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|  | VAMOS LOCAÇÃO DE CAMINHÕES, MÁQUINAS E EQUIPAMENTOS S/A |
| | Policy on Related-Party Transactions and Other Situations of Conflict of Interest |

1. Purpose, application, and background

- 1.1. This Policy on Related-Party Transactions and Other Situations of Conflict of Interest ("Policy"), approved at the Board of Directors' Meeting, aims to ensure that all decisions, especially those related to third-party transactions and other situations of potential conflict of interest involving **VAMOS LOCAÇÃO DE CAMINHÕES, MÁQUINAS E EQUIPAMENTOS S.A.** ("Company") are taken considering the interests of the Company and its shareholders and carried out under Market Conditions (as defined below), ensuring the best corporate governance practices with due transparency.
- 1.2. This Policy applies to the Company and its subsidiaries and must be complied with by (i) the Company's shareholders and (ii) management and alternate members of the Company and its subsidiaries, as well as their respective spouses or partners, children, children of their spouses or partners, dependents, or the dependents of their spouses.
- 1.3. This Policy is based on (i) the corporate governance guidelines of the Company's Bylaws, as amended ("Bylaws"); (ii) the corporate governance guidelines of the Code of Conduct applicable to the entities part of the Company's economic group ("Code of Conduct"); (iii) Law 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law"); (iv) applicable standards issued by the Brazilian Securities and Exchange Commission ("CVM"); and (v) the Novo Mercado Corporate Governance Listing Regulation of B3 S.A. – Brasil, Bolsa, Balcão, as amended ("Regulation" and "B3", respectively).

2. The Related Parties

- 2.1. For the purposes of this Policy, according to Technical Pronouncement CPC 05 (R1), issued by the Accounting Pronouncements Committee and approved by CVM through CVM Resolution 642, of October 07, 2010, as amended ("Resolution 642"), today, "Related Parties" are individuals or legal entities related to the companies that are preparing their financial statements.

- (i) A person, or his/her close family member, is related to the Company if such person:
 - (a) has full or joint control of the Company;
 - (b) has significant influence over the Company; or
 - (c) is a member of the Key Management Personnel (as defined below) of the Company or its subsidiary.
- (ii) An entity is related to the Company if any of the following conditions below are met:
 - (a) the entity and the Company are members of the same economic group (which means that the parent company and each subsidiary are interrelated, as well as the entities under common control are related to each other);
 - (b) the entity is an affiliate or joint venture of another entity (or an affiliate or joint venture of an entity that is a member of an economic group of which the other entity is a member);
 - (c) both entities are jointly controlled (joint ventures) by a third entity;
 - (d) an entity is under joint control (joint venture) of a third entity and the other entity is an affiliate of this third entity;
 - (e) the entity is a post-employment benefit plan whose beneficiaries are the employees of both entities, the one that reports the information and the one that is related to that entity that reports the information. If the Company itself is a post-employment benefit plan, the employees who contribute to it will also be considered as related parties to the Company;
 - (f) the entity is controlled, fully or jointly, by a person identified on item (i) above;
 - (g) a person listed in letter (i) (a) who has significant influence over the entity or is a member of the Key Management Personnel of the Company or its subsidiary; and
 - (h) the entity, or any member of the group to which it belongs, provides Key Management Personnel services to the Company or the Company's parent company.

- 2.1.1 For the purposes of this Policy, the definition of Related Parties shall be automatically updated due to any change to applicable rules and standards.
- 2.2. For the purposes of this Policy, “Related-Party Transactions” are operations in which there is a transfer of resources, services, or obligations between Related Parties, regardless of a price being charged in return.
- 2.3. For the purposes of this Policy, “Market Conditions” are those that, during the negotiation, the following principles are complied with (i) competitiveness (service prices and conditions compatible with those of the market); (ii) compliance (adherence to the services rendered to the contractual terms and responsibilities practiced by the Company, as well as appropriate information security controls); (iii) transparency (appropriate reporting of the conditions agreed upon with due application, as well as their impacts on the Company’s financial statements); and (iv) equity (definition of mechanisms that prevent discrimination or privileges and practices that ensure that insider information or business opportunities will not be used to benefit individuals or third parties). In negotiating with Related Parties, the same principles and procedures that guide negotiations by the Company with independent parties must be complied with.
- 2.4. For the purposes of this Policy, “Key Management Personnel” are the persons who have authority and responsibility for the planning, guiding, and control of the entity’s activities, directly or indirectly, including any manager (executive officer or another) of this entity.
- 2.5. For the purposes of this Policy, “Related-Party Transactions outside the Normal Course of Business” are the Related-Party Transactions that do not directly aim at the performance of the activities that are part of the Company’s business purpose.
- 2.6. When considering each of the possible relationships provided for in this item 2, attention must be directed to the essence of the relationship not merely to its legal form. Accordingly, for the purposes of this Policy, the following are not considered Related Parties:
- (i) two entities for simply having a manager or another member of the Key Management Personnel in common, or because a member of the Key Management Personnel of the entity has significant influence over the other entity;
 - (ii) two joint entrepreneurs for simply sharing the control of a joint venture;

- (iii) (a) entities that grant financing, (b) unions, (c) entities providing public services, and (d) State departments and agencies that do not control, fully or jointly, or have a significant influence on the Company, simply because of their regular business with the entity (even if they may affect the freedom of action of the entity or participate in its decision-making process); and
- (iv) customer, supplier, franchisee, concessionaire, distributor, or general agent with which the entity has a significant volume of business, simply because of the resulting economic dependence.

3. The situations of conflict of interest and voting restriction

- 3.1. In the case of the Company, potential conflicts of interest are those in which the personal objectives of the decision-makers, for any reason, may not be aligned with the objectives of the Company in specific matters.
- 3.2. Considering the potential conflict of interest in these situations, the Company seeks to ensure that all decisions that may provide a private benefit to any of its shareholders, managers, family members, entities, or persons related to them, are totally transparent, respecting the interest of the Company.
- 3.3. In situations where Related-Party Transactions require approval under this Policy, the person involved in the approval process who has a potential conflict of interest regarding the recommendation or decision to be made must declare to be impeded, explaining his/her involvement in the transaction, and if requested, provide details on the transaction and the parties involved. The impediment must be included in the minutes of the corporate body meeting that resolves on the transaction and said person shall withdraw from the discussions and resolutions.
- 3.4. If any person with a potential conflict of interest does not notify this conflict, any other body member who is aware of the situation may do so.
- 3.5. The lack of a voluntary notification of any decision-maker shall be considered a violation of the principles of good corporate governance principles and this Policy, and such behavior must be immediately informed to the Company's Board of Directors.

4. Identification of potential Related-Party Transactions

- 4.1. The Company's shareholders, management, and alternate members of the Company and its subsidiaries, as well as their respective spouses or partners, children, children of their spouses or partners, dependents, or the dependents of their spouses must inform the

Company's Legal Department on any transactions between them and the Company of which they are aware.

4.1.1. If the transaction informed, as above, is actually a Related-Party Transaction, based on a judgment by the Company's Legal Department, said transaction shall be submitted to the procedures of this Policy.

4.1.2. Whenever requested by the Company's Legal Department, the informed transactions must include necessary information for analysis of its eligibility as a Related-Party Transaction.

4.2. Upon receiving the information, the Company's Legal Department must inform the Company's Executive Board or Board of Directors, as applicable, about said transaction.

5. Procedures to enter into Related-Party Transactions

5.1. The Company, through its Executive Board and Board of Directors, as applicable, shall ensure that any Related-Party Transaction carried out by the Company be contractually formalized, according to the following criteria:

- (i) the transaction must comply with Market Conditions at the time of its approval;
- (ii) the terms of the transaction and the purpose of the business must be contractually included; and
- (iii) the conditions of this Policy must be fully complied with.

6. Rules and procedures to make decisions involving Related Parties or other potential conflicts of interest

6.1. The Company's Executive Board must classify Related-Party Transactions based on (i) the amount involved; and (ii) whether it is or not an operation conducted in the normal course of business to define the competent jurisdictions for analysis and approval of the transaction, under this Policy.

6.2. Any operation or group of operations in an amount exceeding the lowest of (i) fifty million reais (R\$50,000,000.00) or (ii) one percent (1%) of the Company's total assets ("Relevant Amount") involving the Company and any Related Party, must be previously approved by the Company's Board of Directors, under this Policy. The total asset value must be calculated based on the last consolidated financial statements disclosed by the Company.

6.2.1. The Company's Executive Board shall be responsible for classifying the Related-Party Transactions based on the amount involved.

6.2.2. All Related-Party Transactions that involve an amount lower than the Relevant Amount must be previously approved by the Company's Executive Board only.

6.2.2.1 The approval referred to in item 5.1 above shall be made based on a favorable vote of the independent members of the Company's Board of Directors, excluding any Related Parties involved.

6.3. Related-Party Transactions outside the Normal Course of Business shall be submitted to the Board of Directors, which will resolve on the matter based on the Bylaws.

6.4. The Company's Executive Board and Board of Directors, as applicable, depending on the amount involved in the Related-Party Transaction, shall have access to all the documents related to the respective Related-Party Transaction, as well as to any reports or technical opinions on the matter, to build their analysis and verify compliance with the principles of this Policy.

6.4.1. The Company's Executive Board and Board of Directors, as applicable, depending on the Related-Party Transaction, may define the content and format of the information considered necessary to resolve on a Related-Party Transaction, which will be made available together with the call notice of the meeting in which the transaction will be submitted for analysis.

6.5. When analyzing Related-Party Transactions, the Company's Executive Board and Board of Directors, as applicable, must verify whether such transactions will be carried out under commutative conditions and in compliance with Market Conditions. The following points must be observed in the analysis:

- (i) whether there are clear reasons that justify the Related-Party Transaction;
- (ii) whether the transaction is carried out under terms at least favorable for the Company as those generally available on the market or those offered by a third-party not related to the Company, under similar conditions;
- (iii) the results of the evaluations performed, or opinions issued by a specialized and independent company, if any;

- (iv) whether there was a competitive process for such contracting and its result;
 - (v) the pricing methodology used and other possible pricing alternatives of the transaction; and
 - (vi) compliance with the principles and rules of this Policy.
- 6.6. The Company's Executive Board and Board of Directors, as applicable, can only approve the Related-Party Transaction if they conclude that it will be carried out under similar conditions and in the best interest of the Company, allowing, at their sole discretion and under this Policy, condition the approval of the Related-Party Transaction to the changes deemed necessary.

7. Related-Party Transactions Prohibited

- 7.1. The following Related-Party Transactions are prohibited:
- (i) carried out under circumstances different from Market Conditions; and
 - (ii) direct granting of borrowings, loans, or guarantees (accommodation/suretyship):
 - (a) to management and members of the fiscal council or administrative boards, or statutory or non-statutory committees and their respective alternates, as well as to the spouses, partners, descendants, or descendants of their respective spouses or partners;
 - (b) to the relatives, up to the 2nd degree, of the persons mentioned above;
 - (c) to shareholders, individuals, or legal entities, of whose capital they hold more than five percent (5%), any Company manager and their respective alternates, as well as their spouses, partners, descendants, or descendants of their respective spouses or partners, and respective relatives up to the 2nd degree.
- 7.2. Management and employees are also prohibited from engaging in businesses of a private or personal nature that interfere or conflict with the Company's interests or result from the use of confidential information obtained as a result of the position or function held at the Company.

8. Disclosure Obligation

- 8.1. Under article 247 of Brazilian Corporation Law, CVM Instruction 480, of December 7, 2009, as amended ("CVM Instruction 480"), and Resolution 642, the Company is required

to disclose to the market the Related-Party Transactions that it carries out.

- 8.2. The disclosure shall (i) comply with the exceptions and conditions provided for in the applicable legislation, item 16 of the Company's reference form, and (ii) notes to the financial statements, respecting the regulatory terms and conditions, as applicable.
- 8.3. According to Exhibit 30-XXXIII of CVM Instruction 480, any Related-Party Transaction or group of Related-Party Transactions whose amount exceeds the lowest of (i) fifty million reais (R\$50,000,000.00) or (ii) one percent (1%) of the Company's total assets, must be informed to the CVM within seven (7) business days after its occurrence, according to CVM Instruction 480.

8.3.1 The total asset value must be calculated based on the last consolidated financial statements disclosed by the Company.

9. Update of this Policy

- 9.1. The Company's Board of Directors will update this Policy, when necessary, due to amendments to the Bylaws or Novo Mercado Regulation, or any law, regulation, or provision from CVM, B3, or any other regulatory entity, which changes the provisions listed here regarding the Company.

10. Effectiveness

- 10.1. This Policy comes into effect on the date of its approval and may only be modified by a resolution of the Company's Board of Directors. This Policy is available for consultation at www.ri.grupovamos.com.br, under "*Policy on Related-Party Transactions and Other Situations of Conflict of Interest*".

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