



TRANSACTIONS WITH RELATED PARTIES POLICY

1. PURPOSE

Establish principles and guidelines with the objective of ensuring that all Transactions with Randoncorp Related Parties are carried out in the best interest of the Company and its shareholders, guided by the principles of transparency and ethics.

2. SCOPE

This Policy applies to all Business Units of Randoncorp, its Executives, employees and shareholders, subject to the specific rules of those companies that have their own policy.

In Randoncorp subsidiaries that have deliberative bodies, this Policy shall be presented to the Board of Directors or its equivalent for acknowledgment and implementation.

3. REFERENCES

- Randoncorp's Code of Ethics;
- Randoncorp's Anti-Corruption Policy;
- Company's Bylaws;
- Securities and Exchange Commission (CVM) Resolution No 94, of May 20, 2022;
- CVM Resolution No 80, of March 29, 2022;
- Law No 6,404/1976, as amended.

4. DEFINITIONS

Administrator (s): means the members of the Board of Directors and Executive Board of the Company.

Affiliate(s): any entity in which the Company or any Randoncorp company holds an equity interest, without control or with shared control.

Business Unit or BU(s): the business units/companies of Randoncorp, individually or collectively.

Code of Ethics: means the regulation that establishes the guidelines for the performance of the Administrators, employees and third parties who maintain a relationship with Randoncorp with respect to ethical dilemmas and conflicts of interest.

Company: means Randoncorp S.A.

Commutative Conditions: equivalence of reciprocal commitments or obligations, without favoring any of the parties involved.

Market Conditions: means those conditions that, during trading, must be based on the following principles: (i) Competitiveness: prices and conditions compatible with those practiced in the market; (ii) Compliance: meeting the contractual terms and responsibilities practiced by the Company, as well as adequate controls on information security; (iii) Transparency: adequate reporting of the conditions agreed upon, with due application, as well as reflected in the Company's financial statements; (iv) Equity:

establishment of mechanisms that prevent discrimination or privileges, and practices that ensure the nonuse of privileged information or business opportunities for the benefit of individuals or third parties.

Conflict of Interest: a conflict of interest occurs whenever the interest of a Key Person in the administration interferes in any way, directly or indirectly, in his/her judgment and objectivity, affecting his/her ability to carry out his/her activities or decide with impartiality or independence.

Controlled Company: means any company in which the Company holds shareholder rights, which

assure it preponderance in corporate resolutions and the power to elect the majority of the Directors.

CVM: means the Securities and Exchange Commission.

Significant influence: it consists of the power to participate in the financial and / or operational decisions of an entity, but which is not characterized by the control over these policies. Obtained through equity interest, statutory provisions or by shareholders' agreement.

Related Parties: is the person or entity that is related to the entity that is preparing its financial statements, as described below:

(a) Individuals and/or legal entities that, directly or indirectly: (i) Are the controlling company, controlled companies or affiliated companies of the Company; (ii) Are part of the same economic group as the Company; (iii) Are under common control with the Company; (iv) Have significant influence over the Company; and, (v) Are Joint Ventures in which the Company is a partner;

(b) The individual (natural person) identified as a Key Person in the management of the Company or any Randoncorp Business Unit;

(c) The individual who is a close member of the family or of any person referred to in subparagraphs "a" or "b", who, due to the bond, may influence that person in business with the Company, including: (i) Spouse or partner and child; (ii) Children of your spouse or partner; and, (iii) • His/her dependents or those of your spouse;

(d) Private pension entity that provides post-employment benefits and whose beneficiaries are the employees of Randoncorp;

(e) Associations for non-economic (non-profit) purposes and foundations, within the scope of Randoncorp, in which they participate, as associates and/or sponsors.

The following are not considered Related Parties: (i) two entities simply because they have a manager or another Key Person in common; (ii) two investors who share joint control over a venture; (iii) entities that finance or invest in any of Randoncorp's Business Units; (iv) unions and other class entities that Randoncorp's Business Units are associated with; (v) public service providers; (vi) customers, suppliers, franchisors, concessionaires, distributors or agents with whom Randoncorp's Business Units maintain a significant volume of business, including due to the resulting economic dependence.

Key Management Person or Key Person: Key management person/personnel are:

(a) Those who have authority and responsibility for planning, directing and controlling the Organization's activities, directly or indirectly, including any statutory or non-statutory administrator or director, who have significant influence on Randoncorp's Business Units;

(b) Members of the Board of Directors and/or of the Company's advisory committees;

(c) Members of the Company's Fiscal Council; and,

(d) Members of the Company's Executive Board (statutory) and non statutory directors of the Company and of any Randoncorp's Business Units.

Randoncorp or Randoncorp's Business Units: for the purposes of this Policy, they are the Company and its controlled and associated companies, located in Brazil and abroad, its branches, offices, branches, and/or any establishment that is in any way, directly or indirectly, linked to it.

Randoncorp, exclusively for the purposes of this Policy, also includes entities for non-economic purposes (foundations, associations, institutes and pension funds) maintained by any of the Randoncorp Business Units.

Related Party Transaction or RPT: Transfer of resources, services or obligations between the Company and a related party or between any of the Randoncorp's Business Units among themselves or with a Key Person, regardless of any consideration.

Examples of related party transactions:

- (a) purchase and sale of goods or services;
- (b) the rental or purchase and sale of assets, furniture or real state;
- (c) cost sharing carried out by the Company for Randoncorp Business Units, subject to exceptions to this Policy;
- (d) financial operations for cash management, such as intercompany loans and loans between Randoncorp's Business Units, and financial operations to provide guarantees in favor of subsidiaries, in compliance with specific guidelines, powers and policies;
- (e) the transfer of research services, technology and other intellectual resources;
- (f) the sharing of structure or infrastructure;
- (g) sponsorships and donations, which must comply with the corporate Sponsorship and Donations Policy; and,
- (h) corporate reorganizations and business combinations.

Exempt Transactions: transactions exempt from applying the guidelines and procedures of this Policy (see item 5.5).

Intercompany Sales Transactions: transactions carried out between Randoncorp Business Units, whose purpose is to provide services, parts, components, systems and other supplies used in the purchaser's production process.

Lending Transactions: These are transactions for the free loan of non-fungible things.

Cost Sharing Transactions: these are transactions provided for in a sharing or apportionment contract of costs and expenses necessary for operations not related to business purposes (backoffice).

Holding Fee Transactions: these are transactions provided for in a service provision agreement

by the Company, as a holding company for Randoncorp's Business Units.

Note: *The definitions in this item "4" will be automatically updated as a result of changes in the applicable legislation.*

5. GUIDELINES

Randoncorp may carry out RPT as long as the conditions and formalization established in this Policy are applied.

RPT must observe the same control and monitoring mechanisms, and compliance with the standards and certifications required in the operations and negotiations of Randoncorp with third parties.

5.1 CONDITIONS AND FORMALIZATION

RPT must consider:

- Board
- (a) market conditions and/or conditions established in a specific policy approved by the Board of Directors;
 - (b) whether there are clearly reasonable reasons, from the point of view of the Company's business, for it to be carried out;
 - (c) the execution in writing, specifying its main characteristics and conditions, such as: price, terms, guarantees, tax collection, payment of fees, obtaining licenses, among other information considered relevant;
 - (d) meeting the needs for the supply of goods and/or services of the Related Parties;
 - (e) disclosure in the Company's financial statements, in accordance with the criteria of materiality and risk appetite at the discretion of the Company's management.
 - (f) the equitable treatment of all the Company's shareholders;
 - (g) the scope of approvals provided for in item 5.2 of this Policy.

5.2 Individualized directives

5.2.1. Cost Sharing: These transactions must be carried out under commutative conditions, without margin application, and with formalization of the allocation criteria, exempt from the approvals set forth in item 5.6. Any Business Unit (BU) that incurs expenses on behalf of another may recover the amounts paid, provided there is mutual benefit and the respective cost-sharing or expense allocation agreement for the contracted service is formalized. Allocation of expenses related to core business activities is not permitted.

5.2.2. Holding Fee: These transactions must be carried out in accordance with the conditions approved by the Board of Directors and duly formalized in a specific agreement. Upon renewal of this agreement, identical conditions must be maintained or approval from the Board of Directors must be obtained to adopt different conditions for these transactions.

5.2.3. Intercompany Sales: Transactions that comply with the conditions and formalization requirements established in this Policy are exempt from the approval registration specified in item 5.3.

5.2.4. Commodatum: As a general rule, commodatum transactions between related parties must be formalized through a written agreement, with a conventional term of no more than 12 (twelve) months, supported by a well-founded justification for the free loan. The approval authority for the transaction must be based on the book value of the non-fungible item loaned.

For commodatum transactions involving materials held by third parties, the term may be up to 5 (five) years, provided that tax and fiscal regulations are observed and:

- (i) The items are finished or semi-finished products, such as prototypes, intended for testing and research development; and
- (ii) They consist of molds and tooling for the manufacture of parts and components used as inputs for producing products intended for the end customer.

5.2.5. Asset Sales: Asset sale transactions must comply with the guidelines of this Policy and be supported by evidence according to the asset class, as follows:

- (i) Land and buildings: independent appraisal report (third party), considering a forced liquidation scenario;
- (ii) Machinery and equipment: at least three (3) purchase quotations for similar assets under the same

- conditions, or an independent technical appraisal report;
- (iii) Vehicles: may be negotiated at the FIPE price table value;
 - (iv) Furniture, utensils, computers, and peripherals: may be negotiated at residual value.

Related Party Transactions involving the sale of vehicles or furniture and utensils that do not comply with the above guidelines must follow the conditions and formalization requirements established in item 5.1 of this Policy.

5.2.6. Transfer Pricing: Related Party Transactions involving entities from different countries must comply, according to the jurisdiction, with the applicable transfer pricing and tax rules in that country, which shall be considered as market conditions.

5.2.7. Funding Notices: Projects related to public or private funding notices for Instituto Hercílio Randon (“IHR”) that require contributions from Randoncorp Business Units (BUs) and whose resources are included in the approved annual budget are exempt from the application of this Policy.

Related Party Transactions covered by specific policies approved by the Board of Directors, such as the Policy on Compensation for Officers and Fiscal Council Members, are exempt from the application of this Policy.

5.3 SCOPE OF APPROVAL

Except for the specific conditions provided for in item 5.1.2, Transactions with Related Parties must be approved, according to the following levels:

- (a) By the General Shareholders' Meeting: operation, or set of related operations, with amounts greater than 50% of the value of the Company's total assets included in the last approved balance sheet;
- (b) By the Board of Directors: operation, or a set of related operations, with amounts greater than R\$ 50,000,000.00 up to 50% of the value of the Company's total assets included in the last approved balance sheet; and,
- (c) By the Executive Committee (COMEX): operation, or set of related operations, in the amount of up to R\$50,000,000.00.

5.4 IDENTIFICATION AND REGISTRATION OF RELATED PARTIES

A Key Person classified as a Related Party must complete the “Adherence and Key Management Declarations Form – Annex I” and submit it to the Corporate Governance Department, which will retain the document.

Annually, Randoncorp will request updates to the information declared in the Adherence Forms to reflect any changes that may have occurred during the period.

Upon termination of the corporate relationship, the end of the employment or service agreement, the removal of executives, the cessation of significant influence, or any material change in the structure, the Key Management Person will be removed from the registration database.

The data contained in the Key Persons registry may be made available for consultation when requested by the Executive Committee, by the direct or indirect manager of the Key Person, as well as by the Company's Officers and Non-Statutory Directors.

5.5 BANNED TRANSACTIONS

Transactions involving the participation of shareholders, managers, Key Persons and employees in private or personal businesses that may interfere or conflict with the interests of the Company or that may result from the use of confidential information obtained as a result of the exercise are prohibited.

Forms of remuneration of advisors, auditors, consultants or intermediaries that generate a conflict of interest with the Company, with Randoncorp, with the Managers, with the shareholders or classes of shareholders are prohibited.

Once the guarantee in the lease of real estate destined for Officers is not impeded, provided that it has been previously negotiated in the respective employment contract, the direct granting, by the Company, of loans operations or provision of personal guarantees is prohibited:

(a) to the Managers, members of the Fiscal Council and Key Persons, as well as to their respective spouses, partners, and their dependents;

(b) to the shareholders, individuals or legal entities, in whose capital they hold more than 5% (five percent), any Managers of Randoncorp, as well as their family members.

5.6 TRANSACTIONS EXEMPT FROM THE PROCEDURES OF THIS POLICY

Without prejudice to the accounting records and their disclosure provided for in this Policy and in the applicable regulation, the transactions below are exempt from the procedures of this Policy:

(a) payment of compensation to the Company's Managers and Fiscal Council members, provided that its global amount has been approved at the General Meeting, pursuant to Law No. 6,404/76, or by the Board of Directors;

(b) transactions carried out between companies that the Company holds, directly or indirectly, a percentage greater than 99% (ninety-nine percent) of the capital stock.

6. DISCLOSURE OF RELATED PARTIES TRANSACTIONS

The Company must disclose information about transactions and existing balances with Related Parties in its financial statements and by other means determined by applicable legislation and regulations, and the conditions under which the transactions were carried out.

Transactions with Related Parties that constitute a Material Act or Fact must be disclosed to the market, in compliance with the applicable legislation and the Company's Disclosure Policy.

In any disclosures, the Company must provide sufficient details to identify the Related Parties, as well as the object of the transaction, in order to allow the Company's shareholders to monitor and evaluate management activities related to such transactions.

7. CONFLICT OF INTERESTS

Situations involving conflict of interest must be formally communicated to the Risk Management and Compliance area for analysis and registration.

Issues related to conflict of interests involving Related Parties must be directed to the Executive Committee so that, according to the guidelines of this Policy, it may or may not recommend the agenda for deliberation by the Board of Directors.

The assessment of the conflict of interest situation and the consequent abstention of the person exercising significant influence must be included in the minutes of the respective meeting.

In the case of an Administrator who has a Conflict of Interest and does not manifest, any other member of the body to which he belongs who is aware of the situation may manifest. In this case, the Administrator's voluntary non-manifestation may be considered a violation of this Policy.

8. POLICY BREACH

Failure to comply with this Policy or failure to report its violation may result in punitive action for any of those involved in accordance with the Company's internal rules.

Cases of violation of the Policy by the Directors must be forwarded immediately to the President Director or the Chairman of the Board of Directors, by the member of the administration who becomes aware of it and not doing so, by any person who has knowledge of the violation, to that it take measures in line with the Company's principles and Code of Ethical Conduct.

Anyone who suspects or witnesses situations that violate the guidelines of this Policy can report the fact through the Randoncorp's Ethics Channel.

This communication channel guarantees the confidentiality of your contact and can be accessed by calling 0800 777 07 68 (Portuguese) or 1-800-245-8549 (English) or at <https://www.canalconfidencial.com.br/randoncorp/>.

9. RESPONSIBILITIES

Board of Directors

- Approve the Related Party Transactions Policy and its reviews.
- Approve Transactions with Related Parties according to its competence.
- Annually monitor transactions carried out with Related Parties, as reported by the Executive Committee.
- Ensuring equitable treatment for shareholders when analyzing corporate restructuring operations involving Related Parties;
- Call the General Meeting, whenever there are Transactions with Related Parties within the scope of the shareholders for approval.

Executive Committee

- Opinion about the Related Party Transactions Policy, prior to the Board of Directors' deliberation;
- Approve Transactions with Related Parties according to its competence;
- Annually monitor Related Party Transactions and report to the Board of Directors.

Investor Relations Department

- Disclose Transactions with Related Parties to the securities market, in accordance with current legislation;

- Make this policy available to the securities market;
- Publicize this policy to internal and external audiences.

Corporate Controlling Area

- Maintain adequate systems, mechanisms and processes for capturing information and verifying Transactions with Related Parties;
- Analyze, as requested by the requesting areas, the RPT, regarding accounting, controlling and alignment aspects with this Policy;
- Disclose Related Party Transactions in the quarterly and annual financial statements.

Corporate Governance Area

- Develop periodic training on the guidelines of this Policy;
- Receive, monitor and update Key Person registration forms.

Compliance and Risk Management Area

- Analyzing, in accordance with the guidelines of this Policy, transactions with related parties demanded.
- Clarify doubts about conflicts of interest;
- Support the Corporate Governance Area in raising awareness of the guidelines of this Policy.

Legal and Tax Planning Department

- Analyze, as requested by the requesting areas, Transactions with Related Parties, regarding legal and tax aspects and alignment with this Policy;
- Communicate to the Corporate Governance Area whenever there is any change in the corporate structure and Key Persons;
- Forward the agreements of Transactions with Related Parties for monitoring the parties involved.

Contracting areas of Transactions with Related Parties

- Comply with the Related Party Transactions Policy;
- Evidencing the compliance of Transactions with Related Parties;
- Forward the requests for approval of Transactions with a Related Party, accompanied by the information and documents provided for in Attachment II, being responsible for the entire approval process.

10. CONTROL INFORMATION

This Policy was approved by the Board of Directors on December 11, 2020, coming into force on January 1, 2021.

Responsible for this document:

Preparation

Corporate Governance
Executive Committee

Review

Risk and Compliance Management

Approval

Board of directors

Versão	RCA	Data	Indicação dos itens modificados
1ª	914	11/12/2020	
2ª	921	03/03/2021	
3ª	955	04/07/2022	
4ª	981	14/12/2023	
5ª Vigente	1020	11/12/2025	Item 5.2.4: Inclusão do segundo parágrafo. Item 5.4: Inclusão do segundo e terceiros parágrafos Termo de Adesão: Adequação da redação

ATTACHEMENT I

TERMS OF AGREEMENT AND DECLARATIONS KEY PERSONS OF THE ADMINISTRATION

By this instrument, [NAME], registered under CPF [No.], with employee ID [No.] ("Employee ID"), in the capacity of a Key Person as defined in the Related Party Transactions Policy, and as a member of the workforce of the Randoncorp economic group, whose parent company is RANDONCORP S.A., a publicly held corporation headquartered in the City of Caxias do Sul (RS), at Av. Abramo Randon, 770, Bairro Interlagos, ZIP Code 95055-010, registered under CNPJ No. 89.086.144/0011-98 ("Company"), hereby declares and informs that:

- (a) Has received a copy of Randoncorp's Related Party Transactions Policy;
- (b) Has read and fully understood the Policy and agrees to comply with its provisions in all activities throughout the term of the contract or professional relationship with Randoncorp's Business Units;
- (c) Acknowledges being prohibited from participating in any negotiations with companies in which holds an equity interest that represents full or shared control or where holds a management position or employment relationship;
- (d) Undertakes, whenever requested by Randoncorp, to provide information regarding: (i) close family members; (ii) full or shared control, management position, or employment relationship with any entity; (iii) relationships with the independent audit firm; (iv) any connection between the persons or entities mentioned above and any Randoncorp business unit; and (v) situations that may represent any Conflict of Interest with any Randoncorp company; and
- (e) Is aware that Randoncorp may conduct inquiries and searches related to their name and/or the names of close family members, including entities in which they or close family members hold an equity interest or occupy a management position or employment relationship, and that have significant influence over such organization, in order to verify the possible existence of a Conflict of Interest.

[LOCATION], [DAY] of [MONTH], [YEAR].

[SIGNATURE]

Attachment II -RELATED PARTY TRANSACTION FORM

Transaction Type:	
Name of Related Parties:	
Relationship between the contracting party and the Company:	
Justify:	
Operation details:	
Amount involved in the deal:	
Criteria adopted for validating the commutative conditions:	
Description of attached documents:	
Approval scope (COMEX or Board of Directors):	
Prepared by:	
Reviewed and approved by:	
Date:	
Name and Position:	
Signature:	

