



IGUATEMI
S.A.

*Annual and Extraordinary
General Meeting - 2025*

Shareholder's Manual



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MESSAGE FROM THE MANAGEMENT

Dear Shareholders,

This Manual was developed to guide shareholders on the procedures for participating in the Annual and Extraordinary General Meeting, as well as to provide details on the topics to be deliberated. Here you will find information on the date, time, location, and matters to be considered, as well as a list of annexes with more details, in accordance with the requirements of CVM Resolution No. 81.

The Notice of Meeting will be published from March 17, 2025, in the newspaper "Diário de Notícias", as well as on the websites <https://ri.iguatemi.com.br/> and <https://www.gov.br/cvm/pt-br>.

We provide the email assembleias@iguatemi.com.br for access to the Investor Relations area, which is available to clarify any doubts regarding the Meeting and for the submission of representation documents and distance voting ballots.

Sincerely,

Guido Oliveira

Investor Relations Director



INVITATION TO THE MEETING

DATE: April 17, 2025

TIME: 10:00 AM

LOCATION: Company Headquarters

Rua Angelina Maffei Vita nº 200 – 9th floor

Jardim Paulistano – ZIP CODE 01455-070

São Paulo/SP – Brazil

MATTERS:

At the Annual General Meeting:

- 1) Take the accounts of the Administrators, examine, discuss, and vote on the Company's Financial Statements for the fiscal year ended December 31, 2024;
- 2) Deliberate on the allocation of the result of the fiscal year ended December 31, 2024;
- 3) Set the number of members to compose the Company's Board of Directors for the next term at eight (8);
- 4) Elect the members of the Company's Board of Directors;
- 5) Deliberate on the compliance of the independent members of the Board of Directors with the rules provided in CVM Resolution No. 80/2022, the Company's Bylaws, and the provisions set forth in the regulations issued by B3;
- 6) Elect the members of the Company's Fiscal Council;

INVITATION TO THE MEETING

(continuation)

DATE: April 17, 2025

TIME: 10:00 AM

LOCATION: Company Headquarters

Rua Angelina Maffei Vita nº 200 – 9th floor

Jardim Paulistano – ZIP CODE 01455-070

São Paulo/SP – Brazil

MATTERS:

7) Approve the global and annual remuneration of the Administrators for the fiscal year 2025 and the members of the Fiscal Council until the next Annual General Meeting.

At the Extraordinary General Meeting:

1) Deliberate on the amendment of Article 5 of the Iguatemi Bylaws to reflect (i) the cancellation of treasury shares resolved by the Company's Board of Directors at a meeting held on February 4, 2025, and (ii) the conversion of common shares into preferred shares reflected in the Board of Directors meeting of June 11, 2024, with the consequent consolidation of the Bylaws.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

In this section, you will find the clarifications and recommendations of the Company's Management regarding each of the items on the agenda that will be deliberated at the Annual General and Extraordinary Meeting.

At the AGM:

1. Take the accounts of the Administrators, examine, discuss, and vote on the Company's Financial Statements for the fiscal year ended December 31, 2024.

The Company's Management recommends the approval of the administrators' accounts, as per the information contained in the Management Report, Financial Statements, Fiscal Council Opinion, and Independent Auditors' Report.

For more information, please see item 1 of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

2. Deliberate on the allocation of the result of the fiscal year ended December 31, 2024.

The Company's Management recommends the following allocation for the net income of the fiscal year ended December 31, 2024, amounting to R\$399,771,418.37:

- (i) R\$19,988,570.92, corresponding to 5% of the net income, for the legal reserve, as per Article 193 of the Brazilian Corporate Law;
- (ii) R\$ 94,945,711.86 for the mandatory minimum dividend, as per Article 202 of the Brazilian Corporate Law and Article 43(b) of the Company's Bylaws; and
- (iii) The remaining amount of R\$284,837,135.59 for the investment reserve, as per the second paragraph of Article 43 of the Company's Bylaws.

Additionally, the Management clarifies that it also approved the payment of additional dividends based on the Company's profit reserve as of December 31, 2024, amounting to R\$105,054,288.14, totaling R\$200,000,000.00 in dividend distribution for the fiscal year ended December 31, 2024, of which R\$50,000,000.00 has already been paid through dividends, as resolved by the Board of Directors at the meeting held on February 18, 2025, based on Article 44 of the Company's Bylaws, leaving a balance of R\$150,000,000.00 to be distributed as dividends.

For more information, please see item 2 and Annex II of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

3. Set the number of members to compose the Company's Board of Directors for the next term at eight (8).

In accordance with Article 25 of the Company's Bylaws, the Company's Management proposes the approval of eight (8) seats on the Board of Directors, with a unified term of two (2) years, until the Annual General Meeting that examines, discusses, and votes on the administrators' accounts and financial statements for the fiscal year ended December 31, 2026, already considering the election of members to the Board of Directors indicated for the separate voting group of preferred shareholders.

For more information, please see item 3 of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

4. Elect the members of the Company's Board of Directors.

The Company's Management has nominated the following candidates to compose the Board of Directors with a unified term until the Annual General Meeting that deliberates on the financial statements for the fiscal year ended December 31, 2026:

Name
Pedro Jereissati (Chairman of the Board of Directors)
Carlos Francisco Ribeiro Jereissati (Vice-Chairman of the Board of Directors)
Carlos Jereissati
Francisco Sérgio Peixoto Pontes
Ana Karina Bortoni Dias
Pedro Santos Ripper
Flávia Buarque de Almeida

Additionally, investment funds managed by Oceana Investimentos, minority shareholders holding the Company's preferred shares, have nominated Mr. Rony Meisler to run for the separate election provided for in Article 141, paragraph 4, item II of the Brazilian Corporate Law.

The nominations of the above candidates comply with the requirements set forth in the Company's Bylaws and the Nomination Policy.

For more information, please see item 4 and Annex III of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

5. Deliberate on the compliance of the independent members of the Board of Directors with the rules provided in CVM Resolution No. 80/2022, the Company's Bylaws, and the provisions set forth in the regulations issued by B3.

The Management proposes that Ms. Ana Karina Bortoni Dias and Ms. Flávia Buarque de Almeida, as well as Mr. Francisco Sérgio Peixoto Pontes and Mr. Pedro Santos Ripper, be qualified as Independent Directors, in accordance with the independence criteria established in the Company's Bylaws, Annex K of CVM Resolution No. 80, of March 29, 2022, as amended, and the regulations issued by B3, with the Board of Directors having received, on this date, the respective declarations attesting to compliance with the independence criteria.

Thus, with the election of Ms. Ana Karina Bortoni Dias and Ms. Flávia Buarque de Almeida, as well as Mr. Francisco Sérgio Peixoto Pontes and Mr. Pedro Santos Ripper, as Independent Directors, the Company will have five (5) independent members on its Board of Directors, considering also the candidate nominated by the preferred shareholders, representing 62.5% of its Board of Directors.

For more information, please see item 5 of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

6. Elect the members of the Company's Fiscal Council.

In accordance with Article 40 of the Company's Bylaws, the Company's Fiscal Council operates on a non-permanent basis and may be installed, as provided in Article 4 of CVM Resolution No. 70/22, at the request of shareholders holding 2% of the voting shares or 1% of the non-voting shares. If installed, the Fiscal Council will have three (3) full members and the same number of alternates.

The Company has received, from the minority shareholders Previ - Caixa de Previdência dos Funcionários do Banco do Brasil, Plano Setorial Previ Família – Plano de Benefício de Contribuição Definida para Concessão de Renda, Plano de Benefícios 1, and Plano de Benefícios 2, who hold sufficient shareholding to request the installation of the Fiscal Council, in accordance with Article 4 of CVM Resolution No. 70/22, the nomination of the following candidates to run in a separate election of minority shareholders holding preferred shares for the Fiscal Council:

Name	Position	Nomination
Giselle Cilaine Ilchechen Coelho	Fiscal Council (Full member)	Minority shareholder holding preferred shares
Ana Cristina Remigio de Oliveira Bastos	Fiscal Council (Alternate member)	

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

6. Elect the members of the Company's Fiscal Council.

Considering that the Fiscal Council will be composed of three (3) members, the Management presents the following slate, nominated by the Controlling Shareholder, which already considers the possible separate election of the candidate nominated by minority shareholders holding preferred shares:

Nome	Position	Nomination
Jorge Moyses Dib Filho	Fiscal Council (Full member)	Controlling shareholder
Antônio Adriano Farinha Campos	Fiscal Council (Alternate member)	
Leonardo Leirinha Souza Campos	Fiscal Council (Full member)	
Sérgio Bernstein	Fiscal Council (Alternate member)	

In accordance with CVM Resolution No. 81/22, the information about the candidates for the Fiscal Council members included in the slate proposed by the Management and nominated by minority shareholders holding preferred shares, as required by items 7.3 to 7.6 of the Reference Form provided by CVM Resolution No. 80/22, including their respective resumes, are presented in Annex III of this Proposal.

For more information, please see item 6 and Annex III of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

7. Approve the global and annual remuneration of the Administrators for the fiscal year 2025 and the members of the Fiscal Council until the next Annual General Meeting.

The Management proposes the approval of the global amount of up to R\$54,400,495.00 for the remuneration of the administrators for the fiscal year 2025, with the Board of Directors, in accordance with Article 23 of the Company's Bylaws, individualizing this amount among the members of the Company's management, within the proposed limit. The proposed remuneration amount includes the fixed and variable remuneration of the Directors, as well as benefits of any nature. However, the Management clarifies that this amount does not include employer social charges, as per CVM guidelines. The Management estimates that approximately R\$24,409,144.00 will be paid by the Company and R\$29,991,351.00 will be paid by IESC. However, it is important to clarify that the allocation of amounts to be paid by each entity will depend specifically on the efficiency of payment flows, and there may be changes in the individual balances to be paid by each entity. It is important to highlight that the fixed remuneration of the administrators is aligned with market practices, and the variable remuneration depends fundamentally on the individual performance of the Company's administrators, measured based on a panel of specific indicators for each executive, and also on corporate performance measured based on the achievement of the goals established in the Company's business plan, as disclosed in the Reference Form.

For more information, please see item 7 of the Management Proposal.

CLARIFICATIONS ON MATTERS TO BE DELIBERATED

(Continuation)

At the EGM

8. Deliberate on the amendment of Article 5 of the Iguatemi Bylaws to reflect (i) the cancellation of treasury shares resolved by the Company's Board of Directors at a meeting held on February 4, 2025, and (ii) the conversion of common shares into preferred shares reflected in the Board of Directors meeting of June 11, 2024, with the consequent consolidation of the Bylaws.

The Company's Management proposes the amendment of Article 5 of the Iguatemi Bylaws to reflect (i) the cancellation of treasury shares resolved by the Company's Board of Directors at a meeting held on February 4, 2025, and (ii) the conversion of common shares into preferred shares for the formation of units, as per the Board of Directors meeting of June 11, 2024, changing the number of shares into which the Company's capital stock is divided, as reflected in the bylaws, from the current 785,167,052 common shares and 439,642,726 preferred shares, all registered and without par value, to 770,992,429 common shares and 435,368,756 preferred shares, registered and without par value.

For more information, please see item 8 of the Management Proposal.

PROCEDURES AND DEADLINES

The participation of shareholders in the Annual General and Extraordinary Meeting ("AGOE") is of utmost importance. In this regard, it is worth noting that, historically, the Company's General Meetings have been installed on the first call, and for this, as a general rule, the presence of shareholders representing 25% of the capital stock is required. However, to deliberate on the matter related to the amendment of the Bylaws, at the first call of the EGM, the presence of shareholders representing two-thirds (2/3) of the capital stock will be required. If this quorum is not reached, the Company will publish a new Notice of Meeting announcing a new date for the Meeting, which may occur with any number of attendees.

As a condition for participation in the AGOE, shareholders must present the following documents to the Company:

(a) for individuals:

- photo ID of the shareholder;

(b) For legal entities:

- Latest consolidated bylaws or articles of incorporation and corporate documents proving the legal representation of the shareholder; and
- photo ID of the legal representative.

(c) for Investment Funds:

- latest consolidated regulations of the fund;

- Bylaws or articles of incorporation of its administrator or manager, as the case may be, observing the fund's voting policy and corporate documents proving the powers of representation; and a photo ID of the legal representative.

Representation by Proxy

If shareholders prefer to appoint a legal representative to vote by proxy, the documents confirming the representation must also be delivered to the Company's headquarters within the deadlines and in the manner defined in this document.

The originals or copies of the above-mentioned documents must be delivered to the Company's headquarters by the start of the AGOE, scheduled for **10:00AM on April 17, 2025**. To facilitate participation, the Company will accept simple copies of the above-mentioned documents until April 15, 2025, via email at assembleias@iguatemi.com.br or the following address:

A/C Daniela Tieko and Victor Barbosa

Rua Angelina Maffei Vita nº 200 – 9th floor

Jardim Paulistano – ZIP CODE: 01455-070 – São Paulo / SP – Brazil

PROCEDURES AND DEADLINES

Distance Voting

Shareholders who choose to exercise their right to vote remotely may do so by sending the voting ballot to service providers authorized to collect and transmit voting instructions or directly to the Company.

Shareholders may transmit voting instructions to service providers authorized to collect and transmit remote voting instructions, namely:

- (i) The shareholder's custodian, if the shares are deposited in a central depository;
- (ii) The central depository; or
- (iii) Itaú Corretora de Valores S.A., as the financial institution contracted by the Company to provide securities bookkeeping services, if the shares are not deposited in a central depository.

Shareholders who choose to exercise their right to vote remotely directly to the Company must send the following documents to the Company:

- (i) A physical copy of the voting ballot available on the websites <https://ri.iguatemi.com.br/> and <https://www.gov.br/cvm/pt-br> duly completed, initialed, and signed; and
- (ii) A certified copy of the following documents: (a) individuals: photo ID of the shareholder; (b) legal entities: latest consolidated bylaws or articles of incorporation and corporate documents proving legal representation, and photo ID of the legal representative; and (c) Investment Funds: latest consolidated regulations of the fund; bylaws or articles of incorporation of its administrator or manager, as the case may be, observing the fund's voting policy and corporate documents proving the powers of representation; and photo ID of the legal representative.

The Company will not require a sworn translation of documents originally drafted in Portuguese, English, or Spanish or accompanied by a translation in these same languages. The following photo IDs will be accepted: RG, RNE, CNH, Passport, or officially recognized professional class cards.

PROCEDURES AND DEADLINES

Distance Voting

Shareholders may also, if they prefer, send the scanned copies of the voting ballot and the above-mentioned documents to the email address assembleias@iguatemi.com.br. Once the ballot and the required documentation are received, the Company will notify the shareholder of its receipt and acceptance or not, in accordance with CVM Resolution No. 81/22.

If the voting ballot is sent directly to the Company and is not fully completed or is not accompanied by the required supporting documents, it will be disregarded, and the shareholder will be informed via the email address indicated above. The voting ballot and other supporting documents must be received by the Company by 10:00 AM on April 13, 2025. Any ballots received by the Company after this date will also be disregarded.

For any questions, please contact:

Victor Barbosa, Investor Relations Manager

Phone: +55 11 3137-7134, vbarbosa@iguatemi.com.br

Daniela Tieko, Corporate Manager

Phone: +55 11 3137-7134, dtieko@iguatemi.com.br

proberti@iguatemi.com.br ; mlavieri@iguatemi.com.br ; ablima@iguatemi.com.br

PROCEDURES AND DEADLINES

Attorney template

[SHAREHOLDER] [FILL IN WITH COMPLETE QUALIFICATION], appoints and constitutes as their attorneys-in-fact, Mr./Ms. [FILL IN WITH COMPLETE QUALIFICATION OF THE ATTORNEYS-IN-FACT], to whom they grant full powers for the sole and specific purpose of representing the Grantor at the Annual General and Extraordinary Meeting of IGUATEMI S.A., to be held on first call on April 17, 2025, at 10:00 AM, in the city of São Paulo, State of São Paulo, at Rua Angelina Maffei Vita nº 200, 9th floor, being able to, for the faithful performance of this mandate, vote and be voted, present proposals, reservations, indications, objections, and all other powers inherent to the faithful performance of the aforementioned duties.

THIS POWER OF ATTORNEY CANNOT BE SUB-DELEGATED

[City], [day] of [month] of 2025

[GRANTOR]