



RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES
Listed Company

Internal Regulations of the Executive Board

1. . OBJECTIVE

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

2. COMPOSITION

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

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

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

2.4. The members of the Executive Board will have the following designations: A Chief Executive Officer, three Vice-President Officers, a Investor Relations Officer and up to 4 (four) Officers without a specific designation, the role of Investor Relations Officer may be combined with that of another Officer. The Chief Executive Officer, and the Vice-President Officers, may be designated, respectively, as CEO, CFO, COO and CTO (“C-Level”).

2.5. The positions of Chief Executive Officer or main executive of the Company and Chairman of the Board of Directors cannot be accumulated by the same person. The functions of the members of the Executive Board cannot be delegated.

2.6. In the event of a vacancy, the Board of Directors, within 15 (fifteen) days following the vacancy, will elect the substitute who will hold the position for the remaining term of the replaced person.

3. INVESTITURE

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

3.2. The Term of Investiture may contemplate the waiver of any management guarantee, the consent of the Directors to the Regulation of Level 1 of Corporate Governance and attach conditions on the subscription of the Company's Code of Ethical Conduct, Internal Regulations of the Executive Board, Declaration related to CVM (Securities Commission) Instruction No. 358, of January 3, 2002, as amended, and the Company's Information Disclosure and Securities Trading policies.



4. ROLES AND POWERS

4.1. Pursuant to the applicable legislation, the Bylaws and the best corporate governance practices, the Board is responsible:

- (a) business in general and the practice of all administrative acts necessary to fulfill the corporate purpose;
- (b) represent the Company before third parties, in and out of court;
- (c) implement the strategy defined and/or approved by the Board of Directors;
- (d) implement mechanisms, processes, programs, controls and systems to ensure compliance with the guidelines approved by the Board of Directors;
- (e) execute the Risk Management Policy and, whenever necessary, propose to the Board of Directors any need to review this policy; and,
- (f) implement and maintain effective mechanisms for monitoring and disclosing financial and operating performance and the impacts of the company's activities on society and the environment.

4.2. In particular, it is incumbent upon the members of the Board of Directors:

- (a)** Chief Executive Officer: convene and preside over meetings of the Executive Board; conduct the business and monitor its results; enforce the decisions issued by the General Meeting and the Board of Directors; and, report to the Board of Directors;
- (b)** Vice-President Officers: act together with the Chief Executive Officer for the development and achievement of the Company's objectives, assisting him in the performance of his duties; and, replace the Chief Executive Officer in his absences and impediments, as provided for in the Company's Bylaws;
- (c)** Investor Relations Officer: represent the Company before shareholders and investors; keep the publicly-held company registration updated; and, provide and keep up-to-date all the Company's information with the Brazilian Securities Commission ("CVM") and the stock exchanges where its securities are traded.
- (d)** Officers without specific designation: the practice of acts relevant to their areas of expertise, as well as those arising from the attributions established by the Board of Directors.

5. OPERATION

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

5.2. With the exceptions provided for in the Bylaws, any act or contract that implies the Company's responsibility or obligation to third parties or their exoneration before it, must be signed: by 2 (two) Directors; by 1 (one) Director together with 1 (one) attorney-in-fact; or by 2 (two) attorneys.

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

5.4. Powers of attorney will always be granted on behalf of the Company by two Officers, specifying the powers granted and the limits of competence, and must have a fixed term of validity, except for legal purposes.



5.5. The Board of Executive Officers will meet whenever called by the Chief Executive Officer, or by one of the Vice-President Officers, or even by two Officers, in that order, and will be chaired by the member of the Executive Board who has called them or who is chosen in the occasion.

5.6. In order for the meetings of the Executive Board to be installed and validly deliberated therein, the presence, on first call, of the majority of its acting members or, on second call, of any number of members, after issuing a new call, is required.

5.7. The meetings may be held in person or by videoconference, through the platforms usually used by the Company.

5.8. The resolutions of the Board of Executive Officers will be recorded in minutes drawn up in the proper book and will be taken by majority vote, with the President of the meeting having the casting vote.

6. EXECUTIVE COMMITTEE

6.1. The Company has a non-statutory committee, known as the Executive Committee ("COMEX"), of an advisory and deliberative nature, in accordance with pre-defined levels, whose attributions are to analyze the operations and direct management of the Company and other Randon Companies and , when applicable, forward the topics for deliberation by the Board of Directors.

6.2. The COMEX is composed of the C-Level Directors, CEO (Chief Executive Officer), CFO, COO and CTO, (Vice President Directors).

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

6.4. Calls for COMEX meetings will be made through the Governance Portal, by email, 3 (three) days in advance, which must include the agenda, date, time and place of the meeting, being admitted the inclusion of matters on the agenda until the day of the meeting, when urgent, as well as the realization by videoconference, pursuant to these Rules.

6.5. Any COMEX member may invite internal collaborators and/or external consultants and advisors who have relevant information related to matters on the agenda and relevant to matters under their responsibility to participate in its meetings.

6.6. COMEX's decisions will be recorded in memories and, when applicable, will be the agenda of a specific Board meeting, as provided for in this Charter and in the applicable legislation.

6.7. COMEX may have, to directly assist its work, a Secretary to be chosen by the Chief Executive Officer and made available by the Company within its staff, with the following attributions: (i) organize the agenda of matters to be discussed; (ii) provide notice of meetings; (iii) provide supporting documentation for the meetings; and, (iv) prepare the memoirs of the meetings and, when necessary, send them for signature.

6.8. The Secretary and other guests will be subject to the same duty of confidentiality that applies to members of the Board of Directors.

7. DUTIES AND RESPONSIBILITIES

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

7.3. The member of the Executive Board who, for any reason, has a conflict of interest or a direct, indirect or conflicting private interest with the company at a given meeting, must refrain from participating in the discussion of this item, and must withdraw from the meeting until the end of the



subject and the reason for abstention being recorded in the minutes of the meeting. If the Director himself does not manifest, any of those present at the meeting who is aware of the fact must inform the other members of the Executive Board.

7.4. The members of the Board of Executive Officers have the duties of the Company's administrators referred to in Articles 153 to 156 of Law No. 6,404/76, and are liable for damages resulting from failure to comply with their duties and acts performed with guilt or intent, or in violation of the law and the Bylaws. The responsibility of the members of the Executive Board for failure to fulfill their duties is joint and several, but the dissenting member who makes his divergence record in the minutes of the Executive Board meeting and communicate it to the Board of Directors and the General Meeting is exempt from it.

7.5. Without prejudice to the other responsibilities inherent to their positions, the Officers must: (i) consult the rules in force, the Company's Bylaws and these Rules before accepting their mandate; (ii) attend previously prepared meetings, with prior examination of the documents made available to them, and actively and diligently participate in them; (iii) (vi) ensure the adoption of good corporate governance practices by the Company; and (iv) observe the Company's internal policies to which they must comply, in particular the Code of Ethical Conduct, and Policies related to confidentiality, disclosure of information, trading of securities and Transactions with Related Parties.

8. REMUNERATION

8.1. The remuneration of the Officers will be in accordance with the guidelines established in the Company's Remuneration Policy, with the Annual General Meeting being responsible for setting the global amount for all managers and for the Board of Directors its individual distribution to each member of the Executive Board.

8.2. The Vice Presidents will have a contract with the Company, which will contain the individual goals related to the long-term incentive of each Director.

9. GENERAL PROVISIONS

9.1. The Board and COMEX meetings may be held by conference call, video conference or by any other means of communication that allows for the identification of the member and simultaneous communication with all other persons present at the meeting.

9.2. In case of divergences between the different rules, the legislation in force, the Bylaws, the Level 1 Regulation of Corporate Governance and these Rules will prevail.

9.3. Omissions, divergences, interpretation doubts and any changes to the provisions of these Internal Regulations will be decided by resolution at a meeting of the Board of Directors.

9.4. This Charter was approved by the Company's Board of Directors at the meeting held on July 20, 2021, pursuant to Minutes of Board of Directors No. 932, and its validity is for an indefinite period, and may be changed at any time by resolution of that decision-making body.

Caxias do Sul, July 20, 2021.