

FRAS-LE S.A.

Corporate Taxpayer's ID (CNPJ/MF): 88.610.126/0001-29
Publicly Held Company

Internal Regulations of the Related Parties Committee

1. Purpose

1.1. The purpose of these Internal Regulations ("Regulations") is to discipline the operation of the Related Parties Committee ("Committee") of Fras-le SA ("Frasle Mobility" or "Company"), in observance of the Bylaws ("Bylaws"), the Code of Ethical Conduct, the Internal Regulations of the Board of Directors, the Related Party Transaction Policy ("Policy"), and legislation in force and good corporate governance practices.

1.2. The Committee is a non-statutory advisory body established to provide advisory to the Company's Board of Directors ("Board of Directors"), aiming to ensure that transactions with related parties are guided by the Company's interest, under commutative conditions and through a transparent, ethical process and in compliance with current legislation.

2. Composition

2.1. The Committee is comprised by up to 3 (three) members selected by the Board of Directors, with a mandate term that coincides with the mandate term of the Board of Directors, being, at least, 2 (two) members who are part of the Company's Board of Directors, and 1 (one) independent member, who can be reappointed.

2.2. The Committee will have one Coordinator, appointed by the Board of Directors, who must be a member of the Committee and who will be responsible for: (i) representing the Committee in its relationship with the Board of Directors, the Executive Board and the Company's other bodies; and, (ii) organize and coordinate Committee meetings, when necessary.

2.3. The role of member of the Committee may not be delegated to any other person and must be performed with responsibility, loyalty and diligence. In the event a position becomes vacant, the Board of Directors may select a replacement for the remaining term of office.

3. Duties and Responsibilities

3.1. Under the terms of the Bylaws and Policy, the Committee is responsible for the following activities:

- (i)** analyzing and issuing opinions in advance on matters relating to conflicts of interest involving Related Parties, recommending the disciplinary measures to be adopted to the Board of Directors, when necessary;
- (ii)** issuing opinion on any proposed modifications to the Related Party Transactions Policy to the Board of Directors with its recommendations;
- (iii)** ensure that transactions with related parties are guided by the Company's interest, under commutative conditions and through a transparent, ethical process and in compliance with current legislation;
- (iv)** analyze transactions, or set of transactions, with related parties that reach the levels established by the Bylaws and Policy and are relevant due to their characteristics, nature of the related party to the Company, and/or nature and extent of interest of the related party with the operation, issuing a recommendation to the Executive Board of Board of Directors; and
- (v)** report to the Board of Directors, at least once a year, all related party transactions approved by the Committee.

3.2. The members of the Committee must ensure that operations are carried out (i) in accordance with market practices; and, (ii) without jeopardizing minority shareholders or the interests of society and creditors.

3.3. The members of the Committee may propose the renegotiation or discontinuation of a service, business, contract or any transaction with Related Parties, whenever they believe the conditions of said transaction is bringing undue benefits to one of the parties, or if the conditions are not in accordance with market practices.

3.4. The Committee may hire the services from external consultants, ensuring the integrity and confidentiality of the works being executed, so long as such hiring has been previously informed to the Board of Directors. However, the work carried out by external consultants does not exempt the Committee from its responsibilities.

4. Duties

4.1. The members of the Committee, in addition to fulfilling the legal duties of their position, must act with elevated levels of ethical standards and ensure the Company's interests are being met, maintaining impartiality when carrying out their activities, in addition to complying with the Company's regulations and encouraging good corporate governance practices. All material information must be kept confidential until it has been officially disclosed to the market.

4.2. The members of the Committee must declare themselves prevented from discussing matters submitted for their analysis if they have a personal interest that conflicts with the Company's interest, and thus must abstain from discussions and voting on said matters. Until the conflict situation has been concluded, the conflicted member of the Committee must not intervene, directly or indirectly, on the matter of conflict and such impediment must be duly recorded in the Committee's books.

4.3. In the event the conflicted member of the Committee does not inform his/her conflict of interest, any person aware of said conflict must report it to the Coordinator.

4.4. The responsibilities of the members of the Committee include: (i) participating in all meetings to which they have been convened; (ii) examining documents made available and proactively and diligently provide their opinions; (iii) maintaining confidentiality regarding any and all Company information to which they have access during the exercise of their roles, also demanding the same confidentiality treatment from the professionals they are advising; and (iv) as requested, report their activities, accompanied by the opinions and recommendations issued, at Board of Directors' meetings and clarify any additional questions that may arise.

5. Operation

5.1. The Committee will install meetings whenever necessary, as requested by the Company's management, for the purpose of analyzing possible Transactions with Related Parties, and all Committee members must be present at the meetings. Decisions will be taken by unanimous vote of the attending members, except when prevented due to legal issues or conflict of interests, as provided in these Internal Regulations.

5.2. Committee meetings will be convened up to two business days in advance, with details regarding date, time, location and agenda. Within the same period, all necessary documentation related to the agenda must be made available to the Committee members. Call notices shall be waived for meetings in which all members of the Committee are present. In the event of matters requiring urgent resolutions, Committee meetings may be convened under a shorter deadline than indicated.

5.3. The meetings may be held by phone calls, video conferences, or any other means of communication that allows the identification of the members and simultaneous communication among

all persons attending the meeting. Deliberations taken in writing, including by electronic mail and/or governance portal, shall be considered valid, in which a member of the Committee will be considered present at the meeting to verify the quorum for its installation and deliberation and his/her vote will be considered valid for all legal purposes.

5.4. The Coordinator may invite the following to participate in the meetings, without the right to vote: members of the Executive Board, the Board of Directors, consultants or employees of the Company, as well as any other participant with relevant information or whose matters are included in the agenda, are pertinent to their areas of activity, with the purpose of providing clarifications.

5.5. The minutes of the meetings must be clearly written and record the recommendations made by the Committee to the Board of Directors, the attending members and any other guests, votes against any of the matters and abstentions from voting.

5.6. The Committee may receive advisory and support from the Corporate Governance department for administrative proceedings.

6. General Provisions

6.1. Committee members will not be paid any type of remuneration for their activities.

6.2. Cases omitted from these Internal Regulations shall be resolved by the Coordinator “ad referendum” of the Committee.

6.3. These Regulations comes into effect on the date they are approved by the Board of Directors, will be filed at the Company's headquarters and may only be amended upon deliberation by the same Board.

Caxias do Sul, May 7, 2024.

Board of Directors: David Abramo Randon, Daniel Raul Randon, Astor Milton Schmitt, Antonio Sergio Riede and Renata Faber Rocha Ribeiro.

Edition / Revision	Board of Directors' Meeting Number	Date
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