

INTERNAL REGULATIONS OF THE STATUTORY AUDIT COMMITTEE

Article 1. These Internal Regulations (the “Internal Regulations”) establish the operating rules of the Statutory Audit Committee (the “Audit Committee”) of Hypera SA (the “Company”).

Article 2. The Audit Committee is a collegiate statutory advisory and instruction body linked directly to the Company’s Board of Directors, and it shall operate on a permanent basis. The Audit Committee is governed by the applicable laws and regulations, including Resolution No. 23 of February 25, 2021 of the Securities Commission (the “CVM”), as amended, by the provisions of the Company's Bylaws and by these Internal Regulations.

Article 3. The Audit Committee shall report to the Board of Directors, acting independently from the Company’s Executive Board.

PURPOSE

Article 4. The purpose of the Audit Committee is to supervise the quality and integrity of financial reports, adherence to legal, statutory, and regulatory standards, adequacy of processes related to the Governance, Risks, and Compliance (“GRC”) area and the activities of the internal and independent auditors.

Sole paragraph. As it is an advisory body to the Board of Directors, the Audit Committee’s decisions shall be presented to the Board of Directors as recommendations. The Audit Committee’s recommendations, when submitted to the Board of Directors, shall be accompanied by supporting materials.

COMPOSITION

Article 5. The Audit Committee shall be composed of at least three (3) and at most five (5) members, the majority of whom shall be independent. At least one of the members shall be a member of the Company’s Board of Directors, and the participation of any member of the Board of Directors who is also a member of the Company’s Executive Board is prohibited.

Paragraph One. The members of the Audit Committee shall be elected by the Board of Directors for a unified term of two (2) years, always coinciding with the term of office of the Board of Directors and admitting reappointment for successive terms.

Paragraph Two. The role of members of the Audit Committee cannot be delegated, and it shall be exercised respecting the duties of loyalty and diligence, as well as avoiding any conflict situations that may affect the interests of the Company and its shareholders.

Paragraph Three. The same responsibilities, obligations, and prohibitions imposed by law, by the Company's Bylaws, and by the Novo Mercado Regulations to the Company's managers shall apply to the members of the Audit Committee, including with regard to Art. 160 of Law No. 6.404 of December 15, 1976, as amended and in effect (the "Corporation Law").

Paragraph Four. A member of the Audit Committee is not responsible for the unlawful acts of another member unless he or she connives with such member or contributes to the commission of the act.

Paragraph Five. The members of the Audit Committee shall immediately inform the Company of changes in their equity interest in the Company, which shall disclose such information to the CVM and to the Stock Exchanges or organized over-the-counter entity in which the Company's securities are admitted to trading, as provided for in the applicable regulations.

Paragraph Six. The members of the Audit Committee shall maintain an impartial and ethical posture in the performance of their activities and, above all, in relation to the estimates present in the Company's financial statements and the management.

Paragraph Seven. Members of the Audit Committee who have left it may only be part of that body again after at least three (3) years have elapsed as from the end of the respective term of office, regardless of the period during which they exercised the term of office.

Article 6. A majority of the members of the Audit Committee shall fulfill the applicable independence requirements provided for in the CVM rules and the Company's Bylaws. In this sense, in order to comply with the independence requirement, a majority of the members of the Audit Committee:

- a) cannot be, or have been, in the last five (5) years immediately preceding their appointment:
 - (i) an officer or employee of the Company, its parent company, subsidiary, affiliate, or jointly controlled company, directly or indirectly; and
 - (ii) a technical manager of the team involved in the institution's audit work.
- b) cannot be a spouse, relative in a straight or collateral line, up to the third degree, and by affinity, up to the second degree, of the persons referred to in items (i) and (ii) of item 'a' above, nor of persons who have an employment relationship with the Company or its controlled companies.

Article 7. Without prejudice to Art. 6 of these Internal Regulations, only persons who, in addition to the legal and regulatory requirements, and those expressed in the Company's Bylaws, meet the following conditions can be members of the Audit Committee:

- (a) have an unblemished reputation; and
- (b) do not hold office in a company that could be deemed a competitor of the Company or its subsidiaries, and neither have nor represent conflicting interests with the Company or its controlled companies.

Sole paragraph. At least one of the members of the Audit Committee shall have recognized experience in corporate accounting, and in order to comply with this requirement, such member shall have: (i) knowledge of generally accepted accounting principles and financial statements, (ii) ability to assess 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 coverage and complexity compatible with those of the Company; (iv) educational background compatible with the corporate accounting knowledge necessary for the activities of the Audit Committee, and (v) knowledge of internal controls and corporate accounting procedures.

Article 8. In cases of vacancy in the Audit Committee, the Board of Directors shall be responsible for electing the person who shall complete the term of office of the replaced member.

Sole paragraph. In the absence or temporary impediment of any member, the Board of Directors may nominate another member to temporarily assume the duties of the absent member, provided that the substitute meets the requirements set forth in article 7 of these Regulations.

AUDIT COMMITTEE COORDINATOR

Article 9. The Audit Committee shall have, among its members, a coordinator ("Coordinator"), who may be appointed at the same meeting of the Board of Directors that elects its members or by the Audit Committee itself. In the event of a tie vote, the Board of Directors shall have the casting vote.

Article 10. It is exclusively incumbent upon the Audit Committee Coordinator:

- (a) represent, organize, and coordinate the activities of the Audit Committee;
- (b) ensure the good operation and good performance of the body;

(c) call, open, and chair the Audit Committee meetings, appointing a Secretary, who shall be a member of the Audit Committee, or a lawyer, who shall be responsible for preparing the minutes of the meetings;

(d) comply with and enforce these Internal Regulations;

(e) ensure the effectiveness of the monitoring and evaluation system, by the Audit Committee or its members, of the topics relevant to the Audit Committee's activities;

(f) propose the annual calendar of meetings, as well as organize and coordinate the agenda of the meetings, listening to the other members of the Audit Committee and the Board of Directors, in addition to ensuring that the information necessary for discussion of the items of the agenda are timely sent to the members of the Audit Committee;

(g) call to participate in the meetings, on behalf of the Audit Committee, Officers, executives, internal and external collaborators of the Company who hold information on items of the agenda or whose area of expertise is related to such matters;

(h) represent the Audit Committee in its relationship with the Board of Directors, the Executive Board, the GRC area, the external audit, the Fiscal Council, and the Company's internal committees, signing, when necessary, correspondence, invitations, and reports addressed thereto;

(i) forward the Audit Committee's recommendations to the Chairman of the Board of Directors and/or the Company's Chief Executive Officer;

(j) meet with the Board of Directors at least quarterly, accompanied by other members of the Audit Committee, whenever deemed necessary; and

(k) attend the Company's Annual Shareholders' Meeting, being accompanied by other members of the Audit Committee, whenever deemed necessary.

Article 11. In his absence or temporary impediment, the Coordinator may be replaced by a member appointed by the Coordinator or by a majority of the other members of the Audit Committee.

Article 12. The Board of Directors shall define the remuneration of the members of the Audit Committee, compatible with their responsibilities, the time devoted to their duties, their competence and professional reputation, and the market value of their services.

GOVERNANCE OFFICE

Article 13. The Audit Committee shall have the support of a Governance Office that

shall have the following main duties:

- (a) concentrate and manage the flow of information between the Board of Directors, the Audit Committee, other advisory committees, and the Executive Board;
- (b) respond to requests and answer questions from members of the Audit Committee, including those related to the Company's governance, as well as internal procedures;
- (c) organize, under the guidance of the Coordinator, the agenda of items to be addressed at meetings of the Audit Committee;
- (d) arrange for the Audit Committee meetings to be called, informing its members – and any participants – of the place, date, time, and agenda;
- (e) act as secretary of the meetings, prepare and draw up the respective minutes and other documents in the proper book, and collect the signatures of the members who participated in the meetings; and
- (f) file at the Company the minutes and resolutions passed, as well as forward them to the competent bodies for registration and publication, if applicable.

AUTHORITY AND DUTIES

Article 14. It is incumbent upon the Audit Committee, among other duties that may be assigned to this body by the Board of Directors or by the applicable regulations:

- (a) to look after the Company's interest, within the scope of its duties;
- (b) to propose to the Company's Board of Directors the nomination of independent auditors and give an opinion on their retainment or dismissal, as well as an opinion on the retainment of an independent auditor for any other service, whether or not related to auditing;
- (c) to supervise the activities of the independent auditors in order to assess their independence, the quality of the services provided, and the adequacy of the services provided to the Company;
- (d) to evaluate, together with the independent auditors:
 - (i) the critical accounting policies and practices adopted by the Company in the preparation and disclosure of its financial statements;

(ii) selected alternative treatments for the adoption of accounting principles and practices or for the method of their application, in accordance with accounting practices adopted in Brazil, which have been discussed with the Company's management, and the effects arising from such treatments;

(iii) adequacy of accounting estimates and reserves and relevant judgments used by the Company's management in preparing the financial statements;

(iv) adequacy of the risk assessment methods used by the Company's management and the results of the assessments carried out; and

(v) difficulties encountered during the audit, including limitation in the execution of the proposed work, restriction on access to information, and disagreement with the Company's management regarding the preparation and disclosure of the financial statements and corresponding reports;

(e) to supervise and analyze the effectiveness, quality, and integrity of internal control mechanisms with the objective of, among others, monitoring compliance with provisions related to: (a) the presentation of financial statements, including quarterly financial information and other interim statements; and (b) the information and measurements disclosed based on adjusted accounting data and non-accounting data, which add elements not contemplated in the structure of the usual reports of the financial statements;

(f) to evaluate and monitor, together with the management and the internal audit area, the adequacy of transactions with related parties carried out by the company and their respective disclosures;

(g) to evaluate and monitor the Company's risk exposures, being also able to require detailed information on policies and procedures related to: (a) management compensation, (b) use of the Company's assets, and (c) expenses incurred by the company;

(h) to evaluate, monitor, and recommend the correction or improvement of the Company's internal policies;

(i) to verify compliance with its recommendations and/or clarifications to its pronouncements, including with regard to the planning of audit work;

(j) to prepare the summary annual report, to be presented together with the financial statements, containing the following information: (a) the activities carried out in the period, the results and conclusions reached, (b) description of the recommendations presented to the Company's management, and (c) any situations in which there is a

significant divergence among the Company's management, the independent auditors, and the Audit Committee in relation to the Company's financial statements;

(k) to give an opinion on matters submitted to it by the Board of Directors, as well as on those it may deem relevant; and

(l) to ensure that the Company maintains practical mechanisms to receive, retain, and handle information and complaints, internal and external to the Company, including complaints about accounting issues, internal controls, compliance and auditing, subject to the provisions of article 26 of these Internal Regulations.

AUDIT COMMITTEE MEETINGS

Article 15. The Audit Committee shall meet ordinarily at least every two (2) months, or, extraordinarily, at the request of the Coordinator or any of its members, it being understood that the accounting information shall be analyzed by the Audit Committee before disclosure thereof.

Sole paragraph. At the beginning of each fiscal year, the Audit Committee Coordinator shall propose the annual calendar of ordinary meetings.

Article 16. The Audit Committee meetings shall be called by its Coordinator, or by two (2) of its members, or by the Chairman of the Board of Directors, or by the Company's Chief Executive Officer or by the Corporate Governance Department, upon request.

Paragraph One. The call notices shall be served by email delivered at least seven (7) days before the date of the meeting, except in cases of clear urgency, at the discretion of the Coordinator or two (2) members of the Audit Committee or the Chairman of the Board of Directors or the Company's Chief Executive Officer. In any case, the call notice shall contain the agenda.

Paragraph Two. The Governance Office shall send supporting documents on the topics to be discussed by the Audit Committee at least two (2) days before the meeting.

Paragraph Three. Regardless of the formalities provided for in these Internal Regulations, a meeting attended by all members of the Audit Committee, in person or in the manner provided for in Article 17 of these Internal Regulations, shall be deemed regular.

Article 17. Audit Committee meetings shall preferably be held at the Company's principal place of business, unless otherwise requested by the Coordinator, after hearing all members of the Audit Committee.

Sole paragraph. The Audit Committee members may participate in meetings via audio or videoconference, without any prejudice to the validity of the decisions taken. In this case, the Audit Committee members shall be deemed present at the meeting and shall sign the corresponding minutes no later than on the date of the next Audit Committee meeting.

Article 18. The meetings shall be opened with the presence of a majority of the Audit Committee members.

Article 19. The Audit Committee's recommendations and opinions shall be approved by a majority of the members present at the meeting, and the dissenting members shall have the option of registering their dissenting opinion in a separate document and communicating it to the Company's Board of Directors.

Sole paragraph. The Audit Committee members may pronounce by phone call or e-mail, as long as they are received by the Audit Committee Coordinator before the end of the meeting.

Article 20. The Company's Governance Office shall directly assist the Audit Committee in its work, in the organization of the meeting, and in the interaction with the management and with the various areas of the Company.

Article 21. The meeting may be suspended or adjourned whenever the circumstances so require it, at the request of any Audit Committee member and with the approval of a majority of the members present at the meeting.

Sole paragraph. In case of suspension of the meeting, the Governance Office shall set the date, time, and place for its continuation, and a new call notice is waived.

Article 22. The matters, recommendations, and opinions of the Audit Committee shall be recorded in minutes, which shall be signed by the attending Audit Committee members. Any votes and protests presented by the Audit Committee members shall be attached to the minutes and filed at the Company's principal place of business.

Sole paragraph. The minutes of the meetings and supporting documents for the meetings shall be filed at the Company's principal place of business.

CONFLICT OF INTERESTS AND CONFIDENTIALITY

Article 23. In the event of a conflict of interest or particular interest of one of the Audit Committee members in relation to a certain matter to be decided, this fact shall be promptly communicated to the other members.

Sole Paragraph. As soon as the conflict of interests or particular interest is identified, the person involved shall withdraw from the discussions and resolutions, and they shall temporarily leave the meeting until the matter is closed and this fact is recorded in the respective minutes of the meeting. In these cases, the Audit Committee member in question shall also not receive information and/or documents related to the matter, as far as the information to be provided contains sensitive data and related to the conflict of interests and/or private interest.

Article 24. The Company's information, including presentations, materials, resolutions, and discussions of the Audit Committee are confidential and shall be granted confidential treatment by the Audit Committee members, in compliance with the duty of secrecy provided for in the Brazilian Corporation Law

Article 25. In compliance with the duty of secrecy provided for in the Brazilian Corporation Law and in these Internal Regulations, the Audit Committee members shall refrain from providing information and making statements, comments, or pronouncements on any matters relating to the Company to the press or other means of communication. The Company's communication shall be defined and conducted exclusively by the Corporate Communication area or by people expressly guided and authorized by this area, as provided for in the Code of Ethics.

Sole Paragraph. The duty of confidentiality and secrecy provided for in Articles 24 and 25 above shall last be effective for an indefinite period.

GENERAL PROVISIONS

Article 26. For the performance of its duties, the Audit Committee shall have operational autonomy and budget allocation, annually or by project, within the limits approved by the Board of Directors and as requested by the Audit Committee itself, to conduct or determine the conduction of consultations, assessments, and investigations within the scope of its activities, including the retainment and use of independent external experts and lawyers.

Article 27. The provisions of the Code of Conduct, the Securities Trading Policy and the Company's Policy on the Disclosure of Material Acts or Facts shall apply to members of the Audit Committee.

Article 28. Omissions in these Internal Regulations shall be resolved by the Board of Directors.

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