



Exclusively digitally

MANUAL

November 29th, 2024, at 11 a.m.

Extraordinary General Meeting

Dexco



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1. MESSAGE FROM THE BOARD OF DIRECTORS

São Paulo, November 7th, 2024.

Dear Shareholders,

We invite you to attend in the Extraordinary General Meeting ("Meeting") of Dexco S.A. ("Company") to be held on **November 29th, 2024, at 11 a.m.**, to resolve the matters on the agenda.

The Meeting will be held **on and exclusively digital basis**, to facilitate the attendance of all.

With this Manual, we submit to you the management proposal regarding the matters on the agenda and also provide the information necessary for attendance in the Meeting, with the aim of maintaining the best practices of corporate governance in the Company.

Best regards,

Alfredo Egydio Setubal
Chairman of the Board of Directors

2. INFORMATION ON THE GENERAL MEETING

a) Date, time and format

The Extraordinary General Meeting of Dexco ("Meeting") will be held on November 29th, 2024, at 11 a.m., for examination, discussion and voting on the matters contained in the Call Notice, available at the following link on the Company's Investor Relations websites (<https://ri.dex.co/>), of B3 S.A. – Brazil, Stock Exchange, Counter"(B3") (www.b3.com.br) and the Securities and Exchange Commission ("CVM") (www.cvm.gov.br).

The Company informs that the Meeting will be held exclusively digitally, which is why it will be recorded in full, in compliance with the provisions of article 75, IV, of CVM Resolution no. 81/22.

The Call Notice of this Meeting will be published on November 7th, 8th and 9th, 2024, in the newspaper "O Estado de S. Paulo" and on its website (<https://estadaori.estadao.com.br/publicacoes/>), and will also be made available on the Company's Investor Relations websites (<https://ri.dex.co/>), B3 (www.b3.com.br) and CVM (www.cvm.gov.br).

b) Convening and resolution quorums

The Extraordinary General Meeting will be installed in a first call with the presence of shareholders representing the applicable quorums, pursuant to Articles 125 and 135, of the Brazilian Corporate Law.

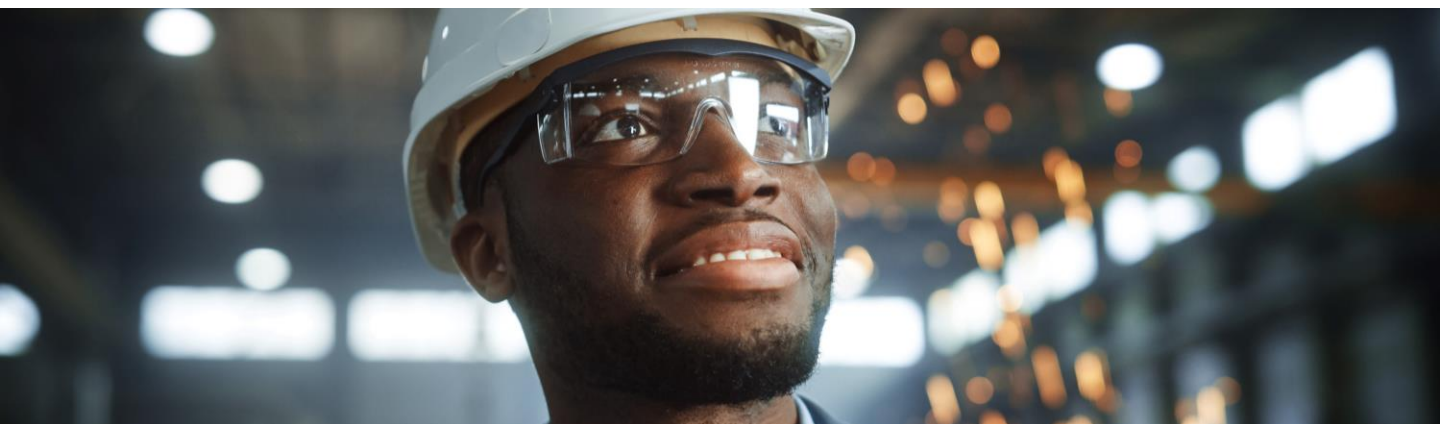
We clarify that, if there is not enough quorum for the installation in the first call of the Meeting, the notice of second call will be disclosed in due time, and the deadline for realization will not be less than eight (8) days, pursuant to article 124 of the Brazilian Corporate Law, and it will be installed with the presence of shareholders holding any number of shares.

Pursuant to Article 129 of the Brazilian Corporate Law, the deliberations of the Meeting shall be taken by a majority of votes conferred by the actions entitled to vote, not counting the blank votes. Each ordinary share entitles one vote in the Meeting.

c) Documents available to shareholders

The Call Notice and the Administration Proposal were made available on the Company's Investor Relations websites (<https://ri.dex.co/>), B3 (www.b3.com.br) and CVM (www.cvm.gov.br) on November 7th, 2024.

To instruct the matters to be decided at the Meeting, the Company makes available to shareholders the legal documents, this Manual and the proposal of the Administration (available in QR Code beside), according to information required by CVM Resolutions no. 80/2022 and 81/2022, which are available at the Company's headquarters, as well as on the Investor Relations websites of the Company (<https://ri.dex.co/>), B3 (www.b3.com.br) and CVM (www.cvm.gov.br).



d) Attendance at the Meeting

The Company will hold the Meeting exclusively digitally, which is why the attendance of shareholders can only be held via Digital Platform, to be made available by the Company for access on the day and time of the Meeting.

In the Meeting, there will be no possibility of attendance by means of distance voting bulletins, considering that the matters to be decided do not require its availability, pursuant to Article 26, §1, of CVM Resolution 81/2022.

e) Identification and representation documents of the Shareholder

In addition to the supporting documents for identification and representation of the Shareholder indicated below, it will be necessary to present a statement of ownership of the shares issued by the Company that proves its shareholder capacity ("Documents"), that should be sent by 11 a.m. on November 27th, 2024, in PDF format, through the ALFM Easy Voting Digital Platform.

**Individuals:**

identity document of the Shareholder or his legal representative (in this case, accompanied by proof of powers).

**Legal Entities:**

corporate documents proving the legal representation of the Shareholder and identity document of the representative.

**Investment Fund:**

identification document of the legal representative of the investment fund, duly accompanied by a copy of the proof acts of representativeness (e.g.: Articles of Incorporation or Bylaws and minutes of election of the executive board of the administrator or manager, as the case may be) and regulation of the investment fund.

In this Meeting, the Company informs that: (i) The documents must be presented in a digitized way of the originals; (ii) the documents must be signed electronically or digitally, and the recognition of the firm in the proxy instruments to be sent to the Company, as well as the consultation or annotation of the proxy instruments; e (iii) will not require sworn translation of the prosecutions and documents written or translated into Portuguese, English or Spanish, or of the documents attached with the respective translations into those languages.





f) Guidelines on representation by proxies and legal representatives

The shareholders may be represented in the Meeting by proxies constituted less than one (1) year ago, observing the requirements of article 126 of Brazilian Corporate Law, and the decision of the CVM Collegiate in CVM process no. RJ2014/3578.

The power of attorney shall only be considered valid, if duly filled in, electronically or digitally signed, and forwarded together with the documents provided in item “e” above.

g) Guidelines for attendance through the digital platform

Shareholders or attorneys wishing to participate through the digital platform (“Platform”) must access the pre-registration link (Link: <https://easyvoting.alfm.adv.br/acionista.wpconsentimento.aspx?CtxW0jdnQS4JAgUx1hIBxQjfFvKPXpbKKtihKAg9tfl0S8Cjym-QwiCf6rHnVj7L>) and finish it without delay until 11 a.m. on November 27th, 2024, filling in all the information requested, and upload the documents that prove their shareholder capacity, indicated in item “e” above.



After registration, the Company will validate the information and shareholders or proxies will receive, within 24 hours, e-mail informing about the acceptance or rejection of the registration. The shareholder will be allowed to regulate his/her registration pending until **11 a.m. on November 27th, 2024**. Registrations received on weekends will be validated until 6 p.m. on the following Monday.

The Company will send to duly qualified shareholders or proxies, up to 24 hours before the start of the Meeting, an email containing the link, login and access password (Access Link) of the Platform and other instructions necessary for access and attendance at the Meeting.

The Company points out that access information for the Meeting is personal and non-transferable and cannot be shared under the penalty of shareholder liability.

We present below, table with the available resources for each internet browser, so that the shareholder can prepare in advance, access the Platform through the use of personal computer, and thus participate in the Meeting:

Resources	Chrome 69+	Firefox 56+	Safari 11+	Edge 79+
Video (receive)	✓	✓	✓	✓
Video (send)	✓	✓	✓	✓
Audio (receive)	✓	✓	✓	✓
Audio (send)	✓	✓	✓	✓
Screen sharing (receive)	✓	✓	✓	✓
Screen sharing (send)	✓	✓	✓	✓
Gallery view	✓	✓	✓	✓
Virtual background	✓	✓	✗	✓
Video 720p (receive)	✓	✓	✓	✓
Video 720p (send)	✓	✓	✓	✓
Share audio from the guide	✓	✗	✗	✓
Chat	✓	✓	✓	✓
Hidden captions	✓	✓	✓	✓
Live transcription	✓	✓	✓	✓
Live translation	✓	✓	✓	✓
Cloud recording	✓	✓	✓	✓
Call (PSTN)	✓	✓	✓	✓
Waiting room	✓	✓	✓	✓
Rest rooms	✓	✓	✓	✓
Remote control	✓	✓	✓	✓
Webinar questions and answers	✓	✓	✓	✓
Live Stream RTMP	✓	✓	✓	✓
Whiteboard (display)	✓	✓	✓	✓
Whiteboard (edit)	✓	✓	✓	✓
Encryption	✓	✓	✓	✓
End-to-end encryption (E2EE)	✗	✗	✗	✗

ATTENTION: WE EMPHASIZE THAT TABLETS AND SMARTPHONES ARE NOT RECOMMENDED DEVICES FOR THE USE OF THE PLATFORM.

The Company is not responsible for any operational or connection problems that the shareholder or proxy may face that make difficult or hinder its attendance at the Meeting.

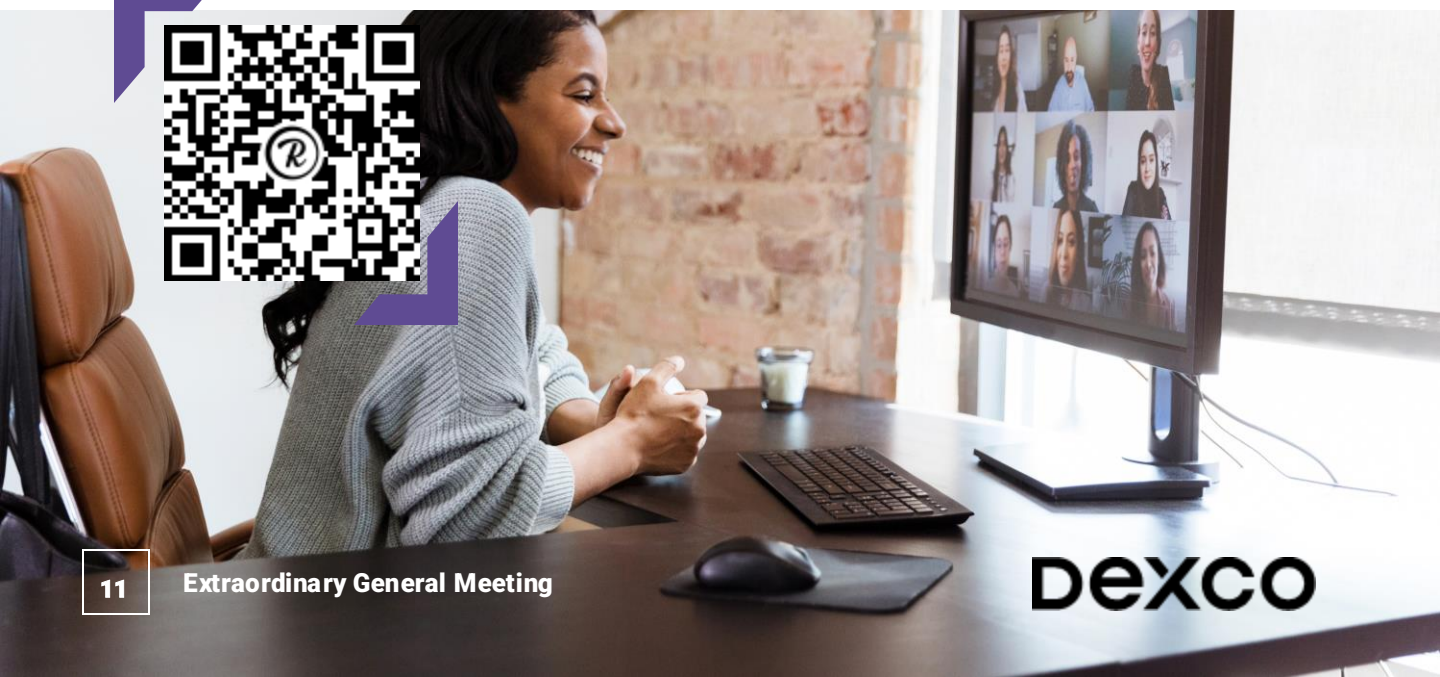
We also recommend using headphones for better audio quality.

The Company (i) recommends that the shareholder requesting its attendance in the Meeting should first familiarize himself with the use of the Platform, as well as ensure the compatibility of his electronic device with the Platform; and (ii) requests that, on the day of the Meeting, the qualified shareholder access the Platform 30 minutes in advance of the scheduled time for the beginning of the work, with the aim of allowing the validation of access and its effective attendance.

The shareholder who participates through the digital platform may express himself and, if he wishes, exercise his right to vote, and will also be considered present to the Meeting and subscriber of the respective minutes, pursuant to article 47, III, of CVM Resolution no. 81/2022.

The shareholder who has requested the attendance in the Meeting by the digital platform and has not received an email from the Company with the access guidelines until 11:00 a.m. on November 28th, 2024 shall contact us at assembleia@dex.co.

If questions arise strictly related to access or use of the digital platform, the shareholder may obtain technical assistance by the e-mail easyvoting@alfm.adv.br or by telephone (11) 98894-8000.



h) Conflict of interests

During the holding of the Meeting, shareholders should express themselves on account of the existence of any conflict of interest or particular interest in any matters under discussion or deliberation, in which their independence may be compromised. Any shareholder who has knowledge of a conflicting situation in relation to another shareholder and the subject matter of the deliberation shall also be expressed.

The shareholder who is in conflict of interest or has particular interest shall refrain from deliberation in relation to that matter.

i) Communication Channel with the Board of Directors

We emphasize that shareholders can send suggestions, criticisms or doubts directly to the Board of Directors by the e-mail assembleia@dex.co and in the subject field it should be informed that these are "Recommendations to the Board of Directors for General Meeting".





3. Extraordinary General Meeting

According to the proposal submitted by the Board of Directors, the following matters shall be submitted to the approval of shareholders:

i) The approval of the “Protocol and Justification of Partial Spin-off of Duratex Florestal Ltda. and merger into Dexco S.A. of the Spun-off Assets”, dated as of November 6th, 2024 (“Protocol”), referring to the Partial Spin-off of Duratex Florestal Ltda., a limited company enrolled under the Corporate Taxpayer's Number 43.059.559/0001-08, with headquarters in the city of São Paulo, State of São Paulo, Brazil, at Avenida Paulista, nº 1.938, 9th floor, Bela Vista, ZIP CODE 01310-200 (“Duratex”), and the approval of the merger of the spun-off assets of Duratex by the Company, under the terms of the Protocol, without altering the Company's share capital or bylaws.

The Company's management proposes that the Protocol is approved, and the merger of Duratex's spun-off assets into the Company, under the terms of the Protocol (“Operation”).

The Operation aims to transfer forestry assets from Duratex Florestal to Dexco, so that Dexco can use them to raise investments, increasing the financial benefit of these forestry assets, as well as achieving greater administrative and operational efficiency.

Whereas Duratex is a wholly owned subsidiary of the Company: (i) the approval of the operation will not imply any change in the Company's shareholders' capital or in the Company's Bylaws; and (ii) no shares issued by the Company will be attributed to any shareholders of Duratex, nor will there be, consequently, any dilution of the Company's shareholders, and there is no exchange relationship to be applied or evaluated in the operation.

For more details on the operation, we recommend consulting the Administration Proposal and its annexes.

ii) The ratification of the appointment of Ernst & Young Auditores Independentes S/S Ltda., a limited liability company enrolled under the Corporate Taxpayer's Number 61.366.936/0001-25, enrolled with the Regional Accounting Council of São Paulo/SP under no. 034519/O, with registered office in the city of São Paulo, Brazil, State of São Paulo, at Avenida Juscelino Kubitschek, nº 1.909, Torre Norte, 10th floor, Itaim Bibi, ZIP CODE 04543-01 ("Evaluator"), which evaluated, at financial values, Duratex's assets to be spun off and merged into the Company, under the terms and conditions of the Protocol, and issued the corresponding evaluation report;

The Company's management proposes that the appointment of the Evaluator be ratified as a specialized company to evaluate the assets of Duratex to be spun-off and merged into the Company and prepare the corresponding evaluation report, according to the Protocol.

The information required by Article 25 of CVM Resolution 81/22, as well as the minutes of meetings of the Board of Directors, the Fiscal Council and the Audit and Risk Management Committee regarding the appointment of the evaluator, are attached to the proposal of the Administration (Annexes I, II, V and VI).

iii) The approval of the evaluation report, as of August 31st, 2024, prepared by the Evaluator for the purpose of the merger of Duratex's spun-off assets into the Company, according to which Duratex's net asset value to be absorbed by the Company due to Duratex's partial spin-off, corresponds to R\$ 145,909,929.70 (one hundred forty-five million, nine hundred and nine thousand, nine hundred and twenty-nine Brazilian reais and seventy cents), on that base date.

The Company's management proposes that the evaluation report prepared by the Evaluator be approved for the purpose of the operation, according to which the value of the equity portion split from Duratex, to be absorbed by the Company due to the partial spin-off of Duratex, evaluated at accounting financial values corresponds to R\$ 145,909,929.70 31 (one hundred forty-five million, nine hundred and nine thousand, nine hundred and twenty-nine Brazilian reais and seventy cents), on the base date of August 31st, 2024. This evaluation report is attached to the Administration Proposal.

The administration clarifies that any possible fluctuation of assets value between the base date and the date on which the operation is approved in the competent corporate bodies of Duratex and the Company shall be reflected directly in the company to which they pertain to, making the necessary entries in the accounting and tax books.

The minutes of meetings of the Board of Directors and the Fiscal Council regarding the evaluation report prepared by the Evaluator are attached to the Administration Proposal (Annexes I and II).

iv) The authorization to the Company's administrators to perform any and all acts necessary for the realization of the partial spin-off of Duratex and the merger of the spun-off assets into the Company.

The Company's management proposes that authorization be granted for the Company's administrators to practice all the necessary acts to carry out the operation.

Dexco

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