

The Board of Directors of Cielo S.A. ("Company"), at a meeting held on June 25, 2021, approved this charter ("Charter"), as follows:

1. Purpose and mission

1.1. Purpose. This Charter determines the composition, functioning and responsibilities of the Audit Committee ("Committee"), a statutory body with operational autonomy associated as an advisory body to the Company's Board of Directors ("Board of Directors"), acting independently from the Statutory Executive Board ("Executive Board"), in compliance with the Company's Bylaws ("Bylaws"), the Company's shareholders' agreement ("Shareholders' Agreement") and applicable law.

1.2. Mission. The Committee's mission is to advise the Board of Directors, focusing on the quality and efficiency of the Company's activities related to the accounting policies, the issue of financial reports, internal controls and risk management - in line with and in addition to the assignments of the Risk Committee - the works developed by the Internal Audit and Independent Auditor, as well as any eventual recommendation to the Board of Directors so that it may promote any accountability of the Executive Board, to ensure that these activities are carried out in a way that protects and values the Company, ensuring its social objectives and values in accordance with the following basic corporate governance principles: transparency, equity, accountability and corporate responsibility.

2. General rules of the Committee

2.1. Establishment. The Committee is established by the Board of Directors, pursuant to Article 27 of the Bylaws and Article 2.3 - "Composition" of this Charter.

2.2. Responsibilities. The Committee is responsible for:

- (a) analyzing and issuing a recommendation to the Company's Board of Directors when hiring or replacing Independent Auditors, as well as their respective fees;
- (b) analyzing and issuing a recommendation to the Board of Directors related the Company or its subsidiaries on the hiring of extraordinary services to be provided by an independent audit firm responsible for auditing the income statements, thus ensuring the full independence of the Independent Auditors;
- (c) monitoring the activities of the Independent Audit to evaluate: **(c.1)** its independence; **(c.2)** the quality of the services provided; **(c.3)** compliance with the law in force and applicable to the Company, as well as its internal normative instruments, such as policies, rules, procedures and codes; **(c.4)** adequacy of the services provided to the Company's needs;
- (d) monitoring and supervising the work of the Internal Audit of the Company and its subsidiaries;
- (e) analyzing and issuing recommendations to the Board of Directors when choosing or changing accounting practices adopted by the Company's Management, consulting, when necessary, the Company's Finance Committee;
- (f) assessing compliance of the Company's Management with the recommendations issued by independent and internal auditors, as well as advising the Board of Directors when resolving on any conflicts between independent auditors and the Company's Management;

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- (g) monitoring letters and inquiries addressed to the Company by government regulatory and supervisory bodies and self-regulatory entities, as well as the answers provided and any measures adopted by the Company, as applicable;
 - (h) analyzing and resolving on the structure of the Company's Internal Audit, its attributions and its functioning;
 - (i) monitoring the effectiveness and sufficiency of the Internal Audit's structure and the technical qualification of its staff, as well as the quality and integrity of the Internal Audit processes;
 - (j) analyzing and issuing a recommendation to the Board of Directors on the Internal Audit's and Statutory Audit's Committee's budget, intended to cover expenses with its operation and for the hiring of advisors when an opinion by an external expert is required, considering their operational autonomy;
 - (k) analyzing and issuing a recommendation to the Board of Directors regarding the Internal Audit's annual plan, including any proposals for adjustments, aiming at adapting it to any possible changes in the Company's business, risks and operations, among other aspects;
 - (l) analyzing the reports of the Internal Audit and, when appropriate, referring the subjects and matters of interest and responsibility to the Company's other Committees, as well as notifying the Board of Directors on the main and most important conclusions, as necessary;
 - (m) analyzing and issuing a recommendation to the Board of Directors regarding the Internal Audit's annual plan, containing a summary of the results of the works carried out by the Internal Audit, its main conclusions, recommendations and measures taken by the Company's Management;
 - (n) monitoring the activities of the internal controls of the Company and its subsidiaries, together with the Risks Committee, as well as monitoring the quality and integrity of the internal control mechanisms of the Company and its subsidiaries, issuing recommendations to improve policies, practices and procedures, as necessary;
 - (o) supervising the activities to prepare the income statements of the Company and its subsidiaries and monitoring the quality and integrity of the Company's quarterly earnings release, interim income statements and the annual income statements, making recommendations to the Board of Directors, as necessary;
 - (p) preparing a summary semi-annual report, to be presented jointly with the financial statements, containing at least the following information: **(p.1)** activities carried out in the period, with the results and conclusions reached; **(p.2)** assessment of the effectiveness of the Company's internal control and corporate risk management systems; **(p.3)** description of the recommendations presented to the Company's management and evidence of their implementation; **(p.4)** assessment of the effectiveness of the independent and internal audits; **(p.5)** assessment of the quality of the financial reporting, internal controls and corporate risk management for the period; and **(p.6)** any situations in which there is significant disagreement between the Company's management, the independent auditors and the Compliance regarding the Company's financial statements;
 - (q) holding meetings, at least, once every quarter with the Independent Auditors;
 - (r) analyzing the reports issued by the Company's Compliance and issuing recommendations on the procedures to receive and process information that do not comply with legal and regulatory provisions applicable to the Company, as well as internal regulations and codes, including specific procedures to protect the confidentiality of the information;

- (s) holding periodic meetings, at least once a year, with the Fiscal Council and the Board of Directors;
- (t) monitoring the compliance with the Company's Code of Ethical Conduct, calculating the volume of reports received and assessments made by the Company's Whistleblowing Channel;
- (u) analyzing the Semi-Annual Report of the Ombudsman;
- (v) analyzing the report of the independent auditors on the internal controls systems and non-compliance with legal and regulatory provisions, prepared with the audit of the income statements, pursuant to the Official Letter 3,467/09 of the Central Bank of Brazil;
- (w) notifying the Board of Directors on areas of high risk, material deficiencies, significant flaws in internal controls and illegal acts known to the Board of Directors;
- (x) evaluating, monitoring and issuing a recommendation to Management on the possible correction or improvement of the Company's internal policies, including the policy on transactions with related parties, respecting the activities of this Committee;
- (y) analyzing and recommending to the Board of Directors the appointment, nomination, dismissal or removal of the Chief Auditor, pursuant to Official Letter 3,856/07 of the Central Bank of Brazil;
- (z) evaluating and monitoring the Company's exposures to risk, which will be accompanied by the Risk Committee's position on the matter;
- (aa) complying with other responsibilities assigned by the Board of Directors, so long as they are related to the powers and duties of this Committee;
- (bb) establishing additional operational rules for its functioning, which must be approved by the Board of Directors.

2.3. Composition. The Committee shall be comprised of, at least, three (3) sitting members, elected by the Board of Directors, pursuant to Article 2.4 - "Election and Term of Office" of this Charter, being (a) at least one of its members an independent director of the Company (according to the definition of "Independent Director" provided for in the Novo Mercado Listing Regulations of B3 S.A. - Brasil, Bolsa, Balcão); (b) at least one of its members with recognized experience in corporate accounting matters, pursuant to regulations issued by the Brazilian Securities and Exchange Commission ("CVM") which provides for the registration and exercise of the independent audit activity within the securities market and sets the duties and responsibilities of the management of the audited entities in their relationship with independent auditors; (c) a member of the Committee may accumulate both characteristics set forth in items (a) and (b).

2.3.1. The role required by the Committee's member may not be delegated.

2.3.2. Members of the Fiscal Council, when installed, may not participate in the Committee.

2.4. Election and Term of Office. The members of the Committee must be elected at the first meeting of the Board of Directors to be held after the Company's Annual Shareholders' Meeting that elects the members of the Board of Directors, for a joint term of office of two (2) years, coinciding with the term of office of the members of the Board of Directors, with re-election permitted.

2.5. Investiture. The members of the Committee shall take office by signing the instrument of investiture within thirty (30) days of their appointment, which shall be duly filed at the Company's headquarters.

2.6. Compensation. The members of the Committee may or may not receive compensation, at the Board of Directors' discretion.

2.7. Election of the Coordinator. At the first meeting immediately following the election of the Committee members, the Committee shall elect its Coordinator, whose term of office will coincide with the unified term of office of the members of the Committee. The Coordinator of this Committee must be an independent member of the Company's Board of Directors.

2.7.1 The Coordinator's main duties, assisted by Board of Directors' Secretariat ("Corporate Governance Secretariat") shall be: **(a)** call and chair the Committee meetings; **(b)** coordinate and define the agendas of the meetings; **(c)** making sure that the Board members receive, in a timely manner, thorough information on the items included in the agenda of meetings; **(d)** guaranteeing the effectiveness and good performance of the Committee; **(e)** complying with and ensuring compliance with this Charter; **(f)** proposing, as necessary, that experts participate in meetings; **(g)** representing the Committee in its relationship with the Board of Directors and the Executive Board; and **(h)** periodically reporting issues discussed at the Committee meetings to the Board of Directors.

2.8. Absence of the Coordinator. In the absence or temporary impediment of the Committee's Coordinator, his/her duties shall be performed by another Committee member appointed by a majority of the Committee members present at the meeting.

2.9. Vacancy. In the event of permanent vacancy at the Committee, the Board of Directors shall be called to elect a substitute member, who shall remain in office until the expiration of the term of office of the substituted member in order to complete the joint term of office of the Committee members.

2.10. Waiver. Committee members may resign by sending a written notice to the Board of Directors, which will become effective upon receipt by the Board of Directors.

3. Duties and responsibilities

3.1. Duties and responsibilities of members of the Committee. The members of the Committee shall: **(a)** fulfill their role observing the same duties and responsibilities assigned to the Company's Management, set forth in Articles 153 to 159 of Law 6,404/76 ("Brazilian Corporate Law"), as provided in Article 160 of Brazilian Corporate Law; **(b)** not disclose to third parties any Company documents or information which they have access, maintaining the secrecy and confidentiality thereof and using said documents or information only to perform their duties as members of this Committee, as well as demanding the same confidential treatment from professionals providing advisory services, under the penalty of being held liable for the act contributing to the improper disclosure; **(c)** abstain from intervening, alone or jointly with a third party, in any transactions between the Company and its Related Parties (as defined in the Policy for Related Party Transactions and Other Situations Involving Conflict of Interests); and **(d)** act with maximum independence and objectivity, serving the best interests of the Company so that the Committee may achieve its purpose, while observing and respecting the Company's codes and policies to which they are subject.

4. Meetings

4.1. Frequency. The Committee shall ordinarily meet quarterly and extraordinarily whenever necessary, in accordance with the call notice rules indicated in Articles 4.2 – “Call Notice” and 4.3 – “Term of Call Notice, Agenda and Material” below.

4.2. Call Notice. The call notices for the Committee meetings shall be issued/sent by the Corporate Governance Secretariat, under the guidance of the Coordinator or, in case of his/her absence or temporary impediment, under the guidance of the person in charge of calling the Committee meeting, observing the terms herein, through the Company’s Corporate Governance Portal or, alternatively, by email, and shall include the date, time and place of the meeting, the items on the agenda, accompanied by respective support materials.

4.2.1. Notwithstanding the call notice formalities provided herein, meetings shall be considered regular if they are **(a)** attended by all members of the Committee or **(b)** called without the notice period set forth above due to urgency.

4.3. Term of Call Notice, Agenda and Material. The call notice, agenda and supporting materials related to the meetings must be issued/sent together five (5) days prior to the date scheduled for the meeting.

4.3.1. If any member of the Committee does not receive the documents referred to in the *caput* of this Article in a timely manner, he/she may request the item in which the material was not appropriately sent to be excluded from the agenda and to be discussed in the next meeting. The discussion of matters not on the agenda will depend on the approval of a majority of the members present at the meeting, provided the delay does not make the analysis of the matter unfeasible.

4.3.2. In the event of an extraordinary meeting, it shall be incumbent upon the Coordinator or, in case of his/her absence or temporary impediment, the person in charge of calling the Committee meeting to define the deadline to send the agenda and related materials assisted by the Corporate Governance Secretariat, observing the terms herein.

4.4. Place. The Committee meetings will preferably be held at the Company’s headquarters.

4.5. Meeting Quorum. The Committee meetings will only be called to order on first call with the attendance of the majority of its members. In the absence of a quorum (as defined above) and in compliance with Article 4.4 above, a new meeting shall be called according to the urgency required for the matter to be discussed and shall be held with any quorum.

4.6. Composition of the Presiding Board. The Committee meetings shall be chaired by the Coordinator or, in the event of his/her absence or temporary impediment, pursuant to Article 2.8 – “Absence of Coordinator” herein.

4.7. Vote. Each member is entitled to one (1) vote at the Committee meetings.

4.8. Resolution Quorum. As a rule, the Committee’s resolutions will be approved by a majority of the members attending the meeting, excluding the votes of any member with interests conflicting with the Company’s interests.

4.8.1. Members whose independence regarding the matter under discussion is compromised must report their conflicts of interest or private interests in a timely manner. If they fail to do so, another person may report said conflicts of interest or private interests. In this case, such member can neither vote nor participate in discussions and must leave the room while the matter is being discussed.

4.9. Matters not on the Agenda. The discussion of matters not on the agenda will depend on the unanimous approval of the Committee members present at the meeting.

4.10. Guests. The Coordinator, at his/her own initiative or upon request of any member, may invite, at his/her discretion, members of the Company’s Board of Directors, officers, employees, independent auditors and/or third parties to attend the Committee meetings and provide any necessary clarifications regarding items on the agenda.

4.11. Remote Meetings and Remote Attendance. This Committee is authorized to hold remote meetings, and its members may attend the meeting remotely.

4.11.1. Meetings may be held via conference call, video conference or any other means of communication allowing the identification of attending members, as well as communication with other attendees.

4.11.2. In the event of remote meetings and/or remote attendance, Committee members must prevent any third party from attending the meeting without the Coordinator’s prior approval.

4.11.3. The respective minutes of the meeting shall be subsequently signed by all attending members as soon as possible.

4.12. Drawing up of the Minutes. Minutes of the meetings will be prepared, signed by all the members present at the meeting and recorded in the respective book, filed at the Company’s headquarters.

4.12.1. The minutes shall be written clearly, registering all the decisions made, vote abstentions due to conflict of interests, dissenting votes, responsibilities and deadlines, and shall be subsequently submitted for formal approval.

4.12.2. The Corporate Governance Secretariat shall prepare draft minutes of the meetings and send them to the members of the Committee within five (5) business days of the date of the respective meeting.

4.12.3. Members shall send any requests to correct and/or amend the draft minutes of the meetings to the Corporate Governance Secretariat within three (3) business days of receipt of the draft minutes. Any requests received by the Corporate Governance Secretariat will be discussed and approved in the subsequent meeting.

4.13. Corporate Governance Secretariat. The Committee shall have a secretary, who shall be in charge of the following:

- (a) organizing, under the guidance of the Coordinator, the agenda to be discussed, based on requests of members of the Board of Directors and members of this Committee and consultations with the Executive Board;
- (b) calling meetings of the Committee and informing members of the Committee and any other participants of the place, date, time and agenda of the meeting;
- (c) serving as secretary of the meetings, recording the time spent on each resolution, preparing and drawing up the respective minutes and other documents in the Company's records, collecting signatures of the members present at the meetings and recording the attendance of any guests;
- (d) filing the minutes and resolutions taken by the Committee at the Company's headquarters, as well as forwarding them to competent authorities for registration and publication, as applicable;
- (e) issuing certificates and summaries and certifying, before third parties, for all legal purposes, the authenticity of resolutions passed by the Committee; and
- (f) analyzing if Committee's resolutions do not conflict with legal and statutory provisions or previous resolutions.

5. Interaction with other the Company's Other Corporate Bodies

5.1. Upon express request, the Committee may receive copies of the minutes of Shareholders' Meetings, other committee meetings, Board of Directors' meetings, meetings of the Executive Board and Fiscal Council (if installed), in addition to clarifications and information deemed necessary for the performance of its respective functions, as long as permitted by law and the Company's Bylaws.

6. Miscellaneous

6.1. Amendments to the Charter. The Committee may review and analyze, whenever necessary, the adequacy of this Charter and propose to the Board of Directors the amendments identified as necessary or convenient. However, this Charter may only be amended by a majority decision of the Board of Directors.

6.2 Situations not Covered Herein. Situations not covered herein, questions regarding interpretation and/or amendments to its terms shall be submitted to the Board of Directors for resolution.

6.3. Cases of Conflict and Inconsistency. In the event of conflict or inconsistency between the provisions of this Charter, the Company's Bylaws or Shareholders' Agreement filed at the Company's headquarters, the provisions of the documents shall prevail in the following order:

- (a) Shareholders' Agreement
- (b) Bylaws
- (c) this Charter



6.4. **Effectiveness.** This Charter shall take effect on the date of its approval by the Board of Directors.

6.5. **Scope.** This Charter shall be observed by the Company, its officers, members of its Board of Directors, members of this Committee and members of the other Advisory Committees, as well as other areas of the Company.

Barueri, June 25, 2021.

Cielo S.A.

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