

MOBLY S.A.

CNPJ/ME nº 31.553.627/0001-01
NIRE 35300561201 | CVM Code 25461

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON MARCH 22, 2022**

1. **Date, Time and Place:** On March 22, 2022, at 11:00 am, at the headquarters of Mobly S.A. ("Company"), located in the city of São Paulo, State of São Paulo, at Avenida das Nações Unidas, 16.737, Mezzanine, office 2, Várzea de Baixo.
2. **Call and Attendance:** The call formalities were waived, in view of the presence of all the members of the Company's Board of Directors, pursuant to article 13, paragraph 2 of the Company's bylaws ("Bylaws").
3. **Board:** Chairman: Marc Dominic Appelhoff; Secretary: Fabiana Franco Ferrarezi.
4. **Agenda:** Discuss and resolve on **(i)** the Company's financial statements for the fiscal year ended on December 31, 2021; **(ii)** the proposal for the allocation of the net loss for the fiscal year ended on December 31, 2021, **(iii)** the management proposal to be submitted for consideration by the Company's Ordinary and Extraordinary Shareholders' Meeting to be held on April 30, 2022 ("AGOE"); **(iv)** the convening of the AGOE; **(v)** the new versions of the Company's Relevant Act or Fact Disclosure Policy, the Company's Securities Trading Policy and the Board of Directors' Internal Regulations; and **(vi)** the re-election of the Audit Committee members.
5. **Resolutions:** Once the Board of Directors' meeting was installed, after discussing the Agenda, the members of the Company's Board of Directors resolved, by unanimous vote and without restrictions:
 - (i)** to approve the Company's financial statements for the fiscal year ended on December 31, 2021, accompanied by the management report and the report of the independent auditors, which must be forwarded for deliberation at the Shareholders' Meeting;
 - (ii)** to approve the proposal for the allocation of the net loss for the fiscal year ended on December 31, 2021, to the accumulated losses account, to be submitted for the approval of the Shareholders' Meeting.

In view of the fact that the Company did not calculate net income for the fiscal year ended on December 31, 2021, there are no profits to be distributed as dividends to the Company's shareholders;

 - (iii)** to approve the content of the Management's proposal for the Company's Shareholders' Meeting;
 - (iv)** to approve the convening of the AGOE, to be held, on the first convening, on April 30, 2022, at 10 am, to resolve on **(A) at the Ordinary Shareholders' Meeting:** **(a)** take the administrators' accounts, examine, discuss and vote on the Company's financial statements for the fiscal year ended on December 31, 2021, including the management report, the Audit Committee's report and the opinion of the independent auditors; **(b)** resolve on the proposed allocation of income for the year ended on December 31, 2021; and **(c)** elect the members of the Company's Board of Directors; and **(B) at the Extraordinary Shareholders' Meeting:** **(a)** set the global annual compensation of the Company's managers for the year 2022; **(b)** amend and consolidate the Company's Bylaws, contemplating **(b.1)** the consolidation of the caption of article 5 of the Bylaws, due to the capital increase within the authorized capital approved by the Board of Directors in the context of the Company's IPO, **(b.2)** amendment of the caption of article 42 of the Bylaws, to increase the term of office of the Board of Directors from 1 (one) to 2 (two) years; **(b.3)** exclude article 38 (transitory provisions clause), and **(b.4)** occasional and merely formal changes in the numbering and cross-references contained in the Bylaws; and **(c)** amend and consolidate the Stock Option Plan, in order to include individuals who provide services to the Company or its subsidiaries in the definition of Eligible Persons in Clause 3 and in the definition of Grantee in Clause 1.1.16;

(v) to approve the new versions (a) of the Company's Relevant Act or Fact Disclosure Policy, pursuant to **Annex I** of these minutes; (ii) the Company's Securities Trading Policy, pursuant to **Annex II** of these minutes; and (iii) the Internal Regulations of the Board of Directors, pursuant to **Annex III** of these minutes. Copies of the policies and bylaws approved herein were filed at the Company's headquarters;

(vi) approve the reelection of the current members of the Audit Committee, for a new term of office of 1 (one) year. Thus, the Company's Audit Committee remains composed of the following members:

- a) **Maria Letícia de Freitas Costa**, Brazilian, single, engineer, bearer of identity card RG no. 6.057.278-4 SSP/SP, registered with CPF/ME under no. 050.932.788-58;
- b) **Carlos Roberto de Albuquerque Sá**, Brazilian, divorced, economist, bearer of identity card nº 8842-0 CRE-RJ, registered with CPF/ME under no. 212.107.217-91;
- c) **José Ecio Pereira da Costa Junior**, Brazilian, married, business administrator and accountant, bearer of identity card RG no. 4.762.308-1 SSP SP, registered with CPF/ME under no. 359.920.858-15, all with business address at Avenida das Nações Unidas, nº 16.737, Mezzanine, office 2, Várzea de Baixo, CEP 04730-090, city and state of São Paulo.

It is stated that, for the purposes of the provisions of the Novo Mercado Regulation, the Company's Audit Committee is composed of Ms. Maria Letícia de Freitas Costa, an independent member of the Company's Board of Directors and coordinator of the Audit Committee, and by Messrs. Carlos Roberto de Albuquerque Sá and José Ecio Pereira da Costa Junior, members with recognized experience in corporate accounting matters.

The members of the Audit Committee elected herein will take office upon presentation of the respective instrument of investiture, drawn up in the proper book, containing the declaration of clearance, as provided for in article 147 of the Brazilian Corporation Law.

- 6. **Closing:** There being no further business to discuss, the meeting was closed and these minutes were drawn up, read, approved and signed by all those present.
- 7. **Signatures: Board:** Chairman: Marc Dominic Appelhoff; **Secretary:** Fabiana Franco Ferrarezi. **Board of Directors:** Marc Dominic Appelhoff (Chairman), Philipp Christopher Steinhäuser, Victor Pereira Noda, Marcelo Rodrigues Marques, Cássio Casseb Lima (Independent Member), Maria Letícia Freitas Costa (Independent Member).

(These minutes match the original drawn up in the proper book.)

Sao Paulo, March 22, 2022.

Board:

Marc Dominic Appelhoff
President

Fabiana Franco Ferrarezi
Secretary

Annex I - Company's Relevant Act or Fact Disclosure Policy

DISCLOSURE OF RELEVANT ACT OR FACT POLICY OF MOBLY S.A.

1 Purpose and Application

- 1.1** This Disclosure of Relevant Act or Fact Policy aims to discipline the handling, use and disclosure to the market of information relating to Mobly S.A. that may be classified as Relevant Act or Fact (as defined below).
- 1.2** This Policy is applicable to Bound Persons, as defined below.
- 1.3** The persons listed above must sign the Acceptance Agreement with this Policy, in accordance with the model contained in **Exhibit II**, which will be filed at the Company's headoffice for as long as the person is related to it, and for a minimum of five years after leaving the Company.
- 1.4** This Policy is based on the following regulations:
- (i) Law No. 6,385 dated as of December 7, 1976, as amended; and
 - (ii) Law No. 6,404 dated as of December 15, 1976, as amended; and
 - (iii) Securities and Exchange Commission Resolution No. 44 dated as of August 23, 2021.
- 1.5** Should any change occur to this Policy, the CVM and the Market Entities, as defined below, must be communicated.

2 Definitions

The following terms used in this Policy have the meanings specified below:

“Controlling Shareholder”	the shareholder or group of shareholders bound by a shareholders' agreement or under common control that exercises direct or indirect power of control over the Company, under the Brazilian Corporation Law.
“Managers”	members of the Board of Officers, members of the Board of Directors, the Audit Committee, and of any bodies with technical or advisory functions, created or that may be created by the Company, Affiliated Companies and Controlled Companies, by statutory provision.

“Relevant Act or Fact”	<p>any decision of the Controlling Shareholders, resolution of the general meeting, or of the Company’s management bodies, or any other act or fact of a political-administrative, technical, business or economic-financial nature occurred or related to the Company’s businesses that may influence in a measurable manner:</p> <ol style="list-style-type: none"> on the quotation of the Securities issued by the Company or referenced to them; the decision of investors to buy, sell or hold Securities issued by the Company or referenced to them; in the decision of investors to exercise any rights inherent to the condition of holder of Securities issued by the Company or referenced to them, including, without limitation, the acts or facts contained in Exhibit I of this Policy, according to the Brazilian Corporation Law and CVM Resolution 44.
“Stock Exchange”	the stock exchanges on which the Securities issued by the Company are admitted for trading, in the country or abroad.
“CPF”	Individual Taxpayers’ Registry
“CNPJ”	Corporate Taxpayers’ Registry
“Employees”	any executives, employees, outsourced or employees of the Company, its Controlled Companies and Affiliated Companies.
“Affiliated Companies”	the companies in which the Company has significant influence, under the Brazilian Corporation Law.
“Company”	Mobly S.A.
“Board of Directors”	the Company’s board of directors.
“Controlled Companies”	the companies in which the Company holds direct or indirect power of control, meaning power effectively used to direct the corporate activities and guide the operation of the Company’s bodies directly or indirectly.
“CVM”	Securities and Exchange Commission
“DRI”	the Company’s Investor Relations Officer, the statutory officer of the Company responsible, among others, for (a) providing information to the investing audience, CVM and Market Entities, (b) updating the Company’s publicly-held company registration with CVM, and (c) executing and monitoring this Policy.
“Board of Officers”	the Company’s board of officers.

“Market Entities”	All stock exchanges or organized managing market entities on which the securities issued by the Company are or will be listed, as well as equivalent entities in other countries.
“Insider Information or Material Information”	information concerning Relevant Acts or Facts until they are disclosed to regulatory bodies, stock exchanges and other similar entities and, simultaneously, to shareholders and investors in general.
“Capital Market Laws”	Law No. 6,385 dated as of December 7, 1976, as amended.
“Brazilian Corporation Law”	Law No. 6,404 dated as of December 15, 1976, as amended.
“Bodies with Technical or Consulting Functions”	means the Company’s bodies created by its bylaws, with technical functions or intended to advise its Managers.
“Relevant Equity Interest”	the equity interest resulting from a business or set of businesses through which the direct or indirect interest of the Bound Persons exceeds, upwards or downwards, the thresholds of five percent (5%), ten percent (10%), fifteen percent (15%), and so on, of a kind or class of shares representing the Company’s share capital.
“Linked Persons”	the persons who maintain with the Bound Persons the following links: (i) the spouse, from whom one is not judicially or extrajudicially separated, (ii) the cohabitant; (iii) any dependent included in the annual income tax return; and (iv) the Controlled Companies, directly or indirectly, either by the Managers or by the other Linked Persons.
“Bound Persons”	the Company, the Controlling Shareholders, the Managers, the members of the audit committee, the Employees with access to Insider Information, the members of any bodies with technical or advisory functions, created by statutory provision, as well as the direct and indirect controlling shareholders, controlled companies and the persons who, by virtue of their office function or position may have permanent or occasional access to Insider Information about the Company, and that have accepted this Policy by signing the Acceptance Agreement, or, furthermore, any person that even not having accepted the Policy, has knowledge of the information related to the Relevant Act or Fact by virtue of his or her office, function or position in the Company, its Controlling Shareholders or its Controlled Companies and Affiliated Companies
“Policy”	this Disclosure Relevant Act or Fact Policy.
“CVM Resolution 44”	Resolution of the Securities and Exchange Commission No. 44, of August 23, 2021.

“Joinder Agreement”	Document set forth in Exhibit II , to be executed pursuant to article 17, paragraph 1 of CVM Resolution 44.
“Securities”	shares, debentures, subscription warrant, receipts and subscription rights, promissory notes, call or put options, indexes and derivatives of any kind or, furthermore, any other securities that by legal or regulatory determination are deemed to be as securities and that have been issued by the Company.

3 Principles

- 3.1 When handling the Company’s information, the principles of good faith, transparency, equity, loyalty, and truthfulness must always be observed, aiming at market efficiency with the creation of an environment of competition among investors based on the interpretation of the information disclosed and never on privileged access to it.
- 3.2 The Company’s relationship with investors, shareholders, participants and opinion makers in the securities market must be uniform and transparent, so as to ensure equitable treatment to all, acceptance to good investor relations practices and compliance with the specific applicable law, CVM regulations and other domestic and foreign regulatory bodies to which the Company is subject.
- 3.3 This Policy is also based on ensuring the confidentiality of undisclosed Relevant Act or Fact as well as guaranteeing the wide and immediate dissemination of any Relevant Act or Fact.
- 3.4 The Bound Persons must observe, comply and ensure compliance with all the provisions of this Disclosure Relevant Act or Fact Policy.
- 3.5 The Company will keep at its head office the list of the Bound Persons and their respective qualifications, indicating position or function, address and enrollment number with the CPF or CNPJ, both of the Ministry of Economy, updating it whenever there is any change.

4 Disclosure Procedure

- 4.1 It is the responsibility of the DRI to communicate and disclose to the CVM and, as the case may be, to the Market Entities, any Relevant Act or Fact occurred or related to its business and ensure its wide and immediate dissemination, simultaneously in all markets where the securities issued by the Company are admitted to trading, as well as updating the Reference Form in the corresponding field(s).
- 4.2 The disclosure of Relevant Act or Fact must be made with clear, accessible and precise language and made simultaneously through the following communication channels:
 - (i) CVM’s system for sending periodic and eventual information (SistemasEmpresas.net);
 - (ii) page on the world wide web of the Company’s computers, www.mobly.com.br/investidores; and
 - (iii) page on the world wide web of a news website or alternatively in the large movement newspapers usually used by the Company.
- 4.3 The Bound Persons who have access to information on any Relevant Act or Fact will be responsible for communicating this information to the DRI by electronic mail, to the address

ri@mobly.com.br, and must verify whether the DRI has taken the appropriate actions as set out in this Policy with respect to the disclosure of said information.

- 4.4** The Bound Persons who have personal knowledge of the Relevant Act or Fact and who note the omission of the DRI in fulfilling its duty of communication and disclosure, should immediately communicate the Relevant Act or Fact to the CVM.
- 4.5** Whenever required by the CVM or the Market Entities, the DRI must provide additional clarification on the disclosure of Relevant Act or Fact. In this case, if there is an atypical fluctuation in the quotation, price or traded quantity of Securities, the DRI must inquire people with access to information on the Relevant Act or Fact in order to find out if such persons are aware of additional information that should be disclosed to the market.
 - 4.5.1** The disclosure of Relevant Act or Fact occurred or related to the Company's business must be made immediately after its occurrence. The Managers and other Company employees that may be inquired in the manner described in this item 4.5 must respond to the DRI's request immediately. If they are unable to meet personally or speak to the DRI by telephone on the same day the DRI becomes aware of the requirement(s) from the CVM or Market Entities, the Managers or employees in question must send electronic mail with information and clarifications to the DRI at the address ri@mobly.com.br.
- 4.6** As a general rule, the communication must be made in writing and sent simultaneously to the CVM and the Market Entities. The disclosure of Relevant Act or Fact will occur whenever possible, before the beginning or after the closing of the Market Entities' businesses. If disclosure before the opening of the trading session is necessary, such disclosure shall preferably be made at least one hour in advance. When the Securities are traded simultaneously in Brazilian and foreign managing market entities, in the event of incompatibility, the working hours of the Brazilian market shall prevail.
- 4.7** Should it be imperative that the disclosure occur during trading hours, when communicating the Relevant Act or Fact the DRI must request always simultaneously to the Market Entities where the Company's Securities are admitted for trading, the suspension of trading of the Company's Securities, or those related to them, for the time necessary for the proper dissemination of the relevant information, with due regard for the procedures provided for in the regulations issued by the stock exchanges and organized over-the-counter market entities on the matter.
- 4.8** Without prejudice to the provisions of item 4.1, the Company shall disclose the resignation or removal of its Managers by the next business day on which the Company is notified of said resignation or on which said removal is approved.

5 Exceptions to disclosure

- 5.1** Relevant Acts or Facts may exceptionally not be immediately disclosed if the Managers understand that their disclosure may put at risk the Company's legitimate interest. In this case, the procedures set forth in this Policy shall be adopted with the purpose of ensuring the confidentiality of such Relevant Acts or Facts.
- 5.2** The information not disclosed under the paragraph above must be immediately disclosed in the following cases:
 - (i) the information has become known to third parties who are not associated with the Company and the eventual business that features the Relevant Act or Fact;

- (ii) there are indications or well-founded fear that the secrecy of the Relevant Act or Fact has been breached; or
- (iii) there is an atypical fluctuation in the quotation, price or traded quantity of the Securities.

5.2.2 If the DRI does not take the necessary steps for the immediate disclosure referred to in the item 5.2 above, the adoption of the appropriate measures will be up to the Board of Directors, through its President and the Controlling Shareholders, as the case may be.

5.3 The DRI may request to the CVM that a Relevant Act or Fact not be published by means of a request sent to the attention of the President of the CVM in a sealed envelope in which the word CONFIDENTIAL must be written, under the applicable regulations. However, this request does not exempt those responsible for the disclosure of the Relevant Fact or Act in the cases explained in item 5.2 above.

5.4 Whenever there is doubt as to the legitimacy of the non-disclosure of the Relevant Act or Fact, the issue may be submitted to the CVM in the manner provided for in the applicable rules.

5.5 Any Bound Person who becomes aware of information on Relevant Acts or Facts in disagreement with this Policy shall proceed to immediate communication to the DRI.

6 Obligation of Confidentiality

6.1 The Bound Persons shall maintain confidentiality, until its disclosure to the market, as to information relating to Relevant Acts or Facts to which they have insider access due to the office or position they hold, in addition to ensuring that their subordinates and third parties also do so, communicating Relevant Acts or Facts to which they have contact to the DRI.

6.2 During the preparation and approval period of the documentation related to the Relevant Acts or Facts not yet disclosed to the market, the Company shall adopt reasonable precautions so that the information related to such Relevant Act or Fact is kept confidential. However, the other routine information not related to the Relevant Acts or Facts not yet disclosed should continue to be transmitted to the market.

6.3 In order to preserve the information confidentiality pertaining to undisclosed Relevant Acts and Facts, the Bound Persons must ensure that the procedures below are complied with, without prejudice to the adoption of other measures that may be appropriate in each specific situation:

- (i) disclose the confidential information strictly to those persons who have an essential need to know;
- (ii) not discuss confidential information in front of third parties who have no knowledge of it or in conference calls in which one cannot be sure who is actually participating;
- (iii) keep documents containing confidential information, including handwritten personal notes, in a safe, closet or closed file, to which only people authorized to know the information have access, as well as circulate these documents in sealed envelopes, which must always be delivered directly to the respective recipient;
- (iv) to generate documents and electronic files referring to confidential information always with password protection systems or other user control;

- (v) not send documents containing confidential information by facsimile, unless it is certain that only a person authorized to know the information will have access to the receiving device;
- (vi) when, exceptionally, the receiver of the information is not a Bound Person, before delivering the information, a confidentiality agreement must be obtained with acknowledgment of responsibility and a non-disclosure commitment; and
- (vii) without prejudice to the responsibility of the person transmitting confidential information, require a third party external to the Company that needs access to confidential information to sign a confidentiality agreement, in which the nature of the information must be specified and contain a statement that the third party recognizes its confidential nature, undertaking not to disclose it to any other person and not to trade in the Securities before the information is disclosed to the market.

6.4 When the confidential information must be disclosed to a Company's Employee or to another person that holds an office, function or position in the Company, in its Controlling Shareholders, in its Controlled Companies or companies under common control of the Controlling Shareholders, other than a Manager, the person responsible for transmitting the confidential information must make sure that the person that will receive the confidential information is aware of the provisions of this Disclosure Policy, also requiring that this person sign the agreement in **Annex II** of this Policy before transmitting the confidential information to him/her.

6.5 The Company must execute agreements or require confidentiality clauses in the agreements with its third parties, consultants and service providers, especially those that have access to information that is not public knowledge.

6.6 The restrictions and prohibitions on the transmission of information to third parties set forth in this Policy provide any known means or forms, including, but not limited to: (i) electronic and digital media, such as intranet, extranet, internet, message exchange media, social networks with any scope; (ii) newspapers, books and magazines, notes, communications, letters or any other written form of disclosure; (iii) radio, telephone or any other form of audio communication; (iv) communication by sound and image, TV, videos, multimedia, exhibitions, classes, explanations, among others.

7 Disclosure of Information on Trading by Managers and Linked Persons

7.1 The Managers and the members of any bodies with technical or advisory functions created by statutory provision are obliged to inform the Company the ownership and trading held with Securities either on their own behalf or on behalf of Linked Persons, as well as changes in these positions, as determined by article 11 of CVM Resolution 44.

7.2 This communication covers not only negotiations with shares, but also any other securities referenced in the definition of Securities contained in the definitions item.

7.3 The communication to the DRI must be made:

- (i) within a period of up to five (5) days after the closing of each month, regardless of whether or not there has been a change in share positions;
- (ii) within a period of up to five (5) days after each trade;
- (iii) on the first business day after taking office; and

- (iv) upon the presentation of the documentation for the registration of the publicly-held company.

7.4 The communication to CVM and the Market Entities must be made by the DRI as follows:

- (i) within ten (10) days after the end of the month in which changes are verified in the positions held, indicating the position balance in the period; or
- (ii) within ten (10) days after the end of the month in which he/she takes office; or
- (iii) within ten (10) days after the end of the month in which the communication set forth in article 11, paragraph 11 of CVM Resolution 44 occurs.

7.5 To effect the reporting obligation, the persons referred to above must comply with the obligation to send to the Company the Statement of Acquisition or Disposal of Relevant Equity Interest or Acquisition and Disposal by Bound Persons and Linked Persons, in accordance with **Annex III** to this Policy.

8 Disclosure of Information on Acquisition or Disposal of Relevant Equity Interest

8.1 The procedures of communication and information disclosure on trading of Securities involving Relevant Equity Interest, as provided for in this Section 8, are based on article 12 of CVM Resolution 44.

8.2 The direct or indirect Controlling Shareholders, and the shareholders that elect members of the Board of Directors or of the audit committee, as well as any natural person or legal entity, or group of persons, acting jointly or representing the same interest, shall communicate to the Company the achievement, acquisition or disposal of Material Equity Interest, sending to the Company the Statement of Acquisition or Disposal of Relevant Equity Interest or Acquisition and Disposal by Bound Persons and Linked Persons, in accordance with **Annex IV** of this Policy.

8.2.1 The communication about the achievement, acquisition or disposal of Relevant Equity Interest shall be forwarded to the DRI immediately after such interest is achieved. The DRI is responsible for transmitting the information, as soon as received by the company, to the CVM and, if applicable, to the Market Entities, as well as for updating the Company's Reference Form.

8.3 In cases where the acquisition results or has been made with the objective of changing the formation of the control or the administrative structure of the Company, as well as in cases where the acquisition generates the obligation to make a public offer, the acquirer must also promote the publication by the press of a Relevant Act or Fact.

9 Infractions and Sanctions

9.1 If there is any breach of the terms of this Policy, the Board of Directors shall be responsible for analyzing and taking appropriate disciplinary actions, including removal from office or dismissal of the offender in cases of serious breach. The offender will also be subject to disciplinary sanctions, as well as any applicable administrative, civil and criminal sanctions, without prejudice to the compensation for losses and damages caused to the Company and its shareholders by the breach of the rules contained in this Policy.

- 9.2** The precepts contained in this Policy do not remove the responsibility arising from the legal requirements of third parties not directly related to the Company that may become aware of Relevant Acts or Facts.
- 9.3** The Bound Persons, as well as any of the Company's Employees who may have access to information on the Relevant Act or Fact, who have signed the instrument contained in **Annex II** and who are responsible for non-compliance with any provision of this Disclosure Relevant Act or Fact Policy, are obliged to reimburse the Company in accordance with the applicable law and regulations.

10 Change of the Policy

- 10.1** By means of a resolution of the Board of Directors, this Policy may be changed in the following situations:
- (i) when there is an express determination to this effect by the CVM;
 - (ii) before a modification in the applicable legal and regulatory rules, in order to implement the adaptations that are necessary; and
 - (iii) when the Board of Directors, in the process of evaluation of the effectiveness of the procedures adopted, verifies the need for changes.
- 10.2** The change of this Policy shall be communicated to the CVM and to the Market Entities by the DRI, in the form required by the applicable rules, as well as to the Bound Persons.

11 Monitoring of Policy

- 11.1** Upon the occurrence of a Relevant Act or Fact the DRI is responsible for verifying the proper compliance with the rules and procedures set forth in this Policy, immediately reporting any irregularity to the Board of Directors, as well as to the compliance area. In addition, the DRI will be responsible for the accuracy and adequacy as a wording of the information disclosed to the market.
- 11.2** In the occurrence of any of the hypotheses that imply the need to disclose a Relevant Act or Fact kept confidential, or the breach of confidentiality of the Relevant Act or Fact prior to its disclosure to the market, the DRI must carry out internal investigations and proceedings in the Company, questioning the people involved, who must always respond to its requests for information, in order to verify the reason that caused the possible breach of confidentiality of the information.
- 11.2.1** The conclusions of the DRI must be forwarded to the Board of Directors, for the appropriate actions to be taken, together with any recommendations and suggestions for changes to this Disclosure Policy, which may in the future prevent the breach of confidentiality of the confidential information.
- 11.3** The DRI shall monitor the trading of Securities, adopting procedures to be informed of the trades occurring in periods prior to the disclosure to the market of the Relevant Act or Fact, in order to identify any trades forbidden by the law in force by people who were aware of such Relevant Act or Fact, reporting any irregularities to the Board of Directors and the CVM.

12 Final provisions

- 12.1 This Policy was approved by the Board of Directors at a meeting held on March 22, 2022 and will be effective for an indefinite period from the date on which the Company is granted registration as a securities issuer in category “A” before the CVM.
- 12.2 The Company must send a copy of this Policy to the Bound Persons by registered mail, e-mail or letter delivered by hand with protocol, requesting the return to the Company of the acceptance agreement duly signed in accordance with **Exhibit II** of this Policy, which will be filed at the Company’s head office.
- 12.3 The signature of the term contained in **Exhibit II** shall be required within the execution of the term of office of the new Managers, and they shall be made aware of this Disclosure Policy.
- 12.4 The communication of this Disclosure Policy to the Bound Persons, as well as the requirement of signature of the agreement in **Exhibit II**, will be made before these persons become aware of any Relevant Act or Fact.
- 12.5 The Company will keep at its head office, at the disposal of the CVM, a list of the persons referred to in this item and their respective qualifications, indicating their position or function, address and CNPJ or CPF enrollment number, updating it immediately whenever any change occurs.
- 12.6 The Bound Persons must not make use of any Insider Information to obtain any directly or indirectly advantage for themselves or for third parties and must ensure that any direct subordinates or third parties in their confidence are committed to the information confidentiality, subject to joint liability.
- 12.7 The Bound Person that leaves the Company shall maintain the obligation of confidentiality until such information is disclosed to the competent bodies and to the market.

EXHIBIT I

EXAMPLES OF POTENTIALLY RELEVANT ACT OR FACT

According to CVM Resolution 44, examples of potentially relevant acts or facts are:

- I. Execution of an agreement or contract for the transfer of shareholding control of the company, even if under a suspensive or resolute condition;
- II. Change in the company's control, including through the execution, change or termination of a shareholders' agreement;
- III. Execution, change or termination of a shareholders' agreement in which the company is a party or intervening party, or that has been registered in the company's book;
- IV. Admission or departure of a member that maintains with the Company, an agreement or operational, financial, technological or administrative collaboration;
- V. Authorization for trading the Securities in any market, domestic or foreign;
- VI. Decision to promote the cancellation of the Company's publicly-held company registration before the CVM;
- VII. Merger, consolidation or spin-off involving the Company or related companies;
- VIII. Transformation or dissolution of the Company;
- IX. Change in the formation of the Company's equity;
- X. Change in accounting criteria;
- XI. Renegotiation of debts;
- XII. Approval of stock call option grant plan;
- XIII. Change in the rights and advantages of Securities;
- XIV. Split or reverse split of shares or bonus share allotment;
- XV. Acquisition of Company Securities to be held in treasury or canceled, and disposal of Securities so acquired;
- XVI. Profit or loss of the Company and the allocation of cash dividends;
- XVII. Entering into or terminating an agreement, or the failure to execute it, when the expectation of its execution is public knowledge;
- XVIII. Approval, change or withdrawal of a project or delay in its implementation;
- XIX. Start, resumption or stoppage of manufacturing or commercialization of a product or service provision;
- XX. Discovery, change or development of technology or Company resources;
- XXI. Modification of projections disclosed by the Company;
- XXII. Request for judicial or extrajudicial reorganization, filing for bankruptcy or filing a lawsuit, administrative proceeding or arbitration that may affect the Company's economic and financial situation.

EXHIBIT II

**JOINDER AGREEMENT TO THE DISCLOSURE OF RELEVANT ACT OR FACT POLICY
OF MOBLY S.A.**

By this instrument, **[insert name or corporate name]**, [insert qualification – nationality, marital status, occupation, RG/RNE, if an individual; identify corporate type, if a legal entity], with address at [●], enrolled with the [CPF/ME / CNPJ/ME] under No. [●], as [indicate position held or “Controlling Shareholder”] of [company controlled by] MOBLY S.A., a corporation with head office in the city of São Paulo, State of São Paulo, at Avenida das Nações Unidas, No. 16,737, Mezanino, room 2, Várzea de Baixo, ZIP Code 04730-090, enrolled with the CNPJ/ME under No. 31.553.627/0001-01, hereinafter referred to as “Company”, hereby states that it is aware of the Company’s Disclosure of Relevant Acts or Facts Policy, approved at the meeting of the board of directors held on March 22, 2022, and undertakes to comply with the rules and procedures set forth in this document and to guide its actions with respect to the Company always in accordance with such provisions and the legal and regulatory provisions, including, without limitation, Law No. 6,385 dated as of December 7, 1976, as amended, Law No. 6,404 dated as of December 15, 1976, as amended, and Securities and Exchange Commission Resoluition No. 44 dated as of August 23, 2022.

[insert place and date of execution]

[NAME]

EXHIBIT III

**TRADINGS CARRIED OUT WITH SECURITIES ISSUED BY THE COMPANY AND ITS
CONTROLLED AND/OR CONTROLLING COMPANIES THAT ARE PUBLICLY-HELD
COMPANIES**

Period: [month/year]	
Name of the Acquirer or Transferor:	
Qualification:	CNPJ/CPF:
Business Date:	
Issuer Company:	
Business Type:	
Security Type:	
Total Amount:	
Amount by Kind and Class:	
Balance of position held before trading:	
Balance of position held after trading:	
Price:	
Used Broker:	
Other Relevant Information:	

EXHIBIT IV
ACQUISITION OR DISPOSAL OF RELEVANT EQUITY INTEREST

Period: [month/year]	
Name of the Acquirer/Transferor:	
Qualification:	CNPJ/CPF:
Business Date:	
Issuer Company:	
Business Type:	
Security Type:	
Aimed Amount:	
Amount by Kind and Class:	
Price:	
Used Broker:	
Interest Purpose:	
If applicable, statement of the acquirer that its purchases do not aim at changing the formation of the control or the administrative structure of the Company:	
Number of debentures convertible into shares directly or indirectly already held:	
Amount of shares already held subject to conversion of debentures by kind and class, if applicable:	
Amount of other securities directly or indirectly already held:	
Indication of any agreement or contract regulating the exercise of voting rights or the purchase and sale of securities issued by the Company:	
Other Relevant Information:	

Annex II - Company's Securities Trading Policy

SECURITIES ISSUED BY MOBLY S.A. TRADING POLICY

1 Purpose and Application

- 1.1** The purpose of this Securities Trading Policy is to establish rules (a) aimed at restraining and punishing the use of insider information on relevant acts or facts related to Mobly S.A., or insider information, for the benefit of the Bound Persons (as defined below) in trading with securities issued by the Company, (b) that will govern the trading of such securities in an orderly manner and within the legal limits.
- 1.2** These guidelines also seek to curb the practice of insider trading (improper use of insider information for personal benefit or for the benefit of third parties) and tipping (the tipping of insider information so that third parties can benefit from it), preserving transparency in the trading of securities issued by the Company.
- 1.3** Acceptance to the Trading Policy is compulsory for all Bound Persons, by signing the Joinder Agreement (**Exhibit I** of this Policy), and is applicable to all Bound Persons.
- 1.4** This policy is based on the following regulations:
- (i) Law No. 6,385 dated as of December 7, 1976, as amended;
 - (ii) Law No. 6,404 dated as of December 15, 1976, as amended;
 - (i) Securities and Exchange Commission Resolution No. 44 dated as of August 23, 2021; and
 - (iii) Novo Mercado Regulations of B3 S.A. – Brasil, Bolsa, Balcão.

2 Definitions

The following terms used in this Policy have the meanings specified below:

“Controlling Shareholder”	the shareholder or group of shareholders bound by a shareholders’ agreement or under common control that exercises direct or indirect power of control over the Company, under the Brazilian Corporation Law.
“Managers”	members of the Board of Officers, members of the Board of Directors, the Audit Committee, and of any bodies with technical or advisory functions, created or that may be created by the Company, Affiliated Companies and Controlled Companies, by statutory provision.
“General Meeting”	any ordinary or extraordinary general meeting of the Company.

“Relevant Act or Fact”	<p>any decision of the Controlling Shareholders, resolution of the shareholders’ General Meeting, or of the Company’s management bodies, or any other act or fact of a political-administrative, technical, business or economic-financial nature occurred or related to the Company’s businesses that may influence in a measurable manner:</p> <ul style="list-style-type: none"> (a) on the quotation of the Securities issued by the Company or referenced to them; (b) the decision of investors to buy, sell or hold Securities issued by the Company or referenced to them; (c) in the decision of investors to exercise any rights inherent to the condition of holder of Securities issued by the Company or referenced to them, according to the Brazilian Corporation Law and CVM Resolution 44.
“Stock Exchange”	the stock exchanges on which the Securities issued by the Company are admitted for trading, in the country or abroad.
“Employees with Access to Insider Information”	any executives, employees, outsourced or employees of the Company, its Controlled Companies and Affiliated Companies that, by virtue of their job, function or position that have access to any Insider Information.
“Affiliated Companies”	the companies in which the Company has significant influence, under the Brazilian Corporation Law.
“Company”	Mobly S.A.
“Board of Directors”	the Company’s board of directors.
“Supervisory Board”	the Company’s supervisory board.
“Consultants”	all persons who have a business, professional or trust relationship with the Company or its Controlled Companies and Affiliated Companies, such as independent auditors, securities analysts, institutions of the distribution system, advisors, lawyers, accountants, who have access to Insider Information.
“Controlled Companies”	the companies in which the Company holds direct or indirect power of control, meaning power effectively used to direct the corporate activities and guide the operation of the Company’s bodies directly or indirectly.
“Accredited Brokerage Firms”	the brokerage firms specially accredited by the Company for the trading of its securities by persons subject to the duties and obligations set forth in this Policy.
“CVM”	Securities and Exchange Commission.

“DRI”	the Company’s Investor Relations Officer, the statutory officer of the Company responsible, among others, for (a) providing information to the investing audience, CVM and Market Entities, (b) updating the Company’s publicly-held company registration with CVM, and (c) executing and monitoring this Policy.
“Board of Officers”	the Company’s board of officers.
“Market Entities”	all stock exchanges or organized market managing entities on which the securities issued by the Company are or will be listed to the trading, as well as equivalent entities in other countries.
“Insider Information or Material Information”	information concerning relevant Acts or Facts until they are disclosed to regulatory bodies, Market Entities and, simultaneously, to shareholders and investors in general.
“CVM Resolution 44”	CVM Resolution No. 44 dated as of August 23, 2021.
“Brazilian Corporation Law”	Law No. 6,404 dated as of December 15, 1976, as amended.
“Material Trading”	the business or set of businesses through which the direct or indirect interest of the Controlling Shareholder and the Managers exceeds, upwards or downwards, the thresholds of five percent (5%), ten percent (10%), fifteen percent (15%), and so on, of any Security representing the Company’s share capital.
“Trading Impediment Period”	any and all periods in which there is an impediment to the negotiation of Securities by regulatory determination or by the DRI.
“Bound Persons”	the Company, the Controlling Shareholder, the Managers, the members of the audit committee, the Employees with Access to Insider Information, the members of any bodies with technical or advisory functions, created by statutory provision, as well as the direct and indirect controlling shareholders, controlled companies and the persons who, by virtue of their office function or position may have permanent or occasional access to insider information about the Company, and that have accepted this Policy by signing the Joinder Agreement.
“Policy”	this Trading Policy of Mobly S.A., approved by the Board of Directors in a meeting held on March 22, 2022.
“Joinder Agreement”	Joinder Agreement to this Policy in Exhibit I.

“Securities”

shares, debentures, subscription warrant, receipts and subscription rights, promissory notes, call or put options, indexes and derivatives of any kind or, furthermore, any other securities that by legal or regulatory determination are deemed to be as securities that have been issued by the Company or referenced or backed by them.

3 Trading through Accredited Brokerage Firms and Trading Impediment Periods

- 3.1** In order to ensure the trading standards in the Company’s Securities set forth in this Policy, all trading in Securities by the Company and the Bound Persons will only be carried out with the intermediation of one of the Accredited Brokerage Firms, as per the list sent by the Company to the CVM, to be updated whenever necessary.
- 3.2** The Bound Persons may not trade Securities during the Trading Impediment Period.
- 3.3** The DRI is not obliged to inform the reasons for the determination of the Trading Impediment Period, and the abovementioned persons should keep this determination confidential.

4 Restrictions on trading in the pending disclosure of Relevant Act or Fact

- 4.1** No Bound Person with access to Insider Information may at any time trade in securities issued by the Company, regardless of the DRI’s determination, before such information is disclosed to the market as a Relevant Act or Fact.
- 4.2** The same prohibition applies to those who have knowledge of Insider Information, knowing that it is information not yet disclosed to the market, especially those who have business, professional or trust relationship with the Company, such as independent auditors, securities analysts, consultants and institutions that are part of the distribution system, to whom it is incumbent to verify the information disclosure before trading securities issued by the Company or referenced to them.
- 4.3** This prohibition will also prevail:
 - (i) when there is an ongoing acquisition or sale of Securities by the Company itself, its Controlled Companies, Affiliated Companies or other company under common control, or if an option or power of attorney has been granted for the same purpose; or
 - (ii) when there is the intention of promoting merger, merger of shares, total or partial spin-off, consolidation, transformation or corporate reorganization involving the Company; or
 - (iii) without prejudice to the provisions of item 4.1, in the period between the decision taken by the competent corporate body to increase or reduce the share capital, to distribute dividends, bonus shares or their derivatives, to split, group or issue other securities and the publication of the respective notices or announcements.
- 4.4** In the cases provided for above, even after the disclosure of the Relevant Act or Fact, the prohibition on trading will continue to prevail if it may – at the Company’s discretion – interfere in the conditions of said business, in such a way as to result in losses to the Company itself

or its shareholders. Whenever the Company decides to maintain the prohibition on trading, the DRI will disclose such decision.

5 Exceptions to general restrictions on trading in securities

- 5.1** The restrictions on trading provided for herein do not apply to the Company itself, the Controlling Shareholder, the Managers, the Employees with Access to Insider Information, to members of any Company bodies with technical or advisory functions, created by statutory provision, or even to employees of the Companies Controlled by the Company who may have knowledge of Insider Information, when carrying out transactions within the scope of this Policy.
- 5.2** The trades of the abovementioned persons carried out in accordance with a long-term investment plan approved by the Company, meeting at least one of these features, will fall within the scope of the Policy:
- (i) the execution of purchases by the Company subject to a share repurchase program for cancellation or holding in treasury;
 - (ii) the application of the variable compensation, received as profit-sharing of the Company or its Controlled Companies, in the acquisition of Securities; or
 - (iii) the acquisition of shares for cancellation or maintenance in treasury, or the sale of treasury shares by the Company, by means of private negotiation, resulting from the exercise of the purchase option under the Company's stock call option plan, duly approved by the General Meeting.

6 Duty to Inform

- 6.1** The Managers and the Controlling Shareholders are obliged to inform the Company of the ownership and the trades carried out with securities issued: (a) by the Company itself; (b) by its controlling or controlled companies, provided that they are publicly-held companies, as well as the ownership and trading carried out with such securities owned by a spouse from whom they are not judicially or extrajudicially separated, a cohabitant, any dependent included in their annual income tax adjustment return, and companies directly or indirectly controlled by them.
- 6.2** This communication must also include trading with derivatives or any other referenced securities said in (a) and (b) above, as well as the investment, redemption and trading of investment fund quotas whose regulations provide that its share portfolio be comprised exclusively of the securities said in (a) and (b) above.
- (i) The aforementioned communication must be addressed to the DRI, contain the minimum information required in CVM Resolution 44 and in the Novo Mercado Listing Regulations, and be made:
 - (a) after the completion of each trade, within five (5) days;
 - (b) in the case of the Managers, on the first business day after taking office; or
 - (c) monthly, within five (5) days after the end of each month.

7 Prohibition of trading in a period prior to the disclosure of Quarterly Information and Standardized Financial Statements

- 7.1** Bound Persons must also refrain from trading in Securities, regardless of any warning/advice from the DRI, in the period of fifteen (15) days prior to, and on the same day as, the publication disclosure by the Company of the quarterly accounting information and annual financial statements.
- 7.2** Therefore, such restrictions do not apply in the case of individual investment programs or divestment that meet the requirements provided for in article 16, paragraphs 1 and 2 of CVM Resolution 44 with respect to individual investment plans or divestment, which must be formalized in writing before the DRI, provided that the Bound Persons indicate in an approximate manner the volume of funds to be invested or the quantity of securities issued by the Company to be traded and the duration of the investment or divestment, which cannot be less than three (3) months.
- 7.3** The Accredited Brokerage Firms (a) will not register the purchase or sale transactions of Securities performed by the abovementioned people when carried out during the fifteen (15) days prior to the disclosure or publication of this periodical information or financial statements of the Company, and (b) will inform the Company when these transactions take place.

8 Prohibition to resolve on the acquisition or sale of shares issued by the Company itself

- 8.1** If any agreement or contract has been entered into aiming at the transfer of the respective controlling interest, or if an option or power of attorney has been granted for the same purpose, as well as if there is the intention of promoting merger, total or partial spin-off, consolidation, transformation or corporate reorganization, and as long as the transaction has not been made public through the disclosure of a Relevant Fact, the General Meeting or the Board of Directors may not resolve on the acquisition or sale of shares issued by the Company itself.
- 8.2** If, after approval of the repurchase program, any fact that falls under any of the three hypotheses above occurs, the Company will immediately suspend transactions with Securities issued by itself until the disclosure of the respective Relevant Fact.

9 Prohibition to negotiation applicable to former Managers

- 9.1** Managers who are removed from the Company's management before the public disclosure of a Relevant Act or Fact concerning a business or fact started during their management period are also subject to the prohibitions provided for in this Policy, which will extend for a period of six (6) months after the removal of the Manager, or until such Relevant Act or Fact has been disclosed, whichever occurs last.
- 9.2** If the trading with the Securities, even after the disclosure of the Relevant Fact, may interfere in the conditions of said business, to the detriment of the Company or its shareholders, the former Managers may not trade Securities for the minimum period of three (3) months after their dismissal.

10 Additional Prohibitions

- 10.1** The prohibitions and obligations of communication set forth in this Policy also apply to the trades directly or indirectly carried out by the Bound Persons, for its own account or for third parties, inside or outside regulated securities market environments, including in the cases in which these trades are carried out through:
- (i) a company controlled by them;
 - (ii) Securities lending transactions;
 - (iii) third parties with whom they have entered into an agreement for the management of a securities portfolio or a trust; or
 - (iv) any person who has had knowledge of Insider Information, through any persons impeded from trading, knowing that such Insider Information has not yet been disclosed to the market.
- 10.2** Trades carried out by investment funds in which Bound Persons are quotaholders are not considered indirect trades or for third parties and will not be subject to the prohibition provided for in this Policy, provided that:
- (i) the trading decisions of the fund and/or investment club cannot in any way be influenced by their respective quotaholders.

11 Change of the Securities Trading Policy

- 11.1** This Policy may be changed in the following situations:
- (i) when there is an express determination to this effect by the CVM;
 - (ii) before a modification in the applicable legal and regulatory rules, in order to implement the adaptations that are necessary; or
 - (iii) in the event of a change approved by the Board of Directors.
- 11.1.2** Without prejudice to later investigation and sanctions, CVM may determine the improvement or change of this Policy, if it understands that its content does not prevent the use of relevant information in the performance of trading, or if it understands that it does not adequately meet the applicable law.
- 11.2** The change of this Policy shall be communicated to the CVM and to the Market Entities by the DRI, in the form required by the applicable rules, as well shall be communicated as to the Bound Persons.
- 11.3** This Policy may not be changed in the pending disclosure of a Relevant Act or Fact that has not yet been disclosed, unless expressly determined by law.

12 Breach of Policy

- 12.1** The non-compliance of this Policy will subject the offender to disciplinary sanctions, as well as any applicable administrative, civil and criminal sanctions, attributable by market regulators without prejudice to the compensation for losses and damages caused to the Company and its shareholders by the breach of the rules contained in this Policy. Nevertheless, it will be up to the Board of Directors to take the disciplinary actions that are

applicable within the Company's internal scope, including removal from office or dismissal of the offender in cases of serious breach.

- 12.2** The precepts contained in this Policy do not remove the responsibility arising from the legal requirements of third parties not directly related to the Company that may become aware of Relevant Acts or Facts and that may trade with Securities issued by the Company.
- 12.3** If the appropriate measure falls under the legal or statutory competence of the General Meeting, the Board of Directors must call it to resolve on the issue.

13 Responsible Officer

The DRI is the person responsible for the execution and monitoring of this Policy.

14 Final provisions

- 14.1** This Policy was approved by the Board of Directors at a meeting held on March 22, 2022 and will be effective for an indefinite period from the date on which the Company is granted registration as a securities issuer in category "A" before the CVM.
- 14.2** The Company must send by registered mail, e-mail or letter delivered by hand with protocol, to the Controlling Shareholder and to the members of the Board of Officers and the Board of Directors, a copy of this Policy, requesting the return to the Company of the Joinder Agreement duly signed in accordance with **Exhibit I** of this Policy, which will be filed at the Company's head office.
- 14.3** In the execution of the term of office of the new Managers, the signature of the term contained in Exhibit I shall be required, and they shall be made aware of this Policy.
- 14.4** The communication of this Policy, as well as the requirement to sign the instrument of investiture contained in Annex I, to persons not referred to in item 14, shall be made prior to the person carrying out any trading with Securities issued by the Company.
- 14.5** The Company will keep at its head office, at the disposal of the CVM, a list of the persons referred to in this item 14 and their respective qualifications, indicating their position or function, address and Corporate Taxpayers' Registry or Individual Taxpayers' Registry enrollment number, both from the Ministry of Economy, updating it immediately whenever any change occurs.
- 14.6** The Controlling Shareholder and the Managers must not only sign the Joinder Agreement in accordance with Exhibit I, but also sign the Statement whose model is in **Exhibit II** in the case of Material Trading, and forward them to the DRI.
- 14.7** The DRI is responsible for widely disseminating this Policy so that all those subject to it are aware of the rules and obligations set forth herein.

EXHIBIT I

Model of Joinder Agreement to the Company's Securities Trading

By this instrument, **[insert name or corporate name]**, [insert qualification – nationality, marital status, occupation, RG/RNE, if an individual; identify corporate type, if a legal entity], with address at [●], enrolled with the [CPF/MF / CNPJ/MF] under No. [●], as [indicate position held or “Controlling Shareholder”] of [company controlled by] MOBL Y S.A., a publicly-held company with head office in the city of São Paulo, State of São Paulo, at Avenida das Nações Unidas, No. 16,737, mezanino, room 02, ZIP Code 04730-090, enrolled with the CNPJ/ME under No. 31.553.627/0001-01, hereinafter referred to as “Company”, hereby states that it is aware of the Securities Trading Policy Issued by the Company, approved at the meeting of the board of directors held on March 22, 2022, and undertakes to comply with the rules and procedures set forth in this document and to guide its actions with respect to the Company always in accordance with such provisions and the legal and regulatory provisions, including, without limitation, Law No. 6,385 dated as of December 7, 1976, as amended, Law No. 6,404 dated as of December 15, 1976, as amended, and Securities and Exchange Commission Resolution No. 44 dated as of August 23, 2021 and the Novo Mercado Regulations of B3 S.A. – Brasil, Bolsa, Balcão .

[insert place and date of execution]

[NAME]

EXHIBIT II

Model of Material Trading Communication

I, **[name]**, [function or position], DECLARE that I [acquired/sold] [quantity] [shares, subscription warrants or debentures convertible into shares], having changed to [●]% my interest in the Company's share capital, as described below:

- (a) purpose of my interest [●]%;
- (b) number of shares, call or subscription options, held directly or indirectly: [●]%;
- (c) amount of debt convertible into shares of the Company, held directly or indirectly equivalent to: [●]%; and
- (d) contract or agreement regulating or limiting the voting or circulation power of the above securities (state the absence of such agreement or contract, if any): [●]%.

[insert place and date of execution]

[NAME]

Annex II - Internal Regulations of the Board of Directors

BOARD OF DIRECTORS INTERNAL REGULATIONS OF MOBLY S.A.

CHAPTER I PURPOSE, MISSION AND SCOPE

Article 1: These Internal Regulations (“**Regulations**”) is intended to set the general rules related to the operation, structure, organization, assignments and responsibilities of Mobly S.A.’s Board of Directors. (“**Company**”), in compliance with the provisions of its Bylaws, Law No. 6,404, dated December 15, 1976, as amended (“**Brazilian Corporation Law**”) and the applicable regulations issued by the Brazilian Securities and Exchange Commission (“**CVM**”) and B3 S.A. – Brasil, Bolsa, Balcão (“**B3**”).

Article 2: The Board of Directors’ mission is to protect and value the Company’s equity and maximize, on the long term, the return on investment of its shareholders, acting within the highest ethical principles.

Article 3: The Board of Directors, in charge of overseeing and inspecting the management, must establish the general guidance of the Company’s business and of its subsidiaries, and deciding on strategic matters, aiming at performing the following guidelines:

- (i) Promote and comply with the corporate purpose of the Company and controlled companies;
- (ii) Care for the shareholders’ interests, without losing sight of the other stakeholders;
- (iii) Care for the Company’s continuity, within a long-term and sustainable perspective, that includes economic, social, environmental and good corporate governance considerations, when defining the Company’s businesses and operations;
- (iv) Adopt an agile management structure, composed of qualified professionals with unblemished reputation;
- (v) Prepare guidelines to manage the Company and controlled companies, to be reflected on the annual budget;
- (vi) Care for the strategies and guidelines to be effectively implemented by the Company’s Board of Officers without, however, interfering in operational or executive matters; and
- (vii) Prevent and manage conflict of interests or divergence of opinion situations, so as the Company’s interests always prevail.

CHAPTER II FORMATION AND WORKING

Article 4: The Company’s Board of Directors is comprised of at least five (5) and at most six (6) members, whether shareholders or not, resident in Brazil or abroad, all elected and removable by the Company’s General Meeting, reelection being allowed. The members of the Board of Directors elected by the General Meeting shall not have alternates for their elected positions and shall be removable by the General Meeting.

Paragraph 1: The term of office of the members of the Board of Directors shall be two (2) years, reelection being allowed. The directors may be removed from their position during their term of office and replaces at any time.

Paragraph 2: From the members of the Board of Directors, at least two (2) directors or twenty per cent (20%), whichever is higher, shall be independent directors, who shall be so expressly characterized, and such characterization of nominees to the Board of Directors as independent directors shall be resolved on at a General Meeting.

Paragraph 3: The Board of Directors shall have a Chairman elected by a majority of votes of its members. The Chairman, in addition to their own vote, shall have the casting vote, in case of a tie as a result from any composition of even number of members of the Board of Directors. Each member of the Board of Directors shall have one (1) vote on the resolutions of that body.

Paragraph 4: The members of the Board of Directors shall be vested in their offices upon execution of the instrument of investiture drawn up in the Minutes Book of the Board of Directors and an exemption statement made under the penalties of law and in proper instrument.

Paragraph 5: The positions of Chairman of the Board of Directors and Chief Executive Officer or main executive of the Company may not be accumulated by the same person.

Paragraph 6: The term of management of the members of the Board of Directors shall be extended until the investiture of the respective successors.

Article 5: The definite vacancy of the position of a Board of Directors' member may occur due to removal, resignation, death, proven impediment, incapacity, loss of office or other hypotheses provided for in the Brazilian Corporation Law.

Paragraph 1: The resignation from office is made upon written communication to the Board of Directors, becoming effective as of that moment, before the Company, prevailing before third parties, after filing the resignation document with the trade register and publication, which may be made by the resigning person.

Paragraph 2: In case of vacancy of office, impediment or permanent absence of any member of the Board of Directors, the remaining members of the Board of Directors must appoint a substitute, who shall serve until the first General Meeting of the Company, which must be held within twelve (12) months as of the date of vacancy or impediment of office. If the substitute is confirmed by the respective General Meeting, they shall complete the term of office of the replaced Director.

Article 6: In case of temporary vacancy of any director, the absent director may appoint in writing, from among the other members of the Board of Directors, the one who will replace them. In this event, the director replacing the temporarily absent or prevented director, in addition to their own vote, shall express the vote of the replaced director.

Article 7: The Chairman of the Board of Directors has the following duties, without prejudice to others that are conferred by the Bylaws and the Brazilian Corporation Law:

- (i) To represent the Board of Directors in the convening of General Meetings, as the case may be;
- (ii) To hold and appoint the Chairman of the General Meetings;
- (iii) To convene, hold and chair the meetings of the Board of Directors, as well as to appoint one of those present to serve as secretary;
- (iv) To arrange and coordinate, with the secretary's support, the agenda of the meetings, once the other directors are heard and, if applicable, the Chief Executive Officer and other officers;

- (v) To ensure that the directors receive full and timely information regarding the items of the meetings' agenda;
- (vi) To ensure effectiveness of the follow-up and assessment system of the Board of Officers and the Board of Directors;
- (vii) To match the Board of Directors' activities with the Company's, its shareholders' and other stakeholders' interests;
- (viii) To represent the Board of Directors in its relationship with the Advisory Committees, the Company's Board of Officers and its internal and external audits, internal bodies and committees, when necessary signing the mails, invitations and reports addressed to them, without prejudice to the direct relationship of the directors and members of the Advisory Committees;
- (ix) To ensure effectiveness and good performance of the Board of Directors;
- (x) To propose to the Board of Directors, once the competent committees are heard, when existing and/or established, the annual budget of the Board of Directors, including foreengagement of external professionals, to be submitted to resolution of the General Meeting; and
- (xi) To care for the compliance with these Regulations.

Sole paragraph: In case of absence or impediment of the Chairman of the Board of Directors, the majority of the members of the Board of Directors present shall decide who will chair the meeting, and the chosen director will express the Chairman's vote, as well as assume their duties, under this article.

Article 8: The secretary of the Board of Directors' meeting, appointed by the Chairman or their substitute, if the Chairman is absent, has the following duties, without prejudice to others that may be conferred upon them, as required:

- (i) To arrange the agenda of matters to be discussed, based on the requests of directors and consultation to officers, and submit it to the Chairman of the Board of Directors for further distribution;
- (ii) To serve as secretary at the meetings, prepare and draw up the respective minutes and other documents in the proper book and collect the signature of all directors attending thereto, in addition to recording the attendance of any guests; and
- (iii) To file the minutes and resolutions passed by the Board of Directors within the competent bodies and arrange for their publication with the official press and a widely-read newspaper, if applicable.

CHAPTER III

MEETINGS OF THE BOARD OF DIRECTORS

Article 9: The Board of Directors shall ordinarily meet once a quarter and, extraordinarily, whenever and to the extent the Company's business and interests so require.

Sole paragraph: The meetings of the Board of Directors shall be convened by Chairman of the Board of Directors, on their own initiative, or by written request of at least two directors acting jointly.

Article 10: The Board of directors' meetings shall be convened as follows:

- (i) At least three (3) business days in advance of the date of each meeting and, if the meeting is not held, a new convening notice shall be sent at least one (1) business day in advance of the new meeting date;
- (ii) By registered mail, fax or e-mail, all of them with return receipt, to the address previously indicated by each Director for this purpose;
- (iii) with information on the place, date, time and agenda of the meeting; and
- (iv) with all the documents that will be the subject of resolution.

Article 11: The attendance of all members of the Board of Directors shall enable the holding of meetings of the Board of Directors regardless of convening or other formalities provided for in article 10 of these Regulations.

Article 12: Except for the special events provided for in the Brazilian Corporation Law and Company's Bylaws, the resolutions of the Board of Directors shall be passed upon affirmative vote of the simple majority of those present at the respective meeting, with blank votes not being counted.

Paragraph 1: The members of the Board of Directors may participate in the meetings of the Board of Directors through videoconference, teleconference or other similar means that enables identifying the director and simultaneous communication with the other persons attending the meeting.

Paragraph 2: The members of the Board of Directors who participate remotely in the meeting of the Board of Directors must express their votes through letter, fac-simile or e-mail forwarded to the Chairman of the Board of Directors, clearly identifying the sender and the vote of the member of the Board of Directors cast based on the prior knowledge of the matters resolved on at the meeting.

Paragraph 3: The members of the Board of Directors who cannot participate in the meeting by any of the mentioned means may be represented at the meeting by another director, upon granting of a power of attorney with specific powers, provided that it indicates in writing another Director to replace them, or by sending their written vote to the Chairman of the Board of Directors or the chairman of the meeting before it is held or until the closing thereof, by fax, registered mail, e-mail or letter delivered in person. The chairman of the meeting is invested with powers to sign the respective minutes of the meeting on behalf of the director who is not present in person.

Paragraph 4: The meetings of the Board of Directors shall be considered validly held with the presence of at least four (4) of its members, whether upon first or second convening.

Article 13: The Chairman of the Board of Directors, by their own initiative or request of any director, may convene officers, internal and external employees of the Company to attend the meetings of the Board of Directors and provide clarification or information on the matters being appraised.

Article 14: All resolutions of the Board of Directors shall be recorded in minutes drawn up in the respective Minutes Book of the Board of Directors, which must be signed by all the members present at the respective meeting, and those which have a resolution intended to produce effects before third parties must be filed with the Trade Register.

Article 15: The member of the Board of Directors who is not sufficiently enlightened regarding a resolution may request to see the relevant documents or the adjournment of the discussion, regardless



whether the voting on said matter has been initiated or not, and the event of adjournment must be resolved on by a majority of the members present.

CHAPTER IV

COMPETENCIES, DUTIES AND RESPONSIBILITIES

Article 16: The Board of Directors is responsible for deciding on any and all matters of the Company's interests, as established in article 16 of the Company's Bylaws, except (i) those exclusively assigned to the General Meeting by the Brazilian Corporation Law or the Bylaws; and (ii) those that are conferred to the Board of Officers by the Company's Bylaws and/or by shareholders' agreement filed at the Company's head office.

Paragraph 1: The Board of Directors must, in the management proposal regarding the General Meeting or in the minutes of meeting, as the case may be, for the election of managers, express about (i) the adherence of each candidate to the position of Company's manager to the Policy for Appointment of Members of the Board of Directors, its Committees and Statutory Board of Officers; and (ii) the reasons by which it is verified that each candidate falls under the context of independent director, as applicable.

Paragraph 2: The Board of Directors shall approve a Policy on Related Party Transactions, may establish specific scopes, duties and proceedings for approval of those transactions, to supplement the provisions contained in the Company's Bylaws.

Paragraph 3: When exercising the competencies provided for in the head of this article, the Board of Directors shall:

- (a) Approve the Company's internal policies and monitor their implementation;
- (b) Approve and monitor the Company's internal controls system;
- (c) annually carry out a self-evaluation of its activities and identify possibilities for improvement in the way it operates; and
- (d) Promote, every two (2) years, the formal evaluation of the Company's results and performance of the Board of Officers, Board of Directors, Advisory Committees and each of their respective members, individually.

Paragraph 4: When exercising the duties set forth in paragraph 3 above, the Board of Directors, if deems to be necessary, may request the prior analysis and opinion of the Advisory Committees, in compliance with their respective activity area.

Article 17: The competencies assigned to the Board of Directors by the applicable law and regulations, as well by these Regulations, must be exercised in a collegiate form. Notwithstanding, each of the members of the Board of Directors shall:

- (i) Attend the meetings of the Board of Directors previously prepared, with examination of the documents made available and actively and diligently participate



in them;

- (ii) Take part in the discussions and voting, requesting to see the relevant documents, if they think fit, during the discussion and before the voting;
- (iii) Present the voting statement, whether written or oral or, if they prefer, record their disagreement or reservation, where applicable;
- (iv) Submit to the Chairman and secretary of the Board of Directors suggestion of matters to be included in the agenda;
- (v) Notify the Investors Relation Officer any relevant act or fact that they may know, so as such officer promotes the disclosure thereof to the market;
- (vi) Keep confidentiality about any and all Company's information to which they may have access due to the exercise of the position, as well as to require the same confidential treatment to the professionals providing advisory therefor, using it only to exercise their duties of director, under penalty of being liable for what contributes to its undue disclosure;
- (vii) Declare, prior to the resolution that, by any reason, they have a particular or conflicting interest with the Company's interest as to that certain matter submitted for their appraisal, refraining from discussion and voting;
- (viii) Promote effectiveness and transparency in the interaction of the Board of Directors with the other management bodies of the Company;
- (ix) Care for the adoption of good corporate governance practices by the Company; and
- (x) Perform the legal and regulatory duties inherent to the position of member of the Board of Directors.

Article 18: In compliance with the Disclosure of Relevant Fact or Event Policy and the Securities Trading Policy Issued by the Company and the applicable legislation, the members of the Board of Directors must present the communication referred to in art. 11 of CVM Resolution No. 44, dated August 23, 2021 ("**CVM Resolution 44**").

CHAPTER V ADVISORY COMMITTEES

Article 19: The Board of Directors counts, for its operation, on the Audit Committee, which works permanently, being governed by its own internal regulations.

Sole paragraph: The Audit Committee shall have the following duties, among others:

- (a) Analyzing the financial statements;
- (b) Promoting oversight and assignment of liability of the financial area;
- (c) Caring for the Board of Officers to develop reliable internal controls;



- (d) Caring for the internal audit to perform satisfactorily its role and the independent auditors to assess, through their own review, the practices of the Board of Officers and internal audit;
- (e) Establishing, with the independent audit, the work plan and fees agreement; and
- (f) Recommending to the Board of Directors the engagement, remuneration and replacement of the independent audit.

Article 20: The Board of Directors for its advisory purposes, may create executive or advisory committees, permanent or not, to analyze and express on any matters, as determined by the Board of Directors, always aiming to advise the Board of Directors in its duties.

Article 21: The operation rules and specific responsibilities and duties of each Advisory Committee shall be defined in their respective internal regulations approved by the Board of Directors.

Article 22: The members of the Advisory Committees shall have a notorious experience and technical ability in relation to the matters subject to responsibility of the committee in which they participate and shall be subject to the same legal duties and responsibilities as the Company's managers.

CHAPTER VI PROHIBITIONS

Article 23: The members of the Board of Directors must observe the provisions of the Disclosure of Relevant Fact or Event Policy and the Securities Trading Policy Issued by the Company. Under CVM Resolution 44, the members of the Board of Directors are prohibited from participating, whether directly or indirectly, in the trading with securities issued by the Company or with reference thereto:

- (i) Before disclosure to the market of a fact or event occurred in the Company's business;
- (ii) Within fifteen (15) days prior to the disclosure of the quarterly and annual information of the Company;
- (iii) whenever there is the intention of promoting merger, total or partial spin-off, consolidation, transformation or corporate reorganization involving the Company; and
- (iv) whenever there is an ongoing acquisition or sale of shares issued by the Company itself, its controlled companies, affiliated companies or other company under common control, or if an option or power of attorney has been granted for the same purpose.

Article 24: The members of the Board of Directors are prohibited from:

- (i) Using inside information to obtain an advantage for themselves or others;
- (ii) Directly or indirectly participating in the management of companies competing with



the Company or its controlled companies;

- (iii) Practicing an arbitrary act at the Company's expenses, respecting the provisions of paragraph 4 of article 154 of the Brazilian Corporation Law;
- (iv) Without prior authorization from the General Meeting or Board of Directors, borrowing or using funds from the Company and using, for their own benefit, property belonging to the Company;
- (v) Using, for their own or third parties' benefit, with or without losses to the Company and its controlled or affiliated companies, the business opportunities they may know due to the exercise of their position;
- (vi) Receiving any undue or disproportionate advantage due to the exercise of their position;
- (vii) Acquiring, to resell with a profit, a property or right known to be required to the Company, or that this latter intends to acquire; and
- (viii) Being silent in the exercise of their duties and protection of the Company's, its controlled and affiliated companies' rights.

CHAPTER VII CONFLICT OF INTERESTS

Article 25: In the event a conflict of interests or particular interest of one member of the Board of Directors is found with respect to a certain matter to be decided, that member of the Board of Directors must timely notify such fact to the other members.

Paragraph 1: If any member of the Board of Directors who may have a potential private benefit or conflict of interests with any decision to be made, does not express their benefit or conflict of interest, any other member of the Board of Directors who may have knowledge of the situation may do so. The voluntary non-manifestation of that member shall be deemed to be a breach to these Regulations, if said particular benefit or conflict of interest may be confirmed.

Paragraph 2: As soon as the conflict of interests or private benefit is identified, the concerned person shall withdraw from the discussions and resolutions, being temporarily away from the meeting until the matter is ended.

Paragraph 3: The manifestation of a conflict of interest or private benefit situation as described above, and the subsequent application of paragraph 2 above must be included in the minutes of the meeting.

Paragraph 4: The authority of the Board of Directors on the matter under conflict of interests does not remove the authority of the General Meeting provided for in law.



CHAPTER VIII MISCELLANEOUS

Article 26: The omitted cases shall be settled in meetings of the Board of Directors, according to the applicable legislation and the Bylaws. The Board of Directors, as a collegiate body, shall clarify any existing doubts.

Article 27: These Regulations may be modified at any time, by resolution of the majority of the members of the Board of Directors.

Article 28: The provisions of the Company's Code of Ethical Conduct apply to the members of the Board of Directors.

Article 29: These Regulations take effect on the date of its approval by the Board of Directors and will be effective for an indefinite period.

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