

## INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

### 1. PURPOSE

1.1. These Internal Regulations are intended to regulate the principles, the way of acting and the functioning of the Board of Directors, as well as the basic rules of its organization, the relationship between the Board of Directors and the other corporate and management bodies, in accordance with the provisions of the Bylaws and the legislation in force, with the aim of obtaining greater transparency, effectiveness and control in its management and supervision functions, representing the corporate interest.

### 2. TERMS AND DEFINITIONS

2.1. For the purposes of these Internal Regulations, the terms below shall be defined as follows:

- Senior Management means the Board of Directors, the Statutory Board of Officers and the Advisory Committees.
- General Meeting means the General Shareholders' Meeting of the Company.
- B3 means B3 S.A. - Brasil, Bolsa, Balcão.
- Committees or Advisory Committees mean the People Management and Governance Committee, the Investment, Finance and Risk Committee, the Audit Committee, and the other Advisory Committees created or established by the Board of Directors.
- Company or EcoRodovias means EcoRodovias Infraestrutura e Logística S.A.
- Board of Directors means the Company's board of directors.
- Directors means the members of the Board of Directors.
- CVM means the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*).
- CEO means the Chief Executive Officer of the Company.
- Statutory Board of Officers means the Company's statutory board of officers.
- Bylaws means the Company's bylaws
- Brazilian Corporate Law means Law No. 6,404 of December 15, 1976, as amended.
- Chairman or Chairman of the Board of Directors means the Chairman of the Board of Directors.
- New Market Regulation (*Regulamento do Novo Mercado*) means the Regulation for Issuer Listing and Admission to B3 Securities Trading.
- Internal Regulations means this Internal Regulations of the Board of Directors.
- Vice-Chairman or Vice-Chairman of the Board of Directors means the vice-chairman of the Board of Directors.

### 3. COMPOSITION AND TAKING THE OFFICE

3.1. The Board of Directors is a statutory body of collegiate resolution, composed of no less than 5 (five) up to a maximum of 10 (ten) full members, who may have their respective alternates, elected and removed by the General Meeting.

3.2. The members of the Board of Directors shall be invested in their respective positions upon signing the Term of Possession, drawn up in the Book of Minutes of Meetings of the Board of Directors, and shall include the declaration of clearance, which shall meet the same requirements set forth in Article 149, §2 of the Brazilian Corporate Law and contemplate its subjection to the arbitration clause referred to in the Bylaws, within the time limit of the law and compliance with other applicable legal requirements.

3.3. The Board of Directors shall have a Chairman and a Vice-Chairman, chosen by resolution of the majority of the Directors.

3.4. The positions of Chairman of the Board of Directors, Vice-Chairman and Chief Executive Officer or Chief Executive Officer of the Company may not be accumulated by the same person.

3.5. Among the members of the Board of Directors, at least two (2) members or 20% (twenty percent) of the members, which is greater, shall be independent directors, in accordance with the definition of the New Market Regulation, and the characterization of those appointed to the Board of Directors as independent directors shall be deliberated at the General Meeting that elects them, and is also considered as independent member(s) of the Board of Directors those elected upon the provision of the option provided for by the option of the article 141, §§ 4 and 5 of the Brazilian Corporate Law. When, as a result of compliance with the percentage mentioned herein, it results in a fractional number of directors, the Company shall round up to the integer immediately higher.

3.6. The Board of Directors shall include, in the management proposal referring to the General Meeting for the election of the Directors, its manifestation, including: (i) the adherence of each candidate to the position of member of the Board of Directors to the Policy of Appointment of Members of the Board of Directors, its Advisory Committees, the Statutory Board of Officers and the Fiscal Council of the Company; and (ii) in the appointment of an independent director, the reasons attesting to its framework in relation to the independence criteria, in the light of the provisions of the New Market Regulation and in the statement forwarded by the nominee.

#### **4. MANDATE, VACANCY AND LICENSE**

4.1. The members of the Board of Directors shall be elected or removed by the General Meeting, with a term of office of 02 (two) years, re-election being allowed.

4.2. In case of impediment or absence, the effective Director shall be replaced by the respective alternate, if any. In the event of the vacancy of an effective Director, by death or resignation, the respective alternate, if any, shall replace him/her until the end of the term of office, or his/her replacement may be appointed by the Directors until the first subsequent General Meeting. In both cases, the alternate will only occupy the position for the remainder of the term of office of the replaced member.

4.3. In case of impediment or absence of the Chairman of the Board of Directors, his/her duties shall be exercised by the Vice-Chairman of the Board of Directors. In case of impediment or absence of the Vice-Chairman of the Board of Directors, the other Directors shall choose, by majority, the Board Member who will perform this function.

4.4. The Chairman of the Board of Directors shall grant leave to the Directors, and the majority of the other Directors shall grant the license to the Chairman.

#### **5. DUTIES OF THE BOARD OF DIRECTORS**

5.1. The duties of the Board of Directors, in addition to those set forth in the Brazilian Corporate Law, are those provided for in Article 12 of the Bylaws.

5.2. In addition, the Board of Directors has the following duties:

- (i) To disseminate the Company's values, as established in the Code of Conduct, demonstrating its commitment to the Ethics Program - Integrity System (EP-IS);
- (ii) To monitor the development and effective implementation of the Ethics Program - Integrity System (EP-IS); and
- (iii) To approve the Company's Risk and Internal Controls Management Policy, monitor and supervise it.

5.3. The Board of Directors shall evaluate, in due course, any succession plan for the Chief Executive Officer and main members of the Senior Management.

#### **6. POWERS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

6.1. The Chairman of the Board of Directors shall be responsible, without prejudice to any other powers conferring on him/her by the Bylaws and legislation in force:

- (i) To establish the agenda of the meetings of the Board of Directors;
- (ii) To convene, install and chair the meetings of the Board of Directors;
- (iii) To guide the conduct of the regular exercise of the functions of the Board of Directors; and
- (iv) To convene the members of the Senior Management, employees, workers or advisors of the Company, who hold relevant information, to provide clarification, when necessary, on the matters subject to the agenda of the meetings of the Board of Directors.

## **7. ADVISORY COMMITTEES**

7.1. The Board of Directors, with the objective of better subsidizing its discussions and deliberations, may create or extinguish the Advisory Committees of the Board of Directors. These Advisory Committees, which are not deliberative, are formed to assist the Board of Directors through analysis and recommendations of specific matters that require more time than is available at meetings.

7.2. The composition, operating rules, competence of advisory committees and, where applicable, the remuneration of the members of the Committees, shall be defined by the Company's Board of Directors in accordance with the provisions of the Bylaws and the Brazilian Corporate Law, and shall be reflected in their own Internal Regulations, to be approved or in any way, modified by the Board of Directors.

7.3. The Board of Directors may establish "Commissions/Working Groups" with the purpose of advising it on specific topics, which are not the responsibility of the Committees.

## **8. MEETINGS OF THE BOARD OF DIRECTORS**

### **Annual meeting calendar**

8.1. The Board of Directors shall approve the proposal for an Annual Calendar of ordinary meetings and dates of the General Meetings. The proposal will be annually presented by the Corporate Governance Office, preferably at the last meeting of each fiscal year.

### **Periodicity**

8.2. The Board of Directors shall meet every 2 (two) months or whenever necessary, upon calling of its Chairman or any of its effective members.

### **Calling**

8.3. Meetings shall be convened by the Chairman of the Board of Directors or by any of its effective members, by written notice (by e-mail or other available means) sent to each Director, preferably 7 (seven) days before the date of the meeting, containing the date, time and place of the meeting, along with matters on the agenda.

The call shall be waived if those present declare that they have been aware of the matters of the agenda in advance. Meetings may be convened without compliance with this deadline, provided that all other Directors declare to be unequivocally aware of the matter of the agenda and no member opposes to the discussion.

### **Agenda and support material**

8.4. The agenda of the meetings of the Board of Directors shall be defined by the Chairman of the Board of Directors. The other Directors may ask the Chairman to include specific topics on the agenda as they deem necessary.

8.5. The agendas of the meetings, accompanied by the above-mentioned supporting documents, will be sent to all Directors, by electronic message (e-mail) or other electronic means available within the term of 7 (seven) days in advance mentioned in paragraph 8.3 above, transmitted by the Corporate Governance Office to the Directors. The Company makes available to the Directors the Web Governance Portal system, a tool of exclusive access of the Directors and Advisory Committees, used for the sending, receipt and/or sharing of documents, acts, instruments and information of interest to the Board of Directors and Advisory Committees and related to the work of the Board of Directors and Advisory Committees.

### **Place and Form of the Meeting**

8.6. The meetings of the Board of Directors will be held, as a rule, in a digital way, through an electronic platform (i.e., Microsoft Teams, or other available tool) that allows the simultaneous access and communication of all meeting participants, regardless of where they are located, in which case they will be considered present at the meeting. When in person, the Board of Directors meetings shall be preferably held at Ecorodovias' head office, or elsewhere if this comes to be defined in common agreement by all the Directors.

### **Installation quorum**

8.7. The installation quorum, in the first or second call, shall be by a majority of the in-office members of the Board of Directors, effective or alternate, as applicable, and the alternate members will only act in place of the respective effective member, in accordance with the Bylaws.

### **Advance of Written Vote**

8.8. Upon prior agreement of the Chairman of the Board of Directors, the Directors may, exceptionally, in case of any absence(s), advance their written vote(s), sent by e-mail addressed to the Chairman of the Board of Directors.

### **Participation in Meetings of the Board of Director**

8.9. At the request of the Chairman of the Board of Directors, any members of the Statutory Board of Officers, legal representatives, employees, workers, advisors and other persons who may provide information on the matters subject to the agendas of the meetings may attend meetings, when necessary.

## **9. SECRETARIAT OF THE BOARD OF DIRECTORS**

9.1. The Corporate Governance Office shall be responsible for the Secretariat of the works of the Board of Directors, and it shall, for this, practice of the following acts:

- i - To secretariat meetings of the Board of Directors;
- ii - To organize and keep updated the general archive of the Board of Directors, taking care of the reception and distribution of the relevant documentation, notably through the Governance Portal;
- iii - To interact with EcoRodovias and its shareholders, facilitating and coordinating compliance with legal formalities related to the resolutions of the Board of Directors, its measures and acts of organization;
- iv - To ensure compliance with the standards established for the functioning of the Board of Directors, notified by those required by applicable legislation and regulations, the Bylaws and by these Internal Regulations; and
- v - To ensure the timely distribution of agendas, minutes and other supporting documents and materials for the correct development of meetings, to the counselors and any other participating guests.

## **10. RESOLUTIONS AND RECORDS**

### **Resolution Quorum**

10.1. The resolutions of the Board of Directors shall be taken by a majority of votes of the members attending the meeting of the Board of Directors, and each Board Member shall have one (1) vote at the meetings of the Board of Directors.

### **Minutes of the Meetings**

10.2. The decisions of the Board of Directors shall be written in minutes, to be drafted clearly. Minutes may be drawn up in the form of a summary of the resolutions.

10.3. All meeting documents, such as distributed materials and presentations, will be made available electronically in the Web Governance Portal system.

10.4. After completion, the minutes are approved by the Chairman of the Board of Directors and made available, by the Corporate Governance team, in the Web Governance Portal system for approval by all Directors.

10.5. The minutes will be submitted for approval by the Board of Directors preferably within 2 (two) working days after the meeting.

10.6. The Corporate Governance Advisory Board may adopt an electronic signature system validly recognized by the competent bodies.

10.7. The minutes containing information that have effect before third parties will, to the extent applicable, be filed before the Board of Trade and sent to CVM through the IPE (Periodic Eventual Information) system, in accordance with the applicable regulations.

## **11. INTEGRATION OF NEW DIRECTORS**

11.1. The new members of the Board of Directors of EcoRodovias will attend an introduction program with the scope, among others, of topics aimed at familiarizing them with the Company's business and the functioning of the Board of Directors and other deliberative or corporate bodies, which will consist, among other activities, of holding meetings with the members of the Statutory Board of Officers, access to corporate documents, rules, policies and internal regulations of the Company and of the Governance system.

## **12. INTERPRETATION**

12.1. Any doubt or discrepancy in interpretation or need to amend these Internal Regulation shall be resolved by a majority of the members of the Board of Directors.

## **13. APPROVAL AND VALIDITY**

13.1. These Internal Regulations were approved by the Board of Directors on July 30<sup>th</sup>, 2025 and enter into force on this date.