

ALPER RE CORRETORA DE RESSEGUROS LTDA.

CNPJ nº 05.375.622/0001-18

NIRE 35.233.013.627

ATA DE RESOLUÇÃO DE SÓCIA
REALIZADA EM 11 DE AGOSTO DE 2025

1. **DATA, HORA E LOCAL:** Realizada em 11 de agosto de 2025, às 10:00, na sede da **ALPER RE CORRETORA DE RESSEGUROS LTDA.** ("Sociedade"), com sede na cidade de São Paulo, estado de São Paulo, na Rua Gilberto Sabino, nº 215, 13º andar, Pinheiros, CEP 05425-020.

2. **CONVOCAÇÃO E PRESENÇA:** A convocação foi dispensada nos termos do art. 1.072, § 2º, da Lei nº 10.406, conforme alterada, em razão da presença da sócia única **ALPER CONSULTORIA E CORRETORA DE SEGUROS S.A.**, sociedade por ações, com sede na cidade de São Paulo, estado de São Paulo, na Rua Gilberto Sabino, nº 215, 13º andar, parte, Pinheiros, CEP 05425-020, inscrita no Cadastro Nacional da Pessoa Jurídica do Ministério da Fazenda ("CNPJ") sob o nº 11.721.921/0001-60 ("Sócia"), neste ato representada na forma de seu Estatuto Social.

3. **MESA:** Sr. Marcos Aurélio Couto, Presidente; e o Sr. Guilherme Silveira Barrozo Netto, Secretário.

4. **ORDEM DO DIA:** Deliberar sobre:

(a) a autorização para a outorga, pela Sociedade, de garantia de Fiança (adiante definida) em garantia das Obrigações Garantidas (conforme abaixo definidas) assumidas pela Sócia em favor dos titulares de Debêntures ("Debenturistas"), no âmbito da 1ª (primeira) emissão de 375.000 (trezentas e setenta e cinco mil) debêntures simples da Sócia, não conversíveis em ações, em 2 (duas) séries, da espécie com garantia real, com garantia fidejussória adicional, em rito automático de distribuição, para distribuição pública ("Emissão"), sendo as debêntures da primeira série, "Debêntures da Primeira Série" e as debêntures da segunda série, "Debêntures da Segunda Série" e ambas quando em conjunto, as "Debêntures"), sendo o valor total da emissão equivalente a R\$ 375.000.000,00 (trezentos e setenta e cinco milhões de reais), na Data de Emissão (conforme definidas na Escritura), sendo: (a) R\$ 275.000.000,00 (duzentos e setenta e cinco milhões de reais) no âmbito das Debêntures da Primeira Série; e (b) R\$ 100.000.000,00 (cem milhões de reais) no âmbito das Debêntures da Segunda Série) ("Valor Total da Emissão"), nos termos do artigo 59 da Lei nº 6.404, de 15 de dezembro de 1976, conforme alterada, mediante a celebração do "*Instrumento Particular de Escritura da 1ª (Primeira) Emissão de Debêntures Simples, Não Conversíveis em Ações, da Espécie com Garantia Real, com Garantia Fidejussória Adicional, em 2 (Duas) Séries, para Distribuição*

Pública, sob o Rito de Registro Automático, da Alper Consultoria e Corretora De Seguros S.A. ("Escritura" ou "Escritura de Emissão"), a ser celebrado entre a Sócia e a **VÓRTX DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS LTDA.**, instituição financeira, com sede na cidade de São Paulo, estado de São Paulo, na Rua Gilberto Sabino, nº 215, 4º andar, Pinheiros, CEP 05425-020, inscrita no CNPJ sob o nº 22.610.500/0001-88, na qualidade de representante dos interesses dos titulares das Debêntures ("Agente Fiduciário"), a Sociedade e a Alper Tech Ltda. ("Alper Tech" e, quando em conjunto com a Sociedade, as "Fiadoras"), na qualidade de Fiadoras. A Sociedade renuncia expressamente aos benefícios de ordem, direitos e faculdades de exoneração de qualquer natureza previstos nos artigos 333, parágrafo único, 364, 365, 366, 368, 821, 827, 829, parágrafo único, 830, 834, 835, 836, 837, 838 e 839 da Lei n.º 10.406, de 10 de janeiro de 2002, conforme alterada, e dos artigos 130, 131 e 794 da Lei n.º 13.105, de 16 de março de 2015, conforme alterada, obrigando-se solidariamente com a Sócia, em caráter irrevogável e irretratável, na condição de coobrigado, perante os Debenturistas, representados pelo Agente Fiduciário, como Fiadoras e solidariamente (entre si e com a Sócia), até a quitação integral das Obrigações Garantidas ("Fiança"); e

(b) a autorização à administração da Sociedade para discutir, negociar e definir os termos e condições da outorga da Fiança e praticar todos os atos necessários à outorga da Fiança, incluindo, sem se limitar, a celebração de todos e quaisquer contratos e/ou documentos e seus eventuais aditamentos, à Escritura, bem como os demais contratos e/ou documentos relacionados à outorga da Fiança e à Emissão, observados os limites aqui previstos; e a ratificação de todos os atos já praticados pela administração da Sociedade, direta ou indiretamente, por meio de procuradores devidamente constituídos, conforme aplicável, relacionados às matérias acima.

5. DELIBERAÇÕES: Após o exame, a discussão e a votação das matérias constantes da Ordem do Dia, a Sócia, representando a totalidade do capital social da Sociedade, deliberou, sem quaisquer restrições ou ressalvas:

(a) aprovar a outorga, pela Sociedade, da garantia de Fiança, conforme descrito pelo item (a) da Ordem do Dia, em garantia do pagamento integral de todos e quaisquer valores, principais ou acessórios, presentes ou futuros, incluindo Encargos Moratórios (conforme definido na Escritura), devidos pela Sócia em decorrência das Debêntures, da Escritura de Emissão e dos Contratos de Cessão Fiduciária (conforme definido na Escritura), bem como eventuais indenizações de qualquer natureza e qualquer honorário (incluindo a remuneração do Agente Fiduciário e demais prestadores de serviços da Emissão), tributo, custo ou, todo e qualquer custo ou despesa comprovadamente incorrido pelo Agente Fiduciário e/ou pelos Debenturistas em decorrência de processos, procedimentos e/ou outras medidas judiciais ou extrajudiciais necessários à salvaguarda de seus direitos e prerrogativas decorrentes das Debêntures, e/ou da Escritura de Emissão e/ou dos Contratos de Cessão Fiduciária ("Obrigações Garantidas"). As condições da Emissão e da Oferta não elencadas na presente ata

serão detalhadamente estabelecidas na Escritura de Emissão e/ou nos Contratos de Cessão Fiduciária; e

(b) autorizar a administração e/ou os representantes legais da Sociedade a adotarem todas e quaisquer providências, atos e medidas necessárias e/ou convenientes à efetivação, formalização, efetivação, implementação e/ou aperfeiçoamento das deliberações tomadas, inclusive, mas sem se limitar, a negociar e firmar quaisquer instrumentos, contratos, aditamentos e documentos relacionados à Emissão, bem como à prática de atos relacionados ao registro dos documentos de natureza societária perante os órgãos competentes, incluindo providências perante às juntas comerciais competentes, à B3, à CVM, cartórios de registro de títulos e documentos, ou quaisquer outras autarquias ou órgãos perante aos quais seja necessária a adoção de quaisquer medidas para o aperfeiçoamento da Fiança e para a implementação e divulgação da Emissão e/ou da Oferta; e

(c) ratificar todos os atos já praticados pela administração e/ou representantes legais da Sociedade relacionados às matérias deliberadas nos itens (a) e (b) acima.

6. ENCERRAMENTO: Nada mais havendo a ser tratado, foi encerrada a reunião e lavrada a presente ata na forma de sumário, que após lida e aprovada, foi assinada.

São Paulo, 11 de agosto de 2025.

Mesa:

DocuSigned by

Attestado por: MARCOS AURELIO COUTO 0607200650
CPF: 0607200650
Data/Hora da Assinatura: 11/08/2025 | 14:52:53 BRT
O: ICP-Brasil, OU: AC SOLUTi Multipla v5
C: BR
Email: AC SOLUTi Multipla v5
3288BDF8173A484

Marcos Aurélio Couto
Presidente

DocuSigned by

Signed By: GUILHERME SILVEIRA BARROZO NETTO 10020725736
CPF: 10020725736
Signing Time: 11/08/2025 | 11:46:28 BRT
O: ICP-Brasil, OU: AC SOLUTi Multipla v5
C: BR
Email: AC SOLUTi Multipla v5
F888BC05C036471

Guilherme Silveira Barrozo Netto
Secretário

Sócia:

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Attestado por: MARCOS AURELIO COUTO 0607200650
CPF: 0607200650
Data/Hora da Assinatura: 11/08/2025 | 14:52:58 BRT
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Email: AC SOLUTi Multipla v5
3288BDF8173A484

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Certificado de Conclusão

Identificação de envelope: 83DAC02B-FD4B-41F7-BA12-B5D3AF821BE1

Status: Concluído

Assunto: Complete com o Docusign: Debêntures Alper - ARS Alper RE_final.pdf

Envelope fonte:

Documentar páginas: 3

Assinaturas: 4

Certificar páginas: 8

Rubrica: 0

Assinatura guiada: Ativado

Selo com Envelopeld (ID do envelope): Ativado

Fuso horário: (UTC-03:00) Brasília

Remetente do envelope:

Vanessa Milan Kis

Rua Gilberto Sabino 215, 12o e 13o andares

Sao Paulo, SP 05425-02

vanessa.kis@alperseguros.com.br

Endereço IP: 67.159.235.234

Rastreamento de registros

Status: Original

Portador: Vanessa Milan Kis

Local: DocuSign

11/08/2025 09:13:24

vanessa.kis@alperseguros.com.br

Eventos do signatário

Guilherme Silveira Barrozo Netto

guilherme.netto@alperseguros.com.br

CFO

Alper Seguros

Nível de segurança: E-mail, Autenticação da conta (Nenhuma), Certificado Digital

Detalhes do provedor de assinatura:

Tipo de assinatura: ICP-Brasil

Emissor da assinatura: AC SOLUTI Multipla v5

Termos de Assinatura e Registro Eletrônico:

Aceito: 11/08/2025 11:38:37

ID: 3971f25d-dd3c-470b-a539-da33a620c818

Assinatura

Signed by:



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Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 67.159.235.234

Registro de hora e data

Enviado: 11/08/2025 11:15:55

Visualizado: 11/08/2025 11:38:37

Assinado: 11/08/2025 11:46:36

Marcos Aurélio Couto

marcos.couto@alperseguros.com.br

Presidente & CEO

Nível de segurança: E-mail, Autenticação da conta (Nenhuma), Certificado Digital

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Tipo de assinatura: ICP-Brasil

Emissor da assinatura: AC SOLUTI Multipla v5

Termos de Assinatura e Registro Eletrônico:

Aceito: 02/01/2025 15:06:56

ID: d7cc8085-393b-474a-8e3a-025e679b343c

Assinado por:



32688DF8179A484...

Adoção de assinatura: Desenhado no dispositivo

Usando endereço IP: 67.159.235.234

Enviado: 11/08/2025 11:15:56

Visualizado: 11/08/2025 14:51:57

Assinado: 11/08/2025 14:53:01

Eventos do signatário presencial**Assinatura****Registro de hora e data****Eventos de entrega do editor****Status****Registro de hora e data****Evento de entrega do agente****Status****Registro de hora e data****Eventos de entrega intermediários****Status****Registro de hora e data****Eventos de entrega certificados****Status****Registro de hora e data****Eventos de cópia****Status****Registro de hora e data****Eventos com testemunhas****Assinatura****Registro de hora e data****Eventos do tabelião****Assinatura****Registro de hora e data**

Eventos de resumo do envelope	Status	Carimbo de data/hora
Envelope enviado	Com hash/criptografado	11/08/2025 11:15:56
Entrega certificada	Segurança verificada	11/08/2025 14:51:57
Assinatura concluída	Segurança verificada	11/08/2025 14:53:01
Concluído	Segurança verificada	11/08/2025 14:53:02

Eventos de pagamento	Status	Carimbo de data/hora
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