

RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES

Listed Company
CNPJ/ME 89.086.144/0011-98

Internal Regulations of the People Committee**1. Scope and Assignment**

1.1. The People Committee ("Committee") of Randon S.A. Implementos e Participações ("Randoncorp" or "Company"), is a non-statutory advisory body linked to the Board of Directors ("BoD") governed by these Internal Regulations ("Regulations").

1.2. The Committee is responsible for advising the Board of Directors, and its members must act diligently, always observing the interests of the Company and the provisions of Randoncorp's Code of Ethical Conduct and related policies.

2. Composition

2.1. The Committee will be composed of 3 (three) to 5 (five) members, with at least two members from the BoD and one independent specialist professional. Committee members will not have alternates, and the exact number of members will be defined by the Board of Directors in the meeting that appoints them.

2.1.1. As long as the President Director does not have CEO (Chief Executive Officer) functions, the BoD may appoint him to the Committee, including coordinating the work, as acting exclusively on institutional matters does not constitute a conflict of interest.

2.1.2. Up to 2 (two) members of the Third Generation of the Randon Family may participate in the Committee as guests to develop and train family members as potential successors in advisory and deliberative bodies of the Company. Such guests must demonstrate knowledge and affinity with governance, people, and organizational culture topics and have the approval of the controlling shareholder's partners.

2.2. The Committee will have a Coordinator chosen from among its members at the first meeting after its election, who may be a Board member or the President Director, as long as the premise of item 2.1.1 is met.

2.3. The Corporate Governance Area shall support the Coordinator in their functions, as well as the Committee as a whole, in accordance with this Charter.

2.4. In the event of a vacancy of a Committee member, the Board of Directors shall appoint their replacement within a period of up to 30 (thirty) days to complete the remaining term of the replaced member.

2.5. The independent specialist professional will be selected from among professionals who have extensive professional experience or recognized know-how in the areas of people management, compensation plans, and talent attraction and retention.

3. Term of Management and Investiture in the Position

3.1. The start of the management term for the Committee members will be from their appointment by the BoD and will last until (i) the end of the management term of the Board of Directors members, or (ii) their removal by the BoD, or resignation, which can occur at any time. Upon the expiration of the management term, they may be reappointed through a new appointment by the BoD.

3.2. Committee members will be inaugurated in their respective positions at the first meeting held after their appointments by the Board of Directors, by signing the respective term of inauguration, which must include a declaration of the absence of impediments or conflicts of interest for the exercise of the function.

4. Competence

4.1. Without prejudice to other matters that may be demanded by the BoD, the Committee is responsible for:

- (a)** Establishing the alignment of purpose throughout the organization;
- (b)** Evaluating the Company's general human resources policies;
- (c)** Supporting cultural transformation;
- (d)** Evaluating the adequacy of the remuneration model for the Statutory Board, and other C-level directors, as well as the proposal for the annual global budget for the remuneration of administrators;
- (e)** Assisting the BoD in defining and/or evaluating the remuneration criteria for the Statutory Board and other C-level directors, including Short and Long-Term Incentive Plans;
- (f)** Assisting the BoD in the performance evaluation process of the Statutory Board and other C-level directors, analyzing evaluation results and their developments;
- (g)** Monitoring the succession plan for the Statutory Board and other C-level directors, considering the desirable experiences and knowledge for these positions to ensure the Company can achieve its objectives and face its challenges;
- (h)** Identifying the profile of potential candidates for the position of Board Member and the Company's needs for the composition of the BoD;
- (i)** Supporting the BoD Chair in the BoD succession and performance evaluation process; and,
- (j)** Preparing and approving the Committee's annual work calendar and plan.

4.2. The Committee Coordinator is responsible for:

- (a)** Proposing dates and approving the agenda for Committee meetings;
- (b)** Complying with these Regulations and ensuring their compliance by other Committee members;
- (c)** Deciding on procedural matters in meetings;
- (d)** Inviting external consultants or the Board to attend meetings, with Directors being summoned by the Company's President Director.
- (e)** Authorizing the consideration of non-agenda items in meetings;
- (f)** Requesting the hiring of specialized consultants by the Board for issuing opinions or consultancy firms to conduct studies on complex or controversial matters;

(g) Reporting on the activities and progress of the work under the Committee's responsibility at the BoD's regular meetings.

4.3. The Corporate Governance Area is responsible for:

(a) Preparing the meeting agenda for the Coordinator's approval, receiving documents sent by the Board or any other necessary documents for discussions, which should be sent along with the meeting notice;

(b) Issuing meeting notices indicating the date, time, and place along with documents related to the agenda items at least 7 (seven) days before the meeting via the governance portal or email;

(c) Being responsible for formalizing and archiving Committee documents, providing and forwarding any requested information to its members;

(d) Arranging, when requested by the Coordinator, the summoning of Directors, executives, employees, and consultants to attend Committee meetings;

(e) Preparing the meeting minutes and sending them to Committee members, the President Director, and the Committee members within a maximum of 7 (seven) days after the meeting;

(f) Articulate with the Board and consultants to meet requests from Committee members and monitoring the implementation of BoD resolutions on matters within the Committee's competence;

(g) To meet to strategic information requests from the Board and the BoD with prior authorization from the Committee Coordinator.

5. Functioning

5.1. Committee members will be summoned to attend ordinary meetings at least 7 (seven) days in advance, with this notice being waived whenever all Committee members are present.

5.2. Committee meetings will be held at the Company's headquarters or, exceptionally, at any other location and may also be conducted via teleconference or digital platform that allows participation and expression of all members.

5.3. At least 4 (four) regular meetings will be held annually, and extraordinary meetings whenever necessary.

5.4. Committee members must send the Coordinator any suggestions for agenda items at least 10 (ten) days before the meeting date, with urgent inclusions allowed later.

5.5. Any additional information on agenda items should be requested by Committee members from the Coordinator through the Corporate Governance Area.

5.6. The Coordinator may postpone the meeting for the necessary period for all members to access the information and documents related to the agenda items.

5.7. After the Committee meeting notice, the inclusion of items in the meeting agenda and the inclusion or alteration of supporting materials is prohibited without the Coordinator's prior and express authorization.

5.8. Meetings will be initiated with the presence of the majority of its effective members.

5.9. The matters analyzed by the Committee will be the subject of reports and/or proposals to the BoD without binding the Directors deliberation. Reports and/or proposals must include any dissenting opinions and their respective rationale if requested by any Committee member.

5.10. The BoD Chair may participate in Committee meetings at any time.

6. General Provisions

6.1. Independent Committee members may be remunerated for their duties as decided by the BoD members at the meeting where they are appointed. The Company may cover travel, meal, and accommodation expenses necessary for the performance of their duties, following the Company's internal rules and policies.

6.2. Omissions in these Regulations will be resolved by the BoD.

6.3. These Regulations were approved by the Company's BoD on December 15, 2022, and may be modified at any time with prior approval.

Record of changes:

Versão	Item	Modificação	Motivo	Data
1	NA	NA	NA	12/15/2022
2	1 4	Inclusion of Randoncorp C-level Directors	Terminology update	05/08/2024