

Exclusively digital

MANUAL

April 26, 2024, at 3 p.m.

Annual General Meeting

dexco



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1. MESSAGE FROM THE BOARD OF DIRECTORS

São Paulo, March 2024.

Esteemed shareholders,

We invite you to attend the Annual General Meeting on April 26, 2024, at 3 p.m., in exclusively digital format to facilitate the attendance of all.

In this Manual, we submit to you, as a Management Proposal, annual matters associated with fiscal year 2023.

Even with a slightly accelerating economy over the year, leveraged by a cycle of funds rate cuts, 2023 remained challenging for the construction materials industry. The new scenario demanded significant adaptation on the part of Dexco to the new market level, after years of accelerated growth.

The Company's divisions reported varying performances over the year. The Wood Division's performance was solid, with gradual improvements in the panels segment and in its manufacturing occupancy rate, together with forest businesses, which confirmed our focus on improved return on assets. Resilience was key to facing the structuring actions meant to support medium and long-term recovery in terms of market share, occupancy and productivity for the Construction Finishing Materials Division, given the retraction of the markets in which they operate.

Also this year, LD Celulose completed its first year in operation. We remain enthusiastic about the results achieved in this period, with excellent quality levels and important gains as concerns the manufacturing productivity curve.



In 2023, in the face of the transformations experienced by Dexco and its markets, we revisited our 2025 Sustainability Strategy Goals. Thus, without changing our ambitions, we made sure that the pledges were in line with the company's long-term strategies and consistent with best market practices for global ESG ambitions.

Amid the changes faced, Dexco enters into 2024 with a sharp focus on maximizing return on operations, and disciplined when it comes to keeping costs, expenses and investments under control, without losing sight of shifts in the markets in which we operate and of excellent service to customers and consumers.

2023 was a difficult year, but one that made us stronger and more confident in the fact that we are ready for the future.

Regards,

Alfredo Egydio Setubal

Chairman of the Board of Directors

Dexco

2. INFORMATION ON THE GENERAL MEETING

a) Date, time and format

The Annual General Meeting of Dexco ("Meeting") shall be held on April 26, 2024, at 3 p.m., to examine, discuss and vote on the matters named in the Call Notice, pursuant to Attachment 1 to the Management Proposal for the Meeting, available at the following [link](#) at the Company's Investor Relations Website (<https://ri.dex.co/>), and the Websites of B3 S.A. – Brasil, Bolsa, Balcão ("B3") (www.b3.com.br) and of the Brazilian Securities Exchange Commission ("CVM") (www.cvm.gov.br) ("Management Proposal").

The Company reports that the Meeting shall be held exclusively in the digital format. This being so, it will be recorded in full, pursuant to the contents of Article, 75, IV, of CVM Resolution No. 81/22.

The Call Notice for the Meeting shall be published on March 27, 28 and 29., 2024. In the newspaper "O Estado de S. Paulo" and its Website (<https://estadaori.estadao.com.br/publicacoes/>), and shall also be available at the Company's Investor Relations Website (<https://ri.dex.co/>), and the Websites of B3 S.A. – Brasil, Bolsa, Balcão ("B3") (www.b3.com.br) and of the Brazilian Securities Exchange Commission ("CVM") (www.cvm.gov.br) ("Management Proposal").

b) Convening and resolution quorums

The Annual General Meeting shall convene on first call with the presence of shareholders representing a minimum of $\frac{1}{4}$ of the total votes granted by shares carrying voting rights, pursuant to Article 125 of the Corporations Law.

We clarify that, absent a sufficient quorum for the Meeting to convene, the second call notice shall be announced as appropriate, and the convening period shall be no less than eight (8) days, pursuant to Article 124 of the Corporations Law, and the Meeting shall then convene with the presence of shareholders holding any number of shares.

Pursuant to Article 129 of the Corporations Law, the Meeting's resolutions shall be taken by a majority of the votes granted by shares carrying voting rights, blank votes to be disregarded. Each common share grants a right to one vote at the Meeting.


c) Documents made available to shareholders

The Management Report on the Company's business and the main management-related matters for the Fiscal Year, as well as the Financial Statements for FY 2023 were approved by the Board of Directors at a meeting held March 06, 2024.

The aforementioned documents, together with the Summary Report of the Audit and Risk Management Committee, the Independent Audit Report, and the Fiscal Council's Opinion, have also been made available on the Company's Investor Relations Website (<https://ri.dex.co/>), and those of B3 (www.b3.com.br) and of the CVM (www.cvm.gov.br) on the same date, and published in the newspaper "O Estado de S. Paulo" and its Website (<https://estadaori.estadao.com.br/publicacoes/>) on March 08, 2024.

To provide inputs on the matters up for resolution at the Meeting, the Company makes available to the shareholders the required documents, the present Manual, and the Management Proposal (available from this link and the QR Code next)





in line with the information required under CVM Resolutions No. 80/22 and No. 81/22, available at the Company's registered offices, as well as from its Investor Relations Website (<https://ri.dex.co/>), and the Websites of B3 (www.b3.com.br) and of the CVM (www.cvm.gov.br).

d) Attendance at the Meeting

The Company shall hold the Meeting in an exclusively digital format. Therefore, shareholders may only attend in the manners named below, and according to the guidance provided ahead:

- Distance Voting Ballot ("ballot"); and
- By means of a Digital Platform that the Company shall provide for access on the date and at the time of the Meeting.

e) Shareholder ID and representation documents

In addition to documents substantiating the identity and representation of shareholders as listed ahead, they shall also provide a statement of title over the shares of the Company to prove their status as Shareholders ("Documents"), all to be submitted **by 3 p.m. of April 24, 2024**, in PDF format, by means of the ALFM Easy Voting Digital Platform (Link: <https://rebrand.ly/AGO-Dexco>):



Individuals: ID Card of the Shareholder or their legal representative (in this case, together with proof of powers);



Legal Entities: Corporate documents substantiating the Shareholder's legal representation and ID card of the representative; and



Investment Funds: ID Card of the investment fund's legal representative, together with copies of the acts substantiating representation (e.g.: Statutes or Bylaws and minutes of the election of the manager's or administrator's Executive Board, as the case may be) and regulations of the investment fund .

For this Meeting, the Company informs that the Documents shall (i) be presented as digitized copies of their originals; (ii) be signed electronically or digitally, certification of signature on powers-of-attorney submitted to the Company being waived, as waived as well the consularization or apostille of powers-of-attorney; and (iii) no sworn translation of powers-of-attorney and Documents drawn or translated into Portuguese, English or Spanish, nor of documents attached with the respective translations into any of these languages.





f) Guidelines on representation by proxy

To assist shareholders who choose to attend the Meeting represented by proxies, the Company provides a template power-of-attorney as Annex 6 to the Management Proposal.

At no loss to the Shareholder's manner of attendance, pursuant to duly completed, signed electronically or digitally, and provided together with the document in the foregoing item, we emphasize that powers-of-attorney shall only be deemed valid if duly completed, signed electronically or digitally, and provided together with the Documents listed in foregoing item "e".

g) Guidance on attendance by submission of Distance Voting Ballots

The Company's shareholders may attend by means of distance voting, using the Distance Voting Ballots made available by the Company at its Investor Relations Website (<https://ri.dex.co/>), and the Websites of B3 (www.b3.com.br) and of the CVM (www.cvm.gov.br).

Shareholders who wish to exercise their distance voting rights shall do so until April 20, 2024 (without exclusion), using one of the alternative methods below:



I. Submission of the Ballot to the custody agent/broker

In this case, a holder of shares held at B3 shall convey the voting instructions to their custody agent/broker within the period above, except where such a service provider may establish a different period, and provided the procedures set forth and documents required by the service provider.

Shareholders with shares under the custody of more than one institution shall send their voting instructions to a single institution, and the votes shall at all times consider the total number of shares held by the shareholder.

II. Submission of the Ballot to the Company's Bookkeeping Agent (Itaú Corretora de Valores S.A. ("Itaú").

In this case, Itaú has made available a Website for shareholders to exercise their distance voting rights. Using the Website to vote requires registration and a digital certificate (additional information available at this [link](#)).

III. Submission of the Ballot directly to the Company

(i) Submission mode and deadline

Shareholders shall send a PDF copy of the Ballot by April 20, 2024 (without exclusion), duly completed, initialized and signed, together with copies of the Documents, which shall be sent to the Company at the following addresses :

- URL: <https://rebrand.ly/AGO-Dexco>

- Postal address:

Dexco S.A.

Av. Paulista, 1938 – 6th floor
Care of the Investor Relations department
Cerqueira César, São Paulo/SP
01310-200

In any case, to recognize a voter as being in attendance and to enable their votes to count pursuant to the Ballot and the applicable rules, documents shall be received by the Company by April 20, 2024, (without exclusion), at the addresses above.

Once the documents have been received, the Company shall inform the shareholder within three days of their receipt and acceptance, pursuant to CVM Resolution No. 81/22.

To prevent a shareholder's vote from being disregarded for any failures, the Company recommends having the Ballots and accompanying Documents to be received by April 17, 2024, providing sufficient time for any adjustments to be made, all of which shall be done in a timely manner and returned to the Company within the deadline above (April 20, 2024).

If the voting ballot submitted to the Company is not entirely completed, or no accompanied by the substantiating documents above, the Ballot shall be disregarded and information on this shall be sent to the shareholder at the e-mail address provided with the ballot.

Ballots and documents received by the Company after April 20, 2024, shall be disregarded.

(ii) Vote amendment deadline and cases of divergence between the Ballot and the Voting Map

For the duration of the voting period, shareholders may amend their voting instructions as many times as they may deem needed, and the Company's voting map shall consider the latest voting instructions submitted.

Once the voting period has run out, shareholders shall not be able to amend voting instructions submitted. If a shareholder deems any changes required, they shall attend the Meeting by means of the Digital Platform, as instructed below, and request disregarding the voting instructions sent via Ballot.

In the event of diverging information in a distance voting ballot received directly by the Company and the voting instructions found in the consolidated voting map provided by the bookkeeping agent and submitted by B3 for a single CPF or CNPJ registration number, the voting instructions provided by the bookkeeping agent shall prevail, and the Ballot received directly by the Company shall be disregarded, as per Article 48, paragraph 2, of CVM Instruction No. 81/22.

g) Guidelines on digital platform attendance

Shareholders or proxies who wish to attend by means of the Platform shall access the pre-registration link(Link: <https://rebrand.ly/AGO-Dexco> or using the QR Code at the end of the present item) and complete it no later than **3 p.m. of April 24, 2024**, providing all of the information requested and uploading the documents substantiating their status as shareholders, including those listed in foregoing item "e".



After registration, the Company shall validate the information and the shareholders or proxies shall receive, within 24 hours, an e-mail informing the acceptance or rejection of their registration. Registration applications received on weekends shall be validated by midday of the subsequent Monday. Shareholders shall be allowed to rectify registrations with pending issues it no later than **3 p.m. of April 24, 2024**.

The Company shall send to duly accredited shareholders or proxies, until 24 hours before the start of the Meeting, an e-mail containing the access link, login name and login password ("Access Link") for the Platform, and other information needed to access and attend the Meeting.

The Company emphasizes that the access information for the Meeting are private and not subject to transfer, and cannot be shared under the penalties of the law.

We provide, next, a table with the resources available to each Web browser, so that shareholders may prepare in advance, access the Platform using a personal computer and, thus, attend the Meeting:

| Q&A | Chrome 69+ | Firefox 56+ | Safari 11+ | Edge 79+ |
|------------------------------|------------|-------------|------------|----------|
| Video (receive) | ✓ | ✓ | ✓ | ✓ |
| Video (send) | ✓ | ✓ | ✓ | ✓ |
| Audio (receive) | ✓ | ✓ | ✓ | ✓ |
| Audio (send) | ✓ | ✓ | ✓ | ✓ |
| Screen sharing (receive) | ✓ | ✓ | ✓ | ✓ |
| Screen sharing (send) | ✓ | ✓ | ✓ | ✓ |
| View gallery | ✓ | ✓ | ✓ | ✓ |
| Virtual backdrop | ✓ | ✓ | ✗ | ✓ |
| 720p video (receive) | ✓ | ✓ | ✓ | ✓ |
| 720p (send) | ✓ | ✓ | ✓ | ✓ |
| Share tab audio | ✓ | ✗ | ✗ | ✓ |
| Chat | ✓ | ✓ | ✓ | ✓ |
| Hide captions | ✓ | ✓ | ✓ | ✓ |
| Live transcript | ✓ | ✓ | ✓ | ✓ |
| Live translation | ✓ | ✓ | ✓ | ✓ |
| Cloud recording | ✓ | ✓ | ✓ | ✓ |
| Call (PSTN) | ✓ | ✓ | ✓ | ✓ |
| Waiting room | ✓ | ✓ | ✓ | ✓ |
| Resting rooms | ✓ | ✓ | ✓ | ✓ |
| Remote control | ✓ | ✓ | ✓ | ✓ |
| Webinar Q&A | ✓ | ✓ | ✓ | ✓ |
| Live RTMP broadcast | ✓ | ✓ | ✓ | ✓ |
| Whiteboard (view) | ✓ | ✓ | ✓ | ✓ |
| Whiteboard (edit) | ✓ | ✓ | ✓ | ✓ |
| Encryption | ✓ | ✓ | ✓ | ✓ |
| End-to-End Encryption (E2EE) | ✗ | ✗ | ✗ | ✗ |

WARNING: WE EMPHASIZE THAT USE OF THE PLATFORM IS NOT RECOMMENDED ON TABLETS AND SMARTPHONES.

The Company shall not be held responsible for any operational or connection issues that shareholders or proxies may face, hampering or preventing their attendance at the Meeting.

We further recommend using headphones for best audio quality.

The Company (i) recommends to shareholders requesting attendance at the Meeting to familiarize themselves in advance with the use of the Platform, and make sure that their electronic devices are compatible therewith; and (ii) asks accredited shareholders, on the date of the Meeting, to access the Platform 30 minutes ahead of the expected convening time to enable access validation and effective attendance.

Shareholders attending by means of the platform shall be deemed in attendance at the Meeting and signors of the respective minutes, pursuant to the contents of Article 47, Paragraph III, of CVM Resolution No. 81/22.

The shareholder who has sent the Ballot Paper may register through the Platform to (i) simply participate in the proceedings of the Meeting; or (ii) participate in the proceedings and exercise their voting rights at the Meeting, in which case all voting instructions previously sent through the Remote Voting Ballot Paper will be disregarded by the Company.

Shareholders who have applied to attend the Meeting by means of the digital Platform and have not received an e-mail from the Company with access guidance by 3 p.m. of April 25, 2024, shall contact the company by e-mail at assembleia@dex.co.

If any doubts arise strictly in connection with accessing or using the Platform, shareholders may obtain support by e-mail at easyvoting@alfm.adv.br or by telephone at (11) 98894-8000.



i) Information on the election of members to the Board of Directors

Pursuant to the Corporations Law, the election of members to the Board of Directors may take place by a majority vote, multiple voting, or separate voting. The Management Proposal considers a majority vote by slate. If a competing slate is submitted, each shareholder shall only be allowed to vote for one slate, and the candidates on the slate receiving the most votes in a majority vote shall be deemed elected.

If the multiple voting procedure described below is regularly requested, slate election shall not take place, leading to individual voting and the individual election of each candidate to a seat on the Board of Directors nominated in the slates of controlling shareholders and other shareholders, if any.

Multiple Voting

The shareholders seeking adoption of the multiple voting procedure for the election of members to the Company's Board of Directors shall represent a minimum five (5) percent of the shares carrying voting rights, pursuant to CVM Resolution No. 70/22, in which case each share's votes shall be multiplied by the number of seats to be filled, and with shareholders being entitled to accumulating their votes in a single candidate or distributing votes among several of them.

Pursuant to Article 141, paragraph 1, of the Corporations Law, the right to adopt the multiple voting procedure shall be exercised by shareholders at least forty-eight (48) hours prior to the Meeting, and the Chair governing the Meeting in question shall notify the other shareholders in advance, in the light of the "Attendance Ledger", of the number of votes needed to elect each member of the Board of Directors, with the candidates receiving the most votes being deemed elected.

Seats that remain unfilled by virtue of a draw shall be the subject of a new vote using the same procedure, adjusting the number of votes to which each shareholder shall be entitled to the number of seats to be filled.

Separate Voting

Article 141, paragraphs 4 and 5, of the Corporations Law provides the right for separate election of one (1) member of the Board of Directors to the holders of a minimum ten (10) percent of the Company's shares (ex- controlling shareholders).

The right to separate voting may only be exercised by shareholders who can substantiate uninterrupted title of the required equity interests for a minimum period of three months immediately preceding the date of the Meeting.

Shareholders reaching the percentage provided in Attachment "N" to CVM Resolution No 81/22 and who wish to include candidates to a seat on the Board of Directors in the Distance Voting Ballot shall contact the e-mail address assembleia@dex.co by **April 1st, 2024** (without exclusion), providing along with the request the minimum information indicated in items 7.3 to 7.6 of Attachment "C" to CVM Resolution No. 80/22 and Article 38, of CVM Resolution No. 81/22, the full qualifications of the candidate, their summary résumé, and required proof of compliance with the minimum requirements for the position as per the Corporations Law, CVM Resolution No. 80/22, and the Policy of Nomination of Members of the Board of Directors, its Advisory Committees and the Statutory Officers of the Company ("Appointments Policy"). After that date, nominations may only take place at the Meeting itself.

Within three (3) days from receipt of a request for inclusion, the Company shall report to the applying shareholder whether or not the inclusion meets the contents of CVM Resolution No. 81/22 and whether or not the candidate shall be named in the Ballot to be made available by the Company, as per Article 39 of CVM Resolution No. 81/22. The applying shareholder may rectify their application until the applicable deadline has run out, that is by April 1st, 2024.

If multiple voting and separate voting requests are submitted for the same Meeting, the shareholders may be asked whether they wish to proceed with multiple voting or will embrace separate voting, thereby waiving their multiple voting request, without prejudice of adopting both procedures, where justified.

In this case, the shareholder shall have to choose the procedure to which their shares shall be allocated, with the stipulation that they may use the shares partly for multipole voting and partly for separate voting.

If the multiple voting and the separate voting procedures are both adopted, then separate voting shall take place prior to the multiple vote, as only after a separate vote is taken can the number of remaining seats be determined, enabling calculation of the multiple voting coefficient.

Wherever, election to the board of directors takes place using the multiple voting method and the holders of common shares exercise their prerogative of electing a separate member of the Board of Directors, pursuant to Article 141, paragraph 7, of the Corporations Law, the controlling shareholders shall be assured the right to elect directors in a like number to those elected by the other shareholders plus one, irrespective of the number of directors on the Board, as provided by the Bylaws.

j) Information on the Fiscal Council and the election of its members

The Company's Fiscal Council is a permanent body and shall be made up of three (3) full members and a like number of alternates elected by the Meeting to serve terms of one (1) year, pursuant to Article 161, paragraph 1, of the Corporations Law.

Minority shareholders representing a 10% or more of the Company's common shares shall have the right to elect, in a separate vote, one (1) full member and the respective alternate, as per Article 161, paragraph 4, letter a, of the Corporations Law.

Controlling shareholders, by their turn, shall be entitled to elect full and alternate members in equal number at all times to those elected by means of a separate vote plus one, as per Article 161, paragraph 4, letter b, of the Corporations Law.

Shareholders making up the percentage provided in Attachment "N" to CVM Resolution No. 81/22 and who wish to include candidates to a seat on the Fiscal Council in the Distance Voting Ballot shall contact the e-mail assembleia@dex.co by **April 1st, 2024** (without exclusion), providing along with the request the minimum information listed in items 7.3-7.6 of Attachment "C" to CVM Resolution NO. 80/22 and Article 38 of CVM Resolution No. 81/22, the candidate's full qualifications, summary résumé and required proof of compliance with the minimum eligibility criteria applicable to the position according to the Corporations Law and CVM Resolution No. 80/22. After that date, nominations may only be made at the Meeting itself.

Within three (3) days from receipt of the request for inclusion, the Company shall inform the applying shareholder of whether or not the inclusion may take place pursuant to the contents of CVM Resolution No. 81/22, and whether or not the candidate meets the requirements mentioned above, as well as whether or not their name will feature on the Ballot, pursuant to Article 39 of CVM Resolution No. 81/22. The applying shareholder may rectify their request until the end of the applicable deadline, that is **April 1st, 2024**.

k) Conflicts of interest

During the Meeting, shareholders shall speak in connection of the presence of any conflict of interests or private interest as concerns any matters under discussion or up for resolution, where their independence may be compromised. Any shareholder aware of a situation of conflict involving another shareholder and the matter up for resolution shall also speak.

Shareholders who find themselves in conflicts of interest or facing private interests shall abstain from resolutions concerning such a matter.

l) Communicating with the Board of Directors

We emphasize that shareholders may send suggestions, criticism or doubts directly to the Board of Directors by e-mail at assembleia@dex.co; the subject field shall inform that it concerns "Recommendations to the Board of Directors on the General Meeting".





3. ANNUAL GENERAL MEETING

According to the proposal submitted by the Board of Directors, the following matters shall be placed before the shareholders for resolution:

a) Take the management's accounts, examine, discuss and vote on the Financial Statements, followed by the Independent Audit Report and Explanatory Notes for the fiscal year ending 12.31.2023:

The Management Report on the Company's business and the main management-related matters for the Fiscal Year, as well as the Financial Statements for FY 2023 were approved by the Board of Directors at a meeting held March 06, 2024.

The aforementioned documents, together with the Summary Report of the Audit and Risk Management Committee, the Independent Audit Report, and the Fiscal Council's Opinion, have also been made available on the Company's Investor Relations Website (<https://ri.dex.co/>), and those of B3 (www.b3.com.br) and of the CVM (www.cvm.gov.br) on the same date, and published in the newspaper "O Estado de S. Paulo" and its Website (<https://estadao.estado.com.br/publicacoes/>) on March 08, 2024.

Management's comments on the Company's financial standing, pursuant to Article 10, item III, of CVM resolution No. 81/22, can be found in Attachment 2 to the Management Proposal.

Management proposes the complete and unreserved approval of the Balance Sheet, its Financial Statements and Notes for the fiscal year ending 12.31.2023.

b) Resolve on the proposal for the allocation of net income for fiscal year 2023 and ratify the distribution of interest on shareholders' equity and its imputation against minimum required dividends:

The Board of Directors proposes, for examination and resolution of the General Meeting, that the net income recognized in the Financial Statements as of December 31, 2023, in the amount of **BRL 789,600,540.21**, plus realized revaluation reserves in the amount of BRL 1,047,194.00, be allocated as follows:

- I. Allocation of BRL 39,480,027.01 to Legal Reserves;
- II. Allocation of BRL 65,862,289.09 to the Tax Benefits Reserve, as per Article 195-A of Law No. 6.404/76;
- III. Allocation of BRL 453,613,793.11 to the Statutory Reserves, which will be allocated as follows: (a) BRL 228,577,639.15 to the Reserve for Dividend Equalization, (b) BRL 150,024,102.64 to the Reserve for Working Capital Reinforcement and (c) BRL 75,012,051.32 to the Reserve for Capital Increase in Subsidiaries; and
- IV. Allocation of BRL 231,691,625.00 for the payment of interest on equity and dividends to shareholders, of which (i) BRL 174,000,000.00 is interest on equity already declared and credited to shareholders based on the final shareholding position on December 19, 2023, corresponding to the net amount of BRL 147,900,000.00, imputed to the minimum mandatory dividend for 2023, under the terms of art. 2 of CVM Res. 143/22, and resolution of the Board of Directors on 13.12.2023, to be paid by 12.31.2024, based on Article 9 of Law 9,249/95; and (ii) BRL 57,691,625.00 as dividends, to be paid by 12.31.2024, already declared and credited to shareholders based on the final shareholding position on 03.12.2024, in accordance with the approval of the Board of Directors on 03.06.2024.

On December 13, 2023, the Board of Directors resolved, unanimously and ad referendum to the General Meeting, to pay interest on shareholders' equity for the fiscal year ending 12.31.2023, in the gross amount of BRL 174.0 million, as mentioned above, equivalent to BRL 0.215308641665 per share, with 15% income tax withholding, resulting in net interest of BRL 0.183012345415 per share.

Further, on March 06, 2024, the Board of Directors also resolved, based on a recommendation from the Company's Finance Committee, to declare dividends for the fiscal year ending 12.31.2023 in the amount of BRL 57,691,625.00, or BRL 0.07138796215 per share.

Given the foregoing, management recommends ratifying the prepayment of interest on shareholders' equity and dividends, to be paid by 12.31.2024. There shall be no proposal for the declaration of proceeds other than those already declared. The required information, in the format provided by Attachment "A" to CVM Resolution No. 81/22, "Allocation of Net Income", can be found in Attachment 3 to the Management Proposal.

c) Set the number of full and alternate members of the Board of Directors for the next term of office, elect its members, resolve on their independent status, and elect the members of the Fiscal council:

(i) Set the number of full and alternate members of the Board of Directors for the next term of office and elect its members

Pursuant to the Corporations Law, election of members of the Board of Directors may take place by a majority vote, multiple voting, or separate voting. Because the various voting procedures may affect the number of full and alternate members of the Board of Directors, the voting procedures have been described in item 2(i) of the resent Manual to enable a better understanding of the dynamics thereof.

According to the Company's Bylaws, the Board of Directors shall be made up of 5-9 full members and alternates elected by the General Meeting. Members shall serve a unified term of one year, and reelection shall be permitted. Thus, Management proposes filling 8 full positions and three (3) alternates on the Company's Board of Directors.

The controlling shareholders, by their turn, submit to a vote for the upcoming term of office the slate below for a seat on the Company's Board of Directors :

• As full members:

Alfredo Egydio Arruda Villela Filho
 Alfredo Egydio Setubal
 Andrea Laserna Seibel
 Helio Seibel
 Marico Fróes Torres(*)
 Marcos Campos Bicudo (*)
 Ricardo Egydio Setubal
 Rodolfo Villela Marino
 (*) Independent

• As alternate members:

Alex Laserna Seibel
 Ana Lúcia de Mattos Barretto
 Villela
 Paula Lucas Setubal

The full members may be replaced by the alternates as follows : (i) full members Andrea Laserna Seibel and Helio Seibel by alternate Alex Laserna Seibel; (ii) full members Alfredo Egydio Arruda Villela Filho and Rodolfo Villela Marino by alternate Ana Lúcia de Mattos Barretto Villela and (iii) full members Alfredo Egydio Setubal and Ricardo Egydio Setubal by alternate Paula Lucas Setubal.

Management, the controlling shareholders and the People, Governance and Appointments Committee are using their best efforts to replace an independent member that is not up for reelection as part of the slate introduced with this Manual. As soon as a candidate is selected that is consistent with the Company's Appointments Policy, and with the independence criteria according to the Novo Mercado rules and the applicable law, a new general meeting shall be called to convene for their election and integration into the present slate by appointment of the controlling shareholders, thereby maintaining 1/3 independent members in the Board of Directors for a nine-Director membership, in compliance with the best corporate governance practices and serving the Company's best interests.

(ii) Resolve on the independent status of candidates for independent members of the Board of Directors

Pursuant to Article 17 of the Novo Mercado Rules and Article 7 of Attachment K to CVM Resolution No. 80/22, an appointee's designation as an independent Director shall be up for resolution by the Meeting, and the shareholders shall vote on the independent status of candidates to the position of independent Directors as named above.

To determine each candidate's independent status, the Company used the criteria provided in the Novo Mercado Rules of B3 and Article 6 of Attachment K to CVM Resolution No. 80/22, to which each candidate has declared :

- I. Not to be a direct or indirect shareholder of the Company;
- II. Not to have their votes at meetings of the Board of Directors bound by shareholders' agreements the subject of which may be matters associated with the Company;
- III. Not to be spouses, common-law spouses or relatives up to the second degree of the controlling shareholder, of a manager of the Company, or of a manager of the controlling shareholder;
- IV. Not to have been, in the past three years, an employee or Officer of the Company or its controlling shareholder, affiliates or subsidiaries of the Company, or jointly-controlled entities of the Company;

- V. not to have had commercial ties, including services provided or inputs supplied, with the Company, its controlling shareholder, or affiliates, subsidiaries or jointly controlled entities;
- VI. Not to hold a position in a society or entity that has commercial ties with the Company or its controlling shareholder and with decision-making power on the activities of such a society or entity;
- VII. Not to receive from the Company, its controlling shareholder, affiliates, subsidiaries or jointly controlled entities, any compensation other than as a member of Company's Board of Directors or Committees of the Company, its controlling shareholder, affiliates, subsidiaries, or jointly-controlled entities; and
- VIII. Not to be a founder of the company and not to have material influence over it.

It is worth noting that, on March 26, 2024, the Board of Directors issued a favorable opinion on the independent status of candidates to the position of independent Director, based on the self-declared independence statements executed by the candidates and the favorable opinion of the People, Governance and Appointments Committee on all candidates and in compliance with the criteria and requirements set forth in the Company's Appointments Policy, provided abstentions under the law.

In the event of the election of candidates by a separate vote, these candidates shall be deemed independent, pursuant to Article 16, paragraph 3, of the Novo Mercado Rules.

For the purpose of compliance with the contents of CVM Resolution No. 81/22, the information in items 7.3 to 7.6 of the Reference Form, as provided in Attachment "C" to CVM Resolution No. 80/22, can be found in Attachment 4 to the Management Proposal.



(iii) Elect the members of the Fiscal Council

The Shareholders' Meeting shall elect three (3) full members of the Fiscal Council and a like number of alternates. The full members and their alternates shall hold the positions until the first Annual General Meeting to be held after their election, and reelection shall be permitted.

At the Meeting of April 26, 2024, the Controlling Shareholders propose the election of the individuals named below as members of the Fiscal Council, considering that the third member and the respective alternate shall be nominated at the appropriate time :

• **As full members:**

Gustavo Amaral de Lucena
Felício Cintra do Prado Junior

• **As alternate members:**

Guilherme Tadeu Pereira Júnior
José Carlos de Brito e Cunha

For the purpose of compliance with the contents of article 11 of CVM Resolution No. 81/22, the information in items 7.3-7.6 of the Reference Form, as provided in Attachment "C to CVM Resolution No. 80/22, can be found in Attachment 4 to the Management Proposal.



d) Establish the global amount allocated to management compensation in fiscal year 2024

The definition of the overall parameters for management compensation, the Company considers, pursuant to Article 152 of the Corporations Law, in addition to the guidelines provided in its Compensation Policy, the amounts in force at large companies in different market segments and aligned with high level of commitment to the Company strategy of attracting, retaining and incentivizing managers' conduct of business, as a means to keep the compensation package competitive. The amounts are consistent with their extensive experience, responsibilities, time allocated to the job, skill and high level of commitment to the company.

In line with the guidance provided in the Annual Circular Letter issued by the CVM in 2024, the General Meeting shall set the total annual amount allocated to management compensation, considering any and all forms of compensation (fixed and variable), as well as all manner of benefits, be they direct or indirect, and representation allowances, as well as amounts paid to managers based on call options or other forms of share-based compensation.

Given the foregoing, Management presents for the 2024 cycle a proposal in line with market practices and the Company's expected results, without jeopardizing its financial health. Out of the total annual amount, up to 13% shall be allocated to members of the Board of Directors and Fiscal Council, and up to 87% to the Statutory Officers.

RATIO OF EFFECTIVE COMPENSATION TO DEXCO'S INCOME (BRL)

| | 2021 | 2022 | 2023 |
|---|----------------|----------------|----------------|
| Adjusted Recurring EBITDA (BRL '000) | 2,188,313 | 1,731,651 | 1,393,229 |
| Effective Compensation* | BRL 46,558,752 | BRL 50,560,964 | BRL 52,614,673 |
| Ratio | 2.1% | 2.9% | 3.8% |

(*) Amounts paid to the Board of Directors, Statutory Officers and Fiscal Council in the last 3 fiscal years.

It is worth emphasizing that the proposal considers the maximum scale for the purposes of forecasting short-term compensation (bonus), contingent on the attainment of financial and individual goals set for fiscal year 2024 and on effectively achieved financial results.

Therefore, the Short-Term Incentive (item 8.1 "c" of Attachment 05 to the Management Proposal) is pegged to Consolidated EBITDA and Free Cash Flow, so that these metrics concern 560% of executive compensation. The remaining 40% concern individual goals. A further 10% of managers individual goals concern ESG-related aspects, in line with the respective fronts of action and businesses, as well as with the Company's 2025 Sustainability Strategy.

Therefore, for the Jan-Dec 2024 period, it is proposed that the Meeting shall set a total annual for Management (Board of Directors and Officers) up to BRL 61.3 million concerning total compensation (fixed and variable, including all manner of benefits and ex- social charges that are the Company's burden). The Board of Directors shall allocate the amount across the members of the Board of Directors and Officers, also considering as part of this amount the individual monthly compensation of the members of the Fiscal Council.

The complete Management Compensation proposal, as specified in item 08 of the Reference Form – Attachment "C" to CVM Resolution No. n 80/22, can be found in Attachment 5 to the Management Proposal.

e) Establish the individual monthly compensation of the members of the Fiscal Council in fiscal year 2024

As concerns the compensation of Fiscal Councilors, Article 162, paragraph 3, of the Corporations Law provides that it can be no lower, for each acting member, than 10% of the average compensation paid to each Officer, ex-benefits, representation allowances and profit-sharing.

As concerns the members of the Company's Fiscal Council, it is proposed that the Meeting should approve individual monthly compensation of BRL 11,822.94 (gross) for full members. Alternates shall only earn compensation when they replace full members in the event of vacancy, absence or temporary prevention.

Dexco

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