

Title:	PROCEEDS	Code:	PLT_021
VP/Board;	Finance and IR	Version:	05

Revision History

Version:	Approval Date:	History:
01	08/10/2015	Preparation of the Document.
02	12/01/2017	Change of the title from "Dividends" to "Proceeds"; Inclusion of items I. Objective, II. Scope, III. Supplementary Documentation, IV. Concepts and Acronyms, V. Responsibilities of sub-items 2.4 and 3.2 to 3.2.2 of VI. Guidelines, VII. Consequence Management, and VIII. Exceptions. Update the following sub-items of VI. Guidelines: 2.2.1 and 3.1.
03	07/26/2018	Change of sub-item 3.1 of III. Guidelines.
04	10/22/2020	Biannual revision and inclusion of note in item 3.1 about changing the periodicity of quarterly payments to an annual regime, applicable only to the year 2020.
05	11/03/2022	General policy update.

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I. Purpose

To establish guidelines for the distribution of dividends and interest on shareholders' equity ("Proceeds") to the shareholders of Cielo S.A. – Instituição de Pagamento, hereinafter referred to as "Company."

II. Scope

This Income Policy ("Policy") applies to all company directors and shareholders.

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III. Guidelines

1. The decisions related to the payment of Dividends to shareholders are always aimed at balancing the generation of value for shareholders with the short, medium, and long-term financial sustainability of the Company.
2. The Company's [Bylaws](#) establishes the annual payment of Mandatory Minimum Dividends in the amount of 30% (thirty percent) of the net income stated in the financial statements, adjusted in accordance with Law No. 6.404/76 ("Brazilian Law of Corporations").
3. Payment of the Minimum Mandatory Dividends mentioned above will not be mandatory in the fiscal year in which the Company's management informs the Annual General Shareholders Meeting that it is incompatible with its financial condition.
4. Observing the statutory minimum and the provisions of the applicable legislation, the Company's management will propose the amounts of Dividends to be distributed to shareholders based on factors such as: (i) the Company's economic and financial situation; (ii) any legal and/or regulatory requirements; (iii) scenarios for future earnings and cash generation; (iv) cash and capital requirements to finance investments and business expansion with prepaid volume; and (v) prospects for its present and potential markets of operation.
 - 4.1. The allocation of the Company's annual earnings must always comply with the applicable legislation, the Company's Bylaws and the Shareholders' Agreement, as well as what is determined by the general shareholders' meeting.
 - 4.2. The undistributed portion of the earnings will constitute reserves, retained based on a capital budget, or will be allocated as decided by the general shareholders' meeting, in compliance with the applicable legislation.

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5. At the proposal of the management and ad referendum of the general shareholders' meeting, the Company may pay Proceeds in the form of dividends or interest on shareholders' equity.
6. By decision of the Board of Directors, the Company prioritizes quarterly distribution of Dividends, and the referred payments may occur in the quarter subsequent to the reporting quarter.
7. In the case of distribution of Dividends through Interest on Shareholders' Equity, the Company, by decision of the Board of Directors, may adopt the practice of adding any taxes to be paid by the Company to the amount to be distributed, a practice known in the market as grossing up.
8. Revenues distributed throughout the year, whether as dividends or interest on shareholders' capital, will constitute the minimum mandatory dividends of the competent fiscal year.

IV. Consequence Management

Employees, suppliers or other stakeholders who observe any deviations from the guidelines of this Policy may report the fact to the Ethics Channel through the channels below, with the option of anonymity, at:

- www.canaldeetica.com.br/cielo
- Phone, toll-free: 0800 775 0808

Internally, non-compliance with the guidelines of this Policy gives rise to the application of accountability measures for agents who fail to comply with it, according to the respective severity of the non-compliance, and in accordance with internal regulations and applicable law.

V. Responsibilities

- **Directors (members of the Board of Directors and Executive Officers):** comply with the legal provisions, those set forth in the Company's [Bylaws](#), the guidelines set forth in this Policy, as well as keeping it updated in order to ensure that any changes in the Company's direction are incorporated into it and clarify doubts regarding its content and application.

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VI. Supplementary Documentation

- [Company Code of Ethics;](#)
- Law No. 6,404/76
- Law No. 11,638/07
- [Company Bylaws](#)

VII. Concepts and Acronyms

- **Shareholders:** holders of Company shares and ADRs (American Depositary Receipts).
- **Director(s):** Members of the Company's Board of Directors and the Executive Board.
- **Dividends:** portion of profit distributed to the Company's shareholders, in proportion to the number of shares held, determined at the end of each fiscal year.
- **Interest on Shareholders' Equity:** portion of profit distributed to the Company's shareholders, in proportion to the amount of shares held, calculated at the end of each fiscal year. It is an alternative to dividends for compensating shareholders, and is deductible for purposes of calculating the income tax base, as long as certain legal/regulatory conditions are met.
- **Proceeds:** refers to the total compensation paid and/or due to the Company's shareholders as dividends and interest on shareholders' equity.
- **Prepaid Volume:** solutions that allow merchants, customers of the Company, to optimize their cash flow, receiving their credit card sales flow within two days.

VIII. General Provisions

The Company's Board of Directors is responsible for altering this Policy whenever necessary.

This policy will take effect on the date of its approval by the Board of Directors, and will remain in effect for an indefinite period, until resolved otherwise.

Barueri, November 3, 2022.

Cielo S.A. – Instituição de Pagamento