

POLICY ON TRANSACTIONS WITH RELATED PARTIES

February 27, 2023

Data Sheet

Title:	Policy on Transactions with Related Parties
Responsible Area:.....	Compliance
Description:	The purpose of this Policy is: (i) to provide guidance to Lavoro's Employees and greater transparency to Customers and the market in general with regard to Transactions with Related Parties; and (ii) monitor Transaction with Related Parties so that they are always carried out in the best interest of Customers, in order to ensure that transactions are conducted on a commutative basis.
Intended for:	All Lavoro's Managers and Employees and other parties having a relationship or doing business with Lavoro
Approval Date:	February 27, 2023
Prepared by:.....	Compliance
Approved by:.....	Board of Directors
Publication Date:	February 27, 2023
Available from:.....	Intranet
Latest Revision:	February 27, 2023

TABLE OF CONTENTS

	<u>Page</u>
1. Definitions.....	1
2. Objectives.....	2
3. Scope.....	2
4. Rules For Entering Into Transactions With Related Parties	3
5. Exempted Transactions	5
6. Transparency Channel.....	5
7. Remedial Measures	5
8. Policy Approval, Publication and Revision.....	6

1. DEFINITIONS

For the purposes of this Policy, the following definitions apply:

Managers: partners, statutory directors and members of the Board of Directors;

Customer(s): individuals or legal entities governed by public or private law, who purchase or will purchase our products;

Employee(s): all Lavoro's Managers, servants and employees, as well as all those who hold a job, function, position or employment, commercial, professional, contractual or trust relationship with Lavoro, as well as trainees;

Audit Committee: The audit committee of our Board of Directors, which is responsible for assessing and resolving on all issues related to this Policy, including the prior review of any Transactions with Related Parties, before final approval by the Board of Directors, in accordance with this Policy.

Compliance: Compliance area, responsible for complying with the guidelines established for Lavoro's compliance rules;

CVM: Brazilian Securities and Exchange Commission;

ICVM 558: CVM Regulatory Instruction 558/2015, which provides for the professional practice of managing securities portfolios;

Close Family Member: members of the family of a natural person with potential to exert influence on or be influenced by that person in businesses with Lavoro or Customers and include:

- (a) The person's parents or children, spouse or common-law spouse;
- (b) The parents or children of the person's spouse or common-law spouse;
- (c) Dependents of the person, his/her spouse or common-law spouse; and
- (d) Other relatives up to the 2nd degree in a straight line, or up to the 4th degree in a collateral or transversal line.

Related Parties: natural persons or legal entities with whom the Employee, Lavoro or Customers, as applicable, are able to enter into agreements under conditions other than at an arm's length that characterize transactions with third parties, such as the situations described below:

- (a) A person is related to an Employee if he or she is a Close Family Member of that Employee;
- (b) An entity is related to an Employee if the Employee or any Close Family Member of that Employee is a final beneficiary of 5% or more of the entity's capital stock or, even if it is a final beneficiary of less than 5%, it has power to influence the entity's decision making;
- (c) A person, as well as any Close Family Member of that person, is related to Lavoro if said person: (i) has full or shared control of Lavoro; (ii) has significant influence over Lavoro; (iii) is the final beneficiary of 5% or more of the capital stock of Lavoro or of entities belonging to its economic group; (iv) is appointed by a position of Key Person in the Management of Lavoro; or (v) is a Key Person of the Management of Lavoro or of other entities belonging to its economic group;
- (d) An entity is related to Lavoro if the entity and Lavoro are members of the same economic group (meaning that the parent and each subsidiary are interrelated, as well as the entities under common control are related to each other).

In the definition of "Related Parties" and in the assessment of the transactions described in this Policy on Transactions with Related Parties, Compliance and the Audit Committee may use the applicable laws and other regulations applicable to similar situations, as issued in administrative decisions or technical pronouncements by

competent authorities, including the United States Securities and Exchange Commission (“SEC”), CVM and the Central Bank of Brazil;

Lavoro: Lavoro Limited, its subsidiaries, allied, controlled and affiliated companies, in Brazil and abroad.

Key Management Person: are natural persons who have authority and responsibility for the planning, direction and control of Lavoro’s activities, directly or indirectly, including any Manager, director (statutory or not), members of the Audit Committee, if applicable, and members of executive committees or management advisory, if applicable;

Policy: this Policy on Transactions with Related Parties;

SEC: United States Securities and Exchange Commission;

Third parties: suppliers and providers of goods and services, representatives, intermediary agents, attorneys, technical consultants, dispatchers, outsourced labor, and/or any other third parties acting on behalf of Lavoro, and to its benefit and/or interest;

Transactions with Related Parties: any financial transaction, agreement or relationship, considered individually or collectively, that results in a promise of or the effective transfer of assets, rights, funds, services or obligations, directly or indirectly, between an Employee, Lavoro and a Related Party, as applicable, regardless of whether a price is charged therefor. Such transactions may occur, for example, in the purchase or sale of products and services; loan agreements or money advances; agency or licensing agreements; granting sureties, guarantees and other forms of security; research and technology transfers; infrastructure or cost sharing; leases, gratuity or discounts on services, sponsorships and donations; provision of guarantees or transactions involving employment or service relationships, or similar.

2. OBJECTIVES

This Policy provides for procedures, rules and controls that must be complied with by all Managers and Employees in all businesses that are entered into involving Managers and Employees, Lavoro, Customers and their respective Related Parties.

The purpose of this Policy is: (i) to establish the control rules, in order to facilitate the review, approval and ratification of Transactions with Related Parties, (ii) to comply with the rules set forth in the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as any rules related and applicable to Lavoro, (iii) to provide guidance to Lavoro’s Managers and Employees and greater transparency to Customers and the market in general with regard to Transactions with Related Parties; and (iv) to monitor Transactions with Related Parties so that they are always carried out in the best interest of the Customers, in order to ensure that the transactions are conducted on a commutative basis.

This Policy must be read and interpreted in conjunction with the other Lavoro policies as well as regulations issued by the bodies that regulate Lavoro on the matter.

3. SCOPE

This Policy must be fulfilled by all Managers, Employees and Third parties, directly or indirectly related to Lavoro, who must read, understand and fully comply with the provisions set forth herein in any Transactions with Related Parties, as well as by all other persons related to Lavoro.

In case of doubt or need for assistance, it is essential that Lavoro’s Compliance is immediately contacted.

In addition, the knowledge of any event that may be deemed as a violation of this Policy must also be promptly communicated to Compliance, through the Transparency Channel referred to in item 6 below, it being Compliance’s duty to investigate the information and possible suspicion, and to decide on the appropriate strategy for the mitigation thereof.

4. RULES FOR ENTERING INTO TRANSACTIONS WITH RELATED PARTIES

Any Transaction with Related Parties must be approved or ratified by the Board of Directors, after prior review by the Audit Committee.

4.1. General Transactions with Related Parties

Transactions with Related Parties can be carried out, provided that the same rules and criteria that would be used for the selection of Third Parties that are not Related Parties are complied with. It is essential that, according to this Policy, transactions are entered into on a commutative basis, that is, at prices, terms and conditions that prevail in the market at the time of their approval, always guided by respect for legal rules and ethical principles.

It will be up to Compliance and to the Audit Committee, within the scope of their attributions, to supervise so that the Transactions with Related Parties are always entered into in writing, detailing their main characteristics (rights, responsibilities, quality, prices, charges, terms, etc.), as well as confirming that the necessary legal authorizations (if applicable) have been obtained. Notwithstanding said supervision by Compliance and by the Audit Committee, it is the duty of each Manager and Employee to ensure that all Transactions with Related Parties are carried out in compliance with the provisions in this Policy.

When identifying a matter in which it is a Related Party, the person involved in the decision-making process must immediately report this situation to his/her supervisor and to Compliance, who will analyze the most appropriate strategy for mitigating the conflict of interest, if possible, as well as assess the need for application of disciplinary measures or other sanctions provided for in item 7 below, in case of violations of the required care. If necessary, Compliance may request more information. Notwithstanding said supervision by Compliance, it is the duty of each Manager and Employee to ensure that all Transactions with Related Parties are submitted for approval or ratification by the Board of Directors, by sending a notice to Compliance that contains a full description of the Transaction, including:

- (i) The name of the Related Party and the way in which the respective person is characterized as a Related Party;
- (ii) The Related Party's interests in the Transaction with Related Party, including its position, relationship, or corporate relationship with any other entity or person involved in the respective Transaction with Related Party;
- (iii) The approximate amounts involved in the Transaction with Related Party and the value of the Related Party's interests, which must be analyzed and reported without considering the possible benefit or loss involved in the Transaction with Related Party; and
- (iv) Any other information about the Transaction with Related Party or regarding the Related Party that may be relevant under the circumstances.

When reviewing the Transaction with Related Party proposed under the terms above, Compliance and Audit Committee will consider all relevant facts and circumstances, including the reasonableness of the commercial terms, the benefit (or loss) assessed by the persons involved, opportunity costs in contracting alternative transactions, the materiality or the direct or indirect nature of the Related Party's interests in the transaction, and the actual or apparent conflict of interest of the Related Party. Compliance will submit the Transaction with Related Party for review by the Board of Directors.

The Board of Directors shall review the Transaction with the Related Party to determine whether the Related Party has a direct or indirect material interest in said transaction. If the Board of Directors determines that it is actually a Transaction with Related Party, it must follow the process described below. If the Board of Directors concludes, after reviewing all relevant information, that the transaction does not constitute a Transaction with Related Party, it will not be necessary to apply the rules of this Policy and carry out further analysis on the related Transaction with the Related Party.

If such a transaction is found to be a Transaction with Related Party, the Board of Directors will not approve it unless it has determined, after reviewing the pertinent information, that the Transaction with Related Party in question is consistent with the best interests of Lavoro (or of the Customers involved, as the case may be). In the

event that the Board of Directors does not approve or ratify a Transaction with Related Parties, said transaction may not be completed or continued, as determined by the Board of Directors.

4.1.1. Exceptions

Notwithstanding the rules set forth above, the following transactions will not be considered as transactions that create or involve a Related Party's material interest and, therefore, will not be reviewed and no approval or ratification based on this Policy is required.

- (i) Purchasing or selling products or contracting services related to the regular course of business, not exceeding USD 120,000.00 (one hundred and twenty thousand US dollars), in a single transaction or in the aggregate of 12 (twelve) months with the same counterparty;
- (ii) Purchasing or selling products or contracting of services related to the regular course of business, involving a person who is considered a Related Party for holding common shares of Lavoro;
- (iii) Transactions in which the Related Party's interest derives exclusively from its activity as a member of the board of directors of another entity that is a party of the transaction;
- (iv) Transactions in which the Related Party's interest derives exclusively from its ownership of less than 10% (ten percent) of equity interest in another entity (other than an interest in a partnership) and which is a party of the transaction;
- (v) Transactions in which the Related Party's interest derives exclusively from its ownership of a class of securities of Lavoro in which all holders of that class of securities have received the same benefit on a pro rata basis;
- (vi) Transactions in which the Related Party's interest derives exclusively from its service as a member of the board of directors, trustee, director (or similar position) of a non-profit or charitable organization that receives donations from Lavoro. For this exception to be applied, the donation must be made in line with Lavoro's donation program (if applicable), as a result of the Employees' contributions, being available and equal to all Employees;
- (vii) Manager compensation agreements, except an individual who is a Close Family Member of a Related Party, if such agreements have been approved or recommended by the Board of Directors for approval by the Audit Committee;
- (viii) Manager compensation agreements, if such agreements were approved by Lavoro's shareholders and the Board of Directors;
- (ix) Transactions in which the fees or charges involved in the transaction are determined by bids, or the transaction involves the provision of common services by a carrier/operator, or are of public utility and have fixed fees or charges, determined by law or governmental authority;
- (x) Payments of indemnities to Managers, in accordance with the rules established in Lavoro's corporate and organizational documents, as applicable.

The transactions described above will not require specific approval or ratification based on this Policy, insofar as they involve only Lavoro and an Employee and its Related Parties.

The Managers and Employees must be aware that Transactions with Related Parties are also situations of conflict of interest and, therefore, other Compliance rules, as well as the legal rules issued by the regulatory bodies of Lavoro, must be duly complied with. This Policy is not intended to override said regulations and other Lavoro's policies and procedures, so it should be read in conjunction with such materials.

If a potential or actual Conflict of Interest is identified, the professional or shareholder that has an interest of his own or conflicting with that of the Company in the Related Party Transaction shall, justifiably, abstain from participating in the negotiation and decision-making process related to the transaction. This obligation applies to

shareholders, Directors, Managers, Employees responsible for structuring the transaction, and any party related to these persons.

It is the duty of the management bodies and of the Board of Directors that conducts the work of the assembly to make efforts to identify conflict situations and prevent the interested or conflicted party from voting, including with regard to the abstention of the shareholder in question from voting.

If any member of the Board of Directors or Executive Board has potential or actual private gain from a decision and does not manifest his or her Conflict of Interest, any other member of the body to which he or she belongs who is aware of the fact may do so. In this case, the lack of voluntary manifestation by the Director may be considered a breach of trust, subject to corrective measures by the Company.

5. EXEMPTED TRANSACTIONS

Notwithstanding the foregoing, the Transactions with Related Parties below will not be subject to the procedures of this Policy, as they comply with their own approval rites:

- (a) Transactions between Lavoro and its subsidiaries, in compliance with Lavoro's corporate purpose;
- (b) Granting of guarantees by Lavoro to its subsidiaries, in compliance with Lavoro's corporate purpose; and
- (c) Reimbursement of travel and training expenses, for Employees, Key Management Persons or third parties, whenever in Lavoro's service, duly justified, reasonable, and in line with Lavoro's travel and training procedures.

6. TRANSPARENCY CHANNEL

We have adopted an independent Transparency Channel, through which all of our Managers, Employees, Third Parties and the general public can report suspicions or violations of this Policy, the other policies and procedures adopted by Lavoro, or any law or regulation.

The Transparency Channel can be accessed, free of charge, through the website:
<https://www.lavoroagro.com/canal-de-transparencia/>.

We ensure the confidentiality of the information received and ensure the anonymity of those who prefer not to identify themselves.

We do not tolerate any form of retaliation against the whistleblower who made a reporting in good faith, even though in the end it is considered unfounded. For this reason, any retaliation will be considered a violation of the Code of Business Conduct and Ethics, subjecting violators to the application of remedial measures.

7. REMEDIAL MEASURES

Any Manager/Employee who violates the provisions in this Policy, in Lavoro's integrity policies and procedures or current laws will be subject to the following disciplinary measures, as applicable: (i) guidance letter; (ii) verbal guidance; (iii) written notice; (iv) suspension; and (v) dismissal.

If the breaches have been performed by Third Parties, the remedial measures include, but are not limited to: (i) auditing; and (ii) extrajudicial notification, which may lead to the suspension of the agreement, the blocking of the third party or the termination of the agreement.

The application of any of the measures provided for herein will be carried out directly by the Compliance and Legal Committee, by the Audit Committee, the Human Resources sector of the companies of the Lavoro Group or by the immediate superior of the employee involved, as well as must always be preceded by guidance and/or clarification to the employee, in order to ensure understanding of the situation leading to the application of the respective measure.



8. POLICY APPROVAL, PUBLICATION AND REVISION

This Policy was revised and approved by the Board of Directors of Lavoro and becomes effective immediately. All other rules and regulations established by Lavoro remain in effect.

This Policy will be revised by the Board of Directors at least annually, at the first annual meeting of the Board of Directors, may be revised less frequently, if necessary, due to changes in the applicable regulations and/or laws, or even to reflect changes in Lavoro's internal procedures.