

Merger Protocol and Justification Agreement signed by Banco Bradesco S.A. (Acquiring Company) and Bram - Bradesco Asset Management S.A. Distribuidora de Títulos e Valores Mobiliários (Merged Company)

Banco Bradesco S.A., with headquarters at Núcleo Cidade de Deus, Vila Yara, Osasco, SP, CEP 06029-900, Corporate Taxpayers' ID No. 60.746.948/0001-12, Registration Number 35.300.192.575, hereinafter referred as **Bradesco**, represented by its Officers, Messrs. Cassiano Ricardo Scarpelli, Brazilian, married, Banking Employee, RG (Identity Card) 16.290.774-6/SSP-SP, CPF (Individual Taxpayer's Registry) 082.633.238-27; and Guilherme Muller Leal, Brazilian, married, Banking Employee, RG (Identity Card) 07.178.555-4/SESEG-RJ, CPF (Individual Taxpayer's Registry) 965.442.017-15, both with business address at Núcleo Cidade de Deus, Vila Yara, Osasco, SP, CEP 06029-900, and **Bram - Bradesco Asset Management S.A. Distribuidora de Títulos e Valores Mobiliários**, with headquarters at Avenida Presidente Juscelino Kubitschek, 1.309, 2º e 3º andares, Vila Nova Conceição, São Paulo, SP, CEP 04543-011, Corporate Taxpayers' ID No. 62.375.134/0001-44, Registration Number 35.300.192.575, hereinafter referred as **Bram**, represented by its Officers, Messrs. Guilherme Muller Leal, already qualified; and Ricardo Eleutério da Silva, Brazilian, married, Banking Employee, RG (Identity Card) 25.995.939/SSP-SP, CPF (Individual Taxpayer's Registry) 175.912.998-40, with business address at Núcleo Cidade de Deus, Vila Yara, Osasco, SP, CEP 06029-900, sign, pursuant Articles 224, 225 and 227 of Law No. 6,404/76 and subsequent amendments, the present "Merger Protocol and Justification Agreement", by means of which it will be submitted to the examination and resolution of the shareholders of the Companies, in Special Shareholders' Meetings, to be held on 3.11.2024, the operation of merger of **Bram** by **Bradesco**, which, once authorized, shall meet the following conditions:

- I. it intends to promote the corporate reorganization with the purpose of optimizing the organizational structure of Bradesco Group, and Bradesco will begin to manage securities portfolios in the asset manager category, succeeding BRAM in all rights and obligations.
- II. it will be carried out on 6.30.2024, based on the specific Balance Sheets prepared on 12.31.2023 by the involved Companies;
- III. KPMG Auditores Independentes, with headquarters at the City of São Paulo, at Rua Arquiteto Olavo Redig de Campos, 105, 12º andar, Corporate Taxpayer's ID No. 57.755.217/0001-29, registered with the Regional Council of Accountancy of São Paulo No. 2SP-027685/O-0 F SP, whose appointment must be ratified by the Shareholders' Meetings of the involved Companies, will be responsible for the appraisals of the net equities of Bradesco and BRAM, at book value, on the respective reference date (12.31.2023);
- IV. according to the Equity Valuation Reports of the Companies, prepared in accordance with item III above, the following net equities were appraised: Bradesco - BRL 161,182,449,370.38 (one hundred and sixty-one billion, one hundred and eighty-two

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million, four hundred and forty-nine thousand, three hundred and seventy reais and thirty-eight cents) and BRAM - BRL 1,092,509,059.17 (one billion, ninety-two million, five hundred and nine thousand and fifty-nine reais and seventeen cents), on the reference date 12.31.2023;

- V. the 9,322,059 (nine million, three hundred and twenty-two thousand and fifty-nine) shares issued by BRAM shall be cancelled as a result of the merger;
- VI. considering that Bradesco holds the total capital share of BRAM, there will be no relation of substitution or issue of new shares by Bradesco, and the net equity of BRAM shall be extinguished, in exchange for the item "Investments", registered at Bradesco, which fully reflects the net equity of BRAM;
- VII. as a result of the previous item, once the operation of merger of BRAM is approved, there will be no increase of the capital stock of Bradesco, and the stocks that represent the capital stock of said company shall not be changed;
- VIII. considering that BRAM (merged company) does not have minority shareholders, the provisions set forth in Articles 137 and 264 of the Corporation Law shall not apply;
- IX. the changes in equity verified in BRAM between the reference date of 12.31.2023 and the consolidation of the merger operation (6.30.2024) shall become part of the accounting events of that Company and, on the date of the event, shall be transferred to Bradesco;
- X. Bradesco shall accept all obligations of BRAM, or the ones that are imposed to it, in addition to any rights known in the present or in the future, related to the properties, rights and obligations that comprise the net equity of BRAM to be merged by Bradesco, pursuant to the provisions set forth in the caput of Article 227 of the Act 6.404/76. Said succession effects referred to in Article 227 also reach the agreements with suppliers, agreements, business partnerships and bank correspondents, as applicable, necessary for the continuity of the operations after the merger;
- XI. once the values set forth in this Agreement are confirmed and the respective reports are approved, the merger operation shall be consolidated, with the winding up of BRAM, and Bradesco shall succeed it;
- XII. due to the merger, the inclusion of a sole Paragraph in Article 5 of Bylaws of Bradesco will be also proposed, in order to express that the activities carried out by BRAM - Bradesco Asset Management S.A. DTVM will continue to be carried out in a separate way from the other activities of Bradesco, and the statutory device will be in force with the following wording: *Article 5º) The Company's corporate purpose is*

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of conducting general banking activities, including foreign exchange transactions, and administration of security portfolios, in the functions of fiduciary administrator and manager of funds. Sole Paragraph - The functions of fiduciary administration and management of third-party funds shall be exercised by means of separated structures, according to applicable legislation and regulation.”;

- XIII. the merger shall not cause any other change to the ByLaws of Bradesco, besides that amendment above-mentioned in item XII;
- XIV. the operation shall be submitted to the approval and ratification by the Central Bank of Brazil, and will be subject to Bradesco obtaining accreditation as an asset manager from the Brazilian Securities and Exchange Commission (CVM);
- XV. the Appraisal Reports based on book value, prepared in accordance with item III above, accompanied by the respective Balance Sheets of the Companies, are part of this “Merger Protocol and Justification Agreement”;

In witness whereof, the parties sign this “Merger Protocol and Justification Agreement” in six (06) counterparts of equal form and content, for a single purpose, before the witnesses below.

Osasco, SP, February 6, 2024.

Bram - Bradesco Asset Management S.A. Distribuidora de Títulos e Valores Mobiliários

Cassiano Ricardo Scarpelli Guilherme Muller Leal

Banco Bradesco S.A.

Guilherme Muller Leal Ricardo Eleutério da Silva

Witnesses:

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Nome: Dagilson Ribeiro Carnevali 10.145.653-0/SSP-SP	Nome: Marcelo Fonseca RG: 21.429.738-X/SSP-SP