

Annual Shareholders Meeting ("ASM")
to be held on 06/18/2025

Management Proposal



Neogrid

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NEOGRID PARTICIPAÇÕES S.A.
Publicly-Held Company
CNPJ No. 10.139.870/0001-08
NIRE 42300036510

Dear Shareholders,

The Management of **NEOGRID PARTICIPAÇÕES S.A.**, a publicly-held company headquartered at Avenue Santos Dumont, n.º 935, 1º floor, Santo Antônio, Zip-Code 89.218105, in the City of Joinville, State of Santa Catarina, registered with CNPJ No. 10.139.870/0001-08 ("Company" or "Neogrid"), registered with the Brazilian Securities and Exchange Commission ("CVM") as a publicly-held company category "A", with its shares admitted to trading in the special listing segment called Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("B3"), pursuant to Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law."), and CVM Resolution No. 81, of March 29, 2022, as amended ("CVM Resolution 81/22"), presents V.Sas. this Management Proposal ("Proposal"), containing its proposals regarding the matters on the agenda of the Annual Shareholders Meeting to be held on June 18, 2025, at 11:00 a.m., exclusively digitally ("ASM").

The ASM is convened to resolve matters that were not resolved at the Shareholders' Meeting held on April 30, 2025 until the issuance of the independent auditors' report regarding the financial statements for the fiscal year ended December 31, 2024, as resolved at said meeting and disclosed in a notice to the market on April 30, 2025. The independent auditors' report, without reservation or emphasis, was issued on May 15, 2025, as informed in a material fact disclosed on the same date.

The matters on the agenda of the ASM are as follows:

A. Appraisal of the managers' accounts, financial statements and management report for the fiscal year ended December 31, 2024.

Management submits to shareholders' resolution the management accounts and the Company's individual and consolidated financial statements, accompanied by the Independent Auditors' Report, for the fiscal year ended December 31, 2024, accompanied by the management report ("Financial Statements").

The Financial Statements reflect the restatement of information regarding the opening and closing balances of the fiscal year ended December 31, 2023, in accordance with Technical Pronouncements No. 23 and 26(R1) of the Accounting Pronouncements Committee (CPC). The restatement is due to accounting adjustments identified by management, notably in the form of accounting and presentation of deferred Corporate Income Tax (IRPJ) and Social Contribution on Net Income (CSLL), related to the accounting of intangible assets arising from business combinations carried out by the Company in recent years, with no impact on the Company's cash balance. The restatement of such accounting information was disclosed through a material fact disclosed on March 31, 2025.

The Financial Statements and Management's Report were disclosed on March 31, 2025, and restated on May 15, 2025. The re-presentation of the Financial Statements occurred without any adjustment in relation to the original version, released on March 31, 2025, except that they are now accompanied by the report of the independent auditors and indicate that they are audited financial statements.

The initial publication and resubmission of the documents referred to above were carried out on *the websites* of CVM, B3 and the Company (<https://ri.neogrid.com>), through the DFP Online Module of the Empresas.NET System, and publication in a newspaper is waived as provided for in Circular/Annual Letter-2025-CVM/SEP, as a result of article 294-A of the Brazilian Corporation Law and CVM Resolution No. 166, of September 1, 2022.

The managers' comments on the Company's financial situation, required by article 10, item III, of CVM Resolution 81/22 are set out in **Annex I** to this Proposal.

B. Allocation of the result of the fiscal year ended December 31, 2024.

Considering that the Company recorded accounting losses in the fiscal year ended December 31, 2024, the losses will be fully absorbed by the Company's profit reserves, pursuant to article 189, sole paragraph, of the Brazilian Corporation Law, and the deliberation regarding the allocation of the result of the year is impaired.

The Company fails to submit the information referred to in Exhibit A of CVM Resolution 81/22, as authorized by the decision of the CVM Board in CVM Process No. RJ2010/14687, of September 27, 2011.

General Information:

- 1.** The documents and information related to the matters to be discussed at the ASM are available to shareholders at the Company's headquarters, as well as on the *websites* of the Brazilian Securities and Exchange Commission (www.cvm.gov.br), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company (ri.neogrid.com), in accordance with the provisions of the Brazilian Corporation Law, and CVM Resolution 81/22.
- 2.** Shareholders may participate in the ASM through: (i) a digital platform to be made available by the Company for access on the day and time of the ASM; or (ii) remote voting ballot, pursuant to CVM Resolution 81/22.
- 3.** Pursuant to paragraph 4 of article 5 of CVM Resolution 81/22, the Company clarifies that it chose to hold the ASM exclusively digitally, as it believes that this modality allows the participation of a larger number of shareholders, without the need for them to travel to the Company's headquarters, encouraging their participation, in addition to reducing the costs for participation and holding the conclave.
- 4.** To participate in the ASM through the digital platform, shareholders must send to the e-mail ri@neogrid.com, a request for access accompanied by the

following documents: **(i)** identity document of the shareholder or his representative; **(ii)** documents proving the powers of the representative of the legal entity shareholder or of the manager or administrator in the case of investment funds; and **(iii)** power of attorney instrument, duly regularized in accordance with the law, in the event of representation of the shareholder by an attorney-in-fact. The access request and the documents mentioned herein must be received by the Company **by 11:00 a.m. (Brasilia time) on June 16, 2025.**

5. To participate in the ASM by means of a remote voting ballot, pursuant to CVM Resolution 81/22, shareholders must: **(i)** forward the remote voting ballot directly to the Company; or **(ii)** send instructions for filling out the remote voting ballot to service providers for collecting and transmitting instructions for filling out the remote voting ballot, namely: **(a)** the shareholder's custodian, if the shares are deposited in a central depository; **(b)** the financial institution hired by the Company to provide securities bookkeeping services, pursuant to articles 27 and 34, paragraph 2, of the Brazilian Corporation Law, and the specific regulations on the subject, if the shares are not deposited in a central depository; or **(c)** the central depository in which the shares are deposited. The remote voting ballot must be received up to 4 (four) days before the date of the ASM, that is, **until June 13, 2025 (inclusive).**

6. Exceptionally at this ASM, as a way to facilitate participation, the Company will waive the notarization of signature and/or consularization or apostille of the documents to be presented by the shareholders (except in the case of the remote voting ballot, in which it is necessary to authenticate the signature or signature with e-CPF – Digital Certificate linked to ICP-Brasil).

7. The guidelines and procedures applicable to both types of participation mentioned in the items above, as well as the other instructions related to the ASM are detailed in the Participation Manual, which is available to shareholders at the Company's headquarters and on the *websites* of the Brazilian Securities and Exchange Commission (www.cvm.gov.br), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company (ri.neogrid.com).

8. Pursuant to item I-A of article 5 of CVM Resolution 81/22, the Company informs that the request for the installation of the Company's Fiscal Council may be made by the Company's shareholders holding at least two percent (2%) of the total common shares of the Company, in line with the provisions of article 4 of CVM Resolution No. 70, of 22 March 2022, as amended.

Joinville, May 16, 2025.

MIGUEL ABUHAB

Chairman of the Board of Directors

ANNEX I – MANAGERS' COMMENTS ON THE COMPANY'S FINANCIAL SITUATION

(according to CVM Resolution 87/2022, Annex C)

2.1 – Directors' Comments

The financial information included in items 2.1 to 2.11 of this Form, except when expressly excepted, refers to the Company's consolidated financial statements for the fiscal year ended December 31, 2024 ("Financial Statements").

The Financial Statements reflect the restatement of information regarding the opening and closing balances of the fiscal year ended December 31, 2023, in accordance with Technical Pronouncements No. 23 and 26(R1) of the Accounting Pronouncements Committee (CPC). The restatement is due to accounting adjustments identified by management, notably in the form of accounting and presentation of deferred Corporate Income Tax (IRPJ) and Social Contribution on Net Income (CSLL), related to the accounting of intangible assets arising from business combinations carried out by the Company in recent years, with no impact on the Company's cash balance. The restatement of such accounting information was disclosed through a material fact disclosed on March 31, 2025.

The Financial Statements were prepared in accordance with the accounting practices adopted in Brazil, including the pronouncements, interpretations and guidelines issued by the Accounting Pronouncements Committee (CPC) and the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB) (currently referred to by the IFRS Foundation as "IFRS Accounting Standards"). In addition to the interpretations issued by the IFRS Interpretations Committee (IFRIC Interpretations) or its predecessor body, Standing Interpretations Committee (SIC Interpretations), applicable to companies in Brazil registered with the Brazilian Securities and Exchange Commission ("CVM").

Certain tables in this Form contain the terms "AH" and "AV" which stand for "Horizontal Analysis" and "Vertical Analysis", respectively. The Horizontal Analysis compares ratios or items of the same item between different periods, while the Vertical Analysis represents (i) the percentage of a given account in relation to net revenues for the periods applicable to the results of operations, or (ii) the ratio between the value of each account and the total assets/liabilities and shareholders' equity, on the dates applicable to the balance sheet.

The Financial Statements are available on the Company's website (ri.neogrid.com) and on the CVM website (www.cvm.gov.br). For more details on the re-presentation of financial information for 2023, see item 2.11 of this form.

a. General financial and equity conditions

Overview

The Executive Officers understand that the Company has adequate financial and equity conditions to implement its business plan and meet its short and long-term obligations, based on the following aspects:

Indebtedness

The Company's net debt is calculated based on the Financial Statements. The following table shows the Company's net indebtedness in the fiscal year ended December 31:

Financial indicators (R\$ thousand)	12/31/2024	12/31/2023
Gross Indebtedness	8,440	10,923
Cash and Cash Equivalents and Financial Investments	142,568	177,328
Net Debt	(134,128)	(166,405)

The variation in the Company's Net Indebtedness between the years analyzed is mainly due to the reduction in the balances of Cash and Equivalents and Financial Investments, as detailed below.

Cash availability

As of December 31, 2024, the Company presented a cash balance and short-term financial investments of R\$142.6 million, compared to R\$177.3 million on December 31, 2023.

The reduction in cash and short-term financial investments was mainly due to investments in intangible assets (R\$22,592) via capitalization of expenses, payments related to acquisitions (R\$9,562) and repurchase of shares issued by the company itself (R\$7,186).

Financial Indicators

Current liquidity is calculated using the ratio of current assets to current liabilities. The variation in this ratio when compared between December 31, 2024 and 2023 is due to the reduction in cash balances and financial investments, as described above, and the payments of installments, as well as *earn-out adjustments* payable related to acquisitions of companies carried out by the Company in recent years.

Financial indicators (R\$ thousands)	On December 31,	
	2024	2023
Current Assets	221,918	257,842
Current liabilities	77,528	74,831
Current Liquidity	2,86	3,45

b. Capital Structure

The Company's executive officers understand that its current capital structure, measured mainly by the ratio of its total liabilities to its shareholders' equity, presents adequate levels of leverage.

As of December 31, 2024, the Company's shareholders' equity was R\$453.0 million, compared to R\$479.5 million on December 31, 2023. The oscillation was mainly due to the share buyback in 2024 and the result of the year.

The Company's capital structure was composed of 74.64% equity (shareholders' equity) and 25.36% third-party capital (total liabilities), while as of December 31, 2023 it was composed of 72.76% equity and 27.24% third-party capital, as evidenced by the following table:

Investment indicators (R\$ thousand)	On December 31,			
	2024	AV%	2023	AV%
Equity	452,974	74.64%	479,504	72.76%
Total Liabilities	153,904	25.36%	179,510	27.24%
Total	606,878	100,0%	659,014	100,0%

The Company's executive officers constantly monitor the relationship between equity and third-party capital in order to maintain an optimal ratio that provides a higher return on the capital invested by the Company's shareholders without depreciation of its liquidity, thus seeking the sustainability of its business in the long term.

c. Ability to pay in relation to the financial commitments assumed

The directors believe that the Company has the capacity to pay all of its short and long-term financial commitments. This situation can be verified through current liquidity ratios (calculated by dividing current assets by current liabilities) and indebtedness ratios (calculated by dividing net debt – short and long-term loans and financing minus cash and cash equivalents and financial investments – by EBITDA in the last 12 months).

The Company believes that the maintenance of its economic and financial health is a consequence of the value that its technology delivers to the customer, the robust and resilient customer base and its important capacity for innovation.

d. Sources of financing for working capital and investments in non-current assets used

In the current and previous fiscal years, the Company has used its shareholders' resources and the generation of its own cash to finance its capital needs.

In fiscal year 2024, the Company's operations generated net cash of R\$1.9 million, compared to a generation of R\$8.5 million in 2023, while its financing activities were responsible for a net cash application of R\$17.5 million, compared to an investment of R\$65.5 million in 2023. The lowest investment in investment activities occurred because, in 2023, the company made loan payments in the amount of R\$46.3 million. In 2024, the main investment application was the share buyback, in the amount of R\$7.2 million.

For more information on the Company's financing through loans from financial institutions, see item "f" below.

e. Sources of funding for working capital and investments in non-current assets that you intend to use to cover liquidity shortfalls

As of the date of this Form, we do not foresee resource needs that cannot be supported with the current or future resources that the Company may have.

If additional funds are needed to cover short-term liquidity shortfalls, the Company may consider anticipating receivables and/or raising funds from financial institutions in Brazil and abroad and in the Brazilian capital market.

f. Debt levels and the characteristics of such debts

As of December 31, 2024, the balance of the Company's loans and financing was R\$8.4 million, compared to R\$10.9 million in 2023. Net debt is calculated by the sum of loans and financing recorded in current and non-current liabilities, less the amounts recorded as cash and cash equivalents and financial investments, and totaled (R\$134.1) million on December 31, 2024, compared to (R\$166.4) million in 2023.

The main characteristics of the Company's net debt, based on its consolidated financial statements, are indicated in the table below:

Mode	Coin	Charges in 2024	Expiration year	Consolidated	
				12/31/2024	12/31/2023
Working (national)	capital	Real 1.96% a.m.	2026	-	290
Working (national)	capital	Real 3.21% a.m.	2026	-	146
BDMG	Real	6.3% p.a.	2024	-	142
FINEP	Real	TJLP +4.5% p.a.	2029	8,440	10,345
				8,440	10,923
Current liabilities				2,042	2,598
Noncurrent Liabilities				6,398	8,325

i. Relevant loan and financing agreements

On September 19, 2019, the Deed Instrument of the 1st. Issuance of Simple, Non-Convertible Debentures, of the Kind with Real Guarantee, with Additional Guarantee

Fiduciary, in a Single Series for Public Distribution with Restricted Distribution Efforts, of Neogrid Participações S.A., between the Issuer and Oliveira Trust Distribuidora de Títulos e Valores Mobiliários S.A (Fiduciary Agent), of 110,000 (one hundred and ten thousand) Debentures in the total amount of: R\$ 110.0 million ISIN Code: BRNGRDBS005, issued on October 1, 2019, whose amounts were used for the payment of a bank credit note issued by Neogrid Informática in favor of Banco do Brasil, in addition to the anticipation of the payment of the second and third installments due to the former shareholders of Accera as a result of its acquisition.

The Debentures have a maturity of sixty (60) months, as of the Issue Date, and therefore mature on October 1, 2024, except in the cases of early maturity and total early redemption ("Maturity Date"). They will be remunerated with CDI + 2.75% p.m. Depository Bank: Banco do Brasil S.A.

On December 15, 2023, as communicated to the market, the Company exercised its right to anticipate the full redemption of the issuance of the 1st debenture, with approval by the board of directors, dated November 30, 2023. The early redemption is a result of Neogrid's cash and debt management strategy, based on the increase in the total relative cost of the Operation due to the reduction of the basic interest rate.

ii. Other long-term relationships with financial institutions

In the current and previous fiscal year, the Company did not have any other long-term relationships with financial institutions other than those mentioned in its Financial Statements and respective explanatory notes.

iii. Degree of subordination between debts

The active loan agreement with Finep has bank guarantee letters as collateral. For more information, see note 18 of the 2024 Financial Statements.

In the event of any creditors' concurrence, the degree of subordination between the debts of the Company and its subsidiaries shall follow the order of preference provided for in article 83 of Law No. 11,101, of February 9, 2005, that is, labor credits, secured credits, tax credits and unsecured credits, respectively.

iv. Any restrictions imposed on the issuer, in particular, in relation to indebtedness limits and contracting of new debts, the distribution of dividends, the sale of assets, the issuance of new securities and the sale of corporate control, as well as whether the issuer has been complying with these restrictions

The Company does not have any restrictions regarding the indebtedness limit and contracting of new debts, the distribution of dividends, the sale of assets, the issuance of new securities and the sale of corporate control.

g. Limits of financing contracted and percentages already used

The Company does not have, in the current and previous fiscal year, any loans and financing for long-term projects (project finance) with utilization limits available for use.

h. Significant changes in items on the income statement and cash flow statement

The financial information contained and analyzed below is derived from the Company's Financial Statements for the fiscal year ended December 31, 2024, also considering the rectifications and representations of financial information for the fiscal year 2023. For more information on the referred representation, see item 2.11 of this Annex.

INCOME STATEMENTS

The Company presents below the explanations of the main variations that occurred and the explanations of its results, based on its financial statements:

DISCUSSION OF THE MAIN CHANGES IN THE INCOME STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019:

	<u>2024</u>	AV %	<u>2023</u>	AV %
			Reapres.	
Net sales revenue	274,098	100.0%	268,322	100.0%
Cost of services provided	<u>(111,790)</u>	-40.8%	<u>(95,617)</u>	-35.6%
Gross result	<u>162,308</u>	59.2%	<u>172,705</u>	64.4%
Operating revenues (expenses)	(202,687)	-73.9%	(169,898)	-63.3%
Selling expenses	(50,598)	-18.5%	(45,826)	-17.1%
General and administrative expenses	(77,905)	-28.4%	(69,219)	-25.8%
Research and development	(57,998)	-21.2%	(50,001)	-18.6%
Granted options recognized	(5,712)	-2.1%	(3,371)	-1.3%
Other net gains/(losses)	(10,474)	-3.8%	3,655	1.4%
Equity result	<u>-</u>	0.0%	<u>(5,136)</u>	-1.9%
Operating Result	<u>(40,379)</u>	-14.7%	<u>2,807</u>	1.0%
Financial revenues	15,974	5.8%	26,243	9.8%
Financial expenses	(8,695)	-3.2%	(12,447)	-4.6%
Net exchange rate variation	<u>(3,830)</u>	-1.4%	<u>740</u>	0.3%
Financial income (expenses), net	<u>3,449</u>	1.3%	<u>14,536</u>	5.4%
Result before income tax and social contribution	<u>(36,930)</u>	-13.5%	<u>17,343</u>	6.5%
Current income tax and social contribution	(293)	-0.1%	(2,970)	-1.1%
Deferred income tax and social contribution	<u>3,407</u>	1.2%	<u>(8,802)</u>	-3.3%
Net profit for the year	<u>(33,816)</u>	-12.3%	<u>5,571</u>	2.1%
Net profit for the year attributable to:				
Controlling shareholders' participation	(33,816)	-12.3%	7,165	2.7%
Participation of non-controlling shareholders	-	0.0%	(1,594)	-0.6%
Net profit for the year	(33,816)	-12.3%	5,571	2.1%
Other comprehensive results	<u>11,451</u>	4.2%	<u>(3,051)</u>	-1.1%
Comprehensive result for the year	<u>(22,365)</u>	-8.2%	<u>2,520</u>	0.9%

Net Operating Income

In 2024, revenue totaled R\$ 274.1 million, representing a 2.2% growth compared to 2023, with a 97.6% recurrence of SaaS contracts.

Revenue growth was impacted by the strategic decision to focus on customers in the CPG (*consumer packed goods*) market in Brazil, which led to the deprioritization of some products. The growth in revenue does not yet reflect the investments that the Company made throughout 2024, culminating in the launch of new products in the second half of 2024, including NIA (Neogrid's artificial intelligence), the new Commercial Intelligence suite and the new EDI Mercantil.

We maintain a high average time of active contracts with customers with opportunities for expansion in cross and up-sell operations between the network of

connected companies and in the complementarity of the solutions arising from the acquisitions made between 2021 and 2023 and Neogrid's new launches.

Cost of Services Provided

In 2024, costs totaled R\$111.8 million compared to R\$95.6 million in 2023, an increase of 16.9%. The increase in costs in the period is mainly the result of investments in the support and *customer success teams*, for the execution of projects arising from the Company's long-term strategic planning. There are also effects of consolidating the results of the companies acquired in 2023.

Gross Result

Due to the variations mentioned above, we had a 6.0% reduction in the result in 2024 compared to 2023, representing a decrease of R\$ 10.4 million.

Operating Revenues (Expenses)

In the period ended December 31, 2024, the Company's operating expenses increased by 15.7%, from R\$ 169.9 million in 2023 to R\$ 202.7 million in 2024, representing an increase of R\$ 32.8 million. This growth reflects investments in the teams to execute projects within the scope of the Company's long-term strategic plan, in addition to other extraordinary expenses, as detailed below:

Business expenses

The Company's commercial expenses increased by R\$4.8 million or 10.4%, reaching R\$50.6 million on December 31, 2024, compared to R\$45.8 million in the same period of 2023. The increase is a reflection of the investments made in the sales team and greater investment in marketing in the period.

Administrative expenditure

The Company's administrative expenses increased by R\$8.7 million or 12.5%, reaching R\$77.9 million on December 31, 2024, compared to R\$69.2 million in the same period of 2023. This increase had, among its main factors, the amortization of capital gains from assets acquired at the end of 2023. That year, all the shares of the companies Predify and Horus were acquired. Another important factor is the inflation of the period.

Research and development

The Company's research and development expenses increased by R\$8.0 million or 16.0%, reaching R\$58.0 million on December 31, 2024, compared to R\$50.0 million in the same period of 2023. The evolution of spending is a direct reflection of investments in teams to execute projects arising from long-term strategic planning.

Granted restricted options and shares recognized

Expenses with share grant plans increased by R\$2.3 million or 69.4%, reaching R\$5.7 million on December 31, 2024, compared to R\$3.4 million in the same period of 2023. The increase was mainly due to the granting of new grants of restricted shares related to the long-term incentive plan established in September 2022.

Other net income (expenses)

In 2024, the Company's other net expenses totaled R\$10.5 million, compared to net revenues of R\$3.6 million in 2023. The increase in expenses is mainly related to the

impairment of intangible assets in the amount of R\$27.7 million, partially offset by the reversal of earnout in the amount of R\$20.1 million.

Earnings Before Financial Revenues and Expenses

The Company's earnings before financial revenues and expenses went from a positive result of R\$ 2.8 million in fiscal year 2023 to a negative result of R\$ 40.4 million in 2024, representing a reduction of R\$ 43.2 million. This decrease was due to the variations mentioned above.

Financial result

The Company's financial result decreased by R\$ 11.1 million, from a net result of R\$ 14.5 million on December 31, 2023, to R\$ 3.4 million in the same period of 2024. The decrease is mainly due to lower income from financial investments, in line with the reduction in cash balances and financial investments, in addition to a non-cash effect of exchange variation related to a loan agreement between the Company's subsidiaries established in Brazil and abroad.

Results Before Income Tax and Social Contribution

Due to the variations mentioned above, in the 2024 fiscal year, the Company's earnings before income tax and social contribution decreased by R\$ 54.2 million, from a result of R\$ 17.3 million in 2023 to R\$ -36.9 million in the same period of 2024.

Income tax and social contribution

The Company's income tax and social contribution decreased by R\$14.9 million, reaching R\$3.1 million on December 31, 2024, compared to R\$-11.8 million in the same period of 2023. The decrease is due to the 2023 effect of the partial reversal of deferred income tax/CS assets on the loss of the overseas subsidiary Neogrid North America. In addition, there is also the effect of temporary differences, mainly caused by the increase in expenditure provisions.

Net Income for the Year

The Company's net income in 2024 decreased by R\$ 39.4 million, from a profit of R\$ 5.6 million in 2023 to a loss of R\$ 33.8 million in the same period of 2024 caused by the effects mentioned above, highlighting the impairment of intangible assets in the amount of R\$ 27.7 million and the investments made to carry out the projects provided for in the Company's strategic plan, which led to an increase in the team and personnel expenses.

BALANCE SHEET

COMPARISON BETWEEN THE BALANCES OF THE BALANCE SHEET ACCOUNTS IN THE YEARS ENDED DECEMBER 31:

(in R\$ thousands)	12/31/2024	VA (%)	12/31/2023	VA (%)
			Reapres.	
ACTIVE				
Rolling	221,918	36.6%	257,842	39.1%
Cash and cash equivalent	91,238	15.0%	62,742	9.5%
Short-term financial investments	51,330	8.5%	114,586	17.4%

Accounts receivable from customers	64,974	10.7%	58,300	9.5%
Taxes to be recovered	7,529	1.2%	15,165	2.5%
Advances	1,044	0.2%	1,107	0.2%
Anticipated expenses	5,789	1.0%	5,882	1.0%
Other credits	14	0.0%	60	0.0%
Non-Circulating	384,960	63.4%	401,172	60.9%
Achievable in the long term	19,406	3.2%	6,837	1.0%
Deferred income tax and social contribution	4,574	0.8%	6,569	1.0%
Taxes to be recovered	11,053	1.8%	-	0.0%
Anticipated expenses	3,646	0.6%	218	0.0%
Other credits	133	0.0%	50	0.0%
Related Parts	-	0.0%	-	0.0%
Investments	-	0.0%	-	0.0%
Lease right-of-use assets	10,087	1.7%	11,523	1.7%
Asset	3,410	0.6%	4,549	0.7%
Intangible	352,057	58.0%	378,263	57.4%
Total assets	606,878	100.0%	659,014	100.0%
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities	77,528	12.8%	74,831	11.4%
Vendors and other accounts payable	27,990	4.6%	22,202	3.4%
Loans and financing	2,042	0.4%	2,598	0.4%
Social and labor obligations	22,825	3.8%	18,918	2.9%
Taxes and contributions to be collected	6,954	1.1%	9,081	1.4%
Obligations for the purchase of investments	9,154	1.5%	14,368	2.2%
Lease liability	4,476	0.7%	5,538	0.8%
Deferred revenues	4,087	0.7%	2,126	0.3%
Noncurrent Liabilities	76,376	12.6%	104,679	15.9%
Loans and financing	6,398	1.1%	8,325	1.3%
Taxes and contributions to be collected	2,554	0.4%	1,964	0.3%
Deferred income tax and social contribution	45,930	7.6%	50,619	7.7%
Obligations for the purchase of investments	15,115	2.5%	35,369	5.4%
Provision for contingencies	1,286	0.2%	1,637	0.2%
Provision for investment losses	-	0.0%	-	0.0%
Related parts	-	0.0%	1,211	0.2%
Lease liability	5,093	0.8%	5,410	0.8%
Deferred revenues	-	0.0%	144	0.0%
Equity	452,974	74.6%	479,504	72.8%
Share capital	469,908	77.4%	469,908	71.3%
Expenses with Equity Issues	(29,799)	-4.9%	(29,799)	-4.5%
Goodwill on Capital Transactions	(25,361)	-4.2%	(25,361)	-3.8%
Cumulative conversion adjustments	11,737	1.9%	286	0.0%
Options Granted	5,450	0.9%	5,559	0.8%

Profit Reserves	28,225	4.7%	80,180	12.2%
Treasury Shares	(7,186)	-1.2%	(21,269)	-3.2%
Participation of non-controlling shareholders	-	0.0%	-	0.0%
Total Liabilities and Shareholders' Equity	606,878	100.0%	659,014	100.0%

CASH FLOWS

COMPARISON BETWEEN THE BALANCES OF THE BALANCE SHEET ACCOUNTS FOR THE YEARS ENDED DECEMBER 31:

(in R\$ thousands)	12/31/2024	VA (%)	12/31/2023	VA (%)
			Reapres.	
Net cash (applied in) generated by the activities:				
Operating	1,864	8.90%	8,515	-178.90%
Investment	36,564	174.60%	52,193	-
Financing	-17,483	-83.50%	-65,468	1375.40%
Increase (decrease) in cash balance and cash equivalents for the year	-20,945	100.00%	-4,760	100.00%
Cash and cash equivalents at the beginning of the year	62,742		69,759	
Foreign exchange gains (losses) on cash and cash equivalents	7,551		-2,257	
Cash and cash equivalents at year-end	91,238		62,742	

The increase in the cash balance occurred mainly due to the reclassification of account balances from short-term financial investments to cash. When analyzed together, the total cash and cash equivalents added to financial investments resulted in a total cash and cash equivalents of R\$142.6 million, as of December 31, 2024, a reduction of 19.6% compared to the balance of December 31, 2023.

We present below the main factors that caused the reduction:

Operational activities

Net cash generated from operating activities decreased by R\$6.6 million or 78.1% in 2024 compared to the same period in 2023, from R\$8.5 million to R\$1.9 million.

As previously discussed, the Company made investments that resulted in increased operating costs and expenses in the context of the execution of its strategic plan. In the long term, operating income growth is expected to dilute this effect.

Investment activities

Net cash generated from investment activities decreased by R\$15.6 million in 2024 compared to the same period in 2023, when generation was R\$52.2 million. The decrease was mainly due to the capitalization of intangibles in progress, in the amount of R\$22.6 million from internally generated developments, linked to the execution of long-term strategic planning. There was also a payment of R\$ 9.6 million related to obligations arising from acquisitions and business combinations carried out by the company between 2021 and 2023.

Investment activities are impacted by redemptions of short-term financial investments. Were it not for these effects, there would be cash investment in investment activities in the amounts of R\$32.8 million in 2024 and R\$21.9 million in 2023.

Funding activities

Net cash invested in financing activities decreased by R\$48.0 million in 2024 compared to the same period in 2023. The variation is related to the anticipation of the settlement of debentures and loans between related parties during the year 2023, in the amount of R\$ 46.3 million, in addition to the Buyback Program in 2024, destination of R\$ 7.2 million in the period.

2.2 - Operating and financial result

a. Results of the Company's operations, in particular:

I. Description of any important components of the recipe

The Company's revenue is mainly composed of monthly subscription payments for the Neogrid platform in the SaaS – *Software as a Service* model. Thus, the variations in revenue are related to the behavior of the customer base, variations in the monthly fees for the use of software, and the variation in data and documents trafficked in Neogrid's products.

Revenues have varied mainly due to organic growth, which occurs in the normal course of the Company's business, such as the development of new offerings, higher conversion rate of the sales team and results derived from marketing campaigns, and due to inorganic growth, derived from acquisitions.

In addition, there is a portion of the revenue arising from the provision of services, mostly related to the implementation and maintenance of the systems sold by Neogrid.

II. Factors that materially affected operating results

There was no known external factor that significantly influenced the Company's operating results in fiscal year 2024.

The Company's results of operations have been and will continue to be influenced by macroeconomic conditions and affected by factors such as: (i) inflation rate; (ii) appreciation or devaluation of the real (R\$) against the dollar (US\$); (iii) GDP growth; (iv) income distribution; (v) unemployment rate; (vi) real variation in salary; (vii) availability of credit; (viii) interest rate; and (ix) degree of consumer confidence.

The Company is inserted in the technology segment to gain efficiency in the B2B environment, providing integrated solutions in ERP's. Our operations consist mainly of providing intelligence to industry, distributors and retailers. Thus, we highlight the following impacts on our operating results resulting from macroeconomic factors:

- a. Inflation Rate: For more information on the impacts of inflation on our revenue, see items 2.2(b) and 2.2(c) of this Form.
- b. appreciation or devaluation of the real (R\$) against the dollar (US\$): For more

information on the impacts of the exchange rate variation on our revenue, see item 2.2(c) of this Form.

- c. Cost of our main inputs: Our main inputs are investments in capital goods (acquisition of equipment, hardware and software from suppliers) and people (company employees). An increase in the cost of such inputs could have a material adverse effect on our sales, margins and net income if we are unable to pass on such increase to our customers through price increases or if such increases cause a reduction in our sales.
- d. investments in new product development: the Company's business depends on innovation in new solutions and technologies. Even in a scenario of economic uncertainty, the Company has maintained high investments in research and development.

b. Changes in revenues attributable to changes in prices, exchange rates, inflation, changes in volumes and the introduction of new products and services.

In fiscal year 2024, the Company's net operating revenue was R\$ 274.1 million, representing a growth of 2.2% compared to the previous year.

The Company's revenue is directly impacted by changes in the inflation rate, as a large part of the Company's contracts with its customers are indexed to inflation indexes. The main impacts on the Company's revenue variations in the current fiscal year and in the fiscal year ended December 31, 2024 are explained by the variation in the IPCA, which affects the price component in the growth of recurring revenue, by changes in sales volumes and the introduction of new products and services of the Company from the acquisitions that occurred in these periods.

Several services used by the Company have their values adjusted based on the variation of the IGP-M and the IPCA, including personnel expenses (salaries, charges and benefits), which are linked to the variation of the IPCA, in addition to other expenses, such as rent, which in turn are linked to the IGP-M. However, this impact is mitigated as recurring revenues are also indexed by inflation, mostly by the IPCA.

The Company's net operating income may be affected by economic changes, especially with regard to the short and long-term interest rates, inflation index and Brazilian exchange rate policy. In 2024, macroeconomic factors weighed significantly on our clients' decision-making. The margins of large retail and consumer companies, for example, shrank, generating pressure to adopt cost containment measures and postpone budget allocation in the contracting of various services, including data and technology. This generated a volume of losses above what we expected.

c. Impact of inflation, price variation of the main inputs and products, exchange rate and interest rate on the operating result and financial result of the issuer, when relevant

The Company's operating results may be affected by economic changes, especially with regard to the Brazilian short and long-term interest rates, inflation index and exchange rate policy. However, historically, these changes have had an attenuated effect on the Company due to the dispersion of its installed customer base, composed of companies of practically all sizes and different sectors of activity. Several services used by the Company have their values adjusted based on the

variation of the IGP-M and the IPCA, including personnel expenses (salaries, charges and benefits), in addition to other expenses, such as travel, communication and rent, which are also influenced by these inflation indexes. However, this impact is mitigated as recurring revenues are also indexed by inflation, mostly by the IPCA.

Inflation may directly and indirectly impact the costs of the offerings offered by the Company, as well as its operating expenses. The increase in inflation may negatively impact the operating result if the Company is not able to pass on these increases in expenses to end customers through the increase in prices. In addition, the increase in inflation may lead to a depreciation of the macroeconomic scenario, reducing investments, harming new businesses and reducing the purchasing power of end customers. Therefore, the depreciation of the macroeconomic scenario may adversely affect the Company's operating results. The Company believes that it is able to pass on small variations in inflation rates to its customers, always seeking, in negotiations with suppliers, the lowest possible cost, respecting the principles of the commercial relationship.

The variation in the prices of inputs may negatively impact the Company's operating results if the Company is not able to pass on the cost increases to the end customer through the increase in the prices of the offers it sells or if such variation causes a reduction in the Company's sales.

The variation in interest rates in Brazil may indirectly influence the Company's operating results, to the extent that an eventual increase in this ratio may generate a retraction in investments in technology made by the Company's customers and potential customers. Thus, it is not possible to quantify the real impact of the variation in the interest rate on the Company's operating results. However, historically, in periods of high SELIC rate, the Company did not fail to record growth in sales.

The Company has financial investment policies that determine that investments are concentrated in low-risk assets and investments in financial institutions, without constituting concentration in the latter and always considering first-rate institutions, and are substantially remunerated based on percentages of the CDI variation.

In fiscal year 2024, financial income from financial investments in Brazil represented 104.2% of financial revenue. The company had total loans and financing of R\$ 8.4 million linked to the CDI and IPCA.

The Company's management understands that changes in the exchange rate, inflation, the long-term interest rate (TJLP) or the interest rate would not have a material impact on the Company's profitability, as presented in the sensitivity analysis with the balances of December 31, 2024:

			12/31/2024		
	Balances	Risks	Probable Scenario (I)	Probable Scenario (II)	Probable Scenario (III)
FINEP Financing	R\$ 8,440	Increase TJLP + 4.5% p.a.	9.62%	10.00% 10.58%	20.00% 11.54%
<i>Estimated Financial Expense</i>			<i>R\$ 812</i>	<i>R\$ 893</i>	<i>R\$ 974</i>

2.3 Significant changes in accounting practices/modified opinions and emphases in the auditor's opinion

a. changes in accounting practices that have resulted in significant effects on the information provided for in fields 2.1 and 2.2.

The following rule changes were adopted for the first time for the year beginning January 1, 2024:

- Amendment to IAS 1 "Presentation of Financial Statements": According to IAS 1 – "*Presentation of financial statements*", for an entity to classify liabilities as non-current in its financial statements, it must have the right to avoid the settlement of liabilities for at least twelve months from the balance sheet date. In January 2020, the IASB issued the amendment to IAS 1 "*Classification of liabilities as current or non-current*", the date of application of which was for years starting on or after January 1, 2023, which determined that the entity would not have the right to avoid the settlement of a liability for at least twelve months, if, on the balance sheet date, it had not complied with indexes provided for in restrictive clauses (e.g., *covenants*), even if the contractual measurement of the *covenant* was only required after the balance sheet date within twelve months.

Subsequently, in October 2022, a new amendment was issued to clarify that liabilities that contain restrictive contractual clauses requiring the achievement of indices under *covenants* only after the balance sheet date, do not affect the classification as current or non-current. Only *covenants* with which the entity is required to comply by the balance sheet date affect the classification of the liability, even if the measurement does not occur until after that date.

The 2022 amendment introduces additional disclosure requirements that allow users of financial statements to understand the risk of the liability being settled within twelve months of the balance sheet date. The 2022 amendment changed the date of application of the 2020 amendment. Thus, both changes apply to fiscal years starting on or after January 1, 2024.

The changes mentioned above had no material impacts on the Company.

There are no new rules and amendments issued by the IASB and CPC effective as of January 1, 2024, in the opinion of Management, that may have a significant impact on the results or shareholders' equity disclosed by the Company and its subsidiaries.

The following policy changes were issued by the IASB but are not in effect for the 2024 fiscal year. The early adoption of standards, although encouraged by the IASB, is not allowed, in Brazil, by the Accounting Pronouncements Committee (CPC).

- Amendment to IAS 21 - Lack of Convertibility: In August 2023, the IASB amended IAS 21 - Effects of Changes in Exchange Rates and Translation of Financial Statements, adding new requirements to help entities determine whether a currency is convertible into another currency and, if not, what spot exchange rate to use. Prior to these changes, IAS 21 only established the exchange rate to be used when the lack of convertibility was temporary. This change is effective as of January 1, 2025. The Company does not expect these changes to have a material impact on its operations or financial statements.

- Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments: On 30 May 2024, the IASB issued amendments to IFRS 9 - Financial Instruments and IFRS 7 - Financial Instruments: Disclosure to answer recent practical issues, improve understanding, as well as include new requirements applicable to

companies in general and not just financial institutions.

The changes:

- (a) clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- (b) clarify and add guidance for assessing whether a financial asset meets the SPPI test, including situations where a contingent event occurs;
- (c) add new disclosures for certain instruments with contractual terms that may alter cash flows (such as some financial instruments with characteristics linked to meeting ESG targets); and
- (d) update disclosures for equity instruments designated at fair value through other comprehensive income ("FVOCI").

These changes are effective as of January 1, 2026. The Company does not expect these changes to have a material impact on its operations or financial statements.

- IFRS 18 - Presentation and Disclosure in Financial Statements: This new accounting standard will replace IAS 1 - Presentation of Financial Statements, introducing new requirements that will help achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Although IFRS 18 has no impact on the recognition or measurement of items in financial statements, its impacts on presentation and disclosure are expected to be widespread, in particular those related to the statement of financial performance and the provision of performance measures defined by management within the financial statements. Management is currently evaluating the detailed implications of applying the new standard to the Company's financial statements. From a preliminary assessment carried out, the following potential impacts were identified:

- Although the adoption of IFRS 18 will have no impact on the Group's net income, the grouping of income and expense items in the income statement in the new categories is expected to have an impact on how operating income is calculated and disclosed.

- The line items presented in the primary financial statements may change as a result of the application of the enhanced principles on aggregation and disaggregation. In addition, as goodwill must be presented separately in the balance sheet, the Group will disaggregate goodwill and other intangible assets and present them separately in the balance sheet.

- The Group does not expect there to be a significant change in the information that is currently disclosed in the explanatory notes, as the requirement to disclose material information remains unchanged; However, the way information is grouped can change as a result of the principles of aggregation/disaggregation. In addition, there will be significant new disclosures required to:

- (i) performance measures defined by management;
- (ii) opening of the nature of certain lines of expenses presented by function in the

operating category of the income statement; and

(iii) for the first year of application of IFRS 18, a reconciliation for each line of the income statement between the values restated by the application of IFRS 18 and the values previously presented by the application of IAS 1.

- With regard to the statement of cash flows, there will be changes in how interest received and paid is presented. The interest paid will be presented as funding cash flows and the interest received as investment cash flows.

The new rule is effective from 1st. of January 2027, with retrospective application, i.e., comparative information for the fiscal year of December 31, 2026 will be resubmitted in accordance with IFRS 18.

- IFRS 19 – Subsidiaries without a Public Reporting Obligation: Disclosures: Issued in May 2024, this new standard allows certain eligible subsidiaries of parent entities that report under IFRS to apply reduced disclosure requirements. The new IFRS 19 standard is effective as of January 1, 2027. The Company does not expect these changes to have an impact on its financial statements.

These new standards and changes to standards are not expected to have a material impact on the Group's financial statements.

There are no other IFRS accounting standards or IFRIC interpretations that have not yet come into force that could have a material impact on the Group's financial statements.

b. Modified opinions and emphases present in the auditor's report

There were no caveats or emphases in the independent auditor's reports for the years 2024, 2023 and 2022.

2.4 - Events with material effects, occurred and expected, in the Financial Statements

a. Introduction or sale of an operating segment

No operating segments were introduced or sold within the scope of the Company's activities for the period ended December 31, 2024, 2023 and 2022.

b. incorporation, acquisition or sale of equity interest

On July 20, 2021, we acquired 20.69% of the capital stock of GRG Inovação e Tecnologia S.A. (Horus), in the amount of R\$ 6.0 million; and 3.45% for the price of R\$ 1.0 million paid in cash on the closing date.

On December 14, 2021, the Company acquired 51.1% of the capital stock of Predify Tech Ltda, as well as the subscription rights or option to purchase shares of the investors of the acquired company in the amount of R\$ 4.4 million.

On June 21, 2022 and on April 28

of 2023, the contractual conditions established with Horus were revised, resulting in the following changes:

- I. Earn-Out, Loan and MRR targets were linked to the contingent consideration. Management considers that the estimate of the respective Earn Outs is R\$ 1,875 million (Explanatory Note 23);
- II. Cancellation of the call option with maturity in 18 months, being replaced by a share conversion via a Loan Agreement signed between the parties pursuant to Explanatory Note 26b disclosed in the 2022 Financial Statements. Therefore, the acquisition price of this option is now linked to the value of the Loan;
- III. Postponement of the call option with maturity in 30 months, to 42 months.

On December 28, 2023, Neogrid Informática acquired:

- the totality of Horus' shares. In this way, Horus becomes an indirect subsidiary. For more details on the values of the operation, see Explanatory Note 9 disclosed in the 2023 Financial Statements.
- 24.9% of the capital stock of Predify Tech Ltda, as well as the subscription rights or option to purchase shares of the investors of the acquired company. The acquisition price involves: (i) the partial conversion of a loan between Predify Tech Ltda and Neogrid Informática Ltda, in the amount of R\$ 2.9 million.
- 24% of the share capital of Predify Tech Ltda, as well as the subscription rights or option to purchase shares of the investors of the acquired company. The acquisition price involves: (i) the payment of R\$ 1.1 million made on December 28, 2023 (closing date); (ii) additional installment due in 90 days and 180 days from the closing date, conditioned to the invoicing of revenues from projects not yet delivered, in the amount of R\$ 1.3 million and (iii) payment of up to R\$ 5.5 million as Earn Out, observing contractual provisions, and payments will be made in installments between 2025 and 2026.

c. unusual events or operations

There were no unusual events or transactions in the period ended December 31, 2024, 2023 and 2022 that have caused or are expected to have a material effect on the Company's financial statements or results.

2.5 – Non-accounting measurements

a. Inform the value of non-accounting measurements

- EBITDA

EBITDA (*earning before interest, tax, depreciation and amortization*) is a non-accounting measure calculated by the Company in accordance with CVM Resolution No. 156, of June 23, 2022, as amended ("[CVM Resolution 156/22](#)") and consists of net income adjusted for current and deferred income tax and social contribution expenses, net financial income and depreciation and amortization expenses. EBITDA represents the Company's ability to generate operating results, as well as its ability to generate cash from its operating assets. The EBITDA margin is calculated by dividing EBITDA by net operating income.

EBITDA and EBITDA margin are not measures of financial performance recognized

by the *International Financial Reporting Standards ("IFRS")* issued by the *International Accounting Standards Board (IASB)*, nor by the accounting practices adopted in Brazil, nor should they be considered in isolation, or as an alternative to net income, or as measures of operational performance. or alternative to operating cash flows, or as liquidity measures. EBITDA and EBITDA margin do not have a standard meaning and may not be comparable to similarly titled measures provided by other companies.

As of December 31, 2023, EBITDA was R\$28,241 with a margin of 10.5% and EBITDA adjusted with extraordinary revenues and expenses was R\$26,558 and with a margin of 9.9%.

On December 31, 2024, EBITDA considering equity and minority equity effects was R\$-12,052 with a margin of -4.4% and EBITDA adjusted with extraordinary revenues and expenses was R\$1,484 and with a margin of 0.5%.

- Gross and net indebtedness and degree of leverage

The Company's gross indebtedness is a non-accounting measure calculated by the Company according to market practice to be reconciled with the Company's financial statements, which is composed of the balance of loans and financing (current and non-current).

The Company's net indebtedness is a non-accounting measure calculated according to market practice, and can be reconciled with the Company's financial statements, which is composed of the balance of loans and financing (current and non-current) (gross indebtedness), discounted from cash and cash equivalents.

The degree of leverage, a non-accounting measure, is calculated by the formula: net debt / (net debt + equity).

Gross indebtedness, net indebtedness and the degree of leverage are not indicators of the Company's financial performance recognized by IFRS, nor by the accounting practices adopted in Brazil, nor should they be considered in isolation. Gross and net indebtedness and the degree of leverage do not have a standard meaning and may not be comparable to measures with similar securities provided by other companies.

On December 31, 2023, the Company presented gross indebtedness of R\$ 10,923 and net indebtedness of R\$ -166,405, with a leverage degree of -34.70%.

On December 31, 2024, the Company presented gross debt of R\$ 8,440 and net debt of R\$ -134,128, with a leverage degree of -29.6%.

b. make reconciliations between the amounts disclosed and the values of the audited financial statements

- EBITDA and EBITDA Margin

Reconciliation between net income and EBITDA:

Values in R\$ thousand	12/31/2024	12/31/2023
Net income for the year (parent company)	(33,816)	7,165
(+) Income tax and social contribution	(3,114)	11,772
(+) Financial expenses, net	(3,449)	(14,536)

(+) Depreciation and amortization	28,327	23,840
EBITDA	(12,052)	28,241
Net Operating Income	274,098	268,322
EBITDA margin (%)	-4.4%	10.5%
(+) Extraordinary events	7,824	(5,054)
(+) Granted options recognized	5,712	3,371
Adjusted EBITDA	1,484	26,558
Adjusted EBITDA Margin (%)	0.5%	9.9%

- Gross and net indebtedness and degree of leverage

Reconciliation of gross and net indebtedness and the degree of leverage:

Values in R\$ thousand	12/31/2024	12/31/2023
Loans and financing		
Rolling	2,042	2,598
Non-current	6,398	8,325
Gross debt	8,440	10,923
(-) Cash and cash equivalents	91,238	62,742
(-) Financial investments	51,330	114,586
Net debt	(134,128)	(166,405)
Equity	452,974	479,504
Degree of leverage	-29.61%	-34.70%

c. explain why you believe that such measurement is more appropriate for the correct understanding of your financial condition and the result of your operations

- EBITDA and EBITDA Margin

EBITDA and EBITDA Margin are the financial indicators used to evaluate the Company's results without the influence of its capital structure, tax effects of income tax and social contribution and other accounting impacts such as depreciation and amortization, which do not have a direct impact on the Company's cash flow.

Because financial expenses and income, income tax and social contribution, depreciation and amortization are not considered for its calculation, the Company understands that EBITDA is the most appropriate indicator for performance analysis purposes, since it works as a general measure of performance as it is close to the cash generation of its economic activity. Consequently, EBITDA works as a significant tool to periodically compare operating performance, as well as to support certain decisions of an administrative nature. EBITDA allows a better understanding not only of financial performance, but also of the Company's ability to meet liabilities and to obtain resources for capital expenditures and working capital. EBITDA and EBITDA Margin, however, have limitations that hinder their use as a measure of profitability, as they do not consider certain costs arising from the business, which could significantly affect profits, such as financial expenses, taxes, depreciation, capital expenditures and other related charges. The EBITDA Margin is calculated by dividing EBITDA by net operating income.

The Company believes that the use of EBITDA as a measure of financial performance can contribute to the understanding of its financial condition and the result of its operations, in addition to allowing a comparison with other companies in the same segment.

The Company emphasizes that EBITDA is only additional information to its financial statements. Considering that EBITDA is not an accounting measure, according to the accounting practices adopted in Brazil or by the International Financial Reporting Standards (IFRS), it should not be used as (i) the basis for dividend distribution; (ii) substitute for net income; or (iii) liquidity indicator.

- Gross and net indebtedness and degree of leverage

The Company understands that gross indebtedness, net indebtedness and the degree of leverage are measures that contribute to the understanding of its financial condition, since they measure the level of financial leverage.

The Company emphasizes that gross indebtedness and net indebtedness are only additional information to its financial statements. Considering that gross indebtedness and net indebtedness are not accounting measures, according to the accounting practices adopted in Brazil or by the International Financial Reporting Standards (IFRS), they should not be used as a substitute for cash flow.

2.6 – Events subsequent to FDs

The Company's Financial Statements for the year ended December 31, 2024 were approved by the Board of Directors and issued on March 31, 2025 and resubmitted on May 15, 2025. There was no relevant subsequent event between the base date and the dates of issuance and representation.

2.7 – Destination of social results

	2024	2023
the. Rules on Retention of Profits	The Company does not have a policy establishing retention rules in addition to those provided for by law. According to Law 6,404/76, the Company may retain at least five percent (5%) for the legal reserve, until it reaches twenty percent (20%) of the capital stock. In the fiscal year in which the balance of the legal reserve plus the amounts of the capital reserves exceeds thirty percent (30%) of the capital stock, the allocation of part of the net income for the year to the legal reserve will not be mandatory. In addition, also in accordance with Law 6,404/76, the Company may withhold the amount related to the capital budget, submitted by the management bodies with the justification of the retention of profits, including the sources of funds and investments of capital, fixed or current, and may have a duration of up to five (5) fiscal years, except in the case of execution, for a longer term, of an investment project. The budget may be approved by the Annual General Meeting, which will deliberate on the balance sheet of the year reviewed annually, when it has a duration of more than one (1) fiscal year.	
A.i. Profit retention amounts	Legal reserve R\$ 0; and Profit Retention Reserve R\$ -4.8 million.	Legal reserve R\$ 0.1 million; and Profit Retention Reserve R\$ 1.9 million.
a.ii. Percentages in relation to total declared profits	Legal reserve: 0% Minimum mandatory dividends: 0% Profit Retention Reserve: 14.42%	Legal reserve: 5% Minimum mandatory dividends: 23.75% Profit Retention Reserve: 71.26%
b. Rules on the distribution of dividends	The portion corresponding to twenty-five percent (25%) of the adjusted annual net income, as provided for in Article 202 of Law 6,404/76 and Article 26 of the Company's Bylaws, will be allocated to the payment of the minimum necessary dividend.	
c. Frequency of dividend distributions	The distribution of dividends occurs at the end of each fiscal year. For shorter periods, the Company's Bylaws, in its Article 27, contain a provision about the possibility of distribution.	

<p>d. Any restrictions on the distribution of dividends imposed by legislation or by special regulations applicable to the Company, by contracts, judicial, administrative or arbitration decisions</p>	<p>Except for the provisions of the Brazilian Corporation Law and the provisions below, there are no restrictions on the distribution of dividends by the Company.</p>
<p>and. Profit Allocation Policy</p>	<p>The Company did not have a specific policy that dealt with the allocation of results, and the allocation of results was governed by the Company's Bylaws.</p>

2.8 – Material items not disclosed in the financial statements

a. the assets and liabilities held by the issuer, directly or indirectly, that do not appear on its balance sheet (off-balance sheet items), such as:

I. written off receivables portfolios on which the entity has not substantially retained or transferred the risks and rewards of ownership of the transferred asset, indicating their liabilities

Not applicable to the Company, given that there are no portfolios of receivables written off on which the Company maintains risks and liabilities not disclosed in the Company's balance sheets for the fiscal years ended December 31, 2024 and 2023.

II. contracts for the future purchase and sale of products or services

There are no other contracts for the future purchase and sale of products or services not disclosed in the Company's balance sheets for the fiscal years ended December 31, 2024 and 2023.

III. Unfinished Construction Contracts

Not applicable to the Company, given that there are no unfinished construction contracts not disclosed in the Company's balance sheets for the fiscal years ended December 31, 2024 and 2023.

IV. contracts for future financing receipts

Not applicable to the Company, given that in the fiscal years ended December 31, 2024 and 2023, the Company had no off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

b. Other items not disclosed in the financial statements

Not applicable to the Company, given that there are no other items not disclosed in the Company's financial statements for the fiscal years ended December 31, 2024 and 2023 that are not described in the previous item.

2.9 – Comments on items not disclosed in the financial statements

a. how such items change or may change the revenues, expenses, operating results, financial expenses or other items of the issuer's financial statements

Not applicable to the Company, given that in the fiscal years ended December 31, 2024 and 2023, the Company had no off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

b. Nature and purpose of the transaction

Not applicable to the Company, given that in the fiscal years ended December 31, 2024 and 2023, the Company had no off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

c. nature and amount of the obligations assumed and the rights generated in favor of the issuer as a result of the transaction

Not applicable to the Company, given that in the fiscal years ended December 31, 2024 and 2023, the Company had no off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

2.10 – Business Plan

a. Investments, including:

I. Quantitative and qualitative description of ongoing and planned investments

The Company's investments are directed to increase the business capacity of the Neogrid platform and for expansion within our market.

In the year ended December 31, 2024, investments in the acquisition of fixed and intangible assets totaled R\$23.5 million; research and development expenses totaled R\$58.0 million and cash generated from investment activities was R\$36.6 million in the referred period. For the year ended December 31, 2023, investments in the acquisition of fixed and intangible assets totaled R\$6.9 million; research and development expenses totaled R\$50.0 million and cash generated from investment activities was R\$52.2 million.

Until the end of 2024 and during the next fiscal years, the Company will continue to invest in increasing its business capacity of the Neogrid platform and expanding within its market.

The Company intends to use the available net proceeds as follows:

- I. exploration of the Company's portfolio in the current customer base through investments in *marketing* to accelerate *up-sell* and *cross-sell* in current customers;
- II. new solutions and product offerings through investments in products and technology to build new functionality that can drive more monetization for current customers and tap into business segments currently not served by

current products;

- III. expansion of market share through investments in product development and marketing actions to seek customers who do not yet use Neogrid solutions; and
- IV. market consolidation through the acquisition of companies operating in the same segment as the Company in order to accelerate the expansion of its market share;
- V. portfolio complementarity through investment in products that complement and/or enhance the Neogrid platform, thus expanding the offer of solutions that Neogrid delivers to the market; and
- VI. acquisition of new technologies and capabilities through investment in technological resources or tools that can enhance the products individually or even the platform as a whole, adding intelligence, know-how, or even simplifying operations in order to increase the value delivered, operational efficiency and/or reduce costs.

II. Sources of investment financing

The Company currently has a net cash position available sufficient to finance its operations and investments, which is the result of the fundraising in the Primary Offering held in 2020 and the operating generation of recurring cash.

For more information on the capital structure and financing sources, see item 2.1 of this annex.

III. relevant divestments in progress and planned divestments

There are no divestments in progress or planned.

b. Provided that it has already been disclosed, indicate the acquisition of plants, equipment, patents or other assets that should materially influence the issuer's production capacity

There are no material acquisitions other than those already reported in item 2.4 (b) of this Form.

c. New products and services, indicating:

I. Description of ongoing research already released

Development, technology and innovation are critical activities of the Company, since it acts as a software provider, which seeks to solve problems and generate value through technology. Investments in this regard direct the Company to provide increasingly performant solutions and add more and more value to customers with its solutions.

Throughout the 2023 fiscal year, the Company prepared a long-term strategic plan, which provides for investments in Research and Development to promote competitiveness gains in its portfolio. This planning, which was developed with the support of the consulting firm Bain & Company, was addressed by the Company in

the 3Q23 results webinar, where the business verticals (Commercial Intelligence, Retail Execution, Supply Chain and Integration) and the respective market opportunities available for Neogrid to explore from the development of new solutions and evolution of the current portfolio were presented. resulting in solutions that are more adherent to the challenges of the participants in the consumption chains served by each business vertical.

In 2024, the Company announced the launch of new solutions such as NeoMarket, NeoDistribution and NeoRetail, components of the new Business Intelligence product suite, in addition to new launches such as PromoTrade, N.I.A. ("Neogrid Artificial Intelligence") and investments in the EDI Mercantile product.

II. Total amounts spent by the issuer on research to develop new products or services

Research expenses and software expenses totaled R\$50.0 million in the period ended December 31, 2023, representing a decrease of 3.3% when compared to the period ended December 31, 2022, when they totaled R\$51.7 million.

Research expenses and software expenses totaled R\$58.0 million in the period ended December 31, 2024, representing an increase of 16.0% when compared to the period ended December 31, 2023, when they totaled R\$50.0 million.

More details on the variation of these balances can be found in item 2.1 of the Reference Form.

III. projects in development already disclosed

Neogrid carries out the formal disclosure of projects along with the launch, after going through the stages of technological development and pilot projects.

More details about Neogrid's current offerings can be found in item 1.1 of the Reference Form available on the investor relations website (ri.neogrid.com) and at the CVM (www.cvm.gov.br).

IV. total amounts spent by the issuer on the development of new products or services

Total expenses with Research and Development represented 18.4% of net revenue, for the year ended December 31, 2023. Additionally, throughout 2023, expenses with the development of some projects were capitalized, which totaled R\$ 5.1 million, representing 1.9% of net revenue.

In 2024, total expenses with Research and Development represented 20.8% of net revenue. Expenses with the development of important projects for the Company were capitalized, with clear prospects for return in the medium/long term, which totaled R\$ 22.5 million, representing 8.2% of net revenue.

d. New products and services, indicating:

A significant part of the new services provided by Neogrid consists of improvements and scope expansions of the existing product families in the Company's portfolio.

2.11 – Other factors with relevant influence

Effect of non-recurring costs related to the integration of acquisitions:

In 2023, the Company incurred extraordinary costs related to the M&A process, which totaled R\$ 0.4 million. Extraordinary revenues related to the adjustments of accounts payable for earnout, of R\$13.4 million in 2023; and R\$ 4.7 million in restructuring expenses.

In 2024, the extraordinary costs with M&A expenses were R\$0.2 million. Extraordinary revenues related to the adjustments of accounts payable for earnout, of R\$20.0 million and the need for provisions for impairment of intangible assets in the amount of R\$27.7 million, were also generated.