

RANDONCORP

Building tomorrow



Policy for Nomination of Members to the Board of Directors, Advisory Committees and Statutory Board

1st Version

Approved on 07/02/2024

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1. OBJECTIVE

This Policy for Nomination of Members to the Board of Directors, Advisory Committees and Statutory Board (“Policy”) seeks to determine the criteria for the composition of the Board of Directors, its Advisory Committees, statutory or not, and the Statutory Board of Randon S.A. Implementos e Participações (“Company”), aiming to act based on the principles of integrity, transparency, equity, accountability and sustainability of the Company.

2. SCOPE

This Policy applies to members of the Board of Directors, nominated by shareholders or by the Administration, to members of the Advisory Committees, and to members of the Company’s Statutory Board, who exclusively for the purposes of this Policy, will be designated Administrators.

3. NORMATIVE REFERENCES

- Law No. 6404, of December 15, 1976, (“Corporations Law”);
- CVM Resolution No. 81, of March 29, 2022;
- Code of Best Practices of Corporate Governance (IBGC);
- Regulation of Level 1 of Governance of B3 S.A. - Brasil, Bolsa, Balcão (Brazil Stock Exchange);
- Company’s Bylaws;
- Company’s Code of Ethical Conduct;
- The Board’s Internal Regulations;
- Internal Regulations of the People’s Committee; and,
- The Executive Board Internal Regulations.

4. GUIDELINES

The nomination of members of the Board of Directors, its advisory committees, and the Statutory Board, should observe the guidelines and requirements of the legislation and other regulations named in this Policy, aiming to ensure the composition of such bodies by qualified professionals, who add value in their decisions and with unblemished reputation, in order to fulfill the requirements inherent to the position, contributing to the strengthening and perpetuity of the Company.

Candidates must have technical and academic professional qualification, graduation, at least at the undergraduate level, preferably in courses that have affinity with the position to be occupied and/or the Company’s business, fluency in English and preferably second language.

In addition to technical-functional competencies, candidates should develop active listening, empathy, be willing to defend points of view from their own judgment, adaptability,

communication and teamwork skills, ability to think strategically and commitment to the Principles and Purpose of the Company.

The Company will seek to observe aspects of diversity, including but not limited to knowledge, experiences, gender, race and ethnicity, in line with the Company's values and strategy.

The process of nominating candidates can be done internally by the Company or by hiring independent professionals to carry out consultancies or obtain opinions on the candidates, observing the competency matrix required for the intended position. This process will take place every two years, according to the term of office provided for in the Bylaws and Regulations, or, at any time, extraordinarily, when there is a vacancy of positions.

5. BOARD OF DIRECTORS

The Board of Directors will be composed of at least three and at most nine members, shareholders or not, elected by the General Assembly, mostly external members and, at least, one third independent members.

The criteria for independence to be observed are provided for in the Company's Bylaws, and consider not independent the candidate who is a direct or indirect controlling shareholder of the Company; has his voting exercise linked by a shareholders' agreement that has matters related to the Company as its object; is a spouse, partner or relative, in a straight or collateral line, up to the second degree of the controlling shareholder, of an administrator of the Company or of an administrator of the controlling shareholder; or, in the last three years, was an employee or director of the Company or its controlling shareholder.

Taking into account the capital structure of the Company with defined control, at least one third of the directors will be nominated by the controlling shareholder, observing the proportion of external and independent, provided for in the Bylaws.

The criteria for nominating members to the Board of Directors will respect the guidelines of this Policy and, aiming at its composition with multiple competencies, candidates should observe the fiduciary duties of information diligence and loyalty to the Company, provided for in the Corporations Law and availability of time for the exercise of their position.

Additionally, candidates should have a recognized professional trajectory, with solid experience and outstanding professional performance, with a leadership position, experience on the Board of Directors of a publicly-held company, knowledge of the best practices of corporate governance, in at least one of the following competencies: ability to interpret management, accounting, financial and non-financial reports, have knowledge about corporate legislation, regulation, risk management, internal controls, compliance, auditing and accounting, economics, finance, management, human capital, information technology and innovation, among others that may be necessary for the complementarity of the board.

Candidates who hold positions in companies that may be considered competitors of the Company; or, have or represent conflicting interest with the Company, may not compose the

Board. In this sense, candidates should declare conflicts or impediments existing prior to the election, as well as during the term of office, for analysis by the competent areas of the Company.

The nomination of members for the composition of the Board of Directors may be made by shareholders or by the administration of the Company.

The People's Committee, within the scope of its competence, should evaluate the possible candidates for the position of Director, may use external specialist professionals, and present its recommendation to the Board of Directors, which, in turn, will analyze the recommendation of the People's Committee and define the candidates who will integrate the Administration's Proposal to be submitted to the shareholders' appreciation at the General Assembly.

In case of vacancy of position during the term of office, the People's Committee will adopt the same nomination procedure described in the previous paragraph. However, in this case, the Board of Directors, by its remaining members, will appoint the substitute to complete the term of the replaced, until the subsequent General Assembly, which will elect the board.

In the year in which the election of the Board of Directors occurs, respecting the deadlines provided for in CVM Resolution No. 81, the shareholder who wishes to nominate candidates, may do so by communicating to the Company, in writing, via e-mail addressed to the Corporate Governance Area ([click here](#)), informing the full name and qualification of the professional indicated, as well as sending the resume and all documents and declarations required by law.

6. ADVISORY COMMITTEES TO THE BOARD OF DIRECTORS

The Board of Directors, for better performance of its functions, may create non-statutory committees, of an exclusively advisory nature, with defined objectives, in order to advise it, integrated by people chosen by the Directors ("Committees").

The creation of committees can occur at any time and the rules about the composition, operation, and competence of a Committee that may be created, will be defined in the act of its creation and/or during the deliberations.

The nomination criteria for Committee members will respect the guidelines of this Policy and the respective Regulations, and should always include, at least, one Board Director, and, at least, one external member, a professional specialist in the area related to the objective of the respective Committee.

The People's Committee, based on the composition rules and requirements provided for in the respective internal regulations, will evaluate the possible candidates, especially the external ones, to be members of the Committees and will present its recommendation to the Board of Directors.

In case of a vacancy in the Committees, the Board of Directors should, at first, evaluate the respective internal regulations to decide on the obligation to nominate a new member for the vacant position. Once the replacement of the position is decided, the Board of Directors, advised by the People's Committee, should elect a new member.

7. STATUTORY BOARD

The composition of the Board should observe the requirements and conditions of current legislation and regulation, as well as the Company's Bylaws. The Board of Directors will elect the members of the Board at the first meeting held after the General Assembly that elected it.

The Company's Statutory Board will be composed of a number of Directors, understood as sufficient for the management of the business, observing the minimum and maximum numbers, as well as the designation of each Director, provided for in the Company's Bylaws.

To compose the Statutory Board, in addition to the general requirements indicated in this Policy, candidates must have proven practical experience in management and leadership of large companies, in functions consistent and related to the intended position, and exclusive professional dedication during the time they remain in the exercise of their positions.

The People Committee will preliminarily evaluate the candidates, considering its database; the results of the candidate's evaluation; the Company's current succession plan; and the guidelines provided for in this Policy.

The President-director (President) and the Chief Executive Officer (CEO) will be appointed by the Board of Directors. The other members of the Board will be recommended to the Board of Directors by the President-director, after prior evaluation of the candidates by the People Committee.

For the eventual replacement of the members of the Statutory Board, the existing succession plans in the Company should be considered, which aim to identify potential successors with the necessary competencies for the performance of the required functions. In the case of no successor mapped internally, recruitment and selection will be carried out with reference consultancies in the market, ensuring high quality in the hiring process.

Directors in career transition, or for whom it is strategic for their development in fulfilling their duties with the Company, may participate in up to one Board of Directors, Advisory Board, Fiscal Council, and/or up to one Committee in another company, provided that this company is not a competitor of the Company. The Board of Directors will be responsible for approving such participation, after considering the recommendation of the People Committee. Directors may also engage in academia as professors in undergraduate and/or postgraduate courses, subject to the approval of the Board of Directors.

8. RESPONSIBILITIES

Board of Directors: elect the members of the Statutory Board, approve the administration's proposal with the list of candidates for members of the Board of Directors, appoint the members of the Committees, and approve this Policy and its modifications.

People Committee: when applicable, recommend external professionals to evaluate the profile of the candidates indicated for positions under this Policy, review the evaluation and issue recommendations to the Board of Directors.

Corporate Governance Area: receive the documents of the candidates to compose the Board of Directors indicated by shareholders, forwarding them for the appreciation of the People Committee, and act as a facilitator in the communication between the shareholders, the People Committee, and the Board of Directors.

9. MODIFICATIONS

This Policy may be reviewed and modified periodically, especially in the case of any essential or relevant change to the laws or regulations applicable to the Company, always respecting the best practices of corporate governance.

10. EFFECTIVENESS AND APPROVAL

This policy was approved by the Board of Directors at the meeting held on July 2, 2024, with effectiveness from the date of its approval.

11. CONTROL INFORMATION

Responsible for the document:

Responsibility	Area
Elaboration	Corporate Governance
Review	People Committee
Approval	Board of Directors

Record of changes:

Version	Item	Date	Modifications
1	NA		NA