



INTERNAL REGULATION OF THE AUDIT COMMITTEE

1. PURPOSE AND SCOPE

- 1.1 The purpose of this Internal Regulation of the Audit Committee (“Internal Regulation” or “Regulation”) is intended to regulate the functioning, structure, organization, responsibilities and duties of the Audit Committee (“Committee”) of Springs Global Participações SA (“Company”), with the purpose of assisting it in the performance of your duties in line with the best governance practices and with the applicable regulations.
 - 1.1.1 If there is a conflict between the provisions set forth in these Internal Regulations and in the Company’s Bylaws, the provisions of the Bylaws shall prevail.
- 1.2 These Internal Regulations are applicable to the Committee as a body and, whenever applicable, to each of its members.
- 1.3 In carrying out its responsibilities, the Committee will maintain an effective relationship with the Board of Directors, the Executive Board, the internal audit, and, when installed, with the Company’s Fiscal Council.

2. REFERENCES AND PRINCIPLES

- 2.1 These Internal Regulations refer to: (i) the corporate governance guidelines of the Company’s Bylaws; (ii) the Company’s Code of Conduct; (iii) the Brazilian Law nº 6.404, of December 15, 1976, as amended (“Corporate Law”); (iv) the Brazilian Code of Corporate Governance – Publicly-held Companies (“CBGC”); and (v) the Novo Mercado Listing Regulations of B3 S.A. – Brasil, Bolsa, Balcão (“Novo Mercado Regulations”).

3. COMPETENCIES

- 3.1 The Committee is a non-statutory body, permanently functioning, and providing advice linked to the Company’s Board of Directors, to which it reports, acting independently from the Executive Board, and its purpose is to advise on monitoring and quality control financial statements and information, risk management, internal controls and the analysis of transactions with the Company’s related parties.
- 3.2 The Board of Directors may request that the Committee previously analyze specific matters within its competence.
- 3.3 The Committee’s resolutions are merely recommendations and do not bind the performance of the Board of Directors.
 - (i) Without prejudice to the other attributions provided for in the applicable regulations and in the Company’s internal policies, in particular, in the Risk Management Policy and in the Related Party Transactions Policy, or additional attributions that may be conferred by the Board of Directors, It is incumbent upon the Committee, among other matters: to give an opinion on the hiring and dismissal of independent audit services;
 - (ii) evaluate the quarterly information, interim statements and financial statements;
 - (iii) supervising and monitoring the activities of the Company’s internal audit and internal controls, as well as reporting its activities to the Board of Directors;
 - (iv) assess and monitor the Company’s risk exposures, promoting their management, in accordance with the Company’s “Risk Management Policy”;
 - (v) evaluate, monitor, and recommend to management the correction or improvement of the Company’s internal policies, including the “Related Party Transactions Policy”;



- (vi) have means for accessing information and evaluating the treatment given to non-compliance with legal and normative provisions applicable to the company, in addition to internal regulations and codes, including provision for specific procedures to protect the informant and the confidentiality of information;
- (vii) identify conflicts of interest;
- (viii) check and monitor transactions with related parties, in accordance with the "Related Party Transactions Policy";
- (ix) coordinate and monitor the Company's whistleblowing channel ("Ethics Channel"), ensuring that it works independently, confidentially, confidentially and free from retaliation;
- (x) give an opinion, at the request of the Board of Directors, on the proposals of the management bodies, to be submitted to the General Shareholders' Meeting, regarding the transformation, incorporation, merger or spin-off; and
- (xi) to assess the compliance, by the Company's Executive Board, with the recommendations made by the independent and internal audits, as well as to pronounce itself with the Board of Directors regarding any conflicts between the internal, external and/or Executive Board of the Company.

3.4 For the performance of its functions, the Committee will have operational autonomy and budget allocation, within the limits approved by the Board of Directors.

3.5 The Committee must report its activities quarterly to the Board of Directors, and the minutes of the Board of Directors meeting must be disclosed, indicating the aforementioned report.

3.6 The Committee shall annually prepare a summary report of its activities, which shall be disclosed by the Company, covering the meetings held and the main issues discussed, and highlighting the recommendations made to the Board of Directors.

4. COMPOSITION

4.1 The Committee will be composed of at least 3 (three) and at most 5 (five) members, elected and removed by the Board of Directors for a term of 1 (one) year, reelection being permitted, as follows:

- (i) at least 1 (one) of them must be an independent director of the Company;
- (ii) at least 1 (one) of them must have recognized experience in corporate accounting matters, in accordance with the applicable rules issued by CVM; and
- (iii) the same member may accumulate the two characteristics provided for in items (i) and (ii) above.

4.2 The election of members, at each term of office, shall take place at the first meeting of the Board of Directors that takes place after the holding of the Company's General Shareholders' Meeting, which elects them.

4.2.1 The term of office of the members will be extended until the investiture of the new elected members.

4.3 None of the members may be the Company's controlling shareholder, nor an Officer of the Company, its controlling shareholder, directly or indirectly, or of controlled, affiliated or jointly-controlled companies, nor have any subordination relationship with the aforementioned persons.

4.4 The independence of the director who jointly holds the position of member of the Committee must be confirmed in accordance with the Company's policies and regulations, as well as the applicable legislation.



- 4.5 The function of member of the Committee cannot be delegated, and must be exercised in compliance with the duties of loyalty and diligence, as well as avoiding any conflicting situations that may affect the interests of the Company and its shareholders.
- 4.6 Committee members must maintain an impartial posture in the performance of their activities and, above all, they must be proactive in pursuit of the constant efficiency of the Company's compliance and ethics mechanisms, as well as respect for the rules and principles established in the applicable legislation, in the Bylaws, in the Code of Ethics, in this Internal Regulation and in the best compliance practices, respecting the characteristics of the Company.
- 4.7 The members of the Committee have a duty of loyalty to the Company, not being able to disclose documents or information about its business to third parties and must keep confidential any relevant, privileged or strategic information of the Company, obtained by reason of their function, as well as ensuring so that third parties do not have access to this information, and they are prohibited from using the information to obtain, for themselves or others, any type of advantage, also observing the provisions of applicable legislation and regulations.
- 4.8 The appointment of Committee members must comply with the Company's Management Appointment Policy.
- 4.9 The Board of Directors will elect, from among the members of the Committee, a Coordinator, who will be responsible for representing, organizing and coordinating its activities ("Committee Coordinator").
 - 4.9.1 In case of temporary absence or impediment of the Committee Coordinator, the Coordinator may be replaced by another Committee member appointed by himself/herself, or, if he/she has not done so, by the majority of the remaining Committee members.
- 4.10 In the event of a vacancy in a position as a member of the Committee, the Board of Directors will designate a replacement to complete the corresponding term. In this case, the Committee Coordinator, or, in his/her absence, any other member of the Committee, shall request the Chairman of the Board of Directors to include the approval of the election of a new Committee member at its next meeting or to call a meeting for to approve the election of a new member of the Committee, within a period of up to 30 (thirty) days from the vacancy date.
- 4.11 The Committee will have operational autonomy and its own budget approved by the Board of Directors, intended to cover operating expenses and to hire consultants for accounting, legal or other matters, when the opinion of an external expert is required.
- 4.12 The Committee must be evaluated annually, observing the procedures and processes approved by the Board of Directors.

5. OPERATIONAL

- 5.1 The Committee Coordinator is privately responsible for:
 - (i) call up, install and preside over the Committee's meetings;
 - (ii) represent the Committee in its relationship with the Board of Directors, the Executive Board, the internal and external audits and other bodies of the Company, signing, when necessary, correspondence, invitations and reports;
 - (iii) inform the Chairman of the Board of Directors of the activities performed by the Committee and forward to the Chairman of the Board of Directors the



- recommendations, analyses, opinions and reports approved at Committee meetings;
- (iv) coordinating the Committee's evaluation process, subject to the procedures and processes approved by the Board of Directors;
 - (v) invite, on behalf of the Committee, any participants to Committee meetings, as the case may be; and
 - (vi) comply with and enforce these Internal Regulations.
- 5.2 The Committee Coordinator, accompanied by other Committee members, when necessary or convenient, shall:
- (i) to meet with the Board of Directors, upon call of the latter, at least quarterly, to, among other matters that may be relevant, report on the Committee's activities; and
 - (ii) attend the Company's General Shareholders' Meeting.
- 5.3 Annually, the Committee will approve a schedule of activities for the corresponding fiscal year, which may be changed during the fiscal year, if requested by any member of the Committee and approval of the amendment proposed by the Committee.
- 5.4 The Committee may convene specialists and hire external consultants to analyze and discuss issues under its responsibility, ensuring the integrity and confidentiality of the work.
- 5.5 The Committee will meet ordinarily, at least quarterly, or, extraordinarily, whenever called by the Committee Coordinator or by written request of any member of the Committee.
- 5.5.1 The notices of Committee meetings will be made in writing, via email, at least 5 (five) days in advance of the date of the respective meeting, specifying the time and place and, preferably, including the agenda. Any necessary documentation related to the agenda must be made available to Committee members up to 48 (forty-eight) hours before the meeting. The call may be waived whenever all Committee members are present at the meeting, or upon prior written agreement of absent members.
 - 5.5.2 In the event of matters that require urgent consideration, the Committee meeting may be called with a shorter term than described above.
 - 5.5.3 The meetings will be installed with the presence of the majority of the members of the Committee. In the absence of a minimum quorum, a new meeting will be called, which will take place with any quorum, according to the urgency required for the matter to be addressed.
 - 5.5.4 Committee meetings will preferably be held at the Company's headquarters or at one of its branches, and may be held in a different location if all members deem it convenient and previously agreed in writing.
 - 5.5.5 It is permitted the participation in the Committee's ordinary and extraordinary meetings through a telephone conference system, videoconference or any other means of communication that allows the identification of the Committee member and simultaneous communication with all other persons present at the meeting and they must later sign the corresponding minutes.
 - 5.5.6 The Committee may convene members of the Board of Directors and the Executive Board, internal and external employees of the Company, as well as any other persons who hold relevant information or whose matters, on the agenda, are relevant to their area, to participate in its meetings of acting.
 - 5.5.7 The Committee's recommendations and opinions will be approved by a majority vote of the members present at the respective meetings. In case of a tie, the Coordinator



will exercise the casting vote. As it is an advisory body to the Board of Directors, the Committee's decisions are of a consultative nature and will be presented to the Board of Directors, and must be accompanied by supporting materials.

- 5.5.8 The matters, guidelines, discussions, recommendations and opinions of the Committee must be recorded in the minutes, which will be signed by the members of the Committee present. The minutes of the meeting must record the relevant points of the discussions, the list of those present, mention of excused absences, the measures requested and any points of disagreement between the members.

6. GENERAL PROVISIONS

- 6.1 The cases not covered by these Internal Regulations will be resolved at meetings of the Board of Directors, and the Board of Directors will also be responsible for resolving any existing doubts.

7. TERM

- 7.1 These Internal Regulations were approved by the Board of Directors, effective as of fiscal year 2022 and may only be modified by resolution of the Company's Board of Directors.

São Paulo, December 27, 2021.