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|  | Corporate Policy IMSA-PL-0037 |
| | Subject: Transactions with Related Parties and Other Situations of Conflict of Interest |
| | Effective date: June 26, 2024 |
| Topic: Transactions with Related Parties and Other Situations of Conflict of Interest | Revision level: R.01 |

1. PURPOSE

1.1. The purpose of this Policy on Transactions with Related Parties and Other Situations of Conflict of Interest (“Policy”) is to establish rules and procedures in order to ensure that all decisions involving transactions with related parties and other potential situations of conflict of interest are made in the best interest of Iochpe-Maxion S.A. (“Company”) and its shareholders as a whole, with full independence and transparency to its shareholders and to the market in general.

1.2. This Policy was prepared in accordance with the Company's bylaws and Code of Conduct, the Brazilian Corporation Law, CPC 05, the *Novo Mercado* Regulation, CVM Resolution 80 and other applicable regulations, particularly those issued by the CVM and B3.

2. SCOPE

2.1. This Policy is applicable to the Company and its direct and indirect subsidiaries, in Brazil and abroad.

3. DEFINITIONS

3.1. The terms below, in their singular or plural form, will have the meanings set out below:

B3: means B3 S.A. - Brasil, Bolsa, Balcão.

Statutory Audit Committee: means the Company's Statutory Audit Committee, as provided for in Section III of its bylaws.

Company: has the meaning provided for in Section 1.1 of this Policy.

Market Conditions: mean those conditions for which the following principles have been verified during the negotiation (i) competitiveness (reasonable or fair prices and conditions, that are compatible with those practiced in the market or wherein the Company would contract with third parties under the same circumstances or in similar scenarios); (ii) compliance (adherence to the contract terms and responsibilities practiced by the Company, as well as compliance with the same principles and procedures that guide negotiations conducted by the Company with independent parties); and (iii) transparency (adequate reporting of the agreed upon conditions, with due application, as well as the reflection thereof in the Company’s financial statements).

Board of Directors: means the Board of Directors of the Company.

Wholly-owned Subsidiaries: mean entities in which the Company holds, directly or indirectly, all of the share capital. It is clarified that any symbolic equity interests held by third parties in the share capital of a subsidiary, such as those for the purposes of compliance with local legislation, do not change its status as a Wholly-owned subsidiary for the purposes of this Policy.

CPC 05: means Technical Pronouncement CPC 05(R1), which deals with disclosure of related parties, issued by the Accounting Pronouncements Committee - CPC, approved by Resolution No. 94 of May 20, 2022, issued by CVM (correlation to International Accounting Standards - IAS 24).

CVM: means the Brazilian Securities and Exchange Commission.

Executive Officers: mean the statutory officers of the Company.

Board of Executive Officers: means the statutory board of executive officers of the Company.

Significant Influence: means the power to participate in decisions regarding the financial and operational policies of an investee, but without individual or joint control over such policies. An investor is presumed to have Significant Influence when it holds 20% (twenty percent) or more of the voting capital of the investee, without controlling it.

Brazilian Corporation Law: means Law No. 6,404 of December 15, 1976, as amended.

Close Family Members: mean, in relation to a person, those members of his/her family who can be expected to exert influence or be influenced by the person in the business dealings of such members with the entity and include:

- (a) the person's children, spouse or partner;
- (b) the children of the person's spouse or partner; and
- (c) dependents of the person, his/her spouse or partner.

Significant Amount: has the meaning provided in Section 4.1.3.1 of this Policy.

Related Party: means, pursuant to CPC 05, the person or entity related to the Company or its subsidiary, considering the following provisions (the Company or its subsidiary, as the case may be, is to be referred to as the “reporting entity”):

- (a) A person or a Close Member of that person’s Family is related to a reporting entity if that person:

- (i) has full or joint control over the reporting entity;
 - (ii) has Significant Influence over the reporting entity; or
 - (iii) is a member of the Key Management Personnel of the reporting entity or of the parent company of the reporting entity.
- (b) An entity is related to a reporting entity if any of the following conditions applies:
- (i) the entity and the reporting entity are members of the same economic group (which means that the parent and each subsidiary are related to one another, and the entities under common control are related to one another).
 - (ii) an entity is an associate or joint venture of the other entity (or an associate or joint venture of an entity member of an economic group of which the other entity is a member);
 - (iii) both entities are joint ventures of a third entity;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment defined benefit plan for the benefit of employees of both entities, the reporting entity and the entity related to the reporting entity;
 - (vi) the entity is fully or jointly controlled by a person identified in (a) of this definition;
 - (vii) a person identified in (a)(i) of this definition has Significant Influence over the entity or is a member of the Key Management Personnel of the entity (or of a parent of the entity);
 - (viii) the entity, or any member of a group of which it is a part, provides Key Management Personnel services to the reporting entity or to the parent of the reporting entity.
- (c) In any case, the following are deemed not to be Related Parties:
- (i) two entities simply because they have a director or another member of the Key Management Personnel in common, or because a member of the Key Management Personnel of the entity has Significant Influence over the other entity;
 - (ii) two venturers simply because they share joint control over a joint venture;

- (iii) (a) entities providers of finance, (b) trade unions, (c) public utilities, and (d) departments and agencies of a Government that does not control, fully or jointly, or have Significant Influence over the reporting entity, simply by virtue of their normal dealings with the entity (even though they may affect the freedom of action of the entity or participate in its decision-making process); or
- (iv) a customer, supplier, franchiser, licensee, distributor, or general agent with whom the entity transacts a significant volume of business merely by virtue of the resulting economic dependence.
- (d) For purposes of this Policy, (i) an investor controls the investee when it is exposed or has rights to variable returns arising from its involvement with the investee, and has the ability to affect such returns through its power over the investee; (ii) joint control is the contractually agreed sharing of business control in relation to decisions regarding the relevant activities that require the unanimous consent of the parties sharing the control; and (iii) associate is an entity over which the investor has Significant Influence.
- (e) In the definition of Related Party, an associate includes subsidiaries of that associate and a joint venture includes subsidiaries of jointly venture entities. Therefore, for example, the subsidiary of an associate and the investor having Significant Influence over the associate are Related Parties.

Key Management Personnel: means the persons having authority and responsibility for the planning, management, and control of the entity's activities, directly or indirectly, including any (executive or other) director of that entity. In the case of the Company or its subsidiaries, members of the board of directors, statutory officers, and those persons holding an executive position are considered members of the Key Management Personnel.

Policy: has the meaning set forth in Section 1.1 of this Policy.

CVM Resolution 44: means Resolution No. 44 of August 23, 2021, issued by the CVM, as amended.

CVM Resolution 80: means Resolution No. 80 of March 29, 2022, issued by the CVM, as amended.

Novo Mercado Regulation: means the regulation of the *Novo Mercado*, a special listing segment of B3, in effect since January 2, 2018, as amended.

Transaction with a Related Party: means the transfer of funds, services, or obligations between the Company (or its subsidiary in question) and a Related Party, regardless of whether prices are charged therefor.

3.2. For purposes of this Policy, the following Transactions with Related Parties are not subject to the specific rules and procedures mentioned herein, unless otherwise defined by the Board of Directors in a specific case:

- (a) transactions between the Company and its Wholly-owned Subsidiaries or between the Wholly-owned Subsidiaries;
- (b) corporate restructuring operations exclusively involving Wholly-owned Subsidiaries; and
- (c) compensation of directors and other members of the Company's Key Management Personnel and of its direct and indirect subsidiaries, which follow other specific governance practices of the Company.

4. POLICY

4.1. Rules and Procedures for Transactions with Related Parties

4.1.1. Guidelines. The shareholders, members of the Key Management Personnel, and other employees of the Company and its subsidiaries, as the case may be, must make decisions based on technical, unbiased, and candid judgments, acting in the best interest of the entity they represent, always aligned with the policies and values of the Company.

4.1.1.1. When considering each of the possible relationships with Related Parties, attention should be devoted to the essence of the relationship, and not merely to its legal form.

4.1.2. Formalization of Transactions with Related Parties: In Transactions with Related Parties under the terms defined herein, the following conditions are to be observed:

- (a) The transactions shall comply with the Market Conditions and also be in accordance with the guidelines set out in the Code of Conduct and other Company's internal policies, mainly the scope of approval, purchase, and transfer pricing policies.
- (b) The transactions must be formalized in writing, specifying their main terms and conditions and the existence of any guarantees; and
- (c) The decision-making process preceding the transactions must be documented so as to allow further verification of the Market Conditions, if necessary. Whenever possible (and depending on the type of transaction), it should be provided, for example, proof of the appropriate technical capacity of the service provider or supplier, quotations, and estimate with market competitors of the Related Party.

4.1.3. Power for Approval. In addition to following the regular flow for the negotiation, analysis, and approval of operations within the Company (and without prejudice to the provision of Section 4.1.5 below and the applicable legal or bylaw competencies), the Transactions with Related Parties under the terms of this Policy shall be approved by at

least two Executive Officers, and Transactions with Related Parties involving Significant Amounts shall also be submitted to the Board of Directors' approval.

4.1.3.1. A transaction or set of related transactions whose value, in each period of 12 (twelve) consecutive months, exceeds 1% (one percent) of the Company's net equity, determined based on the latest financial statements disclosed ("Significant Amount"), shall be deemed of significant amount. In turn, "related transactions" shall be understood as the set of similar transactions with a logical relationship to each other due to their object or their parts, such as: a) subsequent transactions that arise from a first transaction already carried out, provided that the latter has established its main conditions, including the amounts involved; and b) transactions of continued duration that include periodic installments, provided that the amounts involved are already known.

4.1.3.2. Even if not involving a Significant Amount, the Board of Executive Officers may, at its discretion, submit a Transaction with a Related Party to the resolution of the Board of Directors, given its characteristics, the nature of the relationship of the Related Party with the Company, and/or the nature and extent of Related Party's interest in the transaction.

4.1.3.3. In any case, the resolution by the Executive Officers and the Board of Directors referred to in this Section 4.1.3 will be made with the exclusion of any individuals with potentially conflicting interests, pursuant to Section 4.2 below.

4.1.4. Necessary Information for Resolution: As soon as identified by the requesting area, and prior to its formalization, a potential Transaction with Related Party subject to the rules and procedures provided for in this Policy shall be reported to the Board of Executive Officers, in writing, and irrespective of value, with a description of the following information, in order to evaluate the next steps: (i) identification of the Related Party and the latter's relationship with the Company or its subsidiary in question; (ii) estimated date of potential transaction; (iii) object of the transaction and its duration; (iv) amount involved; (v) amount corresponding to the interest of such Related Party in the transaction, if it is possible to determine; (vi) related guarantees and insurance; (vii) conditions for the termination or cessation of the transaction; and (viii) the main terms and conditions of the transaction.

4.1.4.1. In addition, the submission of the Transactions with Related Parties shall be accompanied by the following additional information, whenever feasible: (i) reasons for which the transaction is considered to comply with Market Conditions, submitting, for instance, other quotations and market estimates; (ii) market alternatives to the Transaction with Related Party in question, adjusted by the risk factors involved; (iii) justification for performing the transaction with the Related Party and not with third parties; (iv) information on any previously existing similar transactions; and (v) the benefits expected by the Company and the Related Party.

4.1.4.2. As the case may be, the Board of Executive Officers and/or the Board of Directors, at their discretion, will have access to all documents related to Transactions with Related Parties, including any opinions or technical opinions that the relevant body has received, as well as the analysis it carried out, and they may request any additional information they deem necessary for their analysis and resolution.

4.1.4.3. The Board of Executive Officers and/or the Board of Directors, as the case may be, may also hire advisors or external consultants to assist them, if they deem it appropriate, ensuring the integrity and confidentiality of the work, without exempting such bodies from their responsibilities.

4.1.4.4. Creation of an Independent Committee: In cases considered of significant relevance by the Board of Directors, the latter may determine the creation of an independent committee to evaluate the conditions of the Transaction with Related Party and the advantages and disadvantages of alternative options (if any). The independent committee must adopt as a premise the full independence of the members of the Company's Key Management Personnel, supported by accounting, financial, and/or legal advisors to ensure the transparency of its analysis. In such cases, the committee's decision must be based on an independent appraisal report, prepared without the participation of any party involved in such transaction, based on realistic assumptions and information confirmed by third parties.

4.1.4.5. In any situation, forms of contracting and compensation of advisors, consultants, or intermediaries that generate conflict of interest with the Company, its management or shareholders are prohibited.

4.1.5. Shareholders' Meeting: The execution of a Transaction with Related Party whose value corresponds to more than 50% (fifty percent) of the value of the total assets of the Company as stated in the last balance sheet approved by the general shareholders' meeting, in accordance with the applicable legislation and regulations, must be submitted for deliberation by the general meeting of shareholders of the Company.

4.1.5.1. Without prejudice to the legal powers of the Company's general shareholders' meeting, the Board of Directors, at its discretion, may also submit a Transaction with Related Party to the resolution of the meeting, as it deems appropriate, in view of the nature and relevance of the transaction.

4.1.6. Ordinary Operations. Without prejudice to the compliance with the provisions of Section 4.1.1 (Guidelines) and Section 4.1.2 (Formalization of Transactions with Related Parties), Transactions with Related Party that deal with ordinary operations in the ordinary course of business, carried out between the following, are exempt of the procedures described in Section 4.1.3 and Section 4.1.4 above:

- (a) on the one hand, the Company or a Wholly-owned Subsidiary, and, on the other hand, direct or indirect subsidiaries of the Company that are not Wholly-owned Subsidiaries; or
- (b) direct or indirect subsidiaries of the Company that are not Wholly-owned Subsidiaries.

provided that there is no equity interest in the subsidiary's capital stock by the direct or indirect parent of the Company (if any), its managers, or persons related thereto. "Related person" means the individual or legal entity, fund, or universality of rights, which acts by representing the same interest of the person or entity to which it binds.

4.1.7. Prohibited Transactions. The Transactions with Related Parties in the following cases are expressly prohibited:

- (a) granting of loans to any Related Party on a non-monetary basis or by charging interest rates lower than those representing Market Conditions;
- (b) granting of loans to controlling shareholders of the Company (if any) and to directors of the Company and its subsidiaries, as well as to the Close Members of their Family, or of persons related thereto; and
- (c) corporate restructuring, such as consolidation, mergers, and acquisition of shares operations, which do not ensure a fair treatment to all of its shareholders.

4.2. Rules Relating to Situations of Conflict of Interest

4.2.1. Conflict of Interest. In the Company, situations of conflict of interest occur when any director or another member of the Key Management Personnel, shareholder, or other governance agent is not independent in relation to the matter under discussion and may influence or make decisions motivated by their own interests (or of Close Members of the persons' Family) or by interests other than those of the Company.

4.2.1.1. A person who is not independent in relation to the matter under discussion or resolution in the management or supervisory bodies of the Company must promptly express their conflict of interest or their own interest, explaining the nature and extent of their interest, whether or not such matter is connected to a Transaction with Related Party. If the person fails to do so, anyone who has knowledge of the potential conflict of interest must express it promptly.

4.2.2. Prohibition from Voting. As soon as the conflict of interest is identified in relation to a specific topic, in order to ensure independence and exemption of the decision, the person involved should be absent from the discussions and abstain from voting, such impediment shall be included in the document that resolves on the matter. If requested by the Chairman of the Board of Directors or the Chief Executive Officer of the Company,

as the case may be, such person may partially participate in the discussions, in order to provide additional information on the operation and parties involved, but must always be absent at the end of the discussion, including during the voting of the matter in the relevant decision-making body.

4.2.2.1. Under the Brazilian Corporation Law, shareholders may not vote in the resolutions of the general shareholders' meeting that may benefit them in a particular way, or in which they have a conflicting interest with that of the Company.

4.2.2.2. Likewise, the director or other member of the Company's (or its subsidiary's) Key Management Personnel is prohibited from intervening in any corporate operation in which they have a conflicting interest with that of the Company (or subsidiary in question), as well as in the resolution made by the other directors or members of the Key Management Personnel in that regard.

4.2.2.3. If those present express a position on the alleged conflict of interests of a shareholder or director, whose vote has been computed, the chairman or secretary of the board meeting or the resolution body of the Company, as the case may be, shall receive and process such claims, without prejudice to the legal provisions on the annulment of the decision.

4.3. Disclosure Obligation

4.3.1. The Company shall disclose the Transactions with Related Parties, providing sufficient details to identify the Related Parties and all the essential conditions relative to such transactions, under the terms and as set forth in Article 247 of the Brazilian Corporation Law, in CPC 05, and in the Company's internal policy on the matter.

4.3.2. The disclosure of such information shall be made clearly and accurately in the explanatory notes to the annual financial statements and quarterly financial information of the Company and/or its subsidiary in question, pursuant to the applicable accounting standards. In addition, the Company shall disclose the Transactions with Related Party to the market as established in CVM Resolution 80, when applicable, without prejudice to the provisions of CVM Resolution 44, on the disclosure of information on a material act or fact.

4.4. Sanctions

4.4.1. Violations of the provisions in this Policy shall be forwarded to the Statutory Audit Committee, which will analyze and recommend to the Board of Executive Officers or the Board of Directors, as the case may be, the adoption of the applicable measures.

4.5. Responsibilities

4.5.1. In the application of this Policy, the following responsibilities are to be observed, without prejudice to others set forth in its other provisions:

- (a) Members of the Key Management Personnel and other employees of the Company and its subsidiaries: They shall comply with and ensure compliance with this Policy, timely reporting situations involving a potential conflict of interest, abstaining from voting, if applicable, and providing the necessary information relative to the Close Members of their Family, whenever requested.
- (b) Requesting areas: They shall assess whether the transactions under their responsibility constitute a Transaction with Related Party to be subjected to the rules and procedures of this Policy and, in case of doubt, consult the Legal Department or the Compliance Department in this regard. In the case of a Transaction with Related Party, they shall provide the necessary approvals from the Company's governance bodies as established in this Policy.
- (c) Board of Executive Officers: It shall report, on a quarterly basis, to the Statutory Audit Committee, the Transactions with Related Party under the terms defined in this Policy that occurred during the period.
- (d) Statutory Audit Committee: It shall: (i) evaluate and oversee, together with the Company's management and the Internal Audit department, the adequacy of the Transactions with Related Party performed by the Company and their respective evidence; and (ii) evaluate, oversee, and recommend to the Company's management the correction or improvement of this Policy.
- (e) Legal Department and/or Compliance Department: It shall keep this Policy updated to ensure that any changes in the Company's direction or changes to the bylaws or legislation are incorporated herein, clarifying any doubts relative to its content and application.

5. APPROVAL AND TERM

5.1. This Policy shall come into force on the date of its approval by the Board of Directors and shall remain in force for an indefinite period, until further notice. Any changes to this Policy shall be subject to prior resolution by the Board of Directors.

5.2. This Policy was approved, in its original version, by the Company's Board of Directors at a meeting held on September 26, 2018, having been amended as indicated in the table below, and is available on the Company's website (www.iochpe.com.br) and on CVM's website (www.cvm.gov.br).

| VERSION | TERM DATE | REVISION | | REVISED BY |
|----------|------------|------------------|---|---|
| | | Section | Modifications | |
| Original | 26/09/2018 | N/A | N/A | Board of Directors (as per the meeting held on 26/09/2018) |
| R.01 | 26/06/2024 | General 4.1.5 | IMCP-0006 → IMSA-PL-0037 Improvement of wording, updating of normative references and inclusion of exclusive competence of the general shareholders' meeting provided for by law | Board of Directors (as per the meeting held on 26/06/2024) |

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