

## **HYPERA S.A.**

*A Publicly-Held Corporation*

CNPJ/MF No. 02.932.074/0001-91

NIRE 35.300.353.251

CVM Code No. 21431

### **MINUTES OF THE SHAREHOLDERS' ORDINARY MEETING HELD ON APRIL 25, 2025**

- 1. DATE, TIME AND PLACE:** Meeting held on April 25, 2025, at 2:00 p.m., exclusively by digital format, by means of the electronic system for remote participation made available by Hypera S.A. ("Company"), pursuant to Article 5, paragraph 2, I, and Article 28, paragraphs 2 and 3, of CVM Resolution No. 81, from March 29, 2022 ("CVM Resolution 81/22"), and according to the rules contained in the Participation Manual for the Shareholders' Ordinary Meeting of Hypera – April 25, 2025, disclosed by the Company.
- 2. CALL NOTICE:** The Call Notice for this Shareholders' Ordinary Meeting, in the form provided for in Article 124 of Law No. 6,404 dated as of December 15, 1976, as amended and currently in force ("Brazilian Corporations Law"), was published in the "Valor Econômico" newspaper, on the São Paulo and Rio de Janeiro editions of March 26, 27 and 28, 2025, on page E2.
- 3. PUBLICATIONS AND DISCLOSURE:** In accordance with Article 133 and Article 289, II, of the Brazilian Corporations Law, the financial statements were published, in their summarized version, together with the annual managerial report, PricewaterhouseCoopers Auditores Independentes' ("PwC") report and the Fiscal Council's report, as well as the Statutory Audit Committee's opinion and summarized annual report, regarding the fiscal year ending on December 31, 2024, in the Valor Econômico newspaper, on the São Paulo and Rio de Janeiro editions, on pages E03 to E06, being provided that the entirety of the material published is available on the "Valor Econômico" website ([valor.globo.com.br](http://valor.globo.com.br)). The documents above were also made available to the shareholders at the Company's administrative office, as well as disclosed in the websites of the Brazilian Securities Commission (*Comissão de Valores Mobiliários - CVM*) ("CVM") (<https://www.gov.br/cvm/pt-br>), of B3 S.A. – Brasil, Bolsa, Balcão ("B3") ([https://b3.com.br/pt\\_br/](https://b3.com.br/pt_br/)) and of the Company (<https://ri.hypera.com.br>), as disclosed in the Call Notice for this Shareholders' Ordinary Meeting.
- 4. ATTENDANCE:** Attending shareholders bearing the Company's common, registered, book-entry and with no par value shares, representing, approximately, eighty-seven point

fifty-nine percent (87.59%) of the total voting capital of the Company, disregarded the treasury shares, according to the remote voting ballots considered valid by the Company and the attendance record in the electronic remote participation system made available by the Company under the terms of Article 47, items II and III, of CVM Resolution 81/22. Also attending, for the purposes of the provisions of Article 134, paragraph one, of the Brazilian Corporations Law, the management's representative, Mr. Ramon Sanches Frutuoso Silva, the Company's Investors Relations Officer, and Mrs. Juliana Aguinaga Damiano Salem, the Company's officer without a specific designation responsible for the legal department, the Fiscal Council's representative, Mr. Marcelo Curti, and PwC's representative, the company in charge of the audit of the financial statements for the fiscal year ended on December 31, 2024, Mr. Marcos Carvalho, as well as the Statutory Audit Committee's coordinator, Mr. Hugo Barreto Sodre Leal.

5. **MEETING BOARD:** Mr. Marcelo Fernandez Trindade as Chairman of the Meeting, and Mr. Thiago Saddi Tannous as Secretary of the Meeting.

6. **AGENDA:** The Company's shareholders were gathered to examine, discuss and resolve on the following agenda: **(i)** the management's accounts and the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee relating to the fiscal year ended on December 31, 2024; **(ii)** the management's proposal of capital budget for the 2025 fiscal year, as approved by the Company's Board of Directors on March 20, 2025, and disclosed in the Company's financial statements related to the fiscal year ended on December 31, 2024; **(iii)** the allocation of the Company's net profit related to the fiscal year ended on December 31, 2024; **(iv)** the definition of the number of members in the Company's Board of Directors; **(v)** the election of the members of the Company's Board of Directors; and **(vi)** the annual global remuneration of the Company's managers for the fiscal year to be ended on December 31, 2025 and of the members of the Fiscal Council, if installed.

7. **RESOLUTIONS:** Having the Shareholders' Ordinary Meeting been duly convened, the shareholders authorized the drawing of the Minutes of the present Meeting in summary form, as well as its publication with the suppression of the shareholders' signatures, pursuant to Article 130, paragraph one and two, of the Brazilian Corporations Law, and upon the beginning of the discussion of the matters comprised in the Agenda, the shareholders resolved the following, pursuant to the voting map included in **Exhibit I:**

**(i) The management's accounts and the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal**

**Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee, relating to the fiscal year ended on December 31, 2024**

**(i.1)** To approve, by majority of votes, the management's accounts, the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee, related to the fiscal year ended on December 31, 2024, audited by PwC.

**(ii) The management's proposal of capital budget for the 2025 fiscal year as approved by the Company's Board of Directors on March 20, 2025, and disclosed in the Company's financial statements related to the fiscal year ended on December 31, 2024**

**(ii.1)** To approve, by majority of votes, the management's proposal of the Company's capital budget for the fiscal year ending on December 31, 2025, pursuant to Article 196 of the Brazilian Corporate Law.

**(iii) The allocation of the Company's net profit related to the fiscal year ended on December 31, 2024**

**(iii.i)** To approve, by majority of votes, the management's proposal for the allocation of the Company's net profit related to the fiscal year ended on December 31, 2024, after adjustment of previous periods to be compensated, in the total amount of one billion, three hundred and forty million, nine hundred and eighty-nine thousand, eight hundred and sixty-two Reais and forty-one cents (R\$ 1,340,989,862.41), as follows:

(a) to allocate, the amount of sixty-seven million, forty-nine thousand, four hundred and ninety-three Reais and twelve cents (R\$ 67,049,493.12), corresponding to five percent (5%) of the net profit for the fiscal year, to the formation of the Legal Reserve;

(b) to ratify the allocation of (i) six hundred and sixty-one million, eight hundred and seventy-nine thousand, nine hundred and twenty-one Reais and seventy-three cents (R\$ 661,879,921.73) from the balance of the adjusted net profit for the payment of interest on equity related to the fiscal year ended on December 31, 2024, resulting the amount net of taxes of five hundred and seventy-one million, seven hundred and thirty-three thousand, seventy-two Reais and seventy-one cents (R\$ 571,733,072.71), as declared to Shareholders at the Board of Directors' meetings held on January 29, 2024, February 19, 2024, March 13, 2024, April 18, 2024, May 20, 2024, June 18, 2024, July 19, 2024, September 18, 2024, and

December 23, 2024; and (ii) seventy-six million, nine hundred and ninety-nine thousand, two hundred and fifty-seven Reais and sixty-four cents (R\$ 76,999,257.64) for the payment of interim dividends, drawn from a portion of the balance of the Retained Earnings Reserve, based on the Capital Budget, as declared to shareholders at the Board of Directors' meeting held on December 23, 2024; and

(c) to allocate the amount of six hundred and twelve million, sixty thousand, four hundred and forty-seven Reais and fifty-six cents (R\$ 612,060,447.56), corresponding to forty-eight point four percent (48.04%) of the adjusted net profit, to the Retained Earnings Reserve, as provided for in the Company's capital budget for the fiscal year 2025 approved pursuant to item(ii) above.

**(iv) The definition of the number of members on the Company's Board of Directors**

**(iv.1)** To approve, by majority of votes, the proposal presented by shareholders for the establishment of the number of ten (10) members to compose the Company's Board of Directors during the term of office that will end on the date of the Shareholders' Ordinary Meeting that resolves on the financial statements for the fiscal year ending December 31, 2026.

**(v) The election of the members of the Company's Board of Directors**

**(v.1)** In view of the request for the adoption of the multiple vote procedure by minority shareholders holding more than five percent (5%) of the Company's capital stock, the election of members to compose the Company's Board of Directors was performed by the multiple vote procedure, pursuant to article 141 of the Brazilian Corporations Law.

**(v.2)** The following members were elected to compose the Company's Board of Directors, for a unified term of office of two (2) years:

(a) **Mr. Álvaro Stainfeld Link**, Uruguayan, married, accountant, enrolled with the CPF/MF under No. 233.482.808-42, resident and domiciled in New York City, New York, with an office at 14 East, 60<sup>th</sup> Street, New York City, United States, to occupy the position of Chairman of the Board of Directors;

(b) **Mr. João Alves de Queiroz Filho**, Brazilian, divorced, businessman, bearer of the Identity Card R.G. No. 5.545.330-2, issued by the SSP/SP, enrolled with the CPF/MF under No. 575.794.908-20, residing and domiciled in the City of São Paulo, State of São Paulo, with office located at Avenida Brigadeiro Faria Lima, 2,277, 6<sup>th</sup>

floor, suites 603 and 604, Zip Code 01452-000, to occupy the position of member of the Board of Directors;

(c) **Mrs. Luciana Cavalheiro Fleischner Alves de Queiroz**, Brazilian, married, engineer, bearer of the Identity Card R.G. No. 17.005.132-8, issued by SSP/SP, enrolled with the CPF/MF under No. 179.594.798-52, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Avenida Brigadeiro Faria Lima, 2,277, suite 603, Zip Code 01452-000, to occupy the position of member of the Board of Directors;

(d) **Mr. Bernardo Malpica Hernández**, Mexican, married, business administrator, enrolled with the CPF/MF under No. 060.627.487-13, resident and domiciled in Mexico City, Mexico, at Chapultepec Avenue, 218, Mexico D.F 06700, to occupy the position of member of the Board of Directors;

(e) **Mr. Esteban Malpica Fomperosa**, Mexican, married, public accountant, enrolled with the CPF/MF under No. 060.627.497-95, resident and domiciled in Mexico City, Mexico, at Calle de Córdoba, 8, Mexico City D.F. 06700, to occupy the position of member of the Board of Directors;

(f) **Mr. Cláudio Ermírio de Moraes**, Brazilian, married, business administrator, bearer of the Identity Card R.G. No. 15.340.437-1, issued by the SSP/SP, enrolled with the CPF/MF under No. 116.005.728-12, residing and domiciled in the City of São Paulo, State of São Paulo, at Rua Amauri No. 255, 16<sup>th</sup> floor, Jardim Europa, Zip Code 01448-000, to occupy the position of independent member of the Board of Directors;

(g) **Mr. João Henrique Batista de Souza Schmidt**, Brazilian, married, business administrator, bearer of the Identity Card R.G. No. 6266530, issued by the SSP/PR, enrolled with the CPF/MF under No. 005.032.489-67, residing and domiciled in the City of São Paulo, State of São Paulo, with a professional address at Rua Amauri, 255, 13<sup>th</sup> floor, Zip Code 01448-000, to occupy the position of member of the Board of Directors;

(h) **Mr. Mauro Rodrigues da Cunha**, Brazilian and American citizen, married, consultant, bearer of the Identity Card No. 404.399, issued by Navy Ministry (RJ), enrolled with the CPF/MF under No. 004.275.077-66, resident and domiciled in the 1538 Cardinal Way, Weston, Florida 33327, United States of America, to occupy the position of independent member of the Board of Directors;

(i) **Mrs. Eliana Helena de Gregório Ambrosio Chimenti**, Brazilian, married, lawyer, bearer of the Identity Card R.G. No. 9.813.993-9, issued by SSP/SP, enrolled

with the CPF/MF under No. 170.092.818-07, with office at Av. Brigadeiro Faria Lima, No. 3,200, Zip Code 04538-132, in the City of São Paulo, State of São Paulo, to occupy the position of independent member of the Board of Directors; and

(j) **Mrs. Rachel de Oliveira Maia**, Brazilian, single, accountant, bearer of the Identity Card R.G. No. 20.091.578-2, enrolled with the CPF under No. 143.363.438-45, residing and domiciled at Avenida das Nações Unidas, 14,401 – Torre Tarumã – Room 1302 – 13th floor – São Paulo – Zip Code 04794-000, to occupy the position of independent member of the Board of Directors.

(v.3) Considering that (I) the members of the Company's Board of Directors then in office stated in the Management Proposal referring to the Shareholders' Meeting that Messrs. Mauro Rodrigues da Cunha and Eliana Helena de Gregório Ambrosio Chimenti meet the criteria of the Company's Referral Policy and that they comply with the requirements set forth in the B3's Novo Mercado Listing Regulation ("Novo Mercado Regulation") and in Article 6 of Exhibit K to CVM Resolution No. 80, of March 29, 2022, as amended and in force ("CVM Resolution 80/22"); and (II) Messrs. Mauro Rodrigues da Cunha, Eliana Helena de Gregório Ambrosio Chimenti and Rachel de Oliveira Maia declared that they fulfill the requirements set forth in the Novo Mercado Regulation, in the Company's Bylaws and in Article 6 of Exhibit K to CVM Resolution 80/22, Messrs. Mauro Rodrigues da Cunha, Eliana Helena de Gregório Ambrosio Chimenti and Rachel de Oliveira Maia are therefore considered as independent directors of the Company.

(v.4) To state for the record that the members of the Board of Directors elected herein declare, subject to the penalties of law, that they have not been prohibited, by any special law, from managing the Company, nor have been criminally convicted or are under the effects of a criminal conviction that prohibits, even temporarily, the access to public offices; or for any bankruptcy crime, violation of duty, bribery, graft, embezzlement or larceny; or for any crime against popular economy, national financial system, competition defense rules, consumer relations, public faith or property. In this sense, they declare that they have not been convicted with suspension or temporary disqualification penalties applied by CVM, which would make them ineligible for management positions in open companies, as established in paragraph 2 of Article 147 of the Brazilian Corporations Law. They also declare that comply with the good standing requirement in accordance with paragraph 3 of Article 147, of the Brazilian Corporations Law, undertaking to comply with the provisions of Article 46 of the Company's Bylaws. Finally, they declare, under the terms of paragraph 4 of Article 147, of the Brazilian Corporations Law and Article 2 of Exhibit K to CVM Resolution 80/22, that they do not occupy an office in any company that may be considered a competitor of the Company, as well as do not represent conflicting interest with the

Company, pursuant to the terms of items I and II, paragraph 3 of Article 147, of the Brazilian Corporations Law.

**(v.5)** To state for the record that the members of the Board of Directors elected herein shall be vested in their respective offices upon the execution of the respective terms of investiture, containing the statement set forth in item (v.4) above, drawn in the Book of Minutes of the Board of Director's Meetings of the Company, which is filed in the Company's headquarters, their investiture being subject to the subscription of the aforementioned document.

**(vi) Installation of the Company's Fiscal Council**

**(vi.1)** In view of the request made by shareholders of the Company, the Company's Fiscal Council is installed, operating until the date of the Shareholders' Ordinary Meeting that resolves on the financial statements of the Company related to the fiscal year to be ended on December 31, 2025.

**(vii) The election of the members of the Company's Fiscal Council**

**(vii.1)** In view of the request for the adoption of a separate voting, as provided for in paragraph 4 of Article 161, of the Brazilian Corporate Law, the following members were elected, by minority shareholders that participated in the separate voting: **Mr. Valdir Renato Coscodai**, Brazilian, married, accountant, bearer of the Identity Card R.G. No. 15.640.484-9, issued by the SSP/SP, enrolled with the CPF/MF under No. 031.065.768-71, residing and domiciled in the City of São Paulo, State of São Paulo, at Alameda Lorena, 1179, apt. 1201, Cerqueira César, Zip Code 01424-005, as an effective member of the Fiscal Council; and **Mr. Valdir Augusto Assunção**, Brazilian, married, accountant, bearer of the Identity Card R.G. No. 14309231-5, issued by the SSP/SP, enrolled with the CPF/MF under No. 044.066.958-85, residing and domiciled in the City of Campinas, State of São Paulo, at Rua Ivaí, No. 133, Condomínio Alphaville Campinas, Zip Code 13098-307, as his respective alternate.

**(vii.2)** Subsequently, by majority voting, the following members were elected to the Company's Fiscal Council:

(i) **Mr. Adjarbas Guerra Neto**, Brazilian, divorced, accountant, bearer of the Identity Card R.G. No. 23.331.930-X, issued by the SSP-SP, and enrolled with the CPF/ME under No. 181.842.828-85, residing and domiciled in the city and State of São Paulo, with a commercial address in the same city at Rua Gomes de Carvalho, 1996, 11<sup>th</sup> floor, Vila

Olímpia, Zip Code 4547-006, as an effective member of the Fiscal Council; and **Mr. Everson Zaczuk Bassinello**, Brazilian, married, mechanical engineer, bearer of the Identity Card R.G. No. 24.425.836-3, issued by the SSP-SP, and enrolled with the CPF/ME under No. 265.114.038-40, residing and domiciled in the city and State of São Paulo, at Rua Maria Figueiredo, 633, apt. 202, Zip Code 04002-003, as his respective alternate; and

(ii) **Mr. Marcelo Curti**, Brazilian citizen, married, economist, bearer of Identity Card R.G. nº. 10.306.522, issued by SSP/SP, enrolled with the CPF/MF under No. 036.305.588-60, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Rua Pedroso Alvarenga, 1.046, suites 95 and 96, Itaim Bibi, to the position of member of the Fiscal Council; and **Mr. Edgard Massao Raffaelli**, Brazilian citizen, divorced, administrator, bearer of Identity Card R.G. No. 12.270.465-4, issued by SSP/SP, registered with the CPF/MF under No. 050.889.138-85, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Avenida Marquês de São Vicente, 446, suite 1206, for the position of substitute for Mr. Marcelo Curti.

**(vii.3)** To state for the record that the members of the Fiscal Council reelected herein declare, subject to the penalties of law, that they have not been prohibited, by any special law, from exercising the management of the Company, nor have been criminally convicted or are under the effects of a criminal conviction that prohibits, even temporarily, the access to public offices; or for any bankruptcy crime, violation of duty, bribery, graft, embezzlement or larceny; or for any crime against popular economy, national financial system, competition defense rules, consumer relations, public faith or property. They also declare that comply with the good standing requirement in accordance with paragraph 3 of Article 147, of the Brazilian Corporations Law and the other requirements in accordance with Article 162 of the Brazilian Corporations Law, undertaking to observe the provisions or Article 46 of the Company's Bylaws. Finally, they declare, under the terms of paragraph 4 of Article 147, of the Brazilian Corporations Law, that they do not occupy an office in any company that may be considered a competitor of the Company, as well as do not represent conflicting interest with the Company, pursuant to the terms of items I and II, paragraph 3 of Article 147, of the Brazilian Corporations Law.

**(vii.4)** To state for the record that the members of the Fiscal Council reelected herein shall have a term of office of one (1) year, until the date of the Shareholders' Ordinary Meeting that shall resolve on the financial statements of the Company related to the fiscal year to be ended on December 31, 2025, and shall be vested in their respective offices upon the execution of the respective Terms of Investiture, containing the statement set forth in item (g.iii) above, drawn in the Book of Minutes of the Fiscal Council's Meetings of the Company, which is filed in the Company's headquarters.

**(viii) The global and annual remuneration of the Company's managers for the fiscal year to be ended on December 31, 2025, and the remuneration of the members of the Fiscal Council for the next tenure**

**(viii.1)** To approve, by majority of votes, the establishment of the global and annual remuneration of the Company's managers for the fiscal year to be ended on December 31, 2025, in up to forty million Reais (R\$ 40,000,000.00), including the salary/fee, benefits and variable compensation (including the share-based portion), being the Board of Directors responsible for allocating such amount among the Company's Board of Directors and Board of Officers, at a meeting of the Board of Directors to be convened in due time.

**(viii.2)** To approve, by majority of votes, the establishment of the global remuneration of the Company's Fiscal Council members to the next tenure in up to five hundred and ninety-eight thousand, three hundred and forty-eight Reais and eighty cents (R\$ 598,348.80), which will correspond, for each member of the Fiscal Council, to ten percent (10%) of the remuneration that, on average, is attributed to each officer, not including the benefits and other amounts, as provided in Article 162, paragraph 3, of the Brazilian Corporations Law.

**8. CLOSING:** With no further matters to be discussed and with no further statements, the Shareholders' Meeting was closed and these minutes were drawn in summary form, with its publication authorized with the suppression of the shareholders' signatures, which after being read and approved, was signed by all attending members, under the terms of Article 28, paragraph 2, I, and Article 47, II and III, of CVM Resolution 81/22, the shareholders whose remote voting ballots were considered valid by the Company and the shareholders who registered their presence in the electronic remote participation system made available by the Company were considered signatories of the minutes. Were received by the Meeting's board minutes of the prior meeting of the shareholders related to the Company's Shareholders Agreement, which will be filed in the Company's head offices. The meeting board received voting manifestations in writing by a shareholder, included in **Exhibit II** to these minutes, which shall be filed at the Company's headquarters. **Meeting Board:** Marcelo Fernandez Trindade (Chairman of the Meeting); and Thiago Saddi Tannous (Secretary). **Attending Shareholders:** (a) JOAO ALVES DE QUEIROZ FILHO; MAIOREM S/A DE C.V; ALVARO STAINFELD LINK; ANA APARECIDA BIGUILIN AVANCO; JULIANE DIAS PIOTTO JUABRE; MAURICIO CHRISTOVAM; TOBIAS JOHANNES HENZEL; RAMON SANCHES FRUTUOSO SILVA; JEANDRE AFECHÉ COHEN; ARMANDO LUIS FERREIRA; DANIELA MUASSAB CASTANHO; RAFAEL VITO BATISTA; FERNANDA FONTANESI GRANDIS WEILER; ADALMARIO GHOVATTO SATHELER DO COUTO; VIVIAN KARINA TRUJILLO ANGIOLUCCI; JULIANA AGUINAGA DAMIAO; JAQF PARTICIPACOES LTD; MARCELO BATTAMEDI RATTO; DANILO TEVES DE AGUIAR; LIVIA SILVA DE LEMOS;

MARCIO TAKEO FUTINO; MAURICIO KATSUTANI; CAPSTONE MACRO MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; CRISTINA TANQUE; JOAO PAULO BERTUCELLI; TADEU HENRIQUE PACHECO TAVARES; EURICO JOSE FERREIRA; CHRISTIAN FASSEL TUDESCO; CARLA DIAS ARAUJO; CARLOS EDUARDO RODRIGUES CERONI; ALLAN DOUGLAS HATAKEYAMA LIMA; LINCOLN ALVES DA COSTA; CARLOS ROBERTO SCORSI; JUAREZ ENIO DAHMER; TIAGO HENRIQUE FELTRIN; FABIO ANDRE GONCALVES FERREIRA; ROBERT ULIAN DA SILVA; SILVIO TADEU AGOSTINHO; DENER SOARES DE ALMEIDA; KLEBER MONTEIRO DE OLIVEIRA; RENATO REIS BATISTON; LUCAS FELIPE DOS SANTOS MAIA; HUMBERTO XAVIER GUIMARAES; LEONORA COIMBRA NUNES RODRIGUES; MARCOS LICINIO ABDEL NOUR; REGIANE GALLI BASSI TEIXEIRA; IARA SILVIA BRAUER MANTOVANI; HELIO MARCELO SEGOURAS; LUCIANO RAMOS DE MENEZES; GUSTAVO SEMERDJIAN DESGUALDO; ANA CAROLINA SCANDURA CARDILLO; FLAVIO DE ARAUJO BARRETO MATA; VITOR CAMPOS DE OLIVEIRA ARCOVERDE; MARCOS CASTANHEIRA ALEGRIA; MARCELO FUGANTI ALBERTOTTI; CAMILA VON TREUENFELS; DOUGLAS HENRIQUE FURLAN; MARCIO JOSE FERREIRA; WILLIAN SANTOS BRAIDOTT; LUIZ EDUARDO SALES CLAVIS; FIA WPA I INVESTIMENTO NO EXTERIOR; LUIZ FLAVIO PIOLTINI DA COSTA VIEIRA (by proxy Ana Carolina Castro Reis Passos); **(b)** BRENO TOLEDO PIRES DE OLIVEIRA (by proxy João Ribeiro Antunes de Siqueira); **(c)** VOTORANTIM S/A (by proxy Caio Maron Zanini e Ricardo Peres Freoa); e **(d)** ROBERTO DE ARAUJO; CARLOS FONSECA AVILA; RODOLFO MOLNAR SILVA; VIDALVO SILVINO DA COSTA FILHO; JOAO GUILHERME MARTINS PRESTES; THAYNARA TEODORO TORRES; HERMANN MILTON WERNERSBACH; PAULO ROGERIO FERMINO; MAURI WOORD; JOAO CARLOS GONZALES; RENATA LUCIA MORIYAMA; ADMIR TADEU ROSSINI; POTI LUIZ DE FREIRE LIRA; EDUARDO DE MORAES CASTRO; WALDIANE UMPIERRE MONTEZANO; WILMAR KLEEMANN; EDER BERNARDES DA SILVA; GUSTAVO TUCHER; RODRIGO MAGALHAES VASCO; PABLO BIZZI MAHMUD; JEAN KLEBER CAMILO DA SILVA; FABIO LUIZ GIROTTO; BRUNO ANDRE RODRIGUES (RV); RAFAEL ANDRE RODRIGUES; THE BOARD OF THE PENSION PROTECTION FUND; LGPS CENTRAL EMERGING MARKETS EQUITY ACTIVE MULTI; OMERS ADMINISTRATION CORPORATION; LOS ANGELES COUNTY EMPLOYEES RET ASSOCIATION; PENSIONDANMARK PENSIONSFORSIKRINGSAKTIESELSKAB; MIGUEL HLEBCZUK JUNIOR; EDUARDO ROGERIO DE FARIA; COLORADO PUBLIC EMPLOYEES RET. ASSOCIATION; FORD MOTOR CO DEFINED BENEF MASTER TRUST; NATIONAL COUNCIL FOR SOCIAL SECURITY FUND; NORTHERN TRUST COLLECTIVE EAFE SMALL CAP INDEX FUND-NON LEND; WATER AND POWER EMPLOYEES RETIREMENT PLAN; FORD MOTOR COMPANY OF CANADA, L PENSION TRUST;

AMERICAN HEART ASSOCIATION, INC.; BOSTON PARTNERS EMERGING MARKETS LONG/SHORT FUND; ROCKCREEK GLOBAL EQUALITY ETF; IBM 401 (K) PLUS PLAN; MANAGED PENSION FUNDS LIMITED; TEACHER RETIREMENT SYSTEM OF TEXAS; CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM; SPDR SP EMERGING MARKETS ETF; SSGATC I. F. F. T. E. R. P. S. S. M. E. M. S. C. I. S. L.F.; CANADA PENSION PLAN INVESTMENT BOARD; CALAMOS GLOBAL DYNAMIC INCOME FUND; CALAMOS GLOBAL TOTAL RETURN FUND; SCHWAB EMERGING MARKETS EQUITY ETF; STATE ST GL ADV TRUST COMPANY INV FF TAX EX RET PLANS; SSGA SPDR ETFS EUROPE I PLC; WASHINGTON STATE INVESTMENT BOARD; STATE STREET IRELAND UNIT TRUST; CITY OF NEW YORK GROUP TRUST; SPDR SP EMERGING MARKETS FUND; STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO; RUSSELL INVESTMENT COMPANY RUSSELL TAX-MANAGED INTERNATIONAL; FUNDAMENTAL LOW V I E M EQUITY; SPDR MSCI EMERGING MARKETS FOSSIL FUEL FREE ETF; INTERNATIONAL MONETARY FUND; FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE LATIN; GAM INVESTMENT MANAGEMENT (SWITZERLAND) AG ON BEHA; FRANKLIN LIBERTYSHARES ICAV; SCOTTISH WIDOWS MANAGED INVESTMENT FUNDS ICVC -INT; HSBC BANK PLC AS TRUSTEE OF STATE STREET AUT EMERG; APOSTLE PEOPLE AND PLANET DIVERSIFIED FUND; THE MASTER TRUST BANK OF JAP, LTD. AS TR. FOR MTBJ400045828; QSUPER; POLICE AND FIREMEN'S RETIREMENT SYSTEM OF NEW JERS; THRIFT SAVINGS PLAN; STATE OF CONNECTICUT ACTING T. ITS TREASURER; SPDR S&P EMERGING MARKETS EX-CHINA ETF; TEXAS MUNICIPAL RETIREMENT SYSTEM; VIRGINIA RETIREMENT SYSTEM; STATE OF WISCONSIN INVT. BOARD MASTER TRUST; THE BANK OF NEW YORK MELLON EMP BEN COLLECTIVE INVEST FD PLA; BNYM MELLON CF SL ACWI EX-U.S.IMI FUND; THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS G; RBC EMERGING MARKETS VALUE EQUITY FUND; EMER MKTS CORE EQ PORT DFA INVEST DIMENS GROU; STICHTING PGGM DEPOSITARY; JOHN HANCOCK FUNDS II EMERGING MARKETS FUND; JOHN HANCOCK VARIABLE INS TRUST EMERGING MARKETS VALUE TRUST; DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM; GOTHAM CAPITAL V, LLC; RBC EMERGING MARKETS EX-CHINA DIVIDEND FUND; RBC EMERGING MARKETS DIVIDEND FUND; REGIME DE RETRAITE D HYDRO-QUEBEC; SICARLOS PEREIRA SAMPAIO; OKLAHOMA PUBLIC EMPLOYEES RETIREMENT SYSTEM; ILLINOIS MUNICIPAL RETIREMENT FUND; MONDRIAN EMERGING MARKETS EQUITY FUND, LP; MONDRIAN ALL COUNTRIES WORLD EX US EQ FUND LP; GENERAL ORGANISATION FOR SOCIAL INSURANCE; ROTHKO ALL COUNTRIES WORLD EX-US EQUITY FUND, L.P.; CHEVRON UK PENSION PLAN; PARAMETRIC

TMEMC FUND, LP; WEST YORKSHIRE PENSION FUND; MASTER TRUST FOR CERTAIN TAX-QUALIFIED BECHTEL RETIREMENT PL; MONDRIAN GLOBAL ALL COUNTRIES WORLD EQUITY FUND, L; MONDRIAN EMERGING MARKETS EQUITY ESG FUND, L.P.; NATIONAL PHILANTHROPIC TRUST; MONDRIAN EMERGING MARKETS EX-CHINA EQUITY FUND, L.; U.S STEEL RETIREMENT PLAN TRUST; VERDIPAPIRFONDET KLP AKSJE FREMVOKSENDE MARKEDER F; VANGUARD FUNDS PUBLIC LIMITED COMPANY; GALLERY TRUST - MONDRIAN E. M. VALUE EQUITY FUND; VANGUARD INVESTMENT SERIES PLC / VANGUARD ESG EMER; MONDRIAN GLOBAL EQUITY VALUE FUND; GUINNESS ASSET MANAGEMENT FUNDS PLC; VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP U; VANGUARD FUNDS PLC / VANGUARD ESG EMERGING MARKETS; PARAMETRIC TAX-MANAGED EMERGING MARKETS FUND; PARAMETRIC EMERGING MARKETS FUND; COLLEGE RETIREMENT EQUITIES FUND; VANGUARD INV FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX F; FRANKLIN TEMPLETON ETF TRUST - FRANKLIN FTSE BRAZI; VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF; AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK; THE REGENTS OF THE UNIVERSITY OF CALIFORNIA; INVESCO INVESTMENT MANAGEMENT LTD, ACTING AS MANAG; BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMER; TREASURER OF THE ST.OF N.CAR.EQT.I.FD.P.TR.; EATON VANCE COLLECTIVE INVESTMENT TFE BEN PLANS EM MQ EQU FD; MONDRIAN EMERGING MARKETS EQUITY FUND; EATON VANCE TR CO CO TR FD - PA STR EM MKTS EQ COM TR FD; EVTC CIT FOF EBP-EVTC PARAMETRIC SEM CORE EQUITY FUND TR; VANGUARD INTERNATIONAL HIGH DIVIDEND YIELD INDEX F; MONDRIAN GLOBAL ALL COUNTRIES WORLD EQUITY FUND; PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO; FIRST TRUST BRAZIL ALPHADDEX FUND; CITITRUST LIMITED AS T OF A F S A MODERATE GROWTH FUND; FRANCISCO OLAVIO TEIXEIRA COUTINHO; BRASIL CAPITAL FIFE FUNDO DE INVESTIMENTO EM ACOES; BRASIL CAPITAL MASTER 30 II FIA; MANASLU LLC; NORGE BANK; PEPSICO INC. MASTER RETIREMENT TRUST; THE BOARD OF.A.C.E.R.S.LOS ANGELES,CALIFORNIA; THE UNITED NATIONS JOINTS STAFF PENSION FUND; NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST; FIDELITY INVESTMET TRUST: FIDELITY EMERGING MARKETS DISCOVER; FIAM GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: FIAM; FIDELITY INVESTMENT TRUST: FIDELITY INTERNATIONAL SMALL CAP; SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: SP; TEMPLETON INTERNATIONAL EMERGING MARKETS FUND; STICHTING BEDRIJFSTAKPENSIOENFONDS VOOR DE DETAILHANDEL; FIDELITY LOW PRICED STOCK FUND; PYRAMIS EMERGING MARKETS EQUITY SMALL CAP COMMINGLED POOL; FIDELITY GROUP TRUST

FOR EMPLOYEE B P: F LOW-PRICED S C P; VARIABLE INSURANCE PRODUCTS FUND II: INTERNATIONAL; FIDELITY CONCORD STREET TRUST: FIDELITY ZERO INT. INDEX FUND; THE NOMURA TRUST AND BANKING CO., LTD. RE: FIDELIT; MFS EMERGING MARKETS EQUITY FUND; MFS VARIABLE INSURANCE TRUST II -MFS E M EQUITY PORTFOLIO; MFS MERIDIAN FUNDS - EMERGING MARKETS EQUITY FUND; ST ST MSCI EMERGING MKT SMALL CI NON LENDING COMMON TRT FUND; ISHARES MSCI BRAZIL SMALL CAP ETF; MFS EMERGING MARKETS EQUITY FUND (CAN); ISHARES III PUBLIC LIMITED COMPANY; PACIFIC SELECT FUND - INTERNATIONAL SMALL-CAP PORTFOLIO; ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF; ISHARES CORE MSCI EMERGING MARKETS ETF; FIDELITY NORTHSTAR FUND; FIDELITY EMERGING MARKETS EQUITY MULTI-ASSET BASE FUND; MFS EMERGING MARKETS EQUITY TRUST; FIDELITY GLOBAL INTRINSIC VALUE INVESTMENT TRUST; BERNSTEIN FUND, INC. - INTERNATIONAL SMALL CAP PORTFOLIO; FIDELITY RUTLAND SQUARE TRUST II: STRATEGIC ADVISE; ISHARES IV PUBLIC LIMITED COMPANY; BMO MSCI EMERGING MARKETS INDEX ETF; FIDELITY GLOBAL GROWTH AND VALUE INVESTMENT TRUST; MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST; FIDELITY EMERGING MARKETS OPPORTUNITIES INSTITUTIO; ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF; THE MONETARY AUTHORITY OF SINGAPORE; FIDELITY GLOBAL EX-U.S. EQUITY INDEX INSTITUTIONAL; FIDELITY INVEST TRUST: FIDELITY SERIES EMERG MARK OPPORT FUN; BLACKROCK LIFE LIMITED - DC OVERSEAS EQUITY FUND; THE BANK OF N. Y. M. (INT) LTD AS T. OF I. E. M. E. I. F. UK; FRANKLIN TEMPLETON FUNDS - TEMPLETON GLOBAL EMERGING MKTS FD; ISHARES PUBLIC LIMITED COMPANY; INVESTORS GROUP TRUST COMPANY LIMITED; FIDELITY PURITAN TRUST: FIDELITY LOW-PRICED STOCK K6 FUND; DIMENSIONAL EMERGING MKTS VALUE FUND; VICTORY MARKET NEUTRAL INCOME FUND; CITITRUST LIM AS TR OF BLACK PREMIER FDS- ISH WOR EQU IND FD; FI CE I PO LLC FIDELITY EMERGING MARKETS EQUITY CENTRAL FUND; EMERSON DOS SANTOS MIGUEL; FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX F; JPMORGAN DIVERSIFIED RETURN EMERGING MARKETS EQUITY ETF; GLOBAL EX-US ALPHA TILTS FUND B; VANGUARD EMERGING MARKETS STOCK INDEX FUND; MSCI ACWI EX-U.S. IMI INDEX FUND B2; VANGUARD ESG INTERNATIONAL; AVIVA I INVESTMENT FUNDS ICVC - AVIVA I INTERNATIONAL I T F; VANGUARD FIDUCIARY TRT COMPANY INSTIT T INTL STK MKT INDEX T; BLACKROCK MSCI ACWI EX USA DIVERSIFIED FACTOR MIX FUND; VANGUARD F. T. C. INST. TOTAL INTL STOCK M. INDEX TRUST II; TRPH CORPORATION; TEMPLETON GL INV TRST FRANKLIN TEMPLTN SMACS SERIES EM; DANSKE INVEST SICAV - EMERGING

AND FRONTIER MARKETS; ALLIANZ GL INVESTORS GMBH ON BEHALF OF ALLIANZGI-FONDS DSPT; ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND; FRANKLIN TEMPLETON INVESTMENT FUNDS; HELL TR (BERM) LTD AS TR O SHELL OV CON P F; SOUTHERN COMPANY SYSTEM MASTER RETIREMENT; STATE OF NEW MEXICO STATE INV. COUNCIL; STICHTING SHELL PENSIOENFONDS; T ROWE PRICE FUNDS SICAV; FRANKLIN TEMPLETON V INSURANCE PROD TRUST - T D M VIP FUND; TEMPLETON DEVELOPING MARKETS TRUST; TEMPLETON EMERGING MARKETS FUND; TEMPLETON EMERGING MARKETS FUND (US); TEMPLETON EM MARK INVEST TRUST PLC; TEMPLETON GLOBAL INV TRUST- TEMPLETON EM MKTS SMALL CAP FUND; NTGI-QM COMMON DAC WORLD EX-US INVESTABLE MIF – LENDING; ISHARES MSCI EMERGING MARKETS SMALL CAP ETF; UNIVERSAL-IVEST-GESELLSCHAFT MBH ON BEHALF OF BAYVK A2-FONDS; UBAM - POSITIVE IMPACT EMERGING EQUITY; HSBC INDEX TRACKER INVEST. FUNDS FTSE ALL WORLD INDEX FUND; WEST MIDLANDS METROPOLITAN AUTHORITIES PENSION FUND; HSBC ETFS PLC HSBC EMERG MARKET SUSTAIN EQUITY UCITS ETF; PHOENIX U T M L R P A S INDEX EMERGING MARKET EQUITY FUND; ALEXANDRO VICENTE DA SILVA AGUIAR; MARLON VIEIRA DE JESUS; ANDRE FERNANDO DOS ANJOS CRUZ; BRASIL CAPITAL 30 MASTER FIF EM ACOES RESP LIMITADA; BRASIL CAPITAL 70 XP SEGUROS ADVISORY PREVIDENCIA FIM; BRASIL CAPITAL MASTER FIA; BRASIL CAPITAL MASTER B PREV FUNDO DE INVESTIMENTO EM ACOES; BRASIL CAPITAL PREV I MASTER FUNDO DE INVESTIMENTO EM ACOES; BRASIL CAPITAL BRASILPREV FIFE FUNDO DE INVESTIMENTO EM ACOE; BRASIL CAPITAL 30 MASTER BR FUNDO DE INVESTIMENTO EM ACOES; CARLOS ALBERTO DE OLIVEIRA MIGUEL; ITAMAR JUNIOR TORINO DOMICIANO; FIDELITY SALEM STREET T: FIDELITY TOTAL INTE INDEX FUND; CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM; A. D BUSINESS TRUST ALLIANCEBERNSTEIN F. I. SMALL CAP SERIES; CONSTRUCTION BUILDING UNIONS SUPER FUND; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SE VAN S F; THE NEW ZEALAND GUARDIAN TRUST COMPANY LIMITED IN ITS CAPAC; ANDRÉ LUIS RODRIGUES; EDUARDO SHAKIR CARONE; HUMBERTO MARQUES FARIA; JACKSON MOTERANI MAIA; LUIS FRIAS; RATIONAL INVESTOR FUNDO DE INVESTIMENTO EM ACOES; REAL INVESTOR 100 ICATU PREV MASTER FIA; REAL INVESTOR 100 PREV MASTER FUNDO DE INVESTIMENTO EM ACOES; REAL INVESTOR 70 PREVIDENCIA FIM; REAL INVESTOR ALOCACAO FUNDO DE INVESTIMENTO MULTIMERCADO; REAL INVESTOR ICATU PREV MASTER FIM; REAL INVESTOR INSTITUCIONAL MASTER FI EM AÇOES - BDR NÍVEL I; REAL INVESTOR ITAU VIDA E PREVI MASTER FIF ACOES; REAL INVESTOR MASTER FIA - BDR NÍVEL I; REAL

INVESTOR MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; GGR SUPERNOVA FUNDO DE INVESTIMENTO EM ACOES; MAINA MASTER FUNDO DE INVESTIMENTO EM ACOES; WARM FUNDO DE INVESTIMENTO EM ACOES (by remote voting ballot); **(e)** QUANTITAS FIM MASTER; QUANTITAS FIA MONTECRISTO (by proxy Vinicius Piccinini); **(f)** DANSKE INVEST EMERGING MARKETS EQUITY FUND; STICHTING; PENSIOENFONDS DSM NEDERLAND; STICHTING PENSIOENFONDS SABIC; BELLEVUE FUNDS (LUX); RBC FUNDS (LUX) - EMERGING MARKETS VALUE EQUITY FUND; GERACAO FUTURO L.PAR FUNDO DE INVESTIMENTO EM ACOES (by proxy Michele Gonsales); **(g)** GGR SUPERNOVA FUNDO DE INVESTIMENTO EM ACOES; MAINA MASTER FUNDO DE INVESTIMENTO EM ACOES; WARM FUNDO DE INVESTIMENTO EM ACOES (by proxy André Fernando Vasconcellos); **(h)** ATAULFO LLC; LEBLON 70 BRASILPREV FUNDO DE INVESTIMENTO MULTIMERCADO FIFE; LEBLON ACOES I MASTER FIA; LEBLON ACOES II MASTER FIA; LEBLON EQUITIES INSTITUCIONAL I FUNDO DE INVESTIMENTO DE ACO; LEBLON ICATU PREVIDENCIA FIM; LEBLON ITAU PREV FIFE FIA; LEBLON PREV FIM FIFE (by proxy Pedro Hermes da Fonseca Rudge e Gabriel Callegário Penna Bastos); **(i)** BRASIL CAPITAL PREVIDENCIARIO ITAU MASTER FIA; BRASIL CAPITAL MASTER FIA; MANASLU LLC; BRASIL CAPITAL 30 MASTER FIF EM ACOES RESP LIMITADA; BRASIL CAPITAL 30 MASTER BR FUNDO DE INVESTIMENTO EM ACOES; BRASIL CAPITAL BRASILPREV FIFE FUNDO DE INVESTIMENTO EM ACOE; BRASIL CAPITAL PREV I MASTER FUNDO DE INVESTIMENTO EM ACOES; BRASIL CAPITAL 70 XP SEGUROS ADVISORY PREVIDENCIA FIM; BRASIL CAPITAL MASTER 30 II FIA; BRASIL CAPITAL MASTER B PREV FUNDO DE INVESTIMENTO EM ACOES; BRASIL CAPITAL FIFE FUNDO DE INVESTIMENTO EM ACOES (by proxy Juliana Yumi Campanile Oeda, Rodrigo Souza Mendes de Araujo, Mikael Martins de Lima e Marcelo Guedes Nunes); **(k)** VINLAND LONG BIAS MASTER FUNDO DE INVESTIMENTO MULTIMERCADO (by proxy Lucas Freire Martins e Ricardo Jose Sandoval Garcia Junior); **(l)** DODGERS FUNDO DE INVESTIMENTO EM ACOES (by proxy Rafael Manhães Martins); **(m)** VINLAND LONG ONLY MASTER FIA; VINLAND LONG ONLY 100 MASTER PREV FIA; VINLAND LONG BIAS PREVIDENCIARIO MASTER FIM (by proxy Ricardo Jose Sandoval Garcia Junior); **(n)** RENATO SOBRAL PIRES CHAVES; and **(o)** HUGO BARRETO SODRE LEAL.

São Paulo, April 25, 2025.

### **CERTIFICATE**

Conforms with the original drawn in the appropriate book.

Meeting Board:

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**Thiago Saddi Tannous**  
Secretary

**HYPERA S.A.***A Publicly-Held Corporation*

CNPJ/ME No. 02.932.074/0001-91

NIRE 35.300.353.251

CVM Code No. 21431

**EXHIBIT I TO THE SHAREHOLDERS' ORDINARY MEETING  
HELD ON APRIL 25, 2025**

<b>Resolution</b>	<b>Orientation</b>	<b>Votes</b>
1. The management's accounts and the financial statements of the Company, together with the annual managerial report and the independent auditors' and Fiscal Council's opinion, as well as the opinion and summarized annual report of the Statutory Audit Committee, relating to the fiscal year ended on December 31, 2024.	Approve	477,821,919
	Reject	200,000
	Abstain	72,647,738
2. The management's proposal of capital budget for the fiscal year of 2025, as approved by the Company's Board of Directors on March 20, 2025 and disclosed in the financial statements related to the fiscal year ended on December 31, 2024.	Approve	485,502,941
	Reject	163,300
	Abstain	68,364,887
3. The allocation of the Company's net profit related to the fiscal year ended on December 31, 2024, pursuant to the Management's Proposal.	Approve	495,485,950
	Reject	163,300
	Abstain	58,367,541
4.1. To define as nine (9) the number of members of the Company's Board of Directors.	Approve	137,304,477
4.2. To define as ten (10) the number of members of the Company's Board of Directors.	Approve	384,766,986
5. Election of the Board of Directors by multiple voting (considers 10 votes per share)		
<i>Álvaro Stainfeld Link (President)</i>		549,312,091
<i>João Alves de Queiroz Filho</i>		497,859,055
<i>Luciana Cavalheiro Fleischner Alves de Queiroz</i>		549,228,614
<i>Bernardo Malpica Hernández</i>		549,217,365
<i>Esteban Malpica Fomperosa</i>		548,947,200
<i>Claudio Ermírio de Moraes</i>		548,877,192
<i>João Henrique Batista de Souza Schmidt</i>		610,495,126
<i>Mauro Rodrigues da Cunha (Independent Member)</i>		535,375,460
<i>Eliana Helena de Gregório Ambrosio Chimenti (Independent Member)</i>		465,759,940

<b>Resolution</b>	<b>Orientation</b>	<b>Votes</b>
<i>Marcelo Gasparino da Silva (nomination of the shareholder Geração L Par FIA)</i>		21,527,769
<i>Rachel de Oliveira Maia (nomination of the shareholder Geração L Par FIA)</i>		600,028,468
6. The annual global compensation of the Company's managers for the fiscal year to be ended on December 31, 2025, pursuant to the Management's Proposal.	Approve	467,703,428
	Reject	17,798,363
	Abstain	68,515,000
7. Separate election of members to the Fiscal Council		
<i>Valdir Renato Coscodai (effective member) / Valdir Augusto Assunção (substitute) (indicação dos fundos geridos pela BC Gestão de Recursos Ltda.)</i>		128,857,747
<i>Patrícia Valente Stierli (effective member) / Ricardo Rangel Costa (substitute) (indicação do acionista Geração L. Par FIA)</i>		69,074,066
8. Majority election of members to the Fiscal Council		
<i>Adjarbas Guerra (effective member) / Everson Zaczuk Bassinello (substitute)</i>		353,138,838
<i>Marcelo Curti (effective member) / Edgard Rafaelli (substitute)</i>		

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**HYPERA S.A.**

*A Publicly-Held Corporation*

CNPJ/ME No. 02.932.074/0001-91

NIRE 35.300.353.251

CVM Code No. 21431

**EXHIBIT II TO THE SHAREHOLDERS' ORDINARY MEETING  
HELD ON APRIL 25, 2025**

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## **Declaração de voto – item 6 pauta – pedido de impugnação de candidatura na eleição do Conselho de Administração**

Apresento o presente pedido de impugnação da candidatura do Sr. João Alves de Queiroz Filho para o Conselho de Administração da Cia. por avaliar que o referido candidato não atende ao requisito imposto pelo artigo 147-§3º da Lei 6404/76, qual seja, o de possuir reputação ilibada.

Tal avaliação advém da leitura dos processos PAS CVM SEI nº 19957.008070/2019-53 e PA CVM SEI nº 19957.008714/2020-47, onde consta que o Sr. João, à época Presidente do Conselho de Administração, atuou de forma decisiva para a celebração de contratos fraudulentos que viabilizaram o pagamento de propinas. Vale ressaltar que o próprio Conselheiro reconheceu perante a CVM a sua prática deletéria, tendo devolvido os recursos desviados para a Cia. e proposto a assinatura de um termo de compromisso com o regulador. Tal acordo, ainda que possa ser visto como uma solução definitiva do caso na esfera administrativa, não eliminou enormes danos à imagem do conselheiro e principalmente da empresa.

Não havendo por parte da CVM uma avaliação formal sobre o tema utilizo a definição formulada pela Comissão de Constituição, Justiça e Cidadania (CCJ) do Senado Federal,


em sessão realizada em 1999, para fundamentar o presente pedido:

*"Considera-se detentor de reputação ilibada o candidato que desfruta, no âmbito da sociedade, de reconhecida idoneidade moral, que é a qualidade da pessoa íntegra, sem mancha, incorrupta" (Fonte: Agência Senado – disponível no link*

*<https://www12.senado.leg.br/noticias/materias/1999/09/29/reputacao-ilibada-e-a-qualidade-da-pessoa-integra-define-ccj>)*

Assim, registrando não haver da minha parte qualquer tipo de restrição aos demais nomes indicados e reconhecendo a qualidade diferenciada dos candidatos classificados como independentes na chapa apresentada pelo grupo "Bloco de Controle e Votorantim", peço a avaliação dos demais acionistas ao presente pedido de impugnação.

Rio de Janeiro (RJ), 25/4/2025.

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Renato Sobral Pires Chaves

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## Declaração de voto – remuneração do conselho fiscal

Quanto à matéria “**Deliberar sobre a remuneração individual para os membros do Conselho Fiscal para o novo mandato, de acordo com a proposta da Administração**” manifesto contrariamente à proposta de pagamento do mínimo legal (10% da remuneração média dos diretores) por avaliar que a complexidade da operação exige dos conselheiros fiscais uma grande dedicação, sendo razoável se pensar em uma remuneração de 15% da remuneração média dos diretores.

Rio de Janeiro (RJ), 25/4/2025.

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