareholders’ Meeting shall be chaired by the Chairman of the Board of Directors or, in his or her absence or impediment, by the Vice Chairman of the Board; in the case of absence or impediment of both of them, a shareholder elected by the Shareholders’ Meeting from among those present shall act as Chairman.

**PARAGRAPH 1** - The Secretary of the Shareholders’ Meeting shall be appointed by the Chairman.

**PARAGRAPH 2** - The Investor Relations Officer or his or her designee shall necessarily attend all Shareholders’ Meetings in order to provide any clarification and information to the shareholders and the Presiding Officers about the matters comprised within his or her duties under these Bylaws. Notwithstanding the foregoing, it shall be solely incumbent on the Chairman of the meeting, with due regard for the rules established in these Bylaws, to make any decisions concerning the number of votes of each shareholder or the qualification of each shareholder as a Brazilian Shareholder or a Foreign Shareholder.

**VOTING**

**SECTION 24** - With respect to the resolutions of the Shareholders’ Meetings, the votes cast by the Brazilian Shareholders shall be computed separately from those cast by the Foreign Shareholders (Sections 10 and 11), with due regard for the voting limits referred to in Sections 14 and 15 hereof.

**SOLE PARAGRAPH** - The Shareholders’ Meeting shall only take action on the matters expressly contemplated in the agenda for the meeting, as set forth in the relevant notice, provided that the approval of matters under a general item contained in the agenda is forbidden.

**ARTICLE V**

**BOARD OF DIRECTORS, BOARD OF EXECUTIVE OFFICERS AND FISCAL COUNCIL**

**MANAGEMENT OF THE COMPANY**

**Section 25** - The management bodies of the Company are the Board of Directors and the Board of Executive Officers.

**SOLE PARAGRAPH** – The Board of Directors is the collegiate decision-making body of the Company, while representation of the Company shall be incumbent on the Executive Officers only.

**ACCEPTANCE OF OFFICE**

**Section 26** - The directors, executive officers and members of the Fiscal Council shall take office by executing an instrument of investiture recorded in the Book of Minutes of the Board of Directors or the Board of Executive Officers, or in the Book of Minutes and Opinions of the Fiscal Council, as the case may be.

## PART I

### BOARD OF DIRECTORS

#### COMPOSITION

**Section 27** - The Board of Directors shall be composed of at least nine and no more than eleven members, all of whom shall be elected by the Shareholders' Meeting for a unified two- year term, reelection being permitted, with due regard for the provisions in Paragraphs 1 and 2 below.

**PARAGRAPH 1** - The Brazilian Federal Government, as the holder of the Golden Share, is entitled to elect one acting Board member and his or her alternate.

**PARAGRAPH 2** - The employees of the Company shall be entitled to elect, by separate vote, two acting Board members and their alternates as follows: one Board member and his or her alternate shall be appointed by the Employee Investment Club of the Company (*CIEMB—Clube de Investimentos dos Empregados da Embraer*), and one Board member and his or her alternate shall be appointed by the non-shareholder employees of the Company.

**PARAGRAPH 3** - The remaining Board members shall be elected by the other shareholders of the Company, subject to the provisions of Sections 31 and 32 hereof. It shall be incumbent on the Chairman of the Shareholders' Meeting, when conducting the proceedings related to the election of the members of the Board of Directors, to determine the voting mechanism for election of Board members, as contemplated in this Paragraph (Section 31 or Section 32).

**PARAGRAPH 4** - Subject to the leading provision and paragraphs 1 and 2 of this Section, the number of members of the Board of Directors in each term of office shall be determined at the Shareholders' Meeting held for the election of members of the Board of Directors.

**PARAGRAPH 5** - No member of the Board of Directors may hold a position as Executive Officer of the Company.

**PARAGRAPH 6** - At least two (2) or twenty percent (20%), whichever is higher, of the directors shall be Independent Directors, as defined in the *Novo Mercado* Regulations, and the qualification of the nominees to the Board of Directors as independent directors shall be decided at the Shareholders' Meeting that elects such directors, provided that, in the event there is a controlling shareholder, the director(s) elected as provided in Section 141, Paragraph 4 of Law No. 6,404/76, shall also be deemed as Independent Director(s), subject to the provision of Section 32, Paragraph 7 hereof.

**PARAGRAPH 7** - If the calculation of the percentage referred to in the preceding Paragraph results in a fractional number of directors, this percentage shall be rounded up to the next whole number.

**SECTION 28** - The Board of Directors shall have a Chairman and a Vice Chairman, who shall be elected by the Shareholders' Meeting immediately after election of the Board members.

**SECTION 29** - The replacement of the members of the Board of Directors in the case of absence, impediment, or as a result of a vacancy, shall be conducted as follows:

I. except as provided in items IV, V and VI below, in the event of impediment or vacancy with respect up to two directors, the Board of Directors shall continue to be composed of the remaining members until the end of their terms of office or, at the discretion of the Board of Directors, the remaining members of the Board of Directors shall appoint the substitute(s) that shall serve until the following Shareholders' Meeting, at which time the replacement(s) shall be elected. In the event of vacancy with respect to more than two directors, the following rules apply: (x) if the vacancy does not refer to the majority of positions, the other members of the Board of Directors may call a Shareholders' Meeting to elect the substitute(s) or directly appoint the substitute(s), provided that no more than two seats in the Board of Directors may remain vacant; (y) if the vacancy refers to the majority of positions, a Shareholders' Meeting shall be called to elect their substitutes. In both cases, substitutes shall serve for the remaining terms of office of the substituted directors;



- II. in the event of temporary absence or impediment of the Chairman of the Board, his or her duties shall be exercised by the Vice Chairman of the Board on a temporary basis;
- III. in the event of a vacancy in the office of the Chairman of the Board of Directors, the Vice Chairman of the Board shall serve as Chairman until the end of the current term of office, and the remaining members of the Board of Directors shall promptly appoint a new Vice Chairman of the Board, who shall hold such position until the following Shareholders’ Meeting, at which time a replacement shall be elected;
- IV. in the event of impediment of any acting director referred to in Paragraphs 1 and 2 of Section 27, his or her alternate shall serve as acting director until the impediment ceases;
- V. in the event of a vacancy with respect to any acting director referred to in Paragraphs 1 and 2 of Section 27, his or her alternate shall serve as acting director until the following Shareholders’ Meeting, which shall elect the respective replacement; and
- VI. in the event of simultaneous vacancy with respect to both an acting and an alternate director referred to in Paragraphs 1 and 2 of Section 27, the Board shall promptly call a Shareholders’ Meeting to fill the vacant positions.

**MEMBERS OF THE BOARD OF DIRECTORS**

**SECTION 30** - The members of the Board of Directors shall be persons of upstanding reputation and, unless a waiver is given by the Shareholders’ Meeting, may not:

I - hold positions in companies that could be regarded as competitors of the Company; or

II - have or represent interests that conflict with those of the Company.

**PARAGRAPH 1** - For purposes of the provision in Section 115 of Law No. 6,404/76, a vote cast by a shareholder for election of a Board member that fails to meet the requirements of this Section shall be deemed an abusive vote.

**PARAGRAPH 2** - No member of the Board of Directors may have access to information, participate in Board meetings or cast a vote where such member has or represents interests that conflict with those of the Company.

**PARAGRAPH 3** - With regard to the election of the members of the Board of Directors referred to in Paragraph 3 of Section 27 hereof, and irrespective of the election mechanism to be adopted (Section 31 or Section 32), any shareholder who wishes to nominate a slate, in the case of election by slate, or candidate, in the case of adoption of the multiple voting process, who is not a member of the Board of Directors or of the slate indicated by the Board of Directors, shall give written notice to the Company to that effect, no later than 10 days prior to the relevant Shareholders’ Meeting, informing the name, qualification and professional résumés of each such person together with a consent signed by the candidate agreeing to run for office. At least eight days prior to the Shareholders’ Meeting, the Company shall publish a notice to the shareholders informing the shareholders where they can obtain a list of all candidates proposed as provided in this Paragraph and a copy of their qualification and professional résumés.

## **ELECTION BY SLATE**

**SECTION 31** - Except as provided in Section 32 hereof, election of members of the Board of Directors as contemplated in Paragraph 3 of Section 27 shall be conducted according to a slate system, whereby no vote may be cast for an individual candidate.

**PARAGRAPH 1** - In the case of an election as referred to in this Section 31, the Board of Directors shall nominate a slate; provided that the management of the Company shall, no later than 30 days prior to the date scheduled for the Shareholders' Meeting, send to the stock exchange, post on the Company's website and make available to the shareholders at the Company's principal place of business, a document containing the names, the qualification and résumés of the candidates for the positions of Board members listed on the slate referred to in this Paragraph.

**PARAGRAPH 2** - Any shareholder or group of shareholders may propose another slate for the Board of Directors, subject to the following rules:

a) the proposal shall be notified in writing to the Company no later than 10 days prior to the date of the Shareholders' Meeting, provided that the same shareholder or group of shareholders may not submit more than one slate;

b) the notice shall indicate the names for the slate and, for members who are not members of the Board of Directors or members of the slate indicated by the Board of Directors, the notice shall indicate the respective qualification and professional résumés, and contain an executed instrument certifying acceptance to run in the election, as well as other information documents required by applicable law;

c) no later than 8 days prior to the date of the Shareholders' Meeting, the Company shall publish a notice, which shall be posted on the Company's website, informing the place where the shareholders may obtain a copy of the proposed slate and a copy of the qualification and professional résumés of the candidates.

**PARAGRAPH 3** - The name of a same person may appear in two or more slates, including the slate referred to in Paragraph 1.

**PARAGRAPH 4** - Each shareholder may only vote for one slate, and all votes shall be computed with due regard for the limitations provided for in Sections 14 and 15 hereof. The candidates in the slate receiving the largest number of votes at the Shareholders' Meeting shall be elected.

## **ELECTION BY CUMULATIVE VOTING**

**SECTION 32** - In connection with the election of the members of the Board of Directors as provided in Paragraph 3 of Section 27, the shareholders representing at least 5% of the voting capital stock may request the adoption of the cumulative voting method, no later than 48 hours prior to the date of the Shareholders' Meeting.

**PARAGRAPH 1** - Promptly upon receiving such a request, the Company shall publish a notice to the shareholders communicating that the election will be conducted according to the method of cumulative voting.

**PARAGRAPH 2** - After the Shareholders' Meeting is called to order, the Presiding Officers shall determine, based on the Brazilian Shareholders and the Foreign Shareholders that have signed the Shareholder Attendance Book and the number of their shares, the number of votes that each Brazilian or foreign shareholder may cast, subject to the following rules:

- a) firstly, the number of votes that each shareholder may cast according to the provision of item I of Section 14 shall be determined, ascribing, to each share that does not exceed 5% of the total of the shares of the Company’s capital stock, the number of votes corresponding to the number of members of the Board of Directors to be elected; and
- b) if the aggregate votes of the Foreign Shareholders exceed two-thirds (2/3) of the aggregate votes of the Brazilian Shareholders, then a percentage reduction factor shall be applied to the votes of each Foreign Shareholder for compliance with the limit set forth in item II of Section 14.

**PARAGRAPH 3** - The following persons may be candidates for positions on the Board of Directors:

- a) the persons on the slates referred to in Paragraphs 1 and 2 of Section 31; and
- b) a candidate that is nominated by any shareholder and is not a member of the proposed slate shall send his or her qualification and professional résumé, the executed instrument certifying his or her acceptance to run in the election and other information and documents required by applicable regulations.

**PARAGRAPH 4** - Each shareholder shall have the right to give the votes ascribed to him or her pursuant to Paragraph 2 to a single candidate, or to distribute such votes among several candidates. The members who receive the largest number of votes shall be elected.

**PARAGRAPH 5** - Any offices not filled due to a tie vote shall be subject to a new vote, by the same method, adjusted for the number of votes that each shareholder will be entitled to cast given the number of positions to be filled.

**PARAGRAPH 6** - Whenever an election is conducted according to the foregoing method, removal of any Board member by the Shareholders’ Meeting shall entail removal of all other members and the holding of a new election; if a vacancy occurs for any other reasons, the subsequent Shareholders’ Meeting shall hold a new election of the entire Board.

**PARAGRAPH 7** - Paragraph 4 of Section 141 of Law No. 6,404/76 shall only be applicable if the Company has a controlling shareholder.

**AUTHORITY**

**SECTION 33** - It is incumbent on the Board of Directors:

- I. to establish the general business guidelines of the Company;
- II. to elect and remove the executive officers of the Company and to establish their duties, subject to the provisions of these Bylaws;
- III. to designate from among the executive officers of the Company, the officer that will serve as the Investor Relations Officer, pursuant to the regulations issued by the CVM;
- IV. to oversee the performance of the executive officers of the Company, examining at any time the corporate books and documents, and to request information on agreements entered into or about to be entered into, and any other acts;

V. to review the quarterly results of the operations of the Company;

VI. to review the management report and the accounts of the Board of Executive Officers, and to make a decision regarding their submission to the Shareholders' Meeting;

VII. to call on the independent auditors in order to provide clarification on the affairs of the Company, as deemed necessary;

VIII. to call the Annual Shareholders' Meeting and, where appropriate, the Extraordinary Shareholders' Meeting;

IX. to approve annual and multiannual budgets, strategic plans, expansion programs and investment programs of the Company, as well as to monitor their implementation;

X. to review the matters subject to the veto power of the Brazilian Federal Government and to submit such matters to the Shareholders' Meeting for consideration, where required by Law No. 6,404/76;

XI. to issue a prior opinion on any matter to be submitted to the Shareholders' Meeting;

XII. to take action on:

- a) the issuance of shares of the authorized capital, subject to the provisions of Section 7 and its Paragraph 1;
- b) the issuance of warrants and, subject to the provisions of Paragraph 2 of Section 7 and the relevant plan approved by the Shareholders' Meeting, the grant of stock options referred to therein;
- c) acquisition by the Company of shares of its own capital stock to be kept as treasury shares or for subsequent cancellation or disposal;

XIII. to approve the disposal or encumbrance of fixed assets having a value in excess of one percent (1%) of the Shareholder's Equity of the Company recorded in the latest consolidated financial statements of the Company released prior to the resolution of the Board of Directors in question, by way of a Standard Financial Statement Form (*Formulário Demonstrações Financeiras Padronizadas - DFP*) or Quarterly Information Form (*Formulário de Informações Trimestrais - ITR*), whichever is more recent;

XIV. to take action on the issuance of non-convertible ordinary unsecured debentures by the Company, in compliance with the regulations in force;

XV. to authorize the issuance by the Company of credit instruments for the raising of funds, such as bonds, notes, commercial papers and other instruments, according to usual market practices, and to establish the terms for issuance and redemption of such instruments;

XVI. to approve (i) the incorporation and termination of directly or indirectly controlled companies, affiliates, consortiums, joint ventures and/or any entities of any nature; (ii) the direct holding by the Company of an ownership interest in other companies, the sale of such ownership interest (except for companies of the same group of the Company, which resolution is incumbent on the Board of Executive Officers), as well as new capital contributions to such companies;

XVII. to authorize the Company to obtain any loans and borrowings, incur indebtedness, assume debt, provide guarantees, including, for example, security, accommodation, suretyship, expense, advance or credit offer in benefit of third parties, without prejudice to the provisions of item XI of Section 41 below;

- XVIII. to create and extinguish operating units of the Company;
- XIX. to approve the following policies: (i) appointment of members of the board of directors, its advisory committees and statutory board of executive officers; (ii) risk management; (iii) related party transactions; (iv) securities trading; and (v) compensation and human resources policies of the Company, including criteria for compensation, rights and benefits;
- XX. to authorize a transfer of corporate funds to employee associations, charitable, recreational and private pension entities, as well as any donation of corporate funds to a third party;
- XXI. to select and remove the Company’s independent auditors;
- XXII. to approve the execution of any agreements or transactions of any kind involving, on the one part, the Company and, on the other part: (i) any shareholder of the Company that holds more than 5% of its capital stock; (ii) any directors or executive officers of the Company, or their spouses and relatives up to the 4th degree of kinship; or (iii) any companies controlling, controlled by or under common control or affiliated with any one of the parties referred to in clauses “i” and “ii”;
- XXIII. to issue a prior favorable or unfavorable opinion with respect to any tender offer for the shares of the capital stock of the Company, as expressed in a well-reasoned report to be issued no later than 15 days after publication of the notice for such tender offer, covering at least (i) the convenience and timeliness of the tender offer in light of the interests of the Company and the interests of shareholders, including with respect to the price and potential impacts on the liquidity of the shares; (ii) the strategic plans announced by the offeror with respect to the Company; (iii) alternatives in the market to the acceptance of the tender offer; and (iv) other matters that the Board of Directors deems relevant;
- XXIV. with due regard for the provisions of these Bylaws and legislation in force, to provide for the orderly conduct of the proceedings of the Board of Directors, and to approve the internal regulations of the Board of Directors and its Advisory Committees;
- XXV. to regulate the activities of the Company and to take responsibility for all matters subject to the exclusive authority of the Shareholders’ Meeting or the Board of Executive Officers;
- XXVI. to elect the members of statutory advisory committees of the Board of Directors and their respective coordinators, and approve the internal regulations of the statutory advisory committees of the Board of Directors;
- XXVII. to authorize the Company to obtain any loans and borrowings, incur indebtedness, assume debt, provide guarantees, including security, accommodation, suretyship, expense, advance or credit offer in benefit of its controlled companies, special purpose companies and other companies that are directly or indirectly controlled by the Company, duly consolidated in its financial statements, in an amount above one percent (1%) of the Company’s Shareholder’s Equity recorded in the last consolidated financial statements of the Company and disclosed before the date of the relevant resolution taken by the Board of Directors, through the Standardized Financial Statements Form (*Formulário Demonstrações Financeiras Padronizadas - DFP*) or Quarterly Information Form (*Formulário de Informações Trimestrais - ITR*), whichever is more recent.

**PARAGRAPH 1** – The removal of an Executive Officer shall require an affirmative vote of at least seven Directors.

**PARAGRAPH 2** - Subject to any limitations imposed by the Shareholders’ Meeting, the Board of Directors shall determine the compensation of each of its members, each member of the Committees (articles 34 to 37) and each Executive Officer of the Company, taking into account their responsibilities, the time devoted to their duties, their skills, their professional reputation and the market value of their services.

**PARAGRAPH 3** - It shall be incumbent on the Chairman of the Board of Directors, in addition to his or her other duties provided for in these Bylaws, to call and preside over the meetings of the Board of Directors and the Shareholders’ Meetings.

**COMMITTEES OF THE BOARD OF DIRECTORS**

**SECTION 34** - The Board of Directors shall appoint a permanent Strategy and Innovation Committee, a People and ESG Committee and an Audit, Risk and Ethics Committee, which shall have no decision-making or managerial authority, to assist the Board in the performance of its functions.

**PARAGRAPH 1** - The Strategy and Innovation Committee and the People and ESG Committee shall be composed of at least three (3) and no more than five (5) members, most of whom shall be independent members of the Board of Directors, provided that the others may be External Members, pursuant to paragraph 3 of Section 37 of these Bylaws.

**PARAGRAPH 2** - The members of the Board of Directors appointed as members of these bodies and the Audit, Risk and Ethics Committee may accumulate the compensation applicable for each position so held.

**SECTION 35** - The Audit, Risk and Ethics Committee, an advisory body linked to the Board of Directors, shall perform the functions of an “Audit Committee” for purposes of U.S. legislation, particularly the Sarbanes-Oxley Act.

**PARAGRAPH 1** - The Audit, Risk and Ethics Committee shall be composed of at least three (3) and no more than five (5) members, of whom: the majority shall be independent members of the board of directors, at least one (1) shall be an External Member, pursuant to paragraph 3 of Section 37 of these Bylaws, and one (1) shall have recognized experience in corporate accounting issues.

**PARAGRAPH 2** - A member of the Audit, Risk and Ethic Committee may meet both the requirements of being an independent member of the Board of Directors with acknowledged experience in corporate accounting matters, or being an External Member with acknowledged experience in corporate accounting matters.

**PARAGRAPH 3** - The Audit, Risk and Ethics Committee shall be coordinated by one of the independent members of the Board of Directors who shall be part of such Committee. The activities of the committee coordinator shall be defined in its internal regulations, approved by the Board of Directors.

**SECTION 36** - It is incumbent on the Audit, Risk and Ethics Committee, in addition to the duties assigned by applicable legislation and its internal regulations:

- a) to make a recommendation to the Board of Directors regarding the selection or replacement of the independent auditors and their compensation;
- b) to oversee the work of the independent auditors, and to issue an opinion on the engagement of the independent auditors to render other services to the Company;
- c) to take action and adopt measures as required to learn about and verify any claims involving matters related to financial statements, internal controls and independent auditing;

- d) to mediate any conflicts and disputes between the management of the Company and the independent auditors;
- e) to review quarterly information, interim financial information and financial statements;
- f) to monitor the internal audit activities and the activities of the internal controls area of the Company;
- g) to review and monitor the Company’s risk exposure;
- h) to review, monitor and make recommendations to management regarding the correction or improvement of the Company’s internal policies, including the related party transactions policy; and
- i) to have the means to receive and process information regarding non-compliance with legal provisions and regulations applicable to the Company, in addition to internal regulations and codes, including provisions on specific procedures to protect providers of information and the confidentiality of information.

**PARAGRAPH 1** - The Company shall publish, in an annual basis, a summary report prepared by the Audit, Risk and Ethic Committee, contemplating the meetings held and the main matters discussed, highlighting the recommendations made by such committee to the Board of Directors;

**PARAGRAPH 2** - The officers of the Company and the officers of the Company’s controlled companies, controlling shareholder, if any, affiliates or companies under common control, cannot be members of the Audit, Risk and Ethics Committee.

**SECTION 37** - The Board of Directors may create advisory committees to assist the Board of Directors of the Company, such committees to have limited, specific purposes and a defined duration. The Board of Directors shall appoint the members of the advisory committees and shall determine their compensation, subject to the aggregate limit established by the Shareholders’ Meeting.

**PARAGRAPH 1** - Each of the Advisory Committees of the Board of Directors will be composed of at least three (3) and no more than five (5) members, most of whom shall be independent members of the Board of Directors, provided that the others may be External Members, pursuant to paragraph 3 hereof.

**PARAGRAPH 2** - The members of the Board of Directors appointed to compose the aforementioned bodies may accumulate the compensation applicable for each position so held.

**PARAGRAPH 3** - External Members of any of the aforementioned Committees shall meet the following requirements:

- a) shall not be a member of the Board of Directors or Board of Executive Officers of the Company or its controlled companies;
- b) shall have unblemished reputation and extensive knowledge of the rules applicable to publicly-held companies, as well as the guiding concepts and principles of the highest corporate governance level in the Brazilian Capital Market;
- c) shall not be a spouse or relative up to the second degree of (1) members of the management of the Company or its controlled companies or (2) individuals who are employees of the Company or its controlled companies, to the extent that it compromises his or her independence as External Member; and

d) shall not hold positions in companies that may be deemed as competitors of the Company or its controlled companies, and shall not have, nor represent, interests that are conflicting with those of the Company or its controlled companies.

**PARAGRAPH 4** - The External Members of all the Committees have the same duties and responsibilities of directors and executive officers, pursuant to Section 160 of Law No. 6,404/76, and shall take office upon execution of the applicable instrument of investiture, which shall acknowledge the requirements for holding each position.

**PART II**

**BOARD OF EXECUTIVE OFFICERS**

**COMPOSITION**

**SECTION 38** - The Board of Executive Officers shall be composed of no less than four and no more than eleven executive officers, one of whom will be the Chief Executive Officer. All executive officers shall serve for a term of office of two years, reelection being permitted. The titles and duties of each executive officer shall be assigned by the Board of Directors, which shall designate one officer to serve as the Investor Relations Officer.

**PARAGRAPH 1** - During his or her impediment or absence, the Chief Executive Officer shall appoint a substitute among the remaining Executive Officers, who shall then serve in both positions.

**PARAGRAPH 2** - In the event of a vacancy in the position of Chief Executive Officer, such position shall be filled on an interim basis by one of the remaining Executive Officers, as designated by the Chairman of the Board of Directors. Such executive officer shall so serve until the following meeting of the Board of Directors, which shall then appoint a new Chief Executive Officer.

**PARAGRAPH 3** - During their temporary absences or impediments, the remaining Executive Officers shall be replaced by another Executive Officer to be chosen by the Chief Executive Officer.

**PARAGRAPH 4** – In the event of a vacancy in a position of Executive Officer, one of the remaining Executive Officers, as designated by the Chief Executive Officer, shall assume such position in an interim basis, and shall so serve until the following meeting of the Board of Directors.

**PARAGRAPH 5** - An Executive Officer who substitutes the Chief Executive Officer or any of the remaining Executive Officers in accordance with this Section shall not be entitled to any additional compensation.

**DUTIES OF THE EXECUTIVE OFFICERS**

**SECTION 39** - It will be incumbent on the Executive Officers to comply with and ensure compliance with these Bylaws, the resolutions of the Board of Directors and the Shareholders’ Meeting, as well as to perform all acts, within the scope of their authority, which are necessary for the regular conduct of the Company’s business.

**PARAGRAPH 1** - It is incumbent on the Chief Executive Officer:

- a) to call and preside over the meetings of the Board of Executive Officers;



- b) to propose to the Board of Directors the composition of the Board of Executive Officers;
- c) to propose to the Board of Directors the duties to be assigned to the other Executive Officers;
- d) to guide and coordinate the performance of the other Executive Officers;
- e) to oversee the general planning activities of the Company and its controlled companies;
- f) to keep the directors abreast of the affairs of the Company and the development of its business; and
- g) to carry out such other duties as may be assigned to him by the Board of Directors.

**PARAGRAPH 2** - It is incumbent on the remaining Executive Officers to assist and support the Chief Executive Officer in the management of the Company’s business and to perform such functions as may be assigned to them by the Board of Directors, under the guidance and coordination of the Chief Executive Officer.

**AUTHORITY AND DUTIES OF THE BOARD OF EXECUTIVE OFFICERS**

**SECTION 40** - The Board of Executive Officers has authority to perform all acts that are required to achieve the purposes of the Company, subject to the applicable provisions of law and these Bylaws, and to the resolutions of the Shareholders’ Meeting and the Board of Directors.

**SECTION 41** – In addition to any other functions provided for by law and these Bylaws, it is incumbent on the Board of Executive Officers:

- I. to comply with and ensure compliance with these Bylaws and the resolutions of the Board of Directors and the Shareholders’ Meeting;
- II. to prepare and submit to the Board of Directors, on an annual basis, the Company’s business plan and general budget, in addition to its strategic plan and the annual revisions thereof, as well as see to the implementation of the foregoing;
- III. to propose to the Board of Directors the basic guidelines for the business of the Company;
- IV. to submit on an annual basis, to the Board of Directors, for review, the Management Report and the accounts of the Board of Executive Officers, together with an opinion of the independent auditors, as well as a proposal for allocation of the earnings for the preceding fiscal year;
- V. to appoint and remove the directors and officers of the controlled companies of the Company, and to appoint and remove the managers of its operating units;
- VI. to prepare on an annual basis the Action and Target Plan for each Board of Executive Officers, and to submit such Plans, together with the performance and results thereof, to the Board of Directors during its regular meetings;
- VII. to submit to the Board of Directors and the Fiscal Council a detailed quarterly economic and financial balance sheet of the Company;
- VIII. to authorize the opening, relocation or closing of offices, branches, premises or other establishments of the Company, in Brazil and abroad;

- IX. to propose to the Board of Directors the incorporation and termination of controlled companies of the Company, in Brazil and abroad, and other acts set forth in Section 33, item XVI of these Bylaws, as well as to approve the direct or indirect holding by the Company of an ownership interest in other companies and the sale of such ownership interest, in both case for companies of the same group of the Company;
- X. to prepare and submit to the Board of Directors the compensation policies of the Company and its controlled companies;
- XI. to authorize the Company to obtain any loans and borrowings, incur indebtedness, assume debt, provide guarantees, including security, accommodation, suretyship, expense, advance or credit offer in benefit of its controlled companies, special purpose companies and other companies directly or indirectly controlled by the Company, duly consolidated with the Company in its financial statements, up to the amount of one percent (1%) of the Stockholders' Equity recorded in the last consolidated financial statements of the Company and disclosed before the date of the relevant resolution taken by the Board of Directors, through the Standardized Financial Statements Form (*Formulário Demonstrações Financeiras Padronizadas*) (DFP) or Quarterly Information Form (*Formulário de Informações Trimestrais*) (ITR), whichever is more recent; and
- XII. to submit to the Board of Directors, for review, all matters subject to a veto by the Brazilian Federal Government as the holder of the Golden Share, pursuant to Section 9 and item III of Section 18 hereof.

**REPRESENTATION OF THE COMPANY**

**SECTION 42** - The Company shall be validly bound whenever represented by two Executive Officers, by the signature of one Executive Officer and one attorney-in-fact, or by two attorneys-in-fact acting within the scope of their respective powers.

**PARAGRAPH 1** - The acts for which these Bylaws require prior authorization of the Board of Directors shall only be valid once such requirement is satisfied.

**PARAGRAPH 2** - The Company may be represented by a single Executive Officer, who may grant powers of attorney for the purposes listed below, or a single attorney-in-fact in the performance of the following acts:

- I. receipt of discharge of the amounts due to the Company;
- II. issuance, trading, endorsement and discount of trade bills related to the Company's sales;
- III. representation of the Company in stockholders' meetings of companies in which the Company holds an equity interest;
- IV. granting of powers of attorney for representation of the Company in judicial or administrative proceedings;
- V. representation of the Company in judicial and/or administrative proceedings, except for performance of acts involving waiver of rights; and
- VI. performance of administrative acts, including before public offices, government-controlled companies, boards of trade, labor courts, INSS (National Social Security Institute), FGTS (Severance Pay Fund) and their collecting banks, and similar entities.

**PARAGRAPH 3** - The Board of Directors may authorize the performance of specific acts whereby the Company will be bound by the signature of a single Executive Officer or a single duly appointed attorney-in-fact; and may in addition define authorities and limits for performance of acts by a single representative.

**PARAGRAPH 4** - The following rules shall apply to the appointment of attorneys-in-fact:

- I. all powers of attorney shall be granted by the Chief Executive Officer or his or her substitute, acting together with another Executive Officer, and shall have a defined scope and term, except for powers for representation in judicial or administrative proceedings, in which case the term may be indefinite; and
- II. a power of attorney for performance of an act that requires prior authorization of the Board of Directors may only be granted after such authorization, which shall be mentioned in the power of attorney.

**PART III**

**FISCAL COUNCIL**

**SECTION 43** - The Fiscal Council of the Company shall operate on a permanent basis and shall be composed of at least three (3) and no more than five (5) members and an equal number of alternate members, who may be shareholders or non-shareholders, shall reside in Brazil, shall be elected by the Shareholders’ Meeting, and shall have such duties as are provided for by law.

**PARAGRAPH 1** - The rules in Section 31 hereof for election of the members of the Board of Directors of the Company shall apply to election of the members of the Fiscal Council, to the extent that such rules are pertinent and do not conflict with the provisions of this Section.

**PARAGRAPH 2** - The Shareholders’ Meeting shall appoint the Chairman and the Vice Chairman of the Fiscal Council from among its elected members.

**PARAGRAPH 3** - If, in accordance with the terms of Section 56 hereof, the Company comes under the control of a controlling shareholder or a parent company, as defined by law, the minority shareholders, as long as they represent in the aggregate 10% or more of the outstanding shares, shall have the right to elect, in a separate vote, one committee member and his alternate.

**PARAGRAPH 4** - The compensation of the members of the Fiscal Council shall be determined by the Shareholders’ Meeting that elects such members, in compliance with applicable statutory requirements and limitations and with due regard for their experience, background and reputation.

**SECTION 44** - The Fiscal Council shall hold regular meetings every calendar quarter to examine the interim balance sheet and other financial statements prepared from time to time by the Company; provided that the Fiscal Council may hold extraordinary meetings whenever called by the Chairman, on his own initiative or at the request of any its members.

**PARAGRAPH 1** - Extraordinary meetings shall be called by written notice containing the agenda for the meeting, as well as an indication of the meeting’s place, date and time.

**PARAGRAPH 2** - A meeting of the Fiscal Council may be called to order upon attendance by at least three (3) members or alternates, and the Fiscal Council shall pass its resolutions by a majority vote of the members in attendance.

**SECTION 45** - The legal provisions and these Bylaws regarding the Fiscal Council shall be regulated in its internal regulations, which shall be approved by the Fiscal Council.

**PARAGRAPH 1** - It shall be incumbent on the Chairman of the Fiscal Council to convey to all members of the Fiscal Council the communications received from the management bodies of the Company and its independent auditors, and to forward to such management bodies any requests received from its members.

**PARAGRAPH 2** - The members of the Fiscal Council shall exercise their functions in the interest of the Company, regardless of whether they have been elected by a group or a class of shareholders.

**PARAGRAPH 3** - In light of the illegality of the act in question and based on a well- grounded decision, the Fiscal Council may refuse to comply with a request for provision of information, clarification or special financial statements, or for determination of any specific fact.

**PART IV**

**MEETINGS OF THE MANAGEMENT BODIES**

**INTERVAL OF MEETINGS**

**SECTION 46** - The Board of Directors of the Company shall meet, on a regular basis, eight times a year, according to a schedule to be announced during the first month of each fiscal year by the Chairman of the Board of Directors, provided, further, that extraordinary meetings may be held whenever necessary.

**CALL**

**SECTION 47** - The directors and executive officers of the Company shall be called to attend the meetings of the relevant bodies by personal written notice given at least three business days in advance by letter, e-mail or any other means that permits acknowledgement of receipt by the recipient.

**PARAGRAPH 1** – Such notice shall be accompanied by a list of the matters to be discussed and considered during the meeting, as well as all required supporting documentation.

**PARAGRAPH 2** – The meetings of the management bodies may be called to order, irrespective of notice, whenever all members are in attendance.

**PARAGRAPH 3** – In case of duly justified urgency, the Chairman of the Board of Directors may call meetings, pursuant to paragraph 1 of this Section, in which case, the meeting shall only be called to order with the attendance of at least two-thirds (2/3) of its members.

## **QUORUM AND VOTING REQUIREMENT**

**SECTION 48** - The meetings of the management bodies may only be called to order and resolve matters if a majority of the relevant members are in attendance; Directors or Officers shall be deemed to be present at a meeting if they participate via telephone conference, video conference, telepresence, e-mail or any other means of communication that allows identification of such Directors or Officers. In this case, Directors and Officers shall be deemed to be in attendance for purposes of quorum and voting, and their vote shall be deemed valid for all legal purposes and shall be included in the minutes of the meeting.

**SECTION 49** - Except as otherwise expressly provided in these Bylaws, the resolutions at the meetings of the management bodies shall be passed by a majority vote of the members in attendance.

## **ARTICLE VI**

### **FINANCIAL STATEMENTS AND**

### **DISTRIBUTION OF INCOME**

#### **FISCAL YEAR AND FINANCIAL STATEMENTS**

**SECTION 50** - The fiscal year of the Company shall begin on January 1 and shall end on December 31 of each year.

**PARAGRAPH 1** - At the end of each fiscal year, the Board of Executive Officers shall prepare the following financial statements, in accordance with the applicable provisions of law:

- I. balance sheet;
- II. statement of changes in shareholders' equity;
- III. income statement;
- IV. statement of changes in financial position; and
- V. statement of cash flows.

**PARAGRAPH 2** - Together with the financial statements for the fiscal year, the Board of Directors shall submit to the Annual Shareholders' Meeting a proposal for allocation of the net income of the Company, subject to the provisions of these Bylaws and applicable law.

#### **MANDATORY DIVIDEND**

**SECTION 51** - The shareholders shall be entitled to receive each fiscal year, as a mandatory dividend, a percentage equivalent to 25% of the net income for the year, as adjusted according to the following rules:

- I - the net income for the fiscal year will be reduced or increased by the following amounts:
  - a) the amounts allocated to the legal reserve; and
  - b) the amounts allocated to a contingency reserve for anticipated losses, and reversal of any such reserve established in a preceding year;

II - payment of dividend pursuant to item I above may be capped at the amount of the net income realized during the year, provided that the difference is recorded in an unrealized revenue reserve;

III - profits recorded in the unrealized revenue reserve, once realized and to the extent not offset by losses in subsequent years, will be added to the first dividend to be paid after realization.

**PARAGRAPH 1** - The dividend provided for in this Section shall not be mandatory for a given fiscal year if the Board of Directors informs the Shareholders’ Meeting that such dividend is not consistent with the financial condition of the Company; The Fiscal Council shall issue an opinion on such information and the managers of the Company shall submit to CVM, within five days after the Shareholders’ Meeting, an explanation justifying the information conveyed to the Shareholders’ Meeting.

**PARAGRAPH 2** - Any income that fails to be distributed pursuant to Paragraph 1 shall be recorded in a special reserve and, to the extent not offset by losses in subsequent years, shall be paid as a dividend as soon as the financial condition of the Company so permits.

**PARAGRAPH 3** - In accordance with prevailing income tax regulations, during each fiscal year, the Board of Directors may pay or credit interest on shareholders’ equity, contingent on a subsequent confirmation by the Annual Shareholders’ Meeting that will review the financial statements for the year.

**PARAGRAPH 4** - Interest on shareholders’ equity shall be applied against any dividends declared by the Company.

**INVESTMENT AND WORKING CAPITAL RESERVE**

**SECTION 52** - The Company shall maintain an Investment Reserve towards which up to 75% of the adjusted net income for the year may be applied by a proposal of the Board of Directors in order to: (i) secure funds for investments in fixed assets, without prejudice to retention of earnings pursuant to Section 196 of Law No. 6,404/76; (ii) increase working capital; or (iii) carry out a redemption or purchase of shares of the Company’s capital stock or make payment to dissenting shareholders.

**PARAGRAPH 1** - Subject to the applicable statutory limitation, such reserve may not exceed 80% of capital stock.

**PARAGRAPH 2** - According to a proposal of the Board of Directors, the Shareholders’ Meeting may at any time declare a dividend to be paid with funds standing to the credit of the reserve referred to in this Section, or apply the balance thereof, in whole or in part, to an increase of the capital stock, including by way of a stock dividend.

**INTERIM DIVIDENDS**

**SECTION 53** - The Board of Directors may approve the preparation of semi-annual balance sheets and may declare interim dividends. The Board may also prepare balance sheets and distribute dividends in shorter periods, provided that all dividends paid during the semi- annual period of each fiscal year do not exceed the capital reserves of the Company.

**SOLE PARAGRAPH** - The Board of Directors may declare dividends to be paid out of retained earnings or an earnings reserve shown in the latest annual or semi-annual balance sheet.

**PROFIT SHARING**

**SECTION 54** - The Shareholders’ Meeting may grant profit sharing to the directors and executive officers of the Company, subject to applicable statutory limitations.

**PARAGRAPH 1** - Profit sharing may only be granted with respect to a fiscal year in which the mandatory dividend referred to in Section 51 hereof is paid to the shareholders.

**PARAGRAPH 2** - Whenever the Company pays an interim dividend based on earnings recorded in a semi-annual balance sheet, in an amount equal to at least 25% of the net income for the period calculated pursuant to Section 53 hereof, the Board of Directors may approve payment of profit sharing to the directors and executive officers with respect to such semi-annual period, contingent on subsequent confirmation by the Shareholders’ Meeting.

**ARTICLE VII**

**PROTECTION MECHANISM**

**MONITORING OF EQUITY INTERESTS**

**SECTION 55** In addition to the provisions of Paragraph 2 of Section 8 and Paragraph 2 of Section 10 hereof, and without prejudice to the remaining provisions of these Bylaws, the Company, through a working group coordinated by the Investor Relations Officer, shall monitor changes in the equity interests in the Company held by its shareholders, in order to prevent and, as the case may be, report any breach of these Bylaws and applicable rules and regulations, pursuant to Paragraph 1 below, as well as recommend to the Shareholders’ Meeting imposition of the penalties provided for in Section 16 hereof.

**PARAGRAPH 1** - If at any time, the Investor Relations Officer detects a breach of any restriction as to the limit of shares owned by a single shareholder or Shareholder Group, the Investor Relations Officer shall immediately report such fact: (i) to the Chairman of the Board of Directors; (ii) to the Board Member elected by the Brazilian Federal Government, as holder of the Golden Share; (iii) to the Chief Executive Officer; (iv) to the members of the Fiscal Council; (v) to B3; and (vi) to CVM.

**PARAGRAPH 2** – The Investor Relations Officer may require the shareholders or Shareholder Groups of the Company to disclose their direct and/or indirect capital structure as well as the composition of their direct and/or indirect tranche of control stock and, as the case may be, the corporate and business groups to which they belong, *de facto* or *de jure*.

**TENDER OFFER IN THE EVENT OF PURCHASE**

**OF SUBSTANTIAL INTEREST OR SALE OF CONTROLLING INTEREST**

**SECTION 56** -Any shareholder or Shareholder Group that purchases or becomes the holder for any reason of: (i) 35% or more of the total outstanding shares of the Company; or (ii) other rights, including under a usufruct or trust by will (*fideicomisso*), related to outstanding shares of the Company that represent more than 35% of the capital stock (an “Acquiring Shareholder”) shall, within 15 days after such acquisition or event that resulted in

ownership of shares or rights in excess of the foregoing limit, submit to the Brazilian Federal Government, as the holder of the Golden Share, through the Ministry of Economy, a request to conduct a tender offer for all outstanding shares of the Company, subject to the provisions of applicable regulations, the rules issued by the B3 and the provisions of this Section.

**PARAGRAPH 1** - The Brazilian Federal Government, as the holder of the Golden Share, may accept or refuse such request for a tender offer, at its sole discretion. If the request is accepted, the Acquiring Shareholder shall carry out the tender offer within 60 days from the approval, in the manner described in this Section. If the request is denied, the Acquiring Shareholder, within 30 days after being informed of the denial, shall sell all the shares that exceed the aforementioned limit.

**PARAGRAPH 2** - The Acquiring Shareholder shall provide the Chief Executive Officer of the Company with a copy of all the documents related to the request for a tender offer delivered to or sent by the Brazilian Federal Government.

**PARAGRAPH 3** - During the period from the request for a tender offer until a positive or negative reply from the Brazilian Federal Government, the Acquiring Shareholder may not acquire or dispose of any shares or convertible securities of the Company.

**PARAGRAPH 4** - The price at which each share of the Company may be purchased in the tender offer cannot be less than the result obtained by applying the following formula:

TO Price = Value of Share + Premium

where:

“TO PRICE” corresponds to the purchase price for each outstanding share of the Company in the tender offer provided for in this Section.

“VALUE OF SHARE” corresponds to the highest value among: (i) the highest unit quotation obtained for the shares issued by the Company during the 12-month period prior to the tender offer among values recorded on any stock exchange on which such shares were traded; (ii) the highest price paid by the Acquiring Shareholder, during the 36-month period prior to the tender offer, for a share or tranche of shares issued by the Company; (iii) an amount equivalent to 14.5 times the Average Consolidated EBITDA of the Company (as defined below) reduced by the consolidated net indebtedness of the Company, divided by the total number of outstanding shares; and (iv) an amount equivalent to 0.6 times the backlog of the Company, according to the latest information disclosed by the Company, reduced by the consolidated net indebtedness of the Company, divided by the total number of outstanding shares.

“PREMIUM” corresponds to 50% of the Value of Share.

“CONSOLIDATED EBITDA OF THE COMPANY” is the consolidated operating profit of the Company before net financial expenses, income tax and social contribution, depreciation, depletion and amortization, based on the audited consolidated financial statements for the most recent full fiscal year of the Company already audited and published.

“AVERAGE CONSOLIDATED EBITDA OF THE COMPANY” is the arithmetic average of the Consolidated EBITDAs of the Company for the two most recent full fiscal years.

**PARAGRAPH 5** - For the purposes of Paragraph 4 above, in the case of shares represented by depositary certificates (including shares covered by a Depositary Receipts program), the quoted price of each share shall be determined by the division: (i) of the quoted price of the relevant depositary certificate in the market in which it is traded; by (ii) the number of shares represented by such certificate.



**PARAGRAPH 6** - A tender offer as mentioned in the leading paragraph of this Section shall not preclude another shareholder of the Company from carrying out a competing tender offer, pursuant to applicable regulations.

**PARAGRAPH 7** - The Acquiring Shareholder shall comply with any requests or requirements that may be made by CVM, within the time periods prescribed by applicable regulations.

**PARAGRAPH 8** - The tender offer shall necessarily follow the principles and procedures listed below, in addition to those expressly contemplated in Section 4 of CVM Instruction No. 361, of March 5, 2002, and in the *Novo Mercado* Regulations, where applicable:

- I. be addressed to all shareholders of the Company, without any distinction;
- II. be carried out through an auction to be conducted on B3;
- III. be made so as to assure equal treatment to all shareholders, providing them with adequate information on the Company and the offeror, as well as with elements necessary to support a careful and independent decision as to acceptance of the tender offer;
- IV. be irrevocable and not subject to any changes after publication of the public notice for the offer, pursuant to CVM Instruction No. 361/02;
- V. be launched at a set price calculated according to the provisions of this Section, be paid upfront, in Brazilian currency, as consideration for the purchase of shares of the Company in the tender offer; and
- VI. be supported by an appraisal report of the Company prepared by a firm of recognized international standing, independence, and expertise in economic and financial appraisal of public companies, prepared in accordance with the criteria listed in Section 8 of CVM Instruction No. 361/02, with due regard for the criteria in Paragraph 4 above as regards the minimum price for the offer.

**PARAGRAPH 9** - In the event the Acquiring Shareholder fails to meet the obligations imposed by this Section, including as regards compliance with time limits: (i) to request the authorization of the Brazilian Federal Government to conduct the tender offer; (ii) to conduct the tender offer; or (iii) to meet any requests or requirements made by CVM, then the Board of Directors of the Company shall call an Extraordinary Shareholders' Meeting, at which the shareholder or Shareholder Group in question shall be barred from voting, to take action on the suspension of shareholder's rights with respect to such shareholder or Shareholder Group, as provided in Section 16 hereof.

**PARAGRAPH 10** - For purposes of determining the percentage of 35% of the total outstanding shares of the Company, as mentioned in the leading paragraph of this Section, any involuntary percentage increases in ownership interests resulting from a cancellation of treasury shares shall be disregarded.

**ARTICLE VIII**

**REGISTRATION AS A PUBLICLY-HELD COMPANY AND *NOVO MERCADO***

**SECTION 57** - The voluntary delisting from the Novo Mercado segment may occur: (i) regardless of any tender offer, in the event of dismissal approved by the shareholders' meeting of the Company, pursuant to Section 18, item X, of these Bylaws, or (ii) in the absence of such dismissal, if preceded by a tender offer that complies with the procedures set forth in the regulation enacted by CVM on tender offers for delisting as a publicly-held company and with the following requirements:

- I. the offered price shall be fair, and, therefore, the Company may request a new appraisal, pursuant to Section 4-A of Law No. 6,404/76; and
- II. shareholders holding more than one-third (1/3) of the outstanding shares shall accept the tender offer or expressly agree with the delisting from the Novo Mercado segment without carrying out the sale of shares.

**PARAGRAPH 1** – For the purposes of this Section 57, outstanding shares are only the shares whose holders expressly agree to delist from the Novo Mercado segment or qualify for the tender offer auction, pursuant to the regulation enacted by CVM applicable to tender offers of publicly-held companies for delisting.

**PARAGRAPH 2** – If the quorum mentioned in the paragraph above is reached: (i) those who accepted the tender offer cannot be submitted to an apportionment in the sale of their equity interest, subject to the procedures of dismissal of the limits set forth in the regulation enacted by CVM applicable to tender offers; and (ii) the offeror shall purchase the remaining outstanding shares within one (1) month from the date of the auction, for the final tender offer price, adjusted until the date of effective payment, pursuant to the tender offer notice and applicable regulation, which shall occur within fifteen (15) days from the date of exercise of this option by shareholders.

**SECTION 58** - The tender offer for the delisting of the Company or category conversion at CVM’s registry shall be carried out at a fair price, in accordance with the applicable legal and regulatory rules.

**SECTION 59** - Subject to the provisions of these Bylaws and without prejudice to the provisions of Section 56 above, the direct or indirect sale of control of the Company, in a single transaction or a series of successive transactions, shall be agreed upon under the condition that the purchaser undertakes to carry out a tender offer for the shares issued by the Company and held by the other shareholders, subject to the terms of and within the time limits set forth in the regulations in force and the *Novo Mercado* Rules, so that the holders of such shares receive the same treatment as that accorded to the seller.

**SECTION 60** - A single tender offer of shares may be conducted for more than one of the purposes contemplated in this Article VIII, the *Novo Mercado* Regulations or the regulations issued by CVM, provided that the procedures of the various types of tender offer can be harmonized and there is no loss to the offerees, and provided, further, that CVM gives its consent, where required by applicable law.

**SECTION 61** - The Company or the shareholders responsible for a tender offer under these Bylaws, the *Novo Mercado* Regulations or the regulations issued by the CVM may ensure the conduct thereof through any shareholder, a third party or, as the case may be, the Company. The Company or the shareholder, as the case may be, shall not be released from the obligation to carry out a tender offer its completion in compliance with the applicable rules.

## **ARTICLE IX**

### **ARBITRATION**

**SECTION 62** - The Company, its shareholders, directors, executive officers and members of the fiscal council, including effective and alternate members, if any, agree to settle by arbitration, to be conducted by the Market Arbitration Panel (*Câmara de Arbitragem do Mercado*), pursuant to its regulation, any disputes among them arising from or in relation to the condition of issuer, shareholders, directors, executive officers and members of the fiscal council, in particular, pursuant to the provisions of Law No. 6,385, Law No. 6,404/76, the Bylaws of the Company, the rules issued by the National Monetary Council, the Central Bank of Brazil and CVM, as well as other rules applicable to the operation of the capital markets in general, in addition to the provisions contained in the *Novo Mercado* Regulations, other B3 regulations and the *Novo Mercado* Participation Agreement.

**PARAGRAPH 1** – The provisions of this Section shall not apply in the event of disputes or disagreements related to or deriving from the Golden Share held by the Brazilian Federal Government or the rights and prerogatives thereof, under the law or these Bylaws, which shall be submitted to the jurisdiction of the central courts of the judicial district of the City of Brasília (Federal District).

**PARAGRAPH 2** – The investiture of directors, executive officers and members of the fiscal council, including effective and alternate members, is contingent on the execution of the investiture instrument, which shall set forth that they are subject to the arbitration clause set forth in this Section 62.

## **ARTICLE X**

**Section 63** - The Company may enter into agreements with, or approve indemnity policies covering the members of, the Board of Directors, Fiscal Council, Board of Executive Officers and committees of the Company or its controlled companies, as well as the employees of the Company or its controlled companies (“Beneficiaries”), by which the Company agrees to bear or reimburse certain expenses, costs and damages effectively incurred by the Beneficiaries, during or after the period of their relationship with the Company, related to arbitration, judicial or administrative proceedings, involving acts carried out in the regular exercise of the Beneficiaries’ duties, as of the date of their investiture or beginning of the employment relationship with the Company, as applicable.

**PARAGRAPH 1** – Without prejudice to other events set forth in agreements or indemnity policies approved by the Board of Directors, the Company shall not make disbursements in favor of Beneficiaries based on these agreements or indemnity policies in the following cases:

- I. acts performed outside the regular exercise of the Beneficiaries’ duties;
- II. acts performed by Beneficiaries in bad faith, intentionally, with gross fault or upon fraud;
- III. acts performed by Beneficiaries in their own interest or the interests of third parties, to the detriment of the corporate interest of the Company; or
- IV. indemnifications resulting from the action for damages provided in Section 159 of Law No. 6,404/76 or reimbursement for losses provided in Section 11, paragraph 5, item II, of Law No. 6,385/76.

**PARAGRAPH 2** – The indemnity agreements or policies shall be adequately disclosed and provide for, without limitation:

- I. the applicable terms and conditions;
- II. mechanisms to identify and handle conflicts of interest; and

III. the procedure to be adopted in the decision-making process about the execution of indemnity agreements by the Company and the payment of amounts by the Company.

**PARAGRAPH 3** – In the cases that, after a final and unappealable judgment is rendered, it is confirmed that the act practiced by a Beneficiary is not indemnifiable pursuant to the indemnity agreement or policy approved by the Board of Directors, any amounts paid by the Company relating to this act based on the Beneficiary’s obligations set forth in these indemnity agreements or policies shall be returned by the Beneficiaries.

**ARTICLE XI**

**TRANSITIONAL PROVISIONS**

Section 64. Only for the 2021/2023 biennium, the Company’s Board of Directors shall have 10 members elected in accordance with paragraph 3 of Section 27 of the Bylaws (in addition to the provisions contained in paragraphs 1 and 2 of such Section). The 2 additional effective members shall be elected, by the shareholders, at a Shareholder’s Meeting, exceptionally, on an individual basis and not through the slate system.

Section 65. Section 64 hereof shall lose its effectiveness as soon as the term of office of the Board of Directors for the biennium 2021/2023 ends.

As approved by the Extraordinary General Shareholders’ Meeting on September 1<sup>st</sup>, 2021.

DESCRIPTION OF SECURITIES REGISTERED  
UNDER SECTION 12 OF THE U.S. SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

As of December 31, 2023, the registrant had the following series of securities registered pursuant to Section 12 of the U.S. Securities Exchange Act of 1934, as amended:

Table	Title of each class:	Trading Symbol	Name of each exchange on which registered
I	Common shares, without par value	—	New York Stock Exchange*
II	American Depositary Shares (evidenced by American Depositary Receipts), each representing four common shares	ERJ	New York Stock Exchange

\* Not for trading purposes, but only in connection with the trading on the New York Stock Exchange of American Depositary Shares representing those common shares.

Capitalized terms used but not defined herein have the meanings given to them in our Annual Report on Form 20-F for the fiscal year ended December 31, 2023 to which this Exhibit 2.3 is an exhibit.

I. Common Shares

Set forth below is certain information concerning our authorized and issued share capital and a brief summary of certain significant provisions of our bylaws and Brazilian corporate law. This description does not purport to be complete and is qualified by reference to our bylaws (an English translation of which we have filed with the SEC) and to Brazilian corporate law.

A copy of our bylaws is attached to our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit as Exhibit 1. We encourage you to read our bylaws and the applicable sections of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit for additional information.

Share Capital

As of the date of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit, we had a total authorized capital of 1,000,000,000 shares, of which 740,465,044 common shares were issued, including one special “golden share” held by the Brazilian government, and 734,632,806 common shares are outstanding. The golden share provides the Brazilian government with veto rights in certain specific circumstances. Our common shares are publicly traded in Brazil on the B3, under the ticker symbol EMBR3.

There have been no significant changes in percentage ownership by any major shareholder in the past three years. On December 31, 2023, we had approximately 82,623 holders of common shares, including common shares in the form of ADSs. On December 31, 2023, an aggregate of 77,795,257 common shares in the form of ADSs were held by 145record holders, including DTC in the United States.

Changes to our Share Capital

Our bylaws authorize the issuance of up to 1,000,000,000 common shares by a resolution of the board of directors, irrespective of any amendment to our bylaws and of shareholder approval.

Each of our shareholders has a general preemptive right to subscribe for shares in the event of any capital increase, or securities convertible into shares, in proportion to its shareholding, except in the event of the grant and exercise of any option to acquire shares of our capital stock. For additional information on the preemptive rights assigned to our shareholders, see “—Preemptive Rights.”

The golden share entitles the Brazilian government to veto any proposed change in the bylaws relating to the rights afforded to the golden share, among other things. For additional information on the golden share, see “—Voting Rights—Golden Share”.

Our bylaws provide that our capital stock shall be divided exclusively into common shares.

Changes to rights granted to common shares under our bylaws would generally require an amendment to our bylaws. Under the Brazilian Corporate Law, an amendment to our bylaws requires shareholder approval in a shareholders’ meeting. Changes to our bylaws would generally require approval by a simple majority vote of holders of common shares, except for matters that require the approval of shareholders representing at least one-half of the issued and outstanding voting shares or for matters subject to the approval of our golden share. For additional information on qualified quorum matters and on voting rights relating to the golden share, see “—Voting Rights—Qualified Quorum Matters” and “—Voting Rights—Golden Share,” respectively.

**Voting Rights**

Each common share is generally empowered with one vote at the general shareholders’ meeting. Pursuant to our bylaws and the B3 listing agreement in connection with the listing of our shares on the *Novo Mercado* listing segment of B3, we cannot issue shares without voting rights or with restricted voting rights.

The Brazilian Corporate Law requires that all our shareholders’ meetings be called by publication of a notice in a newspaper of general circulation in the city where our headquarters are located, in a summarized form and with simultaneous disclosure of the full text of the documents on the page of the same newspaper online, which must provide digital certification of the authenticity of the documents kept on the page issued by a certifying authority accredited by the Brazilian Public Key Infrastructure (ICP-Brazil), currently the *O Vale* in São José dos Campos, at least 30 days prior to the meeting. In addition, publications are made in a newspaper of general circulation in São Paulo, where the São Paulo Stock Exchange is located, currently the *Valor Econômico*. The quorum to hold shareholders’ meetings at first call is the presence of shareholders representing 25% of the common shares (except for meetings convened to amend our bylaws or to waive the public tender offer required for delisting from *Novo Mercado*, which require a quorum of at least two-thirds of the common shares at first call); and at second call the meeting can be held with the presence of any number of shareholders.

According to our bylaws, in order to attend a shareholders’ meeting, a shareholder must show the evidence of ownership of the shares it intends to vote by showing an identification document and a proof of share ownership. Our shareholders may be represented at shareholders’ meetings by a proxy, issued within a one-year period prior to the meeting to (1) one of our directors or officers, (2) a lawyer or (3) a financial institution. Notwithstanding the above, the CVM decided on November 4, 2014 that shareholders that are legal entities may be represented at shareholders’ meetings by their legal representatives or by a duly appointed attorney-in-fact, pursuant to the bylaws and related corporate instruments of the legal entities and pursuant to the Brazilian Civil Code. Investment funds must be represented by their administrator.

Alternatively, the shareholders might participate in a shareholders’ meetings through a remote voting mechanism, which is regulated by CVM Resolution No.80, as amended, and aims to facilitate the participation of shareholders in general meetings either through the vote or through the submission of proposals and candidates for the election of members of the board of directors or fiscal council. For this purpose, this regulation provided the following:

- the remote voting bulletin through which shareholders may exercise their right to vote prior to the date the shareholders’ meeting is held;
- the possibility of inclusion of candidates and proposals of deliberation of minority shareholders in that bulletin, with due observance of certain percentages of equity interest, in order to facilitate shareholders’ participation in shareholders’ meetings; and
- the deadlines, procedures and ways of sending this bulletin, which may be forwarded by the shareholder: (a) to the custodian (if the shares held by the shareholder are kept at a centralized deposit) or; (b) to the book-entry agent of the shares issued by the company (if such shares are not kept at a centralized deposit); or (c) directly to the company.

According to the Brazilian Corporate Law, the common shares are entitled to dividends in proportion to their share of the amount available for distribution. For additional information on payment of dividends on our shares, see “Item 8. Financial Information—8A. Consolidated Statements and Other Financial Information—Dividends and Dividend Policy” of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit. In addition, upon any liquidation of the company, the common shares are entitled to return of capital in proportion to their share of our shareholders’ equity.

According to the Brazilian Corporate Law, neither our bylaws nor actions taken at a shareholders’ meeting may deprive a shareholder of the following rights:

- the right to participate in the distribution of profits;
- the right to participate equally and proportionally in any remaining residual assets in the event of liquidation of the company;
- preemptive rights in the event of issuance of shares, convertible debentures or warrants, except in some specific circumstances under Brazilian law described in “—Preemptive Rights;”
- the right to supervise our management in accordance with Article 109 of the Brazilian Corporate Law; and
- the right to appraisal rights in the cases specified in the Brazilian Corporate Law, which are described in “Redemption and Right of Withdrawal.”

### ***Qualified Quorum Matters***

Under the Brazilian Corporate Law, the approval of shareholders representing at least one-half of the issued and outstanding voting shares is required for the matters described below:

- reducing the mandatory distribution of dividends;
- changing our corporate purpose;
- merging into or consolidating with another company, subject to the conditions set forth in the Brazilian Corporate Law;
- transferring all of our shares to another company or receiving shares of another company in order to make the company whose shares were transferred a wholly owned subsidiary of the other company, known as a merger of shares (incorporação de ações);
- participating in a centralized group of companies as defined under the Brazilian Corporate Law and subject to the conditions set forth therein;
- conducting a spin-off;
- dissolving or liquidating us;

- canceling any ongoing liquidation of us; or
- creating preferred shares with greater privileges than the existing shares or changing a priority, preference, privilege or condition of redemption or amortization of preferred shares.

In the event of the last item described above, the approval of shareholders representing the majority of issued and outstanding shares of the affected class would also be required. Our bylaws currently provide that our capital stock shall be divided exclusively into common shares and the only special class is our golden share. For additional information on the golden share, see “—Golden Share.”

#### ***Limitations on the Voting Rights of Certain Holders of Common Shares***

Our bylaws provide that, at any shareholders’ meeting, no shareholder or group of shareholders, including brokers acting on behalf of one or more holders of ADSs, may exercise votes representing more than 5% of the quantity of shares into which our capital stock is divided. Votes that exceed this 5% threshold will not be considered. For additional information on the limitations on the voting rights of certain holders of common shares, see “Item 10. Additional Information—Memorandum and Articles of Association—Description of Capital Stock—Voting Rights of Shares—Limitations on the Voting Rights of Certain Holders of Common Shares” of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit.

#### ***Limitations on the Voting Rights of Non-Brazilian Shareholders***

In accordance with the *edital* (invitation to bid) issued by the Brazilian government in connection with the privatization of Embraer in 1994, voting participation of non-Brazilian holders of Embraer common shares was limited to 40% of Embraer common shares votes at the shareholders’ meeting.

Our bylaws provide that, at any shareholders’ meeting, non-Brazilian shareholders and groups of non-Brazilian shareholders may not exercise voting rights representing more than two-thirds of the total votes of all of the Brazilian shareholders present at the meeting. The total number of votes that may be exercised by Brazilian shareholders and by non-Brazilian shareholders will be assessed after giving effect to the 5% voting limitation described above in “—Limitations on the Voting Rights of Certain Holders of Common Shares.” Votes of non-Brazilian shareholders that exceed this two-thirds threshold will not be considered. If the total vote of non-Brazilian shareholders at any shareholders’ meeting exceeds two-thirds of the votes that may be exercised by the Brazilian shareholders present at such meeting, the number of votes of each non-Brazilian shareholder will be proportionately reduced so that the total vote of non-Brazilian shareholders does not exceed two-thirds of the total votes that can be exercised by Brazilian shareholders present at the shareholders’ meeting.

For additional information on the limitations on the voting rights of non-Brazilian shareholders, see “Item 10. Additional Information—Memorandum and Articles of Association—Description of Capital Stock—Voting Rights of Shares—Limitations on the Voting Rights of Non-Brazilian Shareholders” of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit.

#### ***Golden Share***

The golden share is held by the Federative Republic of Brazil. The golden share is entitled to the same voting rights as the holders of common shares. In addition, the golden share entitles the holder thereof to veto rights over the following corporate actions:

- change of our name and corporate purpose;
- modification and/or application of our logo;
- creation and/or alteration of military programs (whether or not involving Brazil);
- development of third-party skills in technology for military programs;



- discontinuance of the supply of spare parts and replacement parts for military aircraft;
- transfer of our control;
- any amendments to the list of corporate actions over which the golden share carries veto rights, including the right of the Brazilian government to appoint one acting member to our board of directors and the right of our employees to appoint two acting members to our board of directors and to the rights conferred to the golden share; and
- changes to certain provisions of our bylaws pertaining to voting restrictions, rights of the golden share and the mandatory tender offer requirements applicable to holders of 35% or more of our outstanding shares.

The matters listed above are subject to prior approval by our board of directors, followed by prior notices to the Brazilian government and to the Brazilian Ministry of Finance. Within 30 days from the notice, the Brazilian government, as holder of the golden share, may exercise its veto rights. After such period or the pronouncement from the Brazilian government, the board of directors shall meet. In case of rejection of the Brazilian government, the board of directors shall reconsider the previous resolution. In case of approval or in the absence of a response from the Brazilian government within the 30-day period, the previous resolution will be ratified and will be deemed to have been approved by our board of directors. In certain cases, pursuant to our bylaws or applicable law, the matter must be subject to approval at a shareholders' meeting, and the Brazilian government shall also be entitled to exercise its veto rights related to that matter.

### ***Shareholders' Agreement***

Our bylaws prohibit any shareholder or group of shareholders from exercising voting control over us.

### **Redemption and Right of Withdrawal**

The Brazilian Corporate Law provides that, under limited circumstances, a shareholder has the right to withdraw from the company and to receive payment for his shares. This right of withdrawal may be exercised by dissenting shareholders if at least half of voting shares outstanding authorize us to:

- reduce the mandatory distribution of dividends;
- change our corporate purpose;
- merge into or consolidate with another company, subject to the conditions set forth in the Brazilian Corporate Law;
- transfer all of our shares to another company or receive shares of another company in order to make the company whose shares were transferred a wholly owned subsidiary of the other company, known as a merger of shares (*incorporação de ações*);
- acquire control of another company at a price which exceeds the limits set forth in the Brazilian Corporate Law;
- participate in a centralized group of companies as defined under the Brazilian Corporate Law and subject to the conditions set forth therein; or
- conduct a spin-off that results in (i) a change of our corporate purposes, except if the assets and liabilities of the spun-off company are contributed to a company that is engaged in substantially the same activities, (ii) a reduction in the mandatory dividend or (iii) any participation in a centralized group of companies, as defined under the Brazilian Corporate Law.

In addition, if the entity resulting from a merger, merger of shares (*incorporação de ações*), as described above, or a consolidation or a spin-off of a listed company fails to become a listed company within 120 days of the shareholders’ meeting at which this decision was taken, the dissenting shareholders may also exercise their right of withdrawal.

The dissenting shareholders may exercise the right of withdrawal only in relation to the shares held on the date that is the earliest between the date of the publication of the first call notice for the shareholders’ meeting that approved the resolution giving rise to the right of withdrawal, or the date of publication of the material fact in relation to such resolution.

The Brazilian Corporate Law contains provisions that restrict withdrawal rights and allow companies to redeem their shares at their economic value, subject to certain requirements. As our bylaws currently do not provide that our shares would be redeemable at their economic value, our shares would be redeemable at their book value, determined on the basis of the last statement of financial position approved by the shareholders. If the shareholders’ meeting giving rise to withdrawal rights occurs more than 60 days after the date of the last approved statement of financial position, a shareholder may demand that its shares be valued on the basis of a new statement of financial position that is as of a date within 60 days of such shareholders’ meeting.

According to the Brazilian Corporate Law, in events of consolidation, merger, merger of shares (*incorporação de ações*), participation in a group of companies, and acquisition of control of another company, the right to withdraw does not apply if the shares in question meet certain tests relating to market liquidity and float. Shareholders would not be entitled to withdraw their shares if the shares are a component of a general stock index and shares held by persons unaffiliated with the controlling shareholder represent more than half of the outstanding shares of the relevant type or class. According to CVM Resolution N° 78, the applicable general stock index is the Bovespa index, or Ibovespa, of which we are a component.

### **Preemptive Rights**

Each of our shareholders has a general preemptive right to subscribe for shares in the event of any capital increase, or securities convertible into shares, in proportion to its shareholding, except in the event of the grant and exercise of any option to acquire shares of our capital stock. A period of at least 30 days following the publication of notice of the issuance of shares or securities convertible into shares is allowed for exercise of the right, and the right is negotiable. According to the Brazilian Corporate Law and our bylaws, the board of directors may, in its discretion, eliminate the preemptive rights of the shareholders in the event that we issue shares, debentures convertible into shares, or subscription warrants that will be offered either through a stock exchange or in a public offering, or through an exchange of shares in a public offering, the purpose of which is to acquire control of another company, as established by law.

In the event of a capital increase by means of the issuance of new shares, holders of ADSs, or of common shares, would, except under the circumstances described above, have preemptive rights to subscribe to any class of our newly issued shares. However, a holder may not be able to exercise the preemptive rights relating to the common shares underlying the ADSs unless a registration statement under the Securities Act is effective with respect to those shares to which the rights relate or an exemption from the registration requirements of the Securities Act is available. For further information on the risks related to our preemptive rights, see “Item 3. Key Information—3D. Risk Factors—Risks Relating to Our Common Shares and ADSs—Holders of our ADSs might be unable to exercise preemptive rights with respect to the common shares” of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit.

**Dividends and Dividend Policy**

*Amounts Available for Distribution*

At each annual shareholders’ meeting, the board of directors is required to recommend how net profits for the preceding fiscal year are to be allocated. For purposes of the Brazilian Corporate Law, net profits are defined as net income after income taxes and social contribution taxes for the fiscal year, net of any accumulated losses from prior fiscal years and any amounts allocated to employees’ and management’s participation in our profits, determined under IFRS. In accordance with the Brazilian Corporate Law and our bylaws, the amounts available for dividend distribution are the amounts determined under IFRS in our parent company financial statements. The amount for distribution is equal to our net income after taxes less (or plus):

- any amounts allocated from the net income after taxes to the legal reserve, and
- any amounts allocated from the net income after taxes to a contingency reserve for anticipated losses or the reversion of the reserve constituted on previous fiscal years.

We are required to maintain a legal reserve, to which we must allocate 5% of net profits for each fiscal year until the amount for the reserve equals 20% of our capital stock. However, we are not required to make any allocations to our legal reserve in respect of any fiscal year in which the legal reserve, when added to our other established capital reserves, exceeds 30% of our capital stock. Net losses, if any, may be charged against the legal reserve. As of December 31, 2023, the balance of our legal reserve was US\$204.4 million, which was equal to 13% of our capital stock.

The Brazilian Corporate Law also provides for two additional, discretionary allocations of net profits that are subject to approval by the shareholders at the annual meeting. First, a percentage of net profits may be allocated to a contingency reserve for anticipated losses that are deemed probable in future years. Any amount so allocated in a prior year must be either reversed in the fiscal year for which the anticipated loss was forecasted if the loss does not in fact occur, or written off in the event that the anticipated loss occurs. Second, the amount for distribution may be limited to the fiscal year’s net profit already realized, and the difference between the amounts shall be allocated to an unrealized revenue reserve. Under the Brazilian Corporate Law, unrealized revenue is defined as the sum of:

- price-level restatement of statement of financial position accounts;
- the share of equity earnings of affiliated companies; and
- profits from installment sales to be received after the end of the next succeeding fiscal year.

According to our bylaws and subject to shareholder approval, our board of directors may allocate to an investment and working capital reserve up to 75% of our parent company adjusted net income after taxes. The reserve may not exceed 80% of our capital stock. The purpose of the investment and working capital reserve is to make investments in fixed assets or increase our working capital. The balance of the investment and working capital reserve may be used:

- in the deduction of accumulated losses, whenever necessary;
- in the distribution of dividends, at any time;
- in the redemption, withdrawal, purchase or open market repurchase of shares, as authorized by law; and
- to increase our capital, including by means of an issuance of new shares.

We may also grant a participation in our net income to our management and employees. However, the allocation to the investment and working capital reserve or the participation of our management and employees cannot reduce the mandatory distributable amount, as discussed below.

Otherwise, the reserved amounts, except for the contingency reserve and the unrealized revenue reserve that exceeds our capital stock must be used to increase our capital or be distributed as a cash dividend.

The amounts available for distribution may be further increased by a reversion of the contingency reserve for anticipated losses constituted in prior years but not realized, or further increased or reduced as a result of the allocations of revenues to or from the unrealized revenue reserve. The amounts available for distribution are determined on the basis of financial statements prepared in accordance with the Brazilian Corporate Law method. We have not established a contingency reserve.

***Mandatory Distribution***

The Brazilian Corporate Law generally requires that the bylaws of each Brazilian corporation specify a minimum percentage of the amounts available for distribution by the corporation for each fiscal year that dividends must be distributed to shareholders, also known as the mandatory distributable amount. Under our bylaws, the mandatory distribution is based on a percentage of adjusted net income, not lower than 25%, and not on a fixed monetary amount per share. The Brazilian Corporate Law, however, permits a publicly held company to suspend the mandatory distribution of dividends if the board of directors and fiscal council report presented at the shareholders’ meeting indicate that the distribution would be inadvisable in view of Embraer’s financial condition. This suspension is subject to approval of holders of common shares. In this case, the board of directors shall file a justification for the suspension with the CVM. Profits not distributed by virtue of the suspension will be attributed to a special reserve and, if not absorbed by subsequent losses, will be paid as dividends as soon as the financial condition of the corporation permits the payments.

***Payment of Dividends***

We are required by the Brazilian Corporate Law and by our bylaws to hold an annual shareholders’ meeting by the end of the fourth month after the end of each fiscal year at which, among other things, the shareholders have to decide on the payment of an annual dividend. The payment of annual dividends is based on our parent company financial statements prepared under IFRS for the relevant fiscal year. Brazilian companies, including us, are permitted to make a special distribution to shareholders referred to as interest on shareholders’ equity, which may be distributed *in lieu* of dividends as part of the mandatory distributable amount. Payments of interest on shareholders’ equity are treated as a tax-deductible expense for IRPJ and CSLL purposes. Under the Brazilian Corporate Law, dividends generally are required to be paid within 60 days following the date the dividend was declared, unless a shareholders’ resolution sets forth another date of payment, which, in either case, must occur prior to the end of the fiscal year in which the dividend was declared. A shareholder has a three-year period from the dividend payment date to claim dividends (or payments of interest on shareholders’ equity) in respect of its shares, after which the amount of the unclaimed dividends reverts to the Company.

The Brazilian Corporate Law allows a company to pay interim dividends out of preexisting and accumulated profits determined under IFRS for the preceding fiscal year or semester, based on financial statements approved by its shareholders. According to our bylaws, the shareholders may declare, at any time, interim dividends based on the preexisting and accumulated profits, provided that the mandatory dividend has already been distributed to the shareholders. Our bylaws also permit us to prepare financial statements semiannually and for shorter periods. Our board of directors may approve the distribution of dividends calculated with reference to those financial statements, even before they have been approved by the shareholders. However, the dividends cannot exceed the amount of capital reserves.

In general, shareholders who are not residents of Brazil must register with the Central Bank to have dividends, sales proceeds or other amounts with respect to their shares eligible to be remitted outside of Brazil. The common shares underlying our ADSs will be held in Brazil by Banco Itaú S.A., also known as the custodian, as agent for the depositary, which will be the registered owner on the records of the registrar for our shares. Our current registrar is Itaú Corretora de Valores S.A. The depositary electronically registers the common shares underlying our ADSs with the Central Bank and, therefore, is able to have dividends, sales proceeds or other amounts with respect to these shares eligible to be remitted outside Brazil.

Payments of cash dividends and distributions, if any, will be made in Brazilian currency to the custodian on behalf of the depositary, which will then convert the proceeds into U.S. dollars and will cause the U.S. dollars to be delivered to the depositary for distribution to holders of ADSs. Under current Brazilian law, dividends paid to shareholders who are not Brazilian residents, including the holders of ADSs, will not be subject to Brazilian withholding income tax, except for dividends declared based on profits generated prior to December 31, 1995. For additional information on Brazilian taxes, see “Item 10. Additional Information—10E. Taxation—Material Brazilian Tax Consequences” of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit.

***History of Dividend and Interest on Shareholders’ Equity Payments and Dividend Policy***

Law No. 9,249, dated December 26, 1995, as amended, provides for distribution of interest on shareholders’ equity as an alternative form of payment to shareholders and treats those payments as a deductible expense for purposes of calculating Brazilian corporate income tax and social contribution on net profits. These distributions may be paid in cash. The interest is limited to the daily pro rata variation of the TJLP (long term interest rate) and cannot exceed the greater of:

- 50% of net income (after the deduction of social contribution on net profits, but before taking into account the provision for corporate income tax and the amounts attributable to shareholders as net interest on shareholders’ equity) for the period in respect of which the payment is made; or
- 50% of the sum of retained profits and profit reserves as of the beginning of the period in respect of which the payment is made.

Any payment of interest on shareholders’ equity to holders of ADSs or common shares, whether or not they are Brazilian residents, is subject to Brazilian withholding income tax at the rate of 15% or 25% if the beneficiary is resident in a tax haven jurisdiction, that is, a country or location that does not impose any income tax or which imposes the tax at a maximum rate of less than 20%, or in which the domestic legislation imposes restrictions on the disclosure of the shareholding composition or the ownership of the investment. For additional information on Brazilian taxes, see “Item 10. Additional Information—10E. Taxation—Material Brazilian Tax Consequences” of our Annual Report on Form 20-F to which this Exhibit 2.3 is an exhibit. The amount paid to shareholders as interest on shareholders’ equity, net of any withholding tax, may be included as part of any mandatory distributable amount.

Under Brazilian law, we are obligated to distribute to shareholders an amount sufficient to ensure that the net amount received by them, after payment by us of applicable Brazilian withholding taxes in respect of the distribution of interest on shareholders’ equity, plus the amount of declared dividends, is at least equal to the mandatory distributable amount. When we distribute interest on shareholders’ equity, and that distribution is not accounted for as part of the mandatory distribution, Brazilian withholding tax will apply. All payments to date were accounted for as part of the mandatory distribution.

**Form and Transfer**

As our shares are in registered book-entry form, the transfer of shares is governed by the rules of article 35 of the Brazilian Corporate Law. This article provides that a transfer of shares is effected by an entry made by Banco Itaú S.A., also known as the registrar, in its books, by debiting the share account of the transferor and crediting the share account of the transferee. Banco Itaú S.A. also performs all the services of safe-keeping and transfer of shares and related services for us.

Transfers of shares by a non-Brazilian shareholder are made in the same way and entered into by that shareholder’s local agent on the shareholder’s behalf except that if the original investment was registered with the Central Bank pursuant to Resolution No. 4,373, the foreign investor must also seek amendment, if necessary, through its local agent, of the electronic registration to reflect the new ownership.

The B3 operates as a central clearing system. A holder of our shares may choose, in its discretion, to participate in this system and all shares elected to be put into this system will be deposited in the custody of the B3 (through a Brazilian institution duly authorized to operate by the Central Bank and having a clearing account with the B3). The fact that those shares are held in the custody of the B3 will be reflected in our register of shareholders. Each participating shareholder will, in turn, be registered in our register of beneficial shareholders maintained by the B3 and will be treated in the same way as registered shareholders.

**Disclosure of Significant Interest**

***Brazilian Requirements***

Brazilian law provides that all shareholders or groups of shareholders will be required to disclose, through notice to us and to the stock exchanges on which our securities are traded, the negotiation of securities that results in the shareholder surpassing or decreasing the thresholds of 5%, 10%, 15%, and so on, of participation in a certain class or type of share representative of a company’s capital stock. In addition, our bylaws provide that all shareholders or groups of shareholders will be required to disclose, through notice to us and to the stock exchanges on which our securities are traded, the acquisition of shares that, together with those already held by them, exceed 5% of our capital stock. A violation of these disclosure obligations could result in the suspension of rights, including voting rights, by a resolution of shareholders at a shareholders’ meeting.

***Certain U.S. Legal Requirements***

In addition, the U.S. Exchange Act imposes reporting requirements on shareholders or groups of shareholders who acquire beneficial ownership (as this term is defined under Rule 13d-3 of the U.S. Exchange Act) of more than 5% of our common shares. In general, shareholders must file, within ten days after the acquisition, a report of beneficial ownership with the SEC containing the information prescribed by the regulations under the U.S. Exchange Act. This information is also required to be sent to us and to each U.S. securities exchange on which our common shares are traded. Shareholders should consult with their own legal advisor regarding their reporting obligations under the U.S. Exchange Act.

**Mechanism to Promote Dispersed Ownership of Our Shares**

Our bylaws contain provisions that have the effect of avoiding concentration of our shares in the hands of an investor or a small group of investors in order to promote more dispersed ownership of our shares. To this end, these provisions place certain obligations on a shareholder or group of shareholders that becomes a holder of 35% or more of our total capital stock, or an Acquiring Shareholder. Not later than 15 days after a shareholder becomes an Acquiring Shareholder, this shareholder must submit a request to the Brazilian government, through the Ministry of Finance, to make a public tender offer to acquire all of our capital stock. The Brazilian government will have full discretion to accept or deny this request. The Acquiring Shareholder may not purchase any additional shares until the Brazilian government provides its opinion on the public offer. If the request is accepted by the Brazilian government, the Acquiring Shareholder must make a public offer for all shares within 60 days of acceptance. The offer must be made in accordance with the CVM and the B3 regulations and the provisions of our bylaws. If the request is denied by the Brazilian government, the Acquiring Shareholder must sell all shares the Acquiring Shareholder owns in excess of 35% of our total capital stock within 30 days. Failure to comply with these provisions will subject the Acquiring Shareholder to the potential suspension of all voting rights inherent to the shares the Acquiring Shareholder holds, if a resolution to this effect is approved at a general meeting of our shareholders called by our management. These provisions are not applicable to shareholders who become holders of 35% or more of our total capital stock in certain transactions specified in our bylaws as, for example, cancellation of our common shares held in treasury.

The public tender offer must be (i) directed to all of our shareholders, (ii) made through an auction to take place on the B3, (iii) launched at a set price calculated in accordance with the procedure set forth below, (iv) paid upfront, in *reais*, (v) made so as to assure equal treatment to all shareholders, (vi) irrevocable and not subject to any changes after publication of the bidding offer and (vii) based on a valuation report to be prepared in accordance with the rules set forth in our bylaws and in applicable CVM rules and regulations.

The price to be offered for the shares in the public tender offer will be calculated as follows:

Tender Offer Price = Value of the Share + Premium,

where:

“Tender Offer Price” corresponds to the acquisition price for each share issued by us in the public offering of shares provided hereunder.

“Value of the Share” corresponds to the greater of:

- (i) the highest unit quotation obtained for the shares issued by us during the 12-month period prior to the tender offer among values recorded on any stock exchange on which the shares were traded;
- (ii) the highest price paid by the Acquiring Shareholder, during the 36-month period prior to the tender offer, for a share or tranche of shares issued by us;
- (iii) the amount equivalent to 14.5 times our Consolidated Average EBITDA, as defined below, reduced by our net consolidated indebtedness, divided by the total number of shares issued by us; or
- (iv) the amount equivalent to 0.6 times the amount of our firm backlog orders, according to the last information disclosed by the latter, reduced by our net consolidated indebtedness, divided by the total number of shares issued by us.

“Premium” corresponds to 50% of the Value of the Share.

“Consolidated EBITDA” is our consolidated operating profit before net financial expenses, income tax and social contribution, depreciation, depletion and amortization, as assessed based on the audited statements for our most recent complete fiscal year.

“Average Consolidated EBITDA” is the arithmetic average of our consolidated EBITDA for the two most recent complete fiscal years.

The launch of a public tender offer does not preclude us or any of our shareholders from launching a competing public tender offer, in accordance with applicable regulations.

## **II. American Depositary Shares**

JPMORGAN CHASE BANK, N.A., as depositary (the “Depositary”), registers and delivers American depositary shares, also referred to as ADSs. Each ADS represents four common shares (or rights to receive shares) (the “Shares” and, together with any other securities, cash or property from time to time held by the Depositary in respect or in lieu of deposited Shares, the “Deposited Securities”) of Embraer S.A. (the “Company”), a corporation organized under the laws of the Federative Republic of Brazil, deposited under the Deposit Agreement dated as of July 20, 2000, as last amended and restated as of November 18, 2019 (as amended from time to time, the “Deposit Agreement”) among the Company, the Depositary and all Holders and Beneficial Owners from time to time of American Depositary Receipts issued thereunder (“ADRs”).

The depositary’s office at which the ADSs are administered and its principal executive office are located at 383 Madison Avenue, Floor 11, New York, New York.

We do not treat ADS holders as one of our shareholders and they do not have shareholder rights. Brazilian law governs shareholder rights. The depositary is the holder of the common shares underlying the ADSs. As a registered holder of ADSs, they have ADS holder rights. A deposit agreement between us, the depositary, ADS holders and all other persons indirectly or beneficially holding ADSs sets out ADS holder rights as well as the rights and obligations of the depositary. New York law governs the deposit agreement and the ADSs.

The following is a summary of the material provisions of the deposit agreement. For more complete information, you should read the entire deposit agreement and the form of ADR.

(1) Issuance of ADRs. The ADRs are issued pursuant to the terms of the Deposit Agreement. Subject to the terms of the Deposit Agreement, the Depositary may so issue ADRs for delivery at the Transfer Office (as defined in the Deposit Agreement) only against deposit of: (a) Shares in form satisfactory to the Custodian; (b) rights to receive Shares from the Company or any registrar, transfer agent, clearing agent or other entity recording Share ownership or transactions. In its capacity as Depositary, the Depositary shall not lend Shares or ADSs.

Every person depositing Shares under the Deposit Agreement represents and warrants that (a) such Shares and the certificates therefor are duly authorized, validly issued and outstanding, fully paid, nonassessable and legally obtained by such person (b) all pre-emptive and comparable rights, if any, with respect to such Shares have been validly waived or exercised, (c) the person making such deposit is duly authorized so to do, (d) the Shares presented for deposit are free and clear of any lien, encumbrance, security interest, charge, mortgage or adverse claim and (e) such Shares (A) are not “restricted securities” as such term is defined in Rule 144 under the Securities Act of 1933 (“Restricted Securities”) unless at the time of deposit the requirements of paragraphs (c), (e), (f) and (h) of Rule 144 shall not apply and such Shares may be freely transferred and may otherwise be offered and sold freely in the United States or (B) have been registered under the Securities Act of 1933. To the extent the person depositing Shares is an “affiliate” of the Company as such term is defined in Rule 144, the person also represents and warrants that upon the sale of the ADSs, all of the provisions of Rule 144 which enable the Shares to be freely sold (in the form of ADSs) will be fully complied with and, as a result thereof, all of the ADSs issued in respect of such Shares will not be on the sale thereof, Restricted Securities. Such representations and warranties shall survive the deposit and withdrawal of Shares and the issuance and cancellation of ADSs in respect thereof and the transfer of such ADSs. The Depositary will not knowingly accept for deposit under the Deposit Agreement any Shares required to be registered under the Securities Act of 1933 and not so registered. The Depositary may refuse to accept for such deposit any Shares identified by the Company in order to facilitate compliance with the requirements of the laws, rules and regulations of the United States, including, but not limited to, Securities Act of 1933 and the rules and regulations promulgated thereunder.

(2) Withdrawal of Deposited Securities. Holders of ADRs will be entitled to withdraw the Deposited Securities at any time subject only to the reasons set forth in General Instruction I.A.(1) of Form F-6 (as such instructions may be amended from time to time) under the Securities Act of 1933, including (i) temporary delays caused by closing the transfer books of the Depositary or the Company or the deposit of Shares in connection with voting at a shareholders’ meeting, or the payment of dividends, (ii) the payment of fees, taxes and similar charges, and (iii) compliance with any laws or governmental regulations relating to the ADRs or the withdrawal of Deposited Securities. Subject to paragraphs (4) and (5), upon surrender of (i) a certificated ADR in a form satisfactory to the Depositary at the Transfer Office or (ii) proper instructions and documentation in the case of a Direct Registration ADR, the Holder hereof is entitled to delivery at, or to the extent in dematerialized form from, the Custodian’s office of the Deposited Securities at the time represented by the ADSs evidenced by this ADR. At the request, risk and expense of the Holder hereof, the Depositary may deliver such Deposited Securities at such other place as may have been requested by the Holder.

(3) Transfers of ADRs. The Depositary or its agent will keep, at a designated transfer office (the “Transfer Office”), (a) a register (the “ADR Register”) for the registration, registration of transfer, combination and split-up of ADRs, and, in the case of Direct Registration ADRs, shall include the Direct Registration System, which at all reasonable times will be open for inspection by Holders and the Company for the purpose of communicating with Holders in the interest of the business of the Company or a matter relating to the Deposit Agreement and (b) facilities for the delivery and receipt of ADRs. The term ADR Register includes the Direct Registration System. Title to this ADR (and to the Deposited Securities represented by the ADSs evidenced hereby), when properly endorsed (in the case of ADRs in certificated form) or upon delivery to the Depositary of proper instruments of transfer, is transferable by delivery with the same effect as in the case of negotiable instruments under the laws of the State of New York; provided that the Depositary, notwithstanding any notice to the contrary, may treat the person in whose name this ADR is registered on the ADR Register as the absolute owner hereof for all purposes and neither the Depositary nor the Company will have any obligation or be subject to any liability under the Deposit Agreement or any ADR to any beneficial owner of an ADS, unless such beneficial owner is the Holder hereof. Subject to paragraphs (4) and (5), this ADR is transferable on the ADR Register and may be split into other ADRs or combined with other ADRs into one ADR, evidencing the aggregate number of ADSs surrendered for split-up or combination, by the Holder hereof or by duly authorized attorney upon surrender of this ADR at the Transfer Office properly endorsed (in the case of ADRs in certificated form) or upon delivery to the Depositary of proper instruments of transfer and



duly stamped as may be required by applicable law; provided that the Depositary may close the ADR Register at any time or from time to time when deemed expedient by it or, in the case of the issuance book portion of the ADR Register, when reasonably requested by the Company solely in order to enable the Company to comply with applicable law or regulations of the CVM. At the request of a Holder, the Depositary shall, for the purpose of substituting a certificated ADR with a Direct Registration ADR, or vice versa, execute and deliver a certificated ADR or a Direct Registration ADR, as the case may be, for any authorized number of ADSs requested, evidencing the same aggregate number of ADSs as those evidenced by the certificated ADR or Direct Registration ADR, as the case may be, substituted.

(4) Certain Limitations. Prior to the issue, registration, registration of transfer, split-up or combination of any ADR, the delivery of any distribution in respect thereof, or, subject to the last sentence of paragraph (2), the withdrawal of any Deposited Securities, and from time to time in the case of clause (b)(ii) of this paragraph (4), the Company, the Depositary or the Custodian may require: (a) payment with respect thereto of (i) any stock transfer or other tax or other governmental charge, (ii) any stock transfer or registration fees in effect for the registration of transfers of Shares or other Deposited Securities upon any applicable register and (iii) any applicable charges as provided in paragraph (7) of this ADR; (b) the production of proof satisfactory to it of (i) the identity of any signatory and genuineness of any signature and (ii) such other information, including without limitation, information as to citizenship, residence, exchange control approval, beneficial or other ownership of any securities, compliance with applicable law, regulations, provisions of or governing Deposited Securities and terms of the Deposit Agreement and this ADR, as it may deem necessary or proper; and (c) compliance with such regulations as the Depositary may establish consistent with the Deposit Agreement and any regulations which the Depositary is informed of in writing by the Company which are deemed desirable by the Depositary, the Company or the Custodian to facilitate compliance with any applicable rules or regulations of the Central Bank or CVM.

The issuance of ADRs, the acceptance of deposits of Shares, the registration, registration of transfer, split-up or combination of ADRs or, subject to the last sentence of paragraph (2), the withdrawal of Deposited Securities may be suspended, generally or in particular instances, when the ADR Register or any register for Deposited Securities is closed or when any such action is deemed advisable by the Depositary.

(5) Liability for Taxes, Duties and Other Charges. If any tax or other governmental charge shall become payable by or on behalf of the Custodian or the Depositary with respect to the ADR, any Deposited Securities represented by the ADSs or any distribution thereon, such tax or other governmental charge shall be paid by the Holder hereof to the Depositary, and by holding or having held this ADR or any ADSs evidenced hereby, the Holder and all beneficial owners hereof and thereof, and all prior Holders and beneficial owners hereof and thereof, jointly and severally, agree to indemnify, defend and save harmless each of the Depositary and its agents in respect of such tax or other governmental charge. The Depositary may refuse to effect any registration, registration of transfer, split-up or combination hereof or, subject to the first sentence of paragraph (2), any withdrawal of such Deposited Securities until such payment is made. The Depositary may also deduct from any distributions on or in respect of Deposited Securities, or may sell by public or private sale for the account of the Holder hereof any part or all of such Deposited Securities, and may apply such deduction or the proceeds of any such sale in payment of such tax or other governmental charge, the Holder hereof remaining liable for any deficiency, and, if appropriate, shall reduce the number of ADSs to reflect any such sales of Shares and shall distribute the net proceeds of any such sale or the balance of any such property after deduction of such tax or other governmental charge. In connection with any distribution to Holders, the Company will remit to the appropriate governmental authority or agency all amounts (if any) required to be withheld and owing to such authority or agency by the Company; and the Depositary and the Custodian will remit to the appropriate governmental authority or agency all amounts (if any) required to be withheld and owing to such authority or agency by the Depositary or the Custodian. If the Depositary determines that any distribution in property other than cash (including Shares or rights) on Deposited Securities is subject to any tax that the Depositary or the Custodian is obligated to withhold, the Depositary may dispose of all or a portion of such property in such amounts and in such manner as the Depositary deems necessary and practicable to pay such taxes, by public or private sale, and the Depositary shall distribute the net proceeds of any such sale or the balance of any such property after deduction of such taxes to the Holders entitled thereto. Each Holder and beneficial owner of ADSs agrees to indemnify the Depositary, the Company, the Custodian and any of their respective officers, directors, employees, agents and affiliates against, and hold each of them harmless from, any claims by any governmental authority with respect to taxes, additions to tax, penalties or interest arising out of any refund of taxes, reduced rate of withholding at source or other tax benefit obtained. The obligations of Holders and beneficial owners of ADSs under this paragraph (5) shall survive any transfer of ADSs, any surrender of ADSs, the withdrawal of Deposited Securities and any termination of the Deposit Agreement.

(6) Disclosure of Interests. Holders and holders of interests in ADSs will be subject to the provisions of the Company's Articles of Incorporation, to Instruction No. 358/02 of the CVM ("Instruction No. 358/02") and any other regulations of Brazil or the U.S. securities laws relating to disclosure of interests in Shares. To the extent that the provisions of or governing any Deposited Securities may require disclosure of or impose limits on beneficial or other ownership of Deposited Securities, other Shares and other securities and may provide for other rights to enforce such disclosure or limits, Holders and all persons holding ADRs agree to comply with all such disclosure requirements and ownership limitations and to cooperate with the Depositary in the Depositary's compliance with any Company instructions in respect thereof, and the Depositary will use reasonable efforts to comply with such Company instructions. The Company reserves the right to instruct Holders (and through any such Holder, the beneficial owners of, or in, ADSs evidenced by the ADRs registered in such Holder's name) to deliver their ADSs for cancellation and withdrawal of the Deposited Securities so as to permit the Company to deal directly with the Holder and/or beneficial owner thereof as a holder of Shares and Holders and beneficial owners agree to comply with such instructions.

(7) Charges of Depositary. The Depositary may charge, and collect from, each person to whom ADRs are issued against deposits of Shares, including deposits in respect of Share Distributions, Rights and Other Distributions (as such terms are defined in paragraph (10)), and each person surrendering ADRs for withdrawal of Deposited Securities, U.S.\$5.00 for each 100 ADSs (or portion thereof) evidenced by the ADRs delivered or surrendered. The Depositary may sell (by public or private sale) sufficient securities and property received in respect of Share Distributions, Rights and Other Distributions prior to such deposit to pay such charge. The Holders, the beneficial owners of, or in, ADSs, any party depositing or withdrawing Shares or any party surrendering ADSs and/or to whom ADSs are issued are also subject to additional charges, as set forth in the Deposit Agreement. The Company will pay all other charges and expenses of the Depositary and any agent of the Depositary (except the Custodian) pursuant to agreements from time to time between the Company and the Depositary, except (i) stock transfer or other taxes and other governmental charges (which are payable by Holders or persons depositing Shares), (ii) SWIFT, cable, telex and facsimile transmission and delivery charges incurred at the request of persons depositing, or Holders delivering Shares, ADRs or Deposited Securities (which are payable by such persons or Holders), and (iii) transfer or registration fees for the registration or transfer of Deposited Securities on any applicable register in connection with the deposit or withdrawal of Deposited Securities (which are payable by persons depositing Shares or Holders withdrawing Deposited Securities). Subject to certain terms and fees, to facilitate the administration of various depositary receipt transactions, including disbursement of dividends or other cash distributions and other corporate actions, the Depositary may engage the foreign exchange desk within JPMorgan Chase Bank, N.A. (the "Bank") and/or its affiliates in order to enter into spot foreign exchange transactions to convert foreign currency into U.S. dollars ("FX Transactions"). Further details relating to the applicable foreign exchange rate, the applicable spread and the execution of FX Transactions will be provided by the Depositary on ADR.com.

(8) Available Information. The Deposit Agreement, the provisions of or governing Deposited Securities and any written communications from the Company, which are both received by the Custodian or its nominee as a holder of Deposited Securities and made generally available to the holders of Deposited Securities, are available for inspection by Holders at the offices of the Depositary and the Custodian and at the Transfer Office. The Depositary will distribute copies of such communications (or English translations or summaries thereof) to Holders when furnished by the Company. The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and accordingly files certain reports with the United States Securities and Exchange Commission (the "Commission"). Such reports and other information may be inspected and copied through the Commission's EDGAR system or at public reference facilities maintained by the Commission located at the date hereof at 100 F Street, NE, Washington, DC 20549.

(9) Execution. This ADR shall not be valid for any purpose unless executed by the Depositary by the manual or facsimile signature of a duly authorized officer of the Depositary. The Depositary's office is located at 383 Madison Avenue, Floor 11, New York, New York.

(10) Distributions on Deposited Securities. Subject to paragraphs (4) and (5), and any restrictions imposed by Brazilian law, regulation or applicable permit, to the extent practicable, the Depositary will distribute to each Holder entitled thereto on the record date set by the Depositary therefor at such Holder's address shown on the ADR Register, in proportion to the number of Deposited Securities (on which the following distributions on Deposited Securities are received by the Custodian) represented by ADSs evidenced by such Holder's ADRs: (a) Cash. Any U.S. dollars available to the Depositary resulting from a cash dividend or other cash distribution or the net proceeds of sales of any other distribution or portion thereof authorized in this paragraph (10) ("Cash"), on an averaged or other practicable basis, subject to (i) appropriate adjustments for taxes withheld, (ii) such distribution being impermissible or impracticable with respect to certain Holders, and (iii) deduction of the Depositary's and/or its agents' fees and expenses in (1) converting any foreign currency to U.S. dollars by sale or in such other manner as the Depositary may determine to the extent that it determines that such conversion may be made on a reasonable basis, (2) transferring foreign currency or U.S. dollars to the United States by such means as the Depositary may determine to the extent that it determines that such transfer may be made on a reasonable basis, (3) obtaining any approval or license of any governmental authority required for such conversion or transfer, which is obtainable at a reasonable cost and within a reasonable time and (4) making any sale by public or private means in any commercially reasonable manner. If the Company shall have advised the Depositary pursuant to the provisions of the Deposit Agreement that any such conversion, transfer or distribution can be effected only with the approval or license of the Brazilian government or any agency thereof or the Depositary shall become aware of any other governmental approval or license required therefor, the Depositary may, in its discretion, apply for such approval or license, if any, as the Company or its Brazilian counsel may reasonably instruct in writing or as the Depositary may deem desirable including, without limitation, Central Bank registration. (b) Shares. (i) Additional ADRs evidencing whole ADSs representing any Shares available to the Depositary resulting from a dividend or free distribution on Deposited Securities consisting of Shares (a "Share Distribution") and (ii) U.S. dollars available to it resulting from the net proceeds of sales of Shares received in a Share Distribution, which Shares would give rise to fractional ADSs if additional ADRs were issued therefor, as in the case of Cash. (c) Rights. (i) Warrants or other instruments in the discretion of the Depositary representing rights to acquire additional ADRs in respect of any rights to subscribe for additional Shares or rights of any nature available to the Depositary as a result of a distribution on Deposited Securities ("Rights"), to the extent that the Company timely furnishes to the Depositary evidence satisfactory to the Depositary that the Depositary may lawfully distribute the same (the Company has no obligation to so furnish such evidence), or (ii) to the extent the Company does not so furnish such evidence and sales of Rights are practicable, any U.S. dollars available to the Depositary from the net proceeds of sales of Rights as in the case of Cash, or (iii) to the extent the Company does not so furnish such evidence and such sales cannot practicably be accomplished by reason of the nontransferability of the Rights, limited markets therefor, their short duration or otherwise, nothing (and any Rights may lapse). (d) Other Distributions. (i) Securities or property available to the Depositary resulting from any distribution on Deposited Securities other than Cash, Share Distributions and Rights ("Other Distributions"), by any means that the Depositary, after consultation with the Company if practicable, may deem equitable and practicable, or (ii) to the extent the Depositary deems distribution of such securities or property not to be equitable and practicable, any U.S. dollars available to the Depositary from the net proceeds of sales of Other Distributions as in the case of Cash. The Depositary reserves the right to utilize a division, branch or affiliate of JPMorgan Chase Bank, N.A. to direct, manage and/or execute any public and/or private sale of securities hereunder. Such division, branch and/or affiliate may charge the Depositary a fee in connection with such sales, which fee is considered an expense of the Depositary contemplated above and/or under paragraph (7) hereof. Any U.S. dollars available will be distributed by checks drawn on a bank in the United States for whole dollars and cents. Fractional cents will be withheld without liability and dealt with by the Depositary in accordance with its then current practices. All purchases and sales of securities will be handled by the Depositary in accordance with its then current policies, which are currently set forth in the "Depositary Receipt Sale and Purchase of Security" section of <https://www.adr.com/Investors/FindOutAboutDRs>, the location and contents of which the Depositary shall be solely responsible for.

(11) Conversion of Foreign Currency. Whenever the Depositary or the Custodian shall receive foreign currency, as a Cash dividend or Other Distribution or as the net proceeds from the sale of securities, property or rights, which, in the judgment of the Depositary can then be converted on a reasonable basis into U.S. dollars which can, at the time of receipt thereof, be transferred to the United States, the Depositary shall, as promptly as practicable, convert or cause to be converted, by sale or in any other manner that it may determine, such foreign currency into U.S. dollars and shall transfer the resulting U.S. dollars (net of its charges and expenses in effecting such conversion) to the United States. Such U.S. dollars shall be distributed as promptly as practicable to the Holders entitled thereto or, if the Depositary shall have distributed any warrants or other instruments that entitle the holders thereof to such U.S. dollars, then to the holders of such warrants or instruments, as applicable, upon surrender thereof for cancellation. Such distribution may be made upon an averaged or other practicable basis without regard to any distinctions among Holders on account of exchange restrictions or otherwise. If such conversion or distribution can be effected only with the approval or license of any government or agency thereof,

including without limitation, Central Bank registration, the Depositary shall, at the written request of the Company, unless prohibited pursuant to applicable law or otherwise impracticable in the reasonable opinion of the Depositary, file such application for approval or license, if any, as it shall deem practicable; provided, however that the Depositary shall be entitled to rely upon Brazilian local counsel in such matters, which counsel shall be instructed to act as promptly as possible. The Company shall not be obliged to make any such filing on behalf of the Depositary. If at any time the Depositary shall determine that in its reasonable judgment any foreign currency received by the Depositary is not convertible on a reasonable basis into U.S. dollars transferable to the United States, or if any approval or license of any governmental authority or agency thereof that is required for such conversion is denied or in the opinion of the Depositary is not obtainable at a reasonable cost or within a reasonable period, the Depositary may, subject to applicable laws and regulations, and after consultation with the Company, either distribute the foreign currency (or an appropriate document evidencing the right to receive such foreign currency) to, or hold such foreign currency (without liability for interest thereon) for the respective accounts of, the Holders entitled to receive the same; provided, however, that if requested in writing by a Holder entitled thereto, the Depositary may, in its discretion, distribute the foreign currency, as promptly as practicable. If any such conversion of foreign currency, in whole or in part, can be effected for distribution to some but not all of the Holders entitled thereto, the Depositary shall make such conversion and distribution in U.S. dollars to the extent permissible to the Holders entitled thereto and may either so distribute or hold such balance (without liability for interest thereon) for the respective accounts of, the Holders entitled thereto for whom such conversion and distribution is not practicable; provided, however, that if requested in writing by a Holder entitled thereto and permitted by applicable law, the Depositary may, in its discretion, distribute the foreign currency, as promptly as practicable.

(12) Record Dates. The Depositary may, after consultation with the Company if practicable, fix a record date (which, to the extent applicable, shall be as near as practicable to any corresponding record date set by the Company) for the determination of the Holders who shall be responsible for the fee assessed by the Depositary for administration of the ADR program and for any expenses provided for in paragraph (7) hereof as well as for the determination of the Holders who shall be entitled to receive any distribution on or in respect of Deposited Securities, to give instructions for the exercise of any voting rights, to receive any notice or to act in respect of other matters and only such Holders shall be so entitled or obligated.

(13) Voting of Deposited Securities. As soon as practicable after receipt from the Company of notice of any meeting or solicitation of consents or proxies of holders of Shares or other Deposited Securities, the Depositary, upon the written request of the Company, shall mail to Holders a notice stating (a) such information as is contained in such notice and any solicitation materials, (b) that each Holder on the record date set by the Depositary therefor will be entitled, subject to any applicable provisions of Brazilian law, the Company's Articles of Incorporation and the provisions hereof to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the Deposited Securities represented by the ADSs evidenced by such Holder's ADRs and (c) the manner in which such instructions may be given. There is no guarantee that Holders and beneficial owners of interests in ADSs generally or any Holder or beneficial owners of interests in ADSs in particular will receive the Voting Notice with sufficient time to enable such Holder or beneficial owner of interests in ADSs to return any voting instructions to the Depositary in a timely manner. Upon receipt of instructions of a Holder on such record date in the manner and on or before the date established by the Depositary for such purpose, the Depositary shall endeavor insofar as practicable and permitted under the provisions of or governing Deposited Securities to vote or cause to be voted the Deposited Securities represented by the ADSs evidenced by such Holder's ADRs in accordance with such instructions. The Depositary will not itself exercise any voting discretion in respect of any Deposited Security.

(14) Changes Affecting Deposited Securities. Subject to paragraphs (4) and (5), the Depositary may, in its discretion, amend this ADR or distribute additional or amended ADRs (with or without calling this ADR for exchange) or cash, securities or property on the record date set by the Depositary therefor to reflect any change in par value, split-up, consolidation, cancellation or other reclassification of Deposited Securities, any Share Distribution or Other Distribution not distributed to Holders or any cash, securities or property available to the Depositary in respect of Deposited Securities from (and the Depositary is hereby authorized to surrender any Deposited Securities to any person and, irrespective of whether such Deposited Securities are surrendered or otherwise cancelled by operation of law, rule, regulation or otherwise, to sell by public or private sale any property received in connection with) any recapitalization, reorganization, merger, consolidation, liquidation, receivership, bankruptcy or sale of all or substantially all the assets of the Company. To the extent the Depositary does not so amend this ADR or make a distribution to Holders to reflect any of the foregoing, or the net proceeds thereof, whatever cash, securities or property results from any of the foregoing shall constitute Deposited Securities and each ADS evidenced by this ADR shall automatically represent its pro rata interest in the Deposited Securities as then constituted.

(15) Exoneration. The Depositary, the Company, their agents and each of them shall: (a) incur no liability (i) if law, rule or regulation of the United States, Brazil or any other country or jurisdiction or of any other governmental or regulatory authority or stock exchange or the Company's charter, act of God, war or other circumstance beyond its control shall prevent, delay or subject to any civil or criminal penalty any act which the Deposit Agreement or the ADR provides shall be done or performed by it, or (ii) by reason of any exercise or failure to exercise any discretion given it in the Deposit Agreement or the ADR; (b) assume no liability except to perform its obligations (other than those directly related to the handling of Deposited Securities and Cash) to the extent they are specifically set forth in the ADR and the Deposit Agreement without gross negligence or willful misconduct; (c) in the case of the Depositary and its agents, be under no obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Securities, ADSs or this ADR; (d) in the case of the Company and its agents hereunder (other than the Depositary) be under no obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Securities or the ADR, which in its opinion may involve it in expense or liability, unless indemnity satisfactory to it against all expense (including fees and disbursements of counsel) and liability be furnished as often as may be required; and (e) not be liable for any action or inaction by it in reliance upon the advice of or information from legal counsel, accountants, any person presenting Shares for deposit, any Holder, or any other person believed by it in good faith to be competent to give such advice or information.

(16) Resignation and Removal of Depositary; the Custodian. The Depositary may resign as Depositary by written notice of its election to do so delivered to the Company, or be removed as Depositary by the Company by written notice of such removal delivered to the Depositary; such resignation or removal shall take effect upon the appointment of and acceptance by a successor depositary. The Depositary may, after consultation with the Company, appoint substitute or additional Custodians and the term "Custodian" refers to each Custodian or all Custodians as the context requires.

(17) Amendment. Subject to the last sentence of paragraph (2), the ADRs and the Deposit Agreement may be amended by the Company and the Depositary, provided that any amendment that imposes or increases any fees or charges (other than stock transfer or other taxes and other governmental charges, transfer or registration fees, SWIFT, cable, telex or facsimile transmission costs, delivery costs or other such expenses), or that shall otherwise prejudice any substantial existing right of Holders, shall become effective 30 days after notice of such amendment shall have been given to the Holders. Every Holder of an ADR and beneficial owner of ADSs at the time any amendment to the Deposit Agreement so becomes effective shall be deemed, by continuing to hold such ADR, to consent and agree to such amendment and to be bound by the Deposit Agreement as amended thereby. In no event shall any amendment impair the right of the Holder of any ADR to surrender such ADR and receive the Deposited Securities represented thereby, except in order to comply with mandatory provisions of applicable law.

(18) Termination. The Depositary may, and shall at the written direction of the Company, terminate the Deposit Agreement and the ADR by mailing notice of such termination to the Holders at least 30 days prior to the date fixed in such notice for such termination, subject to certain conditions. After the date so fixed for termination, the Depositary and its agents will perform no further acts under the Deposit Agreement and the ADR, except to advise Holders of such termination, receive and hold (or sell) distributions on Deposited Securities and deliver Deposited Securities being withdrawn. As soon as practicable after the date so fixed for termination, the Depositary shall use its reasonable efforts to sell the Deposited Securities and shall thereafter (as long as it may lawfully do so) hold in an account (which may be a segregated or unsegregated account) the net proceeds of such sales, together with any other cash then held by it under the Deposit Agreement, without liability for interest, in trust for the pro rata benefit of the Holders of ADRs not theretofore surrendered. After making such sale, the Depositary shall be discharged from all obligations in respect of the Deposit Agreement and this ADR, except to account for such net proceeds and other cash. After the date so fixed for termination, the Company shall be discharged from all obligations under the Deposit Agreement except for its obligations to the Depositary and its agents.

List of Subsidiaries of Embraer S.A.\*

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Embraer Aircraft Holding, Inc.	Delaware, U.S.A.
Embraer Aircraft Maintenance Services, LLC	Delaware, U.S.A.
Embraer Executive Jet Services, LLC	Delaware, U.S.A.
Embraer Executive Aircraft, Inc.	Delaware, U.S.A.
Embraer CAE Training Services, LLC	Delaware, U.S.A.
Embraer Engineering & Technology Center USA, Inc.	Delaware, U.S.A.
Embraer Defense and Security, Inc.	Delaware, U.S.A.
Embraer Business Innovation Center, Inc.	Delaware, U.S.A.
Embraer Aircraft Customer Services, LLC.	Florida, U.S.A.
EVE Holding, Inc	Delaware, U.S.A.
EVE UAM, LLC	Delaware, U.S.A.
ELEB Equipamentos Ltda.	Brazil
Embraer GPX Ltda.	Brazil
Embraer Defesa e Segurança Participações S.A.	Brazil
Atech—Negócios em Tecnologias S.A.	Brazil
Visiona Tecnologia Espacial S.A.	Brazil
Yaborã Indústria Aeronáutica S.A.	Brazil
Fundo de Investimento em Participações Embraer Ventures	Brazil
Tempest Serviços de Informática S.A.	Brazil
EZS Informática S.A.	Brazil
Eve Soluções de Mobilidade Aérea Urbana Ltda.	Brazil
Embraer Aviation International – EAI	France
Embraer (China) Aircraft Technical Services Co., Ltd.	China
Embraer Spain Holding Co., SL	Spain
ECC Investment Switzerland AG	Switzerland
Embraer Finance Ltd.	Cayman Islands, BWI
Embraer Overseas Ltd.	Cayman Islands, BWI
Embraer Portugal, S.A.	Portugal
Airholding S.A.	Portugal
OGMA – Indústria Aeronáutica de Portugal S.A.	Portugal
Embraer Asia Pacific PTE. Ltd.	Singapore
Tempest Security Intelligence Ltd	UK
Embraer CAE Training Services (U.K.) Limited	UK
Visiona International B.V.	Netherlands
Embraer Netherlands Finance B.V.	Netherlands
Embraer Netherlands B.V.	Netherlands
Embraer CAE Training Services (NL) B.V.	Netherlands
EZ Air Interior Limited	Ireland

\* This list reflects out list of subsidiaries as of December 31, 2023. Except for the entity Embraer Executive Aircraft, Inc. none of the subsidiaries listed is a significant subsidiary for purposes of Regulation S-X under the Securities Exchange Act of 1934, as amended. The list does not include (i) entities not consolidated in our financial statements and (ii) certain non-material special purpose vehicles. See note 2.3.1 to our 2023 audited consolidated financial statements included elsewhere in this annual report.



CODE OF ETHICS AND CONDUCT

EMBRAER

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**1. Introduction**

Embraer’s (“Company”) Code of Ethics and Conduct (“Code”) reflects our commitment to achieving our business objectives in an ethical and transparent manner, developing internal and external relationships that are based on integrity, respect for diversity, preservation of the environment, and contributing to the well-being of the communities in which we operate.

This Code is based on Embraer’s Corporate Values, the Embraer’s Cultural Pillars, and best practices for corporate governance and accounting. The fundamental premise behind our organization involves compliance with laws and regulations applicable to the Company’s operations, which must be adhered to by all members of the Company.

Embraer’s consistent reputation and credibility are built by our people through their day-to-day acts and behaviors.

All employees and contractors must comply with the principles set forth in this Code. Business in which Embraer has majority control must adopt the principles of this Code and those in which Embraer has minority control must be encouraged to do so.

We appreciate the dedication and level of commitment our people demonstrate in developing a complete understanding of and complying with this Code, as well as in protecting the integrity of the Company.

**2. Values and Pillars of Embraer Culture**

Our values unite us and shape our attitudes, enhancing results and ensuring the longevity of our Company.

While our values are our essence, our cultural pillars shine light on the path we need to take to continuously develop and achieve growth as a Company.

Each of these pillars offers guidance in how to best act on a daily basis.

**2.1. Ethics and integrity are in everything we do**

From the simplest activity to the greatest achievements, we follow rules and question things whenever necessary, consistently seeking out what is right and best for society, the Company, and our people; taking action to ensure that we are all able to speak and listen with openness and honesty.

**2.1.1. Embraer’s Ethics and Compliance Program**

Embraer seeks to guarantee the highest level of ethics and integrity in its activities. Embraer has established an Ethics and Compliance Program based on fundamental elements like the maintenance of an organizational structure that is able to demonstrate accountability through leadership, consistent risk management, implementation of appropriate internal control policies, procedures and standards, training and communication, as well as auditing and reporting channels used to monitor, assess, and investigate potential misconduct or established procedures, promoting a culture of ethics and integrity across all Embraer business units.

Approved on Board of Directors meeting as of December 8, 2023





More information:

[Embraer's Global Anti-Corruption Policy](#)

[Business Risk Management Policy](#)

### **2.1.2. Compliance with laws, standards, and regulations**

Embraer is firmly committed to complying with all laws, standards, and regulations applicable to its activities, including anti-corruption laws, requirements established under legislation for the prevention of money laundering and the financing of terrorism, foreign trade laws and regulations related to import and export processes for products, services, technology, information and financial operations, observing all applicable restrictions, economic sanctions and trade embargoes, as well as antitrust laws and regulations in place in all countries in which it does business.

More information:

[Embraer's Global Anti-Corruption Policy](#)

[Policy for the Prevention of Money Laundering and Financing of Terrorism](#)

[Export Control Policy](#)

### **2.1.3. Relationship with business partners and third parties**

#### **Conflicts of interest**

A conflict of interest occurs whenever other interests take precedence over Embraer's own interests in some manner, for individual benefit or that of third parties. Situations that may create, or appear to create, a conflict between personal interests and those of the Company must be avoided.

More information:

[Policy for Related Party Transactions and Conflicts of Interest](#)

#### **Gifts and hospitality**

Gifts, meals, entertainment, travel benefits or any Item of Value to public officials, government entities, private individuals, or legal entities must be offered in adherence to guidelines and limits stipulated by Embraer and never designed to influence decisions or obtain undue advantages.

#### **Donations and sponsorships**

As part of efforts related to corporate responsibility, Embraer may donate products or financial resources and carry out sponsorships in accordance with stipulated guidelines and limits.

#### **Political contributions**

Embraer does not participate in political campaigns nor make contributions to political parties or candidates for political office. The Company and members of its Executive Board or the Board of Directors are therefore prohibited from carrying out donations or contributions of this nature.

Approved on Board of Directors meeting as of December 8, 2023



### **Improper or illegal payments**

Embraer employees are prohibited from authorizing or making any improper or illegal payments, whether directly or indirectly, in order to obtain business advantages. The hiring of persons to represent or act on Embraer's behalf must observe the guidelines and procedures established by the Company for selection, due diligence, risk analysis, necessary internal approvals, and monitoring of activities.

### **Integrity in purchasing and selling processes**

At Embraer, purchasing processes are based on integrity and equality of competition in order to guarantee the highest possible level quality and cost-benefit during the supply of materials and services. Any form of corruption in such processes is not tolerated. Suppliers are expected to commit themselves to adhering to Embraer's policies and procedures, including this Code.

In a similar manner, during sales processes, including those involving government entities, Embraer observes all applicable laws, standards, and procedures, acting with the highest level of integrity, ethics and transparency.

### **Privacy**

When working with people, Embraer may receive, send or manage private information for legitimate business purposes. Within this context, the Company observes contractual commitments and the laws and regulations in the countries in which it operates with regards to the protection and confidentiality of such information.

For More information:

[Personal Data Protection Policy](#)

[Personal Data Retention and Disposal Policy](#)

[Embraer's Global Anti-Corruption Policy](#)

## **2.2. Our People are what make us fly**

Happy, competent, and accomplished people that feel valued and respected and are committed to what they do, take ownership of the Company's results. People who work as a team and act with integrity, coherence, respect and mutual trust. For these purposes, we offer a fair and equitable workplace environment in which value is placed on diversity. When we truly collaborate we are able to build a sense of community and belonging. We must therefore encourage recognition among everyone, to activate the potential inside each one of us and evoke a sense of pride.

One Embraer. One Team

### **2.2.1. Adopting the principles of the UN Global Compact**

Since 2008, Embraer has systematically integrated the principles set forth in the UN Global Compact regarding the Protection of Human Rights and Fundamental Rights at Work into each of its processes.

For More information:

<https://www.pactoglobal.org.br/>

### **2.2.2. Workplace Environments**

Embraer does not tolerate any form of forced, compulsory, or child labor, nor discrimination of any kind, workplace harassment, including sexual harassment, sexual abuse, protectionism, conflicts of interest, or any disrespectful or abusive behavior that contributes to fostering a hostile work environment in any way.

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At Embraer, people are treated with respect and dignity and given opportunities for professional growth.

Embraer promotes a safe and healthy work environment and adopts measures necessary to protect its employees from the risks inherent to the workplace. At Embraer, it is recommended that all persons report any concerns involving safety rules and report violations of such rules or corresponding incidents.

For More information:  
[Environment, Safety and Health at Work Policy](#)  
[Helpline Policy – Reporting Channel](#)

**2.2.3. Encouraging diversity, equity, and inclusion**

Embraer recognizes existing challenges related to expanding the representativeness of minority groups and is committed to fostering a more diverse and inclusive work environment. Embraer seeks to stimulate the same attitude among suppliers, business partners, and customers, always respecting specific cultural and regional characteristics in the areas in which it operates.

Hiring at Embraer is based on individual qualifications directly related to the Company’s professional skills and objectives, and the respective job vacancy. Discrimination of any kind is prohibited. We also make all reasonable accommodations to protect the rights of persons with disabilities.

**2.3. We are here to serve our customers**

We seek to foster loyalty among customers through their complete satisfaction and the development of strong and long-lasting relationships. We establish partnerships that are based on real commitments and flexibility.

We are Passion to Making a Difference.

Address Complexity with Simplicity.

**2.4. We strive for Company excellence**

We take action that is oriented towards security, simplicity, agility, and flexibility, consistently seeking out continuous improvement and excellence. Embraer’s entrepreneurial spirit is based on integrated planning, the responsible delegation of duties, and discipline in execution.

**2.4.1. Company assets, resources and information**

Embraer’s assets, resources, and information must be protected, used for the Company’s benefit, and never for personal interests or gain. The disclosure of the Company and third parties, including customer’s and supplier’s information that is not publicly available must be prohibited. Information of any nature must be previously classified, in accordance with the pre-determined criteria established by the company.

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### **Internet, *email* and social media**

Internet and email platforms are made available by Embraer for workplace communication. Computers and servers, including emails sent or received, are the property of Embraer. Social media on behalf of Embraer may only be used to publish information regarding Embraer in accordance with internal guidelines and procedures.

### **Accounting books and records**

Embraer seeks to adhere to all laws and accounting standards applicable to its ledgers, accounting records and financial statements, undertaking to record all financial transactions with accuracy and reliability.

### **Disclosure of information and securities trading**

Embraer's People must act in accordance with the principles of transparency and truthfulness in order to ensure shareholders, investors, government bodies, and members of the general public receive the information necessary for making decisions. Additionally, they must observe established rules and procedures when trading securities issued by the Company.

For More information:

[Policy for Trading Company-Issued Securities and the Disclosure of Material Information and Preservation of Confidentiality](#)

## **2.5. Boldness and innovation are our brand**

We continuously seek to establish a technological vanguard; we are an organization that is continuously learning and has a unique capacity for innovation, the transformation of internal realities, and influence on the markets in which we operate.

We maintain a strategic vision and have the ability to overcome challenges through a high level of creativity and courage.

## **2.6. Global performance is our frontier**

Embraer thinks and maintains a presence on a global while acting locally. Global presence and mindset, acting locally to leverage competitiveness, using the best of each location. We see these characteristics as levers towards competitiveness, using the best available tools in each area, through the vision of a world without borders, and valuing the plurality of cultures and people.

## **2.7. We build a sustainable future**

We consistently seek to establish foundations for the Company's longevity, offering profitability to shareholders, respect for quality of life, the environment, and society as a whole.

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Embraer recognizes the importance of environmental responsibility and considering its activities and potential impacts on its value chain, adopts the principles of the UN Global Compact in ensuring environment protections are in place throughout all processes, as well as seeking to contribute to achieving the Sustainable Development Goals.

For More information:  
<https://www.pactoglobal.org.br/>

**2.7.1. Relationships with the community and the environment**

As part of its sustainability process, Embraer makes every effort to positively impact the communities in which it maintains a presence, through educational, social, cultural, and environmental projects that encourage and place value in diversity and inclusion.

Embraer is conscious of the environmental challenges in its industry and is committed to adopting continuous improvement processes, and investing in new technologies that reduce potential impacts on the environment, and requiring the same commitment from its suppliers, providers and business partners.

For More information:  
[Environment, Safety and Health at Work Policy](#)

**3. Code Supervision**

The Board of Directors, through its Audit, Risks and Ethics Committee, is responsible for supervising the Executive Board in applying this Code, which Embraer’s Compliance department is responsible for communicating and implementing.

**Reporting violations**

All Embraer stakeholders, including, but not limited to, the Company’s people and shareholders, must report any concerns regarding potential violations of the principles and values described in this Code.

Embraer makes a variety of channels available for reporting concerns or violations of this Code.

Any individual may report a concern or violation through the Helpline, a confidential channel that allows anyone to report or seek out support for concerns involving ethical conduct and potential violations of Embraer’s policies and procedures, this Code, or any laws or regulations.

The Helpline is used to receive complaints and ensures that the identity of whistleblowers remains confidential and anonymous, as permitted by the applicable local law.

The Helpline is also monitored and presents data/statistics and information regarding progress made in addressing complaints to the Audit, Risks and Ethics Committee.

Embraer does not tolerate any form of retaliation against any person who, in good faith, reports concerns through the channels made available by the Company. Additionally, all reported issues, concerns or violations directed towards the Helpline channel will be processed in a confidential manner while maintaining the anonymity of whistleblowers, as permitted by the applicable local law.

Approved on Board of Directors meeting as of December 8, 2023



In addition to its Helpline, Embraer makes the following channels available for reporting concerns or violations of this Code:

- Leaders or managers, in cases involving employees;
- The Compliance department or the designated Compliance representative throughout various areas of the Company;
- Internal Audit;
- The Human Resources department; or
- The Legal department.

For More information:

[Embraer's Global Anti-Corruption Policy](#)

[Helpline Policy – Reporting Channel](#)

#### **Violations of this Code**

In accordance with applicable laws and the severity of the violation in question, individuals are subject to the following educational or disciplinary measures in cases involving a violation of the principles and values established under this Code:

- Training
- Warnings
- Suspension
- Termination of employment contract
- Other necessary measures

#### **How can I report a concern?**

By phone:

Brazil: 0800-721-5968

Portugal: 800-180-118

China: 400-120-4946

Singapore: 800-492-2715

United States: 1-877-900-8779

France: 0805-080608

The Netherlands: 0-800-022-7230

#### **Via the Internet**

This channel should only be used to report concerns related to ethical conduct and compliance with Embraer's internal laws, regulations, policies, and procedures.

<https://canalconfidencial.com.br/embraerhelpline/>

If additional information is required, please contact Embraer's Compliance department at:

[compliance@embraer.com.br](mailto:compliance@embraer.com.br)

OBS: The laws in place in certain countries do not allow for anonymous reporting, a situation of which Embraer will inform anonymous whistleblowers.

Approved on Board of Directors meeting as of December 8, 2023



4. Glossary

Government Authority

Any administrator or employee, whether appointed or elected, that is part of a municipal, state, regional, federal or multinational government, or any government department, body, or ministry;

Any manager or employee of a public international organization such as the United Nations or World Bank;

Any natural person maintaining a position of authority for, or on behalf of, a regulatory agency, department, public prosecutor’s office or public international organization;

A political party, official from a political party, or any candidate for political office;

Any manager or employee from a government-owned or government controlled company, as well as utility companies (such as ports and airports, electricity distributors, power generating entities, water and sewage companies or power plants); or

Any member of the royal family (note that such persons may not have formal authority, but may in another manner exert influence in favor of Embraer’s business interests, either due to the fact that they hold partial ownership of public or government-controlled companies, or since they manage them in some manner).

Embraer’s People

All persons, administrators, corporate officers, and employees at Embraer, its business units and companies that are part of the Embraer group, as well as suppliers, business partners and third parties representing the Company.

Anti-corruption Laws

Established anti-corruption laws are considered to include, without limitation, the Brazilian Clean Companies Act or Anti-Corruption Act No. 12.846/2013, the U.K. Bribery Act and the U.S. Foreign Corrupt Practices Act (FCPA).

Item of Value

This term is broad in scope and may include any item of monetary value, including, without limitation, the following:

- Cash or cash equivalent (including gift cards);
- Benefits and favors (such as special access to any government body);
- Provision of services that would otherwise have to be paid for or purchased;
- Medical, education or living expenses;
- Employment or consulting opportunities;
- Charitable donations;
- Political contributions;
- Contracts or other business opportunities granted to a company over which a Public Official has ownership or maintains some form of legal right;
- Gifts; or
- Expenses related to travel, meals, accommodation, shopping or entertainment.

Approved on Board of Directors meeting as of December 8, 2023

**EMBRAER S.A.****POLICY ON TRADING IN COMPANY SECURITIES AND DISCLOSURE OF  
MATERIAL INFORMATION AND PRESERVATION OF CONFIDENTIALITY****(As approved by the Board of Directors on August 06, 2015****effective as of October 1st, 2015, reviewed on August 25th, 2016 and on February 16th, 2023)**

This document states the Policy on Trading in Company Securities and Disclosure of Material Information and Preservation of Confidentiality of Embraer S.A. ("Company"), prepared pursuant to CVM Resolution No. 44/2021 ("CVM Resolution 44").

**I – CONCEPT OF MATERIAL INFORMATION**

1.1. "Material Information", for the purposes set forth herein, is any decision by the controlling shareholder, resolution of the shareholders' meeting or of the management bodies of the publicly held company, or any other act or fact of a political-administrative, technical, trading or economic-financial nature occurred or related to its business that may ponderably influence: (a) the quoted price of securities issued by the Company or referenced thereto ("Securities"); (b) a decision by investors to buy, sell or keep Securities; or (c) a decision by investors to exercise any rights attached to their Securities.

1.1.1. By way of example, all information listed in article 2, sole paragraph of CVM Resolution 44 is considered Material Information.

1.1.2. Pursuant to article 13, paragraph 1, items V and VI, of CVM Resolution 44, it is assumed, for the purposes of this Policy, that Material Information is: (i) from the moment studies or analyzes related to the matter are initiated, information about merger, total or partial spin-off, transformation transactions, or any form of corporate reorganization or business combination, change in the company's control, including through the execution, amendment or termination of a shareholders' agreement, decision to carry out the cancellation of registration as a publicly held company or change in the trading environment or segment of the company shares; and (ii) information about filings for court-supervised or out-of-court reorganization and bankruptcy made by the company, from the moment studies or analyzes related thereto are initiated.



## II – ADHESION TO POLICY

2.1. All Subject Persons, except for the Company, are required to execute an appropriate adhesion agreement for this Policy on Trading of Company Securities and Disclosure of Material Information and Preservation of Confidentiality (“Policy”), according to the forms attached hereto (“Adhesion Agreement”).

2.2. For the purposes hereof, “Subject Persons” shall mean: (i) the Company itself, (ii) with respect to the Company, either individually or collectively, the direct or indirect controlling shareholders (if any), the Executive Officers as designated in the By-laws, the members of the Board of Directors, the Fiscal Council and any bodies created under the By-laws having a technical or advisory role, such as the committees attached to the Board of Directors; and (iii) any person that by virtue of his or her position, title or duties with the Company, its shareholders or its subsidiaries or affiliates, or as a participant in a project of the Company or its subsidiaries or affiliates, has gained, or is in a position to gain, access to Material Information, and (iv) any person who enters into an Adhesion Agreement pursuant to this Policy.

2.3 An Executive Area (*Diretoria*) in charge of a project (business) that may give rise to Material Information will specify all the persons who should be considered Subject Persons, in accordance with this Policy, who shall adhere to the Policy and enter into the relevant Adhesion Agreement. Such specification will be made to the Investor Relations Officer or Policy Manager (as defined below) immediately after the Subject Person has gained, or is in a position to gain, access to Material Information.

2.3.1. The abovementioned specification shall be periodically reviewed and updated by the relevant Executive Area.

2.4. The Company will prepare a list containing the name, identification particulars, position, address, telephone number, e-mail address and registration number with tax authorities (CPF) of each Subject Person with respect to this Policy, and will update such list on an ongoing basis to reflect any changes.

2.4.1. The foregoing list will be kept at the registered office of the Company and will be available to the Brazilian Securities Commission (“CVM”).

### **III – PURPOSE**

3.1. The purpose of this Policy is to lay down rules and procedures to be observed by the Investor Relations Officer, the Policy Manager (as defined below), the Trading and Disclosure Committee and other Subject Persons when (i) trading in Securities, with a definition of the periods during which Subject Persons must refrain from trading in the Company’s Securities or securities of its subsidiaries, in Brazil or abroad, or related thereto, so as to avoid any questions concerning misuse of undisclosed Material Information in light of prevailing capital markets regulations; and (ii) disclosing Material Information aiming at ensuring confidentiality thereof before it is made public.

3.2. The rules on disclosure of Material Information are intended to provide investors, in a timely, efficient and reasonable fashion, with the information that they need to make their investment decisions, as well as to ensure optimal symmetry in the dissemination of Material Information. Therefore, no improper use of inside information will be permitted in the securities market by persons having access to such information, in order to benefit themselves or third parties, to the detriment of investors in general, the market or the Company itself.

3.3. Any questions concerning the provisions of this Policy, the applicable regulations issued by CVM and/or the acceptability of any given trade or disclosure of Material Information to the public will be submitted to the Investor Relations Officer or the Policy Manager (as defined below) by letter or e-mail.

### **IV – PRINCIPLES**

4.1. Subject Persons will conduct themselves in keeping with the principles of good faith, transparency, fairness and truthfulness as well as the general principles established by this Policy, such conduct to be informed by high ethical standards and to comply and cause compliance with applicable rules and regulations and best corporate governance practices.

## V – TRADING AND DISCLOSURE COMMITTEE

5.1. The Investor Relations Officer will create a Trading and Disclosure Committee in accordance with the internal regulations of the Company, for the purpose of (i) assisting the Investor Relations Officer; (ii) assessing on an ongoing basis the current status of this Policy and proposing any appropriate changes thereto; (iii) where required, clarifying any doubts as to construction of the language of this Policy; (iv) defining all action required for disclosure and dissemination of this Policy; (v) where required, reviewing official queries from regulatory agencies and self-regulatory entities and preparing responses thereto; (vi) where required, helping prepare the documents whereby Material Information will be disclosed; (vii) where required, recommending the time for disclosure of Material Information; and (viii) where required, recommending the continuing confidentiality of Material Information and taking appropriate action in this respect vis-à-vis the CVM.

5.2. In addition to the Investor Relations Officer, the Trading and Disclosure Committee will include executives appointed by the investor relations, financial, legal and communications departments of the Company, among other professionals. The Committee will meet whenever called by the Investor Relations Officer or, in his or her absence, the Policy Manager.

5.3. The Trading and Disclosure Committee may request the participation of other professionals involved in a given project (business) or other situation giving rise to Material Information, at the time of preparation of the document mentioned in item 5 (vi) above, which will be clear and accurate and will use language readily accessible to the investing public.

5.4. The Board of Executive Officers of the Company will appoint an officer to assist the Investor Relations Officer and follow up on and oversee compliance with this Policy (the “Policy Manager”).

## **VI – PROHIBITION OF THE USE OF MATERIAL INFORMATION IN THE TRADING IN SECURITIES**

6.1. No Material Information not yet disclosed may be used by any person who has gained access thereto, for the purpose obtaining an advantage, for himself or for others, by trading Securities, in accordance with this Policy on Trading and Disclosure and CVM Resolution 44.

6.1.1. The prohibition mentioned in item 6.1 shall not apply to subscriptions for new Securities, without prejudice to the application of the rules that provide for the disclosure of information in the context of the issuance and offer of these Securities.

6.2. The Investor Relations Officer or Policy Manager shall take into account the regulatory assumptions related to the trading of Securities with the use of Material Information in the management of this Policy. Pursuant to CVM Resolution 44, it shall be assumed that:

- (a) any person who traded Securities having knowledge of Material Information not yet disclosed made use of such Material Information in the referred trading;
- (b) direct or indirect controlling shareholders, Officers, members of the Board of Directors and the Fiscal Council, and the Company itself, in relation to the trading of their securities, have access to all Material Information not yet disclosed;
- (c) Subject Persons, having had access to Material Information not yet disclosed, are aware that it is privileged information, in accordance with the applicable regulations;
- (d) the member of management who resigns from the Company having knowledge of Material Information that has not yet been disclosed makes use of such Material Information when trading Securities within a period of three (3) months from his or her resignation, provided that, at the time of said trading, the aforementioned Material Information without disclosure to the market still exists.

6.3. The assumptions described in the item above:

- (i) are relative and shall be analyzed jointly with other elements that indicate whether the illicit act provided for in the *caput* of item 6 herein was or was not, in fact, carried out; and
- (ii) may, where applicable, be used in a joint manner.

6.4. The assumptions described in the item above shall not apply:

- (i) to events of acquisition, in a private transaction, of treasury shares of the Company, resulting from the exercise of a stock option under a stock option plan approved by the shareholders' meeting, or when it concerns the granting of shares to the members of management, employees or service providers of the Company as part of the compensation previously approved by the shareholders' meeting. However, a subsequent disposal of shares so purchased must comply with all no-trading periods applicable to Securities. The acquisition, holding and disposal of shares purchased in such circumstances will observe the provisions of the relevant plan approved by the Company's shareholders' meeting; and
- (ii) to trading involving fixed income securities, when carried out through transactions involving joint repurchase and resale commitments by the seller and by the buyer, respectively, for settlement on a pre-established date, prior to or equal to the maturity of the securities involved in the transaction, carried out with pre-established profitability or remuneration parameters.

6.5. The Investor Relations Officer or the Policy Manager shall make every effort to document the decision-making and management process of this Policy to enable the Company to refute the assumptions described above, in cases where the facts conflict with the regulatory assumptions.

6.6. The prohibitions of trading in Securities will cease to apply as soon as Material Information is disclosed to the public, unless the Investor Relations Officer or Policy Manager provides for additional periods, which he or she may do in any of the following cases: (i) where Material Information needs to be disseminated so that market participants may receive and process it; and (ii) possible interference with an act or fact related to Material Information as a result of trading in Securities by Subject Persons, to the detriment of the Company or its shareholders.

6.7. Where Material Information is made available to any Subject Persons in circumstances not expressly covered by the prohibitions of trading in Article VI hereof, or when it is exceptionally recommended to expressly define the scope of the trading prohibition, the Investor Relations Officer, after consultation with the Trading and Disclosure Committee, will provide for exceptional cases of no-trading (blackout periods) and will communicate them to Subject Persons and, as the case may be, the persons mentioned in item 6.2 above, together with the duration thereof.

6.8. The prohibitions imposed by this Article VI will not apply to trading of treasury shares in a private transaction in connection with the exercise of stock options under a stock option plan when approved by a shareholders' meeting of the Company.

6.9. A Subject Person that terminates his or her relationship with the Company or ceases to be part of a project (business) to which Material Information is associated before disclosure to the market of information concerning a business or fact that started during his or her service will be barred from trading in Securities (i) for a period of six (6) months after such termination or departure from the project (business) to which Material Information is associated, as the case may be, or (ii) until such time as the information that he or she knows is disclosed, whichever is first.

6.9.1. In the event trading after disclosure of Material Information may interfere with the terms of the business at hand, to the detriment of the Company or its shareholder, the prohibition will remain in place for the aforesaid period of six (6) months.

6.10. The prohibitions provided for in this Policy apply to trades made:

- (i) inside or outside regulated securities market environments;
- (ii) directly or indirectly, either through subsidiaries or third parties with whom a trust or portfolio management agreement is executed; and
- (iii) on the person's own behalf or on behalf of third parties.

6.10.1. Indirect trades shall mean, for the purposes of the prohibitions provided for in this Policy, those trades that even though not made in the name of a Subject Person, are controlled by, or are subject to the decision-making authority of, a Subject Person.

6.10.2. Trades carried out by investment funds of which the Subject Persons are shareholders are not considered indirect trades or trades on behalf of third parties, provided that the trading decisions cannot be influenced by the shareholders.

6.10.3. It is assumed, evidence to the contrary being permitted, that the trading decisions of the administrator and the manager of an exclusive fund are influenced by the fund's shareholder, except in the cases of exclusive investment funds the shareholders of which are insurance companies or open supplementary pension entities and that the objective of which is to invest funds from the free benefit generating plan (*plano gerador de beneficio livre* - PGBL) and from the free benefit generating life plan (*vida gerador de beneficios livres* - VGBL), during the deferment period.

6.11. Subject Persons must make sure that those persons with whom the Company has business, professional or trust relationships do not trade in Securities so long as they have access to undisclosed Material Information. To this effect, Subject Persons will see to it that (i) all persons having access to Material Information execute an Adhesion Agreement subject to the rules herein contained, as the case may be, or a confidentiality agreement that ensures an equivalent effect; and (ii) such fact is promptly communicated to the Investor Relations Officer or the Policy Manager.

6.12. Additionally, Subject Persons will be barred from (i) engaging in the market of securities lending (known as rental of shares (“*aluguel de ações*”)) with respect to the securities issued by the Company; and (ii) entering into derivatives transactions referenced to the securities issued by the Company.

6.13. The communications between the Investor Relations Officer or the Policy Manager and Subject Persons will be made by e-mail or, in the impossibility of using e-mail, by letter.

6.14 The prohibitions provided for in this Policy apply to trading carried out by Subject Persons with securities of the Company’s subsidiaries, in Brazil or abroad, or related thereto.

## VII – NO TRADING PERIOD

7.1. During the period of fifteen (15) days prior to the date of disclosure of the Company’s quarterly accounting information and annual financial statements, except in cases of trading carried out under the Policy and without prejudice to the other rules provided for in this Policy, the Company, the controlling shareholders, Officers, members of the Board of Directors and the Fiscal Council are prevented from carrying out any trading in Securities, regardless of the knowledge, by such persons, of the content of the company’s quarterly accounting information and annual financial statements.

7.1.1. The prohibition set forth in this item 7.1 is independent of the assessment as to the existence of Material Information pending disclosure or as to the intention in relation to the trading.

7.1.2. The counting of the period provided for in this item 7.1 shall be done excluding the day of disclosure, however, trading in Securities can only be carried out on that day after said disclosure.

7.1.3. The prohibition provided for in the *caput* does not apply:



- (i) to trading involving fixed income securities, when carried out through transactions involving join repurchase and resale commitments by the seller and by the buyer, respectively, for settlement on a pre-established date, prior to or equal to the maturity of the securities involved in the transaction, carried out with pre-established profitability or remuneration parameters;
- (ii) to transactions for the fulfilment of obligations assumed before the beginning of the no trading period arising from security loans, exercise of stock purchase or sale options by third parties and forward purchase and sale contracts; and
- (iii) to trading carried out by financial institutions and legal entities that are part of their economic group, provided that they are carried out in the ordinary course of their business and within the parameters pre-established in this Policy.

#### **VIII – DUTIES AND RESPONSIBILITIES OF THE INVESTOR RELATIONS OFFICER WITH RESPECT TO DISCLOSURE OF MATERIAL INFORMATION**

8.1. The responsibilities of the Investor Relations Officer are as follows:

- (a) to disclose and communicate to CVM and to the managing entities of the markets in which the Securities are traded (“Stock Exchanges”), promptly after having knowledge thereof, the occurrence of an act or fact related to the business of the Company that constitutes Material Information;
- (b) to ensure the broad and prompt dissemination of Material Information to the stock exchanges and all markets in which the Securities of the Company are listed for trading, as well as to the investing public in general;
- (c) when so required, to provide the appropriate agencies with additional clarification with regard to disclosure of Material Information; and

- (d) to approach the persons having access to Material Information in the case of the preceding subitem or in the case of unusual fluctuations in the quotes, prices or trading volumes for Securities, in order to determine if they have knowledge of information that should be disclosed to the market, and to make sure at all times that information is promptly disclosed, as appropriate, in accordance with the applicable laws.

#### **IX – DUTIES AND RESPONSIBILITIES OF SUBJECT PERSONS WITH RESPECT TO DISCLOSURE OF MATERIAL INFORMATION**

9.1. According to CVM Resolution 44, Subject Persons will have the following responsibilities:

- (a) to communicate to the Investor Relations Officer or the Policy Manager, all Material Information that they have knowledge of; and
- (b) to hold in confidence Material Information until such time as it is disclosed to the market.

9.2. A Subject Person that inadvertently communicates Material Information to any person other than a Subject Person, before disclosure thereof to the market, must promptly bring such undue communication to the attention of the Investor Relations Officer or the Policy Manager, so that action may be taken as appropriate.

#### **X – DISCLOSURE OF MATERIAL INFORMATION BY THE COMPANY**

10.1. The communication of Material Information to CVM and the stock exchanges will be made by an instrument, in writing form, and will describe in detail the acts and/or facts at hand, with an indication, whenever possible, of the amounts involved and any other clarification.

10.2. Concurrently with the disclosure mentioned in item 10.1 above, the Company shall also carry out the disclosure of Material Information, at least, through publication in one or more news websites where the material information is made available in its entirety and free of charge.

10.3. In addition to the provisions of items 10.1 and 10.2, the Company may also, in its sole discretion, disclose Material Information through any of the following means:

- (a) the Company's website;
- (b) e-mail;
- (c) teleconference;
- (d) public meetings with trade associations, investors, analysts or interested members of the public, in Brazil or abroad;
- (e) press releases; and
- (f) broadcasting channels used by the market.

10.4. Disclosure by publication in newspapers, whenever it occurs, may be made in summary form, as long as it includes the web addresses where the full information will be available to interested members of the public, with language at least identical to that provided to CVM.

10.5. With respect to press conferences and other communications involving Material Information that has already been disclosed to the market, the staff of the department in charge of the transaction or business that gave rise to Material Information will organize and conduct such activities together with the Investor Relations Officer or his or her designee.

10.6. Whenever Material Information is transmitted through any given communications channel, including press releases or meetings with trade associations, investors, analysts or selected members of the public, in Brazil or abroad, such Material Information will be simultaneously disclosed to CVM, the stock exchanges and the investing public in general.

10.7. Material Information will be disclosed preferably before the start or after the closing of business on the stock exchanges. Where the stock exchanges are not operating at the same time, disclosure will be made by reference to the working hours of the stock exchanges located in Brazil.

10.8. The Company will not comment on market rumors involving the Company.

10.9. The Company does not consider Material Information those arising from day-to-day activities related to its business, such as, for example, negotiations and transactions involving the manufacture and sale of aircraft and systems, the provision of support and after-sales services, in the segments in which it operates.

10.10. Certain of the Company's subsidiaries are independently managed and disclose information to the market in accordance with regulations and laws of other countries. The information disclosed by these subsidiaries shall not be subject to this Policy and shall not be interpreted as information disclosed by the Company. The disclosure of information by these subsidiaries shall not affect the disclosure to be made by the Company, as provided for in the applicable laws and in this Policy. Material Information independently disclosed by these subsidiaries shall not give rise to liability for the Company under the applicable Brazilian laws or under this Policy.

#### **XI – EXCEPTION TO DISCLOSURE OF MATERIAL INFORMATION BY THE COMPANY**

11.1. The acts or facts that constitute Material Information may cease to be disclosed by the Company, immediately, if the management understand that its disclosure will jeopardize a legitimate interest of the Company.

11.2. The members of management are required to, directly or through the Investor Relations Officer, immediately disclose the Material Information in the event that (i) the Material Information becomes unmanageable, or (ii) there is an unusual fluctuation in the quotes, prices or trading volumes for Securities.

11.3. The Company may choose to submit for consideration of CVM an issue concerning disclosure to the public of Material Information that would jeopardize a legitimate interest of the Company, in accordance with CVM Resolution 44.

## **XII – DUTY TO HOLD MATERIAL INFORMATION IN CONFIDENCE**

12.1. Subject Persons will maintain reserve as to the business of the Company and will hold in confidence all undisclosed Material Information in connection therewith to which they have access by virtue of their position or office, until such time as such Material Information is disclosed to the public, and they will also ensure that their subordinates and third parties with whom they have a relationship of trust act accordingly.

12.2. Even after it has been disclosed to the public, Material Information will be deemed by Subject Persons as undisclosed until a reasonable period of time has elapsed to allow market participants to receive and process such Material Information.

12.3. Subject Persons will refrain from discussing the business of the Company in public places, particularly its Material Information. Likewise, Subject Persons will only discuss with others matters relating to Material Information on a need-to-know basis.

12.4. In the event Subject Persons find that Material Information as yet undisclosed to the public has become known to persons who are not subject to confidentiality duties before the Company or that there has been an unusual fluctuation in quotes, prices or trading volumes for Securities, they will promptly notify such facts to the Company's Investor Relations Officer or the Policy Manager, so that the need to disclose the Material Information to the market can be assessed, in accordance with the applicable laws.

12.5. During the 15-day period prior to the public disclosure and delivery to CVM of the quarterly accounting information and the annual financial statements of the Company, Subject Persons will be prevented from making any comment on, providing clarification for, or discussing with the market any information whatsoever related to said documents ("Silent Period").

12.6. Given that the Company releases projections pursuant to CVM Resolution No. 80/2022, when questioned by analysts about estimates and projections of Company results before they have been actually disclosed, the Investor Relations Officer will neither confirm nor reject such estimated or projected results nor offer any comments on matters as yet undisclosed.

### **XIII – INDIVIDUAL INVESTMENT PLANS**

13.1. Subject Persons may execute individual investment plans for trading in Securities, provided that the rules set forth in CVM Resolution 44 are observed.

### **XIV - MISCELLANEOUS**

14.1. The Investor Relations Officer will bring to the attention of the Board of Directors from time to time the matters related to implementation of this Policy, including any noncompliance herewith.

14.2. The Company's Board of Directors will assess the omissions of this Policy and possible exceptions to this Policy, in compliance with the law and applicable regulations, especially CVM Resolution 44, the internal rules of the Company and the principles of this Policy.

### **XV – BREACH OF POLICY**

15.1. Any verified breaches of this Policy by Subject Persons shall be immediately communicated to the Company, by means of a letter or e-mail addressed to one of the following channels:

a) Investor Relations Officer;

- b) any Executive Officers of the Company as designated in the By-laws;
- c) General Council;
- d) Company's compliance area;
- e) Audit, Risks and Ethics Committee ("CARE");
- f) internal audit area;
- g) human resources area;
- h) Helpline channel, as provided for in the Company's Code of Ethics and Conduct.

15.2. In cases of communication of any breaches of this Policy, the complaint's recipient shall notify CARE (or the Board of Directors, in the event of breach by a CARE member), which shall decide on the application of any sanctions, pursuant to item 15.3 below.

15.3. The breach of this Policy shall subject the breaching person to disciplinary sanctions in accordance with applicable regulatory standards, the internal regulations of the Company and the provisions of this Policy, without prejudice to applicable regulatory, civil and criminal penalties.

**AGREEMENT OF ADHESION TO THE POLICY ON TRADING IN  
COMPANY SECURITIES AND DISCLOSURE OF  
MATERIAL INFORMATION AND PRESERVATION OF CONFIDENTIALITY  
(Group 2.2(ii) and 2.2(iii))**

[•], [insert identification details], bearer of Identity Card RG No. [•] and enrolled with the Taxpayer's Register (CPF/MF) under No. [•], resident and domiciled in the city of [•], State of [•], with business address in the city of [•], at [•], CEP [•] ("Signatory"), as [•] of [Embraer S.A. or [•], [subsidiary]][affiliated] of Embraer S.A.]<sup>1</sup>, for the purposes of the "Policy on Trading in Company Securities and Disclosure of Material Information and Preservation of Confidentiality", approved on August 6, 2015 by the Board of Directors of Embraer S.A. ("Company" or "Embraer") and reviewed on August 25, 2016 and on February 16, 2023 ("Policy"), hereby, through the signature of this "Adhesion Agreement", declares and acknowledges as follows:

**Whereas:**

- (a) the Signatory qualifies a "Subject Person" (as defined in item [insert item 2.2(ii) or 2.2(iii) as applicable] of the Policy); and
- (b) the Signatory is fully aware of the terms and conditions contained in the Policy.

The Signatory, through this Adhesion Agreement, as of the date hereof, fully and expressly adheres to the Policy, undertaking to comply with all the rules and procedures established therein, in particular the provisions of Article VI (*Prohibition of the Use of Material information in the trading in securities*), Article IX (*Duties and Responsibilities of Subject Persons with Respect to Disclosure of Material Information*) and Article XII (*Duty to Hold Material Information in Confidence*).

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<sup>1</sup> Adjust as appropriate



For the purposes of item 6.16 of the Policy, all communications by Embraer shall be carried out by e-mail, or, in the event of impossibility of communication, by letter addressed to the address indicated below. The addresses shall be kept up to date and, in case of changes, the new addresses shall be informed to Embraer at least fifteen (15) days in advance:

[MAILING ADDRESS]

E-mail: [•]

The Signatory hereby declares the receipt of a full copy of the Policy, adhering thereto in the form set forth above, for which this Adhesion Agreement is executed in three (3) counterparts of identical content and form, in the presence of the two (2) undersigned witnesses.

São José dos Campos, [•] [•], [•].

[NAME OF SIGNATORY]

Witnesses:

\_\_\_\_\_  
Name:  
ID:  
CPF:

\_\_\_\_\_  
Name:  
ID:  
CPF:

**AGREEMENT OF ADHESION TO THE POLICY ON TRADING IN  
COMPANY SECURITIES AND DISCLOSURE OF  
MATERIAL INFORMATION AND PRESERVATION OF CONFIDENTIALITY  
(Group 6.14 – External Advisors)**

[•], [insert identification details], bearer of Identity Card RG No. [•] and enrolled with the Taxpayer’s Register (CPF/MF) under No. [•], resident and domiciled in the city of [•], State of [•], with business address in the city of [•], at [•], CEP [•] (“Signatory”), as [•] of company [•] [insert identification details] (“[company name]” or “[•]”), for the purposes of the “Policy on Trading in Company Securities and Disclosure of Material Information and Preservation of Confidentiality”, approved on August 6, 2015 by the Board of Directors of Embraer S.A. (“Company” or “Embraer”) and reviewed on August 25, 2016 and on February 16, 2023 (“Policy”), hereby, through the signature of this “Adhesion Agreement”, declares and acknowledges as follows:

Whereas:

- (a) the Signatory is part of the technical team of [•], which entered into a services agreement with [Embraer or [•], [subsidiary]][affiliate] of Embraer]<sup>2</sup>, which expires on [•];
- (b) [the Signatory is directly engaged in the [•] project, in which the following activities are expected to be developed: [•]]<sup>3</sup>;
- (c) the Signatory, [shareholder] of [•], shall be treated as “Subject Person” (as set forth in item 6.14 of the Policy); and
- (d) the Signatory is fully aware of the terms and conditions contained in the Policy.

<sup>2</sup> Adjust as appropriate  
<sup>3</sup> Include, as applicable

The Signatory, through this Adhesion Agreement, as of the date hereof, fully and expressly adheres to the Policy, undertaking to comply with all the rules and procedures established therein, in particular the provisions of Article VI (*Prohibition of the Use of Material information in the trading in securities*), Article IX (*Duties and Responsibilities of Subject Persons with Respect to Disclosure of Material Information*) and Article XII (*Duty to Hold Material Information in Confidence*).

For the purposes of item 6.14 of the Policy, the Signatory shall ensure that those with whom the Signatory maintains a business, professional or trusting relationship refrain from trading Securities when they have access to undisclosed Material Information, and shall (i) cause every person who accesses Material Information to enter into this Adhesion Agreement, subject to the rules set forth herein as applicable[, or confidentiality agreement that ensures equivalent effect]<sup>4</sup>; and (ii) immediately inform Embraer of such fact.

For the purposes of item 6.16 of the Policy, all communications by Embraer shall be carried out by e-mail, or, in the event of impossibility of communication, by letter addressed to the address indicated below. The addresses shall be kept up to date and, in case of changes, the new addresses shall be informed to Embraer at least fifteen (15) days in advance:

[MAILING ADDRESS]  
E-mail: [•]

The Signatory hereby declares the receipt of a full copy of the Policy, adhering thereto in the form set forth above, for which this Adhesion Agreement is executed in three (3) counterparts of identical content and form, in the presence of the two (2) undersigned witnesses.

São José dos Campos, [•] [•], [•].

[NAME OF SIGNATORY]

<sup>4</sup> Adjust as appropriate

Witnesses:

\_\_\_\_\_  
Name:  
ID:  
CPF:

\_\_\_\_\_  
Name:  
ID:  
CPF:

**CERTIFICATION**

I, Francisco Gomes Neto, certify that:

1. I have reviewed this annual report on Form 20-F of Embraer S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and to the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 4, 2024

By: /s/ Francisco Gomes Neto  
Name: Francisco Gomes Neto  
Title: President and Chief Executive Officer

**CERTIFICATION**

I, Antonio Carlos Garcia, certify that:

1. I have reviewed this annual report on Form 20-F of Embraer S.A.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and to the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 4, 2024

**By:** /s/ Antonio Carlos Garcia  
**Name:** Antonio Carlos Garcia  
**Title:** Executive Vice President and Chief Financial and  
Investor Relations Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Embraer S.A. (the “Company”) on Form 20-F for the fiscal year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, Francisco Gomes Neto, President and Chief Executive Officer, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the U.S. Sarbanes Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 4, 2024

**By:** /s/ Francisco Gomes Neto  
**Name:** Francisco Gomes Neto  
**Title:** President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the company and will be retained by the company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Embraer S.A. (the “Company”) on Form 20-F for the fiscal year ended December 31, 2023, as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, Antonio Carlos Garcia, Executive Vice-President and Chief Financial and Investor Relations Officer, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the U.S. Sarbanes Oxley Act of 2002, that to the best of my knowledge:

- (i) the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 4, 2024

**By:** /s/ Antonio Carlos Garcia  
**Name:** Antonio Carlos Garcia  
**Title:** Executive Vice President and Chief Financial and  
Investor Relations Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the company and will be retained by the company and furnished to the Securities and Exchange Commission or its staff upon request.



**POLICY ON CLAWBACK OF EXCESS INCENTIVE COMPENSATION****1. POLICY**

This policy regulates the clawback by Embraer S.A. (“Embraer” or “Company”) of excess incentive compensation based on the results of the Company, in the event of certain restatements of financial statements, pursuant to the accounting rules applicable to the Company or other equivalent accounting rules that may apply to the Company (this “Clawback Policy”).

This Clawback Policy is intended to comply with the applicable listing regulations of the New York Stock Exchange that are expected to be implemented pursuant the newly-adopted clawback rules under the U.S. Securities Exchange Commission (SEC) and will be interpreted in accordance therewith.

**2. APPLICABILITY**

This Clawback Policy applies to all executive officers (*diretores estatutários*) of the Company (current or former) (as defined under Rule 16a-1(f) of the Exchange Act) who received Excess Incentive Compensation (as defined below) during the Recoupment Period (as defined below) (such individuals, the “Executive Officers”).

In addition to the Executive Officers, additional officers and employees of the Company who execute an Accession Agreement with respect to this Clawback Policy shall also be subject to this Clawback Policy (such individuals, the “Additional Officers” and together with the Executive Officers, are referred to herein as the “Covered Executives”); provided that, with respect to the Additional Officers, the Board of Directors may determine whether it is appropriate to seek recoupment in its discretion. The Covered Executives will be asked to execute an Accession Agreement to acknowledge, among other things, the existence of this Clawback Policy and their obligations to return or otherwise repay any Excess Incentive Compensation in accordance with the terms herein contained is this policy.

The Board of Directors of the Company will be responsible for preparing and maintaining a list of the Covered Executives and updating such list, from time to time, and submitting such list to the People and ESG Committee for validation as appropriate.

**3. RECOUPMENT/CLAWBACK**

In the event of a Restatement (as defined below), the Board of Directors shall require an Executive Officer (and may require an Additional Officer, if determined to be appropriate in its discretion) to reimburse, repay or forfeit any Excess Incentive Compensation earned by such Covered Officer at any time during the three completed fiscal years immediately preceding a Restatement Determination (as defined below) (such period, the “Recoupment Period”).

“Excess Incentive Compensation” means, as determined on a pre-tax basis, that amount of Incentive Compensation that was received by the Covered Officer during the applicable fiscal period based on the incorrectly reported financial results of the Company, over the Incentive Compensation that would have been earned by the Covered Officer if such amount(s) had been determined based on the financial results of the Company set forth or reflected in the Restatement, in each case, as determined by the Board. If the Board cannot reasonably determine the amount of Excess Incentive

Compensation received by the Covered Officer based on the information set forth or reflected in the Restatement, then it will make its determination based on a reasonable estimate of the effect of the Restatement on the Company.

“Incentive Compensation” means any cash, equity-based or equity-linked compensation to the extent the amount is paid, earned, vested or granted based wholly or in part on the attainment of financial reporting measures (including stock price or total shareholder return).

“Restatement” means an accounting restatement of the financial statements of the Company included in a filing by the Company with the Securities and Exchange Commission in order to (i) correct an error in the Company’s previously issued financial statements that is material to those previous financial statements or (ii) correct an error that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

“Restatement Determination” means the earlier to occur of (i) the date the Company’s Board of Directors, committee and/or management concludes (or reasonably should have concluded) that a Restatement is required or (ii) the date a regulator, court or other legally authorized entity directs the Company to prepare a Restatement of a previously issued financial statement.

It is incumbent on the Board of Directors of the Company, with the advice of the People and ESG Committee, to review and make a final determination as to whether a type of compensation constitutes Incentive Compensation.

The Board of Directors (i) will determine the calculation of any Excess Incentive Compensation; and (ii) will arrange for such excess amount to be repaid to the Company. In the event it is not possible to accurately determine such excess amount, the recoverable amount will be determined based on a reasonable estimate of the effect of Restatement made by the People and ESG Committee. The Board of Directors will be in charge of reviewing and implementing the structure that will best accomplish recovery, on a case by case basis. The Board will take all action required to effect recovery, including, where appropriate, by causing a subsidiary to take action to ensure recovery.

**5. ADMINISTRATION OF CLAWBACK POLICY**

Administration of this Clawback Policy is incumbent on the Board of Directors of Embraer, with the assistance of the People and ESG Committee. Any determinations made by the Board of Directors (or the People and ESG Committee, as applicable) shall be final and binding on all affected individuals.

The Board of Directors of the Company will give due regard for applicable laws and regulations, and the internal rules of the Company when administering this Clawback Policy.

This Clawback Policy is subject to modification for any and all reasons (particularly, to adjust this Policy to changes in laws and regulations or the interpretation thereof), as the Board of Directors may deem necessary or appropriate, with the modified Clawback Policy to be incorporated by reference to all Accession Agreements executed after such modification.

Notwithstanding anything set forth herein to the contrary, the Company shall not be required to seek recovery of compensation under this Clawback Policy (i) if the Company reasonably determines that the direct expenses to be paid to a third party to recover the Excess Incentive Compensation would exceed the amount of the compensation to be recovered, making recovery impracticable, (ii) if, based on an opinion from home country counsel as provided to the applicable exchange, recovery would be in violation of a local law applicable to the Company which law was adopted prior to November 28, 2022 or (iii) if the recovery would violate any regulations or laws relating to deferred compensation. In connection with the foregoing, the People and ESG Committee must also make a determination that, as a result of any or all of the foregoing, recovery under this Policy would be impracticable.

**6. NO INDEMNIFICATION**

The Company shall not, and shall have no obligation to, indemnify any Covered Officer against the loss of any Incentive Compensation (including any Excess Incentive Compensation).

**7. EFFECTIVENESS OF CLAWBACK POLICY**

This Policy becomes effective on December 1st, 2023, and is applicable to Incentive Compensation received after October 2, 2023, and will thereafter remain in effect for an indefinite period of time, provided, however, that this Policy may be suspended or terminated by the Board of Directors at any time.

**ACCESSION AGREEMENT TO THE POLICY ON  
CLAWBACK OF EXCESS INCENTIVE COMPENSATION**

By this private agreement executed in due form of law, **[Executive]** [identification particulars] (“Executive”), in his/her capacity as [title] of Embraer S.A., a public corporation having its registered office in the City of São José dos Campos, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 2,170, registered with CNPJ/MF under No. 07,689,002/0001-89 (“Company”), expressly acknowledges his/her knowledge and acceptance of all provisions contained in the Policy on Clawback of Excess Incentive Compensation of the Company, as approved at a meeting of the Board of Directors of the Company held on [•] [•], [•] (“Clawback Policy”), and adopted by the Company to comply with guidelines and recommendations issued by regulators and the capital markets in general.

In view of the foregoing, the Executive agrees to repay to the Company all Excess Incentive Compensation that the Executive may receive, as determined by the Board of Directors of the Company under the Clawback Policy; additionally, the Executive agrees to make all arrangements for such repayment, as directed by the Board of Directors of the Company, in accordance with the terms of the Clawback Policy.

Notwithstanding the foregoing, if based on an opinion from home country counsel (as provided to the applicable exchange), any such repayment or recovery would be in violation of a local law applicable to the Company, which law was adopted prior to November 28, 2022, then no such amount shall be required to be repaid by the Executive under the Clawback Policy.

São José dos Campos, [•] [•], [•]

\_\_\_\_\_  
[Executive]