

The logo for Randon Corp, featuring the word "RANDONCORP" in a bold, white, sans-serif font. The letter "R" is stylized with a horizontal bar extending to the left.

**RANDONCORP**

Building **tomorrow**

## **Internal Regulations of the Executive Board**

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**1. OBJECTIVE**

**1.1.** These Internal Regulations (“Regulations”) are aimed at regulating the operation of the Statutory Executive Board (“Executive Board”) of Randoncorp S.A. (“Company”). Their provisions complement and/or regulate the rules contained in the Company’s Bylaws (“Bylaws”) and in the legislation governing the activities of the Company and its Executive Board.

**2. COMPOSITION, ABSENCE, IMPEDIMENT AND VACANCY**

**2.1.** The composition of the Executive Board, as well as the term of office, the election or replacement procedure and the investiture of the Executive Officers are those established in the legislation in force, in the Bylaws and in the B3 Corporate Governance Level Regulation to which the Company has adhered, supplemented, where not conflicting, by the provisions of these Regulations.

**2.2.** The Company’s Executive Board shall consist of at least two and at most nine members, whether shareholders or not, elected by the Board of Directors.

**2.3.** The term of office of the Executive Officers shall be unified for a period of 2 (two) years, reelection being permitted and extending until the investiture of their successors, and they may be replaced at any time by resolution of the Board of Directors.

**2.4.** In accordance with the Bylaws, the members of the Executive Board shall have the following titles:

- (a) one President Director;
- (b) one Chief Executive Officer;
- (c) up to three Vice-President Directors;
- (d) one Investor Relations Officer; and,
- (e) up to three Directors without specific designation.

**2.4.1.** The positions of President Director and Chief Executive Officer may be held cumulatively by the same person, and the position of Investor Relations Officer may also be combined with that of another Director.

**2.4.2.** For purposes of better identifying the responsibilities of the statutory Executive Officers, the Board of Directors shall define their duties and may include supplementary information to the designation set forth in the Bylaws, such as CEO, CFO and others commonly used for C-level positions.

**2.5.** The positions of President Director and Chairman of the Board of Directors may not be held by the same person.

**2.6.** The President Director, in his/her absences or impediments, shall be replaced by the Chief Executive Officer, and the accumulation of functions and votes shall be permitted.

**2.6.1.** In the event of absence or temporary impediment of any Director, the President Director may appoint another Director as interim substitute.

**2.6.2.** In the event of a vacancy, the Board of Directors shall, within fifteen days following the vacancy, elect a substitute who shall hold office for the remaining term of the replaced officer; or resolve on the accumulation of positions among the remaining Directors.

**2.7.** The Executive Officers are expressly prohibited from performing, on behalf of the Company, any act related to businesses or operations unrelated to the corporate purpose, unless in the interest of affiliated companies or companies under the same control as the Company.

**2.8.** The selection of Executive Officers shall observe the requirements described in the Policy for Nomination of Members of the Board of Directors, Advisory Committees and Executive Board of the Company.

**2.9.** In addition to the statutory Executive Board, the Company may have other Directors, who shall maintain an employment relationship through an employment agreement and may act within the limits of the powers granted to them by power of attorney executed by the statutory Executive Officers, pursuant to the Bylaws and these Regulations.

### **3. INVESTITURE IN OFFICE**

**3.1.** The Executive Officers shall take office within up to thirty days from the date of election, by signing the respective Instrument of Investiture recorded in the Book of Minutes of Executive Board Meetings.

**a.** The following are conditions for the investiture of the Executive Officers in office, by signing the following documents:

- (a) Instrument of Investiture, recorded in the Book of Minutes of Executive Board Meetings.
- (b) Declaration of non-impediment to hold office.
- (c) Instrument of Adherence to the B3 Corporate Governance Level Regulation.
- (d) Information regarding ownership and trading involving shares and other securities issued by the Company itself, by its controlling companies or subsidiaries, in the latter two cases, provided that they are publicly-held companies, as set forth in Article 11 of CVM Resolution No. 44, dated August 23, 2021.
- (e) Instrument of Adherence to the Company's Code of Ethical Conduct.
- (f) Instrument of Adherence to the Policy for Disclosure of Information and Trading in Securities; and,
- (g) Instrument of Adherence and Declarations of Key Management Personnel referred to in the Related Party Transactions Policy.

### **4. DUTIES**

**4.1** It is incumbent upon the Executive Officers, subject to the legal or statutory provisions, to represent the Company, actively and passively, in court or out of court, as well as to manage the business and perform all acts of management necessary or convenient for achieving the corporate purpose and, especially:

- (a) Perform acts of management that imply liability or obligation of the Company towards third parties or the release thereof vis-à-vis the Company, and execute agreements of any nature or purpose.
- (b) Acquire or encumber permanent assets, create security interests and provide guarantees for obligations of third parties.
- (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 alteration 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% of the Company's Consolidated Shareholders' Equity, as determined in the quarterly or annual Financial Statements disclosed prior to the transaction date.
- (e) Approve the creation, extinction and alteration, as well as capital contributions, of wholly-owned subsidiaries of the Company that carry out activities 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% of the Company's Consolidated Shareholders' Equity, as determined in the quarterly or annual Financial Statements disclosed prior to the transaction date.

- (f) Annually submit to the Board of Directors the management report and the financial statements, accompanied by the independent auditors' report, as well as the proposal for allocation of profits determined in the previous fiscal year.
- (g) Quarterly submit to the Board of Directors the quarterly financial statements and the respective quarterly release, for review and resolution.
- (h) Prepare and propose to the Board of Directors the annual and multiannual budgets, strategic plans, expansion projects and investment programs. And,
- (i) Implement and maintain effective mechanisms, processes and programs for monitoring and disclosing financial and operational performance and the impacts of the Company's activities on society and the environment.

**4.2.** In addition to the duties assigned by these Bylaws or by the Board of Directors, the following duties are individually incumbent upon the Executive Officers:

- (a) To the President Director: (i) convene and chair Executive Board meetings; (ii) institutionally represent the Company; (iii) define guidelines and establish business strategies and monitor their results; (iv) enforce the decisions resolved by the General Meeting and the Board of Directors; (v) report to the Board of Directors, in the cases provided for in the Bylaws or whenever necessary.
- (b) To the Chief Executive Officer: (i) 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 Executive Officers, the executive committee and the managers of the subsidiaries; and, (iv) replace the President Director in his/her absences and impediments.
- (c) To the Vice-President Directors: (i) work jointly with the Chief Executive Officer for the development and achievement of the Company's objectives, assisting him/her in the performance of his/her duties; and, (ii) replace the Chief Executive Officer or another Director in his/her absences and impediments.
- (d) To the Directors without specific designation: manage the Company's business, performing the acts pertaining to their respective areas of operation and exercising the duties assigned to 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 registration updated and perform investor relations functions, such as providing information to investors, the CVM and B3.

**4.3.** The Board of Directors shall, upon election or whenever necessary, establish specific duties and responsibilities, pursuant to the Brazilian Corporations Law.

## **5. OPERATION**

**5.1.** The Executive Officers shall perform their duties in line with the Company's corporate purpose and in a manner to ensure the normal conduct of its business and operations, with strict observance of the Company's statutory provisions and the resolutions of the General Meetings of Shareholders and the Board of Directors, ensuring compliance with the Company's codes and policies, as well as the other rules applicable to the Company, both external and internal.

**5.2.** Except as otherwise provided in the Bylaws, any act or agreement implying liability or obligation of the Company towards third parties or the release thereof vis-à-vis the Company shall mandatorily be signed: by two Executive Officers; by one Executive Officer jointly with one attorney-in-fact; or by two attorneys-in-fact.

**5.3.** The Company may be represented by one Executive Officer or one attorney-in-fact before federal, state and municipal public offices, government agencies, public or mixed-capital companies; when receiving or granting receipts and discharges of amounts owed to the Company; signing correspondence and routine acts; endorsing securities for collection or deposit purposes on behalf of the Company; and giving testimony in court whenever the Company is duly summoned, without power to confess.

**5.4.** Powers of attorney shall always be granted on behalf of the Company by two Executive Officers, specifying the powers granted and the limits of authority, and shall have a determined term of validity, except for judicial purposes.

**5.5.** The Executive Board shall meet at a frequency to be defined or whenever called by the President Director, by the Chief Executive Officer or by two other Executive Officers. Meetings shall be chaired by the member of the Executive Board who called the meeting or who is chosen at the time.

**5.6.** In order for Executive Board meetings to be installed and resolutions to be validly adopted therein, the presence is required, on first call, of the majority of its members in office or, on second call, of any number of members, after issuance of a new call notice.

**5.7.** Meetings by telephone, videoconference or any other means of communication that allows identification of the participants and simultaneous communication with all other persons present at the meeting shall be permitted. In such cases, the Director shall be deemed present at the meeting for purposes of verification of installation and resolution quorum, and his/her vote shall be considered valid for all legal purposes. The minutes of the meeting shall be signed by all Executive Officers who participated in the meeting, whether in person or remotely.

**5.8.** The resolutions of the Executive Board shall be recorded in the Book of Minutes of Executive Board Meetings and shall be adopted by majority vote of the Executive Officers, with the Chairman of the meeting holding the casting vote.

## **6. EXECUTIVE COMMITTEE**

**6.1.** The Company has a non-statutory committee, with advisory and support functions to the statutory Executive Board, designated Executive Committee ("COMEX"), of a consultative and recommendatory nature, whose duties are to analyze the operations and direct management of the Company and the other Randoncorp companies.

**6.2.** COMEX is composed of statutory Executive Officers and non-statutory directors in C-level positions, whose decisions are instrumental for the resolutions of the statutory Executive Board.

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

**6.4.** The call for COMEX meetings may be made through the governance portal or by other means, such as e-mail message, three days in advance, and shall contain the matters to be addressed, the date, time, format and/or venue of the meeting (whether in person or by videoconference), and the inclusion of matters on the agenda shall be permitted up to the day of the meeting in urgent cases.

**6.5.** Executives, managers and other internal employees and/or external consultants and advisors possessing relevant information related to matters included in the agenda and pertaining to matters

under their responsibility may be invited to participate in COMEX meetings. Guests shall be subject to the same duty of confidentiality applicable to COMEX members.

**6.6.** COMEX decisions/recommendations shall be recorded in minutes and/or meeting records and shall support the Executive Board in its decision-making, whether in the execution of operational actions or in proposing and forwarding matters to the Board of Directors.

**6.7.** To directly assist its administrative work, a person may be appointed to provide administrative support, with the following duties:

- (a) Organize the agenda of matters to be addressed.
- (b) Forward meeting notices to COMEX members and guests.
- (c) Organize supporting documentation for the meetings.
- (d) Prepare the meeting records and, when applicable, forward them for signatures, which may occur through a digital platform, without the need for a digital certificate (e-CPF). And,
- (e) Disclose the consolidated and duly signed meeting records to participants and interested parties.

## **7. DUTIES AND RESPONSIBILITIES**

**7.1.** The Executive Officers and COMEX members shall maintain secrecy and confidentiality regarding the information to which they have privileged access by reason of the position they hold, until its disclosure to the market, and shall further ensure that related third parties do the same.

**7.2.** A member of the Executive Board who, for any reason, has a conflict of interest or direct, indirect or conflicting private interest with that of the Company in a given meeting, shall abstain from participating in the discussion of such matter and shall withdraw from the meeting until the conclusion of the matter, and the reason for the abstention shall be recorded in the minutes of the meeting. If the Director himself/herself does not disclose it, any person present at the meeting who is aware of the fact shall inform the other members of the Executive Board.

**7.3.** The members of the Executive Board have the duties of the Company's managers provided for in Articles 153 to 156 of Law No. 6,404/76 (Lei das Sociedades por Ações), and are liable for damages resulting from omission in the fulfillment of their duties and from acts performed with negligence or willful misconduct, or in violation of the law and the Bylaws. The liability of the members of the Executive Board for omission in the fulfillment of their duties is joint and several, but the dissenting member who records his/her dissent in the minutes of the Executive Board meeting and communicates it to the Board of Directors and the General Meeting shall be exempt therefrom.

**7.4.** Without prejudice to the other responsibilities inherent to their positions, the Executive Officers shall:

- (a) Consult the rules in force, the Bylaws and these Regulations before accepting their term of office.
- (b) Attend meetings duly prepared, with prior review of the documents made available to them, and participate therein actively and diligently.
- (c) Ensure the adoption of good corporate governance practices by the Company. And
- (d) Comply with the Company's internal policies to which they are subject, especially the Code of Ethical Conduct, and policies related to confidentiality, disclosure of information, trading in securities and related party transactions.

## **8. REMUNERATION**

**8.1.** The remuneration of the Executive Officers shall be assigned in line with the guidelines established in the Company’s Remuneration Policy, and the Annual General Meeting shall determine the global compensation of the managers and the Board of Directors shall determine its individual allocation to each member of the Executive Board.

**8.2.** The Chief Executive Officer and the Vice-President Directors shall have a specific agreement with the Company, containing the goals related to the Long-Term Incentive (LTI).

**9. GENERAL PROVISIONS**

**9.1.** In the event of discrepancies among the various laws and rules, the legislation in force, the Bylaws, the B3 Corporate Governance Level Regulation and these Regulations shall prevail, in this order.

**9.2.** Omissions, divergences, interpretation doubts and any amendments to the provisions of these Internal Regulations shall be decided by resolution at a meeting of the Board of Directors.

**9.3.** These Regulations were approved by the Board of Directors, shall remain in force for an indefinite term and may be amended at any time by resolution of the same Board.

Caxias do Sul, May 7, 2026.

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

<b>Control and Information</b>			
<b>Edition/Revision</b>	<b>No. of the B. of Directors Meeting</b>	<b>Date</b>	<b>Changes</b>
Regulations	932	07/20/21	
1 <sup>st</sup> Revision	953	05/12/22	
2 <sup>nd</sup> Revision	974	06/29/23	
3 <sup>rd</sup> Revision	1024	05/07/26	Adapting the name to Randoncorp and revising the text.