

# **TEGMA GESTÃO LOGÍSTICA S.A.**

Publicly Held Company  
CNPJ/MF No. 02.351.144/0001-18  
NIRE 35.300.340.931

## **NOTICE OF CALL**

### **ANNUAL AND EXTRAORDINARY GENERAL MEETING TO BE HELD ON APRIL 9, 2025**

The shareholders of TEGMA GESTÃO LOGÍSTICA S.A. ("Tegma" or "Company") are hereby convened to meet at the Annual and Extraordinary General Meeting ("AEGM" or "Meeting"), to be held on April 9, 2025, at 2:00 p.m. in a partially digital format, allowing shareholders to participate in the AGOE through the Microsoft Teams digital platform ("Digital Platform") or by attending in person at the Company's headquarters located at Avenida Nicola Demarchi, No. 2000, Demarchi District, in the City of São Bernardo do Campo, State of São Paulo, ZIP Code 09820-655, in accordance with Article 124 of Law No. 6,404, dated December 15, 1976, as amended ("Corporations Law"), and pursuant to Article 5, §2, Item II, and Article 28, §2, Item II, and §3 of CVM Resolution No. 81, dated March 29, 2022, as amended ("CVM Resolution 81/22"), to deliberate on the following agenda:

#### **At the Annual General Meeting ("AGM"):**

1. Examine, discuss, and deliberate on the Company's Financial Statements, accompanied by the Independent Auditors' Report and Opinion, the Audit Committee Report, and the Fiscal Council's Opinion, for the fiscal year ended December 31, 2024;
2. Examine, discuss, and deliberate on the Management Report and the respective accounts of the administrators for the fiscal year ended December 31, 2024;
3. Deliberate on the Company's capital budget proposal for the fiscal year ending December 31, 2025, pursuant to Article 196 of the Corporations Law;
4. Deliberate on the proposal for the allocation of results for the fiscal year ended December 31, 2024;
5. Deliberate on the number of members of the Company's Board of Directors to be elected for the next term;
6. Elect the members of the Company's Board of Directors;
7. Deliberate on the election of the Chairman and Vice-Chairman of the Board of Directors, pursuant to Article 20 of the Company's Bylaws;
8. Deliberate on the characterization of the independence of candidates for the position of independent members of the Board of Directors;
9. Deliberate on the installation and definition of the number of seats on the Company's Fiscal Council for the term ending at the Annual General Meeting that will approve the accounts for the fiscal year ending December 31, 2025;
10. Deliberate on the election of the members of the Company's Fiscal Council for the term ending at the Annual General Meeting that will approve the accounts for the fiscal year ending December 31, 2025;
11. Set the overall compensation for administrators and Fiscal Council members for the fiscal year ending December 31, 2025, pursuant to Article 15, Item III, of the Company's Bylaws.

## **At the Extraordinary General Meeting ("EGM"):**

1. Deliberate on the amendment and consolidation of the Company's Bylaws to:
  - (i) amend the heading of Article 5 to clarify that the Company's share capital is divided into book-entry shares;
  - (ii) delete Paragraph 3 of Article 13 to align with current regulations; and
  - (iii) correct the numbering of provisions contained in the Company's Bylaws.

## **General Information:**

1. **Documents available to shareholders:** The Company's Management Proposal and Participation Manual ("Management Proposal and Manual"), which contain detailed guidelines for participation in the General Meeting, as well as all documents relevant to the matters to be discussed at the AGOE, are available to shareholders from this date, as provided for in the Corporations Law and CVM Resolution 81/22, and can be accessed at the Company's headquarters, its investor relations website ([ri.tegma.com.br/](http://ri.tegma.com.br/)), as well as on the websites of CVM ([www.gov.br/cvm](http://www.gov.br/cvm)) and B3 S.A. – Brasil, Bolsa, Balcão ("B3") ([www.b3.com.br](http://www.b3.com.br)).
2. **Shareholder participation in the AEGM:** The General Meeting will be held in a hybrid format, allowing shareholders to participate:
  - a. In person or through a duly appointed proxy, by attending the Company's headquarters on the date and time set for the AEGM;
  - b. By Remote Voting Ballot ("Ballot"), as a means of exercising the right to vote, whereby:
    - (i) detailed instructions on the required documentation for remote voting are included in the Ballot and Manual, accessible at the Company's website ([ri.tegma.com.br/](http://ri.tegma.com.br/)), CVM ([www.gov.br/cvm](http://www.gov.br/cvm)), and B3 ([www.b3.com.br](http://www.b3.com.br)); and
    - (ii) the submission of the Ballot by any accepted means, as per the Management Proposal and Manual, waives the need for prior accreditation;
  - c. Via Digital Platform, in accordance with Article 28, §§2 and 3 of CVM Resolution 81/22, whereby the shareholder or duly appointed proxy may:
    - (i) simply participate in the General Meeting, regardless of whether they have submitted the Ballot; or
    - (ii) participate and vote at the AEGM, noting that if a shareholder who has already submitted the Ballot wishes to vote at the AEGM, all voting instructions received through the Ballot will be disregarded.
3. **Justification for the choice of Meeting format:** The Company opted to hold its General Meeting in a hybrid format to allow shareholder participation regardless of geographical location, including the option for in-person attendance. This approach seeks to ensure equitable treatment among shareholders, facilitate greater interaction and engagement, and reduce operational and organizational costs incurred by the Company, as well as travel expenses for shareholders.
4. **Required documents for AEGM participation:** As per the Management Proposal and Manual, proof of shareholder status must be provided in accordance with Article 126 of the Corporations Law and Article 13, §3 of the Company's Bylaws, as applicable.
5. **Information for participation and voting at the AEGM:** Detailed information on the rules and procedures for participation and/or remote voting in the General Meeting, including instructions for accessing the Digital Platform and/or submitting the Ballot, as per CVM Resolution 81/22, is available in the Management Proposal and Manual, and other documents accessible on the Company's website ([ri.tegma.com.br/](http://ri.tegma.com.br/)), CVM ([www.gov.br/cvm](http://www.gov.br/cvm)), and B3 ([www.b3.com.br](http://www.b3.com.br)).

6. **Multiple Voting:** Pursuant to CVM Resolution No. 70, dated March 22, 2022, as amended ("CVM Resolution 70/22"), the minimum percentage of voting capital required to request the adoption of the multiple voting process for electing the Board of Directors members is 5%, which must be exercised by shareholders at least 48 hours before the AEGM, in accordance with Article 141, §1 of the Corporations Law.
7. **Fiscal Council Installation:** Pursuant to Article 5, Item I-A of CVM Resolution 81/22 and CVM Resolution 70/22, the minimum percentage of voting capital required to request the installation of the Company's Fiscal Council is 2%.

São Bernardo do Campo, March 18, 2025.

**Murilo Cesar Lemos dos Santos Passos**  
Chairman of the Board of Directors