



POLICY ON THE REMUNERATION OF ADMINISTRATORS AND MEMBERS OF THE FISCAL COUNCIL

2nd Version
Approved on December 14, 2023

Randon S.A. Implementos e Participações Listed Company

POLICY ON THE REMUNERATION OF ADMINISTRATORS AND MEMBERS OF THE FISCAL COUNCIL

1. OBJECTIVE

This Policy is aimed at setting out the guidelines and strategy for the Board of Directors, Statutory Executive Board (“administrators”), non-statutory advisory committees to the Board of Directors and Fiscal Council of Randon S.A. Implementos e Participações (“Company”). Thus, this Policy also aims to attract, retain and engage the best professionals, recognizing performance and potential, thus enabling the Company to achieve superior performance, aligned with the interests of shareholders.

2. COVERAGE

This Policy applies to the members of the Board of Directors, the Statutory Board, non-statutory advisory committees and the Fiscal Council of the Company.

3. NORMATIVE REFERENCES

Corporation Law (Law No. 6404/76);

Regulation of Level 1 of Governance of B3 S.A. – Brasil, Bolsa, Balcão;

Company’s Bylaws;

Internal Regulations of the Board of Directors;

Internal Regulations of the Fiscal Council; and,

Internal Regulations of the Executive Board.

4. GUIDELINESS

4.1. Through this Remuneration Policy, the Company seeks to provide attractiveness, motivation, retention and engagement of professionals, reinforcing meritocracy, and other forms of encouragement to surpass performance, balanced with good management and mitigation of business risks.

4.2. The compensation amounts paid by the Company to its administrators are defined according to the importance and weight of the position in the Company's organizational structure and its positioning strategy in the market.

4.3. Management compensation must be in line with the Company's strategic objectives, focusing on its perpetuity and the creation of long-term value.

4.4. Compensation is established and updated based on market research, which analyses large companies from different sectors, through which the values practiced by the Company are compared against the market, measuring the degree of competitiveness and the need to adjust the values practiced.

4.5. The remuneration of administrators is proposed by the People Committee to the Board of Directors, with the Annual General Meeting being responsible for setting the global amount in accordance with article 152 of the Corporation Law and for the Board of Directors, its distribution among the Statutory Directors and Board members.

5. REMUNERATION STRUCTURE AND COMPOSITION

5.1 Statutory Board

The composition of the compensation defined for the Directors is aligned with short, medium and long-term interests and aims at attracting and retaining professionals with a focus on achieving and exceeding results and is composed of fixed compensation, variable compensation, post benefits and benefits job.

The positions of the Board (C-Level) are evaluated by the position evaluation methodology, taking into account universal factors, comparable worldwide. The scores of the new positions must be presented and validated by the Board of Directors, that, in the event of significant changes to the Company's strategy and if the scope of C-level positions is expanded, they must validate the revised score, with the support of the People Committee and specialized consultancy.

The fixed remuneration is aligned with the market median, and may be changed based on the executive's merit and/or due to misalignment in relation to the market, demonstrated in a salary survey carried out annually and performance evaluation for the period. This change must be approved by the Board of Directors.

The salary ranges take into account factors such as strategic importance, main attributions, scope of responsibilities and other relevant aspects that are inherent to the positions, so that executives can be individually positioned considering their level of maturity, professional experience and their share of contribution to the company's results.

Variable remuneration represents a significant part of total remuneration, and is represented as follows:

- a.** Profit Sharing, also called Short-Term Incentive ("STI") - aims to recognize and reward Directors, for the results of the year (12-month period), encouraging them to achieve and exceed goals and results, in accordance with with the respective area of activity and the overall performance of the organization. The upper limit will be the lower of the following values: 10% (ten percent) of the Company's profits,

or the total annual fixed remuneration paid to administrators, as per the statutory provisions. Profit sharing will only be paid to Directors in the fiscal years in which the mandatory dividend is attributed to shareholders, as provided for in the Bylaws.

- b. Long-Term Incentive Retention Bonus (“LTI”) - aims to recognize and reward eligible Directors, for the results obtained in periods longer than one year, integrating them into the Company's development process in the medium and long term, and allowing them to participate in the appreciation that their work and dedication bring to the Company. LTI plans also contribute to the alignment of interests between the Company's Directors and shareholders, in the joint effort to ensure the Company's longevity.

Variable remuneration is linked to the Company's financial results and the achievement of goals, being higher or lower, according to the degree of achievement or exceeding of said goals and reflecting the direct impacts of the results obtained in the short term (period of one year) and in the long term (periods longer than one year). It is also aligned with indicators that inhibit behaviors that could increase exposure to risk, above levels considered prudent by the Board of Directors.

The remuneration package also comprises a set of benefits, which aim to improve the quality of life and provide Directors and their legal dependents with medical assistance plans, group life insurance and the post-employment benefit of supplementary pension.

5.2 Board of Directors

The members of the Board of Directors are entitled to fixed monthly compensation, as fees, distributed by the Directors at a meeting, which is part of the global amount defined annually by Shareholders at the Annual General Meeting.

Such remuneration is not linked to their participation in the meetings held by the aforementioned body, and is intended to remunerate them for services rendered in a manner compatible with their attributions, responsibilities and time of dedication to their functions. The members of the Board of Directors, except the independent ones, are also entitled to medical assistance plans and the supplementary pension.

5.3 Fiscal Council

In the event of installation and election of effective and alternate members to compose the Company's Fiscal Council, the effective members will be entitled to a fixed monthly and individual remuneration, which will be fixed by the General Meeting that elects them. Such remuneration may not be less than 10% (ten percent) of which, on average, is attributed to each director, not including benefits, representation funds and profit sharing, pursuant to paragraph 3 of article 162 of the Corporation Law. The members of the Fiscal Council will also be entitled to payment and/or reimbursement of travel, accommodation and other expenses necessary to perform their role.

Thus, the alternate members of the Fiscal Council will only be entitled to compensation when replacing the respective effective members, in cases of vacancy/absence, according to the Internal Regulations of the Fiscal Council.

5.4 Non-statutory Committees

In accordance with the Company's Bylaws, members of the Board of Directors may establish non-statutory committees to provide advice to the deliberative body. The Company currently has a People Committee, an advisory body, linked to the Company's Board of Directors, responsible, among other topics related to people and organizational culture, for evaluating and discussing the Company's management remuneration guidelines, including remuneration criteria (fixed and variable) and benefits. This Committee is made up of members of the Board of Directors, the President-Director, and specialists independent professionals. Members of the People Committee who hold a position in the Company will not be remunerated, independent professionals may be remunerated, as provided for in the Internal Regulations of the People Committee, approved by the Board of Directors, on December 15, 2022.

6. RESPONSIBILITIES

Board of Directors

- Approve this Policy and its modifications.

Peoples Committee

- Produce proposals for improvement and enhancement of practices related to people and organizational culture.
- Recommend remuneration proposals to the Board of Directors.

People and Culture Corporate Area

- Comply with and enforce the rules of this Policy, as well as direct relevant discussions to the President-Director and/or the People's Committee.

7. MODIFICATIONS

The Company reserves the right, at any time, to review, modify, change or revoke this Policy, especially in the case of any essential or relevant change to the laws or regulations applicable to the Company, always respecting the Company's corporate governance rules.

8. TERM AND APPROVAL

This Policy was prepared by the People and Culture Area, revised by the Executive Board responsible for the area and will become effective from the date of approval by the Board of Directors, and may be revised periodically, whenever justified.

9. CONTROL INFORMATION

This Policy was approved by the Board of Directors at Minutes No 932, held on July 20, 2021, with last modifications approved at Minutes No 981, held on December 14, 2023

Responsible for the document:

Responsible	Area
Elaboration	People and Culture
Review	People's Committee
Approval	Board of Directors

Change Log:

Version	Date	Validity
1	July 20, 2021	July 20, 2021
2	December 14, 2023	December 14, 2023