

**FERROVIA NORTE SUL S.A.**  
**CNPJ/MF 09.257.877/0001-37**  
**NIRE 21.300.009.540**  
Companhia Aberta

**ASSEMBLEIA GERAL EXTRAORDINÁRIA**  
**REALIZADA EM 11 DE FEVEREIRO DE 2025**

**1. DATA, HORA E LOCAL:** Aos dias 11 de fevereiro de 2025, às 12:00 horas, ocorreu a Assembleia Geral Ordinária e Extraordinária (“AGE” ou “Assembleia”) da Ferrovia Norte Sul S.A, sociedade com sede social na Avenida dos Portugueses, s/n.º, Prédio DILN, 1º andar, sala 1, Retorno do Itaqui, Itaqui-Pedrinhas, CEP n.º 65.085-582, na cidade de São Luís, Estado do Maranhão (“Companhia” ou “FNS”) de forma digital, nos termos dos artigos 121, parágrafo único, e 124, parágrafo 2º-A, da Lei nº 6.404/1976, conforme alterada (“Lei das S/A”), regulamentados pela Instrução Normativa DREI nº 81, de 10 de junho de 2020 (“IN DREI nº 81”).

**2. CONVOCAÇÃO, PRESENÇA E QUÓRUM:** Dispensadas as formalidades de convocação, na forma prevista no Artigo 124, § 4º da Lei das S/A, em razão da presença da sua acionista titular de 100% (cem por cento) das ações emitidas pela Companhia, VLI Multimodal S.A (“Acionista”), conforme registros e assinatura constante no Livro de Registro de Presença de Acionistas, sendo a Assembleia considerada regularmente instalada para efetuar as deliberações constantes da Ordem do Dia. Presentes, ainda, o Diretor da Companhia, o Sr. Fabrício Rezende de Oliveira e o Advogado da Companhia, Tomás Vaz de Oliveira Brandão.

**3. MESA:** Assumiu a presidência dos trabalhos o Sr. Fabrício Rezende de Oliveira, que convidou Tomás Vaz de Oliveira Brandão para secretariá-lo.

**4. ORDEM DO DIA:** Deliberar sobre: (i) a postergação do pagamento do montante total dos dividendos da Companhia referentes ao resultado do exercício social encerrado em 31 de dezembro de 2023, declarados na Assembleia Geral Ordinária e Extraordinária da Companhia realizada em 30 de abril de 2024, cuja respectiva ata foi registrada na Junta Comercial do Estado do Maranhão sob o nº 20240598156 (“AGOE 2024”).

**5. DELIBERAÇÕES:** Devidamente instalada a Assembleia e após análise e discussão das matérias constantes da Ordem do Dia, a Acionista deliberou, sem qualquer condição ou ressalva, o quanto segue:

**5.1.** Aprovar a postergação do pagamento do montante de **R\$ 179.758.616,52** (cento e setenta e nove milhões setecentos e cinquenta e oito mil seiscentos e dezesseis reais e cinquenta e dois centavos), até 31 de dezembro de 2025, tendo em vista que na AGOE 2024 foi devidamente aprovada a destinação dos resultados do social encerrado em 31 de dezembro de 2023 e aprovados os pagamentos de (i) **R\$ 159.919.538,84** (cento e cinquenta e nove milhões novecentos e dezenove mil quinhentos e trinta e oito reais e oitenta e quatro centavos), para **dividendos mínimos**, devidamente pagos até 31 de dezembro de 2024, conforme estabelecido na AGOE 2024; e (ii) **R\$ 479.758.616,52** (quatrocentos e setenta e nove milhões setecentos e cinquenta e oito mil seiscentos e dezesseis reais e cinquenta e dois centavos), para **dividendos adicionais**, dos quais **R\$ 300.000.000,00** (trezenos milhões

de reais) foram devidamente pagos até 31/12/2024, conforme estabelecido na AGOE 2024, e **R\$ 179.758.616,52** (cento e setenta e nove milhões setecentos e cinquenta e oito mil seiscentos e dezesseis reais e cinquenta e dois centavos) não foram pagos conforme estabelecido na AGOE 2024, visando preservar a liquidez do caixa da Companhia e o cumprimento de suas demais obrigações.

**6. ENCERRAMENTO:** Nada mais havendo a ser tratado e inexistindo qualquer outra manifestação, a Presidente da Mesa encerrou os trabalhos da Assembleia, dos quais se lavrou a presente ata, em forma de sumário, na forma prevista no Art. 130, §1º, da Lei das S/A, a qual, lida e achada conforme, foi assinada por todos os presentes. A Presidente e a Secretária da mesa declaram, expressamente, que foram atendidos todos os requisitos para a realização desta Assembleia. Presidente: Sr. Fabrício Rezende de Oliveira e Secretário: Tomás Vaz de Oliveira Brandão. Acionista: VLI Multimodal S.A (p.p. Tomás Vaz de Oliveira Brandão).

São Luis/MA, 11 de fevereiro de 2025

*Certifico que a presente ata é cópia fiel da ata lavrada em livro próprio.*

Assinado por:  
  
3CFD6492BB9B4D8...  
\_\_\_\_\_  
Tomás Vaz de Oliveira Brandão  
Secretário

## Certificado de Conclusão

Identificação de envelope: 47502397-629D-4DFB-AA4D-09B4A55797BE

Status: Concluído

Assunto: FNS\_2025.02.11\_AGE\_Ajustes Dividendos\_v.Junta

Envelope fonte:

Documentar páginas: 2

Assinaturas: 1

Remetente do envelope:

Certificar páginas: 4

Rubrica: 0

Governança Corporativa Helena VLI

Assinatura guiada: Ativado

R. Tapuias, 49

Selo com Envelopeld (ID do envelope): Ativado

Floresta

Fuso horário: (UTC-03:00) Brasília

Belo Horizonte, Minas Gerais 30150-030

governanca@vli-logistica.com.br

Endereço IP: 201.80.138.213

## Rastreamento de registros

Status: Original

Portador: Governança Corporativa Helena VLI

Local: DocuSign

11/02/2025 11:57:28

governanca@vli-logistica.com.br

## Eventos do signatário

Tomas Vaz de Oliveira Brandao

tomas.brandao@vli-logistica.com.br

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

## Assinatura

Assinado por:  
  
3CFD6192BB9B4D8...

Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 157.167.132.180

## Registro de hora e data

Enviado: 11/02/2025 11:58:26

Visualizado: 11/02/2025 11:59:04

Assinado: 11/02/2025 11:59:31

## Termos de Assinatura e Registro Eletrônico:

Aceito: 11/02/2025 11:59:04

ID: 5f394f3e-83ed-4489-8a79-2a3190acdeb8

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	11/02/2025 11:58:26
Entrega certificada	Segurança verificada	11/02/2025 11:59:04
Assinatura concluída	Segurança verificada	11/02/2025 11:59:31
Concluído	Segurança verificada	11/02/2025 11:59:31
Eventos de pagamento	Status	Carimbo de data/hora
<b>Termos de Assinatura e Registro Eletrônico</b>		

## **ELECTRONIC RECORD AND SIGNATURE DISCLOSURE**

### **As assinaturas digitais dispensam reconhecimento em cartório**

From time to time, Vli Multimodal S.A. (SAP) (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through your DocuSign, Inc. (DocuSign) Express user account. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

### **Getting paper copies**

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. For such copies, as long as you are an authorized user of the DocuSign system you will have the ability to download and print any documents we send to you through your DocuSign user account for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

### **Withdrawing your consent**

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

### **Consequences of changing your mind**

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

### **All notices and disclosures will be sent to you electronically**

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

**How to contact Vli Multimodal S.A. (SAP):**

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

**To advise Vli Multimodal S.A. (SAP) of your new e-mail address**

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at and in the body of such request you must state: your previous e-mail address, your new e-mail address. .

In addition, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in DocuSign.

**To request paper copies from Vli Multimodal S.A. (SAP)**

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number.

**To withdraw your consent with Vli Multimodal S.A. (SAP)**

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign account, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to and in the body of such request you must state your e-mail, full name, IS Postal Address, telephone number, and account number. . .

**Required hardware and software**

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"><li>• Allow per session cookies</li><li>• Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection</li></ul>

\*\* These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time

providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

**Acknowledging your access and consent to receive materials electronically**

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I Agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC RECORD AND SIGNATURE DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify Vli Multimodal S.A. (SAP) as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by Vli Multimodal S.A. (SAP) during the course of my relationship with you.