

# Governance and management

GRI 3-3 – Corporate governance, ethics and transparency\*

Operational focus on ethics and transparency for sustainable outcomes

## Corporate Governance

**SIMPAR**'s corporate governance model considers sustainable development, with a complementary portfolio and a constant search for efficiency in its business. Governance bodies are responsible, among others, for ensuring ethical and transparent performance to minority shareholders and all stakeholders. Recognized market guidelines are adopted, such as those from the Code of Best Corporate Governance, from the Brazilian Institute of Corporate Governance (IBGC), which is revealed by the Company's presence in the main governance indexes:

- » Since 2010, on B3's Novo Mercado, a highly differentiated corporate governance standard;
- » Since 2021 in the Corporate Sustainability Index (ISE B3) portfolio – is the holding company with the largest number of companies listed to be part of the ISE (100% of publicly traded subsidiaries in the portfolio);
- » S&P/B3 Brazil ESG;
- » S&P Brazil BMI;
- » IGCX (Stock Index with Differentiated Corporate Governance);
- » IGC-NM (Corporate Governance Index - Novo Mercado);
- » ITAG (Differentiated Tag Along Stock Index);
- » IBRA (Brazil Wide Index);
- » IGCT (Corporate Trade Governance Index);
- » SMLL (Small Caps Index);
- » MSCI Brazil Small Cap Index;
- » MSCI Emerging Markets Small Cap Index;
- » FTSE Global Equity Index Series Latin America.

To ensure governance, agility and independence in conducting business, independent boards of directors are maintained at **SIMPAR** and its three publicly traded companies on B3, as well as at **Automob**. Included in the ISE, in addition to **SIMPAR** itself, are **JSL**, which joined the 2024 portfolio, **VAMOS** and **Movida** – the latter also achieved, as a pioneer, certification by System B, which recognizes businesses that seek to build a more inclusive economic system, equitable and regenerative for people and the planet. In 2023, Movida was recertified as a B Corporation.

\*There were no records during the year of the organization's involvement with negative impacts on the topic of Corporate Governance, Ethics and Transparency. The Company is listed on B3's Novo Mercado and follows strict standards, monitored by regulatory bodies.

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## Governance structure

GRI 2-9 | 2-24

To guarantee the necessary solidity for the operations and strategic development of both the holding company and its subsidiaries, **SIMPAR** maintains a Board of Directors and Executive Board, in addition to specific advisory bodies on topics relevant to the management and sustainability of the portfolio.

The Board of Directors (CA) is the main governance body and is responsible for the general and strategic guidance of the business, as well as for controlling and monitoring the financial and socio-environmental performance of activities. In this regard, among other duties provided for by participation in the Novo Mercado, governed by law or the *Bylaws*, it must define policies and establish budgetary strategies for the ongoing development of the business. The work extends to a careful assessment of the risks to which the Company is exposed and the effectiveness of the internal mechanisms and controls that aim to manage and minimize impacts. The Board of Directors ordinarily meets four

times a year at the end of each quarter and extraordinarily whenever called by the Chairman or his Vice-Chairman.

The advisory committees are responsible for communicating crucial information and topics related to high risks identified in work to the Board of Directors in a timely manner to ensure the best treatment. In 2023, 53 communications were received within the holding itself and 130 throughout the Group. During the year, the Council held 16 meetings, including discussions on the macroeconomic scenario and its effects on financial expenditure balance structures; the operational performance of subsidiaries; People and Culture; best governance practices; and long-term strategic vision of the business, considering both economic-financial issues and the environmental and social impacts of the business - a demonstration of how sustainability is considered in the strategy and has transversality in the management of the holding. GRI 2-13 | 2-16



Administrative headquarters of Grupo VAMOS in São Paulo

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The Executive Board must manage the business following the general guidance established by the Board of Directors. Among other things defined in the Bylaws, is responsible for deliberating and approving the application of resources, contracting obligations, entering into contracts and defining and monitoring goals. It is also the responsibility of the Board of Directors to ensure the implementation of the commitments made by the Company and ensure they reach all operational levels. To this end, there is periodic communication and dissemination of policies that formalize commitments to all employees.

## GOVERNANCE STRUCTURE



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## Appointment and composition GRI 2-10

**SIMPAR's** Board of Directors is made up of five members elected and dismissed at the General Meeting, with a unified mandate of two years and the possibility of re-election. The composition covers governance practices such as a minimum of 20% of independent directors – observing the definition of the Novo Mercado Regulation – and maintaining a president who does not hold executive functions at **SIMPAR**. GRI 2-11

Members are appointed by management or any shareholder, as established in the Brazilian Corporate Law, considering the provisions of the Company's Code of Conduct, in order to preserve internal Values and Culture. It is essential that they are free from conflicts of interest and demonstrate adequate availability to dedicate themselves to the functions and responsibility assumed, which goes beyond attendance at meetings and prior reading of documentation.

The selection of members must also consider criteria of diversity of knowledge, experiences, behaviors, cultural aspects, age group and gender. This approach seeks to form a cohesive and plural group that can effectively contribute to business development with ethics, transparency and corporate responsibility.

The Board of Directors elects the members of the Executive Board, which must be composed of a minimum of three and a maximum of 15 members. Any Director can hold more than one position. With the possibility of re-election, Officers serve two-year terms.

The CA is also responsible for nominating the members of the advisory committees, which must be made up of at least one Board Member and may include external experts. The warrant is for one year, renewable for an indefinite period.

The appointments of the BoD, the Executive Board and committees also follow the *Policy for Appointing Members of the Board of Directors, Committees and Board*, approved in 2010 to guarantee the transparency and fairness of the process and which determines, in addition to legal requirements:

- » Align and commit to the values and culture of the Company and its Code of Conduct;

- » Good reputation;
- » Academic training and professional experience compatible with the duties, for members of the Board of Directors and committees;
- » Skills to implement strategies, face challenges and achieve **SIMPAR's** objectives, for members of the Executive Board;
- » Exemption from any conflict of interest with the Company.

### COMPOSITION OF THE BOARD OF DIRECTORS\*

Name	Job Title	Beginning of mandate	Term of mandate
Adalberto Calil	Chairman	04/27/2022	2 years
Fernando Antonio Simões Filho	Vice-president	04/27/2022	2 years
Fernando Antonio Simões	Member	04/27/2022	2 years
Alvaro Pereira Novis	Independent member	04/27/2022	2 years
Paulo Sergio Kakinoff	Independent member	04/06/2023	04/27/2024

\*The possible re-election of members of the Board of Directors will be resolved at the Ordinary General Meeting to be held on 04/30/2024.

Check out the [resumés](#) of the Board of Directors' members.



**EXPERIENCE OF DIRECTORS** GRI 2-17, 2-9\*

Areas	Adalberto Calil	Fernando A. Simões Filho	Fernando Antonio Simões	Alvaro Pereira Novis	Paulo Sergio Kakinoff
Strategy	X	X	X	X	X
M&A and capital allocation	X		X	X	X
Finance and accounting	X			X	X
Economy and geopolitical scenario	X			X	X
Risks, compliance and integrity culture	X		X	X	X
People, culture and talent		X	X		X
Social impact, diversity, equity and inclusion		X	X		X
Climate emergency and environmental management		X			
Retail, marketing and customer service			X		X
Logistics operations and mobility		X	X		X
Corporate governance in publicly traded companies	X		X	X	X
Innovation, entrepreneurship and new business models		X	X		X

\*SIMPAN's directors, as well as executives, participate in internal meetings and external forums in which ESG topics are discussed. In November 2023, SIMPAN Day took place: an event dedicated to investors, with an agenda focused on commitments to the Group's sustainable development as part of the business strategy. In December, at the year-end Convention, SIMPAN's ESG results and commitments for the following year were presented and discussed, in the presence of directors from all Group companies, executives and managers.



**COMPOSITION OF THE STATUTORY BOARD** GRI 2-9

Name	Job Title	Beginning of mandate	Term of mandate
Fernando Antonio Simões	Executive Officer	07/29/2022	2 years (reelection allowed)
Denys Marc Ferrez	Executive Vice President of Corporate Finance and Investor Relations Officer	07/29/2022	2 years (reelection allowed)
Samir Moises Gilio Ferreira	Officer	07/29/2022	2 years (reelection allowed)
Antônio da Silva Barreto Junior	Executive Vice President of Planning and Management	07/29/2022	2 years (reelection allowed)
Alvaro Guzella de Freitas	Officer	06/23/2023	07/29/2024
Vinicius José Zivieri Ralio	Officer	08/01/2023	07/29/2024
Flávio José Sales	Officer	09/18/2023	07/29/2024

Check out the [resumés](#) the officers.

## Advisory Committees

GRI 2-9 | 2-12 | 2-13 | 2-16 | 2-24

To support the Board of Directors in defining strategic guidelines and, consequently, the conduct of business by the Executive Board, **SIMPAR** reinforces its governance structure with committees for deliberation and recommending actions in accordance with specific areas of expertise.

In 2023, we reinforced governance with active and decisive committees.

### STATUTORY AUDIT COMMITTEE

**Composition:** three independent members: Valmir Pedro Rossi, Alvaro Pereira Novis and Maria Fernanda dos Santos Teixeira.

**Skills:** supervises the quality and integrity of financial reports, adherence to legal, statutory and regulatory standards, the adequacy of processes related to risk management and the activities of internal audit and independent auditors.

**Frequency:** 13 meetings in 2023, in which the following were addressed, involving **SIMPAR** and its companies: periodic internal audit reports; reporting from the CRC area; Information Technology; cybersecurity and business continuity; evaluation of quarterly and annual financial information; reporting from the Sustainability area; assessment and review of policies and codes of conduct; indicators of the Reporting Channel and LGPD, etc. All Committee meetings involve debates and guidance on all risks identified.

### FINANCIAL AND PROCUREMENT COMMITTEE

**Composition:** three members, one of which is independent: Fernando Antonio Simões Filho, Alvaro Pereira Novis (independent member) and Denys Marc Ferrez.

**Skills:** supports the board of directors in analysis and decision-making related to purchasing and financial aspects.

**Frequency:** ten meetings in 2023, with evaluations on the assessment of the financial results of the Company and subsidiaries; bank debt and leverage indicators; fundraising and operations in the financial and capital markets; and transactions between related parties, among others.

### PEOPLE AND CULTURE COMMITTEE

**Composition:** five members, three of whom are independent. Fernando Antonio Simões, Juliana de Castro Simões Mello, Sylvia de Souza Leão Wanderley (independent), Marcelo José Ferreira e Silva (independent) and Paulo Sergio Kakinoff (independent).

**Skills:** promote the perpetuation of the Group's Culture and Values; discuss issues related to People management, providing direct interconnection of topics with strategy and organizational structure; give recommendations and evaluate the Boards of subsidiaries.

**Frequency:** nine meetings in 2023 to discuss issues such as, among others, compensation; employee development; career and succession plan; culture dissemination plan; and alignment between business strategy and respective organizational structure.

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## SUSTAINABILITY COMMITTEE

**Composition:** six members, one independent: Fernando Antonio Simões, Fernando Antonio Simões Filho, Juliana de Castro Simões Mello, Tarcila Reis Correa Ursini (independent), Denys Marc Ferrez and Antonio da Silva Barreto Junior.

**Responsibilities:** with a corporate nature, must report quarterly indicators and results of actions that aim to balance the pillars of sustainability – social, economic and environmental; analyze risk and opportunity scenarios; ensure compliance with obligations, investments and socio-environmental projects; share experiences and projects with the other Sustainability committees of subsidiaries.

**Frequency:** five meetings in 2023, in which topics such as public and internal goals related to the ESG agenda were addressed; GHG inventory update; sustainability risk control matrix; updating CDP and CSA questionnaires; waste management; updating social programs and projects. **GRI 2-14**

## ETHICS AND COMPLIANCE COMMITTEE

**Composition:** three members: Fábio Albuquerque Marques Velloso, Vinicius José Zivieri Ralio and Marco Antônio Nahum.

**Skills:** works on evaluating issues related to ethics and business conduct, reporting to the **SIMPAN** Audit Committee. Under the terms of the Internal Regulations, its main functions are to advise the Audit Committee, the Executive Board and the Internal Controls, Risks and Compliance area in the management of the Compliance Program, and must monitor it; ensure compliance with the Code of Conduct and anti-corruption policies, suggesting improvements, evaluating the application of possible disciplinary measures and recommending preventive actions to minimize non-compliance and cases of violation of national legislation applicable to the Company's business, mainly compliance with Law No. 12,846 /2013 – Anti-Corruption Law.

**Frequency:** seven meetings in 2023.

## Compensation policy for executives and directors **GRI 2-19 | 2-20**

The Company has *Remuneration Policy for Executives and Directors*, approved by the Board of Directors and reviewed internally annually\*, which establishes a fixed monthly salary/wage compensation, defined according to individual and guided negotiation, and based on salary surveys.

The variable compensation of the highest governance body and senior executives is linked to annual economic-financial and operational performance, based on pre-established goals, being a reference for the payment of bonuses to members of the statutory and non-statutory Board of Directors. Directors are not eligible to receive merit bonuses and participate in the stock option plan. Termination is calculated and paid according to the legal amounts, within the period established by law. If any variable or any bonus has a permanence period, they are returned upon termination. The Company does not have a recurring practice of paying retirement benefits.

\*Occasionally, an independent third party may be hired for projects to review and adjust positions and salaries. Although there is no direct consultation with interested parties, sectoral research and benchmarks are carried out.

## Compensation indicators for the CEO and other statutory directors

Financial return metric – the variable compensation program for executives provides for the use of the following KPIs:

- » Gross revenue = 25% of weight
- » EBIT = 25% weight
- » Net profit = 30% weight
- » ROIC = 20% weight

### Goal Program

**SIMPAN** and its subsidiaries maintain target programs with incentives for the management of issues related to the ESG pillars linked to the payment of the annual bonus, upon achievement of results, in addition to the promotion of long-term financial incentives, such as the provision of shares:

At **VAMOS**, the People and Culture Director's individual goal panel contained a goal related to the deployment of sustainability initiatives, in addition to maintaining the Corporate Sustainability Index (ISE) portfolio. The Sustainability Manager's individual target panel included targets linked to carbon emissions and Edge certification. The CEO and CFO have goals linked to the turnover result.

At **JSL**, the CEO's goal panel encompassed the development of women for leadership roles. Turnover also affects CEO and CFO compensation.

At **SIMPAN** the Corporate Sustainability Department had goals related to waste management, structuring a Culture and ESG campaign and a social program aimed at truck drivers in 2023. Corporate Management had goals related to the

dissemination of ESG Culture, sharing practices, reinforcement of the strategy and training of employees on ESG topics. The Sustainability team manager has the goal to comply with the GHG emission reduction plan.

At Movida, the incentive is based on the establishment of goals related to offsetting emissions in scopes 1 and 2; turnover; recertification B; ISE; and increasing the percentage of carbon-free cars sold, in addition to goals on how to develop a study and validate a product concept to monitor vehicle carbon emissions, Carbon Free performance and installation of solar panels.

The **BBC** CFO also has a target linked to turnover.

\*Minimum 90% weighted achievement of the panel. More than a target below 85% resets the annual variable.



# Sustainability governance

GRI 3-3 – Financial balance, capital allocation and business expansion | 3-3 –Valuing people and human rights | 3-3 – Corporate governance, ethics and transparency | 3-3 – Customer relationship | 3-3 – Climate strategy and environmental management | 3-3 – Health and safety of people | 3-3 – Innovation | 3-3 – Impact on communities and the entire value chain | 2-14 | SASB FN-AC-410a.2

With business in sectors of the real economy, more than 49 thousand employees, 15% more than in 2022, and R\$481.9 million paid in taxes and charges alone in 2023, SIMPAR understands and takes care of its economic and socio-environmental responsibilities. In this context, to generate lasting value, the Company works to integrate, in a transversal way, sustainability criteria into its strategy and processes.

Governance on the topic aims to promote the engagement of key stakeholders, including, but not limited to, relationships in the development of the *materiality process*.

Additionally, a *Stakeholder Engagement Policy*, is maintained, which represents **SIMPAR**'s commitment and guidelines with its stakeholders, with whom and on an ongoing basis, the approach highlights are: **GRI 2-29**



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**Employees:** investments in professional development, training actions and performance assessments, with emphasis on the *People Cycle*; lateral internal movements and through promotions; Family Valorization Program, to hire family members to narrow and expand the generation of employment, income and benefits for employees' families; Connected to You, providing services in the social, psychological, health and legal areas of employees and their families; and interviews, by the People Management area in post-dismissals to monitor the reasons for voluntary termination and constantly improve internal relationships.

**Suppliers:** search for long-term commercial relationships, hiring local suppliers (companies established in the states where the subsidiaries have branches) that promote regional socioeconomic development, dissemination of good practices through compliance requirements, such as those expressed in the Code of Conduct of Third Parties.

**Society:** development of actions to mitigate impacts and risks of operations and programs with positive impacts, such as professional qualification for qualified insertion in the job market; internal social investment guidelines and guidelines to engage stakeholders, measuring results in communities. Proprietary projects, through the Julio Simões Institute.

**Government:** the same standard required in interactions with all of the Group's stakeholders is applicable in relationships with public entities, including the adoption of high standards of compliance, ethics and transparency in institutional relations, following internal compliance standards and policies that guide the conduct of all employees. The same standard required in interactions with all of the Group's stakeholders is applicable in relationships with public entities.

**Customers:** **SIMPAN** closely monitors the execution of its subsidiaries' strategy, contributing to its development and

prioritizing excellence and quality in the execution of services, which must be provided with agility and in accordance with the needs and demands of customers. Additionally, employees develop solutions, anticipating needs that contribute to the growth of their customers.

**Investors:** The relationship is carried out by the Investor Relations area, which operates with transparency and ethics in contacts and reports to the market.

ESG governance, followed up and monitored by the Board of Directors through economic and socio-environmental performance indicators, is the responsibility of the holding's Sustainability committees, **JSL**, **VAMOS** and **Movida**, in addition to having Working Groups (GTs) in the subsidiaries. A Sustainability Department was created at **SIMPAN** in 2023 because of the relevance of the topic. Together with the Sustainability Committee, the Board's role is to monitor the execution of actions

Engagement to generate positive impacts throughout the value chain

and plans agreed with the Group's companies. The objective is to support and encourage continuous evolution by monitoring and identifying best internal practices. With this perspective, projects with a positive impact are replicated and the necessary routes are corrected, always respecting the independence, maturity in the subject and the individuality of each company's business.

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Another highlight is the Executive Sustainability Academy, created in 2019 to provide senior leadership of the Group's companies with knowledge on topics relevant to business sustainability. Thus, in 2024 it will take over an even more strategic role in promoting discussions to maintain, in the medium and long term, **SIMPAR's** value generation capacity.

GRI 2-24

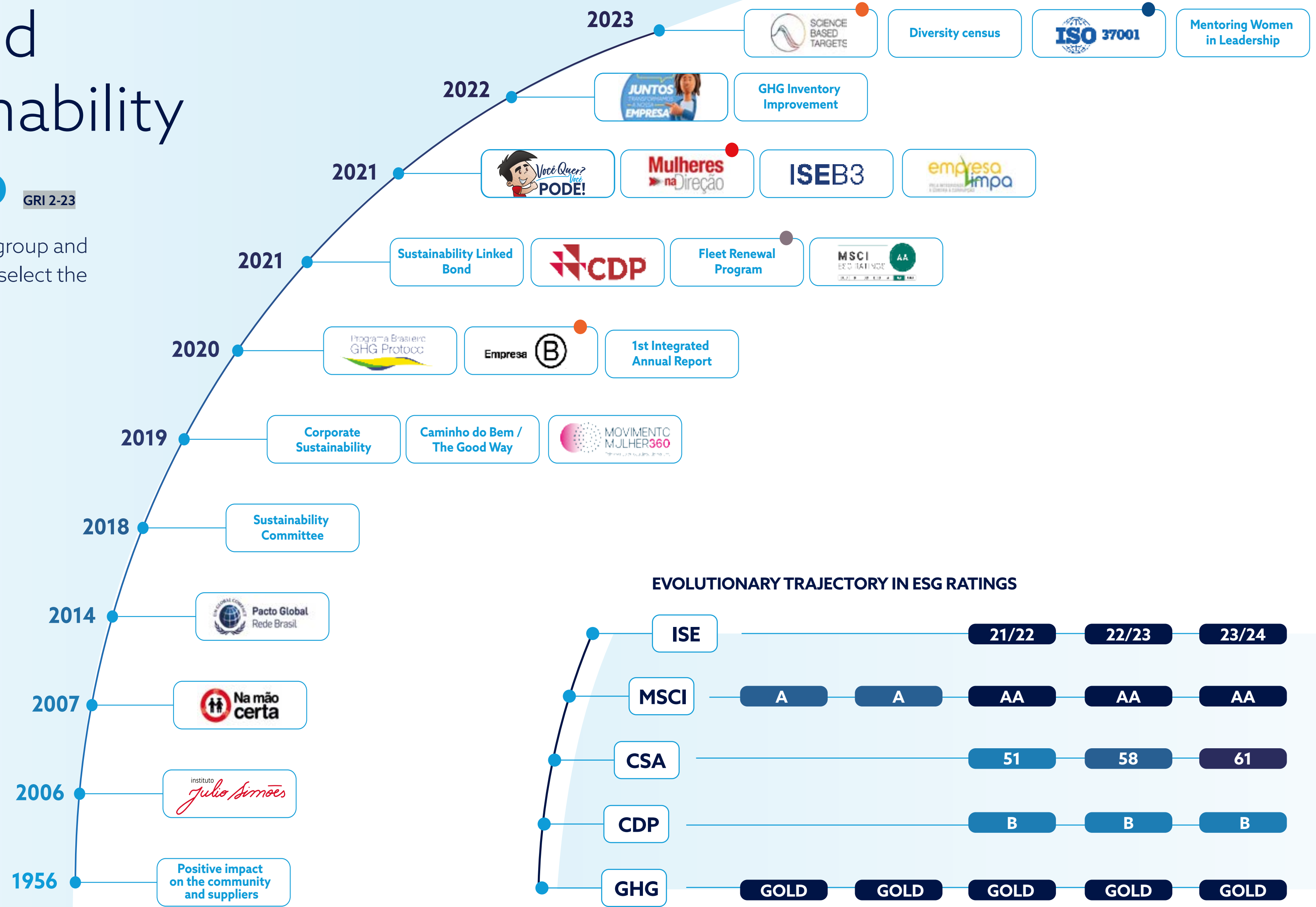
### ESG risk matrix

Risk management takes place by monitoring the risk and the control matrix, revised in 2023 based on the correlation of ESG risks and their impact and probability classifications, previously defined in 2022 in accordance with TCFD, SASB and The World Economic Forum requirements (WEF).

ESG risks are managed by the business areas and incorporated into **SIMPAR's** strategic risk matrix, following corporate governance with its appropriate action plans and specific controls.

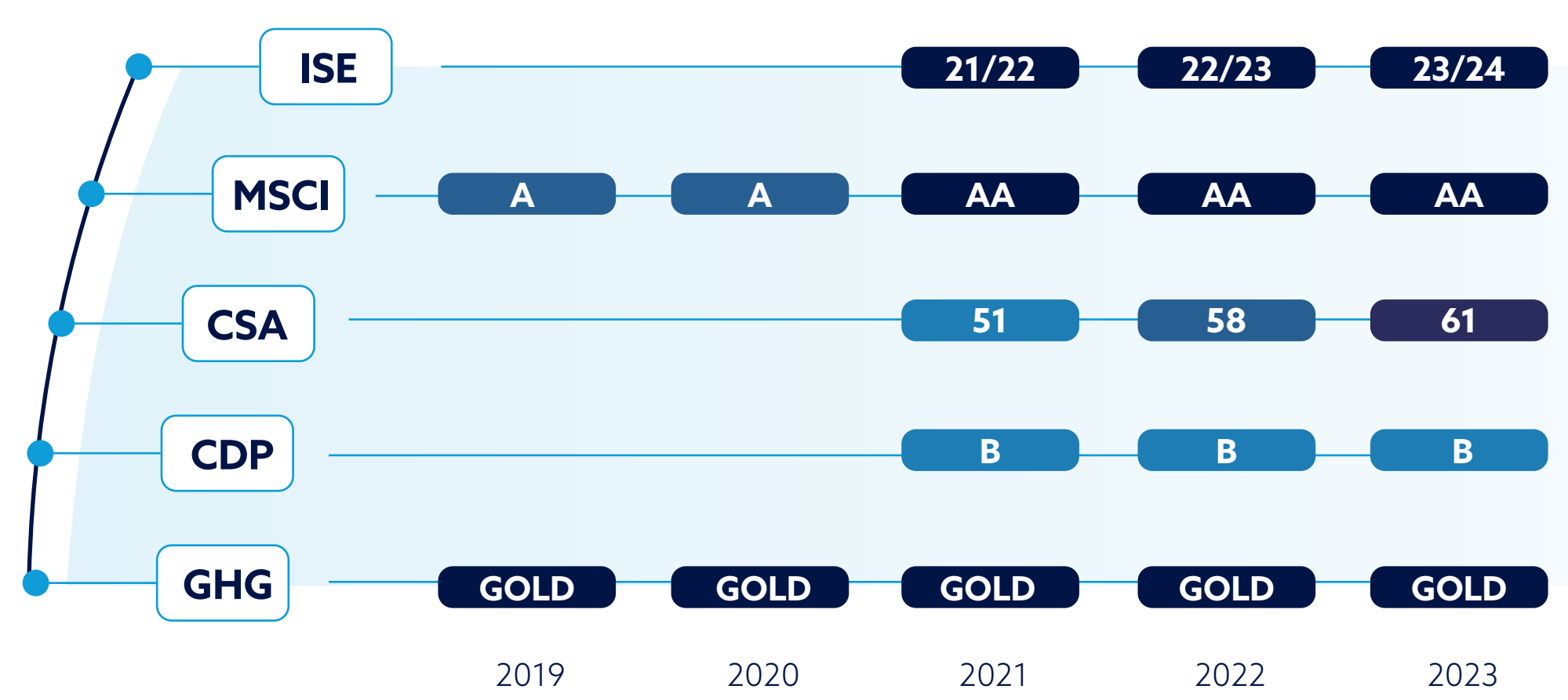
# Commitments and actions on sustainability by **SIMPAR Group** GRI 2-23

Discover the sustainability initiatives adopted by our group and their implementation years. For detailed information, select the corresponding years.



- Certification valid only for **Movida**
- Program existing only at **JSL**
- Commitment valid only for **VAMOS Group**
- Certification valid exclusively for **CS Brasil and Movida**

**EVOLUTIONARY TRAJECTORY IN ESG RATINGS**





## External commitments GRI 2-23 | 2-28 | 408-1 | 409-1

The **SIMPAR** Group's sustainability and ESG agenda encompasses the subscription, by the holding company and its subsidiaries, of external commitments on relevant topics of interest to the companies themselves and their audiences. There is also association with organizations in the sector, whose participation allows the active exchange of experiences and good practices to generate value. In 2023, in addition to **SIMPAR**'s participation in external discussion forums, such as the Applied Tax Studies Group (Getap), the following stand out:



**Business Pact for Integrity and Against Corruption:** **JSL, Moviada, VAMOS, CS Brasil** and **Original Concessionárias** have supported the Pact since 2018.



**Net Zero 2030:** has **Moviada** as a signatory since 2022.



**Global Compact:** signatories are, **SIMPAR** (2014) – which also works in the Integrity Working Group and the Climate Platform of the UN Global Compact (Rede Brasil) –, **JSL** (2020), **Moviada** (2020), **CS Brasil** (2020), **VAMOS** (2020), **Automob** (2023), **CS Infra** (2023), **CS Grãos** (2023), **CS Portos** (2024) and **TPC** (2022).



**Movimento Mulher 360:** members since 2019, **SIMPAR, JSL, VAMOS, CS Brasil** and **Automob**.



**Brazilian Association of Listed Companies (Abrasca):** **SIMPAR, JSL, Moviada** and **VAMOS** joined in 2022.



**Seal of Ethnic-Racial Diversity:** granted in 2009 to **TPC** by the City of Salvador, with renewal for 2023/2024.



**Programa na Mão Certa (On The Right Hand):** commitment shared by **SIMPAR** (2021), **JSL** (2007), **Moviada** (2021), **VAMOS** (2021), **Rodomeu** (2020), **CS Grãos** (2023) and **IC Transportes** (2015).



**Entrepreneurs for the Climate:** subscribed by **SIMPAR, Moviada, JSL** and **VAMOS** in 2022.

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**GHG Protocol:** **SIMPAR** and **Movida** are members, with the Gold Seal of inventories since 2019.



**Sectorial Act for Integrity of Urban Cleaning, Solid Waste and Effluents:** signed by **CS Brasil** in 2019.



**Conscious Capitalism Brazil:** joined, since 2019, by **Movida**.



**Brazilian Association of Logistics Operators:** **JSL**, since 2019.



**Mogi das Cruzes Business Development Agency:** participation of **JSL** (2021).



**National Association of Vehicle Rental and Fleet Management Companies (Anav):** supported since 2018 by **Movida**.



**Brazilian Association of Corporate Travel Agencies (Abracorp):** **Movida** been a member since 2015.



**Brazilian Association of Travel Agencies (Abav):** **Movida** has been a member since 2014.



**National Confederation of Transport (CNT):** **Movida** has been part of the ESG Group since November 2023.



**Movimento Vez e Voz:** support signed in 2023 by **JSL** and **IC Transportes**.





**Rota Feminina Move Mentoring Program: IC Transportes (2022).**



**A Voz Dela Program:** institutional support from **Marvel (2022), TruckPad (2022)** and **IC Transportes (2021)**.



**Business Pact for Integrity and Against Corruption, from the Ethos Institute: TPC (2018).**



**Transport Social Service and National Transport Learning Service (Sest/Senat): JSL.**



**Brazilian Association of Transport and Logistics of Hazardous Products (ABTLP): IC Transportes (2012).**



**Brazilian Logistics Association (Abralog): Fadel (2007).**



**Brazilian Association of International Transporters (ABTI): Marvel (2011).**



**Union of Cargo Transport Companies of the Chapecó Region (Sitran): Marvel (2018).**



**Commitment to Climate Action, in partnership with client:** Signed by **JSL** and **Fadel**.



**Programa Despoluir (Clean Up Program):** promoted by the National Confederation of Transport (CNT) and Sest/Senat, it is the largest environmental program in the transport sector in Brazil. The initiative aims to make Brazilian transport cleaner, more efficient and sustainable, through services such as environmental vehicle assessment and opacity testing. **JSL, IC Transportes** and **Fadel** vehicles have the Despoluir Approval Seal, as they comply with pollutant emission standards.

## Political influence and financial contributions

GRI 408-1 | 409-1

**SIMPAN** collaborates with the development of public actions and policies relating to the businesses in its portfolio through participation in sectoral associations. The Company does not make any type of monetary contribution to political parties/groups/funds, in accordance with national legislation. The Company's relationship with its stakeholders, including sectoral associations, is based on collaboration, with limited support and without political objectives, in line with internal regulations.

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### CONTRIBUTION TO ORGANIZATIONS (R\$) - ADDITIONAL INDICATOR

Institutions	2023
Brazilian Association of Logistics Operators*	67,081.71
UN Global Compact**	95,840.00
Mulher 360***	20,000.00
Na Mão Certa****	32,210.00
<b>TOTAL</b>	<b>215,131.71</b>

\* Refers to **JSL**.

\*\* Refers to **SIMPAN, JSL, VAMOS, Movida** and **CS Brasil**.

\*\*\* Refers to **SIMPAN, JSL, VAMOS** and **Movida**.

\*\*\*\* Refers to **SIMPAN, JSL, VAMOS** and **Movida**.

### OUTRAS CONTRIBUIÇÕES FINANCEIRAS (R\$) - ADDITIONAL INDICATOR

SIMPAN	2021	2022	2023
Lobbying, interest representation or similar	0	0	0.00
Local, regional or national political campaigns/organizations/candidates	0	0	0.00
Trade associations or tax-exempt groups (e.g. think tanks)*	2,032,783.71	1,060,774.30	1,428,189.19
Other (e.g., expenditures related to ballot measures or referenda)	0	0	0.00
<b>Others</b>	<b>2,032,783.71</b>	<b>1,060,774.30</b>	<b>1,428,189.19</b>

\*Includes participation in: Global Compact, Na Mão Certa, Movimento Mulher 360, Abrasca (**JSL, Vamos, Movida** and **SIMPAN**), Instituto Besc and Abol (**JSL**), Brazilian Association of Corporate Travel Agencies, ABLA, ANAV and IDV (**Movida**).



# Ethics and compliance governance

SASB FN-AC-510a.2, 3-3 Ethics and compliance governance and transparency

**SIMPAR** values transparency and integrity in all its businesses and relationships and maintains structures, communication channels, controls, policies, procedures and training to guarantee and disseminate standards of ethical performance. The search is for continuous improvement, expressed in 2023 in milestones such as the achievement, by **CS Brasil Frotas**, of ISO 37001 – Anti-Bribery Management System, which attests to the development of policy, supervision and training of employees on the subject, as well as the adoption strict controls, in order to reduce the risk of bribery.

**CS Brasil Frotas** was the first company in the Group to be certified and has the largest number of contracts with public administration. The company keeps strict internal controls to mitigate the risks of public and private corruption. One of them is the bidding room in a 100% traceable environment, both by video and audio, in addition to having a facilitator from **SIMPAR** Compliance area who monitors all bids. Additionally,

there is an audit by a third-party company to evaluate all bids won by the company. In addition to the goal of maintaining certification, the objective is to extend the achievement to other companies in the Group, for continuous improvement and preventive actions.

Ethical governance at **SIMPAR** occurs in a robust manner, with an independent Internal Controls, Risks and Compliance Board (CRC), which operates across the Group and reports to the holding’s Audit committee. To standardize conduct – and considering inorganic growth, through acquisitions – the CRC area formalized its procedures, from the simplest to the most complex, inserting them into DocNix, a document management tool. The objective is for teams to have the most relevant information for ethical conduct in a clear and accessible way and in accordance with **SIMPAR**’s recommendations. Additionally, **TPC**, which is part of **JSL**, has its own Ethics Committee, with representatives from **SIMPAR**’s CRC Board. Depending on the activity provided by the subsidiary, there are also specific compliance

positions in the business, which follow the holding company’s guidelines, such as **BBC Digital**, **IC Transportes** and **BRT Sorocaba**.

In employee integration processes and at corporate universities, training tracks are maintained with mandatory training on integrity topics, such as moral and sexual harassment, LGPD and the Reporting Channel. These are accessible and simple courses, which

provide insight into all businesses and include a test at the end of each module, to assess compliance. As an evolution, in 2023 the CRC area began sending managers the status of those they led on a monthly basis, making monitoring more effective.



Operation CS Brasil

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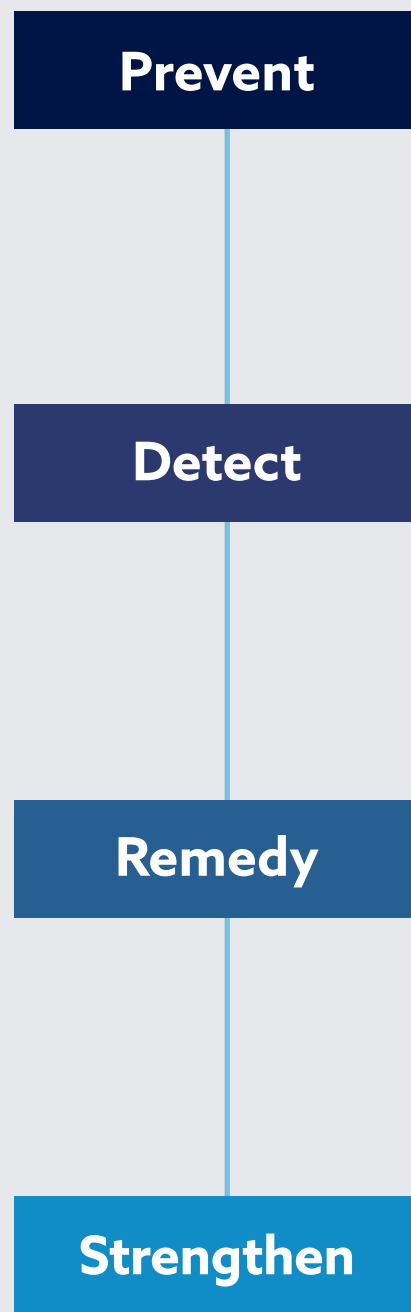
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## Compliance Program GRI 406-1

The holding's CRC board is also responsible for managing the Compliance Program, developed with the purpose of ensuring compliance with legislation and standards applicable to business, especially Decree 11,129/2022, which regulates the Anti-Corruption Law, also known as Clean Company Law. The program guarantees the mechanisms and procedures appropriate to the Company's structure to promote ethical and impeccable conduct. To this end, it is structured based on the following pillars:

### COMPLIANCE PROGRAM SIMPAR



**Prevent:** encompasses the identification of risks and the adoption of controls to mitigate impacts; Code of Conduct; policies, especially Anti-Corruption, and procedures; training, guidance and communication; third-party approval; handling conflicts of interest, evaluating donations and sponsorships; Transparent Line.

**Detect:** Reporting Channel; Point out the Risk; monitoring; audit; process mapping; internal investigations.

**Remedy:** disciplinary measures; recycling training and communications; monitoring action plans.

**Fortalecer:** continuous improvement actions, such as reviewing or defining processes/controls, updating systems, etc.

## Compliance Program Guidelines GRI 2-23

**SIMPAR's SIMPAR** Compliance Program is equipped with policies guiding the effective fight against public and private corruption, reviewed in 2023 by the Ethics and Compliance Committee, with final approval by the Board of Directors, aligning the documents with new legislation, as well as adapting them to professional routine situations, making the guidelines even clearer. The main policies are:\*

- » *Policy for Interaction with Public Authorities* (revised in 2023);
- » *Bidding Participation Policy* (complete review of the specific document for **CS Frotas**);
- » *Donations and Sponsorship Policy* (revised in 2023);
- » *Gifts, Presents, Entertainment and Hospitality Policy* (revised in 2023);
- » Disciplinary Measure Application Policy;
- » Conflict of Interest Policy.

*More information about SIMPAR's policies and regulations is available here.*

\*Specifics about the responsibilities, scopes, and approval levels of each policy are detailed within the documents themselves.



Another important document of the Program is the *Code of Conduct*, based on the laws applicable to the business lines, activities and relationships established by **SIMPAR**, and in particular: Anti-Corruption Law (Law 12,846/13) and Decree 11129/2022; Money Laundering Law (Law 9,613/98, amended by Law 12,683/12); Competition Defense Law (Law 12,529/11); Penal Code (Law 2,848/40); Consolidation of Labor Laws (Decree-Law 5452/43); Child and Adolescent Statute (Law 8,069/90); Bidding Law (Law 8,666/93, Law 10,520/2002, Law 12,462/2011 among others); and Consumer Code (Law 8,078/90). Anchored in these legal obligations, the Code, whose last update was in July 2023, regulates in a clear and accessible way expected and unacceptable behaviors in professional practice and in relationships with the Company's stakeholders. In this sense, it clarifies situations that do not comply with current legislation and internal policies, as well as highlights the values to be followed, in accordance with **SIMPAR's** culture. The Code must be followed by all employees, third parties,

commercial partners and service providers; every new employee must certify awareness of the provisions in the document.

There is the Integrity Journey training, available through the online platform called **SIMPAR**, University, which addresses aspects of the Code of Conduct. When employees receive the Code of Conduct, they must also complete the Commitment and Responsibility Term, as well as the Conflict of Interest Questionnaire\*, revised in 2023, which must be updated whenever necessary. **GRI 2-15**

To minimize any risks of corruption, a matrix related to the topic is maintained and constantly updated, with monitoring indicators. **SIMPAR** and its companies have no confirmed cases of public corruption in the Group, under the terms of the Penal Code and law 12,846/13, nor lawsuits for unfair competition, trust and monopoly practices. **GRI 205-3 | 206-1**

\*As stated in the *Policy of Transaction with Related Parties*, potential conflicts of interest are revealed to the interested parties and disclosed to the market, as provided for in the respective policy and in accordance with applicable legislation.

## Communication channels

**GRI 2-25 | 2-26**

Ethical conduct at **SIMPAR** is valued and disseminated through communication channels and processes, such as Compliance Dialogues, promoted by management to increase awareness of the topic throughout the Group. At **CS Brasil**, for example, each pillar of the program was discussed and presented by senior leadership, reinforcing its importance for sustainable business development. At **Movida**, the CRC team participated monthly in meetings of business managers to publicize actions to comply with the LGPD, Program policy, importance of training and data from the Reporting Channel, among others.

Other means of communication are the *Canal Aponte o Risco/ Point out the Risk Channel*, to report problems by the internal public and managed by a third party; the Transparent Line, for reports, questions and suggestions about the Compliance Program, internal standards

**0800 726 7250**  
Monday through Friday,  
from 8 am to 5h48 pm

**@conformidade**  
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and applicable laws, with assistance from the CRC area – available from Monday to Friday, from 8 am to 5:48 pm, by telephone 0800 726 7250 (toll free) or e-mail [conformidade@simpar.com.br](mailto:conformidade@simpar.com.br); and the Reporting Channel.

REPORTING CHANNEL GRI 406-1, 2-25 | SASB FN-AC-510a.2

The *Reporting Channel* is the means to communicate any actions that do not comply with the provisions of internal policies, procedures and regulations or that contradict current legislation, with uninterrupted operation and management by an external and independent company. There are guarantees of anonymity, if the complainant so desires, and of non-retaliation, exposure, coercion or exposure in communications, which can be monitored via protocol. The reports are sent by the third party company, to the CRC area. Reports involving statutory directors, members of the BoD and Audit, Ethics and Compliance Committees, in addition to employees who make up the CRC Board, are not investigated by this body, following the provisions of a specific communication matrix, to avoid conflicts of interest. Investigations may also receive support and evaluation from the Ethics Committee, depending on their content, and may involve applying disciplinary measures, reviewing processes and preventive action plans. The results are reported to the Audit and Ethics and Compliance Committees.



In 2023, there was a review of the matrix of classifications and sub-classifications of communications received on the Reporting Channel, work guided by the SIMPAR. Ethics and Compliance Committee. The action aims to improve the information generated within the system, for increasingly faster, more robust analyses that support the development and monitoring of indicators and mitigating actions.

## Audit plan

Every year, SIMPAR prepares an audit plan, with results reported to the Audit Committee. If necessary, action plans are developed and monitored by the Internal Controls area. The highlight in 2023 was the inclusion of base processes in some acquired projects to guarantee legality and uniformity. For example, purchasing accounts payable and inventories procedures, among others, were verified at the subsidiaries **Rodomeu**, **TPC**, **Marvel**, **Original Maranhão**, **Ciclus Rio** and **Truckvan**.



# Information Technology Governance

GRI3-3 - Innovation\*

**SIMPAR** as the holding company of a group with businesses present in sectors of the real economy and constant potential for growth, contributes to the development of its companies also in innovation and information technology governance processes. Thus, it invests in the incorporation of technologies and new solutions focused on efficiency and qualified customer service.

**SIMPAR** is responsible for the strategic direction and corporate management of the Group's systems and infrastructure, with an Information Security area that works to control and minimize occurrences of cyber risks and reports directly to the holding company's CFO. The Company manages a lot of data from its subsidiaries, such as financial, accounting, tax and people management. Therefore, it has solutions that guarantee information security in the Group. Focusing on that, there was investment in migrating applications to the cloud, such as corporate ERP (SAP), in December 2022, and Disaster recovery, in the 1st half of 2023. Focusing on robustness and security, 2023 was a year of major renegotiation of telecommunications contracts for the entire Group. The emphasis was on modernizing the data telecommunications network, adopting SDWan technology. Furthermore, with cloud migration, **SIMPAR** is better prepared for the inclusion of data from new companies, following the Group's growth potential, without needing new large investments in information infrastructure.

\*In the year there were no records of the organization's involvement with negative impacts on the 'Innovation' theme, either through its activities or as a result of its business relationships.



SIMPAR employees

## Innovation for more efficiency

In 2023, a discussion group was formed with the general directors of the Information Technology areas of **SIMPAR, Movidia, JSL, VAMOS, Automob, CS Brasil** and **BBC Digital** to search for digital and artificial intelligence solutions that allow optimizing processes. To this end, professionals discuss practical and specific cases in each business, as well as evaluate the supplier market and the main news in independent technology

entities. Furthermore, the group seeks and promotes technological synergies that can be implemented by the Group's companies, facilitating and accelerating the adoption of solutions, in addition to gaining scale to expand knowledge in new technologies and seek better commercial conditions with technology suppliers.

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## Personal data protection

GRI 418-1

In line with its commitment to legality and ethics in its relationships, **SIMPAR** maintains a Privacy and Personal Data Protection Governance Program, seeking adherence to the General Data Protection Law. Since 2022, there is also a *Privacy Policy* that, applicable to the entire Group, guarantees corporate guidelines to maintain adequate privacy of the Company's data, not just personal information. The role of the DPO (Data Officer) is carried out by a third-party consultancy, which also supports the management of the Privacy Program.

As an evolution, in 2023 SIMPAR adopted a tool known on the market for greater efficiency and transparency in managing the processing of personal data, in addition to ensuring the necessary evidence on all dealings in the area in relation to the Privacy and Personal Data Protection Governance Program. The contract also aims to

automate the response to queries from holders of personal data and, therefore, ensure compliance with legal deadlines. This tool was adopted on a pilot basis at Movida at the beginning of 2023, and implementation began in the other companies of the group throughout the year. At the end of the period, with the good experience at Movida, the solution was also adopted at JSL, VAMOS, SIMPAR, and Automob.

The year also included revisions to part of the policies of the Privacy and Personal Data Protection Governance Program, work that will extend to 2024. Information was also made available and training was promoted with employees who have access to third-party data, totaling more than 7 thousand people trained.

Additionally, the Reporting Channel now has a different classification to deal with communications related to possible non-compliance with the LGPD on a priority basis.



## LGPD booklet

To ensure the wide availability of information, **Movida** developed a booklet with the main points on the processing of personal data, displayed in the company's car rental stores throughout Brazil. Through a QR Code, customers have access to the main information and the Data Controller's contact details. The action also included brief training for employees, as the focus is to provide simple and accessible means for everyone to have access to knowledge on topics relevant to the business and customer relationships. In 2024, the booklet will also be displayed at **Movida** used car units and **Automob** stores.

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# Risk management

GRI 2-12 | 2-16 | 2-23 | 2-25 | 2-26 | 201-2

**SIMPAN's** CRC area revisits, whenever necessary, and at least once a year, the Company's risk management practices. In 2023, to guarantee the uniformity and effectiveness of the risk identification and management process, the CRC area reviewed with the support of the members of the Board of Directors and advisory committees, the *Risk Management Policy*. The final version of the document, which has been approved by the Board of Directors, was published on the Investor Relations website at the beginning of 2024 – when employees will have access to new risk management training, and managers will be responsible for the topic. The Internal Controls and Risks work consisted of mapping and careful analysis of internal processes. As a result, the risk matrix was improved and the control matrix redesigned. Also

Sample tests were applied, reporting to the competent committees and definition of plans of action to improve controls.

## Responsibilities

In the risk management process, the Company segregates areas, functions and those responsible, transparently defining the responsibilities and their limits. The Internal Audit area must monitor the quality and effectiveness of risk management, governance and internal control processes. In addition to certifying compliance with rules and regulations, it acts in recommending improvements and must support the Audit Committee with independent, impartial and timely assessments. The committee's duties are to assess the effectiveness and sufficiency of risk management systems and controls and take the risks of which it has been made aware known to the Board of Directors. Therefore, the BoD is responsible for periodically evaluating the effectiveness of risk management systems, internal controls and the compliance system.

The Board of Directors is responsible for supporting administrators in defining action plans for dealing with risks, ensuring their implementation.

The CRC area monitors the Compliance Program and the risks involved, reporting the status of the work to the Statutory Audit Committee and the Ethics and Compliance Committee depending on the nature of the risk identified.

## Methodology

In the risk management process, **SIMPAN** adopts as a basis the Coso methodology (2017) from the Committee of Sponsoring Organizations of the Treadway Commission, with integration to ISO 9001 and ISO 31000 standards and alignment with the Control Objectives for Information and Related Technologies (Cobit). Management is also supported by a Risk Matrix, which integrates ESG (financial, environmental, social and corporate governance) data for more robustness and sustainability of the process.

Risk identification follows the self-assessment approach, with each new risk being subjected to analysis by the manager responsible for the process or business administrators. For monitoring, risks are categorized according to impact and probability (both falling into low, medium or high categories). The treatment process, which considers the criticality of the risk, includes continuous monitoring and, if necessary, preparation of action plans, using a Risk Management tool and effectiveness testing. Attention is paid to mapping the main risks and opportunities arising from climate change for business. The management of this considers impacts on operations in the medium and long term, and follows the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). There is also frequent communication of the process and results of all risk management stages.

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**Main risks monitored**

Category	Scope/definition	Mitigation methods	Opportunities
Strategic	It concerns possible poor business management, which can cause substantial loss in economic value.	Investments in governance and processes, for financial and strategic management consistent with <b>SIMPAN</b> 's profile.	Reaffirmation of <b>SIMPAN</b> 's differentiated position as a group that controls and collaborates with the development of independent companies.
Market	Refers to losses resulting from changes in market values, such as transactions subject to exchange rate variation, interest rates, share prices and commodity prices.	Management by Administration, with support from the Committee Financial and decisions approved by the Board of Directors, which must authorize operations involving any type of derivative financial instrument and any contracts that generate financial assets and liabilities, regardless of the market in which they are traded or registered, whose values are subject to fluctuations.	Growth, diversification and expansion of the business through balanced economic and financial management.
Liquidity	Referring to insufficient reserves and availability to honor the Company's. Obligations without affecting operations and incurring significant losses.		Maintenance of economic-financial management that enables adequate cash position and leverage.
Credit	Linked to losses related to financing granted to customers and difficulties in accessing new credit.	Maintenance of the Compliance Program; management policies; communication, dissemination and training actions on internal policies and the provisions of the Code of Conduct.	Position <b>SIMPAN</b> in a differentiated way in the market due to its credit availability.
Operational	Linked to the inadequacy, failure, incapacity, deficiency or fraud in any internal processes (technology, people, operation), including damage to the Company's assets and infrastructure.		Continuously reinforce <b>SIMPAN</b> 's position in governance, processes, management policies, conduct and relationships in its activity sectors.
Compliance	Risks associated with corruption, fraud, bribery, unfair competition and violations of <b>SIMPAN</b> provisions, standards and policies.		Position <b>SIMPAN</b> as a reference in ethical and honest behavior.
Health and safety	Associated with security problems that affect the well-being, integrity and life of employees, third parties, partners and other audiences.	Health, Safety and Environmental Management Program (HSE), applied according to the challenges, risks and specificities of each <b>SIMPAN</b> business to guarantee zero deaths.	Recognition as a reference in the integrity of people and assets.
Image	Situations that may affect the image and reputation, such as corruption, accidents, environmental tragedies, unfair competition and failures in quality and safety.	Continuous monitoring of risk factors and the exposure of the <b>SIMPAN</b> brand and its companies.	Reinforce <b>SIMPAN</b> 's good reputation in governance, processes, management policies, conduct, relationships and transparency in communication.
Environmental/Climate Change	Assessment of risks related to climate change and GHG emissions, such as carbon pricing – an emerging risk –, as well as other environmental risks, such as those associated with the use of natural resources and waste generation.	Greenhouse Gas Emissions Management Program.	Position itself as a benchmark in compliance and environmental excellence.

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