



**ALLIED TECNOLOGIA S.A.**  
*A Public Company*

CNPJ/ME No. 20.247.322/0001-47  
NIRE 35,300,465,369  
CVM Code no. 02533-0

**POLICY FOR NOMINATION OF MEMBERS OF THE BOARD OF DIRECTORS,  
COMMITTEES AND STATUTORY BOARD**

**1. PURPOSE, APPLICATION AND BACKGROUND**

1.1. The present “*Policy for Nomination of Members of the Board of Directors, Committees and Statutory Board*” (“Policy”), approved at a meeting of the Board of Directors of **ALLIED TECNOLOGIA S.A.** (“Company”), aims to determine the criteria for the composition of the Board of Directors, Advisory Committees and Executive Board of the Company, valuing the best corporate governance practices, with due transparency.

1.2. This Policy is based on: (i) the corporate governance guidelines of the Company's bylaws, as amended (“Bylaws”); (ii) the “*Code of conduct*” of the Company (“Code of Conduct”); (iii) Law No. 6,404, of December 15, 1976, as amended (“Corporation Law”); (iv) the “IBGC Code of Best Corporate Governance Practices” currently in force; and (v) the “*New Market Regulation*” of B3 S.A. – Brasil, Bolsa, Balcão (“B3” and “New Market Regulation”, respectively).

**2. BOARD OF DIRECTORS**

**A. Criteria for Nomination of Members of the Board of Directors**

2.1. The Board of Directors is a collegiate body, whose performance depends on respect and understanding of the characteristics of each of its members, without this implying the absence of debate of ideas. It must be composed considering the diversity of knowledge, experiences, behaviors, cultural aspects, age group and gender to allow the Company to benefit from the plurality of arguments and a decision-making process with greater quality and safety.

2.2. The Board of Directors is composed of, at least, 03 (three) members and, at most, 7 (seven) members, all elected and removed by the General Meeting, with a unified term of office of 01 (one) year, reelection being permitted.

2.3. Of the members of the Board of Directors, at least 2 (two) or 20% (twenty percent) of them, whichever is greater, must be “Independent Directors”, according to the definition of the Novo Mercado Regulation and observing the table below for



calculation reference purposes, and the characterization of those appointed to the Board of Directors as Independent Directors must be resolved at the general meeting of shareholders that elects them, being also considered as the independent member(s) elected by means of the option provided for in article 141, §§ 4 and 5 and article 239 of the Brazilian Corporation Law.

2.4. The appointment of members of the Company's Board of Directors must comply with the following criteria, in addition to legal and regulatory requirements, and those expressed in the Company's Bylaws:

- (i) alignment and commitment to the Company's values and culture, its Code of Conduct and its internal policies;
- (ii) unblemished reputation;
- (iii) academic background compatible with the duties of the members of the Board of Directors or minimum professional experience, having performed functions similar to those to be performed in their mandate;
- (iv) be exempt from conflict of interest with the Company; and
- (v) availability of time to properly dedicate themselves to the role and responsibility assumed, which goes beyond attending board meetings and reading the documentation in advance.

**B. Procedure for Appointing Members of the Board of Directors**

2.5. The appointment of members to the Board of Directors may be made by the management or by any shareholder of the Company, pursuant to the Brazilian Corporate Law.

2.6. Shareholders wishing to nominate candidates for the Board of Directors may notify the Company in writing, informing the full name and qualification of the candidates within 30 (thirty) days before the general meeting of shareholders that will elect the new Board of Directors of the Company.

2.7. Pursuant to article 3 of CVM Instruction No. 367, of May 29, 2002 ("CVM Instruction 367"), the shareholder who submits the appointment of a member of the Board of Directors must present, in the same act:

- (i) copy of the instrument of declaration of clearance, pursuant to CVM Instruction 367, or declare that he obtained from the nominee the information that he is in a position to sign such instrument, indicating any reservations; and

(ii) resume of the nominated candidate, containing, at least, their qualifications, professional experience, education, main professional activity they currently carry out and indication of what positions they hold in administrative, fiscal or advisory boards in other companies and compliance with the requirements of Clause 2.4 above.

2.8. The proposal for the re-election of directors must be based on their annual individual assessments.

2.9. Compliance with the requirements established in the Clauses 2.3, 2.4 and 2.8 of this Policy will be verified by the Company's executive board and, if fulfilled, the name of the candidate will be put to a vote at the Company's general shareholders' meeting. The election of the members of the Company's Board of Directors will be carried out as provided for in the Bylaws and applicable legislation.

### **3. BOARD**

#### **A. Criteria for Nomination of Board Members**

3.1. The Board of Directors shall appoint professionals who know how to harmoniously combine the interests of the Company, shareholders, managers and associates, as well as the Company's social and environmental responsibility, guided by legality and ethics, for the composition of the Executive Board. The appointment must also aim at forming a group aligned with the Company's principles and values, with a view to diversity, including gender, aiming to be occupied by people with complementary skills and abilities to implement strategies, face challenges and achieve the Company's objectives.

3.2. The Executive Board is composed of, at least, 03 (three) and, at most, 07 (seven) members, shareholders or not, resident in the country, elected by the Board of Directors, being 1 (one) Chief Executive Officer, 1 (one) Financial Director, 1 (one) Operations Director, 1 (one) Investor Relations Director and 1 (one) Digital Retail Operations Director, elected by the Board of Directors, subject to the provisions of the Bylaws, being allowed the accumulation of more than one function.

3.3. The directors' reelection proposal must be based on their annual evaluations, which consider the Director's performance and potential, in addition to the leadership competencies defined for the Company.

3.4. The appointment of the Company's Officers must comply with the following criteria, according to their function:

(i) alignment and commitment to the Company's values and culture, its Code of Conduct and its internal policies;



- (ii) unblemished reputation;
- (iii) academic training compatible with the duties of director or minimum professional experience, having performed functions similar to those to be performed in the mandate;
- (iv) skills to implement strategies, face challenges and achieve the Company's objectives; and
- (v) exemption from conflict of interest with the Company.

#### **B. Procedure for Nomination of Board Members**

3.5. 3.5. The appointment of members for the positions of directors of the Company, including the Chief Executive Officer, should preferably be made from among the executives who are already in the Company carrying out activities related to the specific position. The Chief Executive Officer shall appoint the other officers for appointment by the Board of Directors.

3.6. Compliance with the requirements established in Clause 3.4 above will be verified by the Company's Board of Executive Officers and, if fulfilled, the name of the candidate will be put to a vote at a meeting of the Company's Board of Directors and his appointment will be carried out as provided for in the Bylaws and applicable legislation.

### **4. COMMITTEES**

#### **A. Requirements for appointing Committee Members**

4.1. The Company may, at the discretion of the Board of Directors, install or discontinue advisory committees to the Board of Directors of the Company ("Committees"). Such Committees will obey the nomination criteria established in this Policy, as well as the guidelines and attributions approved by the Company's Board of Directors upon its installation.

4.2. The members of the Committees will not have substitutes linked to them.

4.3. The appointment of Committee members by the Board of Directors will take place at the first meeting after the Annual General Meeting.

4.4. As defined in B3's Novo Mercado Regulation, in the case of the Audit Committee, its composition will be at least 3 (three) members, and:

- (i) at least one (1) must be an independent director, as defined in the B3 Novo Mercado Regulation;



(ii) at least one (1) of them must have recognized experience in corporate accounting matters, under the terms of the regulations issued by the CVM that provide for the registration and exercise of independent auditing activity in the scope of securities and define the duties and the responsibilities of the audited entities in the relationship with the independent auditors; and

(iii) the same member of the Audit Committee may accumulate the two characteristics provided for in items (i) and (ii) above.

4.5. The election of Committee members by the Board of Directors, whether directors or non-directors, must comply with the following criteria, in addition to that established in Clause 4.4 above for the Audit Committee:

(i) alignment and commitment to the Company's values and culture, its Code of Conduct and its internal policies;

(ii) unblemished reputation;

(iii) academic training compatible with the duties of the committee or minimum professional experience, having performed functions similar to those to be performed in the mandate;

(iv) be exempt from conflict of interest with the Company; and

(v) availability of time to properly dedicate themselves to the role and responsibility assumed, which goes beyond attending meetings and reading the documentation in advance.

## **B. Procedure for Nomination of Committee Members**

4.6. The nomination of the names of candidates for members of the Company's Committees may be made by any member of the Board of Directors, of the Executive Board, up to 15 (fifteen) Business Days prior to the meeting of the Board of Directors that will indicate the composition of a new Committee.

4.7. The proposal for the reelection of Committee members must be based on their annual individual assessments.

4.8. Compliance with the requirements established in Clause 4.5 above will be verified by the Company's executive board, also consulted with the coordinator of the current committee and if such Committee is already installed, and, if the requirements are met, the name of the candidate will be put to a vote at a meeting of the Board of Directors and his appointment will be carried out by majority vote.



## **5. GENERAL PROVISIONS**

5.1. This Policy and its application must be monitored by the Company's Executive Board.

5.2. For purposes of this Policy "Business Day" means any day on which commercial banks are open in the city of São Paulo, State of São Paulo.

## **6. VALIDITY**

6.1. This Policy enters into force on the date of its approval and can only be modified by resolution of the Company's Board of Directors and can be consulted at <http://ri.alliedbrasil.com.br>.