

**MINERVA S.A.**

Publicly-held Company

Corporate Taxpayer's ID (CNPJ) No. 67.620.377/0001-14

Company Registry (NIRE) 35.300.344.022 | CVM Code No. 02093-1

**Minutes of the Board of Directors Meeting  
Held on July 1, 2025**

- 1. Data, Time and Place:** Held on July 1, 2025, at 09 a.m. (Brazilian time), at the office of Minerva S.A. (the "Company"), located in the city of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, 758, 8<sup>th</sup> floor, suite 82, Zip Code 04542-000.
- 2. Board:** Noberto Lanzara Giangrande Junior, Chairman; Beatriz de Queiroz Lemann, Secretary.
- 3. Call:** Waiver of call formalities, in view of the presence of all members of the Board of Directors, pursuant to item 7.4.1 of the Internal Rules of the Board of Directors.
- 4. Attendance:** All members of the Company's Board of Directors were in attendance, with some attending the meeting in person and others attending remotely, as permitted by Article 18, paragraph 1, of the Company's Bylaws.
- 5. Agenda:** The members of the Company's Board of Directors met to examine, discuss and resolve on the following matters: **(i)** to take notice of the resignation of a Board of Directors' member; **(ii)** the election of a member of the Company's Board of Directors; **(iii)** the election of the Vice-Chairman of the Board of Directors; and **(iv)** the authorization for the Executive Board to take all necessary or appropriate measures to comply the above resolutions.
- 6. Resolutions:** After examining and discussing the matters on the agenda, the members of the Company's Board of Directors in attendance, unanimously, without any restrictions or reservations, resolved the following:

**6.1.** To take notice of the resignation submitted by Mr. **Abdulaziz Saleh Al-Rebdi**, as of today, from the positions of Effective Member and Vice-Chairman of the Company's Board of Directors.

**6.1.1.** The members of the Board of Directors thank Mr. **Abdulaziz Saleh Al-Rebdi** for the valuable services rendered in the performance of his duties as a Board Member and Vice-Chairman of the Company's Board of Directors.

**6.2.** To approve the election of Mr. **Gianluca Fabbri**, Italian, married, Chief Financial Officer, residing and domiciled at Unite 1032 Bldg, No. 2652 Prince Mohammed Ibn Salman Ibn Abdulaziz Road, Qurtubah Area, Riyadh 13244, KSA, holder of Passport No. YA9809325 issued by Italy, to occupy the position of effective member of the Company's Board of Directors.

**6.2.1.** It was noted that, based on the information provided to the Company's management and in accordance with applicable law, it was informed that Mr. **Gianluca**, now elected as a member of the Board of Directors, is in a position to execute, without any reservations, the declaration of clearance referred to in Article 147, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended, and in Article 2 of Annex K to CVM Resolution No. 80, of March 29, 2022, as amended.

**6.2.2.** It was noted that Mr. **Gianluca** ll take office as effective member of the Board of Directors within up to thirty (30) days from the date hereof, upon signing the Term of Investiture, which will be recorded in the Company's Book of Minutes of the Board of Directors' Meetings;

**6.2.3.** It was noted that, in view of the election approved under item 6.2 above, the Board of Directors shall now be composed of the following members:

**(i) Norberto Lanzara Giangrande Junior**, Brazilian, married, executive officer, resident and domiciled in the City of São Paulo, State of São Paulo, at Rua Amarillis, 50, casa 4, Cidade Jardim, CEP 05673-030, bearer of Identity Card (RG) No. 16.261.672-7, issued by the SSP/SP, enrolled with the CPF under No. 115.491.278-70, elected to hold office as a permanent member and Chairman of the Company's Board of Directors;

**(ii) Gianluca Fabbri**, Italian, married, Chief Financial Officer, residing and domiciled at Unite 1032 Bldg, No. 2652 Prince Mohammed Ibn Salman Ibn Abdulaziz Road, Qurtubah Area, Riyadh 13244, KSA, holder of Passport No. YA9809325 issued by Italy, elected to hold office as a permanent member of the Company's Board of Directors;

**(iii) Beatriz de Queiroz Lemann**, brasilian, married, company director, resident and domiciled in the City of São Paulo, State of São Paulo, Rua Atlântica, n° 167, Jardim América, CEP 01.440-000, bearer of Identity Card (RG) No. 24.245.453, issued by SSP/SP and enrolled with the CPF under No. 186.412.798-81, elected to hold office as a permanent member and Vice-Chairman of the Company's Board of Directors;

**(iv) Haitham Al-Mubarak**, single, financial consultant, resident and domiciled in Saudi Arabia, at P.O. Box 10290, Riyadh 11433, bearer of passport No. AT99365, elected to the position of member of the Company's Board of Directors, elected to hold office as a permanent member of the Company's Board of Directors;

**(v) Alexandre Lahoz Mendonça de Barros**, Brazilian, married, agronomy engineer, resident and domiciled in the City of São Paulo, State of São Paulo, at Rua Angelina Maffei Vita, n° 625, apartamento 21, Jardim Europa, CEP 01.455-070, bearer of Identity Card (RG) 18.153.939, issued by SSP/SP, and enrolled with the CPF under No. 171.570.928-40, elected to hold office as a permanent member of the Company's Board of Directors;

**(vi) Marcos Prado Troyjo**, Brazilian, married, resident and domiciled in the City of São Paulo, State of São Paulo, at Rua Capital Federal, n° 33, CEP 01259-010, holder of Identity Card RG n.º 14.193.889, issued by SSP/SP and registered with the CPF under n.º 099.704.758-51, elected to hold office as a permanent member of the Company's Board of Directors;

**(vii) Mohammed Mansour Al-Almoussa**, Saudi, married, finance manager, holder of passport No. T032465, resident and domiciled at 7452 Airport Branch Rd Qurtubah, Unit No. 2 Ar Riyadh 13244 - 2327, Saudi Arabia, elected to hold office as a permanent member of the Company's Board of Directors;

**(viii) Ivo Andrés Sarjanovic**, Swiss, married, economist, resident and domiciled in the City of Geneva, Switzerland, at 16 chemin de la

Béraille -CH 1226 Thônex, bearer of passport No. X7387582, elected to hold office as a permanent member of the Company's Board of Directors;

**(ix) José Luiz Rêgo Glaser**, Brazilian, married, business administrator, resident and domiciled in the City of São Paulo, State of São Paulo, at Alameda Casa Branca, nº 977, apartamento 161, Jardim Paulista, Postal Code (CEP) 01.408-001, bearer of the Identity Card (RG) No. 972.547-4, issued by the SS/PR, enrolled with the CPF under No. 856.066.268-53, elected to hold office as a permanent member of the Company's Board of Directors;

**(x) Gabriel Jaramillo Sanint**, Brazilian, married, economist, resident and domiciled in Panama, PH Parque del Mar 1, Apto 30B, Avenida La Rotonda, Costa del Este 080810, Panama City, bearer of Identity Card (RG) No. 39.222.999-7, issued by the SSP/SP, enrolled with the CPF under No. 222.516.308-13, elected to hold office as a permanent member of the Company's Board of Directors;

**(xi) Rafael Vicentini de Queiroz**, Brazilian, married, lawyer, registered with the Brazilian Bar Association, São Paulo Chapter (OAB/SP) under No. 286.716, enrolled with the CPF under No. 352.408.178-98, resident and domiciled in the City of Barretos, State of São Paulo, at Av. 27, 1.128, CEP 14780-340, elected to hold office as an alternate member of the Company's Board of Directors for Messrs. Beatriz de Queiroz Lemann, Alexandre Lahoz Mendonça de Barros, Marcos Prado Troyjo and Ivo Andrés Sarjanovic; and

**(xii) Ibar Vilela de Queiroz**, Brazilian, married, businessman, resident and domiciled in the City of Barretos, State of São Paulo, at Avenida 31, nº 1.536, Baroni, CEP 14.780-360, bearer of Identity Card (RG) No. 3.179.460, issued by the SSP/SP, enrolled with the CPF under No. 043.638.178-87, elected to hold office as an alternate member of the Company's Board of Directors for Mr. Norberto Lanzara Giangrande Junior.

**6.3.** To approve the nomination of Mr. **Mohammed Mansour Al-Almoussa** to the position of Vice-Chairman of the Company's Board of Directors.

**6.4** To authorize the Executive Board to perform all the acts necessary to carry out the previous resolutions.

7. **Closure and Drawing up of the Minutes:** There being no further business to be discuss, the Chairman offered the floor to anyone who would like to take it and, as no other statements was made, the meeting was adjourned for the time necessary to draw up these minutes, which, when the session was reopened, was read, approved, and signed by all those in attendance. **Place and Date:** São Paulo, July 1, 2025. **Board:** Norberto Lanzara Giangrande Junior, Chairman; Beatriz de Queiroz Lemann, Secretary. **Attending Board Members:** Norberto Lanzara Giangrande Junior, Beatriz de Queiroz Lemann, Gabriel Jaramillo Sanint, Marcos Prado Troyjo, José Luiz Rêgo Glaser, Alexandre Lahoz Mendonça de Barros, Mohamed Mansour A. Almousa, Haitham Al-Mubarak e Ivo Andrés Sarjanovic.

**Declaration:** This is a free English translation of the original minutes drawn up in the Company's Book of the Minutes of the Board of Directors Meeting nº 16, pages 61 through 66.

São Paulo, July 1, 2025.

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**Norberto L. Giangrande Junior**  
Chairman

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**Beatriz de Queiroz Lemann**  
Secretary