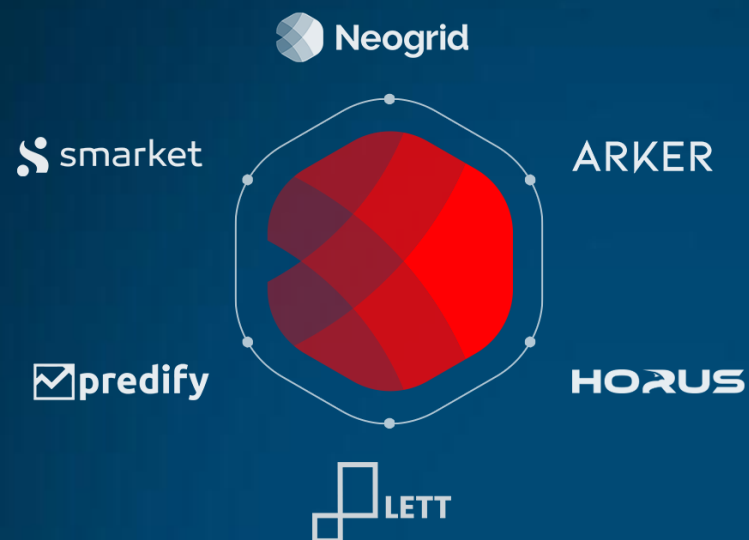


Brazilian Corporate Governance Report

2025



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1. Shareholders

Principle	Recommended Practice	Adopted?	Explanation
1.1 Shareholding Structure	1.1.1 The company's capital stock must be composed only of common shares.	Yes	Not applicable
1.2 Shareholders' Agreements	1.2.1 Shareholders' agreements shall not bind the exercise of the voting rights of any manager or member of the supervisory and control bodies.	Not applicable	Not applicable
1.3 General Assembly	1.3.1 The board of directors must use the meeting to communicate the conduct of the company's business, so the management must publish a manual to facilitate and encourage participation in the general meetings.	Yes	Not applicable
1.3 General Assembly	1.3.2 The minutes must allow a full understanding of the discussions held at the meeting, even if drawn up in the form of a summary of the facts that occurred, and identify the votes cast by the shareholders.	Yes	Not applicable
1.4 Defensive Measures	1.4.1 The board of directors must make a critical analysis of the advantages and disadvantages of the defense measure and its characteristics and, above all, of the triggers and price parameters, if applicable, explaining them.	No	According to arts. 29 and 30 of the Company's Bylaws, the direct or indirect sale of Control of the Company, either by means of a single transaction or by means of successive transactions, shall be contracted under the condition that the acquirer of Control undertakes to carry out an Offer having as its object the shares issued by the Company held by the other shareholders, observing the conditions and deadlines provided for in the legislation and regulations in force and in the Novo Mercado Regulation, in order to ensure equal treatment to that given to the seller. Although the Board of Directors conducts analyses on the adequacy of the defense measures, the content of the analyses is a confidential matter and is not informed in public minutes.
1.4 Defensive Measures	1.4.2 Clauses that make it impossible to remove the measure from the bylaws, the so-called 'stony clauses'.	Yes	Not applicable
1.4 Defensive Measures	1.4.3 If the bylaws determine the holding of a public tender offer (OPA) whenever a shareholder or group of shareholders reaches, directly or indirectly, a relevant interest in the voting capital, the rule for determining the price of the offer shall not impose increases in premiums substantially above the economic or market value of the shares.	Yes	According to arts. 29 and 30 of the Company's Bylaws, the direct or indirect sale of Control of the Company, either by means of a single transaction or by means of successive transactions, shall be contracted under the condition that the acquirer of Control undertakes to carry out an Offer having as its object the shares issued by the Company held by the other shareholders, observing the conditions and deadlines provided for in the legislation and regulations in force and in the Novo Mercado Regulation, in order to ensure equal treatment to that given to the seller. In addition, it is possible to formulate a single Tender Offer, aiming at more than one of the purposes provided for in the applicable laws and regulations, provided that (i) it is possible to make the procedures of all types of Tender Offer compatible, (ii) there is no prejudice to the recipients of the offer and (iii) authorization from the CVM is obtained, when required by the applicable laws and regulations.
1.5 Change of Control	1.5.1 The company's bylaws shall establish that: (i) transactions in which the direct or indirect sale of shareholding control is configured must be accompanied by a public tender offer (OPA) addressed to all shareholders, at the same price and conditions obtained by the selling shareholder; (ii) managers must express their opinion on the terms and conditions of corporate reorganizations, capital increases and other transactions that give rise to the change of control, and state whether they ensure fair and equitable treatment of the company's shareholders.	Yes	Not applicable
1.6 Management's statement in the OPAs	1.6.1 The bylaws shall provide that the board of directors shall give its opinion in relation to any Tender Offer with respect to shares or securities convertible or exchangeable for shares issued by the company, which shall contain, among other relevant information, the management's opinion on the possible acceptance of the Tender Offer and on the economic value of the company.	Yes	Not applicable
1.7 Profit Allocation Policy	1.7.1 The company must prepare and disclose a profit allocation policy defined by the board of directors. Among other aspects, such policy must provide for the frequency of dividend payments and the reference parameter to be used to define the respective amount (percentages of adjusted net income and free cash flow, among others).	No	The Company does not have a policy determining additional rules for the allocation of results, in addition to those provided for in Law 6,404/76. The Company's Bylaws establish minimum rules for the allocation of results, which must be observed by the Board of Directors in the proposals submitted annually to the general meeting or in the approval of interim distributions throughout the fiscal years. The Company is entitled to make interim distributions, in addition to the annual resolution of the shareholders.
1.8 Mixed-Economy Companies	1.8.1 The bylaws must clearly and precisely identify the public interest that justified the creation of the mixed-capital company, in a specific chapter.	Not applicable	Not applicable
1.8 Mixed-Economy Companies	1.8.2 The board of directors shall monitor the company's activities and establish policies, mechanisms and internal controls to determine the possible costs of meeting the public interest and any reimbursement of the company or other shareholders and investors by the controlling shareholder.	Not applicable	Not applicable

2. Board of Directors

Principle	Best Practice	Adopted?	Explanation
2.1 Attributions	2.1.1 The board of directors shall, without prejudice to other legal, statutory and other practices provided for in the Code: (i) define business strategies, considering the impacts of the company's activities on society and the environment, aiming at the company's continuity and the creation of value in the long term; (ii) periodically 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 compatible with business strategies; (iii) define the company's values and ethical principles and ensure the maintenance of the issuer's transparency in the relationship with all stakeholders; (iv) annually review the corporate governance system, with a view to improving it.	Yes	<p>The Board of Directors ("BoD") has as its main duties the establishment of general business policies and supervision of the management of the Company's Executive Board ("Executive Board"). The Board of Directors has its own charter charter, which was approved at the Board of Directors' Meeting held on December 10, 2020, and is available for consultation on the websites of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br) and the Company (ri.neogrid.com). At a meeting of the Board of Directors, the Risk Management Policy was approved, which can be accessed on the investor relations website (ri.neogrid.com) and has as references (i) the corporate governance guidelines of the Company's bylaws; (ii) the provisions contained in Instruction No. 480/09 of the Brazilian Securities and Exchange Commission ("ICVM"), as amended by ICVM No. 80/22; (iii) the IBGC's Code of Best Corporate Governance Practices (Brazilian Code of Corporate Governance); and (iv) the Novo Mercado Regulation of B3 S.A. – Brasil, Bolsa, Balcão ("B3").</p> <p>Pursuant to Article 15 of the Bylaws, the Board of Directors shall hold ordinary, quarterly and extraordinary meetings whenever necessary, to address issues related to the Company's business, including strategy. In addition to the duties conferred on it by the Brazilian Corporation Law, the Board of Directors is responsible for assessing the quarterly and annual results of the Company's operations, approving the annual budgets and deliberating on its submission management reports to the general meeting, as well as the other provisions of Articles 16 and 17 of the Company's Bylaws.</p>
2.2 Composition of the Board of Directors	2.2.1 The bylaws shall establish that: (i) the board of directors shall be composed mostly of external members, with at least one third of independent members; (ii) the Board of Directors must annually evaluate and disclose who the independent directors are, as well as indicate and justify any circumstances that may compromise their independence.	Yes	Not applicable
2.2 Composition of the Board of Directors	2.2.2 The board of directors shall approve a nomination policy that establishes: (i) the process for the nomination of members of the board of directors, including the indication of the participation of other bodies of the company in said process; (ii) that the Board of Directors should be composed in view of the availability of time of its members to perform their functions and the diversity of knowledge, experiences, behaviors, cultural aspects, age group and gender.	Yes	<p>The Board of Directors has its own charter charter, which was approved at the Board of Directors' Meeting held on December 10, 2020, and is available for consultation on the websites of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br) and the Company (ri.neogrid.com).</p> <p>In addition, the Company has a Policy for the Nomination and Filling of Positions, approved at a meeting of the Board of Directors, which mentions the process for the appointment of members of the Board of Directors, and which must be composed in view of the availability of time of its members to perform their duties and the diversity of knowledge, experiences, behaviors, cultural aspects, age group and gender.</p>
2.3 Chairman of the Board	2.3.1 The Chief Executive Officer shall not accumulate the position of Chairman of the Board of Directors.	Yes	Not applicable
2.4 Evaluation of the Board and Advisors	2.4.1 The company shall implement an annual process for evaluating the performance of the board of directors and its committees, as collegiate bodies, the chairman of the board of directors, the directors, individually considered, and the governance secretariat, if any.	Yes	The members of the Board of Directors will be evaluated annually, in accordance with the Performance Evaluation Policy.
2.5 Succession Planning	2.5.1 The board of directors shall approve and keep up to date a plan for the succession of the chief executive officer, the preparation of which shall be coordinated by the chairman of the board of directors.	Partially	The company in its Bylaws provides that, in addition to the attributions that the Brazilian Corporation Law confers on the Board of Directors, they are also assigned the election, replacement or dismissal of members from the Board of Directors. The Company does not have an approved succession plan, however, the Company's discussions and decisions are shared and have the engagement not only of the Chief Executive Officer but also of the others members of the Executive Board and the Board of Directors, which contributes to the continuity of the Company's management, in the event of any need for succession.
2.6 Integration of New Directors	2.6.1 The company must have a previously structured integration program for new members of the board of directors, so that these members are introduced to the company's key people and its facilities and in which essential topics for the understanding of the company's business are addressed.	Yes	The Company adopts procedures for the integration of new board members, which include access to the corporate structure, strategic planning for the market, product and technological environment, providing extensive knowledge about the Company's operations and business. In addition, the new board members are introduced to key professionals in each area, oriented on policies and integrated into the planned meeting schedule.
2.7 Compensation of Board Members	2.7.1 The compensation of the members of the board of directors must be proportional to the attributions, responsibilities and time demands. There should be no compensation based on attendance at meetings, and variable compensation for directors, if any, should not be tied to short-term results.	Yes	Not applicable

2. Board of Directors

Principle	Best Practice	Adopted?	Explanation
2.8 Internal Regulations of the Board of Directors	2.8.1 The board of directors shall have an internal charter that regulates its responsibilities, duties and operating rules, including: (i) the duties of the chairman of the board of directors; (ii) the rules for replacing the chairman of the board in his absence or vacancy; (iii) the measures to be adopted in situations of conflict of interest; and (iv) the definition of sufficient time in advance for the receipt of materials for discussion at the meetings, with adequate depth.	Partially	According to the Internal Regulations of the Board of Directors, the following are supported: (i) duties of the chairman of the Board of Directors; (ii) in the event of vacancy in the position of any member of the Board of Directors; and (iii) conflicts of interest. Of the items, only the definition of the deadline for receiving the materials does not yet exist provision in the bylaws, but are provided for in Bylaws Art. 15.
2.9 Meetings of the Board of Directors	2.9.1 The board of directors must define an annual calendar with the dates of the ordinary meetings, which must not be less than six nor more than twelve, in addition to calling extraordinary meetings, whenever necessary. This calendar should provide for an annual thematic agenda with relevant subjects and discussion dates.	Yes	Not applicable
2.9 Meetings of the Board of Directors	2.9.2 Board meetings must regularly provide for exclusive sessions for external directors, without the presence of executives and other guests, for alignment of external directors and discussion of topics that may create embarrassment.	Yes	Not applicable
2.9 Meetings of the Board of Directors	2.9.3 The minutes of the board meeting must be clearly written and record the decisions taken, the people present, the dissenting votes and the abstentions from voting.	Yes	According to the Internal Regulations of the Board of Directors, all resolutions of the Board of Directors shall be included in minutes drawn up in the respective Minutes Register Book of the Board of Directors. In addition, whenever they contain resolutions intended to produce effects before third parties, the extracts from the minutes of the Board of Directors shall be disclosed, in accordance with the applicable legislation, and filed in a timely manner with the competent Board of Trade and published, as the case may be. Finally, the minutes of the Board of Directors' Meetings must be clearly written and record the decisions taken, the people present, the dissenting votes and the abstentions from voting.

3. Board of directors

Principle	Best Practice	Adopted?	Explanation
3.1 Attributions	3.1.1 The Executive Board shall, without prejudice to its legal and statutory duties and other practices provided for in the Code: (i) execute the risk management policy and, whenever necessary, propose to the Board any need to revise this policy, due to changes in the risks to which the company is exposed; (ii) implement and maintain effective mechanisms, processes and programs for monitoring and disclosing the financial and operational performance and the impacts of the Company's activities on society and the environment.	Yes	Not applicable
3.1 Attributions	3.1.2 The board of directors must have its own internal regulations that establish its structure, its functioning and its roles and responsibilities.	Partially	The Board of Directors does not have an internal regulation. The Bylaws (in its articles 18 to 21) mention the responsibilities and roles of the Company's Executive Officers. In addition, the Company has a Maintenance Policy Nomination and filling of positions, approved at a meeting of the board of directors, which mentions that the proposal for reelection of the members of the Executive Board must be based on their respective annual evaluations during the period of their term of office, their management contract and their performance indicators.
3.2 Nomination of Directors	3.2.1 There shall be no reservation of executive positions or managerial positions for direct nomination by shareholders.	Yes	Not applicable
3.3 Evaluation of the Chief Executive Officer and the Board of Executive Officers	3.3.1 The Chief Executive Officer shall be evaluated annually in a formal process conducted by the Board of Directors, based on the verification of the achievement of the financial and non-financial performance targets established by the Board of Directors for the company.	Yes	The Company has a Policy for the nomination and filling of positions, in which it mentions that the proposal for the nomination and reelection of the members of the Executive Board must be based on their respective annual evaluations during the period of their term of office, their management contract and their performance indicators.
3.3 Evaluation of the Chief Executive Officer and the Board of Executive Officers	3.3.2 The results of the evaluation of the other executive officers, including the CEO proposals regarding the goals to be agreed upon and the permanence, promotion or dismissal of the executives in their respective positions, must be presented, analyzed, discussed and approved at a meeting of the board of directors.	Yes	The Company has a Policy for Nomination and Filling of Positions, in which it mentions that the proposal for the reelection of the members of the Executive Board must be based on their respective annual evaluations during the period of their term of office, their management contract and their performance indicators. In addition, for new appointments, the Board of Directors must pay attention to the practices mentioned in the policy mentioned initially.
3.4 Compensation of the Board of Directors	3.4.1 The remuneration of the executive board shall be set by means of a remuneration policy approved by the board of directors through a formal and transparent procedure that considers the costs and risks involved.	Yes	The Company adheres to the practices described in the Brazilian Corporate Governance Code, in accordance with the Compensation Policy and are available in item 8 of the Company's Reference Form (ri.neogrid.com)
3.4 Compensation of the Board of Directors	3.4.2 The compensation of the executive board must be linked to results, with medium and long-term goals clearly and objectively related to the generation of economic value for the company in the long term.	Yes	The Company adheres to the practices described in the Brazilian Corporate Governance Code, in accordance with the Compensation Policy and are available in item 8 of the Company's Reference Form (ri.neogrid.com)
3.4 Compensation of the Board of Directors	3.4.3 The incentive structure must be aligned with the risk limits defined by the board of directors and prohibit the same person from controlling the decision-making process and its respective supervision. No one should deliberate on his own remuneration.	Yes	The Company adheres to the practices described in the Brazilian Corporate Governance Code, in accordance with the Compensation Policy and are available in item 8 of the Company's Reference Form (ri.neogrid.com)

4. Inspection and Control Bodies

Principle	Best Practice	Adopted?	Explanation
4.1 Audit Committee	4.1.1 The statutory audit committee shall: (i) have among its duties to advise the board of directors on the monitoring and control of the quality of the financial statements, internal controls, risk management and compliance; (ii) be formed mostly by independent members and coordinated by an independent director; (iii) have at least one of its independent members with proven experience in the accounting-corporate, internal controls, financial and auditing areas, cumulatively; and (iv) have its own budget for hiring consultants for accounting, legal or other matters, when the opinion of an external expert is required.	Yes	<p>The Risk Management Policy, approved at the Board of Directors' meeting on November 24, 2020, and is available for consultation on the websites of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br) and the Company (ri.neogrid.com), mentions in item 6.1.2: "The Board of Directors, in addition, is responsible for defining the Company's level of risk appetite in the conduct of its business, as well as, together with the Audit Committee, monitor and control the quality of the financial statements and quarterly information, internal controls and risk management and compliance".</p> <p>In addition, the Company has the Internal Regulations for the Audit Committee, approved at the board of directors' meeting on October 19, 2022, and is available for consultation on the websites of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br) and the Company (ri.neogrid.com), which determines its composition, competencies, compensation and duties, in accordance with the requirements of this governance code.</p>
4.2 Fiscal Council	4.2.1 The fiscal council must have its own internal regulations that describe its structure, operation, work program, roles and responsibilities, without creating embarrassment to the individual performance of its members.	Yes	Not applicable
4.2 Fiscal Council	4.2.2 The minutes of the meetings of the fiscal council must comply with the same rules for disclosure as the minutes of the board of directors.	Yes	Not applicable
4.3 Independent Audit	4.3.1 The company shall establish a policy for hiring extra-audit services from its independent auditors, approved by the board of directors, which prohibits the hiring of extra-audit services that may compromise the auditors' independence. The company must not hire as an independent auditor someone who has provided internal audit services to the company for less than three years.	Partially	<p>The Company does not have a specific policy for contracting extra-audit services with the independent auditor, but follows the internal procedure for contracting its suppliers, which is described in the Purchasing Policy. In addition, it is the responsibility of the Board of Directors to evaluate the work of the independent auditor. For the purposes of this evaluation, the Board of Directors has the help of the Audit Committee, which is responsible for evaluating the performance of the independent auditors and making recommendations to the Board from Management to appoint, reappoint or request their dismissal, as well as review the policies for the provision of services performed by its independent auditors.</p> <p>In order to provide greater transparency to the topic and to the extra-audit contracted services, the Company, through its reference form in item 9, clarifies and breaks down these contracts, aiming at the amounts and scope of the related work.</p>
4.3 Independent Audit	4.3.2 The independent audit team must report to the board of directors, through the audit committee, if any. The audit committee shall monitor the effectiveness of the work of the independent auditors, as well as their independence. It must also evaluate and discuss the annual work plan of the independent auditor and forward it to the Board of Directors for consideration.	Yes	Not applicable
4.4 Internal Audit	4.4.1 The company must have an internal audit area directly linked to the board of directors.	Yes	The Company has an independent Internal Audit department that reports directly to the Audit Committee. In addition, the audit department has the support of an outsourced Internal Audit, which is different from the company that provides independent audit services and the Company. It is responsible for verifying the effectiveness of the Company's risk management, as well as evaluating, at least annually, the effectiveness of the policies and systems for risk management and internal controls, as well as reporting to the Board of Directors.
4.4 Internal Audit	4.4.2 In case of outsourcing of this activity, the internal audit services must not be performed by the same company that provides audit services of the financial statements. The company must not hire for internal audit someone who has provided independent audit services to the company for less than three years.	Yes	Not applicable
4.5 Risk Management, Internal Controls and Integrity/Compliance	4.5.1 The company shall adopt a risk management policy, approved by the board of directors, which includes the definition of the risks for which protection is sought, the instruments used for this purpose, the organizational structure for risk management, the assessment of the adequacy of the operational structure and internal controls in verifying its effectiveness, in addition to defining guidelines for the establishment of acceptable limits for the company's exposure to these risks.	Yes	<p>The Company maintains a Risk Management Policy, approved by the Board of Directors, with a favorable recommendation from the Audit Committee, with a periodicity of review every three years or in a shorter period of time, if the need for changes is identified.</p> <p>Information on risk management, internal controls and the integrity/compliance program is described in principle 2.1 of this Report regarding the Board of Directors, as well as in items 4 and 5 of the Reference Form.</p> <p>The duties of the Internal Controls, Risks and Compliance area are described in item 5.1 of the Reference Form.</p>

4. Inspection and Control Bodies

Principle	Best Practice	Adopted?	Explanation
4.5 Risk Management, Internal Controls and Integrity/Compliance	4.5.2 It is incumbent upon the board of directors to ensure that the executive board has mechanisms and internal controls to know, evaluate and control risks, in order to maintain them at levels compatible with the established limits, including an integrity/compliance program aimed at complying with laws, regulations and external and internal rules.	Yes	According to the Risk Management Policy, approved on November 24, 2020, the Executive Board is the body responsible for adopting risk management mechanisms, following the decisions made at the Meetings (as defined below), using control instruments through appropriate systems and professionals trained in risk measurement, analysis and management. It is also incumbent upon the Executive Board to evaluate, at least annually, the effectiveness of the risk management and internal control policies and systems, as well as the integrity/compliance program, and to report to the Board of Directors on this assessment. And the Board of Directors is the body responsible for approving this Policy and its future revisions, establishing general guidelines for risk management and for assisting the Executive Board and other areas in the implementation of measures to mitigate the risks to which the Company is exposed. In addition, it is responsible for defining the Company's level of risk appetite in the conduct of its business, as well as, together with the Audit Committee, monitoring and controlling the quality of the financial statements and quarterly information, internal controls and risk management and compliance.
4.5 Risk Management, Internal Controls and Integrity/Compliance	4.5.3 The board of directors shall evaluate, at least annually, the effectiveness of the policies and systems of risk management and internal controls, as well as of the integrity/compliance program and report to the board of directors on this evaluation.	Yes	According to the Risk Management Policy, approved on November 24, 2020, the Executive Board is the body responsible for adopting risk management mechanisms, following the decisions made at the Meetings (as defined below), using control instruments through appropriate systems and professionals trained in risk measurement, analysis and management. It is also incumbent upon the Executive Board to evaluate, at least annually, the effectiveness of the risk management and internal control policies and systems, as well as the integrity/compliance program, and to report to the Board of Directors on this assessment. And the Board of Directors is the body responsible for approving this Policy and its future revisions, establishing general guidelines for risk management and for assisting the Executive Board and other areas in the implementation of measures to mitigate the risks to which the Company is exposed. In addition, it is responsible for defining the Company's level of risk appetite in the conduct of its business, as well as, together with the Audit Committee, monitoring and controlling the quality of the financial statements and quarterly information, internal controls and risk management and compliance.

5. Ethics and conflict of interest

Principle	Best Practice	Adopted?	Explanation
5.1 Code of Conduct and Whistleblowing Channel	5.1.1 The company must have a conduct committee, endowed with independence and autonomy and directly linked to the board of directors, in charge of implementing, disseminating, training, reviewing and updating the code of conduct and the whistleblowing channel, as well as conducting investigations and proposing corrective measures related to violations of the code of conduct.	Partially	<p>The Company has a Code of Ethics and Conduct, the current version of which was approved by the Board of Directors, and is applicable to all employees of the Company, including its officers, members of its board of directors, its fiscal council when installed, the committees of the board of directors, as well as any other bodies with technical functions and/or intended to advise managers</p> <p>The implementation, application and monitoring of the operation, compliance and efficiency of the mechanisms and procedures described in the Code of Conduct are the responsibility of the Company's Ethics Committee. Or the Company's Ethics Committee works together with the Human Resources and Legal departments. These departments work continuously, with the objective of disseminating and consolidating an ethical corporate culture, as well as to prevent and detect in a timely manner any conduct that may represent a violation of the Code of Conduct, the Company's other policies and/or the laws and regulations in force applicable to its activities, such as, for example, the Anti-Corruption Laws.</p> <p>In addition, the Company maintains a whistleblowing channel open to internal and external public (www.contatoseguro.com/neogrid), so that they can report ethical or conduct deviations. All complaints received are treated impartially, regardless of function and hierarchical level, and the anonymity and confidentiality of the whistleblower's identity are ensured.</p>
5.1 Code of Conduct and Whistleblowing Channel	5.1.2 The code of conduct, prepared by the executive board, with the support of the conduct committee, and approved by the board of directors, shall: (i) discipline the company's internal and external relations, expressing the commitment expected of the company, its directors, officers, shareholders, employees, suppliers and stakeholders to 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, which, as the case may be, is conflicting; (iii) clearly define the scope and scope of actions aimed at investigating the occurrence of situations understood to be carried out with the use of insider information (for example, use of insider information for commercial purposes or to obtain advantages in the trading of securities); (iv) to establish that ethical principles underpin the negotiation of contracts, agreements, proposals for changes to the bylaws, as well as the policies that guide the entire company, and to establish a maximum value of third-party goods or services that managers and employees may accept free of charge or favorably.	Yes	Not applicable
5.1 Code of Conduct and Whistleblowing Channel	5.1.3 The whistleblowing channel must be endowed with independence, autonomy and impartiality, operating operating guidelines defined by the board of directors and approved by the board of directors. It must be operated independently and impartially, and ensure the anonymity of its users, in addition to promoting, in a timely manner, the necessary investigations and measures. This service may be carried out by a third party of recognized capacity.	Yes	<p>The Company maintains a whistleblowing channel open to the internal and external public, operating 24 (twenty-four) hours a day, 7 (seven) days a week, in an identified or anonymous manner, observing absolute confidentiality, so that they can report ethical or conduct deviations. All complaints received are treated impartially, regardless of function and hierarchical level, and the anonymity and confidentiality of the whistleblower's identity are ensured. Complaints received are investigated in detail and, if necessary, may lead to the imposition of applicable internal disciplinary measures, such as (i) oral or written warning; (ii) suspension; (iii) dismissal; and (iv) dismissal for cause. The penalties will be applied after evaluation and recommendation by the Ethics Committee according to the seriousness of the transgression, without prejudice to the application of other measures provided for by law.</p> <p>Reporting channel link: https:// www.contatoseguro.com.br/pt/neogrid/relato/denuncia</p>
5.2 Conflict of Interest	5.2.1 The company's governance rules must ensure the separation and clear definition of roles, roles and responsibilities associated with the mandates of all governance agents. The decision-making powers of each instance must also be defined, with the aim of minimizing possible sources of conflicts of interest.	Yes	<p>The Company adheres to the practice described in the Code, and although there is no approved authority policy, the Company has clear rules that ensure the separation and clear definition of the functions, roles and responsibilities of each of the managers and directors. The Company's policies were prepared considering (i) the corporate governance guidelines of the Company's bylaws; (ii) the provisions contained in Instruction No. 80/22 of the Brazilian Securities and Exchange Commission ("ICVM"), as amended; (iii) the IBGC's Code of Best Corporate Governance Practices (Brazilian Code of Corporate Governance); and (iv) the Novo Mercado Regulation of B3 S.A. – Brasil, Bolsa, Balcão ("B3").</p>

5. Ethics and conflict of interest

Principle	Best Practice	Adopted?	Explanation
5.2 Conflict of Interest	5.2.2 The company's governance rules must be made public and determine that the person who is not independent in relation to the matter under discussion or deliberation in the company's management or supervisory bodies must manifest, in a timely manner, his or her conflict of interest or private interest. If it does not do so, these rules must provide that another person manifests the conflict, if he or she is aware of it, and that, as soon as the conflict of interest is identified in relation to a specific topic, the person involved withdraws, including physically, from the discussions and deliberations. The rules must provide that this temporary leave is recorded in the minutes.	Yes	<p>In this context, item 12 of the Internal Regulations of the Board of Directors mentions that: 12.1. To preserve the best interest of the Company, the Board Members shall act impartially, and shall abstain from voting on resolutions related to matters in which their interests conflict with those of the Company.</p> <p>12.2. The Board Members shall express any conflict of interest at the beginning of each meeting of the Board of Directors, indicating the item(s) on the Agenda with which they have a conflict of interest and being, in relation to such matter(s), prevented from voting. 12.2.1. The impediment shall be included in the minutes of the Board of Directors' meeting. 12.3. Any of the Board Members may allege the existence of a conflict of interest of another member of the Board of Directors, and it is certain that, if there is no consensus regarding the existence of the conflict, the other Board Members (except the agent and the patient) will vote on the existence or not of the conflict, thus determining the possibility or not of the participation of such Board Member in the discussion and deliberation on the respective matter. 12.4. Once the conflict of interest has been manifested or characterized, the other Board Members may resolve on the prohibition of the participation of the conflicted Board Member in discussions related to the subject matter of the conflict</p> <p>Document link: https://api.mziq.com/mzfilemanager/v2/d/af0b07a8-e6ab-4a8b-9a06-2330d4bf7d1f/89e75dd9-d24a-b790-de94-5c9c7839533d?origin=1</p>
5.2 Conflict of Interest	5.2.3 The company must have mechanisms for managing conflicts of interest in the votes submitted to the general meeting, to receive and process allegations of conflicts of interest, and to annul votes cast in conflict, even if after the conclave.	Yes	It is incumbent upon the board of the general meeting, pursuant to article 128 of Law No. 6,404/76, to direct the work of the meeting and, therefore, to evaluate the issues related to the conflict of interest of the shareholders during the conclave, except that it is incumbent, first of all, on the shareholder himself, to recognize and declare his conflict to the meeting.
5.3 Transactions with Related Parties	5.3.1 The bylaws must define which transactions with related parties must be approved by the board of directors, to the exclusion of any members with potentially conflicting interests.	Yes	Not applicable
5.3 Transactions with Related Parties	5.3.2 The board of directors shall approve and implement a policy on transactions with related parties, which includes, among other rules: (i) provision that, prior to the approval of specific transactions or guidelines for the contracting of transactions, the board of directors requests the board of directors to provide market alternatives to the transaction with related parties in question, adjusted for the risk factors involved; (ii) prohibition of forms of remuneration of advisors, consultants or intermediaries that generate a conflict of interest with the company, managers, shareholders or classes of shareholders; (iii) prohibition of loans in favor of the controlling shareholder and managers; (iv) the hypotheses of transactions with related parties that must be based on independent appraisal reports, prepared without the participation of any party involved in the transaction in question, be it a bank, lawyer, specialized consulting firm, among others, based on realistic assumptions and information endorsed by third parties; (v) that corporate restructurings involving related parties must ensure equitable treatment for all shareholders.	Yes	<p>The Company has a related party transaction policy, approved on October 19, 2020, which states in items 4.4 and 4.5: The Board of Executive Officers will be responsible for identifying the related parties and classifying the transactions as related party transactions. This assessment shall be made in relation to any and all transactions to be entered into or powers of attorney to be granted by the Company, using the criteria established in this Policy and in the Technical Pronouncement for the purpose of identifying and classifying related parties. If the Executive Board understands that it is a transaction with related parties, it must (i) if such transaction is within the competence of approval of the Board of Directors, sign the relevant documentation only after having the approval of the Board of Directors; or (ii) if such transaction is not within the competence of approval of the Board of Directors, the Executive Board may enter into the competent documentation, subject to the terms of this Policy and the Bylaws, if it understands that the transaction under review is under market conditions.</p> <p>In addition, item 7.5 mentions that the Company and its direct and indirect subsidiaries must ensure that the remuneration of advisors, consultants or intermediaries that may be hired under the terms of this Policy does not result in conflicts of interest with the Company (including its subsidiaries), its managers or its shareholders.</p> <p>In item 6 (ii) the policy prohibits loans in favor of the controlling shareholder and managers;</p> <p>Item 7.7 states that all independent appraisal reports that may be necessary to support transactions with related parties must be prepared without the participation of any party involved in the transaction in question, be it a financial institution, legal advisors, specialized consulting firm, among others, based on realistic assumptions and information endorsed by third parties.</p> <p>And finally, item 7.6 mentions that corporate restructurings involving the Company (or its subsidiaries) and its respective related parties must ensure equitable treatment for the Company's shareholders.</p> <p>Document link: https://api.mziq.com/mzfilemanager/v2/d/af0b07a8-e6ab-4a8b-9a06-2330d4bf7d1f/3ebeb053-eef2-1764-6165-0ae1ed854f14?origin=1</p>
5.4 Securities Trading Policy	5.4.1 The company shall adopt, by resolution of the board of directors, a policy for trading securities issued by the company, which, without prejudice to compliance with the rules established by CVM regulations, establishes controls that enable the monitoring of the trades carried out, as well as the investigation and punishment of those responsible in case of non-compliance with the policy.	Yes	The Securities Trading Policy was approved by the Board of Directors on October 19, 2020, and is available for consultation on the websites of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br) and the Company (ri.neogrid.com), and includes all the requirements set forth in the Code.

5. Ethics and conflict of interest

Principle	Best Practice	Adopted?	Explanation
5.5 Policy on Contributions and Donations	5.5.1 In order to ensure greater transparency regarding the use of the company's resources, a policy on its voluntary contributions, including those related to political activities, must be prepared to be approved by the board of directors and executed by the executive board, containing clear and objective principles and rules.	Yes	According to the Corporate Anti-Corruption Policy, previously approved by the Chief Executive Officer in May 2021, the company, pursuant to item 13, does not make contributions of any kind to political parties and does not engage in partisan political activities, and donations to electoral campaigns by Employees, Customers, Suppliers, Partners, Third Parties and Intermediaries on behalf of the company are prohibited. If any person with a direct or indirect relationship with the company is involved in any political activity, it will be independently, without any support from the company. The Company's Executive Board is responsible for ensuring that the procedures for managing corruption risks are duly met and communicated to the Ethics Committee.
5.5 Policy on Contributions and Donations	5.5.2 The policy shall provide that the board of directors shall be the body responsible for approving all disbursements related to policy activities.	No	According to the Corporate Anti-Corruption Policy, previously approved by the Chief Executive Officer in May 2021, the company, pursuant to item 13, does not make contributions of any kind to political parties and does not engage in partisan political activities, and donations to electoral campaigns by Employees, Customers, Suppliers, Partners, Third Parties and Intermediaries on behalf of the company are prohibited. If any person with a direct or indirect relationship with the company is involved in any political activity, it will be independently, without any support from the company. The Company's Executive Board is responsible for ensuring that the procedures for managing corruption risks are duly met and communicated to the Ethics Committee.
5.5 Policy on Contributions and Donations	5.5.3 The policy on voluntary contributions of companies controlled by the State, or that have repeated and relevant commercial relations with the State, must prohibit contributions or donations to political parties or persons linked to them, even if permitted by law.	Not applicable	Not applicable