

BIONEXO S.A.

CNPJ/MF nº 04.069.709/0001-02

NIRE 35.300.442.113

**ATA DE REUNIÃO DO CONSELHO DE ADMINISTRAÇÃO
REALIZADA EM 26 DE MAIO DE 2026**

1. **DATA, HORA E LOCAL**: Aos 26 dias do mês de maio de 2026, às 15:00 horas, na sede da **BIONEXO S.A.**, localizada na Cidade de São Paulo, Estado do São Paulo, na Avenida Juscelino Kubitschek, nº 1.830, 7º andar, conjuntos 71 e 72, Edifício Condomínio São Luiz, Itaim Bibi, CEP 04543-000 ("**Companhia**").
2. **PRESENÇA**: Dispensada, tendo em vista a presença de todos os membros do Conselho de Administração da Companhia: (i) Mauricio de Lazzari Barbosa, (ii) Marcelo Pechinho Hallack; (iii) Rodrigo Cury Sampaio de Miranda Pavan; (iv) Mariana Moura Wyatt; (v) Michel David Freund; (vi) Darren Jason Abrahamson; (vii) Dimitrius Rogerio de Oliveira; (viii) Michael Patrick Grandfield; e (ix) Solange Plebani.
3. **MESA**: Presidida por Mauricio de Lazzari Barbosa, e secretariada por Marcelo Pechinho Hallack.
4. **ORDEM DO DIA**: Deliberar (i) nos termos do artigo 15, alínea (z), do Estatuto Social da Companhia, sobre a prestação de determinadas garantias pela Companhia; (ii) orientação de voto da Companhia na deliberação de sócio da Tucano (conforme abaixo definido) com relação à prestação de Garantias (conforme abaixo definido); e (iii) reeleição de membros da diretoria da Companhia.
5. **DELIBERAÇÕES**: Colocada as matérias em discussão e posterior votação, os membros do Conselho de Administração, de forma unânime e sem quaisquer ressalvas ou restrições, aprovaram as seguintes matérias:
 - (i) a prestação, pela Companhia, das seguintes garantias, na qualidade de obrigada solidária, em contratos a serem celebrados pela Tucano do Brasil Sistemas de Informação Ltda. ("**Tucano**"), de acordo com os termo e condições negociados apresentados ao Conselho de Administração:
 - a. no âmbito da contratação de apólice(s) de seguro garantia relacionada(s) a contratos celebrados pela Tucano, no México; e
 - b. no âmbito da contratação de contratos comerciais entre a Tucano e a Onfly Tecnologia Ltda., no Brasil.

A Diretoria da Companhia fica autorizada a praticar todos os atos necessários à implementação da deliberação ora aprovada, incluindo a negociação,

celebração e assinatura de contratos, apólices e demais documentos correlatos.

- (ii) orientação de voto da Companhia na deliberação de sócio da Tucano com relação à outorga, pela Tucano, de fiança em contratos de locação de imóveis residenciais, localizados no México, em favor de seus funcionários expatriados (“**Garantias**”); e
- (iii) a reeleição dos seguintes membros da Diretoria:

- (a) Sra. **SOLANGE PLEBANI**, brasileira, casada, administradora, portadora da cédula de identidade RG nº 3.334.564, inscrita no CPF/MF sob o nº 947.618.099-49, com endereço comercial na Avenida Juscelino Kubitscheck, 1.830, conjuntos 71 e 72, Vila Nova Conceição, CEP 04543-000, na Cidade de São Paulo, Estado de São Paulo, para ocupar o cargo de Diretora Presidente;

- (b) Sr. **JOSIMAR GOMES**, brasileiro, convivente em união estável, administrador, portador da Cédula de Identidade RG nº 16.536.890 (SSP/MG), inscrito no CPF sob o nº 098.629.406-38, com endereço comercial na Avenida Juscelino Kubitscheck, 1.830, conjuntos 71 e 72, Vila Nova Conceição, CEP 04543-000, na Cidade de São Paulo, Estado de São Paulo, para ocupar o cargo de Diretor de Relações com Investidores e Diretor de M&A; e

- (c) Sr. **CARLOS EDUARDO ANNIBELLI BARON**, brasileiro, casado, economista, portador da Cédula de Identidade RG nº 804.904.499- 07, inscrito no CPF sob o nº 058.904.499-07, com endereço comercial na Avenida Juscelino Kubitscheck, 1.830, conjuntos 71 e 72, Vila Nova Conceição, CEP 04543-000, na Cidade de São Paulo, Estado de São Paulo, para ocupar o cargo de Diretor Financeiro.

Os Diretores ora eleitos declaram, sob as penas da lei, ter conhecimento das disposições do artigo 147 da Lei 6.404 de 15 de dezembro de 1976 (“**Lei das Sociedades por Ações**”) e preencher os requisitos legais para integrar a administração da Companhia, bem como (i) não estar impedidos por lei especial, ou condenado por crime falimentar, de prevaricação, peita ou suborno, concussão, peculato, contra a economia popular, a fé pública ou a propriedade, ou à pena criminal que vede, ainda que temporariamente, o acesso a cargos públicos, como previsto no artigo 147, parágrafo 1º da Lei das Sociedades por Ações; (ii) não estar condenados à pena de suspensão ou inabilitação temporária aplicada pela Comissão de Valores Mobiliários, que os tornem inelegíveis para os cargos de administração de companhia aberta, como estabelecido no artigo 147, parágrafo 2º da Lei das Sociedades por Ações; (iii) atender ao requisito de reputação ilibada estabelecido pelo artigo 147, parágrafo 3º da Lei das Sociedades por Ações; e (iv) não ocupar cargos em sociedade que possa ser considerada concorrente da Companhia, não tendo, nem

representando, interesse conflitante com o da Companhia, na forma do artigo 147, parágrafo 3º, incisos I e II da Lei das Sociedades por Ações.

Os Diretores eleitos serão investidos nos respectivos cargos mediante a assinatura do termo de posse no livro próprio.

Todos os diretores da Companhia possuem mandato unificado até a primeira reunião do Conselho de Administração após a assembleia geral da Companhia que deliberar sobre as contas dos administradores e as demonstrações financeiras da Companhia referentes ao exercício social a ser encerrado em 31 de dezembro de 2028.

Em razão da deliberação tomada acima, a Diretoria da Companhia fica composta pelos seguintes membros: **(a)** Solange Plebani, como Diretora Presidente; **(b)** Josimar Gomes, como Diretor de Relações com Investidores e Diretor de M&A; e **(c)** Carlos Eduardo Annibelli Baron, como Diretor Financeiro.

Por fim, ficam ratificados todos os atos já praticados pela Diretoria da Companhia relacionados às matérias ora aprovadas.

6. ENCERRAMENTO: Nada mais havendo a ser tratado, foi encerrada a reunião, da qual se lavrou a presente ata que, lida e achada conforme, foi por todos assinada. **Mesa:** Presidente - Mauricio de Lazzari Barbosa; Secretário - Marcelo Pechinho Hallack. **Membros do Conselho de Administração:** (i) Mauricio de Lazzari Barbosa, (ii) Marcelo Pechinho Hallack; (iii) Rodrigo Cury Sampaio de Miranda Pavan; (iv) Mariana Moura Wyatt; (v) Michel David Freund; (vi) Darren Jason Abrahamson; (vii) Dimitrius Rogerio de Oliveira; (viii) Michael Patrick Grandfield; (ix) Solange Plebani.

São Paulo, 26 de maio de 2026

Mesa:

Mauricio de Lazzari Barbo

Marcelo Pechinho Hallack

Mauricio de Lazzari Barbosa
Presidente

Marcelo Pechinho Hallack
Secretário

Membros do Conselho de Administração:

Mauricio de Lazzari Barbo

Marcelo Pechinho Hallack

Nome: Mauricio de Lazzari Barbosa

Nome: Marcelo Pechinho Hallack

Rodrigo Pavan

Mariana Moura Wyatt

Nome: Rodrigo Cury Sampaio de Miranda
Pavan

Nome: Mariana Moura Wyatt

Dimitrius Rogerio de Oliv

Nome: Dimitrius Rogerio de Oliveira

Darren Jason Abrahamson

Nome: Darren Jason Abrahamson

Solange Plebani

Nome: Solange Plebani

Michel David Freund

Nome: Michel David Freund

Michael Patrick Grandfiel

Nome: Michael Patrick Grandfield

2025.05.26 - RCA Reeleição Diretoria e Garantias a Terceiros.docx

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Signatures

- ✓

Mariana Moura Wyatt

CPF: 315.989.168-23

Signed on Jun 02 2026 at 17:19:42

REPRODUCTION PROHIBITED



Mariana Moura Wyatt
- ✓

Rodrigo Cury Sampaio de Miranda Pavan

CPF: 354.277.468-54

Signed on Jun 02 2026 at 17:25:21

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Rodrigo Cury Sampaio de Miranda Pavan
- ✓

Michael Patrick Grandfield

Signed on Jun 02 2026 at 17:24:39

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Michael Patrick Grandfield
- ✓

Carlos Eduardo Annibelli Baron

CPF: 058.904.499-07

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- ✓

Michel David Freund

CPF: 237.897.418-33

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Michel David Freund
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Darren Jason Abrahamson

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Darren Jason Abrahamson
- ✓

Maurício de Lázari Barbosa

CPF: 074.797.828-02

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Maurício de Lázari Barbosa

**Dimitrius Rogerio de Oliveira**

CPF: 149.098.998-63

Signed on Jun 02 2026 at 18:15:01

Dimitrius Rogerio de Oliveira

**Solange Plebani**

CPF: 947.618.099-49

Signed on Jun 03 2026 at 14:55:54

Solange Plebani

**Marcelo Pechinho Hallack**

CPF: 085.753.937-07

Signed on Jun 03 2026 at 16:29:28

Marcelo Pechinho Hallack

Log

Jun 02, 2026 17:08	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e created this document 8e57c731-eee3-4c26-ace4-c097f22225db. Deadline: July 02, 2026 (16:51). Auto-close after the last signature: enabled. Language: Brazilian portuguese.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e made a change to the signature process. Language: English.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: cbaron@bionexo.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF). Data informed by Sender to authenticate signatory: name Carlos Eduardo Annibelli Baron.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: dgoliveira@gmail.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Dimitrius Rogerio de Oliveira.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: dabrahamson@baincapital.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Handwritten signature. Data informed by Sender to authenticate signatory: name Darren Jason Abrahamson.

Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: splebani@bionexo.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Solange Plebani.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: jgomes@bionexo.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF). Data informed by Sender to authenticate signatory: name Josimar Gomes.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: mgrandfield@baincapital.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Handwritten signature. Data informed by Sender to authenticate signatory: name Michael Patrick Grandfield.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: mfrend@baincapital.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Michel David Freund.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: mariana.moura@23scapital.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Mariana Moura Wyatt.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: mbarbosa@bionexo.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Maurício de Lázari Barbosa.
Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: mhallack@prismacapital.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Marcelo Pechinho Hallack.

Jun 02, 2026 17:16	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e added to the Signature List: rpavan@prismacapital.com to sign, by E-mail. Authentication factors: Token by E-mail; Name; Brazilian Social Security Number (CPF); Handwritten signature. Data informed by Sender to authenticate signatory: name Rodrigo Cury Sampaio de Miranda Pavan.
Jun 02, 2026 17:19	Mariana Moura Wyatt signed. Authentication factors: Token by E-mail mariana.moura@23scapital.com. Brazilian Social Security Number (CPF) as informed: 315.989.168-23. Handwritten signature with hash SHA256 prefix b5daef(...), see attachment manuscript_02 jun 2026, 17-19-26.png. IP: 187.102.133.186. Location shared by electronic device: latitude -23.58499160646982 and longitude -46.68238482969354. URL to open location on map: https://app.clicksign.com/location. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 17:24	Michael Patrick Grandfield signed. Authentication factors: Token by E-mail mgrandfield@baincapital.com. Handwritten signature with hash SHA256 prefix 03c284(...), see attachment manuscript_02 jun 2026, 17-24-26.png. IP: 192.64.64.206. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 17:25	Rodrigo Cury Sampaio de Miranda Pavan signed. Authentication factors: Token by E-mail rpavan@prismacapital.com. Brazilian Social Security Number (CPF) as informed: 354.277.468-54. Handwritten signature with hash SHA256 prefix e3a17d(...), see attachment manuscript_02 jun 2026, 17-25-02.png. IP: 177.92.64.226. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 17:26	Carlos Eduardo Annibelli Baron signed. Authentication factors: Token by E-mail cbaron@bionexo.com. Brazilian Social Security Number (CPF) as informed: 058.904.499-07. IP: 162.10.28.39. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 17:32	Michel David Freund signed. Authentication factors: Token by E-mail mfreund@baincapital.com. Brazilian Social Security Number (CPF) as informed: 237.897.418-33. Handwritten signature with hash SHA256 prefix 70eb22(...), see attachment manuscript_02 jun 2026, 17-26-52.png. IP: 163.116.144.43. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 17:35	Darren Jason Abrahamson signed. Authentication factors: Token by E-mail dabrahamson@baincapital.com. Handwritten signature with hash SHA256 prefix 23b8de(...), see attachment manuscript_02 jun 2026, 17-34-13.png. IP: 209.184.138.80. Location shared by electronic device: latitude 37.79192168011478 and longitude -122.4065569913401. URL to open location on map: https://app.clicksign.com/location. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 17:52	Maurício de Lázari Barbosa signed. Authentication factors: Token by E-mail mbarbosa@bionexo.com. Brazilian Social Security Number (CPF) as informed: 074.797.828-02. Handwritten signature with hash SHA256 prefix 1e55ce(...), see attachment manuscript_02 jun 2026, 17-50-10.png. IP: 177.79.94.255. Location shared by electronic device: latitude -22.89597724205689 and longitude -46.98795123017964. URL to open location on map: https://app.clicksign.com/location. Electronic signature tool version 1.1454.0 accessed through https://app.clicksign.com.
Jun 02, 2026 18:15	Dimitrius Rogerio de Oliveira signed. Authentication factors: Token by E-mail dgoliveira@gmail.com. Brazilian Social Security Number (CPF) as informed: 149.098.998-63. Handwritten signature with hash SHA256 prefix 556f68(...), see attachment manuscript_02 jun 2026, 18-14-44.png. IP: 152.254.226.119. Electronic signature tool version 1.1455.0 accessed through https://app.clicksign.com.

Jun 03, 2026 09:28	Sender with email lfranklin@bionexo.com linked to Account ed967020-57ff-4dce-9d02-f9575b6cce9e removed from the Signature List: jgomes@bionexo.com to sign.
Jun 03, 2026 14:55	Solange Plebani signed. Authentication factors: Token by E-mail splebani@bionexo.com. Brazilian Social Security Number (CPF) as informed: 947.618.099-49. Handwritten signature with hash SHA256 prefix bc62ff(...), see attachment manuscript_03 jun 2026, 14-55-17.png. IP: 200.201.136.202. Electronic signature tool version 1.1455.0 accessed through https://app.clicksign.com .
Jun 03, 2026 16:29	Marcelo Pechinho Hallack signed. Authentication factors: Token by E-mail mhallack@prismacapital.com. Brazilian Social Security Number (CPF) as informed: 085.753.937-07. Handwritten signature with hash SHA256 prefix a14669(...), see attachment manuscript_03 jun 2026, 16-27-30.png. IP: 177.92.64.226. Electronic signature tool version 1.1455.0 accessed through https://app.clicksign.com .
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Attachments

Mariana Moura Wyatt

Signed the document at Jun 02 2026 at 17:19:42

HANDWRITTEN

Handwritten signature with hash SHA256 prefix b5daef(...)

A handwritten signature in black ink, reading "Mariana Moura Wyatt". The signature is enclosed in a dashed rectangular box. A faint, semi-transparent watermark is visible over the signature, containing the text "Clicksign" and "REPRODUCTION PROHIBITED" along with a date and time stamp "Jun 02, 2026 17:19".

Mariana Moura Wyatt
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Rodrigo Cury Sampaio de Miranda Pavan

Signed the document at Jun 02 2026 at 17:25:21

HANDWRITTEN

Handwritten signature with hash SHA256 prefix e3a17d(...)

A handwritten signature in black ink, reading "Rodrigo Pavan", enclosed in a dashed rectangular border. A faint watermark "CLICKSIGN" and the date "Jun 02, 2026 17:25" are visible in the background.

Rodrigo Cury Sampaio de Miranda Pavan
manuscript_02 jun 2026, 17-25-02.png

Michael Patrick Grandfield

Signed the document at Jun 02 2026 at 17:24:39

HANDWRITTEN

Handwritten signature with hash SHA256 prefix 03c284(...)

A handwritten signature in black ink, reading "Michael Patrick Grandfield", enclosed in a dashed rectangular border. A faint watermark "CLICKSIGN" and the date "Jun 02, 2026 17:24" are visible in the background.

Michael Patrick Grandfield
manuscript_02 jun 2026, 17-24-26.png

Michel David Freund

Signed the document at Jun 02 2026 at 17:32:25

HANDWRITTEN

Handwritten signature with hash SHA256 prefix 70eb22(...)

A handwritten signature in black ink that reads "Michel David Freund". The signature is enclosed in a dashed rectangular border. A faint, semi-transparent watermark is visible over the signature, containing the text "REPRODUCTION PROHIBITED" and "Jun 02, 2026 17:28".

Michel David Freund
manuscript_02 jun 2026, 17-26-52.png

Darren Jason Abrahamson

Signed the document at Jun 02 2026 at 17:35:00

HANDWRITTEN

Handwritten signature with hash SHA256 prefix 23b8de(...)

A handwritten signature in black ink that reads "Darren Jason Abrahamson". The signature is enclosed in a dashed rectangular border. A faint, semi-transparent watermark is visible over the signature, containing the text "REPRODUCTION PROHIBITED" and "Jun 02, 2026 17:34".

Darren Jason Abrahamson
manuscript_02 jun 2026, 17-34-13.png

Maurício de Lázari Barbosa

Signed the document at Jun 02 2026 at 17:52:29

HANDWRITTEN

Handwritten signature with hash SHA256 prefix 1e55ce(...)

A handwritten signature in cursive script, reading "Mauricio de Lazzari Barbo". The signature is enclosed in a dashed rectangular border. A faint watermark "Clicksign" and "REPRODUCTION PROHIBITED" are visible over the signature.

Maurício de Lázari Barbosa
manuscript_02 jun 2026, 17-50-10.png

Dimitrius Rogerio de Oliveira

Signed the document at Jun 02 2026 at 18:15:01

HANDWRITTEN

Handwritten signature with hash SHA256 prefix 556f68(...)

A handwritten signature in cursive script, reading "Dimitrius Rogerio de Oliv". The signature is enclosed in a dashed rectangular border. A faint watermark "Clicksign" and "REPRODUCTION PROHIBITED" are visible over the signature.

Dimitrius Rogerio de Oliveira
manuscript_02 jun 2026, 18-14-44.png

Solange Plebani

Signed the document at Jun 03 2026 at 14:55:54

HANDWRITTEN

Handwritten signature with hash SHA256 prefix bc62ff(...)

A handwritten signature in black ink, reading "Solange Plebani", enclosed within a dashed rectangular border. The signature is written in a cursive style.

Solange Plebani
manuscript_03 jun 2026, 14-55-17.png

Marcelo Pechinho Hallack

Signed the document at Jun 03 2026 at 16:29:28

HANDWRITTEN

Handwritten signature with hash SHA256 prefix a14669(...)

A handwritten signature in black ink, reading "Marcelo Pechinho Hallack", enclosed within a dashed rectangular border. The signature is written in a cursive style.

Marcelo Pechinho Hallack
manuscript_03 jun 2026, 16-27-30.png