

2023 CORPORATE GOVERNANCE REPORT

CHAPTER - PRINCIPLE - PRACTICE	ADOPTION	EXPLANATION
1.1.1. The company's share capital shall only be composed of common shares.	Yes	
1.2.1. The shareholders' agreements shall not bind the exercise of voting rights of any administrator or member of the oversight and control bodies.	N/A	
1.3.1. The executive board shall utilize the shareholders' meetings to communicate the running of the company's business, and management shall publish a manual to facilitate and encourage participation in the shareholders' meetings.	Yes	
1.3.2. The minutes shall allow for a full understanding of the discussions held at the meetings, even if they are drawn up in summary form, and include the votes cast by the shareholders.	Yes	
1.4.1. The board of directors shall perform a critical analysis of the advantages, drawbacks and characteristics of the defensive measures and, most importantly, of their triggers and price parameters, if applicable, explaining them.	N/A	
1.4.2. "Entrenched clauses" – which make it impossible to remove said measures from the bylaws – shall not be used.	N/A	
1.4.3. If the bylaws provide for a tender offer whenever a shareholder or a group of shareholders directly or indirectly reaches a relevant equity interest in the voting capital, the rule for setting the offer price shall not impose premium increases substantially above the economic or market value of the shares.	N/A	
1.5.1. The company's bylaws shall establish that: (i) transactions related to direct or indirect disposal of controlling interest be accompanied by a tender offer targeted at all shareholders, at the same price and under the conditions obtained by the selling shareholder; (ii) management express its opinion regarding the terms and conditions of corporate restructurings, capital increases, and other transactions that result in the change of control, and register whether they ensure fair and equitable treatment to the company's shareholders.	Partial	<p>The Company fully adopts the practice recommended in item "i", and the Bylaws provide that the Company's control may only be directly or indirectly disposed of under condition precedent or subsequent that the acquirer obliges themselves to conduct a tender offer for the other Company's shareholders, with voting rights or not, ensuring a minimum price equal to 100% of the amount paid per share with voting rights making up the controlling block.</p> <p>Regarding item "ii," there is no specific provision for the Board of Directors to express an opinion on transactions giving rise to the change of control. However, the Company believes that, even though there is no statutory provision regarding said transactions, if they materialize, the Board members may express an opinion on them. In this sense, Brazilian Corporation Law provides for the fiduciary duties and responsibilities of management in the exercise of their roles, including having a duty of due diligence, loyalty and the performance of their functions, to achieve the corporate purpose in the best interest of the Company.</p>
1.6.1. The bylaws shall provide that the board of directors issue an opinion on any tender offer for shares or securities convertible into or exchangeable for shares issued by the company, which will contain, among other relevant information, management's opinion on the potential acceptance of the tender offer and the company's economic value.	No	<p>Despite the constant evolution of governance practices implemented by the Company, which ensures conduct increasingly in line with what is required by the segment in which it is listed on B3, there is no express statutory provision covering the recommended practice. However, Board members have discretion to express opinions on tender offers for shares or securities, regardless of statutory provision, if they deem it is necessary.</p> <p>Regarding tender offers resulting from the change of control, the Company believes that tag-along rights are an important factor, as all shareholders will receive at least 100% of the amount per share paid</p>

		to the controlling shareholder, if they opt to exercise their tag-along rights along with the controlling block.
1.7.1. The company shall formulate and disclose a profit allocation policy defined by the board of directors. Among other aspects, said policy shall provide for dividend payment frequency and the reference parameter to be used for setting the respective amount (percentages of adjusted net income and free cash flow, among others).	Yes	
1.8.1. The bylaws shall clearly and precisely set out, in a specific chapter, the public interest that justified the inception of the government-controlled private company.	N/A	
1.8.2. The board of directors shall monitor the company's activities and establish policies, mechanisms and internal controls for determining any costs to meet the public interest and any reimbursement for the company or other shareholders and investors by the controlling shareholder.	N/A	
2.1.1. The board of directors, without prejudice to other legal and statutory duties and other practices provided for in the Code, shall: (i) define business strategies, considering the impacts of the company's activities on society and the environment, aimed at the company's continuity and value creation in the long term; (ii) periodically assess the company's risk exposure and the effectiveness of the risk management systems, internal controls and the integrity/compliance system, as well as approve a risk management policy compatible with the business strategies; (iii) define the company's values and ethical principles and ensure the issuer's transparency in the relationship with all stakeholders; (iv) yearly review the corporate governance system, aiming at enhancing it.	Yes	<p>The Company adopts the recommended practices, as described below:</p> <p>As for item (i), it is the charge of the Board of Directors, pursuant to the Bylaws, to set the general guidelines of Company's business, and make strategic decisions, as well as to approve relevant projects considering impacts on the Company and the sustainability of the business. In this sense, the Board of Directors' annual thematic agenda encompasses the approval and review of the strategic planning, which considers the ESG plan, in addition to keeping track of and monitoring programs and actions, in order to not only fulfill public sustainability commitments made by the Company but also other social, environmental and governance impacts. Also, the Company's Executive Board periodically reports the performance and progress of the business to the Board of Directors, communicating the execution of the strategic planning in the short, medium and long term.</p> <p>(ii) the Company adopts the corporate risk matrix of the Randoncorp economic group, which is ranked biennially through its own methodology, being constantly monitored. Furthermore, the Company adhered to Randoncorp's Corporate Risk Management Policy, by resolution of the Board of Directors, which recommends periodically assessing corporate risks and verifying the effectiveness of its management. The policy is available on the Investor Relations website https://ri.fraslemobility.com/estatutos-codigos-e-politicas/. The Board of Directors periodically monitors the risk map, its ranking, monitoring and results, including through consolidated reports, so that the Company's level of exposure is adequate.</p> <p>With regard to item (iii), the Company is part of the Corporate Integrity Program, which, among other actions, disseminates integrity practices among the business units, also meeting suppliers and attending other forums. The Corporate Code of Ethical Conduct approved by the Board of Directors covers the Company's ethical values and principles and establishes guidelines on conduct expected by the employees as to the transparent relationship with shareholders, investors, suppliers, service providers, clients, and public agents, among other stakeholders. The Company has an Anti-Corruption Policy that was approved by the Board of Directors, aimed at restating its commitment to ethical conduct and corruption fighting. Said documents can be consulted on the Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/.</p> <p>Concerning item (iv), the Company periodically reviews its governance system. If necessary, it can be reviewed in periods shorter than one year. The Company follows the Best Practices Manual of the</p>

		Brazilian Institute of Corporate Governance (IBGC), and as a result of being listed in B3's Level 1 of Corporate Governance, it constantly seeks to improve its practices, through the implementation of the integrity program, ID Randoncorp, with the continuous adoption of new Corporate Policies and its dissemination, by training its staff. Other recent advances include the disclosure of the Company's ESG Ambitions and public commitments, the structuring of the Governance Area, the publication of the Sustainability Report, and the implementation of semi-remote meetings, enabling shareholders to participate in them remotely or in person.
2.2.1 The bylaws shall establish that: (i) the board of directors be mostly composed of external members, with at least one-third of independent members; (ii) the board of directors yearly assess and disclose the independent members, as well as appoint and justify any circumstances that might compromise its independence.	Yes	
2.2.2. The board of directors shall approve a nomination policy establishing: (i) the process for the nomination of board of directors members, including the participation of other company bodies in said process; (ii) that the board of directors be composed considering the time availability of its members to perform their duties, and the diversity of knowledge, experiences, behaviors, cultural aspects, age group, and gender.	Yes	The Nomination Policy of Members of the Board of Directors, Advisory Committees, and Executive Board provides for: Regarding item (i), the process and guidelines on the nomination of Board of Directors members, with the support of the People Committee and the Corporate Governance Area, to receive documentation from candidates and analyze their profiles. In this sense, relative to item (ii), the Policy aims to seek candidates with technical, functional and behavioral skills, also considering diversity aspects. The Nomination Policy of Members of the Board of Directors, Advisory Committees, and Executive Board is available on the Investor Relations website https://ri.fraslemobility.com/estatutos-codigos-e-politicas/ .
2.3.1 The chief executive officer shall not simultaneously hold the position of chair of the board of directors.	Yes	
2.4.1 The company shall implement an annual performance evaluation process for the board of directors and its committees, such as collective bodies, the chair of the board of directors, the board members (individually considered), and the governance department, if any.	Partial	The Company has a process for biennially and collectively evaluating the performance of the Board of Directors, by applying self-assessment questionnaires. The process is conducted internally without the participation of external experts, and questions refer to attendance in exams and discussions about matters on the agenda, contributions made to the decision-making process, and commitment to Board functions. After calibration of answers, actions to improve the identified weaknesses are discussed.
2.5.1 The board of directors shall approve and keep the chief executive officer succession plan up to date, which shall be coordinated by the chair of the board of directors.	No	Currently, the Company does not have a formal chief executive officer succession plan, with the Board of Directors charged with electing the executive board, as provided for in the Bylaws. However, the Company's Executive Board is responsible for discussing management and making collective decisions, meeting regularly and contributing to the continuity of management – should succession be needed. In this sense, the Chief Executive Officer and the Superintendent Director are part of the Corporate Executive Committee (involving management of all companies of the Randoncorp ecosystem), contributing to the continuity of management without relevant impacts, should succession be needed.
2.6.1 The company shall have an onboarding program for new board of directors members, previously structured so that said members are introduced to the key people of the company and its facilities, and for addressing fundamental topics in order for them to gain an understanding of the company's business.	Yes	The Company adopts an onboarding program for new Board of Directors members aimed at integrating said members and increasing their knowledge of the company and its business. As a result, the onboarding program is comprised of the following stages: (i) provision by the Company of normative documents, such as Bylaws, Code of Ethical Conduct, Board of Directors Charter, thematic calendar of meetings, and corporate structure, among others; (ii) provision by Board members of their personal documentation and any information required for their respective registration so the Company can pay fees and collect charges; (ii) the Company's

		institutional presentation, featuring structural, operating, financial and governance aspects; (iv) the holding of in-person meetings with the Chair of the Board of Directors, the Chief Executive Officer and other Executive Officers, so they can learn about the management structure; and (v) the holding of guided tours of the main business units beyond the address of the Company's headquarters.
2.7.1 The compensation of board of directors members shall be proportional to their duties, responsibilities and time demand. There shall not be compensation based on meeting participation, and the board members' variable compensation, if any, shall not be linked to short-term results.	Yes	
2.8.1 The board of directors shall have a charter regulating its responsibilities, duties, and operating rules, including: (i) the duties of the chair of the board of directors; (ii) the rules for replacing the chair of the board of directors in his/her absence or vacancy; (iii) the measures to be taken in situations of conflict of interest; and (iv) the setting of sufficient deadlines to receive materials for discussion at the meetings, with appropriate depth.	Yes	
2.9.1 The board of directors shall set an annual calendar with the dates of ordinary meetings, which will not be less than six or more than twelve, in addition to calling extraordinary meetings, whenever necessary. Said calendar shall include an annual thematic agenda with relevant matters and discussion dates.	Yes	
2.9.2 Board meetings shall regularly provide for exclusive sessions for external board members, without the presence of executives and other guests, so that external board members can be aligned and discuss themes that might cause embarrassment.	No	Currently, there is no provision for the holding of regular and exclusive sessions attended only by external Board members. In the event of a topic giving rise to situations of conflict of interest or causing embarrassment to board members composing the controlling group, meetings will be held with exclusive attendance of external board members, who will address such meetings independently, without any influence.
2.9.3 The minutes of the board of directors' meetings shall be clearly written and record the decisions made, the attendees, and the dissenting votes and abstentions.	Yes	Resolutions passed at the board of directors' meetings shall be clearly recorded in minutes, which shall also include the decisions taken, attendees, dissenting votes, abstentions, and the signatures of all attending board members. The Board of Directors Charter provides for these guidelines.
3.1.1 The executive board, without prejudice to its legal and statutory duties and other practices provided for in this Code, shall: (i) execute the risk management policy and, whenever necessary, propose to the board any revisions to said policy, due to the risk changes to which the Company is exposed; (ii) implement and maintain effective mechanisms, processes and programs for monitoring and reporting financial and operational performance and the impacts of the company's activities on society and the environment.	Yes	
3.1.2 The board of directors shall have its own charter establishing its structure, functioning, roles and responsibilities.	Yes	
3.2.1 There shall be no reservation of executive or managerial positions for direct nomination by shareholders.	Yes	
3.3.1 The chief executive officer shall be formally assessed by the board of directors on an annual basis, based on the achievement of the company's financial and non-financial performance goals established by the board itself.	No	The Company has an evaluation system targeted at all executive officers, with methodology recognized by the market. However, there is no specific evaluation method for the chief executive officer. In 2023, the Parent Company's People Committee was set up, in charge, among other activities, of assessing the likelihood of implementing the recommended practice both at the parent company and the Company. This topic can be included on the agenda of the Board of Directors in due course.
3.3.2 The results of the evaluation of the other executive officers, including the chief executive officer's propositions regarding the goals to be agreed upon and the permanence, promotion or dismissal of the	No	The executive board members are yearly evaluated by their immediate superiors, peers and subordinates, based on the 360-degree evaluation process. The evaluation considers behavioral

executives from their respective positions, shall be presented, analyzed, discussed and approved at the board of directors' meetings.		assumptions, leadership skills sought by the Company, and results, in view of performance targets. The results of calibration of the evaluations are shared with the Board of Directors.
3.4.1 The executive board compensation shall be established in a compensation policy approved by the board of directors through a formal and transparent procedure that considers the costs and risks involved.	Yes	The Company has a Compensation Policy – approved by the Board of Directors – containing guidelines on the remuneration of the Statutory Executive Board. Pursuant to the Policy, the compensation of management shall not be linked to indicators that might encourage behavior that could increase our risk exposure above the levels considered prudent in the short-, medium- and long-term strategies adopted by the Company. The Policy can be consulted on the Company's Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/ .
3.4.2 The executive board compensation shall be linked to results, with clear and objective medium- and long-term goals related to the creation of economic value for the company in the long term.	Yes	The compensation of the executive board is linked to the Company's short-, medium-, and long-term interests, in line with its strategic objectives. In this sense, fixed compensation is in line with the market median, allowing that a significant portion of the total compensation is channeled into short- and long-term variable incentives. The fixed portion of the compensation may be changed based on executive merit and/or misalignment with the market, as shown by the annual salary survey conducted on an annual basis and performance evaluation for the period, subject to approval by the Board of Directors. The variable compensation consists of profit sharing items such as short-term and long-term incentives and retention bonus. More information can be consulted in item 8 of the Reference Form available on the Company's Investor Relations website: https://ri.fraslemobility.com/publicacoes-cvm/ .
3.4.3 The incentive structure shall be aligned with the risk limits defined by the board of directors and prohibit the same person from controlling the decision-making process and its respective oversight. No one shall resolve on their own compensation.	Yes	At the Company, no Administrator controls the decision-making process regarding their own compensation. The Board of Directors proposes the fixed and variable compensation of management, which shall then be subject to resolution by the Shareholders' Meeting, as provided for in Brazilian Corporation Law and the Company's Bylaws. As for individual compensation, the Board members abstain from voting on their own compensation. In this sense, the Compensation Policy sets out the short- and long-term incentive structure. Supplementary information can be consulted in item 8 of the Reference Form on the Company's Investor Relations website: https://ri.fraslemobility.com/publicacoes-cvm/ .
4.1.1 The statutory audit committee shall: (i) be responsible for advising the board of directors on monitoring and ensuring the quality of financial statements, internal controls, risk management and compliance; (ii) be mostly comprised of independent members and coordinated by an independent member; (iii) have at least one independent member with proven cumulative experience in corporate accounting, internal controls, finance and audit; and (iv) have its own budget for hiring advisors for accounting, legal or other matters, when the opinion of an external expert is necessary.	No	Although the Company does not have a Statutory Audit Committee, the areas of Risk Management and Compliance and the Internal Audit functionally report to the Board of Directors, and administratively to the Chief Financial Officer. The respective functional subordination of these areas ensure that the activities performed will not be interfered with and limited within their scope of operation. It is within the scope of the administrative subordination to ensure the necessary financial and human resources for the performance of their functions. Moreover, the Company's Fiscal Council was set up in 2000 and has been operating uninterruptedly, and its members have a duty to verifying the effectiveness of internal controls, risk management, accounting records, and the accuracy of the financial statements.
4.2.1 The fiscal council shall have its own charter setting out its structure, functioning, work program, roles and responsibilities, without affecting its members' individual performance.	Yes	
4.2.2 The minutes of the fiscal council's meetings shall observe the same disclosure rules of the minutes of the board of directors' meetings.	Yes	
4.3.1 The company shall establish a policy to hire services other than the audit from its independent auditors, approved by the board of directors, which prohibits the hiring of services other than the audit that may	Yes	

compromise the auditors' independence. The company shall not hire independent auditors who provided internal audit services less than three years ago.		
4.3.2 The independent audit team shall report to the board of directors through the audit committee, if any. The audit committee shall monitor the effectiveness of the independent auditors' work and their independence. It shall also assess and discuss the independent auditors' annual work plan and forward it to the board of directors for analysis.	Yes	
4.4.1 The company shall have an internal audit area directly linked to the board of directors.	Yes	The Corporate Internal Audit area serves all the economic group's business units, functionally reporting to the Board of Directors, being coordinated by a department and composed of a number of internal auditors that is adequate to the work plan. The purpose of the Internal Audit area is to independently and objectively address and investigate the effectiveness of processes, risk management, and administrative and governance internal controls, ensuring the effectiveness of operations.
4.4.2 In the case of outsourcing of this activity, internal audit services shall not be provided by the same company that audits the financial statements. The company shall not hire any company that provided independent audit services to it less than three years ago to perform internal audit services.	Yes	
4.5.1 The company shall adopt a risk management policy approved by the board of directors that includes the risks to which protection is sought, the instruments used for that purpose, the risk management organizational structure, the assessment of the appropriateness and effectiveness of the operational and internal control structure, in addition to issuing guidelines establishing the acceptable limits for the company's exposure to these risks.	Yes	The Company adopts a corporate risk management policy approved by the Board of Directors, establishing guidelines, strategies and responsibilities for corporate risk management. The Company maintains a formalized corporate procedure describing the corporate risk management methodology, with the COSO Enterprise Risk Management framework as our main reference. We underline that every 2 (two) years we formally conduct a study of assessment and classification of the Company's corporate risks (the last study was conducted 2023). The Policy can be consulted on the Company's Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/ .
4.5.2 It is the charge of the board of directors to ensure that the executive board has mechanisms and internal controls to understand, assess and control risks, so as to maintain them at levels compatible with the established limits, including the integrity/compliance program, aiming at complying with laws, regulations, and external and internal rules.	Yes	It is the charge of the Risk Management and Compliance area to develop a methodology for managing corporate risks and the integrity program, reporting the results to the Board of Directors. Based on the classification of corporate risks, the executive board defines the appetite for and tolerance to such risks. Risks are classified through critical impact and probability analyses to establish control activities for the management of strategic, financial, operational and compliance risks. Thus, the Board of Directors is responsible for assessing and approving the corporate risk map, ensuring the effectiveness of management systems, as well as for periodically keeping track of the Company's risk monitoring. In 2023, the Company's corporate risks were formally assessed and classified, with the participation of the executive board and approval from the Board of Directors. The Board of Directors ensures adequate resources for compliance, and the executive board supports in the execution of the integrity program, sponsoring actions of the compliance management system.
4.5.3 The executive board shall assess, at least annually, the effectiveness of the risk management and internal control policies and systems, as well as the integrity/compliance program, and report the results to the board of directors.	Yes	The Corporate Executive Committee assesses risk management and internal controls at least once a year. Those responsible for risk indicators analyze critical risk trends and the effectiveness of internal controls on a monthly basis. The integrity program, which addresses ethics and compliance matters, is assessed by the Executive Committee and the Chief Executive Officer every three months. Periodic reports are made to the Board of Directors, which can critique and recommend

		improvements, if necessary. The program was last updated on December 13, 2023.
5.1.1 The company shall have an independent and autonomous conduct committee directly linked to the board of directors, responsible for implementing, disseminating, training, reviewing and updating the code of conduct and the reporting channel, as well as for conducting investigations and proposing corrective measures related to the violations of the code of conduct.	Yes	<p>The Ethics and Compliance Committee is an operating corporate body composed of C-level officers who support in executing the Company's Integrity Program, acting as a driver of commitment for the executives and sponsoring actions of the compliance management system.</p> <p>The Integrity Program – an important milestone for the evolution of the Company's governance – consists of the Code of Ethical Conduct, Corporate Policies, the ethics channel, compliance due diligence, and training and communication actions to strengthen the ethics culture.</p> <p>The Board of Directors is responsible for approving the Code of Ethical Conduct and the corporate policies, so as to maintain the Integrity Program. The ethics channel is administered by a contracted, independent and specialized company that is accessible via telephone or the Internet. Reports made to the Company's ethics channel are investigated and managed by the Risk Management and Compliance area.</p>
5.1.2 The code of conduct, formulated by the executive board, with the support of the conduct committee and approved by the board of directors, shall: (i) regulate the company's internal and external relationships, expressing the expected commitment of the company, its board members, executive officers, shareholders, employees, suppliers and stakeholders, by adopting adequate standards of conduct; (ii) manage conflicts of interest and provide for the abstention of the member of the board of directors, the audit or the conduct committee, if any, who, as the case may be, is in conflict; (iii) clearly define the scope and comprehensiveness of the actions designed to investigate situations involving the use of inside information (for example, privileged information used for commercial or insider trading purposes); (iv) ensure that ethical principles underpin the negotiation of contracts, agreements, and proposals to amend the bylaws, as well as policies guiding the entire company, and set the maximum value of third-party goods or services that management and employees can freely or favorably accept.	Yes	
5.1.3 The reporting channel shall be independent, autonomous and impartial, following operating guidelines issued by the executive board and approved by the board of directors. It shall also ensure anonymity to its users and promptly conduct the necessary investigations and take appropriate measures. This service can be assigned to a third party with a recognized capacity.	Yes	The Company has an Ethics Channel – its official reporting channel – managed by an independent and specialized company. This channel is available to all publics and can be accessed via telephone or website, ensuring confidentiality and adequate treatment for every situation, with possible anonymity to whistleblowers. Once reports are received, they are pre-analyzed by the independent company and subsequently forwarded to the Risk Management and Compliance area, which is capable of investigating the occurrences according to the risk matrix and the impact of the reports.
5.2.1 The company's governance rules shall ensure the separation and clear definition of functions, roles and responsibilities associated with the office terms of all governance agents. The limits of authority of each instance shall also be defined, to minimize potential conflicts of interest.	Yes	<p>The governance guidelines of the Company and its subsidiaries are established in corporate policies that also define roles and responsibilities. The Board of Directors Charter, the Executive Board Charter, the Related Party Transactions Policy, and the Code of Ethical Conduct delineate specific rules on conduct to be adopted in the event of potential conflicts of interest.</p> <p>The Public Corporate Policies, the Charters, and the Code of Ethical Conduct can be consulted on the Company's Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/.</p>
5.2.2 The company's governance rules shall be public and determine that persons who are not independent in relation to the matter under discussion or resolution in the company's management or oversight bodies will timely communicate their conflicts of interest, or private interests. If these persons fail to do so, these rules shall provide that	Yes	<p>In case of conflict of interest or private interest, as provided for in the Charters of the management bodies, those involved shall temporarily withdraw from discussions and resolutions until their completion.</p> <p>Declarations of conflict of interest or private interest and withdrawal of the involved parties shall be recoded in the specific minutes of the</p>

someone else communicate the conflict, if they are aware of it and that, as soon as the conflict of interest about a specific topic is identified, the involved person shall withdraw, including physically, from the discussions and resolutions. The rules shall provide for this temporary withdrawal to be minuted.		meeting. The Charters can be consulted on the Company's Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/
5.2.3 The company shall have mechanisms to manage conflicts of interest in the votes cast at the shareholders' meetings, in order to receive and process allegations of conflicts of interest and to nullify votes cast by conflicting parties, even after the meeting.	Yes	According to the rules of the Bylaws, persons who are not independent in relation to matters under discussion or resolution at Shareholders' Meetings shall promptly declare their conflict of interest or private interest (direct or indirect). If these persons fail to do so, someone else may communicate the conflict, if they are aware of it and that, as soon as the conflict of interest about a specific topic is identified, the involved person shall withdraw from the respective discussions and resolutions, and such temporary withdrawal or voluntary abstention shall be recorded in the minutes.
5.3.1 The bylaws shall define what related-party transactions will be approved by the board of directors, with the exclusion of any members with potentially conflicting interests.	Yes	
5.3.2 The board of directors shall approve and implement a related-party transactions policy, which includes, among other rules: (i) a provision stating that, prior to the approval of specific transactions or guidelines for contracting transactions, the board of directors will request the executive board to present market alternatives to the related-party transaction in question, adjusted for the risk factors involved; (ii) prohibition of forms of compensation of advisors, consultants or intermediaries that cause a conflict of interest with the company, its management, shareholders or classes of shareholders; (iii) prohibition of loans in favor of the controlling shareholder and management; (iii) examples of related-party transactions that should be supported by independent appraisal reports, prepared without the participation of any party involved in the transaction in question, including banks, lawyers and specialized consultancies, among others, based on realistic assumptions and information endorsed by third parties; (v) that corporate restructurings involving related parties will ensure equitable treatment for all shareholders.	Yes	The Company's Related Party Transactions Policy, approved by the Board of Directors, aims to ensure that any transactions with related parties and other situations involving potential conflicts of interest will be conducted according to the Company's interest, complying with strict arm's length requirements, or with adequate remuneration payment, ensuring transparency for shareholders and the market in general. The Policy can be consulted on the Company's Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/ .
5.4.1 The company shall adopt, by resolution of the board of directors, its own securities trading policy, which, without prejudice to compliance with the rules established by the CVM, establishes controls enabling the monitoring of the trades carried out, as well as the investigation and punishment of those responsible for any non-compliance with the policy.	Yes	The Company's Information Disclosure and Securities Trading Policy, approved by the Board of Directors, aims to: (i) establish procedures related to the disclosure of material acts or facts; (ii) establish good conduct standards that shall be observed by Covered Persons; (iii) ensure compliance with laws and rules forbidding insider trading practices; (iv) establish that all trades with shares issued by the Company are carried out through accredited brokers; and (v) establish rules and guidelines that shall be observed by the Company's Investor Relations Officer, to ensure compliance with best practices for trading securities issued by the Company. The Policy can be consulted on the Company's Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/ .
5.5.1 To ensure greater transparency as to the use of company resources, a voluntary contributions policy shall be formulated, which includes contributions related to political activities, containing clear and objective principles and rules, to be approved by the board of directors and implemented by the executive board.	Yes	The Company's Sponsorships and Donations Policy, approved by the Board of Directors, aims to establish guidelines and criteria for managing sponsorships and donations, with or without tax incentives. The Corporate Policy was endorsed by the Board of Directors on July 27, 2020 and can be consulted on the Investor Relations website: https://ri.fraslemobility.com/estatutos-codigos-e-politicas/ .
5.5.2 The policy shall provide that the board of directors is in charge of approving all disbursements related to political activities.	Yes	
5.5.3 The policy on voluntary contributions of government-controlled companies, or companies with reiterated and relevant business relations with the Government, shall forbid financial contributions or donations to	N/A	

political parties or persons linked to them, even if they are permitted by law.

