



seguridade

**INTERNAL REGULATION OF THE
AUDIT COMMITTEE**

OF

CAIXA SEGURIDADE PARTICIPAÇÕES S.A.
(approved at the Board of Directors Meeting held on 09-18-2020)

INTERNAL REGULATION OF THE AUDIT COMMITTEE**OF CAIXA SEGURIDADE PARTICIPAÇÕES S.A.****CHAPTER I - CONCEPT AND PURPOSE**

Art. 1. This Internal Regulation governs the functioning of the Statutory Audit Committee (COAUD), a permanent statutory body, in compliance with the provisions of Caixa Seguridade's By-Laws, current legislation and the decisions of the Board of Directors.

Art. 2. The COAUD is a collegiate body, with permanent functioning, which reports to the Board of Directors, independently of the other bodies, and aims to advise the Board regarding the exercise of its audit, supervision and inspection functions.

CHAPTER II - COMPOSITION**SECTION I - MEMBERS**

Art. 3. COAUD shall be composed of four (4) independent members, mostly independent, elected by the Board of Directors and who shall comply with the requirements and prohibitions imposed by the current legislation, the By-Laws and other applicable rules.

Paragraph 1. At least one (1) member shall be an independent member of the Board of Directors.

Paragraph 2. All COAUD members shall comply with the independence requirements set forth by Law No. 13,303/2016, Decree No. 8,945/2016, by the Novo Mercado regulations and other applicable standards, and most members shall comply with the independence requirements of CVM Instruction No. 308/1999, and subsequent amendments.

Paragraph 3. At least 1 (one) of the COAUD members shall have recognized experience and proven knowledge in Caixa Seguridade's economic activity sector.

Paragraph 4. At least 1 (one) of the members of COAUD must have recognized professional experience and proven knowledge in matters of corporate accounting and auditing, under the terms of the regulations issued by the CVM that provide for the registration and exercise of the independent audit activity within the scope of the securities market and defines the duties and responsibilities of the administrators of the audited entities in their relationship with the independent auditors, and in order to comply with this requirement, the COAUD member must have:

- I - knowledge of generally accepted accounting principles and financial statements;
- II - ability to evaluate the application of these principles in relation to the main accounting estimates;
- III - experience preparing, auditing, analyzing or evaluating financial statements that have a level of comprehensiveness and complexity comparable to those of the Company;
- IV - educational background compatible with the accounting knowledge required for COAUD activities; and
- V - knowledge of internal controls and corporate accounting procedures.

Paragraph 5. The same member of COAUD may accumulate the requirements provided for in paragraphs 1 and 4 of this Art. 3.

Art. 4. The Chairman of COAUD and his substitute will be chosen by the Board of Directors.

Art. 5. The role of member of the Audit Committee is ineligible.

SECTION II - MANDATE

Art. 6. The mandate of COAUD members shall be three (3) years, with one (1) reelection permitted, observing, preferably, that the replacement of all members does not occur simultaneously.

Single paragraph. The replacement of a COAUD member must be notified to the CVM within 10 days of their replacement.

Art. 7. The mandate of COAUD members shall commence upon their inauguration.

Art. 8. The members of COAUD may be dismissed by the justified vote of the absolute majority of the Board of Directors.

Art. 9. The remuneration of COAUD members shall be determined by the General Meeting, in accordance with the Work Plan approved by the Board of Directors.

Art. 10. In the event of reappointment, the term of the new mandate shall begin on the expiration of the previous mandate.

Art. 11. The mandate of COAUD members shall be extended until the effective investiture of new members.

Art. 12. The member of COAUD may only rejoin him after three (3) years from the end of his last mandate.

SECTION III – VACANCY

Art. 13. In the event of the vacancy, resignation, death or impediment of any member of the Committee, the Board of Directors shall elect his/her replacement.

Art.14. A member who ceases to attend, with or without justification, two consecutive ordinary meetings or three interim ordinary meetings in the last twelve months, except in cases of force majeure or fortuitous event, shall cease the mandate.

CHAPTER III - COMPETENCES

Art. 15. COAUD competes:

I - establish the operating rules, work plan for their operation, and submit them, as well as the respective amendments, to the approval of the Board of Directors;

II - supervise the activities of independent auditors and assess their independence, the quality of the services provided and the adequacy of such services to the company's needs;

III - supervise the activities developed in the areas of risk and internal control, internal audit and preparation of financial statements of the company and controlled entities;

IV - analyze the profile of the Internal Audit holder and the area responsible for the Company's risk, internal control and compliance;

V - monitor the quality and integrity of the internal control mechanisms, financial statements and information and measurements disclosed by the company and controlled entities;

VI - evaluate the effectiveness of internal control systems;

VII - follow-up the implementation of the measures determined by the regulatory and control bodies;

VIII - assess the effectiveness of independent and internal audits, including verifying compliance with applicable legal and regulatory provisions, as well as internal regulations and codes;

IX - opine on the hiring and dismissal of the entity to be hired to provide independent audit services;

X - monitor the preparation, implementation and evaluation of the Annual Internal Audit Activity Plan (PAINT);

- XI - evaluate the Annual Internal Audit Activity Report (RAINT), the budget and the proposals for setting the attributions and regulating the functioning of the Internal Audit;
- XII - evaluate and monitor the company's risk exposures;
- XIII - evaluate and monitor, together with the Related Party Transactions Committee, the Company's management and internal audit area, the adequacy of related party transactions carried out by the Company and their respective disclosures;
- XIV - recommend the correction or improvement of policies, practices and procedures identified within the scope of its attributions, including the policy on transactions between related parties;
- XV - assess compliance by the Board of Directors with the recommendations made by COAUD and the independent or internal auditors;
- XVI - evaluate reports to the Board of Directors dealing with internal control systems;
- XVII - immediately report to the Board of Directors the existence or evidence of an error or fraud that they have become aware of;
- XVIII - evaluate the effectiveness of the Ombudsman and its activity reports;
- XIX - follow-up and verify compliance with the measures to be adopted by the Company to possibly adhere to and hereafter remain in the B3 Brasil Bolsa Balcão State Governance Highlight Program in relation to:
 - a) the disclosure of information;
 - b) the Company's code of conduct or integrity; and
 - c) the criteria set forth in the Governance, Nomination and Succession Policy and the performance of the Eligibility Committee, if any.

XX - annually analyze the risk management report and, quarterly, the internal controls and compliance report; and

XXI - follow up on fairness opinion engagements engaged on demand by the Board of Directors to ensure that they adhere to best practices.

Single paragraph. The Audit Committee will also exercise its attributions and responsibilities towards the Company's subsidiaries that adopt the single Audit Committee regime, especially regarding the provisions of items III and V of this article.

Art. 16. COAUD shall accompany the process of preparation of the Management Report, Financial Statements and Explanatory Notes, discussing, in advance, to be defined jointly with each party involved, the documents and reports that support the information presented, and this Committee shall:

I - ensure that all documents and reports necessary to comply with current legislation are provided and properly made available;

I - monitor the adequacy of responsibilities related to the preparation, consolidation and closing of reports;

III - evaluate the process of preparation of the organization's periodic financial reports, considering the internal controls adopted in the process;

IV - evaluate choices or changes in accounting practices and gain understanding of alternative or unusual accounting treatments adopted by the Board, the reason why they were adopted and the independent auditors' opinion on these alternatives;

V - evaluate and compare the accounting practices adopted by the company with those adopted by competitors and the market;

VI - assess the quarterly information, interim statements and financial statements;

VII - evaluate the consistency of the information presented in the financial statements with the correspondents obtained in the discussions and analyzes with the Board of Executives and other accounting and extra accounting ones;

VIII - verify the adequacy of accounting provisions in relation to the opinion of the legal department;

IX - discuss with the Board of Executives and the independent auditors the outcome of the audit of the financial statements and other significant issues that may affect the reliability of these statements;

X - monitor the process of issuing and publishing the different reports generated, regarding legal requirements of integrity, timeliness and consistency, among the documents produced for different audiences;

XI - validate the comprehensiveness, content and clarity of the explanatory notes so that they meet not only legal and regulatory requirements, but especially the distinguished readers of the financial statements;

XII - monitor the transparency of data disclosed to the market, as well as the integrity and quality of information;

XIII - monitor the discussions during the process of preparation of the financial statements and the involvement of the Board and the independent auditor;

XIV - analyze financial performance and operating performance information provided to analysts and agencies, such as risk rating;

XV - prepare a summary annual report, to be presented together with the financial statements, with information on:

a) the meetings held and the main subjects discussed, highlighting the recommendations made to the Board of Directors;

b) the activities;

- c) the results;
- d) the conclusions;
- e) attest to the adequacy of the budget and internal audit structure;
- f) the significant differences, if any, between management, independent audit and the Statutory Audit Committee regarding the financial statements.

Art. 17. COAUD should receive and discuss regular reports from internal and independent audits on the results of its activities, including the Board's responses to recommendations made on controls and non-conformities, accompanying notes and recommendations.

Art.18. The President of COAUD is responsible for:

- I - call and chair the meetings;
- II - comply and enforce the rules of these Rules;
- III - approve meeting agendas and schedules;
- IV - submit to the Board of Directors and, if applicable, to another body or member of the Board, the analyzes, opinions and reports prepared within the Committee;
- V - invite, on behalf of the Committee, the representatives of the Fiscal Council, the Board of Executives and any other meeting participants;
- VI - propose complementary rules necessary for the Committee to act;
- VII - propose and discuss with the Board of Directors the annual work plan;
- VIII - perform other technical or administrative acts necessary for the performance of their duties;
- IX - monitor the meetings of the Board of Directors, especially those dealing with the periodic financial statements, hiring of the independent auditor and PAINT;

X - accompany the meetings of the General Meeting;

XI - appoint among the members of the Committee, responsible for following up the meetings of the Board of Directors and the General Assembly, without voting rights, in the impossibility of attendance.

SECTION I - DUTIES

Art. 19. It is the duty of every member of COAUD, in addition to those provided for in current legislation and the Bylaws:

I - participate, in possession and annually, of integration program and specific training on essential subjects and other subjects related to the Company's activities, such as corporate and capital market legislation, confidentiality and disclosure of information, internal controls, code of conduct and Law No. 12,846/2013 (Anticorruption Law);

II - attend meetings of the previously prepared Committee, having examined the documents made available, and actively and diligently participate in them;

III - attend the meetings of the management bodies pursuant of art. 24 of this Internal Regulation, or when invited;

IV - notify the Chairperson of the Committee and the Corporate Governance Secretariat, as early as possible, of the impossibility of attending the meeting previously scheduled;

V - present a written or oral statement of vote or, if you prefer, record your disagreement or reservation, if applicable;

VI - declare, prior to the resolution, whether for any reason, it has a particular or conflicting interest with the Company regarding a particular matter submitted for its consideration, abstaining from participating in its discussion and vote;

VII - inform Caixa Seguridade of the candidacy for elective office in the Executive and Legislative Branches, when this occurs;

VIII - maintain confidentiality about any Company information to which it has access as a result of the exercise of the position, provided that such information does not produce effects before third parties, in compliance with the provisions of article 157 of Law 6,404 - Brazilian Corporate Law.

Art. 20. The members of COAUD shall keep their personal data up to date with Caixa Seguridade's Governance Secretariat and provide the statements required by the By-Laws and by applicable laws and regulations.

SECTION II - EVALUATION

Art. 21. COAUD will make an annual assessment of its performance and that of its members with a view to improving their functions, and the Board of Directors must previously approve the adopted methodology.

Single paragraph. His /her President will conduct the evaluation.

CHAPTER IV - OPERATION

Art. 22. COAUD ordinary meetings shall be held in accordance with the approved annual calendar and, extraordinarily, as necessary.

Art. 23. COAUD members shall hold at least four monthly meetings.

Art. 24. COAUD members will meet:

I - quarterly, with the Board of Directors, the Board of Executive Officers with the Internal Audit, the Independent Audit and the Fiscal Council, jointly or separately, at their discretion;

II - at any time, with the Board of Directors, at the request of this Board;

III - extraordinarily, upon call by the Chairperson, whenever deemed necessary by any of its members or at the request of the Company's Management.

Art. 25. The meetings of the Committee shall be held with the attendance of the majority of its members and shall be in person, with the participation by audio or videoconference, or any other means of communication that allows the identification of the Committee member and simultaneous communication with the other members present to the meeting, and will be called by its Chairperson, by the majority of its members or by the Board of Directors.

Paragraph 1. In cases where it is not possible to participate in the meeting as provided in the caput, the member may, based on the agenda of the matters to be discussed, express their vote in writing, by letter or by electronic mail, provided that most participating members present in person or through audio or video conferencing.

Paragraph 2. Members who participate in the manner provided for in Paragraph 1 are considered present, including for the purposes of meeting the minimum quorum for the installation of a meeting.

Paragraph 3. In the event of any absences or impediments of any committee member, he/she shall deliberate with the remaining members.

Paragraph 4. Any position differences between the members of COAUD shall be resolved by the vote of the simple majority of the Collegiate, with the Chairperson having the casting vote in case of a tie.

Paragraph 5. In the event of a non-unanimous decision, the dissenting vote shall be recorded in the Minutes.

Art. 26. If COAUD deems it necessary to have third parties present at a meeting, who may hold relevant information or contribute to technical discussions, COAUD may invite to participate, without the right to vote, in its meetings:

- I - members of the Supervisory Board;
- II - holder and other representatives of Internal Audit;

III - members of the Board of Executives;

IV - representatives of the controlling shareholder;

V - collaborators or members of the audit committees of the affiliated companies, observing, in relation to these, the corporate governance procedures of the company;

VI - employees of Caixa Seguridade or CAIXA or other persons not related to the Company, whose subjects listed in the agenda are related to their area of activity, provided that they do so in advance and explain the reasons for this.

Paragraph 1. Any third party attending a Committee meeting shall not have the right to vote.

Paragraph 2. The third parties invited to attend the Committee meeting shall only remain during the period in which the matter that originated their call is being considered.

SECTION I - MINUTES

Art. 27. Each meeting of the Committee shall be recorded in minutes, which shall be:

I - submitted to the Board of Directors, after having been read, approved and signed by those present at the meeting and drawn up by the Secretary;

II - filed at the Company's registered office.

Single paragraph. In addition to the minutes of the meeting, COAUD shall send a summary of the activities performed to the Board of Directors, highlighting the decisions that most affect the company's activity.

Art. 28. The company shall promote the disclosure of the COAUD Meeting Minutes, following the consent of the Board of Directors.

Paragraph 1. In the event that the Board of Directors considers that the disclosure of the minutes may endanger the legitimate interest of the company, only its statement shall be disclosed.

Paragraph 2. The restriction referred to in Paragraph 1 of this Article shall not be opposed to the control bodies, which shall have full and unrestricted access to the contents of the COAUD minutes, subject to the transfer of confidentiality.

SECTION II - BUDGET

Art. 29. COAUD shall have operational autonomy and annual or project budget allocation to conduct or determine consultations, evaluations and investigations within the scope of its activities, including the hiring and use of independent external experts, as well as to support your ordinary expenses.

Art. 30. The budget of COAUD and its advisory and administrative support unit will be proposed by COAUD directly to the Board of Directors, with the prior opinion of the Administration and Finance Executive Board (DIAFI).

Art. 31. The Company shall provide all the resources necessary for the operation of the Committee, including the provision of internal personnel to advise on the conduct of the work and act as secretary of the meetings, and the hiring of external consultants to assist it in the fulfillment of its duties, when necessary.

CHAPTER V - GOVERNANCE SECRETARIAT

Art. 32. The advice and support to COAUD will be provided by the Governance Secretariat, which is responsible for adopting all measures and performing all activities necessary for the effective functioning of the Committee, as follows:

- I - arrange for the convening of Committee members for meetings as provided in this Regulation;
- II - to act as secretary of the Committee;
- III - assist the Committee in defining the meeting agenda and preparing the Annual Calendar;

IV - organize, under the direction of the President, the agenda of the matters to be discussed at each meeting, gathering the necessary documents;

V - elaborate administrative acts arising from the Committee's guidelines and recommendations and arrange for appropriate referral to the areas concerned;

VI - internally disclose the Committee's recommendations and requests and follow up on pending issues and/or demands of this governance body, defining those responsible for meeting pending and/or demand;

VII - prepare, draw up and file the respective minutes, including those of not holding a meeting, in the proper book and collect the signatures of the members;

VIII - organize and keep under its custody the documentation related to the activities carried out by the Committee and make them available for consultation by the various supervisory bodies, internal and external;

X - follow up on other matters involving the Committee and or requested by it.

CHAPTER VI - FINAL PROVISIONS

Art. 33. The members of the Committee shall immediately inform the changes in their shareholding positions in the company or conglomerate to the Board of Directors, under the conditions and in the manner determined by the Securities Commission, as well as in the conditions set forth in the Company's Information Disclosure Policy.

Art. 34. COAUD members must maintain an impartial and skeptical attitude in the performance of their activities and, above all, in relation to the estimates presented in the financial statements and the Company's management.

Art. 35. The Audit Committee shall have means to receive complaints, including confidential, internal and external to the company, in matters related to the scope of its activities.

Art. 36. The Audit Committee will annually evaluate its activities and identify possibilities for improvements in the way it operates.

Art. 37. These Rules may only be amended by the Board of Directors, on its own initiative or at the recommendation of COAUD.

Art. 38. Any omissions related to this Regulation will be submitted to the Board of Directors, in strict compliance with the relevant legislation.

Art. 39. These bylaws become effective on the date of their approval and must be filed at the Company's headquarters.