

# Nomination Policy of Members of the Board of Directors, Advisory Committees and Executive Board



1<sup>st</sup> version

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## **1. Purpose**

The purpose of this Nomination Policy of Members for the Board of Directors, Advisory Committees, and statutory Executive Board ("Policy") is to establish the criteria for the composition of the Board of Directors, its Advisory Committees, statutory or not, and statutory Executive Board of Frasle S.A. ("Company"), aiming at actions grounded in the principles of integrity, transparency, equity, accountability, and sustainability of the Company.

## **2. Coverage**

This Policy applies to the Board of Directors members, appointed by shareholders or Management, Advisory Committee members, and members of the statutory Executive Board of the Company, who will be designated as Administrators exclusively for the purposes of this Policy.

## **3. Regulatory References**

- Law 6,404, of December 15, 1976, ("Brazilian Corporation Law");
- CVM Resolution 81, of March 29, 2022;
- Code of Best Corporate Governance Practices (IBGC);
- Regulation of Level 1 Governance of B3 S.A. Brasil, Bolsa, Balcão;
- Company's Bylaws;
- The Company's Code of Ethical Conduct;
- Board of Directors' Charter; and
- Executive Board's Charter.

Click [here](#) to access the Bylaws and Corporate Policies of Frasle Mobility.

## **4. Guidelines**

The appointment of members for the Board of Directors, its advisory committees, and the Executive Board must comply with the guidelines and requirements outlined in the legislation and other regulations mentioned in this Policy to ensure that these bodies are composed of qualified professionals with unblemished reputation who add value to their decisions, thereby fulfilling the requirements inherent to the position and contributing to the Company's strengthening and sustainability.

Candidates must have professional technical and academic qualifications, with at least a college degree, preferably in fields related to the position to be held and/or the Company's business, fluency in English, and preferably a second language.

In addition to technical-functional competencies, candidates should develop active listening, empathy, the willingness to defend their points of view based on their own judgment, adaptability, communication skills, teamwork, strategic thinking, and commitment to the Company's Principles and Purposes.

The Company will seek to comply with aspects of diversity, including but not limited to knowledge, experiences, gender, race, and ethnicity, in line with the Company's values and strategy.

The candidate nomination process will be conducted by hiring independent professionals for consultations or obtaining opinions on the candidates, observing the competency matrix required for the intended position. This process will occur every two years, according to the term of office established in the Bylaws and respective Charters, or extraordinarily at any time when a position becomes vacant.

## **5. Board of Directors**

The Board of Directors will be composed of at least three and at most nine members, shareholders or not, elected at the General Meeting, mostly external members, and at least one-third independent members.

Independence criteria to be observed are outlined in the Company's Bylaws, considering not independent a candidate who is a direct or indirect controlling shareholder of the Company, has voting rights tied by a shareholders' agreement related to Company matters, is a spouse, partner, or relative up to the second degree of the controlling shareholder, Company administrator, or administrator of the controlling shareholder, or, in the last three years, has been an employee or executive officer of the Company or its controlling shareholder.

Considering the Company's defined control capital structure, at least one-third of the Board members will be appointed by the controlling shareholder, observing the proportion of external and independent members provided for in the Bylaws.

The nomination criteria for Board members will respect the guidelines of this Policy and aim for a composition with multiple competencies. Candidates should have strategic vision, time availability, and academic-professional background in at least one of the following fields: administration, auditing and accounting, economics, finance, management, legislation and regulation, risks, human capital, and information technology.

Candidates must observe fiduciary duties of diligence, information, and loyalty to the Company, as outlined in Brazilian Corporation Law, have knowledge of best corporate governance practices, ability to interpret managerial, accounting, financial, and non-financial reports, knowledge of corporate law, regulation, risk management, internal controls, and compliance.

Candidates holding positions in companies that may be considered competitors of the Company or having or representing conflicting interests with the Company will not be eligible for the Board of Directors. Accordingly, candidates must declare existing conflicts or impediments before the election, as well as during the term of office, for analysis by the relevant areas of the Company.

The nomination of Board members can be made by shareholders or the Company's management.

The evaluation of potential candidates for the Board of Directors will be conducted by an independent professional, external to the Company, appointed by the Company's Board of Directors that, after reviewing the evaluation report, will define the candidates to be included in the Management Proposal to be submitted for shareholders' analysis at the General Meeting.

In case of vacancy during the term of office, the Company will adopt the same nomination procedure described in the paragraph above. However, in this case, the remaining Board of Directors members will appoint a substitute to complete the term of office until the subsequent General Meeting that elects the collective body.

In an election year of the Board of Directors, respecting the deadlines provided for in CVM Resolution 81, shareholders who wish to appoint candidates must notify the Company in writing, via email addressed to the Investor Relations department by informing the full name and professional qualifications of the nominee, along with the résumé and all legally required documents and declarations.

## **6. Advisory Committees to the Board of Directors**

To better perform its duties, the Board of Directors may create non-statutory committees, with an advisory role only, with defined objectives to assist it, composed of individuals chosen by the Board members ("Committees").

The committees can be created at any time and the rules regarding the composition, operation, and competence of any Committee to be created will be defined upon their creation and/or during resolutions.

The nomination criteria for Committee members will respect the guidelines of this Policy and the respective Regulations. Committees must be composed of at least one Board of Directors member and, if the Board of Directors so decides, by an external member who is a specialist in the field related to the Committee's purpose.

The external specialist mentioned in the paragraph above, if appointed, will be evaluated beforehand by an external professional who will present their recommendation to the Board of Directors.

In case of vacancy in a Committee, the Board of Directors will first review the respective charters to decide on the necessity of appointing a new member to the vacant position.

## **7. Statutory Executive Board**

The composition of the Executive Board must observe the requirements and conditions of current legislation, as well as the Company's Bylaws. The Board of Directors will elect the Executive Board members at the first meeting held after the General Meeting that elects the Board of Directors.

The Company's statutory Executive Board will be composed of a sufficient number of Executive Officers required to manage the businesses, observing the minimum and maximum numbers, as well as the designation of each Executive Officer, as outlined in the Company's Bylaws.

In addition to the general requirements indicated in this Policy, candidates for the Executive Board must have proven practical experience in managing and leading large companies, in functions corresponding and related to the intended position, and must dedicate their professional efforts exclusively to their roles while in office.

The Human Resources department will previously evaluate the candidates, considering their database, the candidate evaluation results, the Company's succession plan in force, and the guidelines provided for in this Policy. It may also use an independent external professional.

The Chief Executive Officer will be appointed by the Board of Directors and the other Executive Board members will be recommended to the Board of Directors by the Chief Executive Officer, following previous evaluation by the Human Resources department.

Any replacement of Executive Board members must consider the Company's succession plans, aiming to identify successors with the necessary competencies for the required roles. If there are no internally mapped successors, recruitment and selection will be conducted through market-leading consulting firms, ensuring high-quality hiring processes.

The Company's Executive Officers, who are one year or less away from retirement, may participate in up to one Board of Directors, Advisory Board, or Fiscal Council, and/or up to one Committee in another company, provided that the other company is not a competitor of the Company. The Board of Directors is responsible for approving such participation.

## **8. Responsibilities**

Board of Directors: elect the members of the Executive Board, approve the Management Proposal with the list of candidates for the Board of Directors, appoint Committee members, nominate external professionals for candidate evaluation, and approve this Policy and its amendments.

Investor Relations Department: receive documents from candidates for the Board of Directors nominated by shareholders and submit the documents to a specialist for evaluation.

## **9. Changes**

This Policy may be periodically reviewed and amended, especially in the event of any essential or relevant changes to the laws or regulations applicable to the Company, always respecting best corporate governance practices.

## 10. Control of Information and Parties Responsible for its Preparation

This Policy was approved by the Board of Directors on June 25, 2024, becoming effective from the date of its approval.

Responsible Party	Department
Preparation	Corporate Governance Department
Review	Human Resources department
Approval	Board of Directors

### Changes control:

Version	Item	Change	Reason	Date
1	NA	NA	NA	06/25/2024.
2				