



Companies

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Recommended Practices	Adopted?	Explanation
1.1.1 The Company's capital stock should be composed of common shares only.	No	The Company went public and listed on the stock exchange in 1974, when the shares representing the capital stock could be issued in the proportion of 1/3 common shares and 2/3 preferred shares, which remains until today. Although the Brazilian Corporation Law (LSA) has been amended, companies incorporated before the change may maintain the proportion in force on the date of their incorporation. According to item 15.1(2) of the Reference Form (FRE), the controlling shareholder holds 81.71% of the common shares and 16.27% of the preferred shares, which is considered by the management and controlling shareholders to be adequate and that this proportion does not harm the value creation for the Company and its shareholders. In due course, studies and discussions on the subject may be initiated, in order to reassess the capital structure, if this is understood by the administration. Regardless of the proportion of types of shares issued, the Company has shown its commitment to increasingly generate value for its shareholders, gradually implementing actions that reinforce its corporate governance.
1.2.1. The shareholders' agreements shall not bind the exercise of voting rights of any administrator or members of supervisory and control bodies.	N/A	-
1.3.1 The Executive Board should use the shareholders' meeting to communicate how business are being conducted, and publish a manual aiming at facilitating and encouraging the participation of shareholders in the general meetings.	Yes	-
1.3.2 The minutes must provide full understanding of the subjects discussed during the meeting, even if they are drawn up in summary form, and identify the votes given by the shareholders.	Yes	-
1.4.1 The Board of Directors should make a critical analysis of the advantages and disadvantages of defense measures and their characteristics, particularly regarding triggers and price parameters, if applicable, and explain them.	N/A	-
1.4.2 Clauses that may prevent removing the measure from the bylaws, the so-called 'irrevocable clauses,' should not be used.	N/A	-
1.4.3. If the bylaws so determine the voluntary public offer (VPO) of shares whenever a shareholder or group of shareholders achieve, directly or indirectly, a relevant participation in the voting capital, the rule for determining the offer price shall not impose premium increases substantially above the economic or market value of the shares.	N/A	-
1.5.1 The Company bylaws establishes that: (i) transactions in which the direct or indirect disposal of the shareholding control shall be accompanied by a voluntary public offer (VPO) addressed to all shareholders, at the same price and conditions obtained by the vendor; (ii) administrators shall manifest regarding the terms and conditions of corporate reorganizations, capital increases and other transactions that give rise to the change of control, and noting if they ensure a fair and equitable treatment to the company shareholders.	Partially	The Bylaws provide that the sale, directly or indirectly, of the Company's control, can only be contracted under the suspensive or resolute condition, that the buyer undertakes to make a public offer for the acquisition of the shareholders' shares of the Company ("OPA"), with voting rights or not, in order to guarantee them a price at least equal to 80% of the amount paid per share with voting rights that is part of the controlling group. There is no specific provision for the Management's manifestation regarding transactions that give rise to the change of control, however, the Company understands that the Management can always express itself, regardless of statutory provision. In this sense, LSA already provides for the duties and responsibilities of managers in the exercise of their functions, including the duty of diligence, loyalty and the exercise

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		of their attributions conferred by the Bylaws, to achieve the social purposes in the best interest of the company.
1.6.1 The bylaws should establish that the Board of Directors must give their opinion regarding any public offer for acquisition of shares that may be convertible to, or exchanged for, shares issued by the company, and they must include, among other important information, the management's opinion about the acceptance of the offer and the economic value of the company.	No	The Bylaws do not provide a formalized provision however the Company has been adopting continuous improvements in its governance practices, regardless of those required by the regulation of Level 1 of Corporate Governance, of which it forms part. In this sense, although there is no specific provision in the Bylaws, the Board of Directors has the discretion to, if it deems necessary, express itself in relation to said OPAs, including issuing opinions. In the case of an OPA resulting from a change in control, the Company understands that the tag along right, as already mentioned in this Report, is a mitigating factor, since all shareholders, including preferred shareholders, will receive 80% of the value per share paid to the controlling shareholder, if they opt for the joint sale with the controlling block, based on documents to be made available by the management, under the terms of the legislation.
1.7.1 The company should prepare and disclose the income allocation policy defined by the Board of Directors. Among other aspects, the policy should establish the frequency of payment of dividends, and the reference parameters to be used for definition of the respective amount (percentages of the adjusted net income and free cash flow, among others).	Yes	-
1.8.1 The bylaws should provide a clear and accurate identification of the public interest that justified the incorporation of a government-controlled private company, in a specific chapter.	N/A	-
1.8.2. The Board of Directors must oversee the company's activities and establish the policies, mechanisms and internal controls to determine the costs required to fulfill public interests and any reimbursements of the company or other shareholders and investors by the controlling shareholder.	N/A	-

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<p>2.1.1 Without prejudice to other legal and statutory duties and other practices established in the Code, the Board of Directors should: (i) define the business strategies, taking into account the impacts of the company's activities on society and the environment aiming at company's continuity and the creation of value in the long run; (ii) regularly assess the company's exposure to risks and the effectiveness of risk management systems, internal controls and the integrity/compliance system, and approve a risk management policy that is compatible with business strategies; (iii) define the values and ethical principles of the company, and care for the maintenance of the issuer's transparency in its relationship with all stakeholders; (iv) annually review the corporate governance system, aiming at improving it.</p>	Yes	<p>With regard to item (i) of the recommended practice, the Board of Directors is the body responsible for defining the general guidelines of the Company's business and deciding on strategic issues, being its responsibility to approve projects of relevance, taking into account their impact on the company and the environment. The Board of Directors' annual thematic agenda includes the approval and review of the strategic planning and the annual operating plan, in which actions related to impacts on society and the environment are foreseen, with a view to the perpetuity of the Company, such as public sustainability commitments assumed in 2021. In addition, periodically, the Executive Board participates in meetings with the Board of Directors, to report on performance, business progress and operations and the implementation of the actions provided for in the strategic planning, whether medium or long term. In relation to item (ii), the practice of periodic risk assessment and verification of the effectiveness of risk management, are provided for in the Corporate Risk Management Policy, the review and consolidation of which was approved by the Board of Directors. Additional information can be consulted in item 5 of the FRE and the entirety of the Risk Management Policy can be consulted on the Company's website http://ri.randon.com.br/governanca-corporativa/estatutos-codigos-e-policies. The Board of Directors annually monitors the risk map, the definition of which risks will be monitored in the period and the results of the monitoring work, including through consolidated reports, so that the Company's exposure level is adequate to the defined risk appetite by the Board of Directors. Regarding item (iii), the Code of Ethical Conduct, whose review, modification and consolidation was approved by the Board of Directors, widely publicized and can be consulted on the website http://ri.randon.com.br/governanca-corporativa/statutes-codes-and-policies, establishes the ethical principles that guide the Company's activities and has as a guideline the transparent relationship with shareholders, investors, suppliers, service providers, customers, public agents, among others. Regarding item (iv) of the recommended practice, the Company adopts the periodic review of its Governance system, as provided for in the Bylaws, which may occur annually or even in shorter periods, if necessary. The Company constantly seeks to improve its practices, such as joining B3's Level 1 of Corporate Governance, implementing corporate policies, disseminating policies and training staff, disclosing the ESG ambition, structuring the Governance Secretariat, disclosing of the Sustainability Report, the implementation of digital meetings, allowing the participation of shareholders from a distance, among other advances.</p>
<p>2.2.1 The bylaws must establish that: (i) the Board of Directors should be composed, in its majority, by external members, having, at least, one third of independent members; (ii) the Board of Directors must analyze and disclose information about the independent members on an annual basis, as well as indicate and justify any circumstances that may compromise its independence.</p>	Yes	-
<p>2.2.2. The Board of Directors must approve a nomination policy to establish: (i) the process for appointment of the members of the Board of Directors, and the participation of other company bodies in this process; (ii) that the composition of the Board of Directors must consider the availability of members for the exercise of their functions, and the diversity of knowledge, experiences, behaviors, cultural aspects, age grade and gender.</p>	No	<p>The Company does not yet have a formalized appointment policy, however, it adopts recommended practices, where the appointment of members to the Board of Directors takes into account the candidates' experience, the diversity of knowledge and other aspects, such as cultural, age group and gender, as well as their time availability. Information on the Board of Directors can be consulted in item 12.5 of the Reference Form.</p>

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2.3.1. The CEO should not accumulate the position of chairman of the Board of Directors.	Yes	-
2.4.1 The company must implement an annual performance evaluation process for the Board of Directors and its committees, as collegiate bodies, and for the chairman, the members of the Board of Directors, individually considered, and the governance department, if any.	Partially	In 2022, the Company implemented a performance assessment process for the Board of Directors, with the application of self-assessment and assessment questionnaires by the body, as a collegiate body, as well as by the governance secretariat.
2.5.1 The Board of Directors should approve and keep updated the CEO succession plan, the preparation of which shall be coordinated by the chairman of the Board of Directors.	No	The succession of the Company's Chief Executive Officer is defined by the Board of Directors, in accordance with the guidelines of the controlling shareholder, with the objective of ensuring that management with professionals, whose professional experience and skills, contribute to good performance and to the preservation of the Company's value. Furthermore, the company is managed by the non-statutory Executive Committee, composed of the CEO, CFO, CTO and superintendent directors of the business verticals, where decisions and discussions are taken together, which contributes to a participative management and, if necessary, the succession of its members.
2.6.1 The company must have a program for integration of new members of the Board of Directors, previously structured so that new members may be introduced to the company's key people and its facilities, and the program must address issues that are crucial for the understanding of the company's business.	Yes	The integration program for the new members of the Board of Directors is adopted for all new Directors and, follows the following: (i) the provision by the Company of normative documents, such as: Bylaws, Code of Ethical Conduct, Internal Regulations of the Board of Directors, thematic calendar of meetings, corporate organization chart, among others; (ii) the provision by the Director of personal documentation and provision of information necessary for the respective registration for the purpose of payment of fees and collection of charges; (iii) the Company's institutional presentation, dealing with operational, financial and governance aspects; (iv) holding face-to-face meetings with the Chairman of the Board of Directors, the Chief Executive Officer and other C-Level Officers, with the purpose of getting to know the Company's management structure; and (v) a guided tour of the main plants of the Company and its subsidiaries.
2.7.1 The compensation of the Board of Directors' members should be proportional to their attributions, responsibilities and time requirements. Compensation should not rely on meeting attendance, and the directors' variable compensation, if any, should not be based on short-term results.	Yes	-
2.8.1 The Board of Directors should have an internal regulations establishing its responsibilities, attributions and operating rules, including: (i) the attributions of the chairman of the Board of Directors; (ii) the rules for substituting the chairman of the Board of Directors in the event of his/her absence or vacancy; (iii) the measures to be taken in situations of conflict of interests; and (iv) the deadlines for submission of the materials to be discussed during the meetings with adequate depth required.	Yes	-
2.9.1 The Board of Directors should define an annual calendar with the dates of the ordinary meetings, which shall not be inferior to six nor superior to twelve, in addition to calling extraordinary meetings, whenever necessary. This calendar should provide for an annual thematic agenda with relevant issues and discussion dates.	Yes	-

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2.9.2 The meetings of the Board of Directors should provide for regular sessions for external board members only, without the presence of the executives and other guests, for the alignment of the external board members and discussion of topics that may create embarrassment/constraints.	No	The Board of Directors' Internal Regulations provide for the participation of Directors, independent auditors, the Fiscal Council and members of any other bodies of the Company, however, it does not provide for the holding of regular exclusive sessions only with the external directors. However, when the topic to be discussed creates any situation of conflict of interest or constraints on the directors that make up the controlling group, meetings are held with the exclusive participation of the external directors, who conduct the matter without any influence from the other directors.
2.9.3 The minutes of the Board of Directors' meetings should be clearly written and report all decisions made, the attendees, dissenting votes and abstentions of votes.	Yes	The minutes of the Board of Directors' meeting are clearly written, where the decisions made, the persons attending, the dissenting votes and abstentions from voting are all recorded.
3.1.1 The statutory executives must, without prejudice to their legal and statutory powers and other practices set forth in this Code: (i) carry out the risk management policy and, when necessary, propose to the Board of Directors a review of the policy, due to changes in risks to which the company is exposed; (ii) implement and maintain effective mechanisms, processes and programs to monitor and disclose the financial and operating performance, as well as the impacts of the company's activities on society and the environment.	Yes	-
3.1.2 The statutory executives should have their own internal regulations establishing their structure, operation, roles and responsibilities.	Yes	-
3.2.1 No executive or management positions should be reserved for the direct appointment by shareholders.	Yes	-
3.3.1 The CEO should be evaluated, on an annual basis, in a formal process conducted by the Board of Directors, based on the verification of the achievement of the financial and non-financial performance goals established by the Board of Directors for the company.	No	The Company has a specific procedure for evaluating the performance of Directors, with a methodology recognized by the market. Regarding the assessment of the Chief Executive Officer, in January 2022, the positions of the Chief Executive Officer was segregated into two positions, the President-Director and the CEO. The President-Director is responsible for the institutional, ESG and Brand and Reputation agenda, while the CEO, in turn, is responsible for conducting the operations of all the business verticals of Randon Companies. In this context, it would make more sense to evaluate the CEO than the President-Director. This topic may be discussed by the Board of Directors, with the aim of improving good governance practices.
3.3.2 The results of the evaluation of other statutory executives, including the CEO's proposals of goals to be agreed on and whether the executives should continue, be promoted or dismissed from their respective positions, should be presented, reviewed, discussed and approved at meetings of the Board of Directors.	No	Eligible board members are evaluated annually by their immediate superior, peers and subordinates (360 assessment). The assessment is carried out based on behavioral aspects (assessment of the competencies of the Randon Leader Profile) and results (based on performance goals). The results of this assessment are periodically shared with the Board of Directors, when the management documents are approved, as well as the fixed or variable compensation for the directors.

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3.4.1 The compensation of the statutory executives should be based on a compensation policy approved by the Board of Directors through a formal and transparent procedure that takes into account the costs and risks involved.	Yes	The guidelines on the remuneration of the Board of Directors, the Fiscal Council and the Statutory Board of Executive Officers are described in the Remuneration Policy, approved by the Company's Board of Directors. In accordance with the Policy, which can be accessed on the website https://ri.randon.com.br/governanca-corporativa/estatutos-codigos-e-politicas/ , the remuneration of administrators must not be linked to indicators that may encourage behaviors that increase risk exposure above the levels considered prudent in the short, medium and long-term strategies adopted by the Company.
3.4.2 The compensation of the statutory executives should be linked to the results, and the medium- and long-term goals clearly and objectively related to the creation of economic value for the company in the long term.	Yes	The composition of the compensation defined for the Officers is aligned with short, medium and long-term interests. Fixed compensation is in line with the market median, thus allowing the Company to direct a significant part of total compensation to short and long-term variable incentives. The fixed portion of the compensation may be changed due to the executive's merit and/or due to misalignment in relation to the market, as demonstrated by the salary survey carried out annually and performance evaluation for the period. This change must be approved by the Board of Directors. Variable compensation is represented by profit sharing, as Short-Term ("ICP") and Long-Term ("ILP") Incentives, and will have as an upper limit, the lower of the following amounts: 10% of the Company's profits or the total annual fixed remuneration paid to executives. Profit sharing will only be paid to the Officers, in the fiscal years in which the mandatory dividend is attributed to the shareholders, provided for in the Bylaws. Details of the Executive Board's compensation can be accessed in item 13.1 of the Reference Form.
3.4.3 The incentives' structure should be in line with the risk limits defined by the Board of Directors and should prohibit that one single person controls the decision-making process and its respective supervision. No one should resolve on their own compensation.	Yes	The fixed and variable compensation of managers is proposed by the Board of Directors and approved at the Annual Shareholders' Meeting, as provided for in the Brazilian Corporate Law and in the Company's Bylaws, and no Officer controls the decision-making process on setting their own compensation. The short- and long-term incentive structure is in line with the provisions of this item and that described in the Remuneration Policy and in item 13.1 of the Reference Form.
4.1.1 The statutory audit committee must: (i) among its attribution, to assist the Board of Directors in the monitoring and control of the quality of the financial statements, internal controls, risk management and compliance; (ii) be made up mostly of independent members and coordinated by an independent director; (iii) have at least one independent member with proven experience in the accounting-corporate, internal controls, financial and audit areas, cumulatively; and (iv) have its own budget for contracting advisers regarding accounting, legal or other subjects, when the opinion of an external specialist is required.	No	The Company does not have a statutory audit committee, but it has a Risk Management and Compliance area, which has an internal audit, linked to the Board of Directors, and an independent audit that rotates every five years. The Risk Management and Compliance area reports administratively to the CFO and functionally to the Board of Directors. Functional subordination implies ensuring that its activities are free from interference of any kind that may limit its scope of action. And, administrative subordination has the scope to ensure the material and human resources necessary for the performance of its functions. The Company also has a Fiscal Council, installed since 1999, without interruption, whose duties of its members contribute to verifying the effectiveness of internal controls, risk management, accounting records and the accuracy of the financial statements.
4.2.1 The Audit Committee must have its own internal regulations describing its structure, operation, work program, roles and responsibilities, without hindering the individual actions of its members.	Yes	-

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4.2.2 The minutes of the fiscal council's meetings should follow the same rules of disclosure as those valid for the minutes of the Board of Directors	Yes	-
4.3.1 The company should establish a policy for contracting extra-audit services from its independent auditors, approved by the Board of Directors, which prohibits the contracting of extra-audit services that may compromise the auditors' independence. The company must not contract independent auditors who have provided internal audit services for the company for the last three years.	Yes	-
4.3.2 The independent audit team should report to the Board of Directors through the audit committee, if any. The audit committee should monitor the effectiveness of the independent auditors' work, as well as its independence. It should also assess and discuss the independent auditors' annual work plan and submit it for appreciation of the Board of Directors.	Yes	-
4.4.1 The company should have an internal audit area directly linked to the Board of Directors.	Yes	The Company has a team of 8 internal auditors, who are part of the Risk Management and Compliance area, linked and subordinated to the Board of Directors and coordinated by a management. The purpose of the internal audit is to add value to the risk management processes, internal controls, integrity and governance of Randon Companies, in accordance with the guidelines established in the Internal Audit regimen.
4.4.2 In case of outsourcing of this activity, the internal audit services must not be provided by the same firm that audits the financial statements of the company. The company must not engage internal audit services from any independent auditors who have provided independent audit services for the company for the last three years.	N/A	-
4.5.1 The company should adopt a risk management policy, approved by the Board of Directors, that includes a definition of the risks for which a protection is sought, the instruments used accordingly, the organizational structure for risk management, the assessment of the adequacy of the operational structure and internal controls when checking its effectiveness, and define guidelines for acceptable limits for the company's exposure to these risks.	Yes	The Company implements a risk management policy approved by the Board of Directors that establishes guidelines, strategies and responsibilities in risk management - a standard available to the internal and external public. In addition, the Company maintains a formalized risk management procedure that describes how the corporate risk management process takes place, as well as regulates and outlines the activity of internal controls.
4.5.2 The Board of Directors is responsible for ensuring that the executive officers have mechanisms and internal controls required to know, assess and control risks, so as to keep them at levels compatible with the determined limits, including a compliance program aiming at fulfilling the laws, regulations, and external and internal rules.	Yes	The Company's Risk Management and Compliance area is responsible for the continuous monitoring of corporate risks and for keeping the directors and the Board of Directors aware of the indicators and responses to risks. Corporate risk appetite and tolerance are defined by the Executive Committee and risk classification observes critical impact and probability analysis for establishments, control mechanisms for managing strategic, financial, operational and compliance risks. The Board of Directors is responsible for evaluating and approving the risk map, as well as monitoring the Company's risk monitoring carried out by managers.
4.5.3 The executive officers should assess at least once a year the effectiveness of the risk management and internal control policies and systems, as well as the compliance program, and report this assessment to the Board of Directors.	Yes	Risk management and internal controls are evaluated by the Executive Committee, composed of C-Level directors and superintendent directors, at least once a year. On a monthly basis, the risk "owners" analyze the risk indicators under their responsibility. The integrity program is evaluated on a quarterly basis by the Executive Committee and the President-Director, which deals with issues related to ethics and compliance. Periodically, reports are made to the Board of Directors, which may criticize and recommend improvements, if deemed necessary.



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5.1.1 The company should have an independent and autonomous Conduct Committee, directly linked to the Board of Directors, being responsible for implementing, disseminating, training, reviewing and updating the code of conduct and whistleblower channel, as well as conducting inquiries and proposing corrective measures regarding any violations of the code of conduct.	Yes	The Risk Management and Compliance Area, which reports directly to the Board of Directors in relation to Compliance matters, and whose main duties are (i) to continuously monitor the Integrity Program of Randon Companies; (ii) organize training to strengthen the ethical culture and Compliance in Randon Companies. The Integrity Program represents the continuity in the evolution process of the governance of Randon Companies, consisting of the Code of Ethical Conduct, corporate policies, ethics channel, due diligence portal and communication actions to strengthen the ethical culture. The Corporate Ethics Committee is responsible for supporting the execution of the Integrity Program of Randon Companies, encouraging the commitment of executives and sponsoring the actions of the Compliance management system. The Board of Directors is responsible for approving the Code of Ethical Conduct and corporate policies for maintaining the Integrity Program.
5.1.2 The code of conduct, prepared by the executive officers, with support of the conduct committee and approved by the Board of Directors, should: (i) discipline the company's internal and external relations, by expressing the company's expected commitment from its directors, officers, shareholders, employees, suppliers and other stakeholders through the adoption of appropriate standards of conduct; (ii) manage conflicts of interest and provide for the abstention of the member of the Board of Directors, the audit committee or the conduct committee, if any, who, as the case may be, is conflicted; (ii) clearly define the scope and reach of actions intended to identify any situations believed to have occurred with the use of inside information (e.g.: use of inside information for commercial purposes or to obtain advantages in securities trading); (iv) establish that ethical principles be the basis for negotiating contracts, agreements, proposals to change the bye-laws, as well as policies guiding the entire company, and establish a maximum amount for the goods or services from third parties that managers and employees may accept for gratuitous or favored.	Yes	-
5.1.3 The whistleblower channel must be independent, autonomous, and impartial, operating functioning guidelines defined by the executive officers and approved by the Board of Directors. It should operate in an independent and impartial way and preserve the anonymity of its users, in addition to timely promote the necessary assessments and measures. This service may be provided by a third party of recognized capacity.	Yes	The ethics whistleblower (for whistleblowing) is managed by an independent and specialized company and is open to all stakeholders via telephone and website, which ensures confidentiality and the proper treatment of each situation and allows the reporter's anonymity. The incidents received are pre-analyzed by the independent company, with recommendations, and forwarded to the Risk Management and Compliance area of Randon Companies, which carries out the investigations in accordance with the complaints risk matrix.
5.2.1 The company's governance rules must ensure a clear separation and definition of functions, roles and responsibilities associated with the mandates of all governance agents. The decision-making levels of authorities should also be defined, in order to minimize possible conflicts of interest.	Yes	The governance guidelines of the Company and its subsidiaries are established in corporate policies that define roles, responsibilities and decision-making powers. The Internal Regulations of the Board of Directors, the Internal Regulations of the Executive Board, Policy on Transactions with Related Parties and the Code of Ethical Conduct, provide clear rules on the conduct to be adopted in the event of conflicts of interest.

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5.2.2 The company's governance rules must be publicly available and determine that the person who is not independent regarding the matter under discussion or resolution in the company's management and supervisory bodies must express any conflict of interest or particular interest in a timely manner. If they fail to do so, these rules must also establish that a conflict may be reported by another person that becomes aware of it, and that, as soon as the conflict of interest is identified regarding a specific issue, the person involved must be excluded, including physically, from any discussions and resolutions on the case. The rules should foresee that the temporary leave be registered in the minutes.	Yes	The Company's governance rules establish that, as soon as the conflict of interest or particular interest is identified, the person involved must withdraw from the entire process, discussions and deliberations, temporarily withdrawing from the meeting until the topic is concluded. The manifestation of the situation of conflict of interests or particular interest and the removal of the person involved, must be included in the specific minutes of the meeting. All governance documents mentioned in the previous item are available on the Company's website at the following address: https://ri.randon.com.br/governanca-corporativa/estatutos-codigos-e-politicas/ .
5.2.3 The company should have mechanisms to manage conflicts of interest in the voting submitted to the general meeting, to receive and process allegations of conflicts of interest, and to annul votes cast in such conflicting situations, even if after the voting.	Yes	-
5.3.1 The bylaws must define which transactions with related parties must be approved by the Board of Directors, with the exclusion of any members with potentially conflicting interests.	Yes	-
5.3.2 The Board of Directors must approve and implement a policy on transactions with related parties that includes, among other rules: (i) a provision that, previous to approving specific transactions or guidelines for contracting any transactions, the Board of Directors should request from the executive officers market alternatives to the relevant transaction with related parties, adjusted by the risk factors involved; (ii) prohibition of any form of payment made to advisors, consultants or intermediaries which may generate a conflict of interest with the company, its managers, shareholders or classes of shareholders; (iii) prohibition of loans in favor of the controlling shareholders and the managers; (iv) the hypotheses of potential transactions with related parties that must be grounded on independent assessment reports prepared without the participation of the parties involved in the transaction in question, should it be a bank, lawyer, specialized consulting firm, and others, based on realistic assumptions and information confirmed by third parties; (v) that corporate restructuring involving related parties must ensure equal treatment to all shareholders.	Yes	The Company has a Related Party Transactions Policy (https://ri.randon.com.br/governanca-corporativa/estatutos-codigos-e-politicas/) that meets the provisions of this item, aims to ensure that any transactions with parties related and other situations that involve potential conflicts of interest are carried out in accordance with the interests of the Company, under strictly commutative conditions or with adequate compensatory payment and in a transparent manner to shareholders and the market in general.
5.4.1 The company must adopt, upon resolution by the Board of Directors, a securities trading policy that, without prejudice to the compliance with the rules established by the CVM regulations, establish controls that enable monitoring of the trades conducted, as well as the investigation and punishment of those responsible in case of non-compliance with such policy.	Yes	The Company has an Information Disclosure and Securities Trading Policy (https://ri.randon.com.br/governanca-corporativa/estatutos-codigos-e-politicas/) which aims to: (i) establish procedures related to the disclosure of material acts or facts; (ii) establish standards of good conduct that must be observed by Covered Persons; (iii) ensure compliance with laws and rules that prohibit the practice of Insider Trading; (iv) establish that all negotiations with shares issued by the Company are carried out through an accredited brokerage firm; and, (v) establish the rules and guidelines that must be observed by the Investor Relations Officer of the Company, to ensure compliance with the best practices for the trading of Securities issued by the Company.



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5.5.1. With the purpose of providing more transparency regarding the use of the company's resources, a policy should be prepared on voluntary contributions, including those related to political activities, to be approved by the Board of Directors and executed by the executive officers, containing clear and objectives principles and rules.	Yes	The Company has a Sponsorship and Donation Policy, approved by the Board of Directors, which aims to establish guidelines and criteria for managing sponsorships and donations, with or without tax incentives, in Randon Companies, which can be accessed at the address https://ri.randon.com.br/governanca-corporativa/estatutos-codigos-e-politicas/ .
5.5.2 The policy must establish that the Board of Directors is the body responsible for the approval of all disbursements related to political activities.	Yes	-
5.5.3 The policy on voluntary contributions of government-controlled companies, or companies with reiterated and relevant commercial relations with the government, should prohibit contributions or donations to political parties or people linked to them, even if permitted by law.	N/A	-