

POLICY ON RELATED PARTY TRANSACTIONS AND OTHER POTENTIAL CONFLICTS OF INTEREST

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1 PURPOSE

The purpose of this Policy is to set out rules to ensure that all decisions involving transactions carried out by B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) and its related parties, and other situations involving potential conflicts of interest be taken in B3’s interest, in compliance with the applicable legislation and regulations.

2 SCOPE

This Policy applies to all administrators, employees, interns, suppliers, service providers and partners of B3 and, as applicable, its subsidiaries in Brazil and abroad.

3 REFERENCES

- The Company’s Bylaws;
- The Company’s Code of Conduct and Ethics;
- The Company’s Audit Committee Internal Regulation;
- The Company’s Purchasing of Goods and Services Policy;
- Accounting Pronouncements Committee (CPC) – CPC Technical Pronouncement 5 (R1) – Related Party Disclosure and CPC Technical Pronouncement 18 (R2) – Investment in Affiliates, Subsidiaries and Joint Ventures;
- Brazilian Securities and Exchange Commission (CVM) Resolution 94/2022;
- CVM Resolution 80/2022;
- Law 6404/1976 (Corporate Law);
- Novo Mercado Listing Rules; and
- Brazilian Corporate Governance Code – Listed companies.

4 CONCEPTS

4.1 Related party transactions

The CPC Technical Pronouncement 5 (R1), or CPC 05, as amended, which was approved by CVM Resolution 94, dated May 23, 2022, defines related party transactions as “transfers of funds, services or obligations between a reporting entity and a related party, regardless of whether a consideration is paid.”

The following are examples of the most common related party transactions:

- Purchase or sale of products and services;
- Loans or advances;
- Agenting or licensing;
- Surety, endorsement and any other guarantees;
- Transfers of research and technology;
- Sharing of infrastructure or structure; and
- Sponsorships and donations.

4.1.1 Related parties

According to CPC 05, individuals or legal entities related to the Company are considered related parties.

4.1.1.1 Related parties – Individuals

An individual is deemed to be related to the Company when he or she, or a close relative:

- (a) Has sole or shared control of the Company;
- (b) Has a significant influence over the Company; or

- (c) Is a significantly influential staff member of the Company's management or of the management of its parent company, significantly influential staff members of management meaning those who have authority and responsibility for the planning, direction and control of the Company's activities, either directly or indirectly (Significantly Influential Persons).

For the purposes of this Policy, each of the members of the Board of Directors and of the Advisory Committees to the Board of Directors, the Chief Executive Officer, other Chief Officers and officers appointed pursuant to the Company's Bylaws are considered Significantly Influential Persons in the Company's management.

Also for the purposes of this Policy, the term Close Relatives means family members of Significantly Influential Persons who can be expected to influence or be influenced by any such person in transactions with the Company, including (i) the person's spouse or partner and children; (ii) the children of the person's spouse or partner; and (iii) the person's dependents and the dependents of the person's spouse or partner.

4.1.1.2 Related parties – Legal entities

A legal entity is deemed to be related to the Company when this entity:

- (a) (i) controls the Company; (ii) is controlled by the Company; (iii) is under the same control as the Company, whether common or joint control (in a joint venture); or (iv) has significant influence over the Company;
- (b) (i) is an affiliate of the Company or (ii) is an affiliate of a third legal entity that is under the same joint control (in a joint venture) as the Company;
- (c) Is related to a Significantly Influential Person or a Close Relative, as follows: (i) if the entity is fully or jointly controlled (together with individuals and/or legal entities) by such Significantly Influential Person or Close

Relative; or (ii) if the voting power of the legal entity lies, directly or indirectly, with one of the individuals referred to in this paragraph;

- (d) Is a person identified under paragraph 3.1.1.2(a) as a Significantly Influential Person of the legal entity; or
- (e) Is a post-employment benefit plan whose beneficiaries are the Company's employees and the employees of the legal entity, or of any other legal entity related to the Company.

In line with the provisions of CPC 05, within the scope of this Policy, a legal entity is not a Related Party of the Company simply because a Significantly Influential Person (or a Close Relative), or any of its subsidiaries or affiliates, exercises significant influence over such entity, i.e., is a director of such entity. Even so, in these cases, the Significantly Influential Person should not participate in discussions about the transaction considering potential conflicts of interest, under the provision of Clause 5.1.2 of this Policy.

For the purposes of this Policy, the terms “subsidiary”, “affiliate” and “significantly influential person” have their definitions established by accounting rules.

4.2 Situations involving potential conflicts of interest

Potential conflicts of interest arise when a person is involved in a decision-making process in which his or her independence from the matter under discussion can be compromised by the fact that: (i) he or she has the power to influence the decision to be taken and, at the same time, (ii) his or her decision is motivated by a personal interest, even if this personal interest is aligned with the Company's interests.

Potential conflicts of interest also arise when a person involved in a decision-making process can obtain a personal gain from the decision to be taken, or a gain to a Close Relative, as defined herein, or even to a third party to whom the person is related.

4.3 Market Conditions

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Market Conditions are those to which the following principles apply during negotiations: (i) competitiveness (service prices and conditions in line with market practices); (ii) conformity (compliance by the services provided with the contractual terms and responsibilities adopted by the Company, as well as adequate information security controls); (iii) transparency (appropriate reporting and implementation of the agreed conditions and their reflections in the Company's financial statements); and (iv) equity (implementation of mechanisms that prevent discrimination or privilege and the use of insider information or business opportunities for personal benefit or for the benefit of a third party).

For transactions between two parties located in different countries and jurisdictions, market value formation must also take into account the transfer pricing and taxation rules applicable to each of the jurisdictions of the related parties involved in negotiation.

4.4 Significant Amount

An amount equal to or in excess of one-tenth of one per cent (0.1%) of the Company's net worth, calculated at the end of the immediately preceding fiscal year, resulting from a single transaction or a series of successive transactions with the same purpose.

Specifically in relation to transactions involving financial operations of loans and bank loans between B3 and its subsidiaries, and assignment of usufruct between B3 and the entities in which it acts as a sponsor, the Significant Amount corresponds to the value equal to or greater than 1% (one percent) of the Company's net equity, defined at the end of the immediately preceding fiscal year, arising from a single transaction or a series of successive transactions with the same purpose.

5 GUIDELINES

5.1 Transactions with related parties or transactions with potential conflicts of interest

When transactions are negotiated and carried out between B3 and its related parties or when a potential conflict of interest is identified involving a Significantly Influential Person, the applicable principles and procedures are the same as

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those that govern the Company's arm's length negotiations with independent parties.

Through the procedures established in this Policy, the Company seeks to ensure that all decisions that may give rise to a personal benefit for any Significantly Influential Person, Close Relative, both as defined in the previous section, legal entities or people related to them be made with complete fairness and aligned with the Company's interests.

5.1.1 Completion of related party transactions or transactions with potential conflicts of interest

Completion of all transactions between B3 and its related parties or of transactions where potential conflicts of interest involving Significantly Influential Persons, and/or Close Relative are identified shall meet the following criteria:

- (a) Bases of transactions under Market Conditions, as defined above;
- (b) Description of transaction terms; and
- (c) Compliance with the Company's Purchasing Rules, where applicable.

5.1.2 Assessment of transactions between B3 and its related parties involving potential conflicts of interest

The Supplier Management and Service Center, as well as Accounting and Tax, within the scope of their duties, review all proposed transactions in advance of their submission to the Department of Finance and, where applicable, to the Finance, Corporate and Investor Relations Department, issuing an opinion on each proposal, including an assessment of market alternatives for the relevant transaction, considering the risk factors involved.

In situations involving potential conflicts of interest, the Supplier Management and Service Center will contact the Governance Department to gather additional information and carry out complementary assessments.

Transactions will be approved as described below:

- (a) Up to BRL5,000,000.00 (five million Brazilian Reals): to be approved by the

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Department of Finance;

(b) Above BRL5,000,000.00 (five million Brazilian Reals) up to the Significant Amount: to be approved by the Finance, Corporate and Investor Relations Department;

(c) Above the Significant Amount: to be submitted to the Board of Directors for approval, after decision by the Executive Board;

(d) Regardless of the amount involved, the transaction shall be submitted directly for decision by the Board of Directors, in cases where:

it involves, on the one hand, the Company and, on the other, a Significantly Influential Person or a Close Relative, or an entity related to the Significantly Influential Person or a Close Relative pursuant to Item 4.1.12(c); or

the majority of the members of the Board of Directors are in a situation of potential conflicts of interest.

In the event that the Department of Finance and/or the Finance, Corporate and Investor Relations Department are considered to be a related party or declare themselves to be in a situation of potential conflicts of interest, the respective Department (or both, as the case may be) must refrain from issuing an opinion on the transaction and submit it directly for decision by the Executive Board, respecting the powers established herein.

Any such transactions shall be approved by the Executive Board or Board of Directors only if an absolute majority of their members, excluding the related parties involved, vote in favor thereof. The provisions under subsection 5.4 of this Policy shall apply to all decisions.

5.1.3 Identification of related parties and conflicts of interest

Each Significantly Influential Person must complete the registration form with information for assessing transactions with related parties and other situations of potential conflicts of interest, including information about their Close Relatives, which will be sent to them by the Legal Department, and update it periodically with the Legal Department, besides indicating any transactions which they are

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aware of involving related parties.

The Significantly Influential Person must immediately inform the Legal Department, and update the registration form, whenever there is any change in the information previously submitted.

5.2 Prohibited transactions

Transactions between B3 and its related parties are prohibited in the following situations:

- a) Transactions carried out under conditions other than those stipulated under Market Conditions;
- b) Loans to a Significantly Influential Person and/or a Close Relative and/or an entity related to a Significantly Influential Person or Close Relative pursuant to item 4.1.12 herein;
- c) Transactions involving activities performed outside the Company's regular course of business, thus understood as those activities that are not usual or performed in a consistent way for Company's business, such as ownership interest buyout, combination of assets, selling of fixed assets, and
- d) Transactions involving service contracting stipulating a compensation clause that generates a conflict of interest with the Company, its administrators, shareholders or classes of shareholders.

5.3 Exceptions

Without prejudice to the observance of specific rules established in specific internal regulations, as applicable, the following transactions between B3 and its related parties or with a potential conflict of interest are considered to be exceptions to the approval rules set forth herein:

- (a) Advances of compensation to Significantly Influential Persons in any form, such as bonuses, stock-based compensation programs or other forms of compensation, which must be previously approved by the Personnel and Compensation Committee; and
- (b) Operational transactions between B3 and its subsidiaries comprising the Company's routine activities such as: (i) rediscount transactions; (ii) provision of guarantees for its subsidiaries with financial institutions for contracting financial transactions in compliance with applicable internal policies; (iii) financial transfers in amounts provided for in the annual budget approved by the Board of Directors; and (iv) space use assignment agreement;
- (c) Distribution of dividends and/or payment of interest on equity; and
- (d) Sponsorships and donations made between B3 and its subsidiaries or affiliates, which shall follow the provisions of the B3 Sponsorship and Donation Policy.

Transactions under item (b) above involving affiliates or controlled companies in which a Significantly Influential Person of the Company or Close Relative holds a stake in its share capital must be submitted for decision by the Board of Directors pursuant to Clause 5.1.2 herein.

5.4 Decisions involving related parties or other potential conflicts of interest

Significantly Influential Persons in the Company's management must promptly disclose their positions whenever they identify the possibility of participating in a

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decision-making process concerning a matter in which they can be characterized as a related party or are in a potential conflict of interest, under the terms described in this Policy. In addition, they must recuse themselves from all discussions and voting on the matter.

Disclosure by Significantly Influential Persons of their possible characterization as related party or potential conflicts of interest and their subsequent recusal must be included in the minutes for the relevant meeting.

However, they can participate in some discussions, in order to provide more information on the transaction and parties involved, if so requested by the Chairman of the Board of Directors or by the Chief Executive Officer, as the case may be, but they must abstain from the voting process.

If a Significantly Influential Person in the Company's management fails to disclose a potential conflict of interest, any other person may do so on finding out about it and/or identifying it, pursuant to this Policy.

The failure of a Significantly Influential Person in the Company's management to voluntarily disclose is considered a violation of this Policy and will be submitted to the Board of Directors when identified or appointed by a third party, being subject to potential sanctions. Similarly, the conflicted Significantly Influential Person shall abstain from the relevant discussions and from voting on the decision regarding the application of sanctions to the cases involving the Significantly Influential Person.

In case the Significantly Influential Person is a member of the Board of Executive Officers, it will be up to the Executive Board to discuss the case and submit a proposed course of action, including any sanction to be resolved on, to the Board of Directors. If the Significantly Influential Person is the Chief Executive Officer, a member of any of the Advisory Committees to the Board of Directors, or a Board Member, the Corporate Governance and Nomination Committee shall discuss the case and submit the proposed course of action, including any sanction to be resolved on, to the Board of Directors.

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5.5 Disclosure

Disclosure of related party transactions must be made in accordance with the provisions of the regulations in force. The information disclosed in the footnotes of the Company's financial statements must follow the applicable accounting principles.

6 RESPONSIBILITIES

6.1 Board of Directors

- Approves transactions in accordance with the powers established in item 5.1.2 herein.
- Approves this Policy, as recommended by the Audit Committee and the Corporate Governance and Nomination Committee.

6.2 Audit Committee

- Assesses and monitors, together with the Company's management and internal audit area, the adequacy of transactions with related parties executed by the Company and their respective disclosures.

6.3 Executive Board

- Approves transactions in accordance with the powers established in item 5.1.2 herein.

6.4 Finance, Corporate and Investor Relations Department

- Approves transactions in accordance with the powers established in item 5.1.2 herein.
- Report to the Audit Committee on a quarterly basis all transactions with related parties executed during the period.

6.5 Legal Department

- Provides support to the Managing Areas in the process of approving transactions with the competent governance bodies. Supports the People Department in identifying Significantly Influential Persons and their Close Relatives.
- Keep up to date the list of Significantly Influential Persons and their Close Relatives and their respective registration information with the support of Compliance.

6.6 People Department

- Keeps up to date and available a database with the names of Significantly Influential Persons in the Company's management and their respective Close Relatives, for use by the Finance Department in identifying any suppliers that might be related parties or have related parties on their staff.

6.7 Finance Department

- Establishes a routine for identifying and reporting on suppliers whose staff may include Significantly Influential Persons in the Company's management or Close Relatives, using the database maintained by the People Department.
- Analyzes transactions in advance and issues an opinion on the operation to be contracted, including an assessment of market alternatives for the relevant transaction, considering the risk factors involved.
- Approves transactions in accordance with the powers established in item 5.1.2 herein. Prepares detailed footnotes to financial statements, in accordance with the applicable accounting principles, on transactions between the Company and related parties for the purpose of disclosure to external stakeholders.

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6.8 Investor Relations

- Discloses to CVM and the market, under the terms established by the regulations in force, any related party transaction or set of related party transactions, as applicable.

6.9 Governance Department

- In situations involving potential conflicts of interest, gathers additional information and performs complementary assessments.

6.10 Managing Areas

- Ensure that related party transactions or transactions with potential conflicts of interest, within the scope of the relevant area's activities, be treated in compliance with this Policy.

7 FINAL PROVISIONS

The above provisions are applicable with immediate effect to all of the Company, as of the publication of this Policy.

8 CHANGE LOG

Validity: As of September 26, 2024.

1st version: February 13, 2014.

Areas responsible for this document:

Responsible for	Area
Drafting	Finance Department
Revision	Legal Department Governance, Integrated Management and Cybersecurity Department

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	Corporate Governance and Nomination Committee
Approval	Board of Directors

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Updates:

Version	Changed section	Reason	Date
1	First version	NA	February 13, 2014
2	Concepts Guidelines Responsibilities	Inclusion of provision for potential conflicts of interest Inclusion of rules for transactions with potential conflicts of interest Inclusion of provision for all related party transactions or transactions with potential conflicts of interest to be approved by the Company's Executive Board in a collegiate decision-making process, with related party transactions involving a Significant Amount also submitted to approval by the Board of Directors Inclusion of Investor Relations Department's responsibilities	May 12, 2017
3	Scope and formatting	Exclusion of affiliates from Scope	August 11, 2017
4	Scope Concepts Guidelines Responsibilities	New template for the Scope Update and improvement of wording of Concepts for Related Parties and potential conflicts of interest Inclusion of provision for transactions between parties located in different countries and jurisdictions Replacement of one-year period with "at the end of the immediately preceding fiscal year" Improvement of wording to (i) provide a clearer and broader content to item 5.3.2 of the Report on the Brazilian Corporate Governance Code; and (ii) anticipate procedures regarding conflicts of interest (ii.a) by the CFO, (ii.b) the EB majority and (ii.c) at shareholders' meetings Update of area nomenclature	December 11, 2020
5	Exceptions	Change of scope for submission and decision on the proposal for sanction in the event of non-compliance with the Policy	December 13, 2021
6	Guidelines Powers Exceptions Responsibilities	Change of approval powers of Related Parties and Conflicts of Interest. Addition of exception cases to item 5.3. Inclusion of the Legal Department's responsibilities	September, 26 2024