



RANDONCORP

Building **tomorrow**

Internal Regulations of the Board of Directors

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1. PURPOSE

The purpose of these Regulations is to establish, govern and streamline the operational procedures necessary to optimize the functioning of the Board of Directors ("Board"), providing the best conditions for the Board members to fulfil their responsibilities, including their relationship with the other governance bodies, in compliance with the provisions of the Articles of Organization/Bylaws ("Bylaws"), current legislation and regulation.

2. BOARD COMPOSITION

2.1. The Board is composed of three to nine effective members, with the total number being always odd, mostly external members and at least one third of independent members.

2.1.1. A non-independent member will be one who:

- (a) is a direct or indirect controlling shareholder of the company;
- (b) exercises his/her voting rights at Board meetings bound by a shareholders' agreement that has, as its scope, matters related to the company;
- (c) is a spouse, partner or relative, in a direct or collateral line, up to the second degree of the controlling shareholder, administrator of the Company or of the controlling shareholder; or,
- (d) was, over the last three years, an employee or director of the Company or its controlling shareholder.

2.1.2. The condition of independence shall be acknowledged through a formal declaration signed by the Board member himself/herself upon nomination and renewed annually prior to the Annual General Meeting.

2.2. The members of the Board will be elected by the Annual General Meeting and may be removed from office by it, at any time. Their term of office is of two years, being permitted their re-election.

2.3. The members of the Board must meet the following requirements:

- (a) Unblemished reputation and personal integrity.
- (b) Not hold positions in companies that may be considered competitors of the Company.
- (c) Absence of conflict of interest with the Company.
- (d) Availability of time.
- (e) Motivation to perform the position.
- (f) Alignment with the Company's Values.

2.3.1. It is desirable that, in addition to the requirements set forth above, the Board of Directors seek, in its composition, among others necessary to complement the collegiate body, the following experience and knowledge:

- (a) Experience as a board member.
- (b) Specific knowledge of the Company's industry and business.
- (c) Strategic vision.
- (d) Accounting, economic and financial knowledge.
- (e) Innovation knowledge.
- (f) Knowledge of the capital markets and investor relations.
- (g) Legal knowledge, especially corporate law.
- (h) Knowledge of corporate governance best practices.
- (i) Knowledge of risk management and compliance.
- (j) Knowledge of environmental and social sustainability.

2.4. The following are conditions for a Board Member to take office: signature of the following documents:

- (a) Instrument of Investiture, drawn up in the Book of Minutes of the Board of Directors.
- (b) Declaration that he/she is not impeded by special law, or convicted of bankruptcy crime, malfeasance, bribery, concussion, embezzlement, crimes against the popular economy, public faith or property, or criminal penalty that temporarily prohibits access to public office, as provided for in paragraph 1 of article 147 of Law No. 6,404/76.
- (c) Instrument of Consent to B3's Level 1 Corporate Governance Regulations.
- (d) Declaration that he/she does not hold a position in a company that may be considered a direct competitor of the Company, and does not have, nor represent, interests conflicting with those of the Company, pursuant to items I and II of paragraph 3 of article 147 of Law No. 6,404/76.
- (e) Declaration regarding the number of shares, subscription warrants, stock options and debentures convertible into shares issued by the Company and by controlled companies or companies within the same group, held by him/her.
- (f) Instrument of adherence to the Company's Code of Ethical Conduct. And
- (g) Instruments related to the Company's Related Party Transactions Policy and Disclosure of Information and Trading in Securities Policy.

2.5. At the first meeting following the investiture of the Board members, the Board will choose, among its peers, the Chairman and up to two Vice-Chairmen.

2.6. In their temporary absences, the Chairman of the Board will be replaced by one of the Vice-Chairmen of that body. It is up to the other members of the Board of Directors to appoint an alternate member, when there are more than one Vice-Chairman is in office.

2.7. In the absence or temporary impediment of any Board member, he/she may appoint another Board member to replace him/her, upon written authorization, by letter or e-mail, either for constituting a "quorum" or for voting, which must be in writing, pursuant to these Regulations.

2.8. In the event of a permanent vacancy, the Board, through its remaining members, may elect an alternate member to complete the term of office of the replaced member.

3. BOARD OF DIRECTORS' MEETINGS

3.1. The Board meetings will be held at the Company's headquarters or, by agreement of the majority of Members, on the premises of the controlled companies or another location to be chosen.

3.1.1. Meetings held by videoconference, through the governance portal or any other means of communication that allows the identification of the member, his/her manifestation and vote, as well as simultaneous communication with all other persons present at the meeting, shall also be deemed to have been held at the Company's headquarters.

3.2. The Board shall meet ordinarily, at least six and at most twelve times a year, extraordinarily, whenever corporate interests so require.

3.3. The annual calendar of meetings and the thematic agenda shall be approved by the Board members until the month of December of the previous year and shall include, in addition to the dates, a preview of the topics to be addressed during the following year.

3.4. The meetings shall be convened by the Chairman or his/her alternate member by means of a written communication issued at least seven days in advance, through the governance portal, indicating the date, time and agenda of the meeting, except in cases of utmost urgency, in which case the term may be reduced.

3.5. The call notice shall be sent by the Governance Area through the governance portal, and the agenda shall highlight the matters that will be subject to deliberation, presentation or information purposes.

The proposals, economic feasibility analyses and supporting documentation for the matters to be discussed shall accompany the call notice and may, in extraordinary cases, be made available to the Board members subsequently, provided that this occurs sufficiently in advance of the meeting date to allow prior analysis by the Board members.

3.6. Meetings attended by all Board members will be considered regular meetings, regardless of any preliminary formalities or upon manifestation of agreement by the Board members to waive them.

3.7. The meetings will be held with the presence of most of the Board members and the resolutions proposed by most of the members of the Board will be considered valid.

3.7.1. The Chairman will be responsible for conducting the proceedings and for the casting vote. Whenever possible, decisions should be made by consensus.

3.7.2. Votes in advance, in writing, sent preferably through the governance portal used by the Company, will be accepted. Submission by letter, e-mail or through the Board member replacing him/her at the meeting shall also be permitted.

3.9. At each meeting, the respective minutes shall be drawn up clearly, containing the date, venue, participants and resolutions adopted, as well as dissenting votes and abstentions from voting. After approval, the minutes shall be signed by all Board members present, and the use of digital signature through a specific signature platform used by the Company shall be permitted, with no need for a digital certificate (e-CPF).

3.10. Members of the Executive Board, managers and specialists of the Company, when invited, may participate in the meetings to contribute opinions and information that support the Board members' deliberations, as well as provide clarifications of any nature. These participants, however, shall not have voting rights.

3.11. Members of the Audit Committee shall be invited to attend Board meetings whose matters to be deliberated require their presence, pursuant to the law.

4. ADVISORY COMMITTEES

4.1. To support the Board members and optimize their performance, whenever deemed necessary, the Board may establish working groups or non-statutory committees with specific advisory and support duties regarding the matters for which they were created. Their function shall be to provide opinions on matters within their competence, pursuant to Board resolutions.

4.1.1. The recommendations of these committees will be exclusively opinionated, and the members of the committees will not have any deliberative power or responsibility for the deliberations.

4.2. The rules on the composition, operation and competence of the advisory committees that may be created by the Board shall be defined in the minutes of the meeting resolving upon their creation and in the respective regulations approved by the Board of Directors.

4.3. The committees may count on the collaboration of external professionals and administrative support structures. The remuneration of such professionals and external committee members, as well as expenses related to the administrative support structure, including the hiring of specialized consulting services, shall be borne by the Company.

5. GOVERNANCE AREA

5.1. The Board shall be supported by the Corporate Governance Area, which shall have, among others, the following responsibilities:

- (a) Support the Chairman and Committee coordinators in meeting dynamics and agenda preparation.
- (b) Set the agenda of the matters to be discussed, based on requests from the Board members and consultation with directors, in addition to submitting it for approval by the Chairman of the Board.
- (c) Arrange for the convening of Board meetings, informing them and eventual participants of the venue, date, time, and agenda, seeking to comply with the governance deadlines.
- (d) Forward supporting materials for the meetings and interact with Executive Board members and employees in order to ensure the quality and timeliness of information.
- (e) Provide the necessary infrastructure for the meetings.
- (f) Serve in the meetings by preparing and drawing up the respective minutes and other documents in the Book of Minutes, collecting the signatures of all the Board members who participated in the meeting, and recording the attendance of any guests.
- (g) Make the minutes of the Board meetings available on the governance portal. And,
- (h) Update the Board members on governance matters and matters of interest to the Board members, in line with the Chairman of the Board.

6. FUNCTIONS, RESPONSIBILITIES AND DUTIES OF THE BOARD

6.1. In compliance with the provisions of Article 23 of the Articles of Organization/Bylaws, and notwithstanding the functions established by law, the Board shall:

- (a) Establish the general guidelines for the Company's business.
- (b) Approve the Company's guidelines, considering the impacts of the activities on society and the environment, aiming at the Company's perpetuity and creation of value.
- (c) Approve the annual and/or multi-annual operating and/or investment budgets, the strategic, business and development plans, as well as the Company's expansion projects, and the investments required for their implementation.
- (d) Monitor and evaluate the Company's development and its economic-financial performance.
- (e) Approve the Company's administrative structure, the Board's internal regulations, and other regulatory acts, such as codes, programs, corporate policies, including the Executive Board's internal regulations, considering the Company's values and principles, while ensuring that the Company adheres to ethical and transparency norms in its relationship with all stakeholders.
- (f) Periodically review the corporate governance system, aiming at its continuous improvement.
- (g) Elect and remove Company Directors, establishing their respective attributions.
- (h) Resolve on the creation of thematic committees or working groups, as provided for in the Bylaws.
- (i) Oversee the management of the directors, examine, at any time, the Company's books and papers, request information on contracts entered, or about to be entered into, and any other acts.
- (j) Establish and distribute, within the limits established annually by the Annual Shareholders' Meeting, the individual compensation of the members of the Board of Directors and Executive Board, and the Directors' profit sharing.
- (k) Establish pension plans and benefits for the Company's employees and administrators.
- (l) Grant stock options to its administrators and employees, as well as to the administrators and employees of other companies that are directly or indirectly controlled by the Company, without pre-emptive rights for shareholders under the terms of the plans approved at the General Meeting.

- (m)** Authorize the convening of the General Meeting in the cases provided for by law or when it deems convenient.
- (n)** Review the management's annual report, the financial statements and the proposal for the allocation of results and resolve on their submission to the General Meeting, in addition to expressing an opinion on the management reports and quarterly financial statements.
- (o)** Resolve on the payment of dividends, including interim payments, as well as the payment of interest on equity to shareholders.
- (p)** Express its opinion on the submission to the General Meeting of any proposal by the Executive Board, including capital increase, allocation of profits and statutory amendments, whenever it deems convenient.
- (q)** Choose (and/ or remove) the independent auditors, who will report to the Board, as provided for in the applicable legislation.
- (r)** Call the independent auditors or internal auditors to provide any clarifications they deem necessary.
- (s)** Periodically evaluate the Company's exposure to risks and the effectiveness of the risk management systems, ensuring that the Executive Board has mechanisms and internal controls for the assessment and mitigation of risks, in order to maintain them at compatible levels, including in relation to the integrity program (compliance), aiming at complying with external and internal laws, regulations and regulations. The Board will be responsible for approving a risk management policy that is compatible with the business strategies.
- (t)** Authorize the acquisition, by the Company, of shares of its own issuance to be held in treasury and/or for subsequent cancellation or disposal.
- (u)** Express its opinion on any acts or contracts that the Executive Board submits for its approval.
- (v)** Authorize the issuance of shares within the limits authorized in Article 6 of the Bylaws, with the respective increase in capital stock, as well as the issuance of simple debentures and other securities, and/or credit instruments for raising funds, of common use in the market, establishing their issue conditions.
- (x)** Call for its decision any matter it deems important to guide the Company's business, respecting the competence of the General Meeting.
- (z)** Authorize the setting up, merger, incorporation, spin-off and dissolution of associated or controlled companies.
- (aa)** Resolve on transactions with related parties that fall within its competence, as defined in the policy on transactions with related parties, approved by this Board, excluding any members with potentially conflicting interests.
- (bb)** Authorize the Company's interest in other companies, as a partner, shareholder or consortium member, except in the case of a wholly owned subsidiary; and authorize the acquisition of equity interests, the formation of consortia, joint ventures and other strategic alliances, by the Company.
- (cc)** Authorize transactions involving the sale, encumbrance, licenses or use of trademarks, patents, and technology.
- (dd)** Resolve on the process of assessing the Board, the Company's main executive and, when applicable, its committees, other bodies, and other members of the Executive Board.
- (ee)** Annually assess and disclose who the independent Board members are, as well as indicate and justify any circumstances that may compromise their independence, under the terms defined in the Bylaws and the Brazilian Corporate Governance Code.
- (ff)** Resolve on any matters related to the cancellation of the Company's publicly held company registration, or withdrawal from B3's Level 1 of Governance. And
- (gg)** Periodically set criteria for the amount involved, extension of effects and others, for the performance of certain management acts by the Executive Board, such as (i) authorizing fundraising, contracting loans, financing and other financial instruments, including opening of credit, commercial leases or leasing, issuance of commercial promissory notes or other debt securities; (ii) loans of any nature (iii) Compror, Vendor, drawdown risk operations, discount and assignment of receivables. (iv) operations with derivatives; (vi) the acquisition, disposal

(even if fiduciary) of any property, movable or immovable; (vii) the contracting and provision of guarantees of any nature by the Company and the constitution of liens.

(hh) Become aware of the minutes of the meetings of the Executive Board and Audit Committee, as well as of those of advisory committees or working groups, when in place.

6.2. It is also the responsibility of the Board to establish the Company's guidance in controlled companies and other subsidiaries, directly or indirectly, and to establish the content of the vote to be exercised by the Company at the General Meeting and/or meeting of partners, as well as the matters listed in item "gg" of this item, in relation to the same companies.

6.3. It is the responsibility of the President of the Board, or the Vice-President when replacing the President:

(a) Chair and coordinate the work of the Board, acting in a democratic and impartial manner, aiming at the efficiency and good performance of the Board.

(b) Call shareholders' meetings in the cases provided for by law, when resolved by the Board, or when deemed convenient.

(c) Hold and preside over board meetings and general meetings.

(d) Call the members of the Audit Committee, the Executive Board and the independent auditors to the general shareholders' meetings.

(e) Convene, in advance, the members of the Audit Committee to participate in the meetings at which the following matters will be deliberated on: the annual management report; the financial statements for the fiscal year; and, the proposals of the Management Bodies regarding the modification of the capital stock, the issuance of debentures or subscription bonuses, the investment plans or capital budgets, the proposals for the allocation of dividends, the conversion, incorporation, merger or spin-off of the Company.

(f) Coordinate the work of the Corporate Governance Area, including in relation to the agenda and secretariat of the meetings, listening to the other Directors and, if applicable, the members of the Executive Board. And,

(g) Propose to the Board the annual calendar and thematic agenda of Board meetings.

6.4. The duties of each Board member are:

(a) Work seeking consensus and treating others equally, regardless of who has indicated them.

(b) Not omit, from the other members, information, documents or clarifications arising from or requested from any bodies.

(c) Attend, whenever possible, public meetings and general meetings/assemblies, showing himself or herself present.

(d) Keep confidential any and all information about the Company to which they have access due to the exercise of their position, as well as demand the same confidential treatment from professionals who provide them with advice, using it only for the exercise of their functions as a Board member, subject to being liable for the act that contributes to its undue disclosure.

(e) Participate in the Integration Program, as provided for in these Regulations. And,

(f) If a Board member has a conflict of interest or a direct, indirect, or conflicting private interest with that of the company at a given meeting, such Board member must express such conflict right away and not participate in the discussions, nor expressing his/her vote on such matter. If the Board member does not manifest any conflict himself/herself, and another Member, who is aware of it, does that, the involved Board member will be removed from the respective discussions and deliberations and such temporary removal or voluntary abstention shall be recorded in the meeting's minutes.

(g) Refrain from intervening, alone or jointly with a third party, in any business with the company, its subsidiaries, affiliates and controlling shareholder. This holds true to interventions between the company, subsidiaries and affiliates of the administrators and controlling shareholder, including other companies that, along with any of these persons, form part of the same group, in fact or in law, except upon prior and specific approval by the Board.

7. INTEGRATION OF NEW BOARD MEMBERS

7.1. The Integration Program for new members of the Board has the objective of introducing to the new Member the business of the Company and its subsidiaries, its facilities and organizational structure, aiming to integrate him/her the organizational culture, philosophy and work methodology, so that he/she may have better conditions to contribute and support the Company in the exercise of his/her function.

7.2. The Integration Program will follow the course of action below:

(a) The provision, by the Company, of the normative documents of the Company, such as: Bylaws, Code of Ethical Conduct, Internal Regulations of the Board, calendar of meetings, corporate organizational chart, among others.

(b) The provision, by the Board member, of his/her personal documents, the execution of the declarations and terms mentioned in these Regulations, and the provision of the information required for his/her respective registration, for purposes related to payment of fees and payment of social charges.

(c) The institutional presentation of the Company on operational, financial and governance aspects.

(d) Holding face-to-face meetings with the Chairman of the Board, the President Director, the Chief Executive Officer, the Vice-President Directors and the Investor Relations Officer, with the purpose of getting to know the Company's management structure.

(e) A guided tour of the Company's headquarters; and,

(f) Participation in the mandatory training programs, as determined by the Company.

7.3. The Integration Program shall take place as soon as possible, counting from the date on which the new Member takes office. The in-person actions will be customized according to the availability of the new Board Member.

7.4. It is the responsibility of the members of the Board of Directors and Executive Board to ensure the implementation of the Integration Program; the Corporate Governance, Legal, Risk Management and Compliance, Investor Relations, and People and Culture areas will be responsible for the fulfilment of all the foreseen steps.

8. EFFECTIVENESS OF THE BOARD OF DIRECTORS

8.1. The performance of the Board and its committees may be evaluated periodically, and it shall be incumbent upon the Chairman of the Board to define the scope, criteria and methodology of such evaluations, which shall observe high standards and good corporate governance practices.

8.1.2. The Company may rely on the support of a specialized consulting firm for the selection and application of the methodology.

8.1.2. The evaluations shall be carried out at least once every two-year term of office of the Board, and may be conducted at shorter intervals, as resolved by the Chairman of the Board of Directors.

9. GENERAL DISPOSITIONS

9.1. The Board members, in addition to meeting the legal duties inherent to the position, must guide their conduct by high ethical standards while following and encouraging good corporate governance practices in the Company.

9.2. In the event of resignation or other form of vacancy, the removed Member will no longer have access to the governance portal.

9.3. These Regulations will be effective as of their approval by the Board and may be amended when there is need to adjust them.

9.4. The rules contained in these Regulations shall reflect the provisions of the Company's Bylaws and may not conflict with the provisions contained in the Brazilian Corporation Law.

9.5. Omissions in these Regulations, doubts of interpretation and eventual alterations in its provisions will be decided in a meeting of the Board, held as provided for in the Bylaws and in these Regulations.

Caxias do Sul, May 07, 2026.

Board of Directors: David Abramo Randon, Alexandre Randon, Pedro Ferro Neto, Ana Carolina Ribeiro Strobel and Vicente Furletti Assis.

Control and Information			
Edition/Revision	No. of the B. of Directors Meeting	Date	Changes
Regulations	646	08/06/2009	
1st Revision	864	10/29/2018	
2nd Revision	886	11/07/2019	
3rd Revision	899	06/03/2020	
4th Revision	953	05/12/2022	
5th Revision	1024	05/07/2026	Textual revision, updating the name to Randoncorp S.A., inclusion of item 8, regarding the evaluation of the effectiveness of the Board of Directors.