

MRV ENGENHARIA E PARTICIPAÇÕES S.A.
CNPJ/ME nº 08.343.492/0001-20
NIRE 31.300.023.907
Public Held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON MARCH 28, 2025

The Board of Directors' meeting of **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("**Company**"), held with the presence of the undersigned members, regardless of call, the meeting was chaired by Mr. **Rubens Menin Teixeira de Souza**, with Mrs. **Fernanda de Mattos Paixão** acting as secretary, and was held at 09:00 AM, on March 28, 2025, digitally, pursuant to article 23 and following paragraphs of the Company's Bylaws.

According to the meeting's **Agenda**, the following items were deliberated and approved:

Approval Items:

I. Management Proposal and Call for the Annual General Meeting - The Board unanimously approved the Management Proposal, as presented, and the call for the Annual General Meeting to be held at the Company's headquarters on April 28, 2025, at 10:00 AM, as well as the publication of the Notice of Call, with the following agenda:

1. Deliberation on the accounts of the administrators for the fiscal year ended December 31, 2024; **2. Review**, discussion, and voting on the Balance Sheet and Financial Statements of the Company for the fiscal year ended December 31, 2024; **3. Election** of the slate nominated to compose the Board of Directors for a two-year term, extendable until the 2027 Annual General Meeting, as well as the determination of the number of vacancies to be filled; **4. Deliberation** on the installation of the Fiscal Council and, if installed, election of its members and respective alternates for the term ending at the 2026 Annual General Meeting; and **5. Setting** the total annual compensation for the Management for the fiscal year 2025.

II. Board of Directors' slate - The Board unanimously approved, in accordance with Article 17, Paragraph 1 of the Company's Bylaws, the formation of the slate to be nominated for the election of the Board of Directors for a two-year term, to be deliberated at the next Annual General Meeting. The Slate will be composed of the following nominees:

- Antônio Kandir, Betania Tanure de Barros, José Carlos Wollenweber Filho and Paulo Sergio Kakinoff as Independent Directors; and
- Mr. Leonardo Guimarães Corrêa, Ms. Maria Fernanda Nazareth Menin Teixeira de Souza Maia, Mr. Nicola Calicchio Neto, and Mr. Rubens Menin Teixeira de Souza.

The Board declares that Mr. Antônio Kandir, Ms. Betania Tanure de Barros, Mr. José

Carlos Wollenweber Filho, and Mr. Paulo Sergio Kakinoff meet the independence criteria established in the Novo Mercado Regulation and Annex K of CVM Resolution 80, and are also in compliance with the Company's Policy for Nomination and Compensation of Administrators;

III. Fiscal Council - The Board unanimously approved the nomination of the following candidates for the composition of the Fiscal Council as full and alternate members. Given the non-permanent nature of this body, the nominations will only take effect if the Fiscal Council is installed, in accordance with Article 35 of the Company's Bylaws, by shareholder resolution at the Annual General Meeting to be held on April 28, 2025:

Full members	Alternate members
Thiago da Costa e Silva Lott	Lucas Wanderley de Freitas
Sicomar Benigno de Araújo Soares	Patrícia Bolina Pellini

IV. Overall Management Remuneration - The Board unanimously approved the proposal for the overall annual management remuneration for the 2025 financial year in the amount of BRL 64,630,273.00 (Sixty-four million, six hundred and thirty thousand, two hundred and seventy-three reais), as detailed in the Management Proposal; and

The Board unanimously authorized the Company's Executive Board, directly or indirectly through attorneys, to perform any and all acts and execute any and all documents that may be necessary or appropriate to carry out the above resolutions, as well as ratify the acts already performed by the Company's Executive Board in this regard.

There being no further matters to discuss, these minutes were recorded, read and agreed upon, and signed by the members.

Belo Horizonte, March 28, 2025.

Chairman: **Rubens Menin Teixeira de Souza**, Secretary: **Fernanda de Mattos Paixão**. Present members of the Board of Directors': **Antonio Kandir; Betania Tanure de Barros; Leonardo Guimarães Correa; Maria Fernanda N. Menin T. de Souza Maia; Nicola Calicchio Neto; Paulo Sérgio Kakinoff; Rubens Menin Teixeira de Souza e Sílvia Romero de Lemos Meira**

For all legal purposes, it is hereby stated that a true and authentic copy is filed and signed by those in attendance in the proper book.

Checked with the original

Fernanda de Mattos Paixão
Secretary