

RANDONCORP

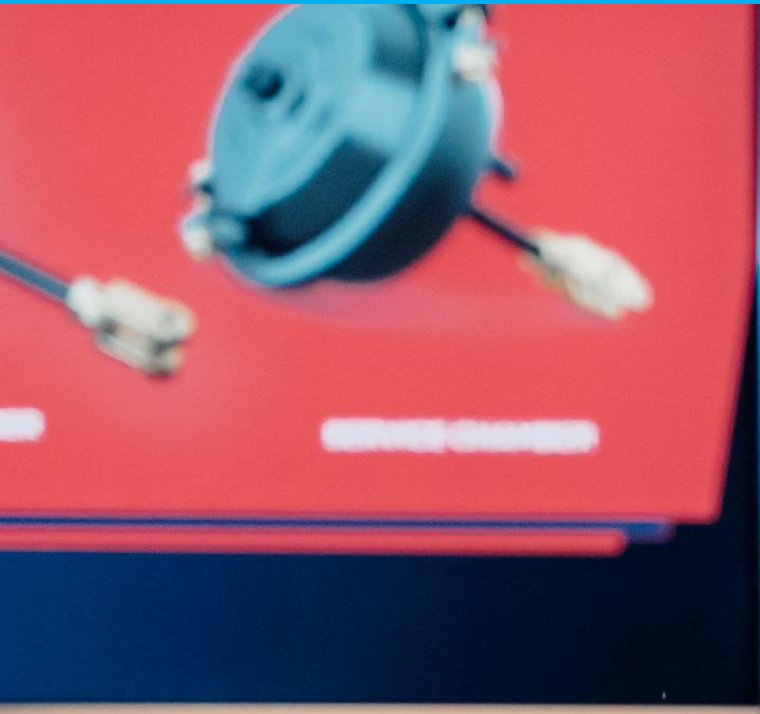
Building **tomorrow**



RAPT

B3 LISTED N1

**Annual
Management
Report 2025**



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Introduction

Caxias do Sul, March 12, 2026.

Randoncorp S.A. | B3: RAPT3 and RAPT4, discloses its financial results for 2025. The consolidated financial statements were prepared in accordance with accounting practices adopted in Brazil and with international accounting standards (IFRS) issued by the International Accounting Standards Board (IASB).

Forward-looking statements and information are not assurance of performance. They involve risks, uncertainties and assumptions, since they refer to future events, depending, therefore, on circumstances that may or may not occur. Future results and the creation of shareholder value may differ significantly from those expressed or suggested by the statements related to the future. Many of the factors that will determine these results and values are beyond our ability to control or predict.

> CAPITAL MARKET

Data from December 31, 2025



RAPT3 – R\$ 5.85

RAPT4 – R\$ 5.65

MARKET CAP – R\$ 2.0 billion

FREE FLOAT – 56.6%

> EARNINGS VIDEO CONFERENCE



March, 13, 2026, Friday
11am Brazil | 10am NY | 2pm Londres
Broadcast in English and Portuguese
Brazilian sign language interpretation
Click here to access the event.

> INVESTOR RELATIONS



Paulo Prignolato – EVP, CFO and IRO
Esteban M. Angeletti – Director
Davi C. Bacichette – Manager
Caroline I. Colleto – Specialist
Gustavo Schwaizer – Analyst
Lucas da Motta – Analyst

> CONTACTS



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2025 Highlights

Financials



Highest net revenue in the Company's history, reaching R\$ 13.1 billion in the year, with international expansion.



Profitability impacted by the slowdown in relevant markets and a higher level of one-offs.



Success in executing the **financial strategy**, with a significant reduction in working capital and a consequent decrease in **leverage** throughout the year.



Fundraising in the capital markets, with a **private capital increase** by Randoncorp and a **follow-on** by Frasle Mobility.

Business



Acquisition of **Dacomsa**, one of the main Mexican aftermarket parts manufacturers.



Acquisition of **AXN Heavy Duty**, a U.S. company specialized in axles and suspensions.



Completion of the ramp-up of the new Castertech and Suspensys units in **Mogi Guaçu, SP**.



Closing of the **strategic partnership** of Rands with Patria Investimentos' high-growth funds.

ESG



Corporate governance changes, with Daniel Randon returning to the role of CEO while retaining the position of President.



Inauguration of the **power substation** at Fremax, eliminating the use of generators powered by fossil fuels.



Achievement of the international **TISAX** certification, which attests to alignment with rigorous information-security standards.



Changes in the management of advanced technology and financial solutions businesses.

Word from the CEO

The year 2025 was demanding and transformative for Randoncorp. Shortly after completing the largest acquisition in our history and advancing in our international expansion at the beginning of the year, the macroeconomic environment became adverse — marked by high interest rates in Brazil, stricter credit conditions and geopolitical uncertainties that affected supply chains and investment decisions around the world.

Our geographic and portfolio diversification once again demonstrated the assertiveness of our strategy. The integration of Dacomsa (Mexico), EBS (United Kingdom) and AXN (United States) increased the share of International Market revenue and helped offset the slowdown in the Domestic Market. At the same time, the Aftermarket segment remained resilient, supporting our performance in a cycle of lower investment in commercial vehicles. At the new Auto Parts plants in Mogi Guaçu, we continued to advance in the ramp-up of the Castertech and Suspensys units, strengthening the Company's capacity and competitiveness.

Throughout the year, we combined operational discipline with a careful allocation of capital while strengthening our financial position. We adjusted shifts and structures, optimized our units, improved Working Capital management and conducted funding operations and strategic partnerships — such as Randoncorp's private capital increase and Frasle Mobility's follow-on offering — which added around R\$ 400 million to the Company's cash position. All these movements allowed us to reduce net debt during the period and improve our leverage by year-end, maintaining compliance with our financial covenants.

This year, on September 1, also assumed the roles of President and CEO of Randoncorp, continuing the Company's succession process. I express my sincere gratitude to Sérgio L. Carvalho, who concluded his tenure as CEO after a cycle of significant achievements, marked by international expansion, innovation and the strengthening of our structures. His legacy of simplicity, authenticity, ethics, people-centered leadership and innovation remains alive in our culture and continues to guide our next steps.

We continued to invest in the pillars that support our future: people, innovation, quality and sustainability. We announced enhancements in governance to increase synergies and accelerate digitalization, including the evolution of the Advanced Technology vertical into "Advanced Technology and Digital Strategies" starting in 1Q26, integrating the units DB, Delta and RV, and assigning a financial focus to the Financial Solutions vertical to strengthen the coop-payment plan, banking and insurance operations. We reinforced the importance of the environmental and climate agenda, with our participation in COP30 and the adoption of industrial and technological initiatives aligned with decarbonization, productivity and efficient use of resources. In addition, we revisited our values to reinforce longevity and ensure cultural consistency in the context of global operations.

We concluded 2025 as a more agile and better-prepared Company, which made every effort to navigate a highly complex market environment. The cycle remains challenging, but our more balanced business between OEM and Aftermarket, stronger global presence and financial discipline allow us to be ready for the moment of recovery. After a year of intense restructuring in 2025, we begin a new cycle focused on consolidating advancements, expanding operational and strategic synergies from M&A, and building an even more integrated and competitive platform.

In 2026, we will maintain production capacity aligned with demand, with a focus on efficiency, deleveraging and caution in new Investments — always prioritizing the sustainable generation of value for all stakeholders.

I thank our employees, customers, suppliers and investors. In a year that required courage, collaboration and quick response, it was the combination of technical capability, strong governance and purpose that kept us on the right path.

We will remain firm in our purpose of connecting people and riches, generating prosperity with responsibility, sustainable innovation and operational excellence.

Enjoy your reading!



Daniel Randon
CEO Randoncorp

Randoncorp

We are a Brazilian multinational that develops complete solutions for mobility, operating through a diversified ecosystem of companies in strategic segments. With more than seven decades of history, we have consolidated a leadership position in several markets in which we operate, supported by a culture oriented toward innovation, operational excellence and sustainable value creation.

We are headquartered in Caxias do Sul, RS, with units located across four continents. With 33 industrial facilities and a broad portfolio of products and services sold in more than 125 countries, we serve OEMs, carriers and customers from different economic sectors, contributing to the development of mobility and infrastructure in Brazil and abroad.

Our strategic pillars are sustainable growth, financial discipline and consistent generation of value for our Shareholders and other stakeholders.

Aligned with global megatrends and increasing demand for more efficient and sustainable solutions, the Company integrates environmental, social and governance criteria into its long-term strategy, seeking to reduce its environmental impact, strengthen its organizational culture and contribute to the advancement of safer, cleaner and smarter mobility.

Our shares have been listed on B3 since 1971, under the tickers RAPT3 and RAPT4, and we are part of Level 1 of Corporate Governance.

Our companies are grouped into five business verticals: Auto Parts, Motion Control, OEM, Financial Solutions and Advanced Technology and Digital Strategies.

Purpose

Connect people and riches to generate prosperity.

Principles



Satisfied customer



Ethics



Innovation and technology



Profit with sustainability



Image and legacy preservation



People valued and respected



Safety and quality



We are Randoncorp

Strategic Guidelines

Innovation and Technology as differentiators

Diversification with focus

Leveraging **synergies**

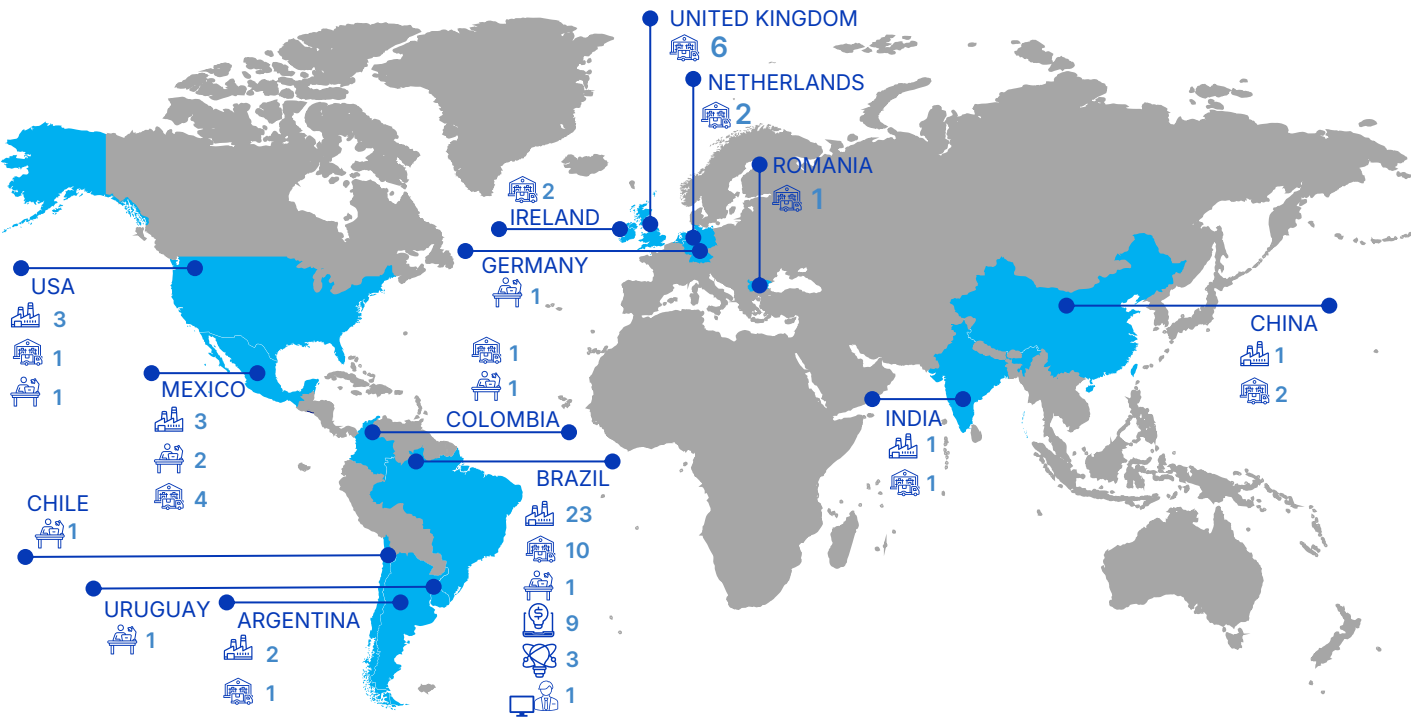
Company desired to work

Absolute focus on **customers**

Financial Strength

Sustainability (ESG) prioritized

Global Presence



Industries | 33
 Distribution Centers¹ | 32
 Business Offices | 9
 Fin. Sol. and Services | 9
 Innovation | 3
 Headquarter | 1

¹ Considers units with the exclusive purpose of distribution and structures attached to industrial operations.

Business Segments

MAIN CUSTOMERS

- Truck, bus, trailer, and agricultural machinery manufacturers
- Distributors
- Auto parts retailers
- Freight carriers
- Randoncorp suppliers and customers
- Logistics operators
- Technology companies
- Randoncorp companies

Aftermarket

- Parts for commercial and light vehicles

Agribusiness

- Trailers
- Parts for agricultural machinery
- Auto Parts
- Financial solutions

International

- Parts for new vehicles and aftermarket
- Trailers
- Industrial automation
- Technology

Innovation and Technology

- Industrial automation
- Electromobility
- Product testing and homologation
- Technology

OEMs

- Parts for new vehicles

Services

- Fleet management
- Financial solutions

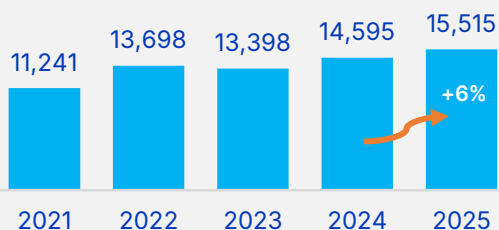


Historical Main Indicators

Consolidated Gross Revenue

R\$ Million

CAGR
+8%



Consolidated Net Revenue

R\$ Million

CAGR
+10%



Adj. EBITDA | Adj. EBITDA Margin¹

R\$ Million | %

CAGR
+4%



Net Results | Net Margin¹

R\$ Million | %

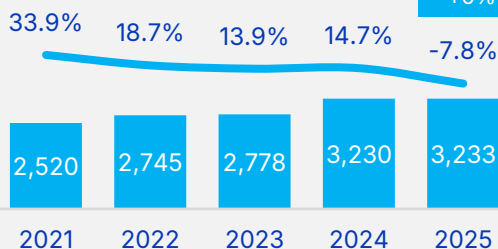


¹ The 2021 result was benefited by tax gains, while 2025 was negatively impacted by one-offs, mainly related to equity income.

Net Equity | ROE¹

R\$ Million | %

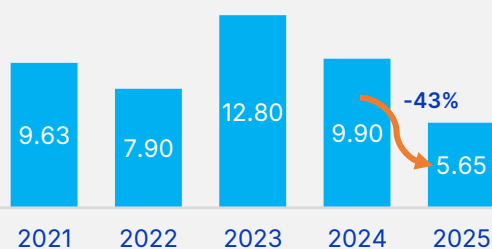
CAGR
+6%



¹ The 2021 result was benefited by tax gains, while 2025 was negatively impacted by one-offs, mainly related to equity income.

RAPT4 Quote on 12/31¹

R\$ per share

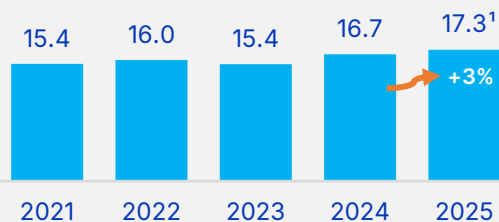


¹ Quotes adjusted for dividends and interest on equity (IoE) paid.

Number of employees

R\$ Thousand

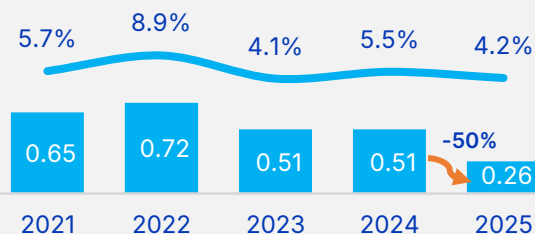
CAGR
+3%



¹ The increase in the headcount in 2025 results from the acquisitions of Dacomsa, AXN and Delta.

Dividends per share¹ | Dividend Yield²

R\$ | %



¹ Dividends and interest on equity (IoE) per share paid during the fiscal year.
² Dividends and interest on equity (IoE) per share paid during the fiscal year and the stock quote on the last day of the year for the same period.

Market Overview

		2025	2024	Δ%
Production	Trucks ¹	124,116	141,252	-12.1%
	Trailers ³	75,881	91,986	-17.5%
Brazil Sales	Trucks ¹	113,479	124,933	-9.2%
	Trailers ²	70,922	88,549	-19.9%
Exports	Trucks ¹	26,984	17,890	50.8%
	Trailers ³	4,959	3,437	44.3%

¹ Anfavea
² Anfir
³ Anfir + Aliceweb

Volumes in units

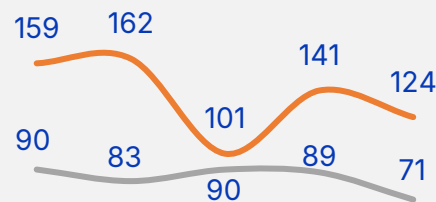
Trucks: registrations and production declined in the full year, in line with the high cost of capital and stricter credit conditions in the country. The slowdown reflected lower appetite for fleet renewal and a less favorable mix, with the heavy-duty segment showing the largest drop compared to the previous year (-20.5%).

Trailers: the segment ended 2025 with sales below 2024, with a decrease of nearly 20%, mainly reflecting lower demand for grain and dump trailers — segments more exposed to agribusiness and sensitive to financing costs. In exports, there was an improvement in Mercosur countries, driven by political and economic changes.

Aftermarket: this market remained resilient throughout 2025, supported by stable levels of circulating fleet and by a less favorable environment for the purchase of new vehicles, which sustained demand for wear parts at a consistent level. In the global context, certain geographies saw demand affected by the adverse macroeconomic environment, especially the United States.

AUTOMOTIVE MARKET HISTORY

(thousand units)



2021 2022 2023 2024 2025

— Truck Production — Trailers Sales

Outlook

> EXCHANGE RATE¹

R\$ 5.41

> SELIC RATE¹

12.13%

> SAFRA²

353.4 Million (tons.)
 +0.3% compared to the 2024/2025 crop.

¹ BCB Report March, 6, 2026 (end of period).
² 5th Crop Survey 25/26 Conab.

2026 Outlook

> **Grain Crop:** projections released by CONAB indicate the maintenance of high production volumes in the 25/26 cycle, supported by productivity gains, area expansion in certain crops and resilient global demand for food.

> **Interest Rate and Inflation (Brazil):** according to the Boletim Focus, expectations indicate an environment still marked by high interest rates and inflation in the short term, with a downward trend throughout 2026, conditional on the evolution of the fiscal and inflationary scenario.

> **Global Scenario:** expectations point to greater stability in interest rates and inflation across major economies, following monetary-tightening cycles observed in recent years. At the same time, uncertainties remain related to geopolitical dynamics, trade policies and potential tariff barriers.

Consolidated Performance

Economic Highlights	2025	2024	Δ%
Consolidated Gross Revenue	15,515,064	14,595,233	6.3%
Consolidated Net Revenue	13,143,266	11,915,740	10.3%
International Market Revenues US\$ ¹	774,694	437,788	77.0%
Consolidated Gross Profit	3,297,410	3,184,151	3.6%
Gross Margin (%)	25.1%	26.7%	-163 bps
Consolidated EBITDA	1,355,183	1,622,549	-16.5%
EBITDA Margin (%)	10.3%	13.6%	-331 bps
Adjusted EBITDA	1,598,715	1,671,897	-4.4%
Adjusted EBITDA Margin (%)	12.2%	14.0%	-187 bps
Net Income	-250,743	408,501	-161.4%
Net Margin (%)	-1.9%	3.4%	-534 bps
Earnings per share R\$	-0.72	1.24	-157.8%
Financial Highlights	2025	2024	Δ%
Equity	3,232,963	3,229,923	0.1%
Investments ²	2,988,913	1,169,043	155.7%
Net Debt	6,400,024	4,681,510	36.7%
Net Debt Without Randon Bank	4,399,031	2,598,217	69.3%
Net Leverage	4.72 x	2.89 x	63.7%
Net Leverage Without Randon Bank	3.21 x	1.63 x	96.2%
ROE (last 12 months)	-7.8%	14.7%	-2247 bps
ROIC (last 12 months)	5.0%	10.8%	-586 bps

¹ Exports + International Revenues (both consolidated)
² Capex + Non-Organics + Paid-in Capital

Values in R\$ Thousands, except when indicated otherwise

Guidance 2025

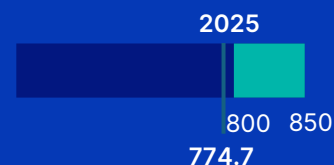
Consolidated Net Revenue

(R\$ Billion)



International Market Revenues¹

(US\$ Million)



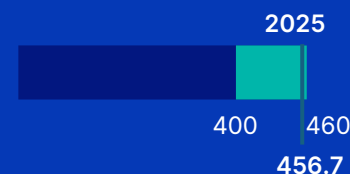
EBITDA Margin²

(% EBITDA o/ CNR)



Investments³

(R\$ Million)



■ Guidance Range

¹ Figures refer to the sum of exports from Brazil and revenues generated by international operations, net of intercompany transactions;

² Percentage reflects margin adjusted for one-off events;

³ Figures refer to organic investments.

We ended 2025 with growth in net revenue, which reached R\$ 13.1 billion, in line with our annual Guidance. The advance compared to the previous year is mainly related to our international expansion, which helped mitigate the impacts of the slowdown in the trailers and truck markets, especially in Brazil.

Regarding international market revenues, we had an important contribution from the new businesses (Dacomsa, EBS and AXN) compared to 2024, as well as from the increase in trailer sales to South America. However, the slowdown in sales to the United States, due to the context of uncertainties and the new tariff regime, prevented the achievement of the full-year projection.

In 2025, we navigated a challenging environment in which operational adjustments were necessary to align our businesses to prevailing conditions and mitigate the impact on our margins. Among these, we highlight the reduction in our structures and austere expense management, which were essential to remain within the projected range for 2025, reaching an Adjusted EBITDA Margin of 12.2%. Despite these efforts, our profitability was affected by relevant non-recurring expenses, which will be detailed throughout this report.

As key financial highlights, we emphasize: i) discipline in executing organic Investments, below usual levels and within the projected range; ii) leverage control, remaining below financial covenants; and iii) optimization of Working Capital throughout the year, with significant improvement in 2H25, totaling a R\$ 1.4 billion reduction in the period.

Net Revenue

	2025	2024	Δ%
Net Revenue	13,143,266	11,915,740	10.3%
Domestic Market	8,818,466	9,540,186	-7.6%
International Market ¹	4,324,800	2,375,555	82.1%

¹ Exports + Revenues from International Markets (Both Consolidated) Values in R\$ Thousands

We ended 2025 with consolidated net revenue of R\$ 13.1 billion, an increase of 10.3% compared to 2024.

Below are the main highlights for this indicator:

> Advance in international market revenues, driven both by the addition of new businesses (R\$ 1.8 billion in 2025) and by higher sales to South American countries.

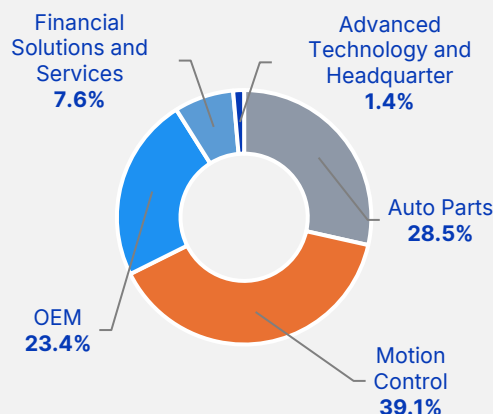
> Increase in revenue from financial and digital services, mainly supported by the strong performance of Randon Consórcios and Banco Randon throughout the year, as well as the incorporation of Delta Global's results, acquired in 1Q25 (R\$ 43.3 million in 2025).

> Positive contribution from the new Suspensys and Castertech units in Mogi Guaçu, which added R\$ 463.0 million in revenue in the year.

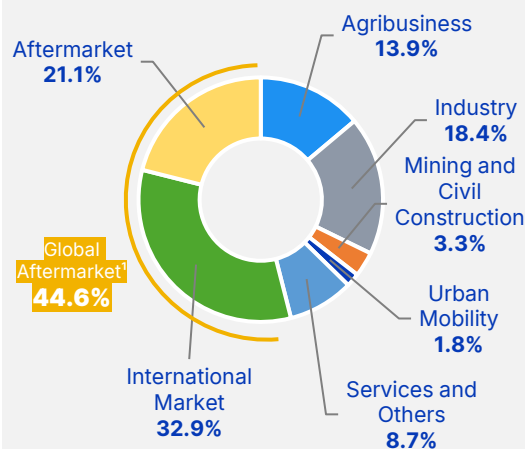
> Sharp slowdown in the trailers and auto parts segments for OEMs in the domestic market, particularly those linked to agribusiness, reflecting a more challenging macroeconomic environment.

> Moderate growth in the aftermarket segment in Brazil, which, combined with the advance in foreign markets, reached 44.6% of Randoncorp's total revenue.

Net Revenue by Vertical 2025



Net Revenue by Segment 2025



¹ Brazilian market + international sales, including exports from Brazil.

Revenue Causal by Segment

(Values in R\$ Million)



International Market Revenues

	2025	2024	Δ%
Auto Parts	111,373	45,503	144.8%
Motion Control	520,050	289,660	79.5%
OEM	140,541	100,614	39.7%
Fin. Solutions and Services	517	345	49.8%
Advanced Technology and HQ	2,212	1,666	32.8%
Consolidated Intl. Market	774,694	437,788	77.0%

Values in US\$ Thousands

International Market revenues showed strong growth across all business verticals in 2025. This advance is mainly the result of the execution of our strategy to expand the Company's international presence in recent years.

Below we detail the main factors that influenced this indicator's performance in the year, by region:

> **USMCA (United States, Mexico and Canada):** revenue expansion supported by growth in Mexico (Dacomsa) and in the United States (AXN), which together added US\$ 282.2 million in the year, as well as higher trailer volumes delivered by Hercules.

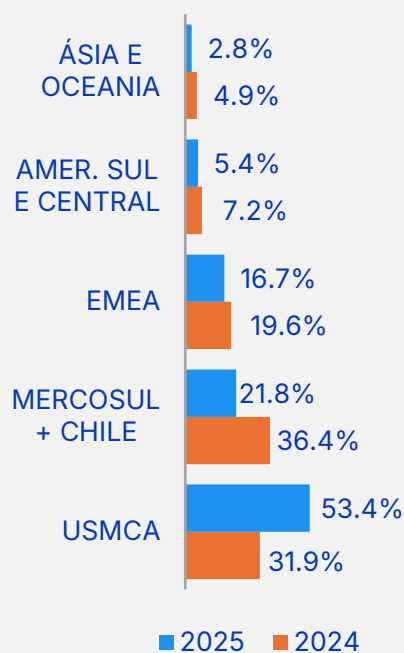
> **Mercosur + Chile:** Argentina and Chile gained relevance throughout the year, with an increase in trailer and auto parts sales driven by higher investment levels and economic recovery in these countries. However, the commercial reopening in the Argentine market led to greater competition in the aftermarket segment, requiring price adjustments to sustain volumes.

> **EMEA (Europe, Middle East and Africa):** in Europe, the year ended with higher revenue, supported by the addition of EBS (United Kingdom) and its operational growth, and by the portfolio expansion of the Motion Control Vertical through the Nakata and Fras-le brands; in Africa, there was a slowdown in trailer and friction material sales at year-end.

> **Asia and Oceania:** the region showed solid revenue growth driven by contract wins in India, maintaining Frasle Mobility's leadership in the OEM segment, and by progress in projects in China.

> **South and Central America:** throughout the year, we recorded growth in aftermarket parts volumes, supported by new contracts and non-organic expansion, with Dacomsa products delivered in the region.

INTERNATIONAL MARKET BY REGION

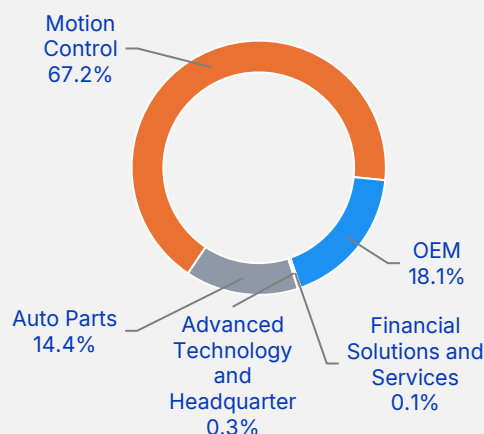


% OF INTERNATIONAL MARKETS REVENUES



2025 – **32.9%**
2024 – **19.9%**

INTERNATIONAL MARKET BY VERTICAL



Gross Profit

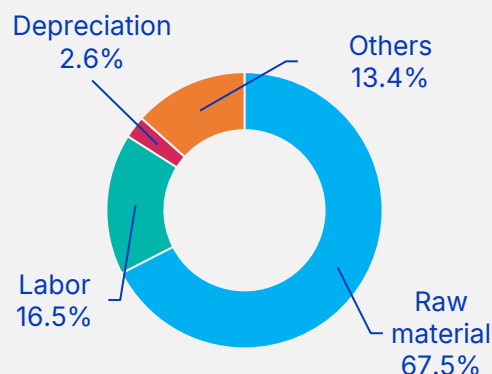
	2025	2024	Δ%
Net Revenue	13,143,266	11,915,740	10.3%
COGS	-9,845,856	-8,731,589	12.8%
Gross Profit	3,297,410	3,184,151	3.6%
Gross Margin	25.1%	26.7%	-163 bps

Values in R\$ Thousands

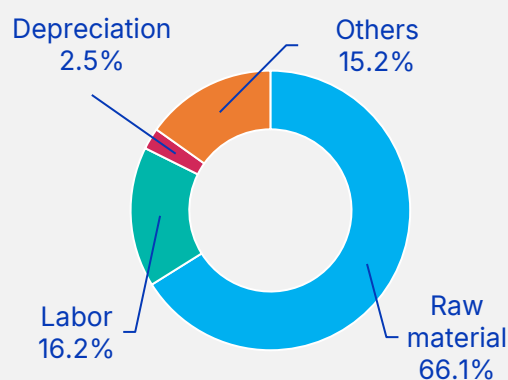
The main factors that influenced the Company's gross profit are listed below:

- > Gross margin impacted by the reduction in volumes of parts for commercial vehicles and trailers in the domestic market, which limited fixed-cost dilution throughout the year.
- > Product mix with lower added value, especially in items such as parts for heavy-commercial-vehicle applications and equipment for liquid-cargo and grain transportation, pressuring profitability.
- > Unusual expenses related to the adjustment of the Company's structures to the period's demand, totaling R\$ 46.2 million in 2025.
- > Several initiatives that enabled a reduction of more than R\$ 110 million in fixed costs, especially in the OEM Vertical.
- > Amortization of the fair value allocation on inventories of the acquired companies, recorded in cost of goods sold, totaling R\$ 30.4 million, reducing Gross Profit but with no impact on EBITDA.

2025 COGS Breakdown



2024 COGS Breakdown



Sales, General and Administrative Expenses

	2025	%	2024	%	Δ%
Selling Expenses	-1,142,884	-8.7%	-954,055	-8.0%	19.8%
Administrative Expenses	-1,034,179	-7.9%	-797,611	-6.7%	29.7%
Other Expenses/ Income	-117,292	-0.9%	-161,944	-1.4%	-27.6%
Other Operating Expenses	-351,926	-2.7%	-285,809	-2.4%	23.1%
Other Operating Income	234,634	1.8%	123,865	1.0%	89.4%
Equity Income	-146,659	-1.1%	9,487	0.1%	-1646.0%
Total Operating Exp/ Income	-2,441,015	-18.6%	-1,904,123	-16.0%	28.2%

Values in R\$ Thousand and % over Net Revenue

In 2025, the Company recorded an increase in its general, selling and administrative expenses compared to the previous year. This comparison is mainly affected by the addition of the new businesses¹, which together added R\$ 421.3 million to the indicator, in addition to other factors that will be detailed below:

¹ Dacomsa, AXN, EBS, Delta, Suspensys Mogi Guaçu and Castertech Mogi Guaçu

- Reduction in revenue related to the Mover program (R\$ 24.4 million in 2025 vs. R\$ 37.2 million in 2024).
- Amortization of the fair value allocation from recent acquisitions, totaling R\$ 62.4 million, affecting net income but with no impact on EBITDA.
- Fair value measurement of investment properties, resulting in revenue of R\$ 14.6 million.

• **One-off expenses and revenues:**

i) Gain from a tax proceeding² in the amount of R\$ 15.6 million, net of attorney fees – EN No. 14¹.

ii) Positive net effect from the sale of Fanacif's land (R\$ 5.0 million) and the sale of Suspensys' property in Resende (R\$ 5.9 million) – ENs No. 17.3.1 and 34¹.

iii) Gain arising from Nakata's tax-asset recognition, resulting from the revision of estimates of future tax benefits (R\$ 7.2 million) – EN No. 34¹.

iv) Revenue from the sale of a stake in the startup Motorista PX (R\$ 21.8 million) – EN No. 34¹.

v) Recognition of the earn-out provision for Hercules in 1Q25 (R\$ 101.7 million) and impairment of goodwill from this subsidiary in 4Q25 (R\$ 37.5 million) – ENs No. 8 and 18.2¹.

vi) Impairment of various Randoncorp assets (R\$ 3.9 million) – EN No. 18.4¹.

vii) Negative equity income due to provisions related to Addiante's relevant customer undergoing judicial recovery (R\$ 155.5 million), which remains in progress – EN No. 17.3.4¹.

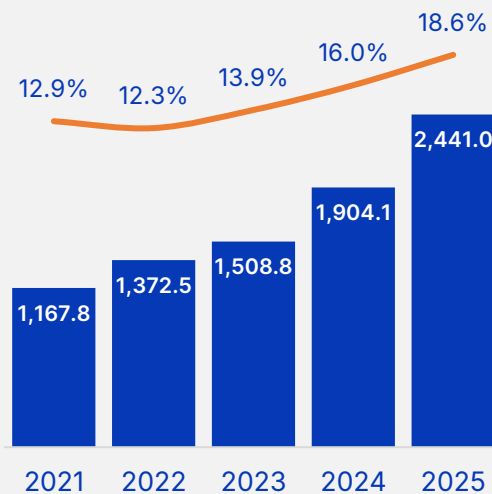
The net effects of the non-recurring items detailed above reduced the result by R\$ 243.5 million (vs. R\$ 49.3 million in 2024). Excluding these effects, the indicator would have reached 16.5% of the Company's Net Revenue.

¹ Explanatory Notes in the Standardized Financial Statements.

² Principal amount R\$ 24.0 million and attorney fees of R\$ 8.4 million.

Operating Expenses

Consolidated - R\$ Million and % o/ CNR



Consolidated EBITDA

	2025	2024	Δ%
Net Income	-250,743	408,501	-161.4%
Discontinued Operation	231	14	1609.4%
Interest of non-controlling shareholders	-190,952	-283,194	-32.6%
Income Tax and Social Contribution	-59,080	-319,667	-81.5%
Financial Income	-857,338	-268,680	219.1%
EBIT	856,395	1,280,028	-33.1%
Depreciation and Amortization	498,789	342,520	45.6%
Consolidated EBITDA	1,355,183	1,622,549	-16.5%
EBITDA Margin (%)	10.3%	13.6%	-331 bps
One-Offs	243,532	49,348	393.5%
Consolidated Adjusted EBITDA¹	1,598,715	1,671,897	-4.4%
Adjusted EBITDA Margin (%)	12.2%	14.0%	-187 bps

¹ Breakdown of EBITDA by vertical in the Performance by Business Vertical chapter

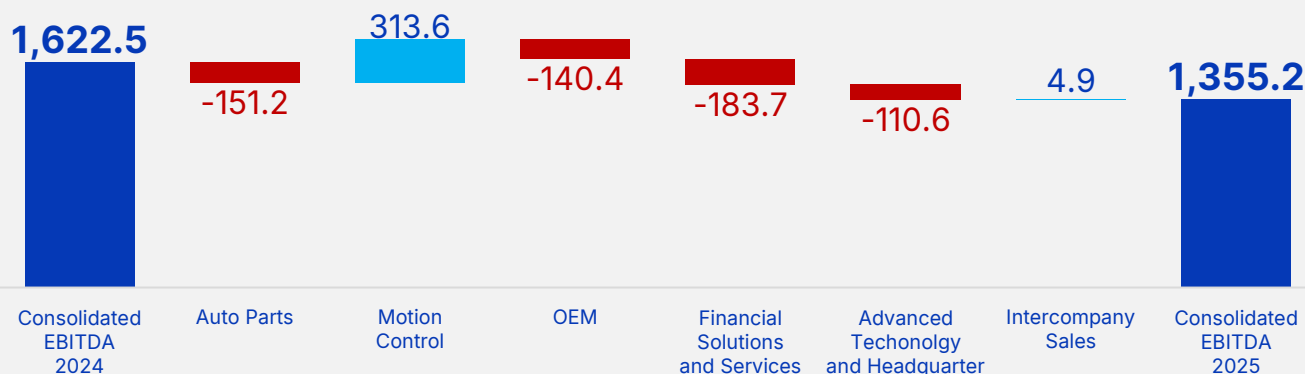
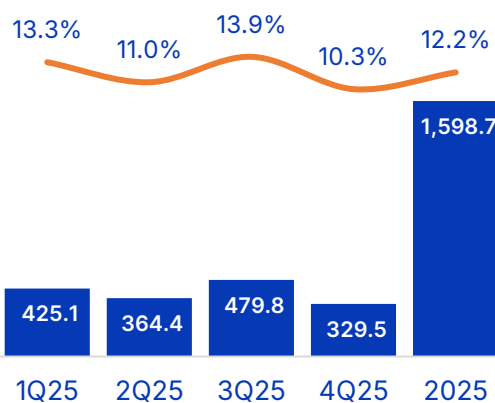
Values in R\$ Thousands

The main highlights related to EBITDA for the year are listed below:

- > Strong slowdown in the truck and trailer markets, which reduced the Company's production volumes, leading to lower dilution of fixed costs.
- > Change in the product mix, with reduced demand for higher value-added items across all industrial verticals.
- > Lower profitability from sales to the international market, due to the appreciation of the real against the dollar throughout the year.
- > One-off effects, detailed in the Sales, General and Administrative Expenses chapter, which reduced EBITDA by R\$ 249.6 million.

Adjusted EBITDA and Adjusted EBITDA Margin

Consolidated - R\$ Million and %o/ CNR



Financial Result

	2025	2024	Δ%
Financial Revenues	638,479	894,141	-28.6%
Financial Expenses	-1,553,373	-1,313,937	18.2%
Monetary Adjustment (IAS 29)	57,557	151,116	-61.9%
Net Financial Income	-857,338	-268,680	219.1%

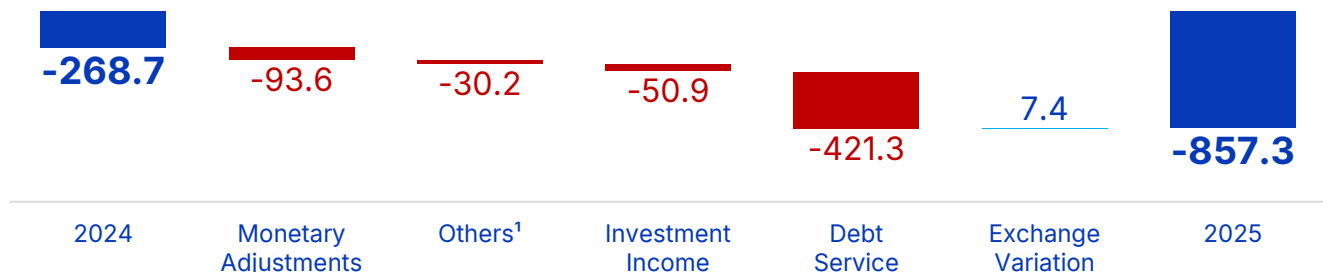
Values in R\$ Thousands

Below are the main factors that affected the financial result in 2025:

- > Higher debt service, due to the increase in bank indebtedness and the elevated Selic rate.
- > Lower returns from financial investments, resulting from reduced cash levels during most of the period, driven by higher Working Capital needs and M&A payments.
- > Reduction in monetary-adjustment revenue (IAS 29) from operations in Argentina, reflecting lower inflation and improved local economic stability.
- > Gain from monetary adjustment related to the recognition of a tax proceeding, recorded throughout the year, contributing positively by R\$ 28.3 million.

For the breakdown of the financial result, see explanatory note 35 in the Standardized Financial Statements.

Financial Result Bridge



Values in R\$ Million

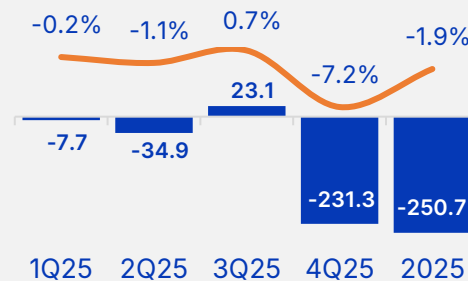
¹ The Others group mainly refers to adjustments to present value (APV), Tax on financial operations (IOF) and monetary corrections of court deposits.

Net Income

	2025	2024	Δ%
EBIT	856,395	1,280,028	-33.1%
Financial Income	-857,338	-268,680	219.1%
Earnings Before Taxes	-943	1,011,348	-100.1%
Income Tax and Social Contribution	-59,080	-319,667	-81.5%
Discontinued Operation	231	14	1609.4%
Interest of non-controlling shareholders	-190,952	-283,194	-32.6%
Net Income	-250,743	408,501	-161.4%
Net Margin (%)	-1.9%	3.4%	-534 bps
ROE (last 12 months)	-7.8%	14.7%	-2247 bps

Values in R\$ Thousands

Net Income/ Net Margin R\$ Million and %o/CNR



The year's net income was significantly impacted by the downturn in the commercial-vehicle markets in Brazil and by one-offs already mentioned previously. In addition, we highlight:

- > Net gain of R\$ 35.6 million from a tax proceeding.
- > Negative impact from the amortization of the fair value allocation, totaling R\$ 39.6 million.
- > Non-recognition of deferred income tax on tax losses, resulting from the performance of new units in ramp-up phase and from adjustments carried out, which amplified the negative effect on the result.

ROIC (Return on Invested Capital)

In 2025, Randoncorp's ROIC was significantly affected by non-recurring expenses totaling R\$ 243.5 million, in addition to other unusual expenses recorded throughout the year.

The indicator was also influenced by the increase in invested capital, linked to the acquisitions carried out, as previously mentioned in this report.

We reinforce that the initiatives implemented during the year aim to enhance efficiency, profitability and capital discipline, supporting sustainable value creation.

ROIC (%)



Investments

		2025	2024	Δ%
Organic (CAPEX)	Auto Parts	186,008	162,840	14.2%
	Motion Control	190,491	165,771	14.9%
	OEM	60,851	102,134	-40.4%
	Fin. Solutions and Services	6,638	9,465	-29.9%
	Advanced Technology and HQ	12,720	20,164	-36.9%
	Subtotal	456,708	460,373	-0.8%
Non Organic and Paid-in-Capital	Auto Parts	169,524	440,004	-61.5%
	Motion Control	2,143,680	36,330	5800.6%
	OEM	126,301	144,384	-12.5%
	Fin. Solutions and Services	92,700	87,953	5.4%
	Advanced Technology and HQ	-	-	-
	Subtotal	2,532,205	708,670	257.3%
Total Investments		2,988,913	1,169,043	155.7%

Values in R\$ Thousands

¹ The amounts related to the Paid-in-capital will now be reported together with the non-organic amounts, only in cases where the funds are allocated to non-consolidated subsidiaries, in order to avoid double counting within the organic investment line. The 2024 base was adjusted using these same classifications.

In 2025, the Company's main investments were:

> **Organic:** execution of projects aimed at capacity expansion, productivity, efficiency and energy-infrastructure improvements, including: i) facilities of Suspensys in Mogi Guaçu, R\$ 65.1 million; ii) construction of the new distribution center of the Auto Parts Vertical, R\$ 8.4 million; iii) power substation at Frasle Mobility – Fremax site, R\$ 12.0 million; iv) Investments for industrial upgrades across several Frasle Mobility units; vi) productivity/efficiency projects at Randon Araraquara, R\$ 40.2 million; and vii) industrialization of AXN, R\$ 11.3 million.

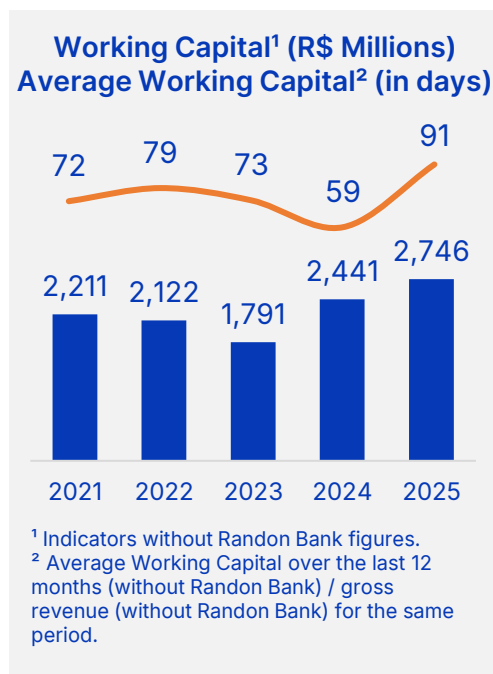
> **Non-organic:** acquisition of AXN's assets and inventories (R\$ 169.5 million), purchase of Dacomsa (R\$ 2.1 billion), remaining amounts related to the acquisition of Nakata and Juratek (R\$ 26.3 million), payment of the earn-out and final installment of the Hercules acquisition (R\$ 126.3 million), capital contribution to Addiante (R\$ 75.0 million) and acquisition of Delta (R\$ 10.7 million).

Working Capital¹

In 2025, Working Capital increased by R\$ 305.8 million, driven mainly in 1H25 by higher inventory levels, due to the incorporation of Dacomsa — which requires higher inventory volume — and by the number of finished products in the Assembly vertical, given the downturn in its main market.

In 2H25, the Company executed a Working Capital optimization agenda focused on inventory reduction and improved payment terms with suppliers and customers, resulting in a significant reduction of approximately R\$ 1.4 billion, absorbing most of the inventory increase from 1H25.

The average Working Capital², measured in days, increased in the year due to the higher levels observed in previous quarters. As the effects of the optimization initiatives are fully captured, the trend is for this indicator to decline.



Free Cash Flow¹

	2025	2024	Δ%
EBITDA	1,372,232	1,590,120	-13.7%
Investments	-454,463	-452,197	0.5%
Financial Income	-860,247	-268,509	220.4%
Taxes	-67,129	-310,599	-78.4%
Working Capital Variation	-305,764	-650,175	-53.0%
Operating Cash Flow	-315,371	-91,361	245.2%
Dividends/Interest on Equity	-168,599	-381,979	-55.9%
Paid-in Capital and M&A	-1,911,073	-728,670	162.3%
Others	594,229	188,779	214.8%
Free Cash Flow	-1,800,814	-1,013,231	77.7%

Values in R\$ Thousands

¹ For the calculation of Free Cash Flow, data from Randon Bank were excluded.

In 2025, the Company posted negative free cash flow of R\$ 1.8 billion, mainly impacted by payments related to M&A transactions, including the largest acquisition in our history. The main elements that contributed to this result were:

- > Payment for acquisitions carried out (R\$ 2.5 billion) and inflow of funds from the Frasle Mobility Follow-on (R\$ 250 million), Randoncorp's Private Capital Increase (R\$ 150 million) and the partnership with Patria Investimentos (R\$ 201 million).

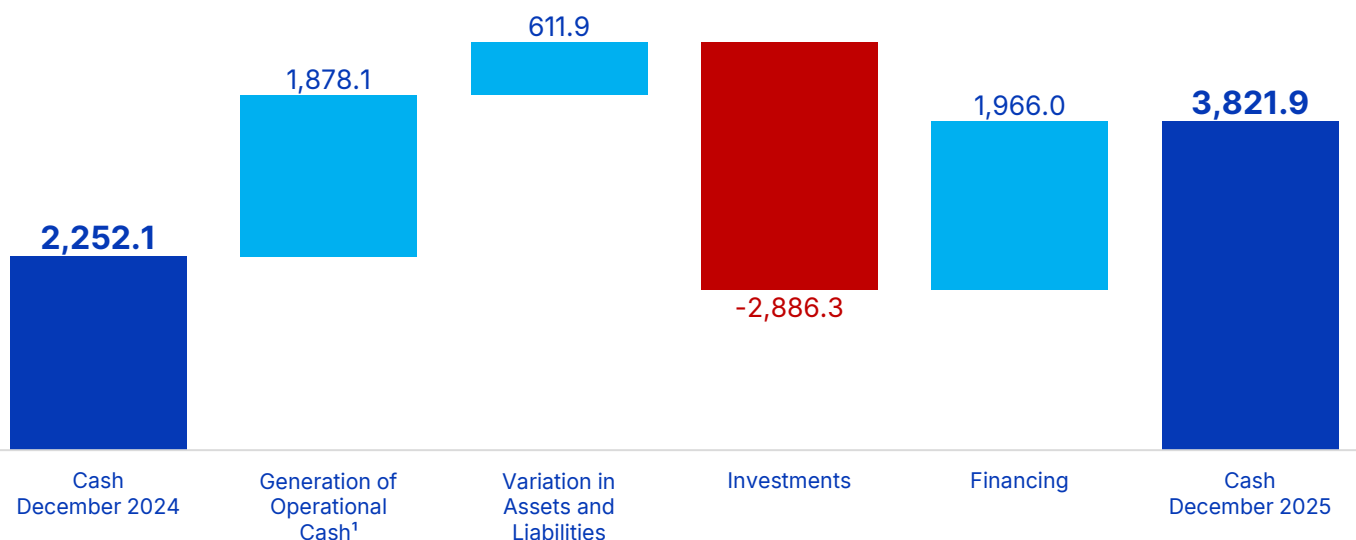
- > Reduction in operating cash generation, reflecting the downturn in commercial-vehicle markets in Brazil and the United States, non-recurring expenses recorded in the year and structural adjustments made to address the new market conditions.

- > Financial result impacted by lower returns on financial investments and higher debt-service costs, as detailed in the chapter dedicated to this indicator.

- > Increase in Working Capital, although at a lower level compared to 2024.

- > Interest on capital and dividends paid in 2025 reflect distributions related to the 2024 fiscal year, in addition to specific disbursements from subsidiaries.

Cash Flow



¹ For details on cash movements, please refer to the Cash Flow Statement on pages 40 and 41 of this report.

Indebtedness

	2021	2022	2023	2024	2025
Short Term Cash and Financial Investments	2,244,440	3,129,759	2,865,423	2,808,991	4,078,006
Long Term Cash and Financial Investments	53,054	89,024	100,090	176,770	184,555
Total Cash and Financial Investments	2,297,494	3,218,784	2,965,513	2,985,760	4,262,561
Short Term Debt Domestic Currency	1,510,650	1,022,280	1,426,316	1,712,321	1,840,157
Short Term Debt Foreign Currency	272,795	225,278	174,130	198,807	289,641
Short Term Debt	1,783,444	1,247,557	1,600,447	1,911,128	2,129,798
Long Term Debt Domestic Currency	2,601,117	4,179,108	3,927,131	4,894,563	6,571,617
Long Term Debt Foreign Currency	252,208	345,587	251,165	648,331	1,644,800
Long Term Debt	2,853,324	4,524,695	4,178,296	5,542,894	8,216,417
Total Bank Debt	4,636,769	5,772,252	5,778,742	7,454,022	10,346,215
Derivatives Operations	3,357	4,245	7,309	259	512
Debts with Related Companies	12,609	6,423	6,192	5,618	3,480
Accounts Payable by Business Combination	186,934	361,164	347,949	207,372	312,378
Total Gross Debt	4,839,669	6,144,084	6,140,192	7,667,271	10,662,585
Total Consolidated Net Debt	2,542,175	2,925,301	3,174,679	4,681,510	6,400,024
Net Debt (Without Randon Bank)	1,409,314	1,594,320	1,584,986	2,598,217	4,399,031
Net Leverage	1.92 x	1.94 x	2.02 x	2.89 x	4.72 x
Net Leverage (Without Randon Bank)	1.08 x	1.08 x	1.03 x	1.63 x	3.21 x
Average Term of Bank Debt	2.1 years	3.1 years	2.4 years	2.8 years	3.7 years
Average Term of Bank Debt (Without Randon Bank)	2.4 years	3.3 years	2.5 years	3.3 years	4.3 years
Average Cost of Bank Debt					
In Domestic Currency	10,9% p.a.	15,3% p.a.	13,2% p.a.	13,9% p.a.	16,4% p.a.
In Domestic Currency (Without Randon Bank)	10,9% p.a.	15,7% p.a.	13,7% p.a.	13,6% p.a.	15,7% p.a.
Average Cost of Bank Debt in Foreign Currency	4,2% p.a.	6,9% p.a.	7,0% p.a.	7,1% p.a.	8,0% p.a.

Values in R\$ Thousands, except when indicated otherwise

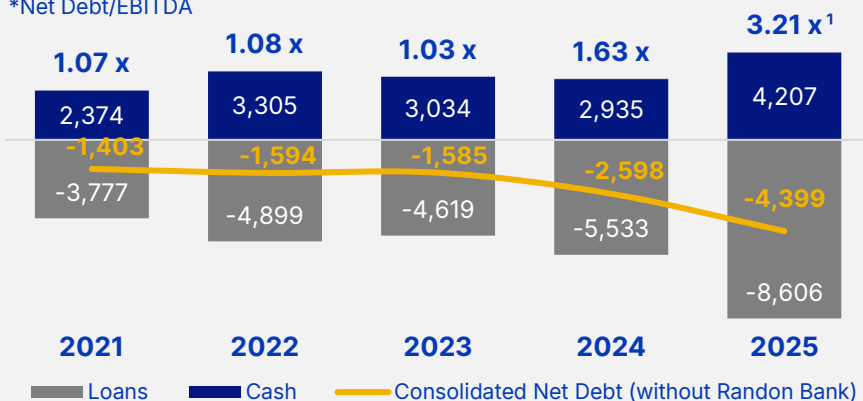
Regarding the Company's indebtedness in 2025, the following points stand out:

- > Increase in bank debt, resulting from the acquisitions carried out in the period and higher Working Capital needs, in a context of elevated interest rates in Brazil, which intensified debt-service costs throughout the year.
- > Relevant capital-markets transactions, including: i) Randoncorp's 12th debenture issuance and Frasle Mobility's 6th debenture issuance, both aimed primarily at debt refinancing; ii) Frasle Mobility's Follow-on; iii) Randoncorp's Private Capital Increase; and iv) partnership with Patria Investimentos.
- > Initiatives to control leverage: i) optimization of Working Capital; ii) strict control of Investments and expenses; and iii) structural adjustments due to market conditions.
- > These movements, combined with capital-markets actions, supported the improvement trajectory of leverage throughout the year, allowing the Company to reach the following levels:
 - > 3.21x (excluding Banco Randon); and 2.90x (excluding Banco Randon and equity income — the metric linked to financial covenants, which set a limit of 3.5x for the indicator).
- > We ended the year with a solid cash position, capable of supporting short and medium term needs, and with the majority of maturities concentrated after 2030, reinforcing the consistency of our strategy to extend debt duration and reduce its cost.
- > Maintenance of Randoncorp's credit rating at 'brAAA', with a change in outlook from stable to negative. [Click here](#) for more information.

Net Debt History (Without Randon Bank)

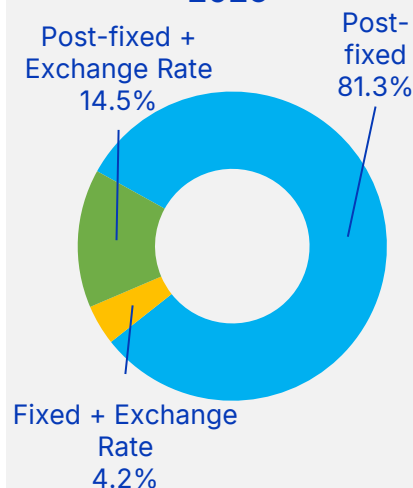
R\$ Million

*Net Debt/EBITDA



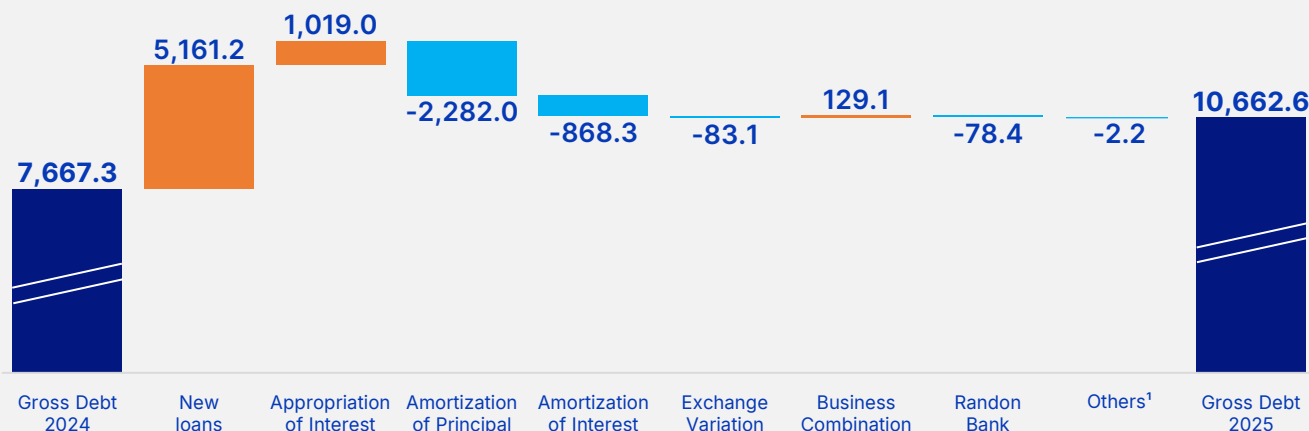
¹ In 2025, the Company leverage, as measured under the financial covenants methodology (excluding Randon Bank and equity income), was **2.90x**, below the 3.5x threshold.

Gross Debt Indexes 2025



Gross Debt Evolution

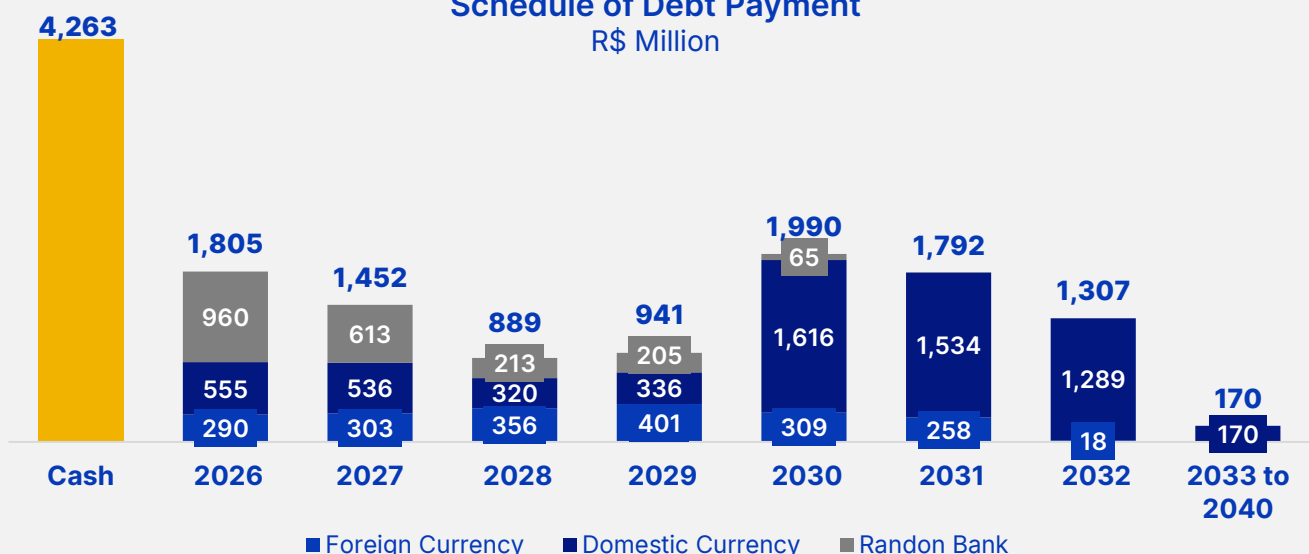
R\$ Million



¹ The composition of the Others group mainly refers to derivative operations and debts with related companies.

Schedule of Debt Payment

R\$ Million



Performance by Business Verticals

Auto Parts	Main Products	Main Brands	<p>29% of CNR 2025</p>

Motion Control	Main Products	Main Brands	<p>39% of CNR 2025</p>

OEM	Main Products	Main Brands	<p>23% of CNR 2025</p>

Financial Solutions and Services	Main Services	Main Brands	<p>8% of CNR 2025</p>

Advanced Technology	Main Services	Main Brands	<p>1% of CNR 2025</p>

Auto Parts

Distribution of Net Revenue	2025		2024		Δ% Units
	Units	Revenue	Units	Revenue	
Brakes (units)	664,950	1,134,074	944,768	1,166,426	-29.6%
Coupling Systems (units)	107,608	493,674	143,417	623,596	-25.0%
Axles and Suspensions (units)	183,058	1,728,468	182,388	1,308,826	0.4%
Foundry and Machining (Tons)	79,319	644,030	94,853	791,113	-16.4%
Performance	2025		2024		Δ%
Net Revenue	4,000,245		3,889,961		2.8%
COGS	-3,316,951		-3,052,501		8.7%
Gross Profit	683,294		837,460		-18.4%
Gross Margin %	17.1%		21.5%		-445 bps
Operating Expenses/Revenues	-394,015		-352,328		11.8%
EBIT	289,279		485,132		-40.4%
EBITDA	420,274		571,455		-26.5%
EBITDA Margin %	10.5%		14.7%		-418 bps
Adjusted EBITDA	410,566		569,678		-27.9%
Adjusted EBITDA Margin %	10.3%		14.6%		-438 bps

Values in R\$ Thousands, except when indicated otherwise

Portfolio

Brake systems, axles and suspensions, coupling systems, electromobility solutions and running systems in cast and machined components, among others.

Structure

14 industrial units (13 in Brazil and 1 abroad), 12 distribution centers¹ (4 in Brazil and 8 abroad) and 1 commercial office abroad.

Customer Base

Major global OEMs (trucks and buses), implement manufacturers, parts distributors and retailers, as well as agricultural and construction equipment manufacturers.

¹ Includes units exclusively dedicated to distribution and structures attached to industrial operations.

The Auto Parts vertical's performance in 2025 was influenced by:

- > Decline in volumes in the domestic market for commercial vehicles, reducing demand for components and pressuring the vertical's results throughout the year.
- > Advance in international market revenue for auto parts, supported by the reopening of markets in South America and by the integration of the new operations (EBS and AXN – R\$ 480.0 million in Net Revenue).
- > Ramp-up of the units in Mogi Guaçu (cast products and front-axle supply), contributing positively to revenue throughout the year (R\$ 481.1 million), although with profitability still under development.
- > Margin pressures resulting from lower dilution of fixed costs and from higher value-added items representing a smaller share of the product mix sold.
- > Structural and efficiency adjustments implemented in the vertical, focused on productivity and optimization of manufacturing processes.
- > Amortization of the fair value allocation related to the M&As carried out, totaling R\$ 24.7 million in the year, recorded both in cost of goods sold and in administrative expenses, which by nature do not impact EBITDA but affect net income.
- > Positive impact from non-recurring revenue related to: (i) gains from a tax proceeding (R\$ 2.8 million); (ii) sale of a property in Resende-RJ (R\$ 5.9 million); and reversal of impairment of a manufacturing asset (R\$ 1.0 million). For more details, please refer to Notes 14, 18.4 and 34 in the Company's Financial Statements.

Motion Control

Distribution of Net Revenue	2025		2024		Δ% Units
	Units	Revenue	Units	Revenue	
Friction Materials	113,368	2,234,181	108,950	1,867,979	4.1%
Brake System Components	11,689	862,928	9,914	741,363	17.9%
Steering and Confort	21,656	1,085,548	18,756	960,237	15.5%
Engine Components	21,242	796,880	6,716	57,264	216.3%
Transmission and Powertrain Components	6,402	421,648	3,774	245,660	69.6%
Other products ¹	4,360	89,694	3,240	93,272	34.6%

The sales volume and revenue from friction materials and brake system components were revised in the totals previously disclosed for 2024, due to adjustments in parts accounting.

¹ For a breakdown of the "Others" line, see Annex IV of the Frasle Mobility Earnings Release.

Performance	2025	2024	Δ%
Net Revenue	5,490,878	3,965,776	38.5%
COGS	-3,694,967	-2,635,267	40.2%
Gross Profit	1,795,911	1,330,509	35.0%
Gross Margin %	32.7%	33.5%	-84 bps
Operating Expenses/Revenues	-1,073,708	-811,812	32.3%
Equity Income	1,903	475	301.0%
EBIT	724,106	519,171	39.5%
EBITDA	991,530	677,884	46.3%
EBITDA Margin %	18.1%	17.1%	96 bps
Adjusted EBITDA	975,131	729,008	33.8%
Adjusted EBITDA Margin %	17.8%	18.4%	-62 bps

Values in R\$ Thousands, except when indicated otherwise

Portfolio

Friction materials, steering and confort items, engine components, and components for brake, transmission and powertrain systems.

Structure

12 industrial units (5 in Brazil and 7 abroad), 18 distribution centers¹ (6 in Brazil and 12 abroad), 7 commercial offices abroad and 1 technology center.

Customer Base

OEMs, auto parts distributors and retailers.

¹ Includes units exclusively dedicated to distribution and structures attached to industrial operations.

The main highlights for the Auto Parts vertical in 2025 were:

- > Growth in revenue mainly due to the integration of Dacomsa, which added R\$ 1.4 billion to the indicator and expanded the vertical's presence into new geographies.
- > Advance in the international market across all regions, driven by the expansion of the global portfolio, except in Argentina, where the market became more competitive after the commercial reopening.
- > Lower foreign-exchange conversion impacting the vertical's results, especially in the second half of the year, reducing the margin of exports from Brazil.
- > Amortization of Dacomsa's fair value allocation, which impacted results by R\$ 20.6 million in cost of goods sold and administrative expenses, without affecting EBITDA but impacting net income.
- > Non-recurring revenues from: i) gain from a tax proceeding (R\$ 4.6 million); ii) Nakata's tax-asset recognition (R\$ 7.2 million); and iii) sale of land owned by Fanacif (R\$ 10.5 million).
- > One-offs related to: i) reversal of the fair value allocation from the sale of Fanacif's land (R\$ 5.5 million); and ii) impairment of assets in the U.S. operation (R\$ 0.4 million).

For more details on the non-recurring items, refer to explanatory notes No. 14, 17.3.1, 18.4 and 34 in the Company's financial statements.

OEM

Distribution of Net Revenue	2025		2024		Δ% Units
	Units	Revenue	Units	Revenue	
Trailers Brazil (un.)	15,727	1,891,361	24,646	3,043,891	-36.2%
Trailers United States ¹	3,338	242,206	1,061	102,688	214.6%
Trailers Others Geographies (un.)	3,007	595,730	1,993	407,778	50.9%
Railcars (un.)	272	168,849	185	105,818	47.0%
Aftermarket	-	387,404	-	501,038	-

Performance	2025	2024	Δ%
Net Revenue	3,285,551	4,161,214	-21.0%
COGS	-2,973,036	-3,595,425	-17.3%
Gross Profit	312,514	565,788	-44.8%
Gross Margin %	9.5%	13.6%	-408 bps
Operating Expenses/Revenues	-308,627	-416,894	-26.0%
EBIT	3,887	148,894	-97.4%
EBITDA	83,193	223,584	-62.8%
EBITDA Margin %	2.5%	5.4%	-284 bps
Adjusted EBITDA	111,274	223,584	-50.2%
Adjusted EBITDA Margin %	3.4%	5.4%	-199 bps

¹ Volumes sold by Hercules + exports from Brazil

Values in R\$ Thousands, except when indicated otherwise

Portfolio

Trailers, railcars and aftermarket parts.

Structure

6 industrial units, 4 in Brazil and 2 abroad, 1 distribution center¹ in Brazil and 1 business office.

Customer Base

Large transporters, cargo generators, fleet owners, and independent operators.

¹ Includes units exclusively dedicated to distribution and structures attached to industrial operations.

Regarding the OEM vertical in 2025, we highlight:

- > Impact from the sharp contraction in demand from the agribusiness and liquid-cargo transportation segments, which significantly reduced Trailer volumes linked to these segments throughout the year.
- > Advance in sales to the international market, which acted as a partial offsetting vector, with continued deliveries to South American markets and relevant trailer contracts in the United States.
- > Second consecutive year of growth in railcar sales, with volumes expected to intensify further starting in 2026, due to a relevant supply contract signed by Randon and disclosed through a material fact. For more details, [click here](#);
- > Margins pressured by: i) a less favorable mix, with a significant share of lower value-added products; ii) limited dilution of fixed costs due to volume reduction; iii) lower average U.S. dollar compared to 2024, reducing export conversion; and iv) expenses related to structural adjustments to adapt to the new market environment.
- > In addition to the points mentioned above, the vertical was impacted by the following one-offs: i) gain from a tax proceeding (R\$ 5.5 million); ii) revenue from the reversal of impairment of manufacturing assets (R\$ 4.2 million); and iii) expense related to the impairment of Hercules' goodwill (R\$ 37.5 million).

For more details on the non-recurring items, refer to explanatory notes No. 14 and 18.2 in the Company's financial statements.

Financial Solutions and Services

Distribution of Net Revenue	2025		2024		Δ% Units
	Units	Revenue	Units	Revenue	
Coop-payment plan quotas sold	24,974	439,779	26,569	368,123	-6.0%
Randon Bank	-	404,723	-	345,052	-
Insurance	-	12,684	-	9,309	-
Innovation and Technology	-	203,425	-	122,240	-

Performance	2025	2024	Δ%
Net Revenue	1,060,612	844,724	25.6%
COGS	-454,119	-306,356	48.2%
Gross Profit	606,493	538,368	12.7%
Gross Margin %	57.2%	63.7%	-655 bps
Operating Expenses/Revenues	-417,858	-318,393	31.2%
Equity Income	-146,658	9,487	-1645.9%
EBIT	41,977	229,462	-81.7%
EBITDA	53,056	236,732	-77.6%
EBITDA Margin %	5.0%	28.0%	-2302 bps
Adjusted EBITDA	193,065	236,732	-18.4%
Adjusted EBITDA Margin %	18.2%	28.0%	-982 bps

Values in R\$ Thousands, except when indicated otherwise

Portfolio

Financial solutions:
Coop-payment plan quotas, credit, insurance, fleet rental and management, technology, innovation and telemetry.

Structure

3 financial-solutions companies, 2 vehicle rental and sales companies, and 4 innovation and technology companies.

Customer Base

Randoncorp ecosystem, companies focused on logistics, technology companies and agricultural-equipment manufacturers.

The main points related to the performance of the Financial Solutions and Services vertical are listed below:

- > Expansion of the portfolio at Randon Consórcios, driven mainly by greater exposure to the retail segment.
- > Integration of Delta, adding R\$ 43.3 million in technology-services revenue to the vertical's portfolio;
- > Growth at DB with new contracts and customer wins, expanding the base of recurring services.
- > Despite the positive effect of Banco Randon's portfolio, the higher funding cost throughout the year, influenced by the interest-rate environment in Brazil, resulted in lower profitability for the vertical in 2025;
- > The vertical recorded one-offs revenues related to: i) gain from a tax proceeding (R\$ 0.5 million); ii) sale of a stake in a startup (R\$ 21.8 million); and one-offs related to: i) provisions recorded at Addiante, linked to the judicial reorganization process (chapter 11) of a customer (R\$ 155.5 million); and ii) impairment of Banco Randon assets (R\$ 6.8 million).

For more information, see explanatory notes 14, 17.3.4, 18.4 and 34.

Advanced Technology and Headquarter

Distribution of Net Revenue	2025	2024	Δ%
	Revenue	Revenue	
Holding	105,611	103,718	1.8%
CTR	50,422	40,012	26.0%
Auttom	38,301	63,999	-40.2%

Performance	2025	2024	Δ%
Net Revenue	194,333	207,728	-6.4%
COGS	-77,078	-80,675	-4.5%
Gross Profit	117,255	127,054	-7.7%
Gross Margin %	60.3%	61.2%	-83 bps
Operating Expenses/Revenues	-245,686	-150,382	63.4%
Equity Income	-39,288	565,953	-106.9%
EBIT	-167,718	542,625	-130.9%
EBITDA	-157,733	558,149	-128.3%
EBITDA Margin %	-81.2%	268.7%	-34986 bps
Adjusted EBITDA	-56,186	558,149	-110.1%
Adjusted EBITDA Margin %	-28.9%	268.7%	-29760 bps
EBITDA Without Equity Income	-118,445	-7,803	1417.9%
EBITDA Margin % Without Equity Income	-60.9%	-3.8%	-5719 bps
EBITDA	-7,707	9,660	-179.8%
EBITDA Margin %	-8.7%	9.3%	-1797 bps

Values in R\$ Thousands, except when indicated otherwise

Portfolio

Industrial automation, product development and validation for the mobility industry, and nanotechnology.

Structure

1 industrial-automation unit, 1 technology center, 1 industrial operation and a Headquarter (in Brazil and in the United States).

Customer Base

Randoncorp subsidiaries and a wide range of industrial companies.

The 2025 highlights for this vertical were:

- > Growth of CTR, reaching a new sales record in 2025, driven by investments in increased testing capacity and by attracting new customers in the light- and heavy-vehicle segments.
- > Reduction in Auttom’s revenue, due to curtailed investment levels from customers given the market environment that emerged in 2025.
- > Expenses related to structural adjustments, aligning operations to the new demand level;
- > One-offs recorded in 2025:
 - Gain from a tax proceeding (R\$ 2.2 million).
 - Negative impact from asset impairment (R\$ 2.0 million).
 - Expense related to the final installment of the Hercules earn-out (R\$ 101.7 million).

For more information, refer to explanatory notes No. 8, 14 and 18.4 in Randoncorp’s financial statements.

¹ The Holding is also part of this vertical. Its objective is to support the capture of synergies among operations, carrying out strategic and administrative activities, allowing business units to focus on their core operations. In addition, it is responsible for ensuring the Company’s governance for consistent and sustainable growth.

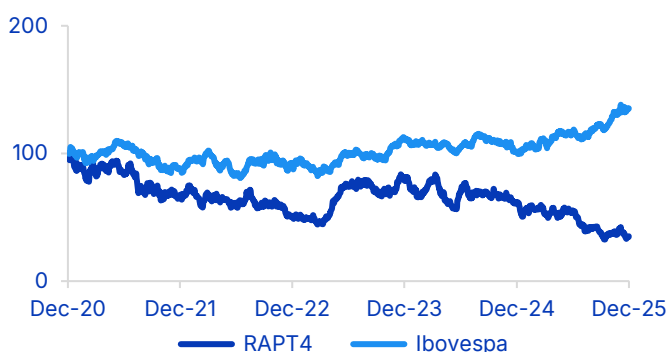
Capital Market

The Company's preferred share (RAPT4) ended 2025 priced at R\$ 5.65, accumulating a 42.9% decrease in the period. In the same interval, the Ibovespa recorded a 34.0% increase.

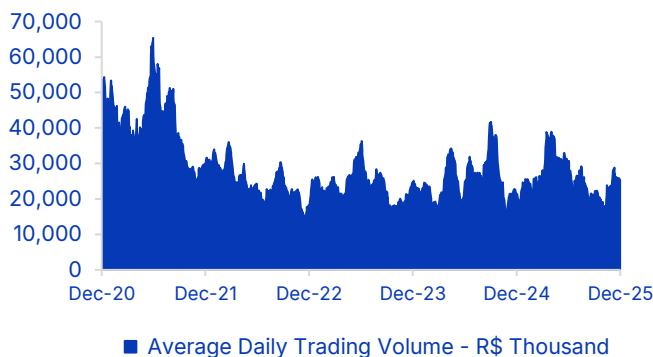
In September 2025, Randoncorp completed a capital increase that resulted in the issuance of 20,394,138 new shares, bringing total share capital to 349,724,671 shares, distributed between common (RAPT3) and preferred (RAPT4) shares. Considering the shareholder base at year-end, the Company's free float stood at 56.6%.

Share liquidity remained at a good level throughout the year. The average daily trading volume of the Company's shares in the spot market reached R\$ 26.0 million in 2025, representing an increase of 2.0% compared to 2024, even with the significant decline in the share price. In terms of quantity, an average of 3.4 million shares were traded per day, an expressive increase of 46% year over year.

RAPT X IBOV

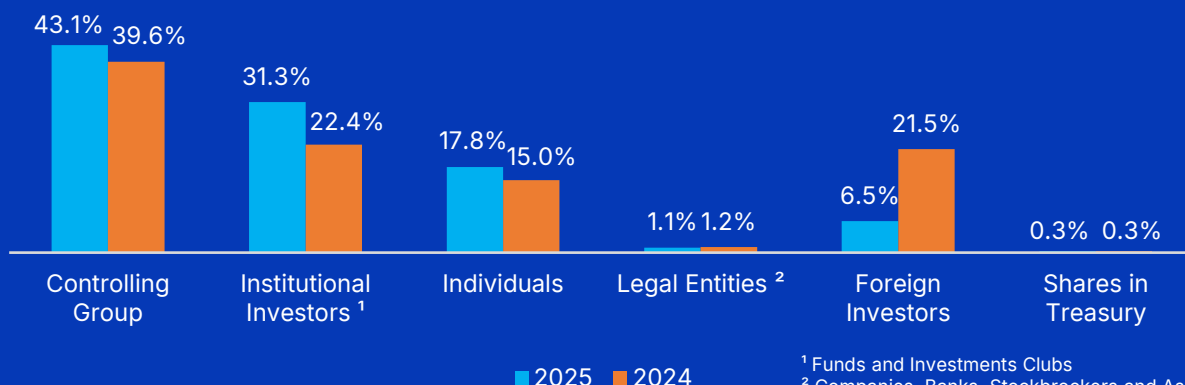


Financial Volume



Shareholders Profile

At the end of 2025, Randoncorp had 38,758 Shareholders, a number 0.7% higher than at the end of 2024. The Company's total shares were distributed among the following profiles:



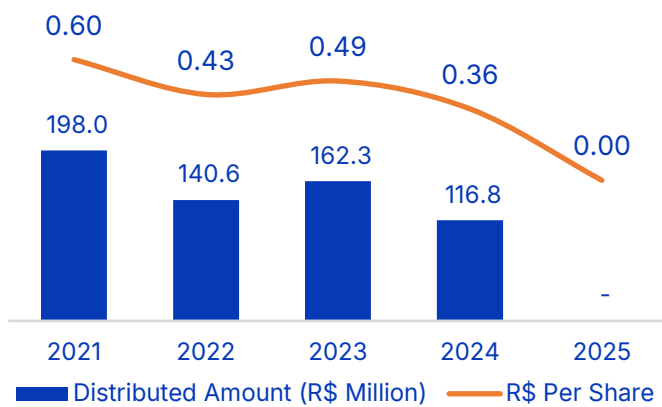
¹ Funds and Investments Clubs

² Companies, Banks, Stockbrokers and Associations

Dividends

In 2025, the Company did not distribute Interest on Equity and recorded a Loss of R\$ 250.7 million, which will be deducted from the balance of the Investment and Working Capital Reserve, as required by corporate legislation.

Below is the historical record of payments in recent years:



Distribution by period of competence and without income tax.

Capital Market	2025	2024	Δ%
Dividends + Interest on Equity (R\$ per share) ¹	0.2411	0.5136	-53.0%
Dividend Yield (%) ²	4.2%	5.5%	-1.3 p.p.
Return on Equity (%) ³	-7.8%	14.7%	-22.5 p.p.
Market Cap on Dec 31 (R\$ billion)	2.0	3.1	-34.7%

¹ Fiscal year deliberations and payment.

² Fiscal year deliberations per share and quote at the last Day of the year before the fiscal year under analysis.

³ Ratio between the net income and the net equity in the prior year, calculated based on the closing price of each year.

Events

In 2025, Randoncorp, through its investor relations team, participated in the following conferences and events in Brazil and abroad:

- > XP Capital Goods Conference.
- > UBS BB Latin America Investment Conference.
- > BTG Pactual Brazil CEO Conference.
- > J. Safra Capital Goods Day.
- > BTG Pactual LatAm Opportunities Conference.
- > Bradesco BBI 11th Brazil Investment Forum.
- > Itaú BBA's 18th LatAm CEO Conference, in Nova York.
- > J. Safra Capital Goods Conference.
- > Citi's 17th Annual Brazil Equities Conference.
- > UBS BB II Infrastructure & Transportation One-on-One Conference.
- > 26th Santander Annual Conference.
- > J. Safra Investment Conference 2025.
- > Global Emerging Markets One-on-One Conference.
- > J. Safra Brazil Conference.
- > J.P. Morgan Capital Goods Day.
- > BTG CEO Conference, in Nova York.
- > Bradesco BBI CEO Forum, in Nova York.
- > Citi Capital Goods Day.
- > J.P. Morgan Brasil Opportunities Conference.

Market Disclosures

The Company's main publications in 2025 were:

Material Facts:

- > [Acquisition of AXN Heavy Duty Assets](#)
- > [Changes in Corporate Governance](#)
- > [Strategic Partnership](#)
- > [Guidance 2025](#)
- > [Potential Offer Fras-le, Potential Capital Increase Randoncorp and Discontinuation of Guidance](#)
- > [12th Debenture Issuance](#)

- > [Public Offering of Fras-le Shares – Primary and Secondary Distribution](#)
- > [Pricing of Fras-le primary and secondary public offering](#)
- > [Private Capital Increase](#)
- > [Resumption and Review of 2025 Guidance](#)

Notices to the Market:

- > [Closing Kuo Refacciones](#)
- > [Corporate Governance Updates](#)
- > [Corporate Rating - S&P](#)
- > [Corporate Structure Adjustments](#)
- > [Closing Strategic Partnership](#)

Private Capital Increase

On July 15, 2025, Randoncorp's Board of Directors approved a capital increase through a private subscription, as disclosed in the **Material Fact** released on the same date. After the preemptive rights period (July 21 to August 19) and the leftover-shares round (August 26 to September 3), on **September 12, 2025**, subscriptions totaling **R\$ 153,693,586.03** were confirmed.

A total of **20,394,138 shares** were issued, of which 9,326,411 were common shares, priced at R\$ 7.14, and 11,067,727 were preferred shares, priced at R\$ 7.87. In the leftover-shares round, demand for common shares exceeded supply, requiring proportional allocation among investors, while unsubscribed preferred shares were canceled.

The funds raised strengthened the Company's capital structure. Following the confirmation, share capital increased from R\$ 2,000,000,000.00 (329,330,533 shares) to R\$ 2,153,693,586.03 (349,724,671 shares), comprising 125,841,938 common shares and 223,882,733 preferred shares.

Frasle Mobility Follow-On

Subsidiary Frasle Mobility carried out a Primary and Secondary Public Offering of Fras-le Shares, which was settled on July 15, 2025.

In the primary offering, the Company issued 10,318,748 new common shares, raising R\$ 247.6 million. The secondary offering resulted in the sale of 6,347,919 common shares held by Dramd Participações e Administração Ltda., totaling R\$ 152.4 million, at the same price per share as the primary offering. After the offering, Randoncorp's ownership in Frasle was 50.6%.

Market Maker

On January 5, 2026, while preparing this report, we announced through a Material Fact the engagement of BTG Pactual Corretora de Títulos e Valores Mobiliários S.A. to act as market maker for the Company's preferred shares (RAPT4).

The purpose of engaging a market maker is to foster liquidity for Randoncorp's shares, in line with best trading practices. BTG began its activities on January 6, 2026, and its contract will remain in effect for twelve months.

Return to IBrX 100

We once again joined B3's IBrX 100 index, which includes the 100 most liquid and representative stocks in the Brazilian equities market. This milestone reinforces Randoncorp's relevance and reflects the market's confidence in our governance, liquidity and value-creation capability.

IBRX100 B3

Inclusion in IGPTW

In January 2026, during the preparation of this report, Randoncorp joined B3's IGPTW index, a recognition that reflects the Company's commitment to best practices with its employees, as well as its efforts and dedication in the pursuit of excellence.

IGPTWB3

Randoncorp Day 2025

On July 1, 2025, we held Randoncorp Day, an event in which we shared relevant topics such as the Company's transformation over recent years, updates on the new businesses and the plans for reducing leverage and recovering the OEM vertical.

Click the links below to access the event materials:

- > [Recording](#)
- > [PDF Presentation](#).



Investor group at Randoncorp Day 2025, MZ Arena, São Paulo.

Credit: Alexandre Takashi

Investors at Automec

On April 24, together with subsidiary Frasle Mobility, Randoncorp held a meeting with investors and capital-markets analysts at Automec, the largest automotive Aftermarket event in Latin America. During the meeting, in addition to learning about the products launched at the trade show, participants engaged in discussions with our executives from the Motion Control and Auto Parts verticals.



Investor meeting at Automec, a trade show focused on the automotive Aftermarket.

Credit: Alexandre Takashi

Site Visit 2025 Edition

On September 3, 2025, we held Randoncorp Day – Site Visit Edition at our facilities in Caxias do Sul (RS), bringing together around fifty investors and capital-markets analysts. The meeting reinforced our commitment to transparency by offering an immersion in the Company's operations.



Investor group at our facilities, Caxias do Sul.

Credit: Alex Battistel

IR Awards

In 2025, we received important recognition from the capital markets:

Extel (Institutional Investor) – Capital Goods

> For the sixth consecutive year, Randoncorp was recognized as a "Most Honored Company" in the traditional Extel Awards 2025, standing out as a leader among Capital Goods Small Caps. The Company ranked 1st in all categories, including Best CEO, CFO, Board, ESG Program, Investor Relations Program, IR Professional, Investor Day and IR Team.




6th APIMEC IBRI Awards

> Once again, we ranked in the Top Five in the categories Best Investor Relations Practices and Initiatives and Best IR Professional among companies listed as Small and Mid Caps on the stock exchange.

ESG Ambition

In 2025, Randoncorp continued to advance its environmental, social and governance agenda, with a focus on responsible transformation, innovation and long-term sustainable value creation.

Our ESG Ambition is structured around three pillars — Planet (Environmental), People (Social) and Business (Governance) — composed of nine material topics with clear strategic targets that guide all of the Company's operations. These ambitions represent our ongoing commitment to integrating sustainable practices into the business model, combining competitiveness, innovation and corporate responsibility.

 Planet (Environmental)	 People (Social)	 Business (Governance)
MATERIAL TOPICS¹		
<ul style="list-style-type: none"> > Climate change and air quality > Product life-cycle management 	<ul style="list-style-type: none"> > Employee attraction, development and retention > Human rights and labor relations > Employee health, well-being and safety 	<ul style="list-style-type: none"> > Innovation & technology > Data privacy and security > Ethics, integrity & compliance > Product safety and excellence
PUBLIC COMMITMENTS		
<ul style="list-style-type: none"> > Reduce by 40% greenhouse gas emissions by 2030. > Zero waste directed to industrial landfill by 2025. 	<ul style="list-style-type: none"> > Zero serious accidents. > Double the number of women in leadership positions by 2025. 	<ul style="list-style-type: none"> > Increase the annual net revenue generated by new products.

The quantitative ESG indicators are disclosed annually in our sustainability report, which is submitted to external assurance.

The 2025 data will be reported in the next edition, to be published in May 2026, including information on the achievement of the three public commitments that concluded in this cycle. To access the most recent full disclosures, [click here](#).

¹ These topics were identified in the materiality review conducted in 2023. In 2025, a new process was carried out, currently pending approval, and its content will be presented in the next edition of the Company's sustainability report.

In addition to the sustainability report, we hold the *A ambição ESG* event annually.

In the latest edition, held on June 11, 2025, at Instituto Caldeira in Porto Alegre (RS), we highlighted the progress achieved in 2024 related to the Company's ESG targets and invited partners such as Gerdau, Be8 and Volkswagen Caminhões e Ônibus to share joint initiatives carried out to address climate change.

To learn more, watch the event recording by [clicking here](#).



Photo: Alex Battistel

Planet (Environmental)

The main initiatives related to environmental management and climate-change mitigation carried out in 2025 include:

- > Strengthening of the strategic partnership with Gerdau involving circular-economy practices, aimed at **optimizing metal-scrap recycling**.

- > Use of Be8 BeVant by Centro Tecnológico Randon, a new **biofuel** capable of replacing fossil diesel by 100% and accelerating decarbonization gains.

- > Training of environmental teams to conduct **carbon-footprint** assessments of our products, and completion of the carbon-footprint study for the Z Came brake produced by Master, which recorded a 14% emission reduction through the use of renewable energy in its manufacturing process and the incorporation of scrap metal in one of the product's components.

- > Inauguration of Frasle Mobility's **new power substation** at the Fremax site in Joinville (SC), ensuring energy autonomy, eliminating the use of generators powered by fossil fuels and increasing production capacity by approximately 25%.

- > Presentation of an unprecedented technology by NIONE, featuring niobium-based nanostructured additives capable of restoring and enhancing the properties of recycled plastics. this innovation strengthens the **circular economy** and enables polymers to return to high-performance applications, preventing quality loss after multiple recycling cycles.

- > Participation in **COP30**, held in Belém, Pará, reinforcing our commitment to industrial decarbonization and sustainable mobility by presenting initiatives such as e-Sys.

- > Investment in the startup Guarda, an insurtech that created a 100% digital **climate-insurance** product for agribusiness in Brazil, offering online contracting, instant pricing and automatic indemnifications within up to 30 days.

- > Adherence to the **First Movers Coalition**, with the official signing of the commitment letter during the World Economic Forum in Davos, Switzerland, in January 2026. the act marked the Company's definitive entry into the global initiative aimed at accelerating decarbonization in emission-intensive sectors.



Credit: Jefferson Leite

Inauguration of Frasle Mobility's own power substation at the Fremax site in Joinville.

Business (Governance)

We continually seek to enhance our governance practices and invest in building the future, contributing to the sustainability of our businesses.

In this regard, the following movements were highlights in 2025:

> Changes in the **Executive Committee**, in which, with the departure of Sérgio Carvalho, Daniel Randon returned to the role of CEO while maintaining his position as Chairman of Randoncorp. Additionally, he assumed the role of President of Frasle Mobility, while Anderson Pontalti, previously COO of the Motion Control vertical, assumed the position of CEO of Frasle Mobility, responsible for the entire operation both in Brazil and abroad. Pontalti also remains as EVP International of Randoncorp, overseeing the Auto Parts and OEM verticals' units in international geographies, except South America.

> Changes in the management of the Financial Solutions and Services Vertical, and the new positioning of the Advanced Technology Vertical, which as of January 2026 became the **Advanced Technology and Digital Strategies Vertical**, incorporating, in addition to CTR and Nione, the companies DB, Delta and RV.

> Participation in the **World Economic Forum** in Davos, Switzerland, where, in partnership with other Brazilian companies, we presented the Brazil House, a space dedicated to promoting Brazil on the global stage.

> Achievement of **TISAX** certification by Frasle Mobility units in the United States and China, an internationally recognized standard that validates robust information-security practices in industrial and automotive environments.

> Progress in the use of AI, incorporating advanced mathematical modeling and optimization techniques to globally define the best production allocation among plants in Brazil, China and India. This initiative is part of **Brain**, Randoncorp's corporate strategy for the responsible use of AI, supported by governance and data security that enable large-scale adoption.

> Achievement of 3rd place in the **INPI ranking**, with the registration of 73 new invention patents, the result of ongoing work that unites technology, research and strategy to drive the future of mobility.

> Development of **pioneering technology** for safety testing in light vehicles by CTR, in partnership with Auttom.



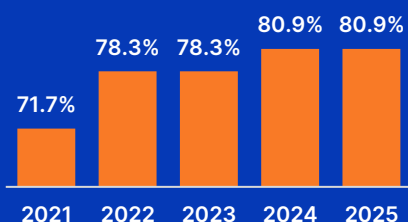
From left to right, Sérgio L. Carvalho, Senior Executive Advisor, and Daniel Randon, President and CEO of the Company.

Credit: Alex Battistel

Our Governance

- > Minimum dividend policy of 30% of adjusted net profit.
- > 60% of independent members on the Board of Directors.
- > Five Committees, including one advisory committee reporting to the Board of Directors and four operational committees.
- > Assessment of Board of Directors effectiveness.
- > 80.9% adherence to the governance practices recommended by CVM Resolution No. 80.
- > Outsourced and independent whistleblowing channel.

Our evolution in Corporate Governance



Adherence to the practices recommended by CVM Resolution No. 80.

People (Social)

Grounded in our principles, our actions focus on respecting and valuing people. In this regard, the following initiatives were carried out in 2025:

- > Delivery of 11 **new bridges** in Serra Gaúcha and Vale do Taquari, restoring connections among several cities affected by the floods that occurred in Rio Grande do Sul in 2024.

- > Inauguration, together with SSI Saúde, of the new Frasle Mobility and Randoncorp **health centers** at the Interlagos site in Caxias do Sul, which were fully renovated and now offer comprehensive and humanized care.

- > Launch of the 5th edition of **Jornada Delas**, a program that promotes female leadership.

- > Start of the 2nd edition of **Novos Caminhos | Jornada de Prosperidade**, designed to prepare professionals for career transitions.

- > Certification of several Randoncorp units by **Great Place to Work (GPTW)**, recognizing them among the best companies to work for in Serra Gaúcha and Rio Grande do Sul.

- > Creation of leadership-development programs **Leading the Future** and **Potencialize.se**, aimed respectively at external and internal audiences.

- > Execution of the **33rd CCQ Showcase**, an event organized by Frasle Mobility, presenting projects developed by employees in theatrical format, connecting people development with the search for industrial solutions and generating relevant continuous-improvement gains.

- > Implementation of a pilot project at the Nakata manufacturing unit of Frasle Mobility, using **AI to map ergonomics in production stations**, promoting improvements in employee health and safety.

- > Launch of **free programs for the community**, focused on female leadership and digital literacy for people aged 50+, expanding access to training and digital inclusion.

- > Promotion of educational and cultural initiatives, such as the **Educamais Project**, focused on technical training for young people, and participation in the Book Fair through the Projeto Vida Sempre, taking around one thousand students to the theater for traffic-awareness activities.

- > Execution of the **Time-in-Company Recognition Ceremony** (25, 35 and 40 years), with 49 employees honored for their career paths and contributions to the Company.



Ceremony honoring employees for years of service, held in August.

Credit: Alex Battistel

- > Professional training of 167 young participants in programs preparing them for the future of work — **Iniciação Profissional and Qualificar**.



Graduation ceremony of the Iniciação Profissional and Qualificar programs, held in December.

Credit: Alex Battistel

Equity Policy

In line with the provisions of Article 133 of Law No. 6,404 of December 15, 1976, and in compliance with the guidelines established by Law No. 15,177 of 2025, Randoncorp maintains its commitment to promoting equal opportunities and fostering a diverse, inclusive work environment grounded in respect for people and human rights.

The Company recognizes that diversity of perspectives, experiences and competencies is a strategic factor for strengthening its organizational culture, driving innovation and enabling sustainable value creation. In this context, it adopts structured policies and practices aimed at promoting equity in its recruitment, development, compensation and career-progression processes, ensuring that such decisions are based on objective, merit-based criteria free from discrimination.

Our equity and diversity practices are designed to prevent and combat any form of discrimination, promote equal opportunities and strengthen a culture based on respect, integrity and appreciation of differences. These guidelines apply to all employees, regardless of gender, race, color, ethnicity, origin, age, sexual orientation, gender identity, disability status or any other individual characteristic. In this regard, the Company reinforces its commitment to an ethical and safe work environment through the continuous application of its Code of Ethical Conduct, which establishes clear standards of interaction, professional conduct and organizational behavior, guiding employees, suppliers and partners to act with respect, integrity and responsibility. The Code is also an essential tool in preventing harassment, discrimination and other practices incompatible with corporate values.

In parallel, Randoncorp advances its Diversity, Equity and Inclusion agenda through structured programs such as Jornada Delas, an initiative focused on strengthening professional development, networking, training and female leadership across different areas of the organization. Jornada Delas directly supports the Company's public targets related to increasing women's representation in leadership roles and building a more representative, inclusive and plural corporate culture.

The Company also maintains governance and monitoring mechanisms that enable the tracking of indicators related to diversity and equity, including representation at different organizational levels, pay equity and access to development opportunities. These indicators are periodically assessed by Management and governance bodies, reinforcing the commitment to transparency, continuous improvement and regulatory compliance.

Additionally, Randoncorp promotes initiatives aimed at raising awareness, providing training and strengthening an inclusive culture, contributing to the creation of a safe and respectful work environment aligned with national and international best practices through the work of its four affinity groups: Women, Race and Ethnicity, LGBTQIAPN+ and People with Disabilities. Through these initiatives, the Company reaffirms its commitment to promoting equity, respecting diversity and creating an organizational environment that values people, in accordance with its principles, sustainability strategy and applicable legal and regulatory requirements.

> Quantity and Proportion of Women hired by hierarchical level

Position	Women	2025 Proportion	Women	2024 Proportion
Board of Directors	1	20%	1	20%
Statutory Board	-	0%	-	0%
Managers (Coordinators, Managers and Non-Statutory Directors)	96	28%	95	28%
Technical, Administrative and Operational Employees	3.290	26%	3.588	25%
Apprentices	160	48%	140	42%
Interns	37	46%	55	40%

> Quantity and Proportion of Women in Management positions

Position	Women	2025 Proportion	Women	2024 Proportion
Board of Directors	1	20%	1	20%
Statutory Board	-	0%	-	0%
Managers (Coordinators, Managers and Non-Statutory Directors)	96	28%	95	28%

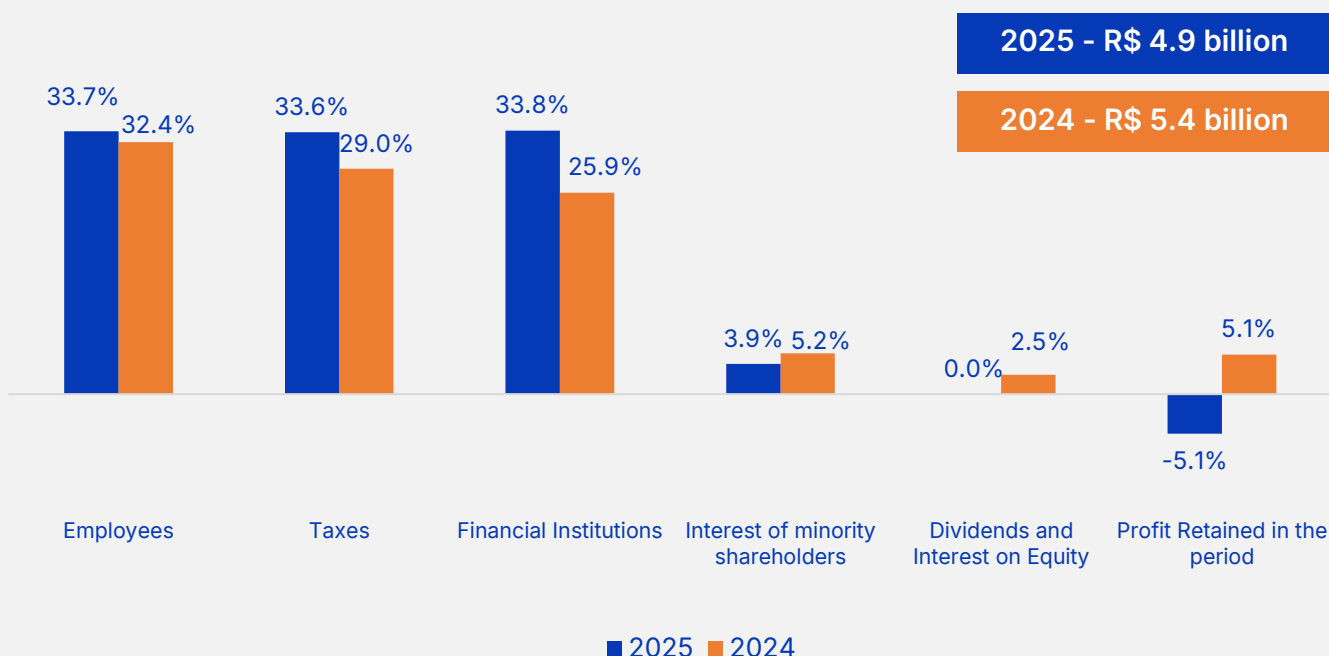
> Statement of fixed, variable and occasional compensation, broken down by sex, for similar positions or functions

The data presented below are based on the compensation of male employees, considered as 100% in all categories. Accordingly, the numerical proportions shown in the table represent exclusively female compensation relative to the male baseline.

Position	2025 Proportion	2024 Proportion
Board of Directors	100%	100%
Statutory Board	0%	0%
Managers (Coordinators, Managers and Non-Statutory Directors)	85%	86%
Technical, Administrative and Operational Employees	95%	96%
Apprentices	98%	92%
Interns	103%	97%

Note: Considers operations located in Brazil, except for the Delta company, acquired in January 2025.

DVA (Value Added Statement)



Awards

International

> Merco Ranking – Social Responsibility and Corporate Reputation

For the third consecutive year, Randoncorp was among the most responsible companies in Brazil, achieving 3rd place in the Capital Goods sector in the Merco Ranking. In addition, the Company ranked 2nd in the Capital Goods category of the Merco Social Responsibility Ranking, marking its fourth consecutive year among the companies with the best reputation in this assessment.

> Partner-Level Performance Award – John Deere

For the third consecutive year, Castertech received the highest recognition granted by John Deere to its suppliers.

> Supplier Performance Management (SPM) – DAF

A Master Freios received, for the first time, the international award from DAF's SPM program.

> Suppliers of the Year 2025 Latam – Iveco Group

Two Randoncorp companies were recognized: Master Freios in the Driving Sustainability category, and Suspensys in the Driving Proactivity category.

> PACCAR 10 PPM Award

Companies in Randoncorp's Auto Parts Vertical were recognized with PACCAR's 10 PPM seal, one of the largest global truck manufacturers.

National

> Biggest in the South | Marks of Those Who Decide – Jornal do Comércio

Randoncorp was recognized as Innovative Gaúcha Brand, Symbol of Economic Recovery and Major Gaúcha Brand of the Year in the 27th edition of the Marks of Those Who Decide survey.

> ESARH Award

Recognition in the Strategic People Management category, with the Jornada Delas project, one of Brazil's most important awards in the people-management field.

> Lótus Sales Champion 2025 Award

Randon was recognized as the leading trailer manufacturer, holding overall leadership in sales in Brazil, in addition to leadership in six product-family categories.

Regional

> Top of Mind RS – Grupo Amanhã

Randoncorp ranked among the ten most remembered brands in Rio Grande do Sul in the Large Company category.

> Champions of Innovation 2025 – Grupo Amanhã

Recognition that reinforces the consistency of the Company's R&D pipeline and its culture of continuous improvement.

> Innovative IT Company – SUCESU-RS

A traditional award that highlights initiatives with significant and transformative impact in the technology sector.

> Alma Gaúcha Trophy

Recognition for the Company's commitment, solidarity and responsible engagement with communities and its people.

> Export Award RS 2025 | ADVB/RS

We were recognized with the Diamond Distinction at the 2025 Export Award RS, marking our 10th consecutive achievement and reinforcing our position as a reference among exporting companies.

> Exame Best of ESG 2025 Award – Revista Exame

Recognition for the fourth consecutive year in the Capital Goods and Electronics category.

> Best & Biggest 2025 – Revista Exame

Winner in the Capital Goods and Electronics category, highlighting the Company's resilience, operational discipline and long-term vision.

> 2025 Transport Top of Mind

Awarded in the Trailers category for the eighth consecutive year, and in Technological Innovation with the AT4T concept solution.

> ANEFAC Transparency Award

National recognition for the quality, clarity and integrity of the financial statements, acknowledging best practices in governance and corporate transparency.

> Finep Innovation Award 2025 – Southern Region

Centro Tecnológico Randon (CTR) won 1st place in the category Digital Transformation in Industry to Increase Productivity, with the Olimpo project.

> Top 100 Innovation Awards

For the second consecutive year, leadership in the Automotive and Vehicles category, in addition to recognition as the company that most innovated in the last decade, ranking among the Champions of the Decade.

> HR First Class 2025

Finalist in the Health, Well-Being and Quality of Life category, with national recognition for innovative people-management practices.

> Automotive Business Award 2025

Frasle Mobility was recognized in the Industry 4.0 category with the Caldeira Verde Project, aimed at advancing the Company's environmental agenda.

> NTC Transport Suppliers Award

Randon was recognized in the Bodywork and Equipment category, granted by the Associação Nacional do Transporte de Cargas e Logística (NTC&Logística).

> Época Negócios 360° Yearbook

Named champion in the Vehicles and Auto Parts sector, with highlights in performance, innovation, ESG and corporate reputation.

> Most Admired HR Executives and CEOs in Brazil Award – Gestão RH Group

Randoncorp's President and CEO, Daniel Randon, ranked among the 10 Most Admired CEOs in Brazil, and CPCO Marcos Baptistucci was recognized as Regional HR Highlight in Rio Grande do Sul.

Contacts

> Board of Directors

David A. Randon – President
 Alexandre Randon – Vice-President
 Ana Carolina R. Strobel – Board Member
 Pedro Ferro Neto – Board Member
 Vicente F. Assis – Board Member

> Fiscal Council

Ademar Salvador
 Alexandre Ribeiro Barbosa
 Américo Franklin Ferreira Neto
 Rosângela Costa Süffert
 Valmir Pedro Rossi

> Executive Committee

Daniel R. Randon – CEO and President
 Paulo Prignolato – EVP, CFO and DRI
 Anderson Pontalti – EVP International and COO of Motion Control
 Ricardo Escoboza – EVP South America and COO of Auto Parts
 Cesar A. Ferreira – CTIO
 Marcos V. Baptistucci – CPCO

> Investor Relations

Esteban M. Angeletti – Director
 Davi C. Bacichette – Manager
 Caroline I. Colleto – Specialist
 Gustavo Schwaizer – Analyst
 Lucas da Mota – Analyst

> Corporate Governance

Claudia Onzi Ide – Advisor
 Maria Caroline Begot – Analyst

> Accountant

Paula Machado Correa – RS – 097654/0-8

> Independent Auditors

KPMG

> Bookkeeping Bank

Itaú Bank

> Publication Newspaper and Portal

Jornal Pioneiro – Caxias do Sul – RS
 Portal <http://luzdigi.com.br/>

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Annual Guidance

Randocorp has disclosed, through a Material Fact released today, its projections for the year 2026, pursuant to Law 6,404, of December 15, 1976, and CVM Resolution No. 44, of August 23, 2021.

To access the complete document, including assumptions and disclaimers, [click here](#).

	RANGE Guidance 2026
Consolidated Net Revenue	R\$ 12.5 ≤ X ≤ R\$ 14.0 billion
Revenues From International Market^{1 2}	US\$ 780 ≤ X ≤ US\$ 840 million
EBITDA Margin³	12.0% ≤ X ≤ 14.0%
Investments⁴	R\$ 380 ≤ X ≤ R\$ 420 million

¹ Values refer to the total exports from Brazil and the revenues generated by operations abroad, without intercompany sales.

² Exchange rate considered for the conversion of International Market revenues of R\$ 5.60 per US\$ 1.00.

³ Considers margins adjusted for one-offs.

⁴ Values refer to organic investments.



Acknowledgments

The year 2025 was a period of important progress and meaningful learnings for Randocorp. In an environment that remained challenging and constantly evolving, we continued to conduct our business with responsibility, discipline and a focus on our long-term strategy, strengthening our operations and expanding our ability to generate sustainable value.

This would not have been possible without our employees, to whom we express our sincere gratitude. Their talent, dedication and engagement are fundamental to the continuous construction of our journey.

We also extend our appreciation to our customers, suppliers and partners for their trust and collaboration, and to our Shareholders and investors for their support and confidence in us.

We reaffirm our commitment to the responsible management of our business, to the creation of sustainable value and to the strengthening of our environmental, social and governance practices, aligned with society's expectations and the demands of our stakeholders.

We remain confident in Randocorp's future outlook, supported by a consistent strategy, a solid base of assets and capabilities, and the ability to capture opportunities in a constantly evolving environment.

Caxias do Sul, March 12, 2026.

The Management

Attachments



Financial Statement – Values in R\$ Thousands

	Consolidated	Parent Company	Randon Bank ¹
Assets	19,077,325	7,046,125	2,741,861
Current Assets	10,189,330	2,670,056	1,757,660
Cash and equivalents	3,821,860	1,405,505	72,612
Financial Investments	256,146	-	242,278
Receivables	2,429,742	382,860	1,438,812
Inventory	2,957,966	493,022	-
Deferred Charges/Recoverable taxes	511,647	250,985	3,255
Others ²	211,968	137,684	702
Noncurrent Assets	8,887,995	4,376,070	984,201
Long-term Assets	2,576,405	535,277	974,098
Investments of non-immediate liquidity	184,555	-	25,404
Credit controlling company/controlled companies	-	26,208	-
Receivables	904,249	-	904,249
Consortiums for resale	31,061	-	-
Deferred Charges/recoverable taxes	927,091	501,588	31,682
Other non-current assets	487,410	-	12,764
Taxes under litigation	42,039	7,482	-
Investments/Property, Plant and Equipment/Intangible Assets	5,814,435	3,771,714	9,546
Right-of-Use Assets (Leases)	497,155	69,079	557
Liabilities	19,077,325	7,046,125	2,741,861
Current Liabilities	4,727,678	894,289	1,613,425
Suppliers Short Term	1,245,339	368,068	14,272
Financing institutions Short Term ³	1,530,891	315,784	991,677
Accounts payable by business combination Short Term	108,856	-	-
Salaries and benefits	172,341	39,008	2,021
Taxes and Fees	254,872	28,301	5,559
Funding from Third Parties	599,419	-	599,419
Advances for customers and others ⁴	713,625	130,495	311
Leases Short Term	102,334	12,634	166
Noncurrent Liabilities	9,601,740	2,918,873	771,531
Financing institutions Long Term ³	8,076,979	2,797,671	631,575
Accounts payable by business combination Long Term	203,522	1,177	-
Government Subsidy	937	-	-
Debits with controlled companies Long Term	3,480	-	-
Diverse payable taxes and contributions	350,683	-	-
Provision for contingencies	199,971	46,713	-
Other non-current liabilities	182,021	9,802	-
Coop-payment plans obligations Long Term	3,055	-	-
Funding from Third Parties Long Term	139,438	-	139,438
Advances for customers and others Long Term	2,531	3,837	-
Leases Long Term	439,122	59,672	518
Total Net Equity	4,747,908	3,232,963	356,905
Net Equity	3,232,963	3,232,963	356,905
Minority interest	1,514,945	-	-

¹ Randon Bank numbers are consolidated in accordance with IFRS standards. The unit's reporting to Bacen is carried out in accordance with the entity's requirements.

² Considers Prepaid Expenses and Other Current Assets.

³ Considers Loans and Financings and Derivative Financial Instruments.

⁴ Considers Dividends and Interest on Equity Payable, Advances from Customers, Employee and Management Profit Sharing, Other Accounts, Customers for Goods to Be Delivered, Warranty Provisions, Commissions Payable, and Liabilities Related to Assets of Discontinued Operations.

Financial Statement – Values in R\$ Thousands

	Consolidated	Parent Company	Randon Bank ¹
Net revenue	13,143,266	2,809,257	404,723
Cost of goods and services	-9,845,856	-2,491,882	-290,330
Gross income	3,297,410	317,374	114,393
Sales expenses	-1,142,884	-104,398	-45,899
Administrative expenses	-1,034,179	-205,816	-84,584
Other expenses / income	-117,292	19,709	-4,823
Equity equivalence	-146,659	-24,951	-
Financial income	-857,338	-316,309	2,910
Income before taxes	-943	-314,391	-18,002
Provision for taxes and social contributions	-59,080	63,647	8,049
Interest of non-controlling shareholders	-190,952	-	-
Discontinued Operation	231	-	-
Net income for the period	-250,743	-250,743	-9,953
EBIT	856,395	1,919	-20,912
EBITDA	1,355,183	56,369	-17,048
EBITDA Margin (%)	10.3%	2.0%	-4.2%

¹ Randon Bank numbers are consolidated in accordance with IFRS standards. The unit's reporting to Bacen is carried out in accordance with the entity's requirements.

Cash Flow Statement – Values in R\$ Thousands

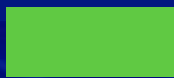
	Parent Company		Consolidated	
	12/31/2025	12/31/2024	12/31/2025	12/31/2024
Cash flow from operations				
Income for the period	-250,743	408,501	-59,791	691,696
Income tax and social contribution (current and deferred)	-63,647	-61,667	59,079	319,667
Exchange variation and interest on loans	372,400	407,644	1,187,296	805,635
Provision for lease interest	5,512	3,477	34,065	73,154
Depreciation and amortization	54,451	53,706	470,064	342,520
Amortization of inventory gross-up	-	-	28,725	-
Other Provisions	-19,262	590	-36,574	-3,031
Provisions (reversal) for litigation	-5,077	34,522	13,635	49,757
Variation in derivatives	64	948	12,889	-16,906
Residual cost from sold and written off fixed assets	4,754	1,287	72,580	23,206
Provision (reversal) for expected credit losses	-360	-1,764	46,594	24,789
Provision (reversal) for inventory losses	-3,849	1,203	19,015	11,251
Equity Income Result	24,951	-559,509	146,658	-9,487
Income from active legal proceedings, net of fees	-38,147	-379	-80,790	-3,237
Provision (reversal) reduction in impairment	1,047	593	23,103	7,583
Monetary Adjustment	-	-	-57,557	-151,116
Compensation of retained values business combination	-	-	-845	-2,472
	82,094	289,152	1,878,146	2,163,009
Variations in assets and liabilities				
Financial Investments	-	-	286,544	-626,102
Accounts receivable from customers	-53,020	-77,679	479,710	-675,742
Inventory	125,986	-227,660	444,444	-725,213
Taxes to be recovered	160,125	95,696	273,656	-26,027
Other assets	-71,695	-1,874	-269,789	359,813
Suppliers	-116,140	-13	-311,557	193,093
Other liabilities	-	-	-	-
Net variation in discontinued operations	-	-	-215	5
Cash generated by operation	127,350	77,622	2,780,939	662,836
Income tax and Social Contribution paid	-	-	-199,131	-286,701
Net cash provided by (used in) operating activities	127,350	77,622	2,581,808	376,135

Cash Flow Statement – Values in R\$ Thousands

	Parent Company		Consolidated	
	12/31/2025	12/31/2024	12/31/2025	12/31/2024
Cash flow from investments				
Receipt of profits and dividends of subsidiaries	595,412	309,313	-	-
Paid-in capital in subsidiary	-108,600	-273,845	-	-
Capital Reduction	54,788	-	-	-
Loans granted to subsidiaries	7,191	52,305	-	-
Acquisition of interest in jointly controlled	-	-	-75,000	-75,000
Business combination	-	-	-2,359,417	-613,571
Permanent assets acquisition	-59,606	-91,906	-427,241	-432,116
Intangible assets acquisition	-4,186	-6,194	-24,643	-28,328
Net cash provided by (used in) financing activities	484,999	-10,327	-2,886,301	-1,149,015
Cash flow from financing				
Dividends paid	-15,328	-	-17,455	-139,712
Interest on equity paid	-68,738	-148,079	-149,246	-214,701
Derivatives taken	130	-	130	3,620
Payment of derivatives	-	-578	-5,388	-578
Loans taken	1,153,423	1,084,321	6,291,411	3,468,188
Payment of loans	-1,003,248	-829,200	-3,599,239	-2,187,517
Proceeds from share issuance	153,694	-	153,694	-
Share issuance expenses	-141	-	-16,209	-
Interest paid on loans	-351,971	-353,286	-1,029,035	-692,326
Loans granted by related parties	-	-	-2,138	-574
Payment of leasings	-11,060	-10,581	-109,002	-76,189
Capital increase in subsidiaries by non-controlling shareholders	-	-	448,469	-
Net cash used (resulting from) financing	-143,239	-257,403	1,965,992	160,211
Exchange variation on cash and cash equivalents	-	-	-91,777	-
Statement of changes in cash and cash equivalents				
At beginning of period	936,395	1,126,503	2,252,138	2,864,807
At end of period	1,405,505	936,395	3,821,860	2,252,138
Increase (decrease) in cash and cash equivalents	469,110	-190,108	1,569,722	-612,669

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