

EVE HOLDING, INC.

RELATED PERSON TRANSACTIONS POLICY

Adopted May 9, 2022

I. OUR POLICY

Eve Holding, Inc. (the “*Company*”) recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions among stockholders as to whether those transactions are consistent with the best interests of the Company and its stockholders. It is the Company’s policy to enter into Related Person Transactions only when the Board of Directors (the “*Board*”), acting through the Audit Committee of the Board (the “*Committee*”) or as otherwise described herein, reviews and approves or ratifies such transaction in accordance with the procedures set forth below.

This policy has been approved by the Board. The Committee will periodically review this policy and recommend any changes to the Board. For the avoidance of doubt, only Related Person Transactions that are required to be disclosed pursuant to Item 404(a) of Regulation S-K or approved pursuant to the rules of the New York Stock Exchange (“*NYSE*”) shall be subject to this policy. This policy is intended to supplement, and not to supersede, our other policies that may be applicable to or involve transactions with Related Persons, such as our Code of Conduct. In addition to this policy, management of the Company may adopt such additional reasonable processes and procedures for the appropriate review and oversight of transactions with related parties for purposes of applicable accounting standards.

II. RELATED PERSON TRANSACTIONS

For the purposes of this policy, a “*Related Person Transaction*” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000, and in which any Related Person (as defined below) had, has or will have a direct or indirect material interest. A “*transaction*” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangement or relationships.

A “*Related Person*” means:

- any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;

- any person who is known to the Company to own of record or to be the beneficial owner of more than 5% of any class of the Company's voting securities at the time of occurrence or existence of the Related Person Transaction;
- any Immediate Family Member (as defined below) of any of the foregoing persons; or
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

An "*Immediate Family Member*" of a person is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, and any other person sharing the household of such person, other than a tenant or employee.

III. IDENTIFICATION OF RELATED PERSONS

On an annual basis, each director and executive officer shall submit a completed D&O questionnaire. Any person who is appointed as a director or an executive officer shall submit a completed D&O questionnaire prior to such person's appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment.

Directors and executive officers are expected to notify the General Counsel of any updates to the list of Related Persons, their employment and relationships with charitable organizations. Generally this would include notification of the marriage of the director or executive officer, or the marriage of his or her sibling or child.

IV. NOTIFICATION

A director or executive officer who has an interest (either directly or indirectly through an Immediate Family Member) in a potential Related Person Transaction shall provide notice to the General Counsel of the relevant facts and circumstances prior to entering into such transaction. The General Counsel will assess whether the proposed transaction is a Related Person Transaction for purposes of this policy.

V. APPROVAL PROCEDURES

If the General Counsel determines that the proposed transaction (including any material amendment or modification to such a transaction) is a Related Person Transaction, the following information shall be provided to the Committee for consideration at the next Committee meeting: (i) the name of the Related Person and the basis on which the person is a Related Person, (ii) the Related Person's interest in the transaction, (iii) the material terms of the Related Person Transaction, including the approximate dollar value of the amount involved in the transaction, and (iv) any other material information regarding the Related Person Transaction or the Related Person in the context of the transaction.

The disinterested members of the Committee shall approve only those Related Person Transactions that are in the best interests of the Company and its stockholders, as the Committee determines in good faith. The Committee shall consider all of the relevant facts and circumstances available to the Committee, including, among other factors it deems appropriate, the following:

- the relationship of the Related Person to the Company
- the nature and extent of Related Person’s interest in the transaction;
- the material terms of the transaction;
- the importance and fairness of the transaction both to the Company and to the Related Person;
- whether the transaction would likely impair the judgment of a director or executive officer to act in the best interests of the Company and its stockholders;
- whether the value and the terms of the transaction are substantially similar as compared to those of similar transactions previously entered into by the Company with non-Related Persons, if any;
- the purpose of, and the potential benefits to the Company of, the transaction; and
- any other information regarding the Related Person Transaction or the Related Person that disinterested directors, as applicable, deem appropriate or would be material to investors in light of the circumstances of the particular transaction.

No Committee member shall participate in any discussion or approval of a Related Person Transaction in which he or she is a Related Person, except that such member shall provide all material information concerning the transaction to the Committee. The Committee shall convey the decision to the General Counsel, who shall convey the decision to the appropriate persons within the Company.

Furthermore, in connection with any approval of a Related Person Transaction involving a non-employee director or nominee for director, the Committee or disinterested directors, as applicable, should consider whether such transaction would compromise such director’s status as: (1) an independent director under (a) the rules of the NYSE, including any additional independence requirements specific to compensation committee membership set forth in such rules if such non-employee director serves, or such non-employee director will serve, on the compensation committee, if any, or (b) Rule 10A-3 of the Exchange Act, if such non-employee director serves, or such non-employee director will serve, on the Committee; and (2) a “*non-employee director*” under Rule 16b-3 under the Exchange Act, if such non-employee director serves, or such non-employee nominee will serve, on the compensation committee, if any.

In addition, in accordance with the Stockholders Agreement, dated as of May 9, 2022, by and among the Company, Embraer Aircraft Holding, Inc. and Zanite Sponsor LLC (as may be

amended from time to time, the “*Stockholders Agreement*”), for so long as the Embraer Group (as defined in the Stockholders Agreement) collectively holds a majority of the outstanding shares of common stock of the Company, the Company shall not, and shall cause its subsidiaries not to, effectuate any Related Person Transaction in accordance with this policy, without the prior approval of a majority of the independent directors of the Board.

VI. DELEGATED AUTHORITY

If the General Counsel determines it is impractical or undesirable to wait until a meeting of the Committee to consummate a Related Person Transaction, the Chair of the Committee may review and approve the Related Person Transaction in accordance with the criteria set forth herein. The Chair of the Committee shall report any such approval to the Committee at the next Committee meeting.

VII. RATIFICATION PROCEDURES

In the event the Company becomes aware of a Related Person Transaction that has not been approved under this Policy, the matter shall be reviewed by the Committee at its next regularly scheduled meeting. The Committee shall consider all of the relevant facts and circumstances with respect to such transaction, including the items listed in Section V above, and shall evaluate all options available to the Company, including ratification, revision or termination of such transaction, and shall take such course of action as the Committee deems appropriate under the circumstances.

For the avoidance of doubt, a Related Person Transaction entered into in good faith, without the pre-approval of the Committee or disinterested members of the Board shall not violate this policy and shall not be invalid or unenforceable, so long as the transaction is approved or ratified by the Committee or disinterested members of the Board.

VIII. STANDING PRE-APPROVAL FOR CERTAIN RELATED PERSON TRANSACTIONS

The Committee has reviewed the types of Related Person Transactions described below and determined that each of the following shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed **\$120,000**.

- A. *Employment of executive officers.*** Any employment by the Company of an executive officer of the Company, so long as:
 - i.** the related compensation is required to be reported in the Company’s proxy statement under applicable compensation disclosure requirements (generally applicable to “*named executive officers*”); or
 - ii.** the executive officer is not an Immediate Family Member of another executive officer or director of the Company, or nominee for director, and the related compensation would be reported in the Company’s proxy statement under applicable disclosure requirements if the executive officer was a “*named executive officer*,” and the Company’s compensation

committee approved (or recommended that the Board approve) such compensation.

- B. *Director compensation.*** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under applicable compensation disclosure requirements.
- C. *Transactions where all stockholders receive proportional benefits.*** Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a *pro rata* basis (e.g., dividends).
- D. *Relationship with an entity as a director or with a limited partner interest.*** A relationship with a firm, corporation or other entity that engages in a transaction with the Company where the Related Person's interest in the transaction arises only from his or her position as a director or limited partner of the other entity that is party to the transaction.
- E. *Embraer Transactions.*** Any transaction that is effected pursuant to any existing agreement in effect as of May 9, 2022 between the Company (including any of its subsidiaries), on the one hand, and Embraer S.A. or one of its subsidiaries, on the other.

IX. DISCLOSURE

All Related Person Transactions that are required to be disclosed in the Company's filings with the U.S. Securities and Exchange Commission shall be so disclosed in accordance with Item 404 of Regulation S-K.