

Policy on Related Parties Transactions



5th revision and consolidation
December/2025

FRAS-LE S.A.

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

POLICY ON RELATED PARTIES TRANSACTIONS

1. PURPOSE

Establish the principles and guidelines to ensure that all Related Party Transactions ("RPTs") are conducted in the best interest of the Company and its shareholders, guided by the principles of transparency and ethics.

2. APPLICATION AND COVERAGE

This Policy applies to the Company and its Subsidiaries, its Officers, Fiscal Council Members, employees, and shareholders, except for those companies that, by law, have their own policy.

3. REFERENCES

- Randoncorp Code of Ethical Conduct;
- Randoncorp Anti-Corruption Policy;
- Company's Bylaws;
- CVM Resolution No. 80, dated March 29, 2022;
- CVM Resolution No. 94, dated May 20, 2022;
- Law No. 6,404/1976, as amended.

4. DEFINITIONS

Officer or Officers: Members of the Company's Board of Directors and Executive Board, as well as officers appointed in the constitutive acts of subsidiaries and/or affiliates.

Business Unit or BU: The Company's business units, individually or collectively.

Code of Ethical Conduct: The regulation that establishes guidelines for the conduct of Randoncorp officers and employees regarding ethical dilemmas and conflicts of interest.

Company or Frasle Mobility: Fras-le S.A.

Affiliate(s): Any entity in which the Company holds an equity interest without control or with shared control, and entities under common control of Randoncorp.

Commutative Conditions: Equivalence of reciprocal commitments or obligations, without favoring any party involved.

Market Conditions: Conditions that, during negotiation, must adhere to the following principles:

- (i) Competitiveness: Prices and terms aligned with market practices;
- (ii) Compliance: Adherence to contractual terms and responsibilities, as well as appropriate information security controls;

(iii) Transparency: Proper reporting of agreed conditions and their impact on financial statements;

(iv) Fairness: Mechanisms to prevent discrimination or privileges and ensure no use of insider information or business opportunities for individual or third-party benefit.

Conflict of Interest: Occurs whenever the interest of a Key Management Person interferes, directly or indirectly, with judgment and objectivity, potentially affecting the ability to act impartially or independently.

Subsidiary or Subsidiaries: Any entity in which the Company holds rights that ensure predominance in corporate decisions and the power to elect most officers.

Parent Company: Randoncorp S.A.

CVM: Brazilian Securities and Exchange Commission.

Randoncorp Companies: All entities within the economic group controlled by Randoncorp S.A., including the Company, located in Brazil and abroad, its subsidiaries, branches, offices, and any establishment directly or indirectly linked to it. For purposes of this Policy, non-economic entities (foundations, associations, institutes, pension funds) maintained by any Randoncorp Companies are also considered part of the group.

Significant Influence: The power to participate in financial and/or operational decisions of an entity without controlling such policies, obtained through equity interest, statutory provisions, or shareholder agreements.

Related Party: A person or entity related to the entity preparing its financial statements, as described below:

(a) Individuals or legal entities that, directly or indirectly:

(i) Are parent companies, subsidiaries, or affiliates of the Company;

(ii) Belong to the same economic group;

(iii) Are under common control with the Company;

(iv) Have significant influence over the Company;

(v) Are joint ventures in which the Company is a partner;

(b) Individuals identified as Key Management Personnel of the Company, the Parent Company, or any of its subsidiaries;

(c) Immediate family members of persons referred to in (a) or (b) who, due to their relationship, may influence such persons in dealings with the Company, including:

(i) Spouse or partner and children;

(ii) Children of spouse or partner;

(iii) Dependents of the person or their spouse/partner;

(d) Closed pension entities managing post-employment benefit plans for employees of Randoncorp Companies;

(e) Other non-economic associations and foundations within the Randoncorp Companies in which they participate as associates or sponsors.

Not considered Related Parties:

(i) Two entities merely because they share an officer or other Key Person;

(ii) Two investors sharing joint control over a venture;

(iii) Entities financing or investing in any Randoncorp Companies;

(iv) Unions and other class entities associated with Randoncorp Companies;

- (v) Public service providers;
- (vi) Clients, suppliers, franchisors, concessionaires, distributors, or agents with significant business volume, even if resulting in economic dependence.

Key Management Person or Key Person:

- (a) Those with authority and responsibility for planning, directing, and controlling organizational activities, directly or indirectly, including statutory or non-statutory officers with significant influence;
- (b) Members of the Company's Board of Directors and advisory committees;
- (c) Members of the Fiscal Council;
- (d) Members of the Company's and Parent Company's Executive Board and non-statutory directors of the Company and its Subsidiaries.

Related Party Transaction or RPT: Transfer of resources, services, or obligations between the Company and a related party, regardless of whether a price is charged.

Examples include:

- (a) Purchase and sale of goods or services;
- (b) Lease or purchase and sale of assets, movable or immovable;
- (c) Cost sharing arrangements by the Parent Company, subject to exceptions in this Policy;
- (d) Financial operations for cash management, such as loans and guarantees for subsidiaries, subject to guidelines and specific policies;
- (e) Transfers of research, technology, and intellectual resources;
- (f) Shared structure or infrastructure;
- (g) Sponsorships and donations, subject to the Corporate Sponsorship and Donations Policy;
- (h) Corporate reorganizations and business combinations.

Exempt Transactions: Transactions not subject to this Policy's procedures.

Intercompany Sales Transactions: Transactions between the Company and its subsidiaries, or between them and affiliates or indirect parent companies, aimed at supplying services, parts, components, systems, and other inputs for production processes.

Commodatum Transactions: Free loan of non-fungible items.

Cost Sharing Transactions: Transactions under agreements for sharing or allocating costs and expenses necessary for non-core operations (back-office).

Holding Fee Transactions: Transactions under service agreements with the Parent Company as holding entity of Randoncorp Business Units.

Note: The definitions in item "4" will be automatically updated due to changes in applicable legislation.

5. GUIDELINES

The Company may carry out Related Party Transactions (RPTs) provided they are conducted transparently and in compliance with this Policy.

RPTs must observe the same control and monitoring mechanisms, as well as compliance with standards and certifications required for the Company's operations and negotiations with third parties.

5.1. CONDITIONS AND FORMALIZATION

RPTs must consider:

- (a) Market conditions and/or conditions established in a specific policy approved by the Board of Directors;
- (b) Clearly reasonable business motives for the transaction;
- (c) Written agreements specifying key characteristics and conditions, such as price, terms, guarantees, tax collection, fee payments, licensing, and other relevant information;
- (d) Fulfillment of supply needs for goods and/or services of Related Parties;
- (e) Disclosure in the Company's financial statements, according to materiality criteria and risk appetite as determined by management;
- (f) Equal treatment for all Company shareholders;
- (g) Approval thresholds set forth in item 5.2 of this Policy.

5.2. Specific Directives

5.2.1. Cost Sharing: Must be carried out under commutative conditions, without margin application, and with formalized allocation criteria, exempt from approvals required by this Policy. Only companies within the Randoncorp economic group engaged in service activities (back-office) may formalize cost-sharing agreements. Allocation of expenses related to core business activities is not permitted.

5.2.2. Holding Fee: Transactions with the Parent Company must comply with conditions approved by the Board of Directors and be formalized in a specific agreement. Upon renewal, identical conditions must be maintained or new conditions approved by the Board of Directors.

5.2.3. Intercompany Sales: Transactions meeting the conditions and formalization requirements of this Policy are exempt from approval registration under this Policy.

5.2.4. Commodatum: As a general rule, commodatum transactions with related parties must be formalized in writing for a maximum term of 12 (twelve) months and include justification for the free loan. Approval thresholds must be based on the book value of the non-fungible item loaned. For commodatum transactions involving materials held by third parties, the term may be up to 5 (five) years, provided tax and fiscal rules are observed and:

- (i) Items are finished or semi-finished products, such as prototypes, for testing and research purposes; and
- (ii) Molds and tooling for manufacturing parts and components used as inputs for products intended for the end customer.

5.2.5. Asset Sales: Must comply with this Policy and be supported by evidence according to asset class:

- (i) Land and buildings: independent appraisal report considering forced liquidation scenario;
 - (ii) Machinery and equipment: at least three (3) purchase quotations for similar assets under the same conditions, or independent technical appraisal report;
 - (iii) Vehicles: may be sold at FIPE table price;
 - (iv) Furniture, computers, and peripherals: may be sold at residual value.
- RPTs involving vehicle or furniture sales that do not follow these guidelines must comply with conditions and formalization requirements in item 5.1 of this Policy.

5.2.6. Transfer Pricing: RPTs involving entities in different countries must comply with applicable transfer pricing and tax rules according to jurisdiction, which will be considered market conditions.

5.2.7. Funding Notices: Projects related to public or private funding notices for Instituto Hercílio Randon (“IHR”) requiring contributions from Randoncorp BUs and included in the approved annual budget are exempt from this Policy. RPTs governed by specific policies approved by the Board of Directors, such as the Policy on Compensation for Officers and Fiscal Council Members, are also exempt from this Policy.

5.3. APPROVAL JURISDICTIONS

Subject to the specific conditions outlined in item 5.1.2, RPTs must be approved according to the following authority levels:

- (a) **By the General Shareholders’ Meeting:** Any transaction, or set of related transactions, with amounts exceeding 50% (fifty percent) of the Company’s total assets as stated in the latest approved balance sheet;
- (b) **By the Board of Directors:** Any transaction, or set of related transactions, with amounts exceeding BRL 20,000,000.00 (twenty million reais) up to 50% (fifty percent) of the Company’s total assets as stated in the latest approved balance sheet;
- (c) **By the Executive Board:** Any transaction, or set of related transactions, with amounts up to BRL 20,000,000.00 (twenty million reais)

5.4. IDENTIFICATION AND REGISTRATION OF KEY PERSONS

Key Persons who qualify as Related Parties must complete the Adherence and Key Management Declarations Form – Annex I and submit it to the Corporate Governance Department for review and safekeeping.

Annually, the Company will request updates to the information declared in the Adherence Forms to reflect any changes that may have occurred during the period.

Upon termination of the corporate relationship, employment or service contract, removal from management positions, cessation of significant influence, or any relevant

structural change, the Key Management Person will be removed from the registration database.

The Adherence and Key Management Declarations Form will remain archived for the legally required period and available to the Executive Board and the Board of Directors. The data contained in the Key Persons registry may be made available for consultation when requested by the respective area manager.

5.5. PROHIBITED TRANSACTIONS

Transactions involving the participation of Shareholders, Officers, Fiscal Council Members, Key Persons, and employees in private or personal business that may interfere with or conflict with the interests of the Company, or that may result from the use of confidential information obtained by virtue of their position or role, are strictly prohibited.

Forms of remuneration for advisors, auditors, consultants, or intermediaries that create conflicts of interest with the Company, its Officers, shareholders, or classes of shareholders are also prohibited.

Except for guarantees in real estate leases intended for Directors, provided such arrangements are negotiated in advance in the respective employment contract, the Company is prohibited from granting loans, mutual operations, or providing surety guarantees directly:

- (a) To Officers, members of the Fiscal Council, and Key Persons, as well as their spouses, partners, and dependents;
- (b) To shareholders—individuals or legal entities—in which any Company Officer holds more than 5% (five percent) of the capital, as well as members of their family.

5.6. TRANSACTIONS EXEMPT FROM THIS POLICY'S PROCEDURES

Without prejudice to the accounting records and disclosures required by this Policy and applicable legislation, the following transactions are exempt from the procedures set forth herein:

- (a) Payment of compensation to the Company's Officers and Fiscal Council Members, provided that the total amount has been approved by the General Shareholders' Meeting, in accordance with Law No. 6,404/76, or by the Board of Directors;
- (b) Transactions carried out between entities in which the Company holds, directly or indirectly, more than 99% of the share capital.

6. DISCLOSURE OF RELATED PARTY TRANSACTIONS

The Company must disclose information regarding transactions and outstanding balances with Related Parties in its financial statements and through other means required by applicable laws and regulations, including the conditions under which such transactions were carried out.

Related Party Transactions that constitute a Material Act or Fact must be disclosed to the market in compliance with applicable legislation and the Company's Policy on Disclosure of Material Acts or Facts.

In all disclosures, the Company must provide sufficient details to identify the Related Parties and the nature of the transaction, enabling shareholders to monitor and evaluate management activities related to such transactions.

7. CONFLICT OF INTEREST

Situations involving conflicts of interest must be formally reported to the Corporate Risk Management and Compliance Department for registration.

Issues related to conflicts of interest involving Related Parties must be referred to the Corporate Risk Management and Compliance Department for technical evaluation in accordance with this Policy's guidelines, and for recommendation on whether the matter should be submitted to the Board of Directors for deliberation.

The assessment of the conflict of interest situation and the consequent abstention of the person exercising significant influence must be recorded in the minutes of the respective meeting.

If a director has a conflict of interest and fails to disclose it, any other member of the body to which the director belongs who is aware of the situation may raise the matter. In such cases, the director's failure to voluntarily disclose the conflict may be considered a violation of this Policy.

8. POLICY VIOLATION

Failure to comply with this Policy or failure to report its violation may result in disciplinary action against any involved party, in accordance with the Company's internal regulations.

Cases of Policy violation by Officers must be immediately reported to the Chief Executive Officer or the Chair of the Board of Directors by the management member who becomes aware of the violation. If not reported by such member, any person who becomes aware of the violation must report it so that appropriate measures can be taken in line with the Company's principles and Code of Ethical Conduct.

Any person who suspects or witnesses situations that violate the guidelines of this Policy may report the matter through Randoncorp's Ethics Channel. This communication channel guarantees confidentiality and can be accessed via telephone at 0800-777-07-68 or through the website <https://www.canalconfidencial.com.br/randoncorp/>.

9. RESPONSIBILITIES

9.1. Board of Directors

- (a) Approve this Related Party Transactions Policy and any amendments.
- (b) Approve Related Party Transactions within its authority level.

(c) Monitor annually the transactions carried out with Related Parties, based on reports from the Executive Board.

(d) Ensure equitable treatment of shareholders when analyzing corporate restructuring operations involving Related Parties.

(e) Convene a General Shareholders' Meeting whenever Related Party Transactions fall under shareholder approval authority.

9.2. Executive Board

(a) Approve Related Party Transaction agreements within its authority level.

(b) Monitor annually Related Party Transactions and report to the Board of Directors.

9.3. Investor Relations Department

(a) Disclose Related Party Transactions through the Company's Reference Form or other means required by applicable legislation.

(b) Make the Related Party Transactions Policy available to shareholders via the Investor Relations website and CVM, and whenever possible, promote its dissemination to internal and external audiences.

9.4. Corporate Controllership Department

(a) Maintain adequate systems, mechanisms, and processes for capturing information and determining Related Party Transactions.

(b) Disclose Related Party Transactions in quarterly and annual financial statements.

9.5. Corporate Governance Department

(a) Develop periodic training on the guidelines of this Policy.

(b) Receive, monitor, and update Key Person registration forms.

9.6. Risk Management and Compliance Department

(a) Analyze requested Related Party Transactions in accordance with this Policy's guidelines.

(b) Clarify doubts regarding conflicts of interest and assess situations of non-compliance with this Policy, recommending disciplinary measures to the Board of Directors when applicable.

(c) Support the Corporate Governance Department in raising awareness about this Policy's guidelines.

9.7. Legal and Corporate Tax Planning Department

(a) Analyze Related Party Transactions requested by other areas regarding legal, tax, and policy alignment aspects.

(b) Notify the Corporate Governance Department of any changes in the organizational chart or Key Persons.

(c) Forward Related Party Transaction agreements for monitoring by the involved parties.

9.8. Contracting Areas for Related Party Transactions

- (a) Comply with the Related Party Transactions Policy.
- (b) Demonstrate compliance of Related Party Transactions.
- (c) Submit approval requests for Related Party Transactions along with the information and documents required in Annex II, assuming responsibility for the entire approval process.

10. CONTROL INFORMATION

This Policy was approved by the Board of Directors on December 10, 2020, and became effective as of January 1, 2021.

Party in charge	Department
Prepared by	Corporate Governance Department
Review	Risk Management and Compliance and Executive Board
Approval	Board of Directors

Versão	Data	RCA	Modificações
1ª versão	10/12/2020	18/20	
2ª versão	02/03/2021	01/21	
3ª versão	01/07/2022	08/22	
4ª versão	13/12/2023	12/2023	
5ª versão Vigente			Definições: inclusão de Business Unit e Coligadas; exclusão de Comitê de Partes Relacionadas. Item 5.2.4: inclusão do segundo parágrafo. Item 5.2.7: Inclusão. Item 5.4: Inclusão dos segundo e terceiro parágrafos. Item 9.2: Exclusão. Termo de Adesão: Adequação da redação

**RELATED PARTY TRANSACTIONS POLICY
ANNEX I
ADHERENCE TERMS AND DECLARATIONS
KEY MANAGEMENT PERSON**

By this instrument, Mr./Ms. [NAME], registered under CPF No. [NUMBER], with employee ID No. [NUMBER], in the capacity of Key Person as defined in the Related Party Transactions Policy, and as a member of a company within the economic group controlled by Fras-le S.A., a publicly-held corporation headquartered in the City of Caxias do Sul (RS), at Rodovia RS 122, KM 66, No. 10.945, Bairro Forqueta, registered under CNPJ No. 88.610.126/0001-29, hereby declares and informs that:

Has received a copy of Fras-le S.A.'s "Related Party Transactions Policy";
Has read and fully understood the Policy and agrees to comply with its provisions faithfully in all activities throughout the term of the contract or professional relationship with the Company;

Acknowledges being prohibited from participating in any negotiations with companies in which holds an equity interest that represents full or shared control or where holds a management position or employment relationship;

Commits to providing, whenever requested by the Company, information regarding:

- I. Immediate family members;
- II. Full or shared control, management position, or employment relationship with any entity;
- III. Relationships with the independent audit firm;
- IV. Any relationship between the persons or entities mentioned above and any Randoncorp business unit; and
- V. Situations that may represent any Conflict of Interest with any company of Frasle Mobility;

Acknowledges that the Company will conduct checks and searches related to their name and/or the names of immediate family members, including entities in which they or their immediate family members hold an equity interest or occupy a management position or employment relationship, in order to verify any potential Conflict of Interest.

[LOCATION], [DAY] of [MONTH], [YEAR].

[SIGNATURE]

**ANNEX II
RELATED PARTY TRANSACTION FORM**

Type of Transaction:	
Name of Related Parties:	
Relationship between the contracting party and the Company:	
Justification:	
Detailed description of the transaction:	
Amount involved in the transaction:	
Criteria adopted for validating commutative conditions:	
Description of attached documents:	
Approval authority (Executive Board or Board of Directors):	
Prepared by:	
Reviewed and approved by:	
Date:	
Name and Position:	
Signature:	