

**RAIA DROGASIL S.A.**

National Register of Legal Entities (CNPJ/MF) No. 61.585.865/0001-51  
State Registration (NIRE) 35.300.035.844

**MANUAL FOR SHAREHOLDERS' PARTICIPATION**

**Annual General Meeting  
to be held on April 17, 2024**

**March 15, 2024**

## **RAIA DROGASIL S.A.**

CNPJ/MF No. 61.585.865/0001-51

NIRE 35.300.035.844

### **ANNUAL GENERAL MEETING TO BE HELD ON APRIL 17, 2024**

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## Message from Management

Dear Shareholder,

Raia Drogasil S.A. ("Company"), a company listed at Novo Mercado da B3 S.A. – Bolsa, Brasil, Balcão ("B3") is pleased to invite you to participate in its Annual General Meeting ("Meeting", or "AGO"), called to be held on April 17, 2024, at 3:00 p.m., at the principal place of business of the Company, at Avenida Corifeu de Azevedo Marques, n° 3.097, Butantã, in the Capital City of the State of São Paulo.

As reported in the Governance Report delivered in July 2023, and aligned with our commitment to adopt differentiated practices of Corporate Governance, we prepared this Manual, the purpose of which is to present, in a clear and brief manner, the proposals to be discussed in the AGO, as well as the procedures necessary to ensure your attendance and participation.

We inform that member of the management, the Audit Committee and of Ernst & Young Auditores Independentes will be attending the Meeting.

We also inform that, if there still remains any doubt in relation to the information disclosed, further clarifications may be obtained through the email [juridico.societario@rd.com.br](mailto:juridico.societario@rd.com.br) and/or [ri@rd.com.br](mailto:ri@rd.com.br).

Finally, the Management of the Company states that the AGO will be held on site, at the Company's principal place of business, but stresses that the shareholders may exercise their voting right remotely, through the remote voting ballot, made available on this date.

## Agenda of the Annual General Meeting

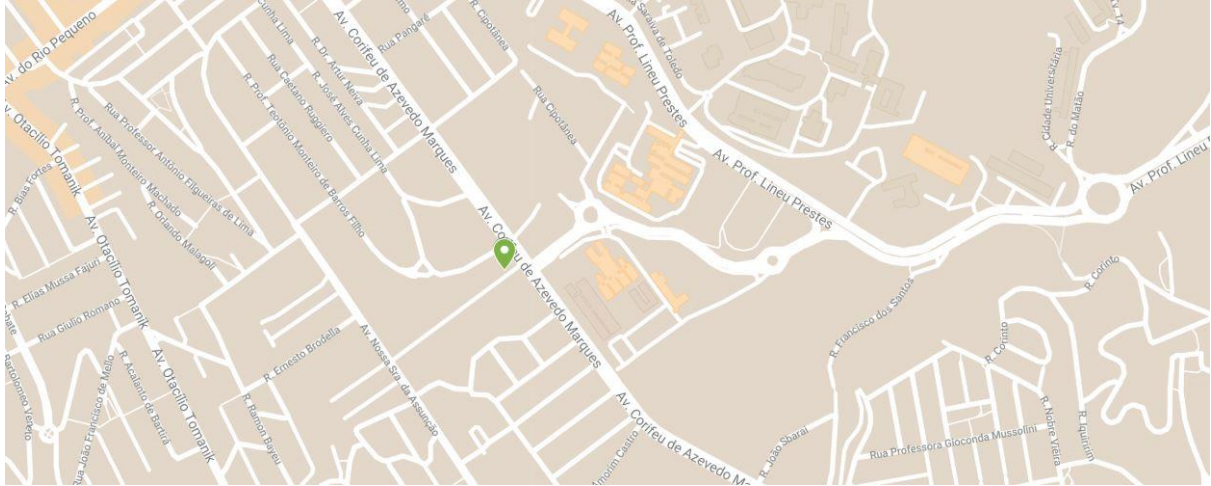
The proposals presented below will be submitted to the examination of the Shareholders. More information on the proposals is available at the exhibits section of this Manual, at the Relationship with Investors website of the Company (<https://ri.rd.com.br/>) and at the site of the Brazilian Securities and Exchange Commission (<http://www.cvm.gov.br/>).

At the Annual General Meeting:

- (i) rendering of accounts of the managers, examination, discussion and voting of the financial statements related to the fiscal year ended December 31, 2023, accompanied by the Management Report, the Independent Auditors Report, published in the newspaper “O Estado de São Paulo” issued on March 6, 2024, as well as by the opinion of the Audit Committee;
- (ii) allocation of net profits of the fiscal year ended December 31, 2023, validating the interest accrued on net equity and interim dividend distribution previously resolved by the Board of Directors, as well as the declaration of additional dividends to be paid to the shareholders by May 31, 2024, which will be attributed to the mandatory dividend;
- (iii) determination of the annual global compensation of managers of the Company;
- (iv) election of the members of the Audit Committee and their respective alternates; and
- (v) determination of the compensation of the members of the Audit Committee.

## Place of the General Meeting

The General Meeting will be held on April 17, 2024, at 3:00 p.m., at the principal place of business of the Company, located at Avenida Corifeu de Azevedo Marques, nº 3.097, Butantã, in the Capital City of the State of São Paulo, as highlighted in the map below.



As mentioned before, the AGO will be held on site, at the Company's principal place of business, but the Management stresses that the shareholders may exercise their voting right remotely, through the remote voting ballot made available on this date.

Should any shareholder choose to participate in person, it is recommended that they be present at the location at least thirty (30) minutes before the time indicated to allow the validation of the required documents and the beginning of the AGO at the indicated time.

## Attendance at the General Meeting

All shareholders with registered common shares of the Company may participate in the Meeting, personally or through legal representatives and attorneys-in-fact, provided that these shares are registered in their name with the depositary financial institution responsible for the service of book-entry shares of the Company – Itaú Corretora de Valores S.A.

In order to make their participation in the Shareholders' General Meeting feasible, the Shareholders shall present the following documentation:

- Document that proves that they are shareholders, namely, proof of the book-entry shares held thereby, issued by the custody agent (or the statement presenting their equity interest, issued the relevant body, for the shareholder participating in the fungible custody of registered shares).
- Documents that prove their identity, in original or certified copy, namely:

<b>a. Individual</b>
<ul style="list-style-type: none"><li>○ Identity card with photograph (RG, RNE, CNH, passport or officially recognized professional licenses)</li><li>○ If represented by an attorney-in-fact<sup>1,2</sup>, power of attorney and identity card of the attorney-in-fact</li></ul>
<b>b. Legal Entity</b>
<ul style="list-style-type: none"><li>○ Restated and updated Bylaws or Articles of Association</li><li>○ If represented by a legal representative, corporate documents that indicate their election and identity card with photo of the representative</li><li>○ If represented by an attorney-in-fact<sup>1,3</sup>, power of attorney and identity card with photo of the attorney-in-fact</li></ul>
<b>c. Investment Fund</b>
<ul style="list-style-type: none"><li>○ Restated rules of the fund</li><li>○ Restated and updated Bylaws or Articles of Association of the administrator or manager of the fund</li><li>○ Identity card with photo of the legal representative</li><li>○ If represented by an attorney-in-fact, power of attorney and identity card with photo of the attorney-in-fact</li></ul>
<b>d. Foreigners</b>
<ul style="list-style-type: none"><li>○ Same documentation applicable to the Brazilian shareholders, and the documents issued abroad, such as powers of attorney and corporate documents, shall be duly notarized and apostilled/authenticated by the consulate, the sworn translation of documents drawn up in Portuguese, English or Spanish or that are accompanied by the respective translation to these languages being waived</li></ul>

<sup>1</sup> The Company accepts powers of attorney granted by electronic means. The Company may waive the certification of signature, the notarization and the authentication by the consulate of the documents presented, as the case may be, as well as the delivery of original copies for acceptance of the Remote Voting Ballot, accepting that said documentation be sent only to the electronic address indicated in the Ballot's instructions, conditioned to the express confirmation of the Company regarding the receipt and sufficiency of such documents.

<sup>2</sup> The individual shareholder may be represented at the Meeting by an attorney-in-fact constituted less than one (1) year from the date of the Meeting, that is a shareholder, a Company manager, a lawyer or a financial institution, being incumbent upon the manager of the investment funds to represent the co-owners, as required by paragraph 1 of article 126 of Law No. 6,404/76

<sup>3</sup> In compliance with the decision of CVM Proceedings RJ2014/3578, the general rule of representation of the Brazilian Civil Code will be applied to the representation of a legal entity shareholder. Thus, any attorneys-in-fact duly constituted in accordance with the law and the bylaws or articles of association of the respective legal entities may participate in the Meeting even if they are not shareholders, managers or lawyers

Following the practice adopted in the last fiscal years, we request that, preferably, a copy of the documentation mentioned herein be sent to the Company by email, or to the addresses indicated below, until **April 15, 2024**, as per the instructions below:



Raia Drogasil S.A. | Legal Executive Office  
Avenida Corifeu de Azevedo Marques, nº 3.097  
São Paulo – SP, CEP 05339-000



To: Legal Executive Office  
Email: juridico.societario@rd.com.br

The purpose of sending the documentation in advance is to provide celerity to the registration of the Shareholders and optimize the works at the Meeting. However, the Shareholder that attend the Meeting with the required documents may participate and vote, even if they failed to file the documents in advance.

The Shareholder may choose to exercise their remote voting right, without the necessity, therefore, of attending in person the Meeting or indicating a representative or attorney-in-fact to represent them.

To do so, the Shareholder shall complete the Remote Voting Ballot provided in the websites of the Company, the Brazilian Securities and Exchange Commission (CVM) and B3 S.A. – Brasil, Bolsa, Balcão, and send them to the Company, or give instructions to their respective custodians or to the Company's bookkeeper for its completion. The instructions for completing and sending the Remote Voting Ballot are duly described, in details, in the Ballot disclosed by the Company.

The Remote Voting Ballot shall be received by the Company and/or by the custodian and/or by the bookkeeper, as applicable, within seven (7) days prior to the date of the Meeting (called to be held on April 17, 2024). Any Ballots received by the Company after that date will be disregarded. Pursuant to CVM Ruling No. 81 ("CVM Ruling 81"), within three (3) days from the receipt of the Ballots, we will inform the receipt of such documents and if it will be necessary to make any kind of rectification.

If the Shareholder chooses to send the Ballot directly to the Company, the delivery of the following documentation shall be observed: (i) proof issued by the depositary financial institution of the book-entry shares or in custody under the terms of article 40 of Law No. 6,404/76, for the purposes of proving that they are shareholder (the Company may waive the presentation of the proof of holder of book-entry shares included in the list of shareholders provided by the depositary financial institution); and (ii) identification document, as set forth above.

Aiming to facilitate the adoption, by the Shareholder, of the alternative of remote voting for participation in the AGO, the Company may waive the certification of signature, the notarization and the authentication by the consulate of the documents presented, as the case may be, as well as the delivery of original copies for acceptance of the Remote Voting Ballot, accepting that said documentation be sent only to the electronic address indicated in the Ballot's instructions, conditioned to the express confirmation of the Company regarding the receipt and sufficiency of such documents.

## Bylaws of the Company - General Meeting

To facilitate the reference and consultation, we present below the rules set forth in the Bylaws of the Company related to the Meeting. To access the entire content of the Bylaws of RD, [click here](#).

### Chapter IV – General Meeting

**Article 15** - The General Meeting shall meet ordinarily, once a year, within the first four (4) months following the end of each fiscal year, to resolve on the matters legally under its responsibility, and extraordinarily whenever called by the Board of Directors, as per the applicable legislation or these Bylaws.

**Article 16** - The General Meeting will be opened and chaired by the Chairman of the Board of Directors or, in their absence, by the shareholder or manager of the Company appointed by the majority of the shareholders present, who will choose, among those in attendance, one to act as Secretary, who may or may not be a shareholder of the Company.

**Article 17** - The resolutions will be approved by the majority vote of those present, with due regard to the restrictions set by the Corporations Law, and in compliance with the provisions of paragraph eleven of article 24 of these Bylaws.

**Paragraph One** - The General Meeting may only resolve on matters on the agenda contained in the respective call notice, considering the exceptions provided for in the Corporations Law.

**Paragraph Two** - In order to participate in the General Meeting, the shareholder must file at the Company's headquarters, at least forty-eight (48) hours in advance from the respective General Meeting: (i) a document issued by the financial institution that holds their book-entry shares in custody, as provided for in Article 126 of the Corporations Law and/or in relation to the shareholders taking part in the fungible custody of registered shares, the statement presenting their shareholder position, issued the relevant body; and (ii) the proxy, duly registered as provided by law and these Bylaws, if the shareholder is being represented. The shareholder or the legal representative thereof shall attend the General Meeting in possession of the proper identification documents. Notwithstanding the obligations contained in this paragraph, the shareholder that attends the meeting with the required documents may participate and vote, even if they failed to file the documents in advance.

**Article 18** - The General Meeting shall, in addition to the responsibilities set forth by law:

- a) audit the managers' accounts, examine, discuss, and vote on the financial statements;
- b) elect and remove members of the Board of Directors;
- c) set the annual global compensation of the members of the Board of Directors and of the Executive Office, as well as of the members of the Audit Committee;
- d) amend the Bylaws;
- e) resolve on the dissolution, liquidations, consolidation, spin-off, and merger of the Company or any other company into the Company, as well as on the merger of shares involving the Company;
- f) allocate stock grants and decide on any share splitting or reverse split;
- g) approve call option or share subscription plans for the Company's managers and employees;
- h) resolve, according to the proposal submitted by the management, on the allocation of net profit for the year and the distribution of dividends;



- i) resolve on capital increases in excess of the authorized capital, or on the reduction of the corporate capital, as per the provisions of these Bylaws;
- j) elect the liquidator, as well as the Audit Committee that will operate during the liquidation period;
- k) resolve on the cancellation of the Company's listing as a publicly held company before the CVM;
- l) choose the specialized company to prepare the appraisal report on the Company's shares, as per article 24 of these Bylaws, among the companies indicated by the Board of Directors; and
- m) to resolve on any subject matter that is submitted thereto by the Board of Directors.

**Sole Paragraph** – The Company shall comply with the shareholders' agreements filed at its principal place of business, and the members of the presiding board of the General Meeting or of the Board of Directors' Meetings shall be expressly forbidden from accepting and considering any vote by any shareholder who is a signatory to the shareholders' agreement duly filed at the principal place of business, cast in violation of what was agreed upon in such agreement, and the Company shall also be expressly forbidden from accepting and proceeding with the transfer of shares and/or encumbrance and/or assignment of a preemptive right to the subscription of shares and/or other securities in violation of the provisions and terms agreed upon in the shareholders' agreements.

## MANAGEMENT PROPOSAL

*In compliance with the provisions in articles 10, 11, 13, and 15 of CVM Ruling 81.*

The management of **RAIA DROGASIL S.A.** presents its proposal (“Proposal”) related to the matters included in the agenda of the Meeting to be held on April 17, 2024, at 3:00 p.m., as set forth below:

### At the Annual General Meeting:

#### **(i) Rendering of accounts of the managers, examination, discussion, and voting of the financial statements related to the fiscal year ended December 31, 2023, accompanied by the Management Report and the Independent Auditors’ Report, published in the newspaper “O Estado de São Paulo” issued on March 6, 2024, as well as by the opinion of the Audit Committee**

We propose the approval, without reservation, of the accounts of the managers and the financial statements related to the fiscal year ended December 31, 2023, as disclosed on March 5, 2024 at the websites of CVM and B3, through the System Empresas.Net, as well as on the website of the Company, and published in the newspaper “O Estado de São Paulo” on March 6, 2024 (the “Financial Statements”).

Pursuant to article 10, item III, of CVM Ruling 81, the information provided in **Exhibit I** of this Proposal reflects our comments on the financial standing of the Company.

The Fiscal Committee and Audit Committee of the Company were favorable to the approval, by the shareholders of the Company, of the accounts of the management and of the Financial Statements, as per the opinions disclosed through the System Empresas.Net, on March 5, 2024.

In addition, the management report and the opinion of the independent auditors, together with the Financial Statements, were duly disclosed and published, as per CVM Ruling 81.

#### **(ii) Allocation of net profits of the fiscal year ended December 31, 2023, validating the interest accrued on net equity and interim dividend distribution previously resolved on by the Board of Directors, as well as the declaration of additional dividends to be paid to the shareholders on May 31, 2024, which will be attributed to the mandatory dividend**

We propose the approval of the allocation of the net profits of the Company regarding the year ended on December 31, 2023, as indicated in the Financial Statements and detailed in **Exhibit II** of this Proposal, prepared in conformity with article 10, sole paragraph, item II of CVM Ruling 81. The Fiscal Committee and Audit Committee of the Company were favorable to the approval, by the shareholders of the Company, of said proposal of allocation of the net profits, as per the opinions disclosed through the System Empresas.Net, on March 5, 2024.

### The proposal of allocation of the net profits

Net Profits of the Year	BRL 1,054,972,885.49
Reversal of the revaluation reserve	BRL 142,465.01
Prescribed Dividends in 2023	BRL 512,832.53
Total amount to be allocated	BRL 1,055,628,183.03

### Allocations:

Legal Reserve 5% of the Net Profits of the Year	BRL 52,748,644.27
Interest on Net Equity appropriated in 2023 (gross value)	BRL 360,200,000.00
Interim Dividends	BRL 83,000,000.00

Proposed Additional Dividend	BRL 84,300,000.00
Tax Incentive Reserve (27.90% of the net result of the year)	BRL 294,450,437.44
Reserve established by the Bylaws (17.1% of the net result of the year)	BRL 180,929,101.32

It is proposed that the following be attributed to the mandatory dividend, pursuant to Article 22 of the Bylaws of the Company: (i) the appropriations of interest on net equity previously resolved by the Board of Directors in extraordinary meetings of (b.1.) March 30, 2023, in the gross amount of eighty million reais (BRL 80,000,000.00), corresponding to BRL 0.048530597 per share, from which the income tax is withheld, as applicable, paid to the shareholders on December 1, 2023, (b.2.) June 30, 2023, in the gross amount of one hundred and two million reais (BRL 102,000,000.00), corresponding to BRL 0.0594966458 per share, from which the income tax is withheld, as applicable, paid to the shareholders on December 1, 2023, (b.3.) September 29, 2023, in the gross amount of ninety-one million, one hundred thousand reais (BRL 91,100,000.00) corresponding to BRL 0.053138671 per share, from which the income tax is withheld, as applicable, to be paid to the shareholders by May 31, 2024 without monetary adjustment or interest, and (b.4.) December 1, 2023, in the gross amount of eighty-seven million, one hundred thousand reais (BRL 87,100,000.00), corresponding to BRL 0.050805469 per share, on which the deduction of the withholding income tax will be made, as applicable, to be paid to the shareholders on May 31, 2024 without monetary adjustment or interest; and (ii) the distribution of interim dividends previously resolved on by the Board of Directors at the extraordinary meeting of December 15, 2023, in the gross amount of eighty-three million reais (BRL 83,000,000.00), corresponding to BRL 0.048413937 per share, paid to the shareholders on December 28, 2023.

We also propose reporting additional dividends of eighty-four million, three hundred thousand reais (BRL 84,300,000.00) to be paid to the shareholders on May 31, 2024.

The information indicated in Exhibit A of CVM Ruling 81 is available for consultation by the Shareholders in [Exhibit II](#) to this Proposal.

### (iii) Determination of the annual global compensation of managers of the Company

We propose that the global compensation of the managers to be paid in the fiscal year of 2024 be set in the annual net amount of up to seventy-eight million, eighty-nine thousand, three hundred and sixty-six reais (BRL 78,089,366.00). The Company emphasizes that the social charges are not included in that amount.<sup>1</sup>

For purposes of comparison between the proposal of compensation of this year with the previous years, the Company informed the amount of the charges and the total compensation in [Exhibit III](#) to this Proposal, pursuant to article 13 of the CVM Resolution 81.

The Management explains that the global compensation proposal corresponds to all amounts to be granted or paid in the period from January to December 2024.

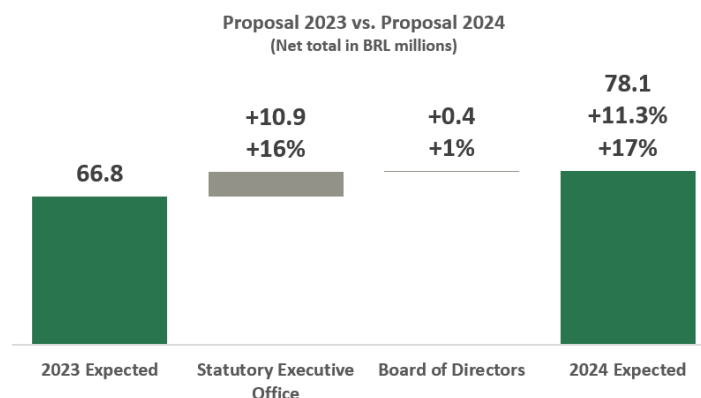
The amount of the proposed compensation, without social charges, is described below:

Managers	Fixed Compensation	Variable Compensation (Maximum)	Stock-Based Compensation (Maximum)	Post-Employment Benefits	TOTAL
Directors	BRL 10,651,989	BRL 0	BRL 0	BRL 0	BRL 10,651,989
Executive Office	BRL 15,522,921	BRL 23,077,844	BRL 28,836,612	BRL 0	BRL 67,437,377

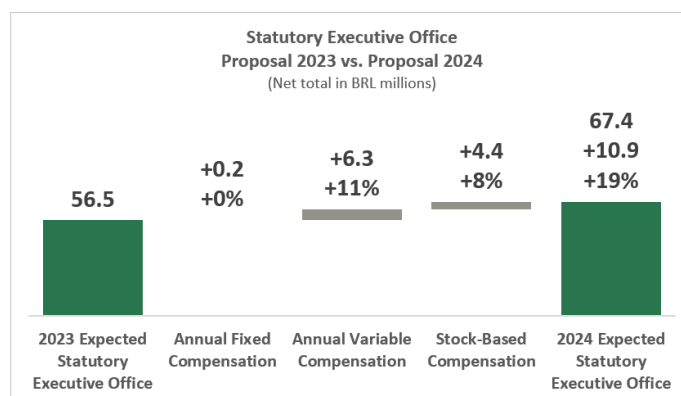
<sup>1</sup> As per the understanding of CVM's Full Board in Proceedings No. 19957.007457/2018-10, included in Official Circular Letter/Year-2024 CVM/SEP, the global compensation of the managers must be net of social charges to be borne by the employer, which are not covered by the concept of "benefit of any nature" dealt with by article 152 of Law No. 6,404/76

Managers	Fixed Compensation	Variable Compensation (Maximum)	Stock-Based Compensation (Maximum)	Post-Employment Benefits	TOTAL
TOTAL	BRL 26,174,910	BRL 23,077,844	BRL 28,836,612	BRL 0	<b>BRL 78,089,366</b>

To clarify any doubts, we take this opportunity to demonstrate and justify the comparison between the net amount that was approved as the annual compensation limit of the managers for the 2023 fiscal year and the amount proposed for the 2024 fiscal year:



Based on the foregoing, note that the main increase is located in the compensation of the Statutory Executive Office and, as detailed below, mainly allocated to variable compensation and stock-based compensation. Such allocation is an expectation of the maximum amount that may be paid with respect to such remuneration, which are linked to the achievement of goals:



As informed, we emphasize that both annual variable compensation and stock-based compensation are linked to the achievement of performance goals aiming to sustain the long-term strategy, with benefits for both the Company and its investors.

As it is known to the general market, our Statutory Executive Office, with an average of 18 years of RD, contributes to a growing and consistent delivery of values over the years, despite all the adversities of the political and economic context faced in the last 12 years since the merger that resulted in the creation of RD.

This board has been conducting the Company's business with consistent growth since 2011 and increased the number of pharmacies by 4 times, gross revenue by 8 times and adjusted EBITDA by 10 times.

Thus, we understand that the proposal of annual compensation of the managers is adequate and pertinent to stimulate them to seek the best results and retain our executives.

Nevertheless, always striving for transparency and clarity in the information, we have compiled in the table below the comparison of the current proposal for the compensation of managers with the amounts approved and effective in the 2023 fiscal year.

Value	Approved 2023	Effective 2023	Proposed 2024
Gross	BRL 80,104,592	BRL 75,190,842	BRL 93,096,514
Net	BRL 66,753,826	BRL 62,656,883	BRL 78,089,366

We can see that for the year 2023, a proposal for compensation of the managers was approved in the net amount of up to sixty-six million, seven hundred and fifty-three thousand, eight hundred and twenty-six reais (BRL 66,753,826) and the net amount actually realized in that period was sixty-two million, six hundred and fifty-six thousand, eight hundred and eighty-three reais (BRL 62,656.883).

The difference between the approved compensation limit for 2023 and the one actually realized, which was approximately 6% lower than the limit, is mainly the result of the amounts paid as variable compensation to executives, as shown in the graph below, reinforcing that the amounts approved represent, both in the 2023 proposal and in the 2024 proposal, the possibility of reaching the maximum of variable compensation:



Lastly, Management reports that the information indicated in item 8 of the Reference Form, as per article 13 of CVM Ruling 81, is available for consultation by the Shareholders in **Exhibit III** of this Proposal.

#### **(iv) Election of the Audit Committee**

We propose that the Audit Committee be composed of three (3) sitting members, and an equal number of alternates, appointed by the controlling shareholders and that the following candidates be elected for such positions:

##### Sitting Members:

- (i) Gilberto Lerio;
- (ii) Paulo Sérgio Buzaid Tohmé; and
- (iii) Adeildo Paulino.

##### Alternate Members:

- (i) Flávio da Silveira dos Anjos;
- (ii) Mário Antonio Luiz Corrêa; and

(iii) Vivian do Valle Souza Leão Mikui

For the election of one (1) sitting member, and his/her respective alternate, representative of the minority shareholders, to be decided in a separate vote, as the case may be, pursuant to article 161, paragraph 4, item a, of Law No. 6,404/76, the Management indicates that it has received the following indication of candidates, by minority shareholders holding, on this date, less than 1% of the Company's common shares:

Indicated by Caixa de Previdência do Banco do Brasil – Previ e Plano de Benefícios 1, jointly with BB BNC Acoes Nossa Caixa Nosso Clube De Investimento, BB Top Multi Moderado Lp Fdo De Invest Mult, BB Top Acoes Indice De Sustentabilidade Empresarial Is Fia, Brasilprev Top A Fundo De Inv De Acoes, BB Top Multi Inst Lp Fi Multimercado, BB Top Acoes Ibovespa Indexado Fi, BB Top Acoes Setorial Consumo Fi, BB Top Acoes Ibovespa Ativo Fi, BB Previdencia Acoes Ibrx Fundo De Investimento, BB Cap Acoes Fundo De Investimento, BB Acoes Governança Is Fi, BB Previdenciario Multimercado Fi Lp, BB Top Multimercado Asg Fundo De Investimento Longo Prazo, BB Terra Do Sol Fim, BB Cap Ibovespa Indexado Fia, BB Eco Gold Fundo De Investimento Em Acoes, BB Top Dua Strategy Fi, BB Adelino Fi Multimercado Credito Privado Lp, BB Acoes Equidade Is Fi, BB Mar Azul Acoes Fundo De Investimento, BB Etf Ibovespa Fundo De Indice, BB Previdenciario Multimercado Alocação Fi, Brasilprev Top Asg Brasil Is Fia, BB Top Acoes Asg Brasil Is Fia, BB Top Acoes Smart Grafico Fundo De Investimento Em Acoes, Previ Renda Variavel Indevido, BB Pezzonovante Fundo De Investimento Financeiro Em Acoes Re and BB Etf Indice Diversidade B3 Inv Sust Fdo Ind:

Sitting Member: Zeila Thoaldo Canteri

Alternate Member: Ivanyra Maura de Medeiros Correia

The information indicated in items 7.3 to 7.6 of the Reference Form, as per CVM Ruling 81, is available for consultation by the Shareholders in **Exhibit IV** of this Proposal.

#### **(v) Determination of the compensation of the members of the Audit Committee**

We propose that the compensation of the members of the Audit Committee corresponds, in average, to ten percent (10%) of the average compensation attributed to each Officer, not including benefits, representation allowances, and profit sharing.

**The Management**

**EXHIBIT I**  
**Officers' comments on the financial condition of the Company**  
(Pursuant to article 10, item III, of CVM Ruling No. 81)

Information from item 2 of the Reference Form

**2. Officers' Comments**

**2.1. The officers should comment on**

**a. general financial and equity conditions**

On December 31, 2023, there were 2,953 drug stores in operation, spread over all Brazilian States, in addition to 6 4Bio units. On December 31, 2022, there were 2,697 stores in operation, in addition to 5 4Bio units.

We are the largest drugstore chain in the country in sales and number of stores, according to the Abrafarma (Brazilian Association of Pharmacy and Drugstore Chains) ranking, released in 2023. The resources used for our activities, including the opening, modernization, and maintenance of stores come from the commercialization of branded drugs, generic drugs, OTC and perfumery, as well as from the provision of services to our customers.

As a result of the consistent evolution of the Company's operational results over the last years and of the comfortable situation of liquidity, we believe that the company has solid equity and financial conditions necessary to conduct the operation.

In addition, we maintained a stable situation of liquidity over the last years. At the end of 2023, our current liquidity rate was 1.43, compared to 1.49 in 2022, representing a 6.0%-decrease.

It is important to mention that, on December 31, 2023, our cash and cash equivalents reached BRL 412,321 thousand (Dec/22 - BRL 433,541 thousand), whereas the loans and financing of the company in the same period amounted to BRL 3,130,703 thousand (Dec/22 - BRL 2,317,904 thousand). Cash generation from operations financed almost all CAPEX for the year, allocated to opening new drug stores (270 gross openings in the period), renovating existing units, in addition to projects related to information technology, logistics, and investments in controlled companies for the creation of an integral health ecosystem and the development of new customer loyalty, engagement, and monetization solutions.

The shareholders' equity of the company on December 31, 2023 was BRL 6,028,301 thousand (Dec/22 - BRL 5,402,941 thousand), an increase of BRL 625,360 thousand or 11.6%.

The Company analyzes the liquidity rates with the purpose of identifying possible unbalances between the debts and the short-term receivables, as well as the necessity of raising of funds or availability of cash for future investments. The Management understands that the current levels of the liquidity rates are adequate. The Company follows them up and takes appropriate measures to maintain its good financial standing.

Indicator – IFRS 16	2023	2022
Current Liquidity <sup>1</sup>	1.43	1.50
General Liquidity <sup>2</sup>	0.87	0.84

1) Current Liquidity<sup>1</sup> = (Current Assets) / (Current Liabilities)

2) General Liquidity<sup>2</sup> = (Current Assets + Noncurrent Receivables) / (Current Liabilities + Long-term Liabilities)

**b. capital structure**

Over the last years the Company has been financing itself mainly with own resources. Our gross indebtedness, at the end of 2023, amounted to BRL 3,130,703 thousand (Dec/22 – BRL 2,317,904 thousand), comprised mainly by long-term resources raised with the issue of debentures and a

shareholder's equity of BRL 6,028,301 thousand (Dec/22 – BRL 5,402,941 thousand), and cash and cash equivalents of BRL 412,321 thousand (Dec/22 – BRL 433,541 thousand), data in IFRS 16, as demonstrated in the table below:

<b>Capital Structure (in BRL thousands) – IFRS 16</b>	<b>2023</b>	<b>VA</b>	<b>2022</b>	<b>VA</b>
Net Equity (Shareholder's Equity) <sup>2</sup>	6,028,301	65.82%	5,402,941	69.98%
Creditors' Equity (Short and Long-Term Loans and Financing) <sup>3</sup>	3,130,703	34.18%	2,317,904	24.18%
<b>Total</b>	<b>9,159,004</b>	<b>100.00%</b>	<b>7,720,845</b>	<b>100.00%</b>

### **c. ability to pay financial commitments undertaken**

Due to the financial structure already reported, the Management understands that the Company is fully capable of complying with all its financial commitments, as well as to meet all needs of working capital and investments scheduled.

On December 31, 2023, our current liabilities were BRL 8,079,497 thousand (Dec/22 – BRL 6,367,168 thousand), an amount lower than the current assets, which, on the same date, was BRL 11,561,674 thousand (Dec/22 – BRL 9,577,068), including the amounts of the cash and cash equivalents account, which represented BRL 412,321 (Dec/22 – BRL 433,541 thousand), data in IFRS 16.

On December 31, 2023, our short-term debt was BRL 604,601 thousand (Dec/22 - BRL 186,356 thousand), while 80.7% of our gross indebtedness, BRL 2,526,102 thousand (Dec/22 BRL 2,131,548 thousand), was scheduled to fall due in the long term. Finally, it is worth mentioning that our debt is comprised mainly by resources from the debentures with market interest rates pegged to the CDI (Interbank Deposit Certificate).

### **d. sources of financing for working capital and for investments in non-current assets used**

The main source of liquidity of the Company is the generation of cash from operations. Over the last two fiscal years, the Company obtained resources through loans and debentures with the financial market, which were employed in the financing of its needs of working capital and short-term investment. For more detail, see item 2.1.f on the relevant loans and financing agreements.

### **e. sources of financing for working capital and investment in non-current assets that it intends to use as a means of covering liquidity shortfalls**

Our loans and financing include the instruments described in letter (f) of this item 2.1. Notwithstanding the existence of the loans and financing described below, we believe we do not depend on resources from third parties for the performance of our businesses, taking into account our consistent cash generation and solid financial condition.

The Company will enter into new loans and financing transaction in the financial market when it identifies the need for additional resources to fund its expansion plan or with the purpose of improving the indebtedness profile.

### **f. indebtedness levels and the characteristics of such debts, also describing:**

#### ***i. material loan and financing agreements***

On December 31, 2023, the Company had loans and financing which amounted to BRL 3,130.703 thousand (Dec/22 - BRL 2,317.904).

The principal amount of the loans is denominated in reais, with market interest rates linked to the CDI plus the bank's spread, of BRL 2,592,379 thousand, related to the 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup> and 8<sup>th</sup> issues of

<sup>2</sup> Corresponds to Shareholders' Equity at the end of each fiscal year.

<sup>3</sup> Corresponds to the sum of Current and Non-Current Liabilities at the end of each fiscal year



debentures, BRL 538,324 thousand in direct financial loans – Law No. 4,131. The amount of the principal and interest of these loans are usually paid every six months, with due dates between 2023 and 2030.

The interest rates practiced in the credit facilities are specified in the table below:

Items of loans and financing	Average annual long-term interest rate	Balance on 12/31/2023	Balance on 12/31/2022
Amounts in thousands of BRL			
<b>Debentures</b>		<b>2,592,379</b>	<b>1,927,632</b>
2 <sup>nd</sup> issue of debentures	104.50% of CDI	-	45,943
3 <sup>rd</sup> issue of debentures - CRIs	98.50% of CDI	256,155	256,264
4 <sup>th</sup> issue of debentures	106.99% of CDI	300,921	301,211
5 <sup>th</sup> issue of debentures	100% of CDI + 1.49% per annum	528,154	530,393
6 <sup>th</sup> issue of debentures - CRIs	100% of CDI + 0.70% per annum	256,088	256,123
7 <sup>th</sup> issue of debentures - CRIs	100% of CDI + 0.75% per annum	539,372	537,698
8 <sup>th</sup> issue of debentures - CRIs - 1 <sup>st</sup> series	100% of CDI + 0.30% per annum	360,057	-
8 <sup>th</sup> issue of debentures - CRIs - 2 <sup>nd</sup> series	100% of CDI + 0.65% per annum	152,812	-
8 <sup>th</sup> issue of debentures - CRIs - 3 <sup>rd</sup> series	100% of CDI + 1.10% per annum	198,820	-
<b>Loans</b>		<b>538,324</b>	<b>390,272</b>
Direct Financial Loans - Law No. 4131	100.00% of CDI + 1.30%	100,490	-
Direct Financial Loans - Law No. 4131	100.00% of CDI + 1.37%	32,451	-
Direct Financial Loans - Law No. 4131	100.00% of CDI + 1.37%	-	45,414
Direct Financial Loans - Law No. 4131	100.00% of CDI + 1.42%	41,055	-
Direct Financial Loans - Law No. 4131	100.00% of CDI + 1.45%	53,398	-
Direct Financial Loans - Law No. 4131	100.00% of CDI + 1.54%	-	32,552
Direct Financial Loans - Law No. 4131	100.00% of CDI + 2.61%	310,930	311,974
Others	100.00% of CDI + 2.95%	-	332
<b>Total</b>		<b>3,130,703</b>	<b>2,317,904</b>
Current liabilities		604,601	186,356
Non-current liabilities		2,526,102	2,131,548

#### **ii. other long-term relationships with financial institutions**

With the exception of the contractual relations mentioned in item (i) above, we do not have other long-term relations with financial institutions.

#### **iii. debt subordination levels**

The Managers of the Company inform that, over the last three fiscal years, there was no subordination level of the Company's debt and that this is determined in accordance with the provisions of the legislation in force (Law No. 11,101/05).

#### **iv. any restrictions on the issuer, especially with regard to limits on indebtedness and contracting of new debts, distribution of dividends, divestiture, issuance of new securities, and**

**disposal of ownership control, as well as if the issuer has been complying with these restrictions.**

The debentures of the Company amount to BRL 2,592,379 thousand in 2023 (Dec/22 - BRL 1,927,632) and are subject to compliance with the following restrictive clause (“covenants”):

- Net Debt/EBITDA: cannot be higher than 3.0 times.

The covenants are quarterly measured, and, on December 31, 2023 and 2022, said requirements were complied with. The non-compliance with the covenants for two consecutive quarters may be considered an event of default and, consequently, may have their early maturity declared.

The Company's debentures and loans have other restrictive covenants, as stated in the debenture deeds of the 2<sup>nd</sup> Issue clause 6.1 Early Maturity, 3<sup>rd</sup> Issue clause Nine - Events of Early Maturity of the Debentures, 4<sup>th</sup> Issue clause 6.1 Early Maturity, 5<sup>th</sup> Issue clause Nine - Early Maturity, 6<sup>th</sup> Issue clause Ten - Early Maturity, 7<sup>th</sup> Issue clause Ten - Early Maturity, 8<sup>th</sup> Issue clause Ten - Early Maturity and Direct Financial Loan - Law No. 4131 clause VII Early Maturity.

On December 31, 2023, the Company was in compliance with all financial and non-financial restrictions established in the contracts, the financial ratio: Net Debt / EBITDA was at 0.74 times.

The Company's financial agreements have *cross default/acceleration* clauses, which allow creditors to accelerate the maturity of their debts if the Company or any Relevant Subsidiary has declared the maturity or becomes in default of any obligation in financial agreements whose value is equal to or greater than BRL 30 million, provided that it is not remedied within the cure period established in each of said agreements.

**g. limits of use of the contracted funding and percentages already used**

On the date of this Reference Form, the Company did not have any financing agreement whose disbursement has not been fully carried out.

**h. significant changes in each item of the financial statements and cash flows**

*Fiscal year ended on December 31, 2023, compared with the fiscal year ended on December 31, 2022*

<b>Income Statement (in BRL thousands) – IFRS 16</b>	<b>2023</b>	<b>VA</b>	<b>2022</b>	<b>VA</b>	<b>HA</b>
<b>Net sales revenue</b>	<b>33,973,790</b>	<b>100.0%</b>	<b>29,067,380</b>	<b>100.0%</b>	<b>16.9%</b>
Cost of goods sold	(23,766,426)	70.0%	(20,257,912)	-69.7%	17.3%
<b>Gross profit</b>	<b>10,207,364</b>	<b>30.0%</b>	<b>8,809,468</b>	<b>30.3%</b>	<b>15.9%</b>

<b>Operating (expenses) revenues</b>					
With sales	(6,689,275)	-19.7%	(5,805,992)	-20.0%	15.2%
General and administrative	(1,503,526)	-4.4%	(1,249,847)	-4.3%	20.3%
Other operating revenues/(expenses)	78,435	0.2%	86,516	0.3%	(9.3%)
Equity accounting results	(12,509)	0.0%	(821)	0.0%	1,423.6%
	<b>(8,126,875)</b>	<b>-23.9%</b>	<b>(6,970,144)</b>	<b>-24.0%</b>	<b>16.6%</b>
<b>Operating profit before the financial result</b>	<b>2,080,489</b>	<b>6.1%</b>	<b>1,839,324</b>	<b>6.3%</b>	<b>13.1%</b>
<b>Financial results</b>					
Financial revenues	428,735	1.3%	293,586	1.0%	46.0%
Financial expenses	(1,292,531)	-3.8%	(939,701)	-3.2%	37.5%
	<b>(863,796)</b>	<b>-2.5%</b>	<b>(646,115)</b>	<b>-2.2%</b>	<b>33.7%</b>

<b>Profits before income tax and social contribution</b>	<b>1,216,693</b>	<b>3.6%</b>	<b>1,193,209</b>	<b>4.1%</b>	<b>2.0%</b>
<b>Income tax and social contribution</b>					
Current	(314,521)	-0.9%	(210,820)	-0.7%	49.2%
Deferred	184,971	0.5%	32,579	0.1%	467.8%
	<b>(129,550)</b>	<b>-0.4%</b>	<b>(178,241)</b>	<b>-0.6%</b>	<b>(27.3%)</b>
<b>Net profits of the year</b>	<b>1,087,143</b>	<b>3.2%</b>	<b>1,014,968</b>	<b>3.5%</b>	<b>7.1%</b>
Attributable to the Company's shareholders	1,054,973	-	996,112	-	-
Interest of Non-Controlling Shareholders	32,170	-	18,856	-	-

### Net sales revenue

We ended 2023 with BRL 33,973,790 thousand of net revenue, an increase of 16.9% in relation to the previous year (BRL 29,067,380 thousand in 2022). This variation results from the maturation of the stores opened over the last years, as well as of the organic expansion of the Company with the opening of 270 pharmacies and closing of 16 pharmacies in 2023.

### Cost of goods sold

On December 31, 2023, we recorded BRL 23,766,426 thousand of costs of goods sold, an increase of 17.3% in relation to the previous year (BRL 20,257.912 thousand in 2022). Similarly to the observed in net sales revenue, this increase of BRL 3,508,514 thousand is due to the increase in the number of pharmacies in operation and the increase of sales of existing pharmacies.

### Gross profit

We recorded a gross profit of BRL 10,207,364 thousand in 2023 (BRL 8,809,468 thousand in 2022). The profit increased 15.9% with a gross adjusted margin of 30.0%, a reduction of 0.3 percentage point compared to 2022.

### Operating (expenses) revenues

On December 31, 2023 we recorded BRL 8,126,875 thousand in total expenses (BRL 6,970,144 thousand in 2022). An increase of BRL 1,156,731 thousand or 16.6%, due to the number of pharmacies and investments in the Company's administrative structure.

### Financial results

On December 31, 2023, we recorded BRL 863,796 thousand in negative financial results (negative BRL 646,115 thousand in 2022). An increase of BRL 217,681 thousand or 33.7%, which results from the variation in the interest rate.

### Income tax and social contribution

We recorded a reduction of BRL 48,691 thousand in the Income Tax and Social Contribution account, to BRL 178,241 thousand in 2022 to BRL 129,550 in 2023 resulting from the increase in gains earned with ICMS tax benefits related to subsidy for investments in certain States.

### Net Profit

We recorded a net profit of BRL 1,087,143 thousand in 2023 (BRL 1,014,968 thousand in 2022). The profit increased 7.1%, with a net adjusted margin of 3.2%, a reduction of 0.3 percentage point.

### *Fiscal year ended on December 31, 2023, compared with the fiscal year ended on December 31, 2022*

<b>Statements of cash flows (in BRL thousands)</b>	<b>Dec/23</b>	<b>Dec/22</b>	<b>HA</b>
<b>Cash flows from operating activities</b>			
<b>Profits before income tax and social contribution</b>	<b>1,216,693</b>	<b>1,193,209</b>	<b>2.0%</b>
<b>Adjustments</b>			
Depreciation and amortization	1,707,296	1,515,538	12.70%

Compensation plan with performance shares, net	33,215	22,604	46.9%
Interest on additional share call options	33,486	26,769	25.1%
Income from sale and write-off of property, plant, and equipment, and intangible assets	68,430	29,233	134.1%
Provision for lawsuits	268,582	64,670	315.3%
Provision for inventory losses	(1,322)	27,084	(104.9) %
(Reversal) provision for expected credit losses	12,781	7,245	76.4%
(Reversal) provision for closure of pharmacies	(2,208)	(1,072)	106.0%
Expenses net of interest on loans	347,217	274,962	26.3%
Interest expenses - Leases	330,782	258,640	27.9%
Amortization of transaction cost of debentures and promissory notes	5,302	4,639	14.3%
Equity accounting results	12,509	(820)	(1625.5%)
Property lease discount	(73)	(1,105)	(93.4%)
	<b>4,032,690</b>	<b>3,421,596</b>	<b>17.9%</b>

#### Changes in assets and liabilities

Customers and other accounts receivable	(788,191)	(583,602)	35.1%
Stock	(1,069,936)	(1,035,341)	3.3%
Other current assets	(188,823)	12,121	(1657.8%)
Non-current receivables	(104,223)	(69,140)	50.7%
Suppliers	694,460	728,351	(4.7) %
Suppliers - Drawee risk	2,453	(116,815)	(102.1%)
Suppliers - FIDC	143,242	-	100.0%
Salaries and social security charges	74,769	141,268	(47.1%)
Taxes, fees and contributions	(122,396)	(160,200)	(23, 6%)
Other obligations	(107,425)	137,575	(178.1%)
Rents payable	9,461	10,985	(13.9%)

#### Others

Interest paid	(328,894)	(258,674)	27, 1%
Income Tax and Social Contribution Paid	(68,659)	(233,175)	(70.6%)
Interest paid - Leases	(330,782)	(258,640)	27.9%
Judicial claims - paid	(62,419)	(54,185)	15.2%
<b>Net cash obtained in operating activities</b>	<b>1,785,327</b>	<b>1,682,124</b>	<b>6.1%</b>

#### Cash flows from investment activities

Acquisition and capital contribution to investees, net of cash obtained in the acquisition	-	(40,000)	(100.00%)
Cash acquired in business combination	256	-	(100.00%)
Net assets acquired in business combination	(2,952)	-	(100.00%)
Acquisitions of property, plant, and equipment and intangible assets	(1,304,581)	(1,188,782)	9.7%
Receipts from sales of property, plant, and equipment	154	131	17.6%
Loans granted to controlled companies	-	(800)	(100.00%)
<b>Net cash applied in investment activities</b>	<b>(1,307,123)</b>	<b>(1,229,451)</b>	<b>6.3%</b>

#### Cash flows from financing activities

Banking loans and financings	1,058,865	1,460,248	(27.5%)
Payment of loans and financing	(269,691)	(668,493)	(59.7%)
Lease payments	(822,697)	(842,923)	(2.4%)
Interest on shareholders' equity and dividends paid	(465,901)	(324,082)	43, 8%
<b>Net cash used in financing activities</b>	<b>(499,424)</b>	<b>(375,250)</b>	<b>33.1%</b>

Net increase (decrease) in cash and cash equivalents	(21,220)	77,423	(127.4%)
Cash and cash equivalents on January 1	433,541	356,118	21.4%)
<b>Cash flow statement as of December 31</b>	<b>412,321</b>	<b>433,541</b>	<b>(4.9%)</b>

#### **Net increase in cash and cash equivalents**

We presented a net reduction in Cash and cash equivalents in the amount of BRL 21,220 thousand when compared to the net cash generation of BRL 412,321 thousand carried out in 2023, with the amount of BRL 433,541 thousand generated in 2022, which was a reduction of 4.9%.

#### **Net cash obtained in operating activities**

The net cash generated from operating activities was in the amount of BRL 1,785,327 thousand on December 31, 2023, showing an increase of BRL 103,203 thousand or 6.1% when compared to the amount of BRL 1.682.124 thousand on December 31, 2022. The main variations were:

- (i) the increase of BRL 23,484 thousand or 1.9% in net income before income taxes and social contribution, which increased from BRL 1,193,209 thousand on December 31, 2022 to BRL 1,216,693 thousand on December 31, 2023, and the main events that justify this positive fluctuation were described in the explanations of the Income Statement;
- (ii) the increase of BRL 191,758 thousand in depreciation and amortization, changing from BRL 1,515,538 thousand on December 31, 2022 to BRL 1,707,296 thousand on December 31, 2023 as a result of expansion investments;
- (iii) increase of BRL 72,255 thousand in net interest expense on loans, from BRL 274,962 thousand on December 31, 2022 to BRL 347,217 thousand on December 31, 2023, which increase is mainly due to the variation in the interest rate;
- (iv) with the 16.9% increase in net sales in 2023, when compared to 2022, the balance of accounts receivable is positively affected, which results in an oscillation in cash flow in the amount of BRL 204,589 thousand or 35.1%, when compared to the amount of BRL 788,191 thousand on December 31, 2023 in changes in assets - customers and other accounts receivable, against the amount of BRL 583,602 thousand on December 31, 2022.

#### **Net cash applied in investment activities**

The net cash used in investment activities was of BRL 1,307.123 thousand on December 31, 2023, showing an increase of BRL 77.672 thousand or 6.3% when compared to the amount of BRL 1,229.451 thousand on December 31, 2022. The main change observed was the increase of BRL 155,799 thousand in acquisitions of fixed and intangible assets, which changed from BRL 1,188,782 thousand on December 31, 2022 to BRL 1,304,581 thousand on December 31, 2023.

#### **Net cash used in financing activities**

The net cash used in financing activities was of BRL 499,424 thousand on December 31, 2023, presenting an increase of BRL 124,174 thousand or 33.1% when compared to the amount of BRL 375,250 thousand on December 31, 2022. The most significant fluctuation was a reduction of BRL 401,383 thousand in banking loans and financings, which changed from BRL 1,460,248 thousand on December 31, 2022 to BRL 1,058,865 thousand on December 31, 2023.

## **2.2. The officers should comment on:**

### **a. results of the issuer's operations, especially:**

#### **i. description of any significant revenue element**

The Company generates revenue mainly in the sale of (branded and generic) drugs, over-the-counter (OTC) drugs, non-drugs (perfumery, personal hygiene products, cosmetics and dermocosmetics), and

services. Only for the purpose of managerial analyses, the Company separate its main sales revenues as follows:

<b>Breakdown of Revenue (in BRL thousands)</b>	<b>2023</b>	<b>2022</b>
Brand (% Retail Revenue)	41.5%	41.9%
Generics (% Retail Revenue)	11.9%	11.6%
OTC (% Retail Revenue)	20.8%	22.4%
Perfumery (% Retail Revenue)	25.5%	23.9%
Services (% Retail Revenue)	0.3%	0.2%
<b>Total Retail</b>	<b>33,476,275</b>	<b>29,104,625</b>
Controlled companies and consolidation adjustments	2,873,171	1,845,939
<b>Overall Total</b>	<b>36,349,446</b>	<b>30,950,564</b>

## **ii. factors with a material impact on operating results**

### **Overview of the Sector:**

Brazil undergoes a process of population aging, with relevant reflections on the health sector. From 2000 to 2023, the Brazilian pharmaceutical market grew by an average of 13% per year (CAGR), reaching BRL 186 billion at ex-factory prices, according to IQVIA. As the population ages, we believe that there will be an increase in the demand for medicines.

Although we are industry leaders, we ended 4Q23 with just 16.1% in market share, so there is still room for growth and consolidation. With a greater purchasing scale and ability to dilute expenses, we maintain competitive advantages in relation to smaller competitors.

### **b. relevant variations in revenue attributable to the introduction of new products and services, changes in volumes prices, exchange rates, and inflation:**

We increased our 2023 store opening *guidance* to 270, fully realized. We closed 14 stores, ending the period with 2,953 pharmacies in operation. In addition, investments made in the development of digital channels resulted in a 57.5% growth in sales through them, reaching the mark of BRL 5.1 billion in 2023, providing convenience for our customers, combined with greater engagement.

### **About price changes**

We negotiate frequently with suppliers with purchase agreements, which establish, for each line of product, commercial discounts on the Production Price and payment conditions.

The Drugs' Factory Price is annually adjusted in April, based on the IPCA (Broad Consumer Price Index) by the Drugs Market Regulation Chamber (CMED), an inter-ministerial body responsible for the economic regulation of the drug market in Brazil and ANVISA (Brazilian Health Surveillance Agency), which exercises the role of Executive Secretary of the Chamber. CMED establishes drug pricing limits, adopts rules that encourage competition in the industry, monitors the marketing, and applies penalties when its rules are breached. In the case of Perfumery Products, our purchases are made directly from the manufacturers, and the commercial conditions are negotiated by the parties at market price.

### **c. relevant impacts of inflation, price variation of major inputs and products, exchange and interest rates on the issuer's operating and financial results:**

Since all our liabilities and operating expenses are in reais, our operations results and financial condition are not directly affected by the variation of the Real x Dollar exchange rate. However, the exchange rate may affect the cost of our suppliers, which may transfer part of the increase of their costs through the reduction of commercial discounts practiced to the retail.

Likewise, the increase in inflation may cause the cost of goods to rise. For products that are not subject to federal price controls, in times of high inflationary pressure, we always seek to negotiate reasonable

and balanced increases with our commercial partners in order to cause the weakest possible impact on demand.

The increase in the interest rate may impact in a negative manner the ability of the suppliers to offer us extended terms of payment and, thus, hinder our cash cycle.

We are subject to federal laws that impose price control to the majority of the pharmaceutical products that we sell. This price control could result in a lower profit margin than those usually realized by pharmaceutical products that are not subject to price control, affecting our profitability. It is not possible to predict whether the Federal Government change price controls in the future, which could adversely affect us.

### **2.3. The officers should comment on:**

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

There are no standards, guidelines, or accounting pronouncements that became effective for the first time as of the fiscal year beginning on January 1, 2023. The Company has not early adopted any other standard, interpretation, or amendment that has been issued but is not yet effective.

#### **b. changed opinions and caveats contained in the auditor's report:**

In the last three fiscal years, the independent auditors' reports were issued without modification, that is, they did not indicate reservations or emphasis of matter.

### **2.4. The officers should comment on the material effects that the events below have caused or are likely to cause on the issuer's financial statements and results:**

#### **a. launch or divestiture of a field of business**

No field of business was launched or disposed of.

#### **b. formation, acquisition or disposal of equity interest**

On February 27, 2023, the Company, through its subsidiary Healthbit, completed the acquisition of 100% of the equity interest in Infectoria Serviços Médicos Ltda. ("Infectoria"). Infectoria is a company that provides various types of medical services specialized in hospital infection control, management and corporate health care. The services provided basically consist of online appointments, training, lectures, courses, digital solutions to solve health problems and consulting in general.

On February 28, 2023, the Company, through its subsidiary Manipulaê, completed the acquisition of 100% of the equity interest of Pharmaperez – Farmácia e Manipulação Ltda. – Biocell ("Biocell"). Biocell's corporate purpose is the provision of compounding pharmacy services and the sale of pharmaceutical products.

On June 13, 2023, the Company incorporated a new company in the Group, with the name RD Log Ltda. ("RD Log"), with the main purpose of expanding the offer of logistics services to marketplace sellers.

On October 2, 2023, the Company acquired a 100.00% equity interest in the company Kymberg Farmacêutica do Brasil Ltda. ("Kymberg"), which operates in the pharmaceutical industry.

#### **c. extraordinary events or transactions**

There were no unusual events or operations during the last fiscal year in addition to the events already shown in item "b" above.

**2.5. If the issuer disclosed during the last fiscal year or wishes to disclose in this form any non-accounting measurements, such as EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) or EBIT (Earnings Before Interest and Taxes), the issuer must:**

**a. inform the value of non-accounting measurements:**

The Company discloses the non-accounting measurement EBITDA. EBITDA was BRL 2,673.0 in 2023 (equivalent to 7.4% of Gross Revenue) and BRL 2,318.8 in 2022 (equivalent to 7.5% of Gross Revenue), given in IAS 17.

Adjusted EBITDA was BRL 2,603.2 in 2023 (equivalent to 7.2% of Gross Revenue) and BRL 2,262.1 in 2022 (equivalent to 7.3% of Gross Revenue), given in IAS 17.

**b. make reconciliation of reported values and the audited financial statements figures:**

The table below presents our EBITDA for the last two fiscal years.

<b>Consolidated (BRL million) - IAS 17</b>	<b>2023</b>	<b>2022</b>
Net Profit	1,151.0	1,029.2
Financial income, net	550.3	401.0
Depreciation and amortization	799.7	701.1
Income tax and social contribution	161.4	185.9
Equity method	10.6	1.5
<b>EBITDA</b>	<b>2,673.0</b>	<b>2,318.8</b>
<b>EBITDA Margin</b>	<b>7.4%</b>	<b>7.5%</b>
Non-recurring income/expenses <sup>1</sup>	-69.7	-56.6
<b>Adjusted EBITDA</b>	<b>2,603.2</b>	<b>2,262.1</b>
<b>Adjusted EBITDA Margin</b>	<b>7.2%</b>	<b>7.3%</b>
<b>Gross sales revenue</b>	<b>36,349.4</b>	<b>30,950.6</b>

**<sup>1</sup> Non-recurring**

**2023:** In 2023, we recorded a total of BRL 69.7 million in net non-recurring revenue. This includes BRL 9.8 million in social investments and donations, BRL 38.0 million in asset write-offs, mainly due to store closures, in addition to BRL 5.8 million in other non-recurring items. On November 30, 2023, the Superior Federal Court (STF) reinstated the ICMS Rate Differential (DIFAL) collection for 2022, which generated in the 4Q23 a non-recurring tax expense of BRL 61.0 million in 4Bio. This expense was more than offset by other gains resulting in net revenues due to tax effects from previous years of BRL 123.3 million in the year. It is worth mentioning that this retroactive collection of DIFAL at 4Bio will not generate cash disbursement or impact on net debt, since we made deposits in court that were not considered as cash in the calculation of financial leverage.

**2022:** In 2022, we recorded a total of BRL 56.6 million in net non-recurring revenue. This includes BRL 8.8 million in social investments and donations, BRL 28.0 million in asset write-offs, mainly due to store closures, in addition to BRL 93.5 million in net income from tax effects from previous years and other non-recurring items.

**c. explain why such measurement are reportedly more suitable for the proper understanding of the issuer's financial condition and result of operations**

EBITDA and EBITDA margin are not measurements of profit recognized as accounting practices adopted in Brazil; they are measurements prepared by our management, reconciled with compliance with the provisions of CVM Resolution No. 156, of June 23, 2022 and reconciled against the financial statements of the company consisting of net profit for the fiscal year, plus income tax and social contribution, net financial result, and depreciation and amortization.



We consider the presentation of EBITDA to be useful as it is frequently used by capital market analysts, investors, and other parties interested in reviewing our operating economic performance, as well as comparing it with that of other companies.

EBITDA should not be considered a substitute for profit or operating revenue, an indicator of operating performance or cash flow, or used to measure the liquidity or debt repayment capacity.

The company understands that the Adjusted EBITDA facilitates the evaluation and projection of future results, using consistent numbers and disregarding specific events that occurred in a given period.

The information included in this item 2.5 was prepared based on the company's financial statements and must be read and analyzed together with the information contained in the Company's individual and consolidated financial statements and their respective footnotes, available on the CVM website (<https://www.gov.br/cvm/ptbr>), of B3 S.A. – Brasil, Bolsa, Balcão (“B3”) ([https://b3.com.br/pt\\_br/](https://b3.com.br/pt_br/)) and the website of the Company’s Investor Relations (<https://ri.rd.com.br/>) at the tab “Financial Information” and “Results Hub”.

## 2.6. Identify and comment on any subsequent events that have materially changed the conditions reflected in the last financial statements for complete fiscal years

On February 15, 2024, the subsidiary 4Bio Medicamentos S.A., carried out the loan operation of product 4131 in the amount of BRL 50,000, remuneration in EUR maturing in February 2025. On the same day, a Swap operation was ordered for the operation of this loan, in the same total amount of BRL 50,000 and maturing in February 2025, and changing to CDI plus 1.35% per year.

## 2.7. Officers must comment on the allocation of the company’s results, indicating

Fiscal year ending on 12/31/2023	
<b>a) rules on retained profits</b>	The Company’s Bylaws establish that the remaining balance of the net profit, after the creation of the legal reserve and the payment of the mandatory dividend, be allocated to the reserve established by the Bylaws, with the purpose of reinforcing the Company’s working capital. Note that its balance, added to the balances of the other Profit Reserves, except for the Contingency Reserve and the Unrealized Profits Reserve, cannot exceed one hundred percent (100%) of the corporate capital.
<b>a.i) profit retention amounts</b>	On April 17, 2024, an Annual General Meeting will be held at which the Company's shareholders will be asked whether they approve the allocation of net income for the year ended December 31, 2023, so that a) BRL 52,748,644.27 for the Legal Reserve Account; b) BRL 180,929,101.32, for the Reserve Account created by the Bylaws; c) BRL 294,450,437.44 for the Tax Incentive Reserve account.
<b>a.ii) percentage in relation to total declared profits</b>	The Company’s shareholders gathered in an Annual General Meeting to be held on April 17, 2024, will be asked whether they approve the percentage of net profits for the fiscal year ended on December 31, 2023, of 5% of net profit be allocated to the Legal Reserve Account; and 17.15% of net profit for the fiscal year to be allocated to the Account of the Reserve created by the Bylaws.
<b>b) rules on dividend distribution</b>	Pursuant to the Company’s Bylaws, holders of shares of any type will receive, in each fiscal year, a minimum dividend of 25% of adjusted net profit, calculated pursuant to corporate law.
<b>c) Periodicity for dividend distributions</b>	The payment of dividends and interest on net equity is usually made twice a year, in December of the same year and in May of the following year.

<p><b>d) any dividend distribution restrictions imposed by law or special regulations applying to the issuer, or otherwise prescribed by contract or by administrative, judicial or arbitral decisions</b></p>	<p>There was no restriction on the distribution of dividends in the last fiscal year.</p>
<p><b>e) if the issuer has a formally approved income allocation policy informing the body responsible for approval, date of approval and, if the issuer publishes the policy, locations on the Internet where the document can be consulted</b></p>	<p>The Company has a profit allocation policy approved at the Board of Directors' meeting held on December 14, 2017, which can be consulted on the CVM website and on the Investor Relations website.</p>

**2.8. The officers must describe the relevant items not evidenced in the issuer's financial statements, indicating:**

**a. The off-balance-sheet assets and liabilities directly or indirectly owned by the issuer, such as:**

**i. written-off receivables portfolios over which the entity holds risks and responsibilities, including the respective liabilities**

We do not hold assets and liabilities that are not recorded in our balance sheet.

**ii. agreements for future purchase and sale of products or services**

We do not hold assets and liabilities that are not recorded in our balance sheet.

**iii. unfinished construction contracts**

We do not hold assets and liabilities that are not recorded in our balance sheet.

**iv. future financing commitment agreements**

We do not hold assets and liabilities that are not recorded in our balance sheet.

**b. other items not evidenced in the financial statements**

There are no other items not evidenced in the financial statements.

**2.9. For each off-balance-sheet item not stated in the financial statements in item 2.8 above, the officers should comment on:**

**a. How such items affect or are likely to affect the income, expenses, operating results, financial expenses or other items on the issuer's financial statements**

In accordance with the applicable accounting standards, there are no transactions or operations not evidenced in the financial statements that may significantly impact the Company.

**b. kind and purpose of the transaction**

In accordance with the applicable accounting standards, there are no transactions or operations not evidenced in the financial statements that may significantly impact the Company.

**c. kind and amount of obligations undertaken and rights generated in favor of issuer as a result of the transaction**

In accordance with the applicable accounting standards, there are no transactions or operations not evidenced in the financial statements that may significantly impact the Company.

**2.10. The officers should state and comment on the major points in the issuer’s business plan, focusing on:**

**a. investments, including:**

**i. quantitative and qualitative description of current and expected investments**

The Company’s investments are mostly directed to network expansion, renovation and modernization of stores. In 2023, BRL 1,234.4 million were invested, of which BRL 461.3 million were allocated for the opening of new drug stores, BRL 182.2 million for the renovation of existing units, and BRL 590.9 million for infrastructure projects. Investment in infrastructure included BRL 372.3 million in technology projects, BRL 167.0 million in logistics, and BRL 51.6 million in other projects.

Finally, BRL 72.7 million were invested in affiliates in order to build our integral health ecosystem.

<b>Projects (in millions of BRL)</b>	<b>2023</b>	<b>2022</b>
Network expansion	461.3	431.8
Renovation of stores	182.2	166.4
Infrastructure	590.9	422.4
<b>Capex</b>	<b>1,234.4</b>	<b>1,020.6</b>
Investments in affiliates	72.7	146.9
<b>Total investments</b>	<b>1,307.0</b>	<b>1,167.5</b>

**ii. sources of investment financing**

The main source of financing for investments is the generation of cash in the Company's operation, supplemented by long-term credit facilities with banks and issuance of bonds.

**iii. material divestments in progress and planned divestments**

There is no relevant divestment in the last fiscal year nor expected.

**b. if already disclosed, indicate the acquisition of plants, equipment, patents and other assets that may have a material impact on the issuer’s production capacity**

In the fiscal year ended on December 31, 2023, there was no relevant acquisition of plants, equipment, patents or other assets, in addition to those already described in the item above, that could materially influence the Company’s production capacity.

**c. new products and services, indicating**

**i. description of research in progress and already disclosed**

We do not have research in progress.

**ii. total expenditures by the issuer in research activities to develop new products or services**

We do not have expenditures in development of new products or services.

**iii. projects in progress and already disclosed**

Announcement, in 2020, of the new strategy composed by Nova Farmácia, based on the multichannel customer experience, which has a marketplace of health and wellness products, expanding the assortment of items offered by the network, and the Health Platform, which connects Nova Farmácia to services focused on the health and wellness of customers, such as pharmaceutical services offered in health hubs. In that same year in October, the Company set up RD Ventures, TD's Corporate Venture

Capital platform, with the objective of investing in startups, bringing businesses that complement the company's strategy.

This is a long-term strategy and continues throughout the current year.

**iv. total expenditures by the issuer in the development of new products or services**

We have not developed new products and services.

**d. ESG-related opportunities included in the issuer's business plan**

The Company understands that actions related to ESG topics facilitate the continuity of the business and, therefore, it actively seeks to make advances related to sustainability in an objective manner.

At an event promoted in May 2021, we announced our Sustainability Commitments agenda, an executive program with goals to be achieved by 2030 aligned with the UN Sustainable Development Goals (SDGs) and organized in the People + Healthy, Business + Healthy and Planet + Healthy pillars. With this in mind, we strive to be the group that contributes most to a healthier society in Brazil by 2030.

Our goals can be consulted on our website at the address below:

<https://rd.com.br/sustentabilidade/compromissos-2030/>

Each year's achievements can be monitored through the Annual and Sustainability Reports, available on the Internet at the address below:

<https://rd.com.br/sustentabilidade/indicadores-e-relatorios/>

**2.11. Comment on other factors that could have a material impact on operating results but not identified or addressed elsewhere in this section**

There are no other factors that had a material impact on the Company's operating results that have not been identified or addressed elsewhere in this section.

**EXHIBIT II**  
**Proposal for the Allocation of Net Profit**  
(Pursuant to article 10, sole Paragraph, item II, of CVM Ruling No. 81)  
Information from Exhibit A of Ruling No. 81

**1. Net Profits of the Fiscal Year:** BRL 1,054,972,885.49

**2. Global amount and the value per share of the dividends, including interim dividends and interest on the stockholders' equity already declared:**

Description	Date of Approval	Payment Date	Gross Amount per Share (BRL)	Gross Value (BRL)	Withholding Income Tax (IRRF) (BRL)	Net amount (BRL)
Interest on Stockholders' Equity	03/30/2023	12/01/2023	0.048530597	80,000,000.00	11,278,122.64	68,721,877.36
Interest on Stockholders' Equity	06/30/2023	12/01/2023	0.0594966458	102,000,000.00	14,045,234.28	87,954,765.72
Interest on Stockholders' Equity	09/29/2023	Until 05/31/2024	0.053138671	91,100,000.00	12,538,878.45	78,561,121.55
Interest on Stockholders' Equity	12/01/2023	Until 05/31/2024	0.050805469	87,100,000.00	12,060,814.75	75,039,185.25
Interim Dividends	12/15/2023	12/28/2023	0.048413937	83,000,000.00	-	83,000,000.00
<b>Global Sum:</b>				<b>443,200,000.00</b>	<b>49,923,050.12</b>	<b>393,276,949.88</b>

**3. Percentage of net profits of the fiscal year distributed:**

	2021	2022	2023
Percentage of net profits of the fiscal year distributed, net of IRRF	45.06%	37.79%	37.26%

**4. Overall amount and the value per share of dividends distributed based on income from previous fiscal years:**

There has been no, and there is no, proposal to distribute dividends based on previous years' profits.

**5. State, having deducted the advanced dividends and interest on shareholders' equity already declared:**

**a. The gross value of the dividend and interest on shareholders' equity, sorted out by share of each type and class**

Description	Date of Approval	Payment Date	Gross Amount per Share (BRL)	Gross Value (BRL)	Withholding Income Tax (IRRF) (BRL)	Net amount (BRL)
Additional Dividends	04/17/2023	Until 05/31/2024	0.049150927	84,300,000.00	Not applicable	84,300,000.00

**b. The form and term of payment of the dividends and interest on the stockholders' equity**

If approved by the meeting, the payment of additional dividends will be made in cash, in a single installment, by May 31, 2024.

**c. Any assessment of adjustment and interest on the dividends and interest on the stockholders' equity**

There will be no adjustment.

**d. Date of declaration of payment of the dividends and interest on the stockholders' equity taken into account to identify the shareholders entitled to receive them**

The date that will be used to identify shareholders who will be entitled to the additional dividends to be declared at the meeting will be April 17, 2024.

**6. Declaration of dividends or interest on the stockholders' equity based on profits calculated in half-year balance sheets or for shorter periods**

**a. Inform the amount of the dividends or interest on shareholders' equity already declared:**

See table item 'b' below

**b. Inform the date of the respective payments:**

Description	Date of Approval	Payment Date	Gross Amount per Share (BRL)	Gross Value (BRL)	Withholding Income Tax (IRRF) (BRL)	Net amount (BRL)
Interest on Stockholders' Equity	03/30/2023	12/01/2023	0.048530597	80,000,000.00	11,278,122.64	68,721,877.36
Interest on Stockholders' Equity	06/30/2023	12/01/2023	0.0594966458	102,000,000.00	14,045,234.28	87,954,765.72
Interest on Stockholders' Equity	09/29/2023	Until 05/31/2024	0.053138671	91,100,000.00	12,538,878.45	78,561,121.55
Interest on Stockholders' Equity	12/01/2023	Until 05/31/2024	0.050805469	87,100,000.00	12,060,814.75	75,039,185.25
Interim Dividends	12/15/2023	12/28/2023	0.048413937	83,000,000.00	-	83,000,000.00
<b>Global Sum:</b>				<b>443,200,000.00</b>	<b>49,923,050.12</b>	<b>393,276,949.88</b>

**7. Provide comparative tables indicating the values per share of each type and class:**

**a. Net profits of the fiscal year and previous three (3) fiscal years:**

Year	Net Profit
2021	BRL 751,934,421.37
2022	BRL 996,112,461.74
2023	BRL 1,054,972,885.49

**b. Dividend and interest on shareholders' equity distributed in the previous three (3) fiscal years:**

Compensation				
Year	Class and type of share	Dividend	Interest on Stockholders' Equity	Total

2021	ON	BRL 161,000,000.00	BRL 205,000,000.00	BRL 366,000,000.00
2022	ON	BRL 186,500,000.00	BRL 312,000,000.00	BRL 498,500,000.00
2023	ON	BRL 167,300,000.00	BRL 360,200,000.00	BRL 527,500,000.00

Description	Year	Class and type of share	Approved on	Gross Amount per Share	Global Sum
Interest on Stockholders' Equity	2021	ON	03/05/2021	BRL 0.026664992	BRL 44,000,000.00
Interest on Stockholders' Equity	2021	ON	06/18/2021	BRL 0.030300099	BRL 55,000,000.00
Interest on Stockholders' Equity	2021	ON	11/09/2021	BRL 0.032176601	BRL 53,000,000.00
Interest on Stockholders' Equity	2021	ON	12/03/2021	BRL 0.035212130	BRL 58,000,000.00
Interim Dividends	2021	ON	11/09/2021	BRL 0.072852683	BRL 120,000,000.00
Interim Dividends	2021	ON	12/03/2021	BRL 0.024891333	BRL 41,000,000.00
<b>Total:</b>					<b>BRL 366,000,000.00</b>

Description	Year	Class and type of share	Approved on	Gross Amount per Share	Global Sum
Interest on Stockholders' Equity	2022	ON	03/30/2022	BRL 0.040054682	BRL 66,000,000.00
Interest on Stockholders' Equity	2022	ON	06/30/2022	BRL 0.044909795	BRL 74,000,000.00
Interest on Stockholders' Equity	2022	ON	09/30/2022	BRL 0.049764908	BRL 82,000,000.00
Interim Dividends	2022	ON	09/30/2022	BRL 0.065240581	BRL 107,500,000.00
Interest on Stockholders' Equity	2022	ON	12/02/2022	BRL 0.054619930	BRL 90,000,000.00
<b>Total:</b>					<b>BRL 419,500,000.00</b>

Description	Year	Class and type of share	Approved on	Gross Amount per Share	Global Sum
Interest on Stockholders' Equity	2023	ON	03/30/2023	BRL 0.048530597	BRL 80,000,000.00
Interest on Stockholders' Equity	2023	ON	06/30/2023	BRL 0.059496645	BRL 102,000,000.00
Interest on Stockholders' Equity	2023	ON	09/29/2023	BRL 0.053138671	BRL 91,100,000.00
Interest on Stockholders' Equity	2023	ON	12/01/2023	BRL 0.050805469	BRL 87,100,000.00
Interim Dividends	2023	ON	12/15/2023	BRL 0.048413937	BRL 83,000,000.00
<b>Total:</b>					<b>BRL 443,200,000.00</b>

## 8. Allocation of profits to legal reserve:

- a. Sum allocated to the legal reserve: **BRL 52,748,644.27**
- b. Detail the form of calculation of the legal reserve: The legal reserve was calculated in an amount equivalent to 5% of net profit.

## 9. In the event the company has preferred shares entitled to fixed or minimum dividends

The Company does not have preferred shares.

## 10. In relation to the mandatory dividend:

### a. Describe the form of calculation set forth in the bylaws:

The Bylaws provide for the payment of mandatory dividends as follows: "Article 21, b) the necessary share for the payment of a mandatory dividend, which may not be lower, in each year, than twenty-five percent (25%) of the adjusted annual net profit, in the manner set forth by article 202 of the Corporations Law."

### b. Inform whether it is being fully paid:

The mandatory dividend will be paid in full, as shown below:

	2023
Net Profits of the Year (a)	BRL 1,054,972,885.49
Realization of the revaluation reserve in the Fiscal Year	BRL 142,465.01
Dividends prescribed in the Fiscal Year	BRL 512,832.53
Accrued Profits for Allocation	BRL 1,055,628,183.03
Legal Reserve	(BRL 52,748,644.27)
Tax Incentive Reserve	(BRL 294,450,437.44)
Dividend Prescribed in 2023 (exclusion of the minimum dividend base)	(BRL 512,832.53)
Minimum mandatory Dividend tax base (b)	BRL 707,916,268.79
Minimum Mandatory Dividend, as provided in the Bylaws (25%)	BRL 176,979,067.20
Proposed Interest on the Shareholders' Equity (c)	BRL 360,200,000.00
Withholding Income Tax on interest on the stockholders' equity	(BRL 49,923,050.12)
Net Compensation of Withholding Income Tax	BRL 310,276,949.88
Interim Dividends (d)	BRL 83,000,000.00
Proposed Additional Dividend (d)	BRL 84,300,000.00
Amount in excess of minimum mandatory dividend	BRL 350,520,932.8
% distributed on the dividend tax base ((c+d) ÷ b)	74.51%
% distributed on net profit for the year ((c+d) ÷ a)	50.00%

Note: The Interest on Shareholders' Equity and Interim Dividends are attributed to the Mandatory Dividend.

### c. Inform the sum that may have been retained:

There was no mandatory dividend retention.

## 11. Mandatory dividend retained, due to the company's financial condition

No mandatory dividends were retained.

## 12. Allocation of income to the contingencies reserve

No income has been allocated to the contingencies reserve.

## 13. Allocation of income to the reserve for future profits

No income has been allocated to the reserve for future profits.

## 14. Allocation of income to Profit reserve established by the Bylaws:

### a. a. Describe the Bylaw clauses establishing the reserve



The Bylaws provide for the creation of the Profit reserve established by the Bylaws as follows: “Article 21, c) amount equivalent to up to sixty-five percent (65%) for the formation of the “Profit Reserve Established by the Bylaws”, which aims to reinforce the Company’s working capital, observing that its balance, added to the balances of the other Profit Reserves, except for the Contingency Reserve and the Unrealized Profit Reserve, may not exceed the amount of one hundred percent (100%) of the corporate capital. Once this maximum limit has been reached, the General Meeting will resolve, pursuant to Article 199 of the Corporations Law, on the surplus, and must invest it in the payment or increase of the corporate capital or in the distribution of dividends.”

**b. Identify the amount allocated to the reserve**

Sum allocated to the Profit reserve established by the Bylaws: **BRL 180,929,101.32**

**c. Describe how the amount was calculated**

The Profit reserve established by the Bylaws was calculated in an amount equivalent to 17.1% of the net profit of the fiscal year, and, therefore, is within the limits established by the Bylaws.

**15. Profit retention provided for in the capital budget**

There was no profit retention in the capital budget.

**16. Allocation of income to the tax incentive reserve**

**a. State the amount allocated to the reserve**

Sum allocated to the tax incentive reserve: **BRL 294,450,437.44**

**b. Explain the nature of the allocation**

The tax incentive reserve was formed under article 195-A of Law No. 6,404/76, considering that the Company has ICMS tax benefits in the States of Bahia, Goiás and Pernambuco, regulated by Supplementary Law 160/17, ICMS CONFAZ 190/17 agreement and amendment to Law 12,973/2014.

**EXHIBIT III**  
**Proposal for the Compensation of Managers**  
(Pursuant to article 13 of CVM Ruling No. 81)  
Information from item 8 of the Reference Form

**8.1. Describe the policy or practice adopted for compensation of the board of directors, Officers appointed by the bylaws and other officers, audit committee, committees provided for in the bylaws and audit, risk, financial and compensation committees, addressing the following aspects**

**a. objectives of the compensation policy or practice, informing whether the compensation policy has been formally approved, the body responsible for its approval, the date of approval and, if issuer discloses the policy, locations on the Internet where the document may be consulted**

The compensation policy for the Company's Executive Office Appointed by the Bylaws was approved through a formal and transparent procedure, as recommended by the People Committee at a meeting of the Board of Directors held on March 30, 2021, and can be consulted on the Company's website (<https://ri.rd.com.br>) and CVM's website. This policy is premised on the standardization of compensation rules and procedures, serving as a professional and impersonal guide in decision-making, in order to:

- Attract, develop and retain professionals with real capacity to meet the needs and priorities of the Company in the market
- Manage and control expenses with people
- Establish the necessary positions for the Company regarding the compatibility between the activities carried out, required training and mandatory experiences
- Fix consistent and competitive compensation for services rendered

The Company's compensation practice for the Statutory and Non-Statutory Executive Office is aligned with market practices (market research compared to companies in the same segment, size, billing, among others) and the management and corporate governance system. The compensation strategy emphasizes our commitment to attracting and retaining good executives, including competitive salaries, profit sharing, and long-term incentives.

Compensation is established based on market research and the Company's strategic alignment, for all bodies described except members of the Audit Committee based on the Law

The members of the Board of Directors are compensated based on market research carried out by specialized consulting companies, have a monthly fixed compensation and an additional compensation when they participate in committees, all within the limits approved by the Shareholders' General Meeting.

The Members of the Audit Committee are compensated based on the Corporations Law, i.e., Law 6,404, article 162, paragraph 3.

The compensation of members of the Advisory Committees to the Board of Directors, is compared from time to time with market practices (selection of large companies that have structured policies and good practices in human capital management, with good employment conditions at all organizational levels and that have a balanced composition of compensation), through salary surveys carried out through specialized consultancies, in addition to monitoring inflation for the period, evaluating the need for adjustment in the compensation components.

**b. practices and procedures adopted by the board of directors to determine the individual compensation of the board of directors and the Executive Office, indicating:**

*i. issuer's bodies and committees that are part of the decision-making process, identifying the manner in which they participate*

The compensation practices of the members of the Board of Directors and Executive Office Appointed by the Bylaws are led by the Board of Directors with the assistance of the People Committee and specialized consulting firms. It is up to the People Committee to survey information and comparisons of market practices, jointly with the specialized consulting firm, to submit the issue to the Board in order to discuss and review the Company's compensation methodology at periodic meetings to discuss the issue.

*ii. criteria and methodology used to set the individual compensation, indicating if studies were used to verify the market practices and, if so, the comparison criteria and scope of these studies*

Compensation is established based on market research (selection of large companies that have structured policies and good practices in human capital management, with good employment conditions at all organizational levels and which have a balanced compensation composition), covering companies in retail and other sectors, carried out by specialized consultants.

*iii. frequency and how the board of directors evaluates the adequacy of the issuer's compensation policy*

The Board of Directors periodically re-discusses the Company's Policy and compensation practices, including its adherence to market research.

**c. composition of the compensation**

*i. A description of the elements that form the compensation, including, in relation to each of them:*

- *Their goals and alignment to short, medium, and long-term interests of the issuer:*

**Board of Directors:** Members of the Board of Directors receive fixed monthly fees following market standards. The fees are the same for all members, except for the fees of the Chairman of the Board, which are differentiated in view of his duties, responsibilities and time demands.

The members of the Board of Directors participating in the Advisory Committees to the Board of Directors have a fixed compensation for their participation in each Committee.

**Statutory Executive Office:** Members of the statutory executive office receive fixed monthly fees in addition to direct and indirect benefits (such as medical care, dental care extensible to the dependents, and life insurance) within market standards, as well as bonuses according to the evaluations of the results achieved, whose objectives are to generate alignment and competitiveness with the market. Officers Appointed by the Bylaws may also receive stock-based compensation and variable compensation, linked to short-, medium- and long-term goals. The bonuses and the action plan aim to encourage officers to align with the Company's larger objectives.

Fixed compensation plays the role of alignment with the market so that executives focus on the exercise of their activities. Short-, medium- and long-term variable compensation is linked to the results obtained, so that executives are rewarded for this, including when they exceed the results.

**Audit Committee:** The members of the Audit Committee receive a fixed compensation equivalent to at least ten percent (10%) of an officer's compensation, considering for the calculation the average monthly compensation of the officers.

- *Their proportion in the global compensation of the last 3 fiscal years:*

	2021	2022	2023
<b>Statutory Executive Office</b>			
- Annual Fixed Fees	30%	24%	22%
- Direct and Indirect Benefits	1%	1%	1%
- Others (INSS)	5%	5%	4%
- Annual Variable Compensation	29%	30%	34%
- Stock-Based Compensation	35%	40%	39%
- Post-Employment Benefits	0%	0%	0%
<b>Officers Not Appointed by the Bylaws</b>			
- Annual Fixed Fees	45%	44%	38%
- Direct and Indirect Benefits	5%	4%	3%
- Others (INSS and FGTS)	17%	18%	15%
- Annual Variable Compensation	16%	17%	20%
- Stock-Based Compensation	17%	17%	24%
- Post-Employment Benefits	0%	0%	0%
<b>Board of Directors</b>			
- Fixed Fees	100%	100%	100%
<b>Audit Committee</b>			
- Fixed Fees	100%	100%	100%
<b>Committees</b>			
- Fixed Fees	100%	100%	100%

- *The calculation and adjustment methodology:*

The Board of Directors establishes the fixed compensation adjustment values, always within the limit approved by the Annual General Meeting. The values of the variable compensation, applicable to the officers appointed by the Bylaws, are determined according to the budget and its execution.

The compensation of managers, including members of the Advisory Committees to the Board of Directors, is compared from time to time with market practices (selection of large companies that have structured policies and good practices in human capital management, with good employment conditions at all organizational levels and that have a balanced composition of compensation), through salary surveys carried out through specialized consultancies, in addition to monitoring inflation for the period, evaluating the need for adjustment in the compensation components.

- *The main performance indicators taken into account, including, if applicable, ESG-related indicators.*

For fixed compensation, the Company relies on market research and does not use specific performance indicators. Variable compensation has evaluation components with respective indicators:

1. Company goals (financial, customers, engagement, and sustainability);
2. Area goals (specific to each area);
3. Individual goals (performance/succession evaluation); and

The socio-environmental component takes into account goals related to the development of commitments of RD's 2030 strategy. Each year, we prioritize 3 to 4 commitments and set intermediary goals to be achieved.

## ii. *Reasons that justify the composition of the compensation*

We have adopted a compensation composition model that focuses a significant share of the total compensation in variable components (both short and long term). The existence of variable compensation practices, including share-based compensation, allows to share the risk and our profit with our main

executives, which are features of a transparent policy aimed at achieving lasting results that enable our continuance and the creation of value that is reflected in the market price of our shares.

*iii. Existence of members not compensated by the issuer and the reason for such fact*

The Company has no members who are not compensated.

**d. existence of compensation supported by subsidiaries, controlled companies or direct or indirect controlling companies**

There is no compensation supported by subsidiaries, controlled companies or controlling companies.

**e. existence of any compensation or benefit linked to the occurrence of a given corporate event, such as the disposal of issuer's ownership control**

There is no compensation or benefit bound to the occurrence of a specific corporate event.

**8.2. As for the compensation of the board of directors, executive office and audit committee, recognized in the results of the latest three fiscal years and forecasted for the current fiscal year:**

The Company informs that the total number of members and the number of members compensated for each body were obtained based on the annual average monthly ascertained, with two decimal places.

2024 - Forecast*	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
<b>Number of Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Number of Compensated Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Annual Fixed Compensation:</b>	<b>10,651,989</b>	<b>15,522,921</b>	<b>752,905</b>	<b>26,927,815</b>
Fees	5,208,645	15,021,607	752,905	20,983,158
Direct and Indirect Benefits	0	501,314	0	501,314
Due to participation in Committees	5,443,344	0	0	5,443,343
Others**	0	0	0	0
<b>Annual Variable Compensation:</b>	<b>0</b>	<b>23,077,844</b>	<b>0</b>	<b>23,077,844</b>
Bonus	0	23,077,844	0	23,077,844
Profit sharing	0	0	0	0
For attendance at meetings	0	0	0	0
Commissions	0	0	0	0
Others**	0	0	0	0
<b>Post-Employment Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Termination Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Stock-Based Compensation</b>	<b>0</b>	<b>28,836,612</b>	<b>0</b>	<b>28,836,612</b>
<b>Total</b>	<b>10,651,989</b>	<b>67,437,377</b>	<b>752,905</b>	<b>78,842,271</b>

The figures in the table above had the cents rounded for ease of interpretation.

\* As per the Management Proposal for the annual global compensation of managers. These values refer to the maximum expected value, to be paid only if all goals are reached in their maximum percentage of achievement.

\*\* The amount related to social charges was not informed in this item due to the position of the CVM Full Board in Proceeding No. 19957.007457/2018-10, included in CVM/SEP Circular Letter/Annual-2024. For the purpose of comparing the compensation proposal for the current year with the previous years, the Company informed the amount of the charges in item 8.20 below.

2023	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
<b>Number of Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Number of Compensated Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Annual Fixed Compensation:</b>	<b>9,610,634</b>	<b>14,400,378</b>	<b>686,522</b>	<b>24,697,534</b>
Fees	4,740,728	13,977,257	686,522	19,404,506
Direct and Indirect Benefits	0	423,121	0	423,121
Due to participation in Committees	4,869,907	0	0	4,869,908
Others**	0	0	0	0
<b>Annual Variable Compensation:</b>	<b>0</b>	<b>13,746,625</b>	<b>0</b>	<b>13,746,625</b>
Bonus	0	13,746,625	0	13,746,625
Profit sharing	0	0	0	0

2023	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
For attendance at meetings	0	0	0	0
Commissions	0	0	0	0
Others**	0	0	0	0
<b>Post-Employment Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Termination Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Stock-Based Compensation</b>	<b>0</b>	<b>24,899,246</b>	<b>0</b>	<b>24,899,246</b>
<b>Total</b>	<b>9,610,634</b>	<b>53,046,249</b>	<b>686,522</b>	<b>63,343,406</b>

The figures in the table above had the cents rounded for ease of interpretation.

2022	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
<b>Number of Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Number of Compensated Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Annual Fixed Compensation:</b>	<b>8,573,217</b>	<b>12,819,391</b>	<b>618,400</b>	<b>22,011,008</b>
Fees	4,281,169	12,461,449	618,400	17,361,018
Direct and Indirect Benefits	0	357,942	0	357,942
Due to participation in Committees	4,292,048	0	0	4,292,047
Others**	0	0	0	0
<b>Annual Variable Compensation:</b>	<b>0</b>	<b>10,301,066</b>	<b>0</b>	<b>10,301,066</b>
Bonus	0	10,301,066	0	10,301,066
Profit sharing	0	0	0	0
For attendance at meetings	0	0	0	0
Commissions	0	0	0	0
Others**	0	0	0	0
<b>Post-Employment Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Termination Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Stock-Based Compensation</b>	<b>0</b>	<b>20,490,749</b>	<b>0</b>	<b>20,490,749</b>
<b>Total</b>	<b>8,573,217</b>	<b>43,611,206</b>	<b>618,400</b>	<b>52,802,823</b>

The figures in the table above had the cents rounded for ease of interpretation.

2021	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
<b>Number of Members</b>	<b>10.50</b>	<b>8.00</b>	<b>4.00</b>	<b>22.50</b>
<b>Number of Compensated Members</b>	<b>10.50</b>	<b>8.00</b>	<b>4.00</b>	<b>22.50</b>
<b>Annual Fixed Compensation:</b>	<b>7,757,125</b>	<b>11,759,835</b>	<b>550,401</b>	<b>20,067,361</b>
Fees	3,816,650	11,339,540	550,401	15,706,591
Direct and Indirect Benefits	0	420,295	0	420,295
Due to participation in Committees	3,940,475	0	0	3,940,475
Others**	0	0	0	0
<b>Annual Variable Compensation:</b>	<b>0</b>	<b>7,232,295</b>	<b>0</b>	<b>7,232,295</b>
Bonus	0	7,232,295	0	7,232,295
Profit sharing	0	0	0	0
For attendance at meetings	0	0	0	0
Commissions	0	0	0	0
Others**	0	0	0	0
<b>Post-Employment Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Termination Benefits</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Stock-Based Compensation</b>	<b>0</b>	<b>13,163,593</b>	<b>0</b>	<b>13,163,593</b>
<b>Total</b>	<b>7,757,125</b>	<b>32,155,723</b>	<b>550,401</b>	<b>40,463,249</b>

The figures in the table above had the cents rounded for ease of interpretation.

### 8.3. As for the variable compensation of the board of directors, executive office and audit committee (BRL thousand), of the latest three fiscal years and forecasted for the current fiscal year:

2024 – Forecast	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
<b>Number of Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Number of Compensated Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Bonus</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	21,551,154	-	21,551,154

<b>2024 – Forecast</b>	<b>Board of Directors</b>	<b>Statutory Executive Office</b>	<b>Audit Committee</b>	<b>Overall Total</b>
Amount set forth in the compensation plan, if the goals are achieved	-	14,367,436	-	14,367,436
Amount effectively recognized in the result	-	-	-	-
<b>Profit-Sharing</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	-	-	-
Amount set forth in the compensation plan, if the goals are achieved	-	-	-	-
Amount effectively recognized in the result	-	-	-	-

<b>2023</b>	<b>Board of Directors</b>	<b>Statutory Executive Office</b>	<b>Audit Committee</b>	<b>Overall Total</b>
<b>Number of Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Number of Compensated Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Bonus</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	16,757,587	-	16,757,587
Amount set forth in the compensation plan, if the goals are achieved	-	13,171,725	-	13,171,725
Amount effectively recognized in the result	-	13,746,625	-	13,746,625
<b>Profit-Sharing</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	-	-	-
Amount set forth in the compensation plan, if the goals are achieved	-	-	-	-
Amount effectively recognized in the result	-	-	-	-

<b>2022</b>	<b>Board of Directors</b>	<b>Statutory Executive Office</b>	<b>Audit Committee</b>	<b>Overall Total</b>
<b>Number of Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Number of Compensated Members</b>	<b>11.00</b>	<b>8.00</b>	<b>4.00</b>	<b>23.00</b>
<b>Bonus</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	15,552,117	-	15,552,117
Amount set forth in the compensation plan, if the goals are achieved	-	10,368,078	-	10,368,078
Amount effectively recognized in the result	-	10,301,066	-	10,301,066
<b>Profit-Sharing</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	-	-	-
Amount set forth in the compensation plan, if the goals are achieved	-	-	-	-
Amount effectively recognized in the result	-	-	-	-

<b>2021</b>	<b>Board of Directors</b>	<b>Statutory Executive Office</b>	<b>Audit Committee</b>	<b>Overall Total</b>
<b>Number of Members</b>	<b>10.50</b>	<b>8.00</b>	<b>4.00</b>	<b>22.50</b>
<b>Number of Compensated Members</b>	<b>10.50</b>	<b>8.00</b>	<b>4.00</b>	<b>22.50</b>
<b>Bonus</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	14,995,937	-	14,995,937
Amount set forth in the compensation plan, if the goals are achieved	-	9,997,291	-	9,997,291
Amount effectively recognized in the result	-	7,232,295	-	7,232,295
<b>Profit-Sharing</b>				
Minimum amount set forth in the compensation plan	-	-	-	-
Maximum amount set forth in the compensation plan	-	-	-	-
Amount set forth in the compensation plan, if the goals are achieved	-	-	-	-
Amount effectively recognized in the result	-	-	-	-

#### 8.4. As for the share-based compensation plan for the board of directors and executive office, during the last fiscal year and forecasted for the current fiscal year, describe:

##### a. general terms and conditions

**Plan approved in 2014:** The Plan in force at the Company was approved at the Extraordinary General Meeting held on April 23, 2014 ("Plan"). Officers appointed by the Bylaws and other officers and employees of the Company or other companies under its control may be elected as Beneficiaries of Performance Shares under the Plan. The Plan will be managed by the Board of Directors, with the assistance of the People Committee. Annually, or whenever it deems appropriate, the Board of Directors will approve the granting of Performance Shares, electing the Beneficiaries in favor of which the Company will dispose of the Performance Shares under the Plan, establishing the terms and conditions for the acquisition of rights related to the Performance Shares. The Board of Directors may condition the granting of a portion of Performance Shares to the investment by the Beneficiary in the acquisition of shares issued by the Company with the use of its variable compensation, and such Performance Shares must also be subject to the rules for the acquisition of rights established.

In addition, the Board of Directors may subordinate the vesting of rights related to the Performance Shares to certain conditions, as well as impose restrictions on the transfer, and may also reserve to the Company repurchase options and/or rights of first refusal in the event of the disposal by the Beneficiary of such Performance Shares. For the purpose of satisfying the granting of Performance Shares under the Plan, the Company, subject to the law and regulation in force, will dispose of shares held in treasury, by means of a private transaction. The Beneficiaries will only acquire the rights to the Performance Shares to the extent that they remain continuously bound as managers or employees of the Company or another company under its control, for the period between the Date of Granting and the dates specified below, as follows: (a) one-third (1/3) after the 2<sup>nd</sup> anniversary of the Date of Granting; (b) one-third (1/3) after the 3<sup>rd</sup> anniversary of the Date of Granting; and (c) one-third (1/3) after the 4<sup>th</sup> anniversary of the Date of Granting. While the rights to the Performance Shares are not fully acquired, under the terms and conditions set forth, the Beneficiary may not pledge, sell, assign, dispose or transfer, directly or indirectly, the Performance Shares.

**Plan approved in 2020 – Performance Shares:** The Plan in force at the Company was approved at the Extraordinary General Meeting held on September 15, 2020 ("Plan"). Officers and employees of the Company, or another company under its control, may be elected as Beneficiaries of the Performance Share Plan, provided that upon approval by the Company's Board of Directors.

The Plan is managed by the Board of Directors, which may have an advisory committee created or appointed by the Board of Directors to advise it in the management of the Plan. Nevertheless, any decision will be incumbent on the Board of Directors. Provided that the general conditions of the Plan are respected, the Board of Directors shall have full powers to take all measures required and appropriate for management of the Plan including: (a) creation and application of general rules related to the granting of Performance Shares, under the Plan, and settlement of doubts concerning interpretation of the Plan; (b) the election of the Beneficiaries and the authorization to grant Performance Shares in their favor, establishing all goals and conditions for the acquisition of rights related to the Performance Shares under this Plan, as well as the modification of such conditions when necessary or convenient, observing the terms and principles of this Plan and the provisions of the respective Granting Agreements; (c) the authorization to transfer treasury shares to satisfy the granting of the Performance Shares, under the Plan and CVM Ruling 77, or, in the event that there are no treasury shares, settle the obligation to deliver the Performance Shares in cash; (d) define the WACC to be included in each Granting Agreement. The Board of Directors may, at its discretion, change or modify such goals to avoid distortions arising from unforeseen events and/or scenarios; and (e) make any arrangements required for the administration of the Plan. In the exercise of its authority, the Board of Directors will be subject only to the limits set forth in the law, in the rules of the Brazilian Securities and Exchange Commission and in this Plan, it being certain that the Board of Directors may exceptionally treat the Beneficiaries that are in a similar situation differently, having no obligation, whether by equal treatment or analogy rules, to extend to all the conditions it understands to be applicable only to some of them.



The Beneficiaries may not dispose of, transfer, sell, rent, encumber or otherwise trade fifty percent (50%) of the Performance Shares received from the Company for a period of one (1) year, counted from the date of transfer of the Performance Shares by the Company to the Beneficiary ("Lock-Up"). After this Lock-Up period, said Performance Shares will be free and clear of any restrictions, and the Beneficiary may freely trade such shares. The Beneficiary must keep the Performance Shares with the bookkeeping bank and outside the B3 trading environment and, to the extent possible, such shares must be recorded with the bookkeeping bank to provide for the Lock-Up. The Company may, at any time, request proof of compliance with the Lock-Up obligation by the Beneficiary and require the adoption of certain procedures that enable the monitoring and control of the Lock-Up. For the avoidance of doubt, in case the Participant is dismissed, for any reason, upon receipt of the Performance Shares, the portion of the Performance Shares subject to the Lock-Up will remain subject to the Lock-Up.

#### **b. approval date and responsible body**

**Plan approved in 2014:** Approved at Extraordinary Shareholders' Meeting held on April 23, 2014.

**Plan approved in 2020 – Performance Shares:** Approved at Extraordinary General Meeting held on September 15, 2020.

#### **c. maximum number of covered shares**

**Plan approved in 2014:** The maximum number of shares that may be granted in the scope of the Plan shall not exceed two percent (2%) of the shares representing the total common stock of the Company, and this limit will be used for at least five (5) years.

**Plan approved in 2020 – Performance Shares:** Within the scope of the Performance Share Granting Plan ("Performance Shares"), shares issued by the Company representing up to two percent (2%) of the Company's capital may be delivered to the Beneficiaries.

#### **d. maximum number of options to be granted**

**Plan approved in 2014:** The Plan includes the grant of shares, and not of share options.

**Plan approved in 2020 – Performance Shares:** The Plan includes the grant of shares, and not of share options.

#### **e. conditions for acquisition of shares**

**Plan approved in 2014:** The Beneficiaries will only acquire the rights to the Performance Shares to the extent that they remain continuously bound as managers or employees of the Company or another company under its control, for the period between the Date of Granting and the dates specified below, as follows: (a) one-third (1/3) after the 2<sup>nd</sup> anniversary of the Date of Granting; (b) one-third (1/3) after the 3<sup>rd</sup> anniversary of the Date of Granting; and (c) one-third (1/3) after the 4<sup>th</sup> anniversary of the Date of Granting.

**Plan approved in 2020 – Performance Shares:** Annually, the Company's Board of Directors will define the Beneficiaries to which the Performance Shares will be granted and the target number of Performance Shares that will be granted to each Beneficiary ("Target Number"), and the Beneficiary's right to effectively receive the Performance Shares granted will only be fully acquired if the following conditions are cumulatively met:

(a) the Beneficiary remains continuously bound, as manager or employee, to the Company or to a company under its control, as the case may be, during the period of four (4) years counted from the date of granting of the Performance Shares ("Vesting Period"); and (b) the price of the Company's share on B3 (weighted by trading volume) in the ninety (90) trading sessions prior to the last day of the Vesting Period

must be greater than ninety percent (90%) of the Reference Price, adjusted by the WACC adjusted to reflect the distribution of dividends and interest on the stockholders' equity realized in the Vesting Period. "Reference Price" will correspond to the average price of the share on B3 (weighted by the trading volume) in the ninety (90) trading sessions prior to January 1 of the year in which the Target Number is granted.

If the conditions contained in items (a) and (b) above are met, the Beneficiary will be entitled to a percentage of the Target Number granted, depending on the quadrant of achievement of the target contained in item (b) above, according to the matrix below. In any event, the maximum number of Performance Shares to which the Beneficiary will be entitled may not exceed one hundred and twenty percent (120%) of the Target Number granted.

Share price at the end of the Vesting Period Vs. Reference Price, adjusted by WACC	Percentage of Target Number to which the Beneficiary will be entitled
Less than 90%	0%
Between 90% and 94.99%	70%
Between 95% and 99.99%	85%
Between 100% and 104.99%	100%
Between 105% and 110%	105%
Over 110%	120%

#### **f. acquisition or strike pricing criteria**

**Plan approved in 2014:** The Plan provides for the granting of shares and not stock options. The shares will be granted as payment of the variable compensation to which the elected participants are entitled, therefore, there is no strike price.

**Plan approved in 2020 – Performance Shares:** Not applicable. The Performance Share Plan establishes that, when the Vesting Period has elapsed, and provided that all the conditions set forth in the Plan are met, the shares will be transferred by the Company to the Beneficiary, without payment of any strike price.

#### **g. acquisition or strike term criteria**

**Plan approved in 2014:** As described in item 8.1, the Company relies on market research to compare practices, including compensation periods, for purposes of competitiveness of the compensation package. Additionally, deadlines are linked to executive retention strategies.

**Plan approved in 2020 – Performance Shares:** Not applicable. The Performance Share Plan establishes that, when the Vesting Period described in the Performance Share Plan is exceeded, and provided that all the conditions set forth in the Plan are met, the shares will be transferred by the Company to the Beneficiary, without payment of any strike price.

#### **h. method of settlement**

**Plan approved in 2014:** The shares granted by the plan, once all the requirements provided for in the contract signed between the Company and the executive are fulfilled, are transferred from treasury to the executive.

**Plan approved in 2020 – Performance Shares:** Under the Performance Share Plan, the Company will transfer shares held in treasury, by means of a private transaction, at no cost to the Beneficiaries, pursuant to CVM Ruling 87. In the event that there are no treasury shares and/or if acquiring shares on the market is not possible due to legal or regulatory restrictions, the Board of Directors may choose to settle the delivery of the performance shares in cash.

## **i. shares transfer restrictions**

**Plan approved in 2014:** While the rights to the Performance Shares are not fully acquired, under the terms and conditions set forth, the Beneficiary may not pledge, sell, assign, dispose or transfer, directly or indirectly, the Performance Shares.

**Plan approved in 2020 – Performance Shares:** The Beneficiaries may not dispose of, transfer, sell, rent, encumber or otherwise trade fifty percent (50%) of the Performance Shares received from the Company for a period of one (1) year, counted from the date of transfer of the Performance Shares by the Company to the Beneficiary (“Lock-Up”). After this Lock-Up period, said Performance Shares will be free and clear of any restrictions, and the Beneficiary may freely trade such shares.

## **j. criteria and events that, upon their occurrence, will result in suspension, change or termination of the plan**

**Plan approved in 2014:** Amendment: Any relevant legal amendment to the rules of the joint-stock companies, to the publicly-held companies, to the labor laws, and/or the tax effects of a restricted share grant plan may lead to full revision of this Plan. Termination: The Plan may be terminated at any time by decision of the Company’s General Meeting.

**Plan approved in 2020 – Performance Shares:** The Performance Share Plan may be terminated at any time by decision of the General Meeting, it being understood that grants of Performance Shares made before said Performance Share Plan termination will remain effective. Any amendment to the legislation and regulations applicable to the Company may give rise to the full review of the Performance Share Plan.

## **k. effects of a manager’s exit from the issuer’s bodies on his rights provided in the share-based compensation plan**

**Plan approved in 2014:** If, at any time, the Beneficiary leaves the Company:

(i) by their own initiative or (ii) due to dismissal with cause: The rights not yet fully acquired on the date of termination will be automatically terminated, by operation of law, regardless of prior notice or warning, with no right to indemnification.

(iii) due to dismissal without cause: The rights not yet fully acquired will observe the deadlines set in the Plan, and their early exercise will be possible, to the Board of Directors’ discretion.

(iv) due to retirement, death, or permanent disability: Early exercise of rights not yet fully acquired under the Plan.

**Plan approved in 2020 – Performance Shares:** If, at any time, the Beneficiary leaves the Company:

(i) (a) of its own free will, by way of voluntary resignation or resignation from the office of manager; or (b) at the discretion of the Company, upon (b.1) dismissal with cause under the legislation in force or (b.2) removal from his position as manager with cause arising from (i) violation of his legal and/or statutory duties or assignments, (ii) motivated termination of the contract governing the relationship between the Company and the Beneficiary; (iii) judgment rendered against him for fraud; (iv) dishonest or fraudulent acts against the Company or its controlled companies; (v) any act or omission arising from intent or fault of the Beneficiary and that is detrimental to the business, image, or financial situation of the Company, its shareholders, or its controlled companies; (vi) harassment or serious violation of the Company’s policies and codes: the Beneficiary will lose any and all rights related to the Performance Shares granted and not yet received from the Company, which will be automatically extinguished on the date of Dismissal, by operation of law, regardless of prior notice or notification and without the right to any indemnity to the Beneficiary, so that the Performance Shares will be automatically canceled; (ii) at the discretion of the Company, upon dismissal without cause or without the managers having committed any act resulting in removal with cause or dismissal with cause under the terms of item (i) above: the Beneficiary will be entitled to receive, at the end of the Vesting Period, a pro rata amount of the Target Number of Performance Shares granted under the respective Granting Agreement, proportional to the number of days elapsed during the Vesting Period, in the proportion of  $X/1460$ , where “X” is the number of days

elapsed between the start date of the Vesting Period and the date of Dismissal, provided that, however, the effective amount of Performance Shares that the Beneficiary will be entitled to receive is subject to the achievement of the performance target contained in item 8.1(b) of the Performance Share Plan, according to the performance matrix contained in item 8.1 of the Performance Share Plan, to be applied to the Target Number on a pro rata basis to which the Beneficiary is entitled.

Any fractional shares will be rounded up and the Beneficiary will only receive said Performance Shares to which he is entitled on the same date initially provided for in the Granting Agreement and in the Plan, that is, after the Vesting Period has elapsed, observing the legal deductions and withholding, as provided in item 11.7 of the Performance Share Plan; (iii) due to the Beneficiary's retirement: if the Company and the Beneficiary agree that the Dismissal is due to the Beneficiary's retirement, the Beneficiary will be entitled to receive (a) within sixty (60) days from the date of formalization of the Dismissal, fifty percent (50%) of the Target Number of Performance Shares granted under the respective Granting Agreement, so that fifty percent (50%) of the Target Number granted to the Beneficiary will become immediately vested, regardless of the course of the Vesting Period; and (b) after a period of twelve (12) months from the date of formalization of the Dismissal, fifty percent (50%) of the Target Number granted under the respective Granting Agreement, provided that the Beneficiary complies with the non-competition and non-soliciting obligations to be fixed in the instrument governing the Dismissal. In this case, the performance condition contained in item 8.1(b) above will not be applied, so that the number of Performance Shares to be delivered will be equivalent to the Target Number, subject to the legal deductions, as provided in item 11.7 of the Performance Share Plan; (iv) due to death or permanent disability: the Beneficiary or his estate or heir(s), as applicable, will be entitled to receive the entire Target Number granted under the respective Granting Agreement, so that the Performance Shares granted to the Beneficiary will become immediately vested, regardless of the expiration of the Vesting Period, and the Company must deliver said Performance Shares within sixty (60) days from the Dismissal. In the event provided for herein, the performance condition of item 8.1(b) of the Restricted Share Grant Plan shall not apply, so that the number of Restricted Shares to be delivered shall be equivalent to the Target Number, subject to the legal deductions.

Notwithstanding the provisions of item 8.1 of the Restricted Share Grant Plan, the Board of Directors may, in its sole discretion, whenever it deems that the Interests of the Company shall be better met by such measure, establish rules different from those provided for in item 8.1 above, conferring differentiated treatment to a particular Beneficiary, provided that such treatment does not harm the Beneficiary in question.

**8.5. Regarding the stock-based compensation under the form of stock options recognized in the results of the last 3 fiscal years and that estimated for the current fiscal year of the board of directors and the executive office appointed by the bylaws, prepare a table with the following content:**

The stock-based compensation plans include the grant of shares, and not of stock options.

**8.6. Regarding each stock option granted in the last 3 fiscal years and that estimated for the current fiscal year, of the board of directors and the executive office appointed by the bylaws, prepare a table with the following content:**

The Plan includes the grant of shares, and not of share options.

**8.7. As for outstanding options held by the board of directors and executive office at the end of the latest fiscal year, prepare a table with the following content:**

The Plan includes the grant of shares, and not of share options.

**8.8. Regarding the exercised options related to the share-based compensation of the board of directors and of the executive office appointed by the bylaws over the last 3 fiscal years, prepare a table with the following content:**

The Plan includes the grant of shares, and not of share options.

**8.9. Regarding the stock-based compensation as shares to be delivered directly to the beneficiaries, recognized in the results of the last 3 fiscal years and that estimated for the current fiscal year of the board of directors and the executive office appointed by the bylaws, prepare a table with the following content:**

- a. body;
- b. total number of members;
- c. number of compensated members;
- d. potential dilution if all shares are granted to the beneficiaries.

	2021	2022	2023	2024 – Forecast
<b>Statutory Executive Office</b>				
<b>Total number of members</b>	8	8	8	8
<b>No. of compensated members</b>	8	8	8	8

Only members of the Executive Office Appointed by the Bylaws have a variable share-based compensation.

There is no dilution in the event of granting of all shares to the beneficiaries since the shares granted are already held in the Company's treasury.

**8.10. Regarding each granting of shares made in the last 3 fiscal years and that estimated for the current fiscal year, of the board of directors and executive office appointed by the bylaws, prepare a table with the following content:**

- a. body;
- b. total number of members;
- c. number of compensated members;
- d. grant date;
- e. number of shares granted;
- f. deadline for the delivery of shares;
- g. lock-up period for transfer of shares;
- h. fair value of shares on the date of granting;
- i. multiplication of the number of shares granted by the fair value of the shares on the granting date.

About the Company's Long-Term Incentive Program with Performance Shares approved on April 23, 2014. Below we have the information pertaining to the grants made during the last 3 fiscal years and expected for the current fiscal year to members of its statutory executive office:

	2021				2022				2023				2024 – Forecast			
	1 <sup>st</sup> Tranche	2 <sup>nd</sup> Tranche	3 <sup>rd</sup> Tranche	Total	1 <sup>st</sup> Tranche	2 <sup>nd</sup> Tranche	3 <sup>rd</sup> Tranche	Total	1 <sup>st</sup> Tranche	2 <sup>nd</sup> Tranche	3 <sup>rd</sup> Tranche	Total	1 <sup>st</sup> Tranche	2 <sup>nd</sup> Tranche	3 <sup>rd</sup> Tranche	Total
Total number of members	8				8				8				8			
No. of compensated members	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8	8
Date of granting	03/01/2021	03/01/2021	03/01/2021	-	03/01/2022	03/01/2022	03/01/2022	-	03/01/2023	03/01/2023	03/01/2023	-	03/01/2024	03/01/2024	03/01/2024	-
Number of shares granted	147,096	147,096	147,096	441,288	178,319	178,319	178,319	534,957	249,541	249,541	249,541	748,623	216,661	216,661	216,659	649,981
Deadline for the delivery of shares	03/01/2023	03/01/2024	03/01/2025	-	03/01/2024	03/01/2025	03/01/2026	-	03/01/2025	03/01/2026	03/01/2027	-	03/01/2026	03/01/2027	03/01/2028	-
Lock-up period for transfer of shares	03/01/2023	03/01/2024	03/01/2025	-	03/01/2024	03/01/2025	03/01/2026	-	03/01/2025	03/01/2026	03/01/2027	-	03/01/2026	03/01/2027	03/01/2028	-
Fair value of shares on the date of granting	22.72	22.72	22.72	-	23.9	23.9	23.9	-	23.9	23.9	23.9	-	29.00	29.00	29.00	-
Result of multiplying the number of granted shares by the fair value of the shares on the date of granting	3,342,021	3,342,021	3,342,021	10,026,063	4,261,824	4,261,824	4,261,824	12,785,472	5,966,085	5,966,085	5,966,085	17,898,232	6,283,169	6,283,169	6,283,111	18,849,449

About the Performance Share Program approved on September 15, 2020. Below we have the information pertaining to the grants made during the last 3 fiscal years and expected for the current fiscal year to members of its statutory executive office:

	Performance Shares:			
	2021 Grant	2022 Grant	2023 Grant	2024 Grant - Forecast
Total number of members	8	8	8	8
No. of compensated members	8	8	8	8
Date of granting	01/01/2021	01/01/2022	01/01/2023	01/01/2024
Number of shares granted*	320,804	396,816	451,561	387,658
Deadline for the delivery of shares	01/01/2025	01/01/2026	01/01/2027	01/01/2028
Lock-up period for transfer of shares	01/01/2026	01/01/2027	01/01/2028	01/01/2029
Fair value of shares on the date of granting	33.99	31.18	31.18	31.18
Result of multiplying the number of granted shares by the fair value of the shares on the date of granting	10,904,128	12,372,723	14,079,672	12,087,176

\*The quantities of shares granted were adjusted to reflect the effects of the share bonus that occurred in 2023.

**8.11. Regarding the shares delivered in relation to the share-based compensation of the board of directors and of the executive office appointed by the bylaws over the last 3 fiscal years, prepare a table with the following content:**

- f. body;**
- g. total number of members;**
- h. number of compensated members;**
- i. number of shares;**
- j. weighted average acquisition price;**
- k. weighted average market price of the shares purchased;**
- l. multiplication of the total number of shares by the difference between the weighted average purchase price and the weighted average market price of the shares purchased.**

The Company explains that only the Executive Office Appointed by the Bylaws has a share-based compensation.

About the Company's Long-Term Incentive Program with Performance Shares approved on April 23, 2014:

Year Vested	Made in 2021	Made in 2021	Made in 2021	Made in 2022	Made in 2022	Made in 2022	Made in 2023	Made in 2023	Made in 2023
Year of vested grants	2017	2018	2019	2018	2019	2020	2019	2020	2021
	3 <sup>rd</sup> Tranche	2 <sup>nd</sup> Tranche	1 <sup>st</sup> Tranche	3 <sup>rd</sup> Tranche	2 <sup>nd</sup> Tranche	1 <sup>st</sup> Tranche	3 <sup>rd</sup> Tranche	2 <sup>nd</sup> Tranche	1 <sup>st</sup> Tranche
Total number of members	7	7	7	7	7	7	8	8	8
No. of compensated members	7	7	7	7	7	7	8	8	8
No. of shares	394,740	116,800	218,425	116,755	218,422	195,489	218,419	195,488	147,528
Weighted average price of shares acquired*	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Weighted average market price of shares acquired	23.23	23.23	23.23	23.36	23.36	23.36	22.68	22.68	22.68
Result of multiplying the total shares acquired by the difference amount between the weighted average acquisition price and the weighted average market price of shares acquired <sup>(2, 3 e 4)</sup>	9,169,810	2,713,264	5,074,013	2,727,397	5,102,338	4,566,623	4,953,743	4,433,668	3,345,935

\*Information adjusted according to guidance in SEP Circular Letter for 2024, which states that for "weighted average acquisition price" the amount to be paid by the beneficiary to receive the shares of the grant must be considered. Under the terms of the Company's granting agreement, once the existing conditions are met, the shares are transfers, at no cost, to the beneficiaries.



**18.12. A summary containing the information needed to understand the data disclosed in items 8.5 through 8.11, such as an explanation of the shares and options pricing method, stating at least:**

The Plan includes the grant of shares, and not of share options. Relevant information listed below.

- a. **pricing method;**
- b. **data and assumptions used in the pricing model, including weighted average share price, exercise price, expected volatility, life term of the option, expected dividends and the risk-free interest rate;**
- c. **method and assumptions adopted to consider the expected effects of early exercise;**
- d. **Method for ascertaining the expected volatility;**
- e. **Whether any other characteristic of the option was taken into consideration when ascertaining its fair value.**

Regarding the Long-Term Incentive Program with Restricted Shares approved on April 23, 2014, the reference price per restricted share, for the purposes of determining the target quantity that will be granted to each Beneficiary, shall be equivalent to the average share price on B3 (weighted by trading volume) in the last thirty trading sessions prior to the granting.

Regarding the Performance Shares Program approved on September 15, 2020, given that the payment shall be made upon the achievement of price targets per share, to determine the fair value of the shares, we carried out a probability simulation by applying the Monte Carlo Method (“Monte Carlo Simulation – SMC”). 10,000 simulations were performed considering the assumptions below:

	2021 Grant	2022 Grant	2023 Grant
Date of Granting	Jan/21	Jan/22	Jan/23
Vested Date	Jan/24	Jan/25	Jan/26
St - Reference price	BRL 24.21	BRL 23.80	BRL 22.62
u - %WACC	12.00%	13.80%	15.60%
q - Dividend Yield%	0.95%	0.95%	0.95%
r(T-t) - Rf	5.64%	10.51%	11.65%
d – Volatility*	32.41%	33.78%	34.05%
Variance/2	5.25%	5.70%	5.80%
Fair Value	BRL 33.99	BRL 31.18	BRL 31.18

**8.13. State the number of shares, membership units (quotas), and other securities convertible into shares or membership units issued in Brazil or abroad by the issuer, its direct or indirect controlling companies, controlled entities, or companies under common control, held by members of the board of directors, executive office appointed by the bylaws, or audit committee, grouped per body:**

Issued by the Company:

Body*	Number of Shares	%
Board of Directors	46,851,958.00	3%
Statutory Executive Office	35,175,922.00	2%
Audit Committee	10,465.00	0%

\* Position as of December 31, 2023

**8.14. As for current pension plans available to the board of directors' members and executive officers appointed by the bylaws, provide a chart itemizing:**

We have granted no pension plans to members of the Board of Directors and the Statutory Executive Officers.

**8.15. Maximum, minimum and medium compensation**

2024 - Estimate (BRL)	Statutory Office	Executive	Board of Directors	Audit Committee
<b>Total number of members</b>	8		11	4
<b>Number of Compensated Members</b>	8		11	4
<b>Highest compensation amount</b>	19,257,051.39		1,802,537.42	188,226.25
<b>Lowest compensation amount</b>	5,252,365.41		402,820.42	188,226.25
<b>Average compensation amount</b>	8,429,672.13		968,362.64	188,226.25

*Note: These amounts refer to compensation to be paid if all goals are met at their maximum percentage; The lowest compensation amount excludes members who will be in office for less than 12 months.*

2023 (BRL)	Statutory Office	Executive	Board of Directors	Audit Committee
<b>Total number of members</b>	8		11	4
<b>Number of Compensated Members</b>	8		11	4
<b>Highest compensation amount</b>	13,538,516.96		1,665,693.88	171,630.50
<b>Lowest compensation amount</b>	3,921,236.46		367,153.84	171,630.50
<b>Average compensation amount</b>	6,630,781.13		873,694.00	171,630.50

2022 - (BRL)	Statutory Office	Executive	Board of Directors	Audit Committee
Total number of members	8		11	4
Number of Compensated Members	8		11	4
Highest compensation amount	11,738,155		1,581,750	154,600
Lowest compensation amount	3,097,631		329,862	154,600
Average compensation amount	5,451,401		779,383	154,600

2021 - (BRL)	Statutory Office	Executive	Board of Directors	Audit Committee
Total number of members	8		10.5	4
Number of Compensated Members	8		10.5	4
Highest compensation amount	10,980,753		1,619,830	137,600
Lowest compensation amount	2,142,988		309,750	137,600
Average compensation amount	4,019,465		738,774	137,600

Note: The lowest compensation amount excludes members who were in office for less than 12 months

**8.16. Describe contract arrangements, insurance policies, or other instruments containing mechanisms for compensation or indemnification of managers in case of dismissal or retirement, stating the financial consequences for the issuer**

We have no compensation or indemnification mechanisms for managers in the event of removal from office or retirement.

**8.17. As for the last 3 fiscal years and the forecast for the current fiscal year, state the percentage of the total compensation of each body as recognized in the issuer's results related to members of the board of directors, of the executive office appointed by the bylaws, or of the audit committee who are related to the direct or indirect controlling shareholders, as defined in the accounting rules dealing with this issue:**

	Compensation 2021	Compensation 2022	Compensation 2023	Compensation 2024 forecast
Statutory Executive Office	29%	30%	31%	29%
Board of Directors	52%	49%	48%	47%
Audit Committee	0%	0%	0%	0%

**8.18. As for the last 3 fiscal years and the forecast for the current fiscal year, state the amounts recognized in the issuer's results as compensation of members of the board of directors, of the executive office appointed by the bylaws, or of the audit committee, grouped per body, for reasons other than their positions., commissions and advisory or consulting services rendered:**

The members of the Board of Directors making up the Advisory Committees to the Board of Directors receive additional remuneration for their participation.

	2021	2022	2023	2024 FORECAST
<b>Board of Directors</b>	3,940,475.00	4,292,047.30	4,869,906.50	5,443,343.41
<b>Statutory Executive Office</b>	-	-	-	-
<b>Audit Committee</b>	-	-	-	-

**8.19. As for the latest three fiscal years and the forecast for the current fiscal year, state the amounts recognized in the results of the issuer's direct or indirect controlling shareholders, companies under common control, and controlled entities, as compensation of members of the issuer's board of directors, executive office appointed by the bylaws, or audit committee, grouped per body, and explaining why such amounts were attributed to such individuals**

No member of the Board of Directors, the Statutory Executive Office or the Audit Committee had their remuneration recognized in the results of the issuer's controlling shareholders, companies under common control and controlled companies.

#### 8.20. Other relevant information

Year	Social Charges	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
2024	Fixed annual compensation - the National Social Security System (INSS)	2,130,398	3,104,584	150,581	5,385,563
	Variable annual compensation - INSS	0	9,772,166	0	9,772,166

Year	Social Charges	Board of Directors	Statutory Executive Office	Audit Committee	Overall Total
2023	Fixed annual compensation - the National Social Security System (INSS)	1,922,127	2,795,204	137,304	4,854,635
	Variable annual compensation - INSS	0	7,816,628	0	7,816,628

2022	Fixed annual compensation - the National Social Security System (INSS)	1,714,643	2,492,176	123,680	4,330,499
	Variable annual compensation - INSS	0	5,335,815	0	5,335,815

2021	Fixed annual compensation - the National Social Security System (INSS)	1,551,425	2,267,859	110,080	3,929,364
	Variable annual compensation - INSS	0	3,708,798	0	3,708,798

**EXHIBIT IV**  
**Information on members of the Audit Committee Indicated**  
(Pursuant to article 11 of CVM Ruling No. 81)  
Information of items 7.3 to 7.6 of the Reference Form

**Item 7.3. As for each of the managers and members of the audit committee, inform under the form of a table: (a) name; (b) date of birth; (c) profession; (d) the Individual Taxpayers Register of the Ministry of Economy (CPF/MF) or passport number; (e) Elective office held; (f) election date; (g) date of investiture; (h) term of office; (i) whether or not elected by the controlling shareholder; (j) whether they are an independent member and, if so, what was the criteria used by the issuer to determine their independence; (k) if the manager or audit committee member has been in office for consecutive terms, the initial date of the first term of office.**

Audit Committee. The Company's proposal is to elect three (3) sitting members and three (3) alternate members, all of whom indicated by controlling shareholders.

The minority shareholders also proposed to elect one (1) additional sitting member and one (1) additional alternate member, which are indicated in the table below:

Name	Date of Birth	Profession	CPF	Position Held	Date of Election	Date of Investiture	Term of Office	Other Positions Held	Elected by the Controlling Shareholder	Start Date of the First Term
Paulo Sérgio Buzaid Tohmé	12/28/1967	Lawyer	143.925.478-84	Sitting Member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	Yes	04/11/2011
Gilberto Lério	08/26/1950	Accountant	269.714.378- 53	Sitting Member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	Yes	10/09/1995
Adeildo Paulino	10/04/1958	Accountant	953.644.398-87	Sitting Member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	Yes	04/14/2022
Zeila Thoaldo Canteri	06/12/1973	Accountant	856.866.039-87	Sitting Member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders'	Does not hold other positions	No	04/17/2024

							Meeting of 2025			
Flávio da Silveira dos Anjos	08/16/1978	Business administrator	175.790.198-17	Alternate member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	Yes	04/17/2024
Vivian do Valle Souza Leão Mikui	04/03/1962	Lawyer	088.036.718-03	Alternate member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	Yes	04/08/2020
Ivanyra Maura de Medeiros Correia	10/23/1967	Production Engineer	009.092.797-48	Alternate member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	No	04/17/2024
Mário Antonio Luiz Corrêa	12/29/1944	Accountant and business administrator	063.857.108- 15	Alternate member of the Audit Committee	04/17/2024	04/18/2024	Until the Annual Shareholders' Meeting of 2025	Does not hold other positions	Yes	04/14/2022

The Audit Committee Alternates are called to attend the Audit Committee meetings in the absence of the Sitting Members.

**Item 7.3 (I). In relation to each of the managers and members of the audit committee, provide information on main professional background during the last 5 years, stating:**

*Main professional experiences during the past 5 years, highlighting, if applicable, the positions and roles held (i) with the issuer and companies of its business group; and (ii) companies controlled by the shareholder of the issuer that holds a direct or indirect equity interest equal to or exceeding 5% of one same class or type of issuer's securities:*

**Audit Committee:**

**Mr. Paulo Sérgio Buzaid Tohmé.** Lawyer, holding a degree in Law from Mackenzie University and a graduation degree in Procedural Law, in recent years, he has worked as: (1) partner of Leão and Tohmé Advogados Associados (1994-2011); (2) alternate member of the Audit Committee of Raia Drogasil S.A.; and (3) member of the Audit Committee of companies of Klabin Group S/A. He is currently Chairman of the Audit Committee of Raia Drogasil S.A.

**Mr. Gilberto Lério.** He holds a degree in Accounting from the University of the City of São Paulo and in Legal Sciences from the University of Guarulhos. During the last five years he has served as: (1) Member of the Board of Directors of Galvão Engenharia S/A, which operates in the provision of engineering and industrial construction services; (2) Alternate member of the Audit Committee of Telefônica, a company operating in the telecommunications industry; (3) Member of the Audit Committee of Brascod Comércio Importação e Exportação Ltda.; (4) Member of the Board of Directors of Protende Sistemas e Métodos de Construções Ltda.; (5) of the Board of Directors of Plastifluor Industria Comercio de Vedações Ltda.; and (6) Member of the Audit Committee of Raia Drogasil S.A., a publicly-held company whose main activity is the retail trade of pharmaceuticals, perfumery, and the like.

**Mr. Adeildo Paulino.** He holds a Master's degree in Accounting and Actuarial Sciences from Pontifical Catholic University of São Paulo and a graduation degree in Financial Management from Economic Sciences College of São Paulo. Current sitting member of the Audit Committee of five (5) companies in the field of management of eucalyptus forests to supply wood for sale to the pulp and paper industry, former Member of the Audit Committee of ABECS (Brazilian Association of Credit Card and Service Companies), and of the Audit Committee of Seicho-No-Ie in Brazil. Partner at BRW Consultoria since January 2009 and Member of the Audit Committee of Raia Drogasil S.A.

**Ms. Zeila Thoaldo Canteri.** Graduated in Accounting Sciences, with certification in internal audit by IIA (CIA) and as a member of the audit committee by IBGC, with a consolidated career with experience in governance, auditing, operational, regulatory, technology and integrated risk management, having worked in leading companies such as EY, HSBC and Bradesco. In the last 5 years, she was the Executive Superintendent of Internal Control and Operational Risk at Banco Bradesco S/A.

**Sr. Mário Antonio Luiz Corrêa.** During the last years he worked as: (1) Officer in charge of the financial and accounting area of GL Holdings S/A., whose main activity is the management of own assets and participation in other companies, whether business or civil, national or foreign, as a partner, shareholder or quotaholder; (2) Officer in charge of the financial and accounting area of GL Agropecuária Ltda., whose main activity is the agricultural production on its own or third parties lands, and the sales of its products, being able to participate in other companies as a shareholder or quotaholder; (3) Officer in charge of the financial and accounting area



of Gepel Rural S/A., whose main activity is the agricultural and forestry exploitation; (4) Officer in charge of the financial and accounting area of Tantra Participações Ltda., whose main activity is the management of its own assets and participation in other companies, whether business or civil, as partner, shareholder or quotaholder; (5) acted as a member of the Audit Committee of companies of Grupo Klabin S/A. (Celucat S/A, Papelão Ondulado do Nordeste S/A - PONSA and Bacell S/A); and (6) currently an alternate member of the Audit Committee of Raia Drogasil S.A.

**Flávio da Silveira dos Anjos.** He has a degree in Business Administration from Unisant'ana, in Theology from the Biblical Theological Seminary, a postgraduate degree in Leadership from the South American Theological College and an MBA in Financial Management, Controllershship and Auditing from the Getulio Vargas Foundation (FGV). Flávio has 30 years of experience in finance and business administration. Specialized in Financial Planning, Accounting and Tax Management, Corporate Governance, M&A, Treasury and Administrative Management, he has already acted as Financial Manager at Bell Micro Products, Controller at Megaware Industrial Ltda., Financial Consultant at Wert Capital Assessoria Empresarial and Chief Financial Officer at Tellus Comércio Imp. E Exp. Ltda. He is currently Director of Companhia Agrícola e Pastoril Fazenda Rio Pardo and Financial Consultant at the company Revisora Paulista-Contabilidade

**Ms. Vivian do Valle Souza Leão Mikui.** She holds a degree in Business Administration from the Mackenzie University, a Law degree from the United Metropolitan Colleges (FMU), and a Social Communication degree from Higher School of Advertising and Marketing [Escola Superior de Propaganda e Marketing] (ESPM). She was a Member of the Audit Committee of Klabin S/A for 16 years, and also as member of the board of directors of Klabin, and she is a partner at Leão e Tohmé Advogados Associados since 2001. She is an alternate member of the Audit Committee of Raia Drogasil S.A.

**Ms. Ivanyra Maura de Medeiros Correia.** Graduated in production engineering at the Federal University of Rio de Janeiro, with an MBA from The Wharton School and certifications as board member and fiscal advisor from IBGC. She is currently a member of the Finance, Audit and Risk Committee of the Baumgart Group, member of the Audit Committee of Eletronuclear and Director of PIOB, an international body that oversees international auditing standards. Previously, she was: External Member of the Audit Committee of Banco Bradesco S.A. for four years, Independent Member of the Board of Directors of Serpro, Member of the Board of Directors Zurich Resseguradora S.A., Chairman of the Audit Committee of Statkraft Energias Renováveis S.A., Chairman of the Audit Committee Brasileira Participações S.A. (BNDESPar and AES), Alternate Member of the Board of Directors of Invepar S.A. and Alternate Member of the Audit Committee of Tecnisa

**Item 7.3(m). Description of any of the following events occurring during the last 5 years:**

- (i) any criminal conviction;**
- (ii) an adverse award rendered by CVM, the Central Bank of Brazil, or the Private Insurance Superintendence in administrative proceedings, with the penalties imposed; and**
- (iii) any adverse judgment that has become final and unappealable in the judicial or administrative spheres, which has suspended or incapacitated him/her to perform any professional or commercial activity.**

All the appointed members of the Audit Committee declare that, for all legal purposes, they have not, in the last five (5) years, been subject to any criminal conviction, any adverse award, or imposition of a penalty in administrative proceedings before the CVM, Banco do Brasil or the Private Insurance Superintendence; or any

conviction which became final and unappealable in the judicial sphere or which is subject to final decision in the administrative sphere, which had the effects of suspending or disqualifying them for any professional or business activities. Additionally, all the members of the Audit Committee declare that they are not Politically Exposed Persons, as defined in the regulation.

**Item 7.4. Provide the information mentioned in item 7.3 with regard to members of the committees created by the Bylaws, as well as of the audit, risk, financial, and compensation committees, even if such committees or bodies are not established in the bylaws.**

Not applicable, as no changes are being proposed in the composition of the Company's committees.

**Item 7.5. Inform the existence of marital relationships, civil union or family relationships to the second degree between:**

**a. the issuer's managers;**

Not applicable, since the members of the Audit Committee are not considered managers

**b. (i) managers of the issuer and (ii) managers of the issuer's direct or indirect controlled companies;**

Not applicable, since the members of the Audit Committee are not considered managers.

**c. (i) managers of the issuer or of its controlled companies, direct or indirect, and (ii) the issuer's direct or indirect controlling shareholders;**

Not applicable, since the members of the Audit Committee are not considered managers.

**d. (i) managers of the issuer and (ii) managers of the issuer's direct and indirect controlled companies.**

Not applicable, since the members of the Audit Committee are not considered managers.

**Item 7.6. State subordination, service, or control relationships in the last three fiscal years, between the managers of the issuer:**

**a. a company directly or indirectly controlled by the issuer, except those in which the issuer directly or indirectly holds equity interest that is equal to or greater than ninety-nine percent (99%) of the corporate capital;**

Not applicable, since the members of the Audit Committee are not considered managers.

**b. direct or indirect controlling shareholder of the issuer;**

Not applicable, since the members of the Audit Committee are not considered managers

**c. any relevant supplier, customer, debtor or creditor of its controlled company or controlling shareholders, or controlled company of any of them**

Not applicable, since the members of the Audit Committee are not considered managers.