

COMPENSATION POLICY

(Board of Directors, Advisory Committees, Statutory Board of Officers and Fiscal Council)

1. PURPOSE

1.1. This Compensation Policy of the Board of Directors, Advisory Committees, Statutory Board of Officer and Fiscal Council of Ecorodovias Infraestrutura e Logística S.A., aims to establish the guidelines that should be observed and applied for the setting of remuneration and benefits granted to the members of the Board of Directors, the Advisory Committees, the Statutory Board of Officers and the Fiscal Council, based on (i) the responsibilities of its members, considering the positions they hold and the functions it performs, (ii) in the time dedicated to its functions, (iii) in competence and professional reputation, with a view to its qualification, and (iv) the practices on the market.

1.2. The Remuneration Policy of the Company's other employees is tied to the Human Resources Normative Instruction, exposed internally to employee knowledge.

2. REFERENCES

2.1. This Policy is based on the following references:

- (i) Law No. 6,404 of December 15, 1976;
- (ii) CVM Instruction No. 480 of December 7, 2009; and
- (iii) New Market Regulation (*Regulamento do Novo Mercado*) of January 2, 2018.

3. APPLICABILITY

3.1. This Policy applies to members of the Company's Senior Management.

4. TERMS AND DEFINITIONS

4.1. For the purposes of this Policy, the terms below will be defined as follows:

- Senior Management means the Board of Directors, the Statutory Board of Officers and the Advisory Committees, as well as the Fiscal Council.
- Advisory Committees or Committees mean the People Management and Governance Committee, the Investment, Finance and Risk Committee, the Audit Committee, and the other advisory committees created or established by the Board of Directors.

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- Company or Ecorodovias means Ecorodovias Infraestrutura e Logística S.A.
- Board of Directors means the Company's board of directors.
- Statutory Board of Officers means the Company's statutory and non-statutory board of officers.
- EBITDA is the acronym for "Earnings Before Interest, Taxes, Depreciation and Amortization". In Portuguese, it means "Lucro Antes dos Juros, dos Impostos, da Depreciação e Amortização". It is calculated according to CVM Instruction No. 527 of October 4, 2012. It is a measure of operational cash generation.
- Bylaws means the Company's Bylaws.
- Brazilian Corporate Law means Law No. 6,404 of December 15, 1976, as amended.
- Policy means this Compensation Policy of the Managers, Members of the Advisory Committees and the Fiscal Council.

5. ASSIGNMENTS

5.1. The Company's General Meeting of Shareholders is responsible for approving the annual global remuneration of the Board of Directors, Fiscal Council, Committees and Statutory Board of Officers, as proposed by the Board of Directors.

5.2. The Committee on People Management and Governance is responsible for:

- (i) Advise the Board of Directors on its duties related to the remuneration of the Company's Senior Management;
- (ii) Periodically evaluate, with the support of the Statutory Board, this Policy and, when necessary, recommend to the Board of Directors modifications aimed at the company's sustainability, ensuring competitiveness with the market and the best corporate governance practices.

5.3. It is the responsibility of the Board of Directors, after the analysis and recommendation of the Committee for Peoples Management and Governance and within the limits approved or ratified by Ecorodovias' Shareholders' Meeting to:

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- (i) Approve the monthly remuneration of the Senior Management;
- (ii) Approve the proposal of corporate and individual goals of the Statutory Board of Officers, as well as its results and amounts to be paid as short-term variable remuneration;
- (iii) Approve the proposal for an annual grant of long-term variable remuneration of the Statutory Board, according to the regulations of the current plans;
- (iv) Approve any extraordinary remuneration arising from an exceptional event.

6. COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND ADVISORY COMMITTEES

6.1. All members of the Board of Directors and advisory committees, effective or alternate, are up to a fixed remuneration relating to the performance of their function, regardless of the number of meetings in which they participate.

6.2. The remuneration will be defined considering the market practice, with data obtained through annual surveys conducted by specialized consultancies and should be proportional to the attributions, responsibilities and demand of time.

6.3. The members of the Board of Directors and Advisory Committees are not entitled to any kind of direct or indirect benefit or variable short- and long-term compensation.

7. COMPENSATION OF MEMBERS OF THE STATUTORY BOARD OF OFFICERS

7.1. The remuneration of the members of the Statutory Board of Officers is composed of:

- (i) Fixed remuneration;
- (ii) Short-term variable compensation ("PPR - Profit Sharing Program);
- (iii) Long-term variable compensation ("PSO - Phantom Stock Options" and "PRS - Phantom Restricted Stock");
- (iv) Benefits; and
- (v) Any extraordinary payments arising from exceptional or unforeseen events, duly approved by the Board of Directors.

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7.2. Fixed Compensation

7.2.1. The members of the Statutory Board are entitled to a compensation composed of 13 (thirteen) salaries, paid monthly and holiday allowance.

7.2.2. Remuneration is determined considering the complexity and responsibilities of the function performed, market practices analyzed through salary surveys conducted by specialized consultancies and annual adjustments, according to the market, individual performance, potential of the Executive, experience / knowledge acquired and need for retention.

7.3. Short-Term Variable Compensation ("PPR - Profit Sharing Program")

7.3.1. The short-term variable compensation ("PPR") aims to recognize and encourage statutory officer in achieving the Company's short-term results. This remuneration is paid according to the following parameters:

- (i) Law No. 10,101/2000;
- (ii) Law No. 12,832/2013;
- (iii) Collective Agreement of PPR - Profit Sharing Program.

7.3.2. The Profit Sharing Program (PPR) refers to the distribution of a portion of the annual economic and financial result, according to the results of the short-term targets established and the respective defined salary multiples. The following targets are defined annually for Statutory Officers:

- (i) Corporate/Financial Goals (typically Recurring EBITDA and Recurring Net Income);
- (ii) Individual Goals (typically specific projects/actions of the area of activity);
- (iii) Sustainability Goal.

7.3.3. The payment of the PPR occurs 1 (once) once a year, typically in March, after the end of the cycle of goals and calculation of the results. The Board of Directors, with the support of the Committee for Peoples Management and Governance, is responsible for approving the results achieved and amounts to be paid to each Statutory Officer.

7.4. Long-term variable compensation

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7.4.1. Long-term variable compensation has as its objective: (i) to stimulate the expansion, success and achievement of the Company's corporate purposes; (ii) align the interests of the Statutory Officers with the interests of the Shareholders and; (iii) enable the Company to attract and retain Statutory Officers.

7.4.2. The long-term variable remuneration consists of two (2) plans: the "PSO – *Phantom Stock Options*" and the "PRS – *Phantom Restricted Stock*" (collectively referred to as "Plans").

7.4.3. None of the Plans has the nature of a stock option plan, pursuant to article 168, §3 of the Brazilian Corporate Law, as amended, or a restricted stock plan, in the terms practiced by the market, since there is no delivery of EcoRodovias shares and/or financial compensation for the purchase and sale of shares of the Company.

7.4.4. The value of the Company's share and its variation over time is used only as a reference for the calculation of the prize to be paid.

7.4.5. The plans:

(i) **PSO - Phantom Stock Options:** consists of the cash prize pool, equivalent to the amount generated by the difference between the share price (ECOR3) on the date of the grant and its price at the time of the fiscal year, multiplied by the amount of "phantom options" to be exercised.

(ii) **PRS - Phantom Restricted Options:** consists of the cash prize equivalent to the share price (ECOR3) on the exercise date, multiplied by the amount of "phantom options" to be exercised.

7.4.6. Multiple salaries are defined for Statutory Officers and both plans have an award ceiling.

7.4.7. The annual grants shall be approved by the Board of Directors, with the support and recommendation of the Statutory Committee for Peoples Management & Governance and shall consider results and medium and long-term goals related to the generation of economic value for the Company in the long term.

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7.5. Benefits

7.5.1. Members of the Statutory Board of Officers are entitled to the benefits of Medical Assistance, Dental Care, Group Life Insurance, Biannual Check-up and Private Pension. In exceptional cases, Housing or other specific benefits may be granted, with the recommendation of the Committee for People Management and Governance, and subsequent approval by the Board of Directors.

7.6. Extraordinary payments

7.6.1. In specific situations, recommended by the Committee for People's Management and Governance and approved by the Board of Directors, extraordinary payments may be made to Statutory Officers resulting from exceptional results favorable to the Company within the limits approved or ratified by Ecorodovias' Shareholders' Meeting.

8. COMPENSATION OF MEMBERS OF THE FISCAL COUNCIL

8.1. All members of the Fiscal Council, either principal or alternates, are entitled to a fixed monthly remuneration relating to the performance of their function, regardless of the number of meetings.

8.2. The remuneration will be defined considering the market practice, with data obtained through annual surveys conducted by specialized consultancies and, as provided for in the Brazilian Corporate Law, may not be less than 10% (ten percent) of what is, on average, attributed to the Statutory Board of Officer, not computing benefits, representation funds and profit sharing.

8.3. The members of the Fiscal Council are not entitled to any type of direct or indirect benefit or variable short- and long-term compensation.

9. CONFLICT OF INTEREST

9.1. In the definition of remuneration, no member of any of the Company's bodies may have control of the decision-making process and its respective supervision. It is forbidden to deliberate on the remuneration itself.

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10. GENERAL PROVISIONS

10.1. This Policy shall enter into force on the date of its approval by the Board of Directors.

10.2. This Policy may be revised, amended or revoked at any time and submitted to the recommendation of the Committee for People's Management and Governance for further approval by the Board of Directors.

10.3. None of the above conditions in this Policy shall be construed as capable of:

(i) create the right of the Managers to remain employees or Directors of the Company;
or

(ii) interfere in any way with the Company's right to revoke the mandate or terminate the relationship with any person at any time, under the conditions provided for by law and employment contract.

10.4. Furthermore, this Policy shall not give any Administrator the right to remain in his or her position until his/her term expires, or to interfere with the Company's right to remove him or her or guarantee the right to be re-elected.

11. APPROVAL AND VALIDITY

11.1. This Policy was approved at a meeting of the Board of Directors held on March 24, 2022 and enters into force on this date.