



Randon S.A. Implementos e Participações

Publicly Held Company
CNPJ 89.086.144/0011-98

Internal Regulations of the Executive Board

1. OBJECTIVE

1.1 These Internal Regulations (“Regulations”) are aimed at regulating the operation of the Statutory Executive Board (“Board”) of Randon S.A.- Implementos e Participações (“Company”). Their provisions complement and/or regulate the rules contained in the Company’s Bylaws and in the legislation that governs the activities of the Company and its Executive Board.

2. COMPOSITION

2.1. The composition of the Executive Board, its term of office, election or replacement procedure and the investiture of the Officers are those established in the legislation in force, Company’s Bylaws and Regulation of Corporate Governance of B3 to which the Company has adhered, and supplemented, in which they do not conflict, with the provisions of these Rules.

2.2. The Company's Executive Board will be composed of at least 2 (two) and at most 9 (nine) members, shareholders or not, elected by the Board of Directors.

2.3. The term of office of the Directors will have a unified term of 2 (two) years. Reelection is allowed, extending until the investiture of their successors. Directors may be replaced at any time by resolution of the Board of Directors.

2.4. The members of the Executive Board will have the following designations: A President Director, a Chief Executive Officer (CEO), up to three Vice-Presidents, an Investor Relations Officer and up to three directors without specific designation. The role of Investor Relations Officer may be combined with that of another Director. The Chief Executive Officer and the Vice President Directors may be designated, respectively, as CEO, CFO, CTO or other “C-Level” designation.

2.5. The positions of President Director or main executive of the Company and Chairman of the Board of Directors shall not be held by the same person. The functions of the members of the Executive Board cannot be delegated.

2.6. The President Director, in his absence or impediment, will be replaced by the Chief Executive Officer. The accumulation of functions and votes is allowed. The other directors will be replaced, in cases of absence or temporary impediment, by another Director chosen by the President Director. In the event of a vacancy, the Board of Directors will, within 15 (fifteen) days following the vacancy, either elect an alternate director to hold the position for the remaining time of the replaced person, or will resolve, among the remaining Directors, on one director holding a second position simultaneously.

2.7. The Executive Board, on behalf of the Company, is expressly prohibited from performing any act related to business or operations outside the Company’s corporate purpose, unless it is in the interest of subsidiaries or companies under the same control of the Company.

3. INVESTITURE IN THE OFFICE

3.1. The Officers will take office within a period of up to 30 (thirty) days from the date of the election, upon signing the respective Term of Investiture drawn up in the Book of Minutes of the Executive Board Meetings.

3.2. The following are conditions for Directors to take office: signature in the Instrument of Investiture, drawn up in the Book of Minutes of the Board; declaration that he/she is not impeded from performing his/her duties; consent to the Regulation of B3 Level 1 of Corporate Governance and to the declaration provided for in CVM Resolution No. 44, of August 23, 2021; and, adherence to the Company's Code of Ethical Conduct and to the policies for Disclosure of Information and Trading in the Company's Securities.

4. FUNCTIONS, RESPONSIBILITIES AND DUTIES OF THE BOARD

4.1 It is the responsibility of the Directors, in compliance with the legal or statutory provisions, to represent the Company, as plaintiff or defendant, in or out of court, to manage the Company's business and perform all acts required or convenient for the fulfilment of the corporate purpose of the Company, and especially:

(a) perform the management acts related to the Company's responsibility or obligation towards third parties, or the exoneration of third parties before the Company, as well as the signing of contracts of any nature or purpose.

(b) acquisition or encumbrance of permanent assets, the constitution of real liens and the provision of guarantees for third-party obligations.

(c) comply with and enforce these Bylaws and the resolutions of the Board of Directors and the General Meeting.

(d) resolve on the opening, closing and alterations of branches, agencies, warehouses, offices and any other establishments of the Company, in Brazil or abroad, provided that the amounts involved do not exceed an amount equivalent to 2% (two percent) of the Company's Consolidated Shareholders' Equity, determined in the quarterly or annual Financial Statements, disclosed prior to the date of the transaction.

(e) approve the creation, alteration and extinction of wholly owned subsidiaries, activities that are identical or complementary to the Company's corporate purpose, in Brazil or abroad, provided that the amounts involved do not exceed an amount equivalent to 2% (two percent) of the Company's Consolidated Shareholders' Equity, determined in the quarterly or annual Financial Statements, disclosed prior to the date of the transaction.

(f) submit, annually, to the appreciation of the Board of Directors, the management report and the financial statements, together with the report of the independent auditors, as well as the proposal for the allocation of profits achieved in the previous year; and,

(g) prepare and propose, to the Board of Directors, annual and multi-annual budgets, strategic plans, expansion projects and investment programs.

4.2.- In addition to the functions conferred by these Bylaws or by the Board of Directors, it is incumbent upon the Directors, individually:

(a) to the President Director: (i) to convene and preside over board meetings; (ii) institutionally represent the Company; (iii) define guidelines and establish business strategies and monitor their results; (iv) enforce the decisions made at the General Meeting and by the Board of Directors; (v) report to the Board of Directors, in the cases provided for in the Bylaws or when necessary;

(b) to the Chief Executive Officer: (i) to evaluate, define and implement the Company's business strategies and monitor their results, reporting to the President Director; (ii) coordinate the activities of the Company and its subsidiaries; (iii) guide, coordinate and supervise the work of the other Directors, the executive committee and the administrators of the subsidiaries; and (iv) replace the President Director in his absences and impediments.

(c) to the Vice-President Directors: (i) to work together with the Chief Executive Officer, for the development and achievement of the Company's objectives, assisting them in the performance of their duties; and (ii) to replace the Chief Executive Officer or another Director, in his/her absences and impediments.

(d) to the Directors without designation, manage the Company's business, performing the acts relevant to the respective areas of activity and performing the functions conferred on them by the Board of Directors; and,

(e) to the Investor Relations Officer: (i) represent the Company before any institutional entity or regulatory body or that operates in the securities market; (ii) keep the Company's registry updated and perform investor relations functions, such as providing information to the investing public, CVM and B3.

5. OPERATION

5.1. The Directors will perform their duties in accordance with the Company's corporate purpose, ensuring the normal conduct of their business and operations in strict compliance with the Company's statutory provisions, resolutions of the Annual General Meetings and Board of Directors, ensuring the compliance with the Company's codes and policies and other applicable rules, external and internal to the Company.

5.2. With the exceptions provided for in the Bylaws, any act or contract that implies the Company's responsibility or obligation towards third parties or their exoneration before it, shall be mandatorily signed: by two Directors; by a Director together with an attorney-in-fact; or by two attorneys.

5.3. The Company may be represented by 1 (one) Director or by 1 (one) attorney-in-fact: before federal, state, municipal, government agencies, public or mixed companies; when it comes to receiving or giving discharges of amounts, or amounts owed to the Company; sign correspondence and acts of simple routine; endorse securities for collection or deposit purposes on behalf of the Company; and, testify in court, whenever the Company is regularly summoned, without being able to confess.

5.4. The powers of attorney shall always be granted on behalf of the Company by two Directors, specifying the powers granted and the limits of competence, and shall have a specified period of validity, except for legal purposes.

5.5. The members of the Executive Board shall meet whenever called by the President Director or by the chief Executive Officer or, even, by two other Directors. The meetings will be chaired by the member of the Board who has called them or by the one who is chosen at the time.

5.6. In order to hold the Executive Board's meetings and validly resolve on them, it is required the attendance, on first call of the majority of its members in office or, on second call of any number of members, after issuing a new call.

5.7. Meetings will be allowed by telephone, videoconference, or any other means of communication that allows the identification of the member and the simultaneous communication with all the other people present at the meeting. In these cases, the director will be considered present at the meeting for the purpose of verifying the installation and deliberation quorum, and his/her vote will be considered valid for all legal purposes. The minutes of the meeting will be signed by all the members who have participated in the meeting, either in person or remotely.

5.8. The Executive Board's resolutions shall be recorded in the proper book of minutes and shall be taken by majority vote, with the Chairman of the meeting having the tie-breaking vote.

6. EXECUTIVE COMMITTEE

6.1. The Company has a non-statutory committee, called the Executive Committee ("COMEX"), which has an advisory and deliberative nature, according to pre-defined levels of authority. The Committee is responsible for analysing the operations and direct management of the Company and other Randon Companies and, when applicable, forwarding the topics to the Board of Directors for deliberation.

6.2. The COMEX is composed of the following C-Level Directors: Chief Executive Officer (CEO), Vice President Director (CFO and DRI) and Vice President Director (CTO); and by the General directors of the Company's Business Verticals.

6.3. COMEX will meet, ordinarily, once a week, preferably on Mondays, and it may meet extraordinarily whenever necessary and upon a call by any of its members.

6.4. The call for COMEX meetings will be made through the governance portal or by e-mail message, three days in advance, which must include the topics to be addressed, the date, time, form and/or venue of the meeting (whether in person or by videoconference). Subjects may be included in the meeting's agenda until the day of the meeting, in cases of emergency.

6.5. Internal collaborators and/or consultants and external advisors who have relevant information related to matters on the agenda and which are relevant to the matters under their responsibility may be invited to participate in COMEX meetings. Guests will be subject to the same duty of confidentiality that applies to COMEX members.

6.6. COMEX's decisions will be recorded during the meetings and, when applicable, will be the agenda of a specific meeting of the Statutory Board, as provided for in these Regulations and in the applicable legislation.

6.7. To directly assist in its administrative work, COMEX may count on a secretariat with the following tasks, among others: (i) set the agenda of matters to be discussed; (ii) arrange for the call for meetings; (iii) provide support documentation for the meetings; and, (iv) prepare the meeting's records and, when necessary, forward them for signatures, which may be through a digital platform, without the use of a digital certificate (e-CPF).

7. DUTIES AND RESPONSIBILITIES

7.1. The Directors shall maintain the secrecy and confidentiality of the information to which they have privileged access due to the position they hold, until its disclosure to the market, and shall also ensure that third parties related to them do so as well.

7.2. 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 abstain from participating in the discussion of this item and must withdraw from the meeting until the end of it. The reason for his/her abstention must be recorded in the meeting's minutes. If the Board member does not manifest any conflict himself/herself, any of those present at the meeting, who are aware of the fact, must inform the other members of the Executive Board.

7.3. The members of the Executive Board have the duties of the Company's administrators, as provided for in Articles 153 to 156 of Law No. 6.404/76 and will be liable for the damages resulting from their omission in fulfilling their duties and from acts performed with negligence or intent, or in violation of the law and of the Bylaws. The members of the Executive Board who fail, by omission, in fulfilling their duties will be jointly and severally liable. However, this does not apply to the dissenting member who causes his/her divergence to be recorded in the minutes of the Executive Board's meeting and who inform such divergence to the Board of Directors and General Meeting.

7.4. Notwithstanding the other responsibilities inherent to their positions, the Directors must: (i) consult the regulations in force, the Bylaws and these Regulations before accepting their mandate; (ii) attend previously prepared meetings, having previously examined the documents placed at their disposal, and actively and diligently participate in them; (iii) (vi) ensure the adoption of good corporate governance practices by the Company; and (iv) follow the Company's internal policies to which they must be subject, in particular the Code of Ethical Conduct, and Policies related to secrecy, disclosure of information, trading of securities and Transactions with Related Parties.

8. REMUNERATION

8.1. The remuneration of the Directors will be according to the guidelines set out in the Company's Remuneration Policy, and the Annual Shareholders' Meeting will be responsible for setting the global amount for the administrators, Board of Directors, and individual distribution to each member of the Executive Board.

8.2. The Chief Executive Officer and the Vice-President Directors will have a contract signed with the Company, which will include the individual goals related to the long-term incentive.

9. GENERAL DISPOSITIONS

9.1. In the event of discrepancies between the various rules, the legislation in force, Bylaws, B3 Corporate Governance Level Regulation and these Rules will prevail.

9.2. The omissions, divergences, doubts of interpretation and eventual amendments of the provisions of these Internal Regulations will be decided by deliberation in a meeting of the Board of Directors.

9.3. These Regulations were approved by the Board of Directors and are effective for an indefinite period of time and may be modified at any time by resolution of the same Board.

Caxias do Sul, May 12, 2022.

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

Control Information		
Edition/Revision	No. of the B. of Directors Meeting	Date
Regulations	932	Jul 20, 2021
1st Revision	953	May 12, 2022