

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 for engagement 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 passes 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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