

RAIA DROGASIL S.A.  
CNPJ/ME nº 61.585.865/0001-51  
NIRE 35.300.035.844  
PUBLICLY HELD COMPANY

**MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON NOVEMBER 05, 2024**

1. **DATE, TIME AND PLACE**: Held on November 05, 2024, at 09:00, through virtual means, under the bylaws of Raia Drogasil S.A. ("Company"), headquartered in the city of São Paulo, state of São Paulo, at Avenida Corifeu de Azevedo Marques, No. 3,097.
2. **CALL AND ATTENDANCE**: All members of the Board of Directors ("Board Members") were present, being therefore dismissed the call for this meeting.
3. **CHAIR**: Chairman: Antonio Carlos Pipponzi; Secretary: Elton Flávio Silva de Oliveira.
4. **AGENDA**: (i) Analysis and approval of the quarterly interim financial statements for the period ended September 30, 2024; (ii) The repurchase of shares issued by the Company; (iii) Selection of the independent auditor for the fiscal year 2025.
5. **RESOLUTIONS**: After discussions on the matters on the Agenda, the Board Members resolved as follows:
  - 5.1. Approved, unanimously and without reservations, the quarterly interim financial statements for the period ended September 30, 2024, authorizing the Board of Directors to take the necessary steps for their publication and disclosure, including sending the information to the Securities and Exchange Commission and B3.
  - 5.2. Approved, unanimously and without reservations, pursuant to Article 8, item (p) of the Company's Bylaws, authorized the acquisition of common shares issued by the Company to be held in its treasury and subsequent concession or cancellation, without reducing the common stock ("Buyback Program"). In compliance with the Comissão de Valores Mobiliários ("CVM") Resolution No. 77 of March 29, 2022, as amended ("RCVM Nº. 77"), it was resolved that
    - (i) the purpose of the Buyback Program is to acquire shares issued by the Company to be held in treasury in order to meet (i) the Long-Term Incentive Program with Restricted Shares, approved at the Company's Extraordinary Shareholders' Meeting held on April 23, 2014, and (ii) the stock Grant Plan of Restricted Shares ("Performance Shares") approved at the Company's Extraordinary Shareholders' Meeting held on September 15, 2020.;
    - (ii) on October 31, 2024 there were 1,275,421,434 outstanding shares, as defined in Article 1, sole paragraph "I", of RCVM Nº. 77. The number of shares to be acquired is up to 3,230,000

common, nominative and with no par value, thus representing up to 0.25% of said total outstanding shares;

- (iii) the acquisition of shares may be carried out at B3 S.A. - Brasil, Bolsa, Balcão, for a term of up to 18 (eighteen) months beginning on November 06, 2024;
- (iv) the authorized brokers for the transactions are Itaú Corretora de Valores S/A e/ou Santander Corretora de Câmbio e Valores Mobiliários S/A.
- (v) it shall compete to the Board of Officers to determine the convenience and opportunity to carry out the acquisition of shares, subject to the terms hereby approved by the Board of Directors and the requirements and limits set forth in RCVM Nº. 77.

**5.2.1.** The conditions of the repurchase program for shares issued by the Company approved herein are specified in Annex I to these Minutes, for the purposes of disclosing the information indicated in Annex G of CVM Resolution No. 80 of March 29, 2022.

**5.3.** Approved, unanimously and without reservations, the selection and hiring of Deloitte Touche Tohmatsu Auditores Independentes Ltda., to act as independent auditor of the Company's financial statements for the fiscal year 2025, which may be renewed for subsequent fiscal years under the terms of the regulations of CVM. It is hereby recorded that the proposal was previously analyzed and recommended by the Audit Committee, which, in addition to obtaining information on the quotation process, analyzed the technical and competence criteria, ensuring that the auditor has the necessary qualifications to conduct the audit in accordance with the standards established by CVM.

**6.** **CLOSING:** There being no further business to discuss, the proceedings were concluded and these minutes were drawn up in summary form, which, having been read and found to be in order, were signed by all members of the Board of Directors present. Signatures: Chair: Antonio Carlos Pipponzi – Chairman and Elton Flávio Silva de Oliveira – Secretary; Board Members: Antonio Carlos Pipponzi, Carlos Pires Oliveira Dias, Cristiana Almeida Pipponzi, Eduardo Azevedo Marques de Alvarenga, Eugênio De Zagottis, Marco Ambrogio Crespi Bonomi, Paulo Sérgio Coutinho Galvão Filho, Plínio Villares Musetti, Renato Pires Oliveira Dias, Philipp Paul Marie Povel and Sylvia de Souza Leão Wanderley.

São Paulo, November 05, 2024.

**Elton Flávio Silva de Oliveira**  
Secretary

**Sole Annex of the Minutes of the Raia Drogasil S.A. Board of Directors' Meeting,  
held on November 05, 2024**

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**Annex G to CVM Resolution No. 80, of March 29, 2022.  
(Trading of Its Own Shares)**

**1. Justify in detail the scope and expected economic effects of the transaction:**

The Company's objective with the share buyback program approved at the Company's Board of Directors meeting held on November 05, 2024 ("Buyback Program") is to make viable the acquisition of the Company's shares to be held in treasury in order to meet the Company's Long-Term Incentive Programs with Restricted Shares, approved at the Company's Extraordinary Shareholders' Meetings held on April 23, 2014 and on September 15, 2020.

**2. Inform the number of shares (i) in circulation and (ii) already held in treasury:**

On October 31, 2024, the Company had (i) 1,275,421,434 outstanding shares, as defined in the CVM Resolution 77/21; and (ii) 2,782,572 shares held in treasury.

**3. Inform the number of shares that may be acquired or sold:**

The number of shares to be acquired in the context of the Buyback Program is up to 3,230,000 common shares, with book-entry, nominative and with no par value, issued by the Company, equivalent to approximately 0.25% of the total outstanding common shares issued by the Company.

**4. Describe the main characteristics of the derivative instruments that the company will use, if any:**

Not applicable, as the Company will not use derivative instruments in the context of the Buyback Program.

**5. Describe, if any, any agreements or voting guidelines existing between the company and the counterparty of the transactions:**

Not applicable. The acquisition of shares in the context of the Buyback Program will take place through stock exchange transactions and, therefore, there is no existing voting guidelines between the Company and the counterparties in the transaction.

**6. In the event of transactions carried out outside organized securities markets, inform: (a) the maximum (minimum) price at which the shares will be acquired (sold); and (b) if applicable, the reasons that justify the operation at prices more than 10% (ten percent) higher, in the case of acquisition, or more than 10% (ten percent) lower, in the case of sale, at the average price, weighted by volume, in the 10 (ten) previous trading sessions.**

Not applicable. The acquisition of shares in the context of the Buyback Program will take place through stock exchange transactions.

**7. Inform, if any, the impacts that the operation will have on the Company's shareholding control or its administrative structure:**

There will be no impacts on the composition of the Company's control nor on its administrative structure due to the implementation of the Buyback Program.

**8. Identify the counterparties, if known, and, in the case of a party related to the company, as defined by the accounting rules dealing with this matter, also provide the information required by art. 9 of CVM Resolution No. 81, of March 29, 2022:**

Not applicable. The acquisition of shares in the context of the Buyback Program will happen through operations within the stock market and, therefore, the counterparties are unknown.

**9. Indicate the destination for the funds earned, if applicable:**

Not applicable. The Company will not earn funds, as the shares acquired by the Company will be held in treasury to meet the Long-Term Incentive Programs with Restricted Shares, approved at the Company's Extraordinary Shareholders' Meetings held on April 23, 2014 and on September 15, 2020.

**10. Indicate the maximum period for the conclusion of the authorized operations:**

The acquisition of the Buyback Program's shares will happen in the period of up to 18 (eighteen) months counted from November 06, 2024 and ending on May 06, 2026, being the Company's Board of Officers responsible for defining the best moment to acquire the shares.

**11. Identify the institutions that will act as intermediaries, if any:**

The acquisition operations in the context of the Buyback Program will be made in the B3 S.A. – Brasil, Bolsa, Balcão trading market, with the intermediation of Itaú Corretora de Valores S.A., headquartered at Avenida Brigadeiro Faria Lima, 3,500, 3rd floor, cidade de São Paulo, sstado de São Paulo, registered under CNPJ 61.194.353/0001-64, and Santander Corretora de Câmbio e Valores Mobiliários S/A, headquartered at Avenida Presidente Juscelino Kubitscheck, 2,235, 24th floor, Vila Olímpia, cidade de São Paulo, sstado de São Paulo, registered under CNPJ 51.014.223/0001-49.

**12. Specify the available resources to be utilized, in the form of art. 8, § 1 of CVM Resolution No. 77, of March 29 2022:**

The acquisition of shares in the context of the Buyback Program will happen through the use of resources made available from the Income Reserves account which, according to the Company's Financial Statements for September 30, 2024, had a balance of approximately R\$ 442 million.

**13. Specify the reasons for which the members of the Board of Directors feel comfortable that the share buyback will not jeopardize the fulfillment of obligations with creditors nor the payment of obligatory, fixed or minimum dividends:**

Considering that the present Buyback Program comprises a total of 3,230,000 shares, applying the weighted average closing price disclosed by B3 S.A. – Brasil, Bolsa, Balcão for the last 30 trading sessions prior to November 05, 2024 of R\$ 25,22 (twenty-five reais and twenty-two cents), we find that the likely amount to be consumed in the case that the totality of the shares of this Buyback Program are to be acquired would reach the approximate value of R\$ 82 million. Such value represents only 25% of the Company's available net cash position, which is approximately R\$ 332 million, as stated in the Company's Financial Statements for September 30, 2024.

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