

*This is a free translation from Portuguese to English. The original version in Portuguese prevails for all purposes*

**TEGMA GESTÃO LOGÍSTICA S.A.**

State Enrollment No. (N.I.R.E.) 35.300.340.931

Corporate Taxpayer ID (CNPJ/MF) 02.351.144/0001-18

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS**

**1. Date, Time And Place:** Meeting held on December 18, 2025, at 9:30 a.m., at the headquarters of Tegma Gestão Logística S.A. ("Company" or "Tegma"), located in the city of São Bernardo do Campo, state of São Paulo, at Avenida Nicola Demarchi, No. 2,000, Bairro Demarchi.

**2. Call and Attendance:** Pursuant to Article 22, §1, of the Company's Bylaws, the meeting was called through a Notice of Call electronically sent to the directors on December 10, 2025.

The members currently in office of the Board of Directors were present: Messrs. Murilo Cesar Lemos dos Santos Passos, Fernando Luiz Schettino Moreira, Décio Carbonari de Almeida, Orlando Machado Júnior, Francisco Creso Junqueira Franco Jr., and Ms. Maria Bernadette Barbieri Coser de Orem.

**3. Board:** Chairman: Murilo Cesar Lemos dos Santos Passos. Secretary: Fernando Luiz Schettino Moreira.

**4. Agenda:** To deliberate on the following matters: (i) renewal of the Directors and Officers Liability insurance policy; (ii) taking note of the quarterly work carried out by the Audit Committee, as provided for in article 22, paragraph 2, of the B3 *Novo Mercado* Regulations; (iii) approval of the new version of the Company's Risk Management Policy (iv) assumption by the Company of the obligations arising from the raising of financial resources in the amount of R\$40,000,000.00, pursuant to article 23, item XX, of the Company's Bylaws; and (v) signing of any and all documents necessary for the formalization, execution and fulfillment of the instrument(s) corresponding to the financial resource raising operation.

**5. Resolutions:** The directors present, by unanimous vote and without any restrictions, passed the following resolutions:

- (i) They approved and authorized the Board of Directors to renew the Directors and Officers Liability insurance policy with AXA Seguros S.A., with a maximum indemnity limit of R\$ 80,000,000.00 per occurrence or event, valid from December 29, 2025 to December 29, 2026;
- (ii) They have been informed of the quarterly work carried out by the Audit Committee, as provided for in article 22, paragraph 2, of the B3 *Novo Mercado* Regulations;
- (iii) They approved the new version of the Company's Risk Management Policy, which will remain filed at the Company's headquarters and will come into effect as of this date.
- (iv) Pursuant to Article 23, item XX, of the Company's Bylaws, they resolved and approved the raising of financial resources through the Export Credit Note (NCE) line in the amount of R\$40,000,000.00 (forty million reais) at a maximum annual remuneration rate (financial cost) of CDI + 0.8% with a term for total amortization of up to 24 (twenty-four) months, due to the acquisition of the property located in the municipality of Camaçari/BA, as authorized in the Minutes of the Meeting

of this Board of Directors registered with the Commercial Registry of the State of São Paulo under No. 380.390/25-5; and

- (v) The Company's Board of Directors is authorized to sign any and all documents necessary for the formalization, execution and fulfillment of the instrument(s) corresponding to the financial resource raising operation.

**6. Closure:** There being no further business to discuss, the meeting was adjourned, and these minutes were drawn up, read and found to be in order, and signed by all. Signatures: (sgd.) Murilo Cesar Lemos dos Santos Passos, Chairman; (sgd.) Fernando Luiz Schettino Moreira, Secretary; Members of the Board of Directors: Murilo Cesar Lemos dos Santos Passos; Fernando Luiz Schettino Moreira; Décio Carbonari de Almeida; Orlando Machado Júnior, Francisco Creso Junqueira Franco Jr., Maria Bernadette Barbieri Coser de Orem.

This is a faithful copy of the minutes drawn up in the proper Book.

São Bernardo do Campo, December 18, 2025

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**Murilo Cesar Lemos dos Santos Passos**  
Chairman

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**Fernando Luiz Schettino Moreira**  
Secretary