

MRV ENGENHARIA E PARTICIPAÇÕES S.A.
CNPJ/ME No. 08.343.492/0001-20
NIRE 31.300.023.907
Publicly held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON DECEMBER 30, 2025

The Board of Directors' meeting for **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("**Company**"), held with the presence of the members undersigned, independent of call. The meeting was chaired by Mr. **Rubens Menin Teixeira de Souza**, and secretariat by Mrs. **Fernanda de Mattos Paixão**, and was held at 10:00 PM, on December 30, 2025, digitally, pursuant to article 23 and following paragraphs of the Company's Bylaws.

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

Approval Items:

I. 2026 Budget – The Board unanimously approved, pursuant to Article 24, item "b" of the Bylaws, the proposal for the annual operational, investment, and financing budget for the fiscal year 2026, as presented to the Board.

II. Amendment of Stock Options and RSU Programs – The Board unanimously approved: (i) the extension of the maximum exercise period of the Stock Option programs linked to the Company's Stock Option Grant Plans and Stock Option, Share, and Share-Based Incentive Grant Plans (Plans I, II, III, and Plan I - SOP and RSU, collectively referred to as "Plans"), increasing it from 3 (three) to 5 (five) years; and (ii) the amendment of the exercise rule for the Stock Option programs linked to the aforementioned Plans, allowing for 2 (two) exercise periods per year, one from June 1 to June 30 and another from December 1 to December 31. These amendments will apply exclusively to programs already approved by the Board as of this date.

III. MRV&CO Whistleblower Protection Policy – In alignment with the Company's commitment to the principles of the UN Global Compact, the Board unanimously approved the creation and implementation of the MRV&CO Whistleblower Protection Policy, aimed at protecting all those who, in good faith, report irregularities, fraud, or unlawful acts through the MRV&CO Confidential Channel, as well as witnesses and individuals who collaborate with the investigation process, as filed at the Company's headquarters.

The Board unanimously authorized the Company's Executive Board, directly or indirectly through attorneys-in-fact, to perform all acts and execute all documents necessary or convenient to carry out the above resolutions, as well as ratified the acts already performed by the Executive Board in this regard.

Presentation Item:

I. Analysis of Share Trading Movements from April to September 2025 – It is hereby recorded that an analysis of the share trading movements, pursuant to Article 16 of CVM Resolution No. 44 and §4 of Article 11 of the Company's Securities Trading Policy, carried out by participants subject to the Individual Trading Plans formalized by them between April and September 2025, was presented to the members present.

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

Belo Horizonte, December 30, 2025.

Chairman: **Rubens Menin Teixeira de Souza**, Secretary: **Fernanda de Mattos Paixão**. Members of the Board of Directors' that were present: **Rubens Menin Teixeira de Souza; Maria Fernanda N. Menin T. de Souza Maia; Betania Tanure de Barros; Antonio Kandir; José Carlos Wollenweber Filho; Paulo Sergio Kakinoff, Leonardo Guimarães Corrêa e Nicola Calicchio Neto.**

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