



**C&A MODAS S.A.**

CNPJ/ME 45.242.914/0001-05

NIRE 353000542762

**Traded Company**

**Notice to Shareholders**

Pursuant to Securities and Exchange Commission (Comissão de Valores Mobiliários) Instruction CVM 481 of December 17, 2009 as amended ("IN CVM 481"), Official Memo/Annual-2022-CVM/SEP, in the context of the Ordinary and Extraordinary General Meetings to be held on April 28, 2022 ("The Meeting"), **C&A Modas S.A.** ("The Company"), hereby informs its shareholders and the market in general that received a letter dated March 25, 2022 suggesting the following names to the Company Fiscal Board, to be possibly installed during the Meeting, as per article 161, paragraph 4 of Law 6,404 of December 15, 1976 as amended (the Brazilian Corporate Law):

- a)** Mr. Diego Santana Tristão, Brazilian, married, economist, identity card RG 2077881866 SJS/DI RS, registered under taxpayer number CPF/ME 004.990.420-50, residing at Rua Múcio Teixeira, nº 1340, apartment 201 in Menino Deus, Porto Alegre, RS, CEP 90150-090 as a member, and
- b)** Mr. Manuel da Cunha Marinho, Brazilian, divorced, accountant, identity card RG 06112522-5 IFP/RJ, registered under taxpayer number CPF/ME 004. 680.977-59, residing at Alameda Franca, nº 318, apartment 153, Jardim Paulista, São Paulo, SP, CEP 01422-000 as an alternate member.

The resumes and further information about the candidates appointed are part of this Notice to the Shareholders as Attachment I, as required by items 12.5 and 12.10 of the Reference Form, and article 10 of IN CVM 481.

Candidates nominated by the Shareholder will be included in the distance voting ballot, since the percentage of shareholding provided for in Exhibit 21-LI of IN CVM 481 was complied with.

Finally, it is important to reiterate that the Fiscal Board will only be installed, and a separate election of its members will only take place if all applicable legal requirements have been met, as per article 161, paragraph 4 of the Brazilian Corporate Law.

The Company's Investor Relations Department is available to provide any further explanations required.

Barueri, March 28, 2022.

**Milton Lucato Filho**

CFO and Investor Relations Director

## **Attachment I**

Resumes and further information about the candidates

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Documents on the following pages)

## Diego Santana Tristão

Date of birth: January 24, 1986

E-mail: [tristaod@gmail.com](mailto:tristaod@gmail.com)

Phone: +55 51 9 9903-4992

### Experience:

Since 2013      **Lojas Quero-Quero S.A.**      Cachoeirinha, RS,  
Brazil

#### General Controllershship Manager

- Responsible for the areas of financial planning, controllership, financial BackOffice, supplies, compliance. Reports to the company's financial officer.
- Responsible for the development and implementation of a Credit Rights Investment Fund with funding at market value in the amount of R\$300 million, and subsequent issuances totaling R\$400 million.
- Responsible for the Central Bank of Brazil authorization project for a payment institution in operation.
- Worked on the implementation of the COSIF chart of accounts in the payment institution controlled by the company.
- Active participation in activities such as: (i) two issuances of debentures in the amount of R\$270 million; (ii) structuring of the company for going public on B3 in 2020; (iii) tax restructuring for the ICMS regime changes in Rio Grande do Sul.

#### Controllershship Manager

- Developed and presented financial forecasts to the Board of Directors, as well as operational performance analyses.
- Led business areas in the development of annual budgets.
- Responsible for analyzing and monitoring the company's cash, as well as simulating loans and financing.

#### Trainee

- Remodeled the receivables structure between two group companies, generating an estimated gain of 500 thousand *Reais*/year.
- Created a single database with financial information enabling the creation of indicators and monitoring of individual performance of stores in the chain.
- Evaluated the return of stores, supporting Management's decision-making regarding opening/closing/refurbishing stores in the chain.
- Responsible for interest maximization project in direct consumer finance operations in retail purchases.

2008 to 2011      **Geração Futuro Corretora de Valores Mobiliários**      Porto Alegre, RS,  
Brazil

#### Financial Advisor - Fixed Income and Variable Income

- Participated in the development of a risk and return analysis platform for managed portfolios.
- Responsible for shared management portfolios and presentation of portfolio results to groups of investors.

### Education:

2011 to 2013      UFRGS - Universidade Federal do Rio Grande do Sul      Porto Alegre, RS  
Master's in Finance (Econometrics and Risk Modeling)      Brazil

2005-2009      UFRGS - Universidade Federal do Rio Grande do Sul      Porto Alegre, RS  
Undergraduate degree in Economic Science      Brazil

March, 2022.

## Information Relating to Candidates for the Fiscal Council

NAME	DATE OF BIRTH	MANAGEMENT BODY	ELECTION DATE	TERM OF OFFICE UNTIL
CPF (TAX ID)	PROFESSION	ELECTIVE POSITION HELD:	DATE OF TAKING OFFICE	ELECTED BY THE CONTROLLING SHAREHOLDER?
INDEPENDENT MEMBER?	NUMBER OF CONSECUTIVE TERMS OF OFFICE:	OTHER POSITIONS AND FUNCTIONS HELD AT THE ISSUER: NO		
IF THE CANDIDATE HAS HELD THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS OR FISCAL COUNCIL, INDICATE THE PERCENTAGE OF PARTICIPATION IN THE MEETINGS OF THE BODY DURING LAST FISCAL YEAR, WHICH WERE HELD AFTER TAKING OFFICE.				
PROFESSIONAL EXPERIENCE/STATEMENT OF NO CONVICTIONS/INDEPENDENCE CRITERIA.				
DIEGO SANTANA TRISTÃO	01/24/1986	FISCAL COUNCIL	-	Until the ASM to be held in 2023.
004.990.420-50	ECONOMIST	PERMANENT MEMBER OF THE FISCAL COUNCIL	-	YES
YES	0	Does not hold other positions in the Company.		
Not applicable.				
<p>Mr. Diego Santana Tristão holds an Undergraduate Degree in Economic Science and a Master's in Finance from Universidade Federal do Rio Grande do Sul (UFRGS), working for more than 9 years as a manager in the area of finance and controllership.</p> <p>He declares that he: (i) has not been subject, in the last five years, to a criminal conviction, conviction in CVM administrative proceedings and a final and unappealable conviction, in the judicial or administrative sphere, which has suspended or disqualified him from the practice of any professional or commercial activity; and (ii) is not considered a politically exposed person, pursuant to ICVM 301/99.</p> <p>The Company is not aware of the participation of Mr. Diego Santana Tristão in any advisory or administrative body.</p> <p>In the last five (5) years, Mr. Diego Santana Tristão has not been subject to: a) any criminal conviction, even if not final; b) any conviction in any CVM administrative proceedings; and c) any final and unappealable conviction, in the judicial or administrative sphere, that has suspended or disqualified him from the practice of any professional or commercial activity.</p>				


**12.9 – Existence of marital relationship, civil partnership or kinship up to the 2nd degree between: a. issuer's managers; B. (i) issuer's managers and (ii) managers of the issuer's direct or indirect subsidiaries; c. (i) managers of the issuer or its direct or indirect subsidiaries and (ii) direct or indirect controlling shareholders of the issuer; and d.(i) issuer's managers and (ii) managers of the issuer's direct and indirect parent companies**

There are no marital relationships, civil partnerships or kinship up to the second degree, between the nominated candidate and the Company's managers, and, the managers or controlling shareholders of the Company's direct or indirect subsidiaries or parent companies.

**12.10 – Relationship of subordination, service provision or control maintained, in the last 3 fiscal years, between the issuer's managers and: a. a company controlled, directly or indirectly, by the issuer, with the exception of those in which the issuer directly or indirectly holds the entire capital stock; b. direct or indirect controlling shareholder of the issuer; c. if relevant, supplier, customer, debtor or creditor of the issuer, its subsidiary or parent companies or subsidiaries of any of these entities.**

There are no relationships of subordination, service provision or control between the nominated candidate and the Company's managers, and, direct or indirect subsidiaries and/or controlling shareholder, or a relationship of supply/provision of material services, or even debts and/or credits between the nominated candidate and the Company, its subsidiaries and direct or indirect controlling shareholders.

**DECLARAÇÃO**  
**MEMBRO DO CONSELHO FISCAL DA**  
**C&A MODAS S.A.**

Nome:	DIEGO SANTANA TRISTÃO		
Nacionalidade:	BRASILEIRA	Estado Civil:	CASADO
Endereço:	RUA MÚCIO TEIXEIRA, 1340, APTO 201, MENINO DEUS, PORTO ALEGRE, RS.		
Cargo exercido na Companhia:	Membro Titular do Conselho Fiscal		
Profissão:	ECONOMISTA	CPF/CNPJ:	004.990.420-50
Identidade e órgão expedidor:	2077881866 SJS/DI RS		
Endereço para receber citações em geral:	RUA MÚCIO TEIXEIRA, 1340, APTO 201, MENINO DEUS, PORTO ALEGRE, RS.		
<p>Declaro para os devidos fins e nos termos da Instrução CVM nº 367/02, artigo 147 da Lei n. 6.404/76 e do artigo 1.011 da Lei 10.046/02, que:</p> <ul style="list-style-type: none"><li>(i) não estou impedido por lei especial ou condenado por crime falimentar, de prevaricação, peita ou suborno, concussão, peculato, contra a economia popular, a fé pública ou a propriedade, ou a pena criminal que vede ainda que temporariamente o acesso a cargos públicos;</li><li>(ii) não estou condenado a pena de suspensão ou inabilitação temporária aplicada pela Comissão de Valores Mobiliários ("CVM"), que me torne inelegível para os cargos de administração de companhia aberta;</li><li>(iii) não estou impedido de exercer o comércio ou a administração de sociedade mercantil, em virtude de condenação criminal;</li><li>(iv) atendo ao requisito de reputação ilibada; e</li><li>(v) não ocupo cargo em sociedade que possa ser considerada concorrente direta da Companhia, e não tem, nem representa, interesse conflitante com o da Companhia.</li></ul>			
Esta Declaração é firmada em 2 (duas) vias de igual teor, ficando uma via arquivada na sede da Companhia			
Local e data: PORTO ALEGRE, 24 DE MARÇO DE 2022.			
 <b>DIEGO SANTANA TRISTÃO</b>			



## Manuel Marinho

[manuel.cunha.marinho@gmail.com](mailto:manuel.cunha.marinho@gmail.com)

+55 11 99642-3548

### SHORT BIO

#### Professional history:

- Advisory: 1991 to date. Technical career centered on leading projects on corporate and tax advisory, business practices, modeling of business ventures, M&A, organizational structuring and technology for the Fiscal Function, among others. Partner in PwC from 2004 to 2020. Currently acting as an independent tax advisor on selected projects.
- Corporate Governance: 2011 to date. Lead executive of governance, risk and compliance teams and internal processes at PwC. As a businessman, I am a founding partner of EthQuo – Ethical Quotient Serv. de Compliance e Tecnologia Ltda., a regtech engaged in counterparty reputational governance demands, being its CEO since 2020.
- Executive experience: 2004 to date. Lead executive of regional business structures, comprehensive functional areas, strategy and direction centers, and ventures in the service and technology segments, with emphasis on:
  - Founder and current CEO of EthQuo ([www.ethquo.com](http://www.ethquo.com)), a technology start-up focused on digital support to background check, KYC and other practices associated with counterparty governance (2018 to date)
  - TAX Risk & Quality leader – PwC internal department dedicated to risk and compliance (2011 to 2016)
  - AML and KYC leader – leadership at PwC of global internal KYC practices, including AMLTF (2011-2018)
  - PwC M&A Tax Department leader (2011 to 2015)
  - PwC Tax Reporting and Strategy and Tax Technology Department leader (2010 to 2020)
  - Member of the PwC Tax Leadership Team (2010 to 2017)
  - TAX leader at PwC's Campinas regional office (2004 to 2009)

#### History at Boards:

- Member of the Board of Directors of the Brazil-Portugal Chamber of Commerce (Portuguese Chamber/São Paulo): 2015 to date, leading the Finance and Auditing Commission
- Board member at a venture in Portugal, services segment (under an NDA): 2020 to date

#### Degrees, specializations and certifications:

- Undergraduate Degree in Law (UERJ) and Accounting Science (Fac. Celso Lisboa)
- Graduate degree programs in Corporate Law (Ibmec) and Corporate Governance (USP – Fipecafi)
- MBA in Corporate Management (FGV) and Strategic Business Management (FIAP)
- Director certified by IBGC
- Attending training for certified member of Audit Committee (IBGC)

## Information Relating to Candidates for the Fiscal Council

NAME	DATE OF BIRTH	MANAGEMENT BODY	ELECTION DATE	TERM OF OFFICE UNTIL			
TAX ID	PROFESSION	ELECTIVE POSITION	DATE OF TAKING OFFICE	ELECTED BY THE CONTROLLING SHAREHOLDER?			
INDEPENDENT MEMBER?	NUMBER OF CONSECUTIVE TERMS OF OFFICE	OTHER POSITIONS AND FUNCTIONS HELD AT THE ISSUER					
IF THE CANDIDATE HAS HELD THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS OR FISCAL COUNCIL, INDICATE THE PERCENTAGE OF PARTICIPATION IN THE MEETINGS OF THE BODY DURING THE LAST FINANCIAL YEAR, WHICH WERE HELD AFTER TAKING OFFICE.							
PROFESSIONAL EXPERIENCE/STATEMENT OF NO CONVICTIONS/INDEPENDENCE CRITERIA.							
MANUEL DA CUNHA MARINHO	09.24.1969	FISCAL COUNCIL		Until the ASM to be held in 2023.			
004.680.977-59	ACCOUNTANT	ALTERNATE MEMBER OF THE FISCAL COUNCIL		YES			
NO	0	Does not hold other positions in the Company.					
Not applicable.							
<p>Mr. Manuel da Cunha Marinho is an accountant and lawyer, with academic specialization in Corporate Law and Corporate Governance and with MBAs in Corporate Management and Strategic Business Management. He served at PwC for 25 years. Former partner in the Tax and Corporate Advisory area from 2004 to 2020, with a professional assignment from 2009 onwards in the leadership of a PwC business vertical specialized in projects focused on organizational, process, technology and tax accounting aspects of the Tax Function of companies, having accumulated significant success cases in several business segments. He is certified by the IBGC as a Director and is the founding partner of EthQuo – Ethical Quotient Compliance, a technology company dedicated to supporting public information to support counterparty <i>compliance</i> practices (<i>background check</i>, <i>due diligence</i> and others).</p> <p>The Company is not aware of the participation of Mr. <b>MANUEL DA CUNHA MARINHO</b> in any advisory or management body.</p> <p>In the last five (5) years Mr. <b>MANUEL DA CUNHA MARINHO</b> has not been subject: a) to any criminal conviction, even if not final; b) any conviction in an administrative proceeding by the CVM; and c) any final and unappealable conviction, in the judicial or administrative sphere, that has suspended or disqualified him from the practice of any professional or commercial activity.</p>							

### 12.9 – Existence of marital relationship, civil partnership or kinship up to the 2nd degree between: a. issuer's managers; b. (i) issuer's managers and (ii) managers of the issuer's direct or indirect subsidiaries; c. (i) managers of the issuer or its direct or indirect subsidiaries and (ii) direct or indirect controlling shareholders of the issuer; and d.(i) issuer's managers and (ii) managers of the issuer's direct and indirect parent companies

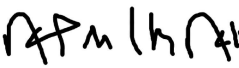
There are no marital relationships, civil partnerships or kinship up to the second degree, between the nominated candidate and the Company's managers, and, the managers or controlling shareholders of the Company's direct or indirect subsidiaries or parent companies.

### 12.10 – Relationship of subordination, service provision or control maintained, in the last 3 fiscal years, between the issuer's managers and: a. company controlled, directly or indirectly, by the issuer, with the exception of those in which the issuer directly or indirectly holds the entire capital stock; b. direct or indirect controlling shareholder of the issuer; c. if relevant, supplier, customer, debtor or creditor of the issuer, its subsidiary or parent companies or subsidiaries of any of these entities.

There are no relationships of subordination, service provision or control between the nominated candidate and the Company's managers, and, direct or indirect subsidiaries and/or controlling shareholder, or a relationship of supply/provision of material services, or even debts and/or credits between the nominated candidate and the Company, its subsidiaries and direct or indirect controlling shareholders.



**DECLARAÇÃO**  
**MEMBRO DO CONSELHO FISCAL DA**  
**C&A MODAS S.A.**

Nome:	Manuel da Cunha Marinho		
Nacionalidade:	brasileiro	Estado Civil:	divorciado
Endereço:	Alameda Franca, 318 apt. 153, Jardim Paulista, São Paulo/SP, CEP 01422-000		
Cargo exercido na Companhia:	Membro Suplente do Conselheiro Fiscal		
Profissão:	Contador	CPF/CNPJ:	004.680.977-59
Identidade e órgão expedidor:	06112522-5 IFP/RJ		
Endereço para receber citações em geral:	Alameda Franca, 318 apt. 153, Jardim Paulista, São Paulo/SP, CEP 01422-000		
<p>Declaro para os devidos fins e nos termos da Instrução CVM nº 367/02, artigo 147 da Lei n. 6.404/76 e do artigo 1.011 da Lei 10.046/02, que:</p> <ul style="list-style-type: none"><li>(i) não estou impedido por lei especial ou condenado por crime falimentar, de prevaricação, peita ou suborno, concussão, peculato, contra a economia popular, a fé pública ou a propriedade, ou a pena criminal que vede ainda que temporariamente o acesso a cargos públicos;</li><li>(ii) não estou condenado a pena de suspensão ou inabilitação temporária aplicada pela Comissão de Valores Mobiliários ("CVM"), que me torne inelegível para os cargos de administração de companhia aberta;</li><li>(iii) não estou impedido de exercer o comércio ou a administração de sociedade mercantil, em virtude de condenação criminal;</li><li>(iv) atendo ao requisito de reputação ilibada; e</li><li>(v) não ocupo cargo em sociedade que possa ser considerada concorrente direta da Companhia, e não tem, nem representa, interesse conflitante com o da Companhia.</li></ul>			
Esta Declaração é firmada em 2 (duas) vias de igual teor, ficando uma via arquivada na sede da Companhia			
Local e data: São Paulo, 24 de março de 2022.			
 <b>MANUEL DA CUNHA MARINHO</b>			