

YDUQS PARTICIPAÇÕES S.A.

National Corporate Taxpayer's Register of the Ministry of Finance (CNPJ/MF) 08.807.432/0001-

10

Company Register Identification Number (NIRE) 33.3.0028205-0

Publicly-held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING

HELD ON AUGUST 3, 2026

1. **Date, Time, and Place:** On August 3, 2026, at 10 o'clock, held via videoconference using the Teams platform, at the principal place of business of **YDUQS PARTICIPAÇÕES S.A.** ("Company" or "Issuer"), a corporation registered as publicly-held company with the Brazilian Securities and Exchange Commission ("CVM"), located in the City of Rio de Janeiro, State of Rio de Janeiro, at Avenida das Américas, No. 4.200, Bloco 5, Sala 301, Barra da Tijuca, Postal Code (CEP) 22640-907.

2. **Call Notice:** The call notice was waived as all members of the Company's Board of Directors were present.

3. **Board:** The meeting was chaired by Mr. Chaim Zaher, and secretary was Mr. Elmiro Chiesse Coutinho Neto.

4. **Agenda:** The members of the Company's Board of Directors met, pursuant to item "m" of article 16 of the Company's articles of incorporation, and article 59, paragraph one, of Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporate Law"), to examine, discuss, and vote on the following agenda: **(i)** approval of the Company's thirteenth (13th) issue of simple, non-convertible bonds, of the unsecured type, in up to three (3) series, for public distribution, under an automatic distribution registration procedure, in the initial total amount of one billion one hundred million reais (BRL1,100,000,000.00), noting that the amount may be increased by up to twenty-five percent (25%), that is, by up to two hundred seventy-five million reais (BRL275,000,000.00), bringing the total to one billion three hundred seventy-five million reais (BRL1,375,000,000.00) ("Bonds" and "Issue", respectively), which shall be the subject matter of a distribution public offer exclusively for professional investors, as defined in articles 11 and 13 of CVM Resolution No. 30, of May 11, 2021, as amended, pursuant to CVM Resolution No. 160, of July 13, 2022, as amended ("Offer" and "CVM Resolution 160", respectively); **(ii)** authorization to the Company's Executive Board to perform all acts necessary for accomplishment of the items approved above, including, without limitation, the execution of **(a)** "*Private Instrument of Deed of the Thirteenth (13th) Issue of Simple, Non-Convertible Bonds, of the Unsecured Type, in up to Three (3) Series, for Public Distribution, in Automatic Distribution Registration Procedure, of Yduqs Participações S.A.*", to be executed between the Issuer and Oliveira Trust Distribuidora de Títulos e Valores Mobiliários S.A., registered with the CNPJ under No. 36.113.876/0004-34, as well as any amendments thereto, as the case may be ("Trustee" and "Indenture", respectively); **(b)** of the

"Coordination, Placement, and Public Distribution Agreement, under a Mixed Firm Guarantee and Best-Efforts of Placement Regime, of the Thirteenth (13th) Issue of Simple Non-Convertible Bonds, of the Unsecured Type, in up to Three (3) Series, of Yduqs Participações S.A.", to be executed between the Issuer and certain financial institutions that are part of the securities distribution system responsible for the distribution of the Bonds, as well as any amendments thereto, as the case may be ("Coordinators" and "Distribution Agreement", respectively); (c) of the instruments and any of its amendments to be executed for contracting the service providers necessary for operation of the Issue and Offer ("Service Providers") and other documents necessary for registration of the Bonds with B3 S.A. – Brasil, Bolsa, Balcão ("B3"); and also (d) of all documents and/or any amendments necessary for implementation of the above agenda items; and (iii) ratification of all actions already taken by the Executive Board of the Company relating to the above resolutions.

5. Resolutions: The members of the Board of Directors present, after examining and discussing the matters on the agenda, pursuant to item "m" of article 16 of the Company's articles of incorporation, and article 59, paragraph one, of the Brazilian Corporate Law unanimously resolved as follows:

5.1. Approve the Issue, with the following main characteristics:

- (a) Issue Number: This is the Company's Thirteenth (13th) issue of Bonds.
- (b) Issue Date: For all legal effects and purposes, the issue date of the Bonds shall be the date set forth in the Indenture ("Issue Date").
- (c) Profitability Start Date: For all legal effects and purposes, the profitability start date of the Bonds shall be the first Full Payment Date for the Bonds of the respective Series ("Profitability Start Date")
- (d) Target Audience: The Bonds shall be exclusively intended for Professional Investors.
- (e) Issue Aggregate Amount: The Issue Aggregate Amount shall initially be one billion one hundred million reais (BRL1,100,000,000.00) on the Issue Date (the "Issue Aggregate Amount"), comprising (i) initially six hundred and fifty million reais (BRL650,000,000.00) relating to the First Series Bonds and the Second Series Bonds, collectively, subject to the possibility of partial or total exercise of the Additional Tranche Option; and (ii) initially four hundred and fifty million reais (BRL450,000,000.00) regarding the Third Series Bonds, it being understood that the Issue Aggregate Amount may be reduced due to the possibility of a Partial Distribution, or increased due to the possibility of partial or total exercise of the Additional Tranche Option, with the final Issue amount to be reflected in the Allocation Amendment.
- (f) Number of Series: The Issue shall be carried out in up to Three (3) Series (each, a "Series" and, when combined, "Series"), with the Bonds to be distributed within the scope of the (i) first Series ("First Series") shall be hereinafter referred to as "First Series Bonds"; (ii)

Second Series ("Second Series") shall be hereinafter referred to as "Second Series Bonds"; and (iii) third Series ("Third Series") shall be hereinafter referred to as "Third Series Bonds", and, jointly with First Series Bonds, Second Series Bonds, and Third Series Bonds, the "Bonds").

(g) Number of Bonds: Initially, one million one hundred thousand (1,100,000) Bonds shall be issued, comprising (i) initially six hundred and fifty thousand (650,000) First Series Bonds and Second Series Bonds, with the understanding that the quantity of Bonds to be allocated between said series shall be determined in accordance with the Communicating Vessels System (as defined below) and the Allocation Procedure, subject to the possibility of a Partial Distribution and the partial or total exercise of the Additional Tranche Option (as defined below); and (ii) initially four hundred and fifty thousand (450,000) Third Series Bonds. The quantity of (i) Series and (ii) Bonds to be allocated to the First Series and the Second Series shall be determined following the conclusion of the Allocation Procedure (as defined below), provided that the allocation of Bonds between the First Series and the Second Series shall be carried out using a "communicating vessels system", that is, the quantity of Bonds issued for one series shall be deducted from the quantity of Bonds for the other series. There shall be no minimum or maximum amount for allocation between the First Series and the Second Series, and either or both of said series may not be issued (the "Communicating Vessels System"), pursuant to the Indenture.

(h) Additional Tranche Option: The Issuer may, by mutual agreement with the Coordinators, elect to increase the quantity of Bonds initially offered by up to twenty-five percent (25%), that is, by up to two hundred and seventy-five thousand (275,000) Bonds, pursuant to Article 50 of CVM Resolution 160 (the "Additional Tranche Option"), without the need for further corporate approval by the Issuer or approval by a General Meeting of Bondholders. Bonds resulting from the eventual partial or total exercise of an Additional Tranche Option shall be distributed by the Coordinators under a best-efforts placement regime, in agreement with the Issuer, and shall be allocated exclusively to the First Series and/or the Second Series.

(i) Unit Par Value: The unit par value of the Bonds, as of the Issue Date, shall be one thousand reais (BRL1,000.00) ("Unit Par Value").

(j) Allocation of Funds: The First Series Bonds and the Second Series Bonds may be paid up by means of payment in kind of the bonds of the tenth (10th) issue of the Issuer, issued under the terms of the "*Private Instrument of Deed of the Tenth (10th) Issue of Simple Bonds, Non-Convertible into Shares, of the Unsecured Type, in up to Two (2) Series, for Public Distribution, in Automatic Distribution Registration Procedure, of Yduqs Participações S.A.*", executed on March 13, 2024 between the Issuer and Oliveira Trust Distribuidora de Títulos e Valores Mobiliários S.A., as Trustee ("10th Issue Bonds" and "10th Issue Deed", respectively), without raising new funds in national currency. The net proceeds obtained through the Issue of the Third Series Bonds shall be used to strengthen the Issuer's cash position and for general corporate expenses.

(k) Placement and Distribution Procedure: The placement of the Bonds shall be carried out by the Coordinators under a mixed firm guarantee and best-efforts of placement regime, in accordance with the Distribution Agreement, with the Coordinators responsible for placing the Bonds acting as intermediaries. The Bonds subject to the eventual partial or total exercise of the Additional Tranche Option, if issued, shall be distributed under a best-efforts placement regime and must be allocated exclusively to the First Series and/or the Second Series.

(l) Allocation Procedure: Pursuant to Article 61, paragraphs two and three of CVM Resolution 160 and the Distribution Agreement, a procedure for collecting investment intentions in the Bonds shall be conducted, without receiving reservations ("Allocation Procedure"), to verify the demand for the Bonds and define **(i)** the number of Bonds Series to be issued, it being understood that the First Series and/or the Second Series may be cancelled; **(ii)** the number of Bonds to be effectively issued, taking into account the possibility of Partial Distribution or the partial or total exercise of the Additional Tranche Option; and **(iii)** the number of Bonds to be allocated between the First Series and the Second Series, using the Communicating Vessels System, as provided for in the Indenture.

(m) Partial Distribution: Within the scope of the Issue and the Offer, partial distribution of the First Series Bonds and the Second Series Bonds shall be permitted, pursuant to Article 73 et seq. of CVM Resolution 160, subject to the mixed firm guarantee and best-efforts of placement regime to be provided for in the Distribution Agreement, and the First Series Bonds and the Second Series Bonds that are not placed within the scope of the Offering shall be cancelled by the Issuer ("Partial Distribution").

(n) Form, Type and Proof of Ownership of the Bonds: The Bonds shall be issued as registered and book-entry, without issuing provisory warrants and certificates, for all legal purposes, the ownership of Bonds shall be evidenced through statement of deposit account issued by the Bookkeeper, as defined in the Indenture, and in relation to Bonds held under electronic custody at B3, as the case may be, shall be issued by it on behalf of the Bond holder, which shall be accepted as proof of ownership of these Bonds;

(o) Term of Effectiveness and Maturity Date: Except in cases of early maturity of the obligations arising from the Bonds and/or early redemption of all Bonds of the respective Series, as per the Indenture: **(i)** the First Series Bonds will have a maturity term of one thousand eight hundred and twenty-six (1,826) days from the Issue Date ("Maturity Date of the First Series Bonds"); **(ii)** the Second Series Bonds will have a maturity term of two thousand five hundred and fifty-seven (2,557) days from the Issue Date ("Maturity Date of the Second Series Bonds"); and **(iii)** the Third Series Bonds shall have a maturity term of two thousand five hundred and fifty-seven (2,557) days from the Issue Date ("Maturity Date of the Third Series Bonds") and, jointly with the Maturity Date of the First Series Bonds and the Maturity Date of the Second Series Bonds, the "Maturity Dates".

- (p) Convertibility: The Bonds shall be simple, non-convertible into shares, issued by the Company.
- (q) Type: The Bonds shall be of the unsecured type, pursuant to Indenture and Article 58 of the Brazilian Corporate Law.
- (r) Amortization of the Unit Par Value:
 - (i) Amortization of the Unit Par Value of the First Series Bonds: Except in cases of early redemption, extraordinary amortization of the Bonds, or early maturity of the obligations arising from the Bonds, as provided for in the Indenture, the Unit Par Value of the First Series Bonds shall be amortized in a single installment, to be paid on the Maturity Date of the First Series Bonds.
 - (ii) Amortization of the Unit Par Value of the Second Series Bonds: Except in cases of early redemption, extraordinary amortization of the Bonds or early maturity of the obligations arising from the Bonds, as provided for in the Indenture, the Unit Par Value of the Second Series Bonds shall be amortized in two (2) annual and consecutive installments, the first payment being due on August 25, 2032, and the last, on the Maturity Date of the Second Series Bonds, according to the schedule provided for in the Indenture.
 - (iii) Amortization of the Unit Par Value of the Third Series Bonds: Except in cases of early redemption, extraordinary amortization of the Bonds or early maturity of the obligations arising from the Bonds, as provided for in the Indenture, the Unit Par Value of the Third Series Bonds shall be amortized in two (2) annual and consecutive installments, the first payment being due on August 25, 2032, and the last, on the Maturity Date of the Third Series Bonds, according to the schedule provided for in the Indenture.
- (s) Adjustment for Inflation of the Bonds: The Unit Par Value of the Bonds shall not be adjusted for inflation.
- (t) Compensation for the Bonds:
 - (i) Compensation for the First Series Bonds. The Unit Par Value of the First Series Bonds or the balance of the Unit Par Value of the First Series Bonds, as the case may be, will be accrued with compensatory interest corresponding to one hundred percent (100%) of the accrued variation of the daily average rates of Interbank Deposits (DI) - Extra group overnight, expressed in percentage per year, based on two hundred and fifty-two (252) Business Days, daily calculated and published by B3 S.A. – Brasil, Bolsa, Balcão, in the daily bulletin available on its website (<http://www.b3.com.br>) ("DI Rate"), exponentially increased by a surcharge (spread) corresponding to eighty

hundredths of one percent (0.80%) per year, based on two hundred and fifty-two (252) Business Days ("Compensation of First Series Bonds"). The Compensation of First Series Bonds shall be calculated exponentially and cumulatively *pro rata temporis* for elapsed Business Days, based on a year of two hundred and fifty-two (252) Business Days, applied to the respective Unit Par Value or to the respective balance of the Unit Par Value, from the respective Profitability Start Date or the Payment Date of the immediately preceding (inclusive) Compensation of First Series Bonds, whichever occurs last, until the date of its effective payment and paid at the end of each respective Capitalization Period (as defined in the Indenture), according to the formula provided in the Indenture.

(ii) Compensation for the Second Series Bonds. Regarding the Unit Par Value of the Second Series Bonds or the balance of the Unit Par Value of the Second Series Bonds, as the case may be, interest will accrue at a rate of one hundred percent (100%) of the DI Rate, plus an exponential surcharge (spread) of ninety-five hundredths of a percent (0.95%) per year, based on two hundred and fifty-two (252) Business Days ("Compensation of Second Series Bonds"). The Compensation of Second Series Bonds shall be calculated exponentially and cumulatively *pro rata temporis* for elapsed Business Days, based on a year of two hundred and fifty-two (252) Business Days, applied to the respective Unit Par Value or to the respective balance of the Unit Par Value, from the respective Profitability Start Date or the Payment Date of the immediately preceding (inclusive) Compensation of Second Series Bonds, whichever occurs last, until the date of its effective payment and paid at the end of each respective Capitalization Period, according to the formula provided in the Indenture.

(iii) Compensation for the Third Series Bonds. Regarding the Unit Par Value of the Second Third Bonds or the balance of the Unit Par Value of the Third Series Bonds, as the case may be, interest will accrue at a rate of one hundred percent (100%) of the DI Rate, plus an exponential surcharge (spread) of ninety-five hundredths of a percent (0.95%) per year, based on two hundred and fifty-two (252) Business Days ("Compensation of Third Series Bonds" and, jointly with the Compensation of First Series Bonds and the Compensation of Second Series Bonds, the "Compensation"). The Compensation of Third Series Bonds shall be calculated exponentially and cumulatively *pro rata temporis* for elapsed Business Days, based on a year of two hundred and fifty-two (252) Business Days, applied to the respective Unit Par Value or to the respective balance of the Unit Par Value, from the respective Profitability Start Date or the Payment Date of the immediately preceding (inclusive) Compensation of Third Series Bonds, whichever occurs last, until the date of its effective payment and paid at the end of each respective Capitalization Period, according to the formula provided in the Indenture.

(u) Compensation Payment: Except in cases of early redemption, extraordinary

amortization of the Bonds of the respective Series, or early maturity of the obligations arising from the Bonds, as provided for in the Indenture, the Compensation shall be paid half-yearly and without a grace period, always on the 25th of February and August, with the first payment due on February 25, 2027, and the last on the Maturity Date of the respective Series, in accordance with the provisions of the Indenture (each one, a "Compensation Payment Date").

(v) Subscription Price: The Bonds shall be subscribed and fully paid up at their Unit Par Value ("First Full Payment Date"), in accordance with the settlement rules adopted by B3. If any Bond of a given Series is paid up on a date other than and subsequent to the First Full Payment Date of the Bonds of the respective Series, the payment shall consider its Unit Par Value plus the Compensation for the respective Series, calculated *pro rata temporis* from the Profitability Start Date to the date of its respective and effective payment ("Payment Price" and, each, a "Full Payment Date", respectively).

(w) Payment Method:

(i) First Series Bonds and Second Series Bonds. The First Series Bonds and the Second Series Bonds shall be subscribed and fully paid up, at the time of subscription, on a single date, for their respective Payment Price, through the payment in kind of the 10th Issue Bonds, to be formalized through B3 procedures ("Payment in Kind"). The Payment in Kind shall be made by the respective holders of the 10th Issue Bonds ("10th Issue Bondholders"), on the Full Payment Date, in accordance with the rules and procedures determined by B3, through a command in the B3 system, to be carried out by the 10th Issue Bondholders, based on the information provided by the Issuer ("Full Payment in Kind"). The Payment in Kind must observe the exchange ratio to be disclosed through a market announcement on the exchange ratio disclosure date, as indicated in the Market Notice ("Exchange Ratio Disclosure Date"), it being understood that in any case of fractional results of the First Series Bonds and the Second Series Bonds, the total must be adjusted to disregard the fraction, maintaining the whole number of said Bonds rounded up ("Exchange Ratio"). **(I) Exchange Ratio for First Series Bonds**: The Full Payment in Kind of First Series Bonds shall be made by the 10th Issue Bondholders, through Payment in Kind, disregarding any fractions, in the proportion to be defined on the Exchange Ratio Disclosure Date, through the publication of a notice to the market, and formalized through the Allocation Amendment, and in accordance with the rules and procedures determined by B3 and the Bookkeeper. **(II) Exchange Ratio for Second Series Bonds**: The Full Payment in Kind of Second Series Bonds shall be made by the 10th Issue Bondholders, through Payment in Kind, disregarding any fractions, in the proportion to be defined on the Exchange Ratio Disclosure Date, through the publication of a notice to the market, and formalized through the Allocation Amendment, and in accordance with the rules and procedures determined by B3 and the Bookkeeper.

(ii) Third Series Bonds. The Third Series Bonds shall be subscribed and paid in full in

cash, in Brazilian currency, subject to the Payment Price.

- (x) Default Charges: Without prejudice to the Compensation, should the Issuer fail to pay any amount due to the bondholders under the terms of this Indenture, overdue debts not paid by the Issuer will remain, from the default date to the effective payment date, regardless of notice, notification or judicial or extrajudicial notification, subject to: (i) conventional, irreducible and non-compensatory fine of two percent (2%); and (ii) late payment Interest at the rate of one percent (1%) per month calculated on a *pro rata temporis* basis ("Default Charges").
- (y) Scheduled Renegotiation: Bonds will not be subject to scheduled renegotiation.
- (z) Optional Extraordinary Amortization: The Issuer may, at its sole discretion, starting from the twenty-fourth (24th) month from the Issue Date (inclusive), that is, from August 25, 2028, carry out the optional extraordinary amortization of the First Series Bonds, Second Series Bonds and/or Third Series Bonds, observing the limit of ninety-eight percent (98%) of the total value of the respective Series, and observing the terms and conditions provided for in the Indenture.
- (aa) Optional Early Redemption: The Issuer may, at its sole discretion, starting from the twenty-fourth (24th) month from the Issue Date (inclusive), i.e., from August 25, 2028, carry out the optional total early redemption of the First Series Bonds, Second Series Bonds and/or Third Series Bonds, as the case may be, subject to the terms and conditions set forth in the Indenture.
- (bb) Early Redemption Offer: The Issuer may, at its sole discretion, at any time, offer early redemption of all First Series Bonds, Second Series Bonds and/or Third Series Bonds, to be carried out in the manner provided for in the Indenture.
- (cc) Optional Purchase: The Issuer may, at its sole discretion, purchase Bonds, subject to the provisions of article 55, paragraph 3 of the Brazilian Corporate Law, as well as the terms and conditions of CVM Resolution No. 77, of March 29, 2022, as amended, and other rules issued by the CVM, and this fact, if required by applicable legal and regulatory provisions, must be included in the management report and financial statements of the Issuer.
- (dd) Early Maturity: The Trustee shall consider all obligations covered by the Indenture as due and payable in advance and immediately payable, regardless of notice, notification, or judicial or extrajudicial demand, and shall demand immediate payment from the Issuer of the Unit Par Value or the balance of the Unit Par Value of the Bonds of the respective Series, as the case may be, plus the respective Compensation, calculated *pro rata temporis* from the Profitability Start Date of the respective Series or the Compensation Payment Date of the immediately preceding respective Series, as the case may be, until the date of actual payment, without prejudice, where applicable, to the collection of Default Charges and any other

amounts that may be due by the Issuer, on the date it becomes aware of the occurrence of any of the events described in the Indenture. Therefore, the maturity events described in the Indenture are approved, which will be submitted for registration together with these minutes.

(ee) Risk Rating: Bonds will be subject to risk rating, and Standard and Poor's do Brasil Ltda. will be contracted as the risk rating agency.

(ff) Deposit for Distribution and Trading: Bonds shall be deposited for: **(i)** public distribution in the primary market through the MDA - Asset Distribution Module, managed and operated by B3, with the distribution being settled financially through B3; and **(ii)** trading in the secondary market through CETIP21 – Títulos e Valores Mobiliários, managed and operated by B3, and negotiations must be financially settled and Bonds must be kept in electronic custody in B3.

(gg) Division: Division of Bonds Compensation, the Unit Par Value and/or other rights conferred upon bondholders will not be permitted, pursuant to article 59, item IX, of Law No. 6.404, of December 15, 1976, as amended.

(hh) Other conditions: All other specific conditions and rules related to the issue of Bonds will be addressed in detail in the Indenture.

5.2. Authorization to the Company's Executive Board and/or its attorneys-in-fact to take any and all actions necessary to implement and formalize the resolutions adopted at this meeting, including, without limitation, the execution of **(a)** the Indenture; **(b)** the Distribution Agreement; **(c)** the instruments and any amendments for contracting the Service Providers and other documents necessary for the registration of the Bonds with B3; and also **(d)** of all documents and/or any amendments necessary for the implementation of the resolutions adopted at this meeting;

5.3. Ratification of all actions already taken by the Company's Executive Board to implement the resolutions approved herein.

6. Closing, Drafting, and Approval of Minutes: There being no further business to discuss, the Meeting of the Board of Directors was closed, and the minutes were drawn up, read, and found to be in order and signed by all members of the Company's Board of Directors present. Rio de Janeiro, August 3, 2026. Chairperson: Chaim Zaher. Secretary: Elmiro Chiesse Coutinho Neto. Directors present: Juan Pablo Zucchini, Mario Ghio Junio, Brenno Raiko de Souza, Thamila Cefali Zaher Memória, Chaim Zaher, Flavio Benício Jansen Ferreira, and André Pires de Oliveira Dias.

Rio de Janeiro, August 3, 2026.

Elmiro Chiesse Coutinho Neto
Secretary