B3 S.A. – BRASIL, BOLSA, BALCÃO
PUBLICLY-HELD COMPANY
CNPJ No. 09.346.601/0001-25
NIRE 35.300.351.452

MINUTES OF THE ORDINARY MEETING OF THE BOARD OF DIRECTORS HELD ON DECEMBER 7, 2023

1. Date, Time and Place: On December 7, 2023, at 12:30 p.m., at the branch of B3 S.A. – Brasil, Bolsa, Balcão ("B3" or "Company"), located in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 1.663, 2nd floor, simultaneously held via videoconference.

2. Attendance: Mr./Ms. Antonio Carlos Quintella - Chairman, Ana Dolores Moura Carneiro de Novaes, Caio Ibrahim David, Claudia de Souza Ferris, Claudia Farkouh Prado, Cristina Anne Betts, Florian Bartunek, Guilherme Affonso Ferreira, Mauricio Machado de Minas, Pedro Paulo Giubbina Lorenzini e Rodrigo Guedes Xavier – Directors.

3. Presiding Board: Mr. Antonio Carlos Quintella – Chairman; and Ms. Iael Lukower – Secretary.

4. Discussions were held by the Board of Directors, having authorized the drawing up of these minutes in summary form:

4.1. Considering the expiration of the current share buyback program on February 29, 2024, to approve, by unanimous vote of those present, a new share buyback program issued by the Company itself, effective from March 1, 2024 to February 28, 2025, to be held in treasury or cancelled, subject to the provisions of CVM Resolution No. 77 ("Share Buyback Program"), whose conditions are specified in Exhibit I to these minutes for the purposes of disclosing the information indicated in Exhibit G of CVM Resolution No. 80/22.

4.2. Approve, by unanimous vote of those present, the attainment of derivatives involving up to 12 million shares issued by the Company, pursuant to the Insider Trading Policy, in order to protect against financial exposure arising from the variation in the price of the Company's shares within the scope of its stock grant plan, pursuant to the conditions described in Exhibit II to these minutes, in accordance with the information required by CVM Resolutions Nos. 77 and 80, and the contracts may provide for the exchange of bilateral guarantees.

4.3. Approve, by unanimous vote of those present, the cancellation of 172.5 million shares currently held in treasury, acquired in accordance with the Company's repurchase programs previously approved by the Board of Directors. Accordingly, after the aforementioned cancellation of shares, the Company's capital stock shall be divided into 5,646,500,000 shares.

4.4. Approve, by unanimous vote of those present, the guidelines to be disclosed to the market for the 2024 fiscal year, as described below: (i) adjusted expenses: R$ 2,140 million to R$ 2,320 million; (ii) revenue-linked expenses: R$260 million to R$ 340 million; (iii) capex: R$ 200 million to R$ 280 million; (iv) depreciation and amortization: R$ 570 million to R$ 630 million; (v) payout: distribution of 90% to 120% of net income to shareholders; and (vi) financial leverage: up to 2x the recurring EBITDA of the last twelve months.

4.5. Election of member of the Audit Committee: In line with the recommendation from the Governance and Nomination Committee, the Board of Directors unanimously elected, Ms. Maria Luiza Lage de Mattos Levi as external member the Audit Committee, for a term of 2 years from February 1, 2024.

> **4.5.1.** In view of the above resolutions, the composition of the Audit Committee was ratified as follows: (a) Mr. Rogério Calderón, as Coordinator, financial expert and external member; (b) Ms. Ana Dolores Moura Carneiro de Novaes, Claudia de Souza Ferris, Cristina Anne Betts, as Independent and Unbounded Directors; and (c) Mr. Carlos Alberto Rebello Sobrinho and Ms. Maria Luiza Lage de Mattos Levi, as external members.

4.6. Accept, in line with the recommendation from the Governance and Nomination Committee, Mr. Cicero Vieira Neto's request for temporary absence from the position of external member of Risks and Finance Committee, with effects between December 1, 2023 and February 29, 2024, renouncing all rights inherent to the position, including the remuneration received and that absences from meetings not be counted for the purposes of possible reappointment.

5. Adjournment: There being no further business to discuss, these minutes were drawn up for the approval and signing by all Directors present. São Paulo, December 7, 2023. (sgd) Ana Dolores Moura Carneiro de Novaes, Antonio Carlos Quintella, Caio Ibrahim David, Claudia de Souza Ferris, Claudia Farkouh Prado, Cristina Anne Betts, Florian Bartunek, Guilherme Affonso Ferreira, Mauricio Machado de Minas, Pedro Paulo Giubbina Lorenzini e Rodrigo Guedes Xavier.

This is a true copy of the minutes that make up the proper book.

Antonio Carlos Quintella
Chairman

EXHIBIT I

NOTICE ON THE APPROVAL OF TRADING OF OWN SHARES (pursuant to EXHIBIT G TO CVM RESOLUTION No. 80, DATED MARCH 29, 2022, AS AMENDED BY CVM RESOLUTION No. 168/22)

1. **Justify in detail the objective and the expected economic effects of the transaction:**
   The purchase of shares issued by the Company has the following main objectives:
   (i) be an additional way of distribution of the Company's cash generation to shareholders, in addition to the payment of proceeds in the form of dividends and interest on equity;
   (ii) seek to promote the creation of value for shareholders through an adequate capital structure combined with the growth of earnings and proceeds per share (iii) allow the delivery of shares to the employees and managers of the Company and its subsidiaries within the scope of long-term incentive plans.

   The purchase of shares issued by the Company may generate the following economic effects:

   For shareholders: (i) higher return on dividends/interest on equity (IoE), since the shares acquired by the Company are withdrawn from the market and the payment of proceeds is distributed to a smaller number of shares; and (ii) increase in the equity interest of shareholders if shares are canceled.

   For the Company: (i) an alternative instrument for distribution of the Company's cash generation; and (ii) optimization of the use of available funds. In the event of buyback of the total number of shares in this program, the financial amount used should not generate relevant accounting effects on the Company's results.

2. **Inform the number of shares (i) outstanding and (ii) already held in treasury;**
   (i) In November 28, 2023 the number of shares outstanding in the market, in accordance with the definition given by article 1, Sole paragraph of CVM Resolution No. 77: 5,602,178,132 and (ii) treasury shares: 34,203,288, already considering the cancellation of shares approved on this date.

3. **Inform the number of shares that may be acquired or sold:**
   The Company may buy back up to two hundred and thirty million (230,000,000) common shares.

4. **Describe the main characteristics of the derivative instruments that the company may use, if any:**

Not applicable.

5. **Describe, if any, any agreements or voting guidelines existing between the company and the counterparty of the transactions:**
   Not applicable.

6. **In the event of transactions carried out outside organized securities markets, please inform: a. the maximum (minimum) price at which the shares will be acquired (disposed of); and b. if applicable, the reasons that justify carrying out the transaction at prices more than ten percent (10%) higher, in the case of acquisition, or more ten percent (than 10%) lower, in the case of sale, to the average quotation, weighted by volume, in the ten (10) previous trading sessions:**
   Not applicable.

7. **Inform, if any, the impacts that the trading will have on the composition of the controlling interest or the administrative structure of the company:**
   The Company does not estimate the impact of trading on the shareholding structure or on its administrative structure.

8. **Identify the counterparties, if known, and, in the case of a party related to the company, as defined by the accounting rules that deal with this matter, also provide the information required by Article 9 of CVM Resolution No. 81, of March 29, 2022:**
   Not applicable.

9. **Indicate the use of the funds earned, if applicable:**
   The shares acquired under the Share Buyback Program will be canceled or used to carry out the Company's Stock Grant Plan, or other plans approved by the Company's Shareholders' Meeting.

10. **Indicate the maximum period for the settlement of authorized transactions:**
    The maximum period for the purchase of the Company's shares under the new Share Buyback Program will be 365 calendar days, as of March 1, 2024, the final term being February 28, 2025, and the Finance, Administration and Investor Relations Executive Board shall be responsible for setting the dates on which the buyback will be effectively carried out.

11. **Identify institutions that will act as intermediaries, if any:**
    Financial institutions that will act as intermediaries:

1. BTG Pactual CTVM S.A., with address at Avenida Brigadeiro Faria Lima, 3.477 – 14th floor, São Paulo – SP;

2. Genial Institucional CTVM S.A., com endereço na Avenida Brigadeiro Faria Lima, 3.400 – conj. 92, São Paulo – SP

3. Goldman Sachs do Brasil CTVM S.A., with address at Rua Leopoldo Couto de Magalhães Júnior, 700 – 16th floor, São Paulo – SP;

4. Ideal Corretora de Títulos e Valores Mobiliários S.A., com endereço na Avenida Brigadeiro Faria Lima 4221, 6º andar, conjunto 62, São Paulo - SP

5. Itaú CV S.A., with address at Avenida Brigadeiro Faria Lima, 3.500 – 7th floor, São Paulo – SP;

6. JP Morgan CCVM S.A., with address at Avenida Brigadeiro Faria Lima, 3.729 – 13th floor, São Paulo – SP;

7. Merril Lynch S.A. CTVM, with address at Avenida Brigadeiro Faria Lima, 3.400 – Suite 161, São Paulo – SP;

8. Morgan Stanley CTVM S.A., with address at Avenida Brigadeiro Faria Lima, 3.600 – 6th floor, São Paulo – SP;

9. UBS Brasil CCTVM S.A., with address at Avenida Brigadeiro Faria Lima, 3.729 – 7th floor, São Paulo – SP; and

10. XP Investimentos CCTVM S.A., with address at Avenida Afrânio de Melo Franco, 290, suite 708, Rio de Janeiro – RJ.

12. Specify the resources available to be used, pursuant to Art. 8, paragraph 1, of CVM Resolution No. 77, of March 29, 2022;
According to the Company's most recent financial information, which refers to the accounting period ended September 30, 2023, the Company had capital reserves in the amount of R$ 4.4 billion and income reserves in the amount of R$ 3.7 billion.

13. Specify the reasons why the members of the board of directors feel comfortable that the buyback of shares will not affect the fulfillment of obligations assumed with creditors or the payment of mandatory, fixed or minimum dividends:
The members of the Board of Directors understand that the Company's current financial situation is compatible with the possible performance of the Share Buyback Program under the approved conditions, with no impact on the fulfillment of obligations assumed with creditors or the payment of minimum mandatory dividends. This conclusion results from the assessment of the potential financial amount to be used in the Share Buyback Program when compared to (i) the level of

obligations assumed with creditors; (ii) the unrestricted amount available in cash, cash equivalents and financial investments of the Company; and (iii) expected cash generation of the Company throughout the 2024 fiscal year.

EXHIBIT II

NOTICE ON THE APPROVAL OF TRADING OF OWN SHARES (pursuant to EXHIBIT G TO CVM RESOLUTION No. 80, DATED MARCH 29, 2022, AS AMENDED BY CVM RESOLUTION No. 168/22)

1. **Justify in detail the objective and the expected economic effects of the transaction:**
   The Company has share-based compensation plans, which allow managers or employees of the Company and its direct or indirect subsidiaries, subject to certain conditions, to receive compensation in shares issued by the Company. The (direct and indirect) payroll charges levied on this compensation are subject to fluctuations in share prices and affect the Company's results. Through the equity swap transaction approved herein, the Company will receive the price variation related to the shares issued by it, thus reducing the effects for the Company of fluctuations in the share price on the expenses arising from the payroll charges to be paid and price fluctuations related to share-based compensation.

2. **Inform the number of shares (i) outstanding and (ii) already held in treasury:**
   (i) The number of shares outstanding in the market, in accordance with the definition given by article 1, Sole paragraph of CVM Resolution No. 77: 5,602,178,132 and (ii) treasury shares: 34,203,288, already considering the cancellation of shares approved on this date.

3. **Inform the number of shares that may be acquired or sold:**
   As this is a transaction involving equity swap, with exclusively financial settlement, there will be no purchase or sale of shares by the Company. However, the contracts may represent an exposure equivalent to up to 12 million common shares.

4. **Describe the main characteristics of the derivative instruments that the company may come to use it, if any:**
   The instrument to be used (equity swap) allows the Company to receive the price variation of its shares traded on the stock exchange (long) plus the proceeds and pay a percentage of the CDI, plus a fixed rate or a fixed rate (short), during the term of the respective contract, as the case may be. The contracts will be traded on the over-the-counter market and will be settled in cash. The instruments may contain a prepayment/reset clause in order to preserve the protection until the original maturity of the instruments. The instruments may provide for the need for collateralization of the net exposures arising from these contracts above a certain level.

5. **Describe, if any, any voting agreements or guidelines in place between the company and the counterparty of the transactions:**
   Not applicable.

6. **In the event of transactions carried out outside organized securities markets, inform: a. the maximum (minimum) price at which the shares will be acquired (sold); and b. if applicable, the reasons that justify the transaction at prices more than ten percent (10%) higher, in the case of purchase, or more than ten percent (10%) lower, in the case of sale, than the average price, weighted by volume, in the ten (10) previous trading sessions:**
   Payments made or received by the Company will be calculated based on the variation in the share price between certain periods, and the reference price of shares in the effective date of each of these periods will not be more than 10% higher or more than 10% lower than the average price, weighted by volume, in the 10 previous trading sessions.

7. **Inform, if any, the impacts that the trading will have on the composition of the controlling interest or the administrative structure of the company:**
   The transaction will have no impact on the composition of the Company's controlling interest or administrative structure.

8. **Identify the counterparties, if known, and, in the case of a party related to the company, as defined by the accounting rules dealing with this matter, also provide the information required by Art. 9 of CVM Resolution No. 81 of March 29, 2022:**
   The counterparties of the equity swap transaction will be defined by the Financial, Management and Investor Relations Executive Board of the Company, but they will not be parties related to the Company.

9. **Indicate the use of the funds earned, if applicable:**
   Due to the nature of the transaction, it is not possible to define in advance whether the Company will earn funds. Should this occur, the funds earned will be added to the Company's general funds and may be used to pay the aforementioned payroll charges.

10. **Indicate the maximum period for the settlement of authorized transactions:**
    The settlement of approved equity swap transactions will take place within a maximum period of 18 months from the date of contract.

11. **Identify institutions that will act as intermediaries, if any:**
    Not applicable.

12. **Specify the resources available to be used, pursuant to Art. 8, paragraph 1, of CVM Resolution No. 77, of March 29, 2022.**
    Not applicable, as equity swap transactions will not be entered into with physical settlement provision.

13. **Specify the reasons why the members of the board of directors feel comfortable that the buyback of shares will not affect the fulfillment of obligations assumed with creditors or the payment of mandatory, fixed or minimum dividends:**
    The members of the Board of Directors understand that the Company's current financial situation is compatible with taking out equity swap transactions under the approved conditions and are comfortable that the transaction will not affect the Company's compliance with the obligations assumed with creditors or the payment of mandatory dividends calculated in accordance with the Law and approved by the Shareholders' Meeting.

    The purpose of the transaction is to provide coverage of the Company's exposure to the price of its own shares, thus reducing the effects for the Company of fluctuations in the share price on expenses arising from payroll charges levied on share-based compensation.