

## Notice to Shareholders

### Nomination of Candidates as Members of the Board of Directors and the Fiscal Council

**Cielo S.A.** (“Company”) (B3: CIEL3 / OTC – Nasdaq International: CIOXY), in accordance with Art. 6, item II, of CVM Instruction 481/09, as well as the guidelines set out in the ANNUAL/CIRCULAR LETTER-2022-CVM/SEP, hereby informs that **(i)** shareholder Luiz Barsi Filho nominated Mr. **Tiago Brasil Rocha**; and **(ii)** shareholders Antonia Cliucy Pires Chaves, João Antonio Lian, Nuevo Sumatra FIA, Tempo Capital Principal FIA, Rabo de Peixe Transportes, Serviços Marítimos e Empreendimentos Turísticos Ltda., Rosane Moraes Coutinho de Oliveira, VIC DTVM S.A. and Victor Adler jointly nominated Mr. **André Leal Faoro**, to run for the position of board members for Cielo in the majority election of the Board of Directors to be held in the Annual General Shareholders’ Meeting called for April 27, 2022 (“AGM”), including if the election is held by the multiple vote process, under the terms of article 141 of Law 6.404/76 and CVM Instruction No. 165/91.

The Company also clarifies that it resubmitted, on this date, for the purposes of Article 21-L of CVM Instruction 481/09, the remote voting ballot relative to the AGM to include the candidacy of Mr. André Leal Faoro, at the request of the shareholders who nominated him, as referred to in the previous paragraph. Cielo makes it clear that if shareholders who have already sent their remote voting instructions do not do so again, the votes cast for candidates on the previously disclosed ballot will be considered valid. Should shareholders choose to send new voting instructions, they can do so. To avoid duplication the new voting instruction should be forwarded to the same service provider previously used.

Additionally, the Company informs that in the context of the separate election for the Company’s Fiscal Council to be held during the AGM, pursuant to the provisions of article 161, paragraph 4, item “a”, of Law 6.404/76, the shareholder Mr. Luiz Barsi Filho presented the candidacy of Mr. **Felipe Camera Ruiz** (member) and Mr. **Manoel José da Cunha Júnior** (alternate).

Full copies of the documents received by the Company regarding the aforementioned candidates, including their respective resumes and the information required in items 12.5 to 12.10 of the Reference Form, are attached to this Notice to Shareholders.

Barueri, April 1, 2022.

**Gustavo Henrique Santos de Sousa**  
Chief Executive Officer and Investor Relations Officer

ITEMS 12.5 TO 12.10 OF THE REFERENCE FORM

**Candidate nominated as a member of the Board of Directors**

**12.5 Registration data and professional experience:**

Name	Date of birth	Age	Profession		
Tiago Brasil Rocha	10/26/1975	46	Administrator		
Individual Taxpayer Registry (CPF) or Passport (PAS)	Elected Position Held	Election Date	Date of Investiture		
251.877.268-54	Member of the Board of Directors	04/27/2022			
Term of Office	Other Positions and Roles Performed at the Company	Elected by the Controller			
One year	None	No			
Independent Member		Number of Consecutive Terms			
Yes		Does not apply			
Professional Experience					
<p>Undergraduate degree in Business Administration from Universidade Mackenzie, holds a post-graduate degree in Business Economics from the University of São Paulo, a Master's in Administration from Fundação Getulio Vargas, and an Executive MBA from Oxford University (England). He is the founder of Build from Scratch, and currently an alternate member of the Fiscal Council of Banco do Brasil S/A and Klabin S/A. He is a founding partner of the Greentech Business platform and of the Greentech Latin America event on sustainable technologies. Represents Green Innovation Group S/A in Latin America. Former member of the Board at GotChosen (Orlando, FL, USA). Former executive at Klabin S.A. (São Paulo, SP) from November 2011 to March 2018, with his last position in the company being as Finance and Investor Relations Manager; during this period, there was an increase in the company's foreign investor base from 50% to 70%, debt restructuring in 2018 with savings of approximately BRL 8 million. From April 2004 to November 2011, he was an executive at Kimberly Clark Corporation (Dallas, TX, USA and São Paulo, SP), with outstanding leadership in corporate plans, structured finance, capital structure, short and long term plans, taxes, dividend repatriation, Sarbanes Oxley 404, in addition to work at the company's headquarters in Dallas, TX, USA involving taxes and treasury; his last position at the company was Senior Financial Manager of Financial Resources. He also worked at Suzano Pulp and Paper Group from April 2000 to April 2004, leading financial planning and contributions of the Project Finance for Rio Poímeros (USD 1.1bi) and heading the development of the export risk map.</p>					
Statement of Possible Convictions					
<p><b>Tiago Brasil Rocha</b> has no criminal convictions, no convictions in CVM administrative proceedings, nor any court or administrative conviction that has become final and unappealable, that has suspended or impeded the practice of any professional or commercial activity.</p>					

**12.6 Percentage of Participation in Council Meetings in the last fiscal year, held by the respective body and that took place after the investiture:**

Council Member	Participation in meetings (%)
Tiago Brasil Rocha	Not applicable

**12.7. Information mentioned in item 12.5 regarding the members of the statutory committees, as well as of the audit, risk, financial, and compensation committees, even if such committees or structures are statutory:**

Not applicable, since the candidate does not currently serve on any Company committee.

**12.8. Information on acting as a member of the statutory committees, as well as of the audit, risk, financial, and compensation committees:**

Not applicable, since the candidate does not currently serve on any Company committee.

**12.9 Information on the existence of marital relationship, steady union, or kinship up to the third degree between:**

**a. Company's managers**

There is no kinship relationship among the nominated members of the board of directors.

**b. (i) Company's managers and (ii) managers of the Company's direct or indirect subsidiaries**

There is no kinship relationship between the nominated members of the board of directors and those of companies directly or indirectly controlled by the Company.

**c. (i) Company's managers or managers of its direct or indirect subsidiaries and (ii) the Company's direct or indirect parent companies**

There is no kinship relationship among the nominated members of the board of directors and the Company's parent companies.

**d. (i) Company's managers and (ii) managers of the Company's direct and indirect parent companies**

There is no kinship relationship between the nominated members of the board of directors and the members of the boards of directors and fiscal councils of the Company's direct or indirect parent companies.

**12.10. Information on relationship of subordination, service provision or control held in the last 3 fiscal years between the Company's managers**

**a. Company's direct or indirect subsidiary**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and the Company's parent companies.

**b. Company's direct or indirect parent company**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and the Company's parent companies.

**c. if relevant, supplier, client, debtor or creditor of the Company, subsidiaries or parent companies of any of such persons**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and its subsidiaries or parent companies.

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**Tiago Brasil Rocha**

## CLEARANCE STATEMENT

I, TIAFO BRASIL ROCHA, Brazilian, married, administrator, bearer of ID (RG) no. 26183177, issued by SSP/SP, registered under the Individual Taxpayer Registry (CPF/MG) no. 251.877.268-54, resident and domiciled in the city of São Paulo, State of São Paulo, at Rua Urussui, 110, apartment 801, Itaim Bibi, ZIP Code (CEP) 04542-050, pursuant to art. 2 of CVM Instruction 367/02, declare under penalty of law that, if elected to the position of Member of the **Cielo S.A.** Fiscal Council, I will be able to sign the Term of Investiture to which that standard refers, stating that: (i) I am not prevented by special law, nor have I been convicted of a bankruptcy crime, malfeasance, bribery, corruption, embezzlement, economic crime, forgery or property crime, or criminal sentence that prevents, even temporarily, access to public office, as provided for in Article 147, Paragraph 1 of Law No. 6.404/76; (ii) I am not sentenced to suspension or temporary disqualification imposed by the Brazilian Securities and Exchange Commission, which would make me ineligible for management positions at a publicly-held company, as provided for in Paragraph 2 of Article 147 of Law No. 6.404/76; (iii) to the best of my knowledge, I meet the unblemished reputation requirement set forth by Article 147, paragraph 3 of Law No. 6.404/76; and (iv) I do not hold a position in a company that may be considered a competitor of the Company, and I do not have, nor represent a conflicting interest with that of the Company, as provided for in Items I and II of Paragraph 3 of Art. 147 of Law No. 6.404/76.

Finally, I declare under the penalties of the law, in accordance with Art. 10 of ICVM 481/09 (as amended by ICVM No. 561/15) and in accordance with Items 12.9 and 12.10 of the Reference Form in Exhibit 24 of ICVM 552/14, that I do not have any marital relationship, steady union, or kinship up to the 2nd degree with managers of **Cielo S.A.**, its subsidiaries and its parent companies, nor have I had any relationship of subordination, provision of services, or control, in the last three fiscal years, with a subsidiary, indirect or direct parent company, supplier, client, debtor or creditor of **Cielo S.A.**

São Paulo, March 15, 2022.

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Tiago Brasil Rocha

CPF. 251.877.268-54

Tiago Brasil
**ROCHA**

e-mail: [tiago.rocha@sbs.ox.ac.uk](mailto:tiago.rocha@sbs.ox.ac.uk) ;  
[tiago@buildfromscratch.co](mailto:tiago@buildfromscratch.co) ;tel: + 55 11 98104-9964

Professional Experience

Dec/18 – Today	<p><b>Build from Scratch &amp; Greentech Business</b></p> <p><a href="http://www.buildfromscratch.co">www.buildfromscratch.co</a> ; <a href="http://www.greentechbusiness.com">www.greentechbusiness.com</a> <b>Current:</b></p> <p><b>Founder – Sustainable Development Finance Supervisory Board – Banco do Brasil S/A - 2022 to 2023</b></p> <p><b>Supervisory Board – Klabin S/A - 2020 to 2022</b></p>
Nov-11 – Mar-18	<p><b>Klabin S.A –</b> <a href="http://www.klabin.com.br">www.klabin.com.br</a></p> <p><b>Ref:</b> <i>Eduardo Toledo</i> - <a href="mailto:eduardo@toledos.com">eduardo@toledos.com</a> ;<i>Sergio Alfano</i> <a href="mailto:salfano@klabin.com.br">salfano@klabin.com.br</a></p> <p><b>Roadshows with increase of foreign equity investors from approximately 50% to70% of free floating</b></p> <p><b>Structuring \$ 2 billion debt - CRA, Debenture, Bonds and proposal of 10 and 30 yearGreen Bonds</b></p> <p><b>Leadership of Roadshow of the first Green Bond from Klabin in the US.</b></p> <p><b>ECA Structuring – Finnvera and IDB for Puma project – pulp mill \$ 2,3 bilhõescapex, including Biomass Energy</b></p>
Apr-04 – Nov-11	<p><b>Kimberly Clark Corporation –</b> <a href="http://www.kimberly-clark.com">www.kimberly-clark.com</a></p> <p><b>Ref:</b> <i>Edmilson Silva</i> - <a href="mailto:ed.eps2012@gmail.com">ed.eps2012@gmail.com</a> ; <i>Margaret Frazier</i> - <i>US</i></p> <p><b>Capital Structure 44 countries, dividend repatriation plans, Sarbanes Oxley 404 4 Awards - World Class Finance Awards – Financial Structuring – among them newDistribution Center Lease</b></p> <p><b>Invite to work in the Global Headquarters in Dallas – EUA</b></p>

Education and Qualification

2014-2018	University of Oxford	Executive MBA - St. Catherine's College
2008-2011	Fundação Getúlio Vargas	Professional Master in Business Admin.
2004-2006	Universidade de São Paulo – FIFE	Pos Graduate in Economics
1995-2000	Universidade Mackenzie	Graduation Business Administration

Recent Projects Sep/18 to Jan/19	<p><b>Build from Scratch</b></p> <p><b>Mori Energia –</b> Structuring and advisory for the investment160MW Decentralized Generation</p> <p><b>Ref:</b>Bruno Shiraga <a href="mailto:bruno.shiraga@morigd.com">bruno.shiraga@morigd.com</a> ; Eduardo <a href="mailto:elasmar@blslaw.com.br">elasmar@blslaw.com.br</a></p>
Apr/2019	<p><b>P4F – Partnership for Forests –</b> “Credit Ratings for Green Bond Issuers”</p> <p><b>Referência:</b> Felipe Faria – <a href="mailto:felipe.faria@partnershipforforests.com">felipe.faria@partnershipforforests.com</a></p>
May/2019	<p><b>Cliente Confidential –</b> Health industry – study next 30 yearsValuation for a potential M&amp;A deal</p>
Nov/19 to Mar/21	<p><b>Greentech América Latina 2019 / 2020 –</b> Conducted 3 events with:</p> <p><b>+ 700 subscribers, + 450 participants, 25 countries</b></p> <p><b>+800 green technology candidates – 53 companies presented to the public</b></p> <p><b>Ref:</b> Fabio <a href="mailto:falp@famainvestimentos.com.br">falp@famainvestimentos.com.br</a> ; Mark - <a href="mailto:mark.essle@kearney.com">mark.essle@kearney.com</a></p>

## Cielo S.A.

### ITEMS 12.5 TO 12.10 OF THE REFERENCE FORM

#### Candidate Nominated for the Board of Directors

#### 12.5 Registration Data and Professional Experience:

Nome	Data de Nascimento	Idade	Profissão
André Leal Faoro	28/09/1961	60	Advogado
CPF ou Passaporte (PAS)	Cargo Eletivo Indicado	Data de Eleição	Data de Posse
706.343.437-34	Conselho de Administração	AGO 2022	A ser definida
Prazo do Mandato	Outros Cargos e Funções Exercidas na Companhia	Indicação se foi Eleito pelo Controlador	
2 anos	Não se aplica	Não	
Indicação se é Membro Independente		Número de Mandatos Consecutivos	
Sim		0	
Experiência Pro			

Lawyer, partner at Faoro Advogados (since 2005). Graduated from Rio de Janeiro State University (1984), with an LLM in Corporate Law from the University of Chicago (1987). General Counsel for the Superintendence of Private Insurance – SUSEP (1997-1999). Public Prosecutor for the City of Rio de Janeiro (1991-2021). Advisor to the Council of Appeals of the National System of Private Insurance, Open Private Pension and Capitalization – CRSNSP (2013-2018). Member of the Board of Directors for Bradespar S.A. (2017-2020) and of the Fiscal Council for Embratel Participações S.A. (2009-2010) and for Banco Nossa Caixa (2008). Member of the Brazilian Bar Association, Rio de Janeiro section (since 1984) and the New York Bar Association (since 1990).

#### Declaração de Eventuais Condenações

**André Leal Faoro** has no criminal convictions, no convictions in CVM administrative proceedings, nor any court or administrative conviction that has become final and unappealable, that has suspended or impeded the practice of any professional or commercial activity.

#### 12.6 Percentage of Participation in Council Meetings in the last fiscal year, held by the respective body and that took place after the investiture:

Not applicable

#### 12.7 Information mentioned in item 12.5 regarding the members of the statutory committees, as well as of the audit, risk, financial and compensation committees, even if such committees or structures are not statutory:

Does not participate in any Company committees.

**12.8 Information on acting as a member of the statutory committees, as well as of the audit, risk, financial, and compensation committees:**

Does not participate in any Company committees.

**12.9. Information on the existence of marital relationship, common-law marriage, or kinship up to the third degree between:**

**a. *Company's managers***

**b. *(i) Company's managers and (ii) managers of the Company's direct or indirect subsidiaries***

**c. *(i) Company's managers or managers of its direct or indirect subsidiaries and (ii) the Company's direct or indirect parent companies***

**d. *(i) Company's managers and (ii) managers of the Company's direct and indirect parent companies***

There is no relationship between the candidate to the Board of Administration and any of the people mentioned above.

**12.10. Information on relationship of subordination, service provision or control held in the last 3 fiscal years between the Company's managers**

**a. *Company's direct or indirect subsidiary***

No.

**b. *Company's direct or indirect parent company***

No.

**c. *if relevant, supplier, client, debtor or creditor of the Company, subsidiaries or parent companies of any of such persons***

No

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André Leal Faoro

## **STATEMENT**

I, André Leal Faoro, Brazilian, married, lawyer, OAB/RJ no. 51.671, registered under the Individual Taxpayer Registry (CPF/MF) no. 706.343.437-34, with an address at Avenida Eptácio Pessoa, nº 1.674, Salas 201 e 202, Ipanema, Rio de Janeiro/RJ, ZIP Codee (CEP): 22.411-072, pursuant to art. 2 of CVM Instruction 367/02, declare under the penalties of the law that, if elected to the position of Member of the Cielo S.A. Board of Directors, I will be able to sign the Term of Investiture to which that rule refers, stating that: (i) I am not prevented by special law, nor have I been convicted for a bankruptcy crime, malfeasance, bribery, corruption, embezzlement, economic crime, forgery or property crime, or criminal sentence that prevents, even temporarily, access to public office, as provided for in Paragraph 1 of Article 147 of Law No. 6.404/76; (ii) I am not sentenced to suspension or temporary disqualification imposed by the Brazilian Securities and Exchange Commission, which would make me ineligible for management positions at a publicly-held company, as provided for in Paragraph 2 of Article 147 of Law No. 6.404/76; (iii) to the best of my knowledge, I meet the unblemished reputation requirement set forth by Article 147, paragraph 3 of Law No. 6.404/76; and (iv) I do not hold a position in a company that may be considered a competitor of the Company, and I do not have, nor represent a conflicting interest with that of the Company, as provided for in Items I and II of Paragraph 3 of Art. 147 of Law No. 6.404/76.

Finally, I declare under the penalties of the law, in accordance with Art. 10 of ICVM 481/09 (as amended by ICVM No. 561/15) and in accordance with Items 12.9 and 12.10 of the Reference Form in Exhibit 24 of ICVM 552/14, that I do not have any marital relationship, common-law marriage, or kinship up to the 2<sup>nd</sup> degree with managers of Cielo S.A., its subsidiaries and its parent companies, nor have I had any relationship of subordination, provision of services, or control, in the last three fiscal years, with a subsidiary, indirect or direct parent company, supplier, client, debtor or creditor of Cielo S.A.

**Rio de Janeiro, March 28, 2022**

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**André Leal Faoro**

**CPF 706.343.437-34**



# Cielo S.A.

## ITEMS 12.5 TO 12.10 OF THE REFERENCE FORM

Candidate nominated as member of the Fiscal Council

### 12.5 Registration data and professional experience:

Name	Date of birth	Age	Profession
Felipe Camera Ruiz	02/27/1982	40 years old	Production Engineer
Individual Taxpayer Registry (CPF) or Passport (PAS)	Elected Position Held	Election Date	Date of Investiture
221.252.258-40	Member of the Fiscal Council	27/04/2022	
Term of Office	Other Positions and Roles Performed at the Company	Elected by the Controller	
AUG 2023	None	No	
Independent Member		Number of Consecutive Terms	
Yes			
Professional Experience			
Founding partner of AGF and Boa Vista Investimentos. Held senior management positions at Restaurant Brands International (3G Capital), Booz & Company, General Motors, and Mercedes-Benz, among others.			
Statement of Possible Convictions			
Felipe Camera Ruiz has no criminal convictions, no convictions in CVM administrative proceedings, nor any court or administrative conviction that has become final and unappealable, that has suspended or impeded the practice of any professional or commercial activity.			

### 12.6 Percentage of Participation in Council Meetings in the last fiscal year, held by the respective body and that took place after the investiture:

Council Member	Participation in meetings (%)
Felipe Camera Ruiz	Not applicable

### 12.7. Information mentioned in item 12.5 regarding the members of the statutory committees, as well as of the audit, risk, financial, and compensation committees, even if such committees or structures are statutory:

Not applicable, since the candidate does not currently serve on any Company committee.

### 12.8. Information on acting as a member of the statutory committees, as well as of the audit, risk, financial, and compensation committees:

Not applicable, since the candidate does not currently serve on any Company committee.

### 12.9 Information on the existence of marital relationship, common-law marriage, or kinship up to the third degree between:

#### a. Company's managers

There is no kinship relationship among the nominated members of the board of directors.

#### b. (i) Company's managers and (ii) managers of the Company's direct or indirect subsidiaries

There is no kinship relationship between the nominated members of the board of directors and those of companies directly or indirectly controlled by the Company.

#### c. (i) Company's managers or managers of its direct or indirect subsidiaries and (ii) the Company's direct or indirect parent companies

There is no kinship relationship among the nominated members of the board of directors and the Company's parent companies.

**d. (i) Company's managers and (ii) managers of the Company's direct and indirect parent companies**

There is no kinship relationship between the nominated members of the board of directors and the members of the boards of directors and fiscal councils of the Company's direct or indirect parent companies.

**12.10. Information on relationship of subordination, service provision or control held in the last 3 fiscal years between the Company's managers**

**a. Company's direct or indirect subsidiary**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and the Company's parent companies.

**b. Company's direct or indirect parent company**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and the Company's parent companies.

**c. if relevant, supplier, client, debtor or creditor of the Company, subsidiaries or parent companies of any of such persons**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and its subsidiaries or parent companies.

An electronic signature box with a blue border. Inside, there is a stylized black signature 'FAR' and the text 'ASSINATURA ELETRÔNICA' in small capital letters below it.

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**Felipe Camera Ruiz**

# CLEARANCE STATEMENT

I, Felipe Camera Ruiz, Brazilian, married, production engineer, bearer of ID (RG) no. 23.761.890-4, registered under the Individual Taxpayer Registry (CPF) no. 221.252.258-40, with an address at Rua Líbero Badaró, 425 - 20º andar, Centro, São Paulo/SP, ZIP Code (CEP) 01009-000, pursuant to art. 2 of CVM Instruction 367/02, declare under penalty of law that, if elected to the position of Member of the Cielo S.A. Fiscal Council, I will be able to sign the Term of Investiture to which that standard refers, stating that: (i) I am not prevented by special law, nor have I been convicted of a bankruptcy crime, malfeasance, bribery, corruption, embezzlement, economic crime, forgery or property crime, or criminal sentence that prevents, even temporarily, access to public office, as provided for in Article 147, Paragraph 1 of Law No. 6.404/76; (ii) I am not sentenced to suspension or temporary disqualification imposed by the Brazilian Securities and Exchange Commission, which would make me ineligible for management positions at a publicly-held company, as provided for in Paragraph 2 of Article 147 of Law No. 6.404/76; (iii) to the best of my knowledge, I meet the unblemished reputation requirement set forth by Article 147, paragraph 3 of Law No. 6.404/76; and (iv) I do not hold a position in a company that may be considered a competitor of the Company, and I do not have, nor represent a conflicting interest with that of the Company, as provided for in Items I and II of Paragraph 3 of Art. 147 of Law No. 6.404/76.

Finally, I declare under the penalties of the law, in accordance with Art. 10 of ICVM 481/09 (as amended by ICVM No. 561/15) and in accordance with Items 12.9 and 12.10 of the Reference Form in Exhibit 24 of ICVM 552/14, that I do not have any marital relationship, steady union, or kinship up to the 2<sup>nd</sup> degree with managers of Cielo S.A., its subsidiaries and its parent companies, nor have I had any relationship of subordination, provision of services, or control, in the last three fiscal years, with a subsidiary, indirect or direct parent company, supplier, client, debtor or creditor of Cielo S.A.

São Paulo, March 15, 2022.

The image shows a digital signature within a rectangular frame. The signature is written in black ink and appears to be 'F. Ruiz'. Below the signature, the text 'ASSINATURA ELETRÔNICA' is printed in a small, sans-serif font.

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**Felipe Camera Ruiz**

**CPF. 221.252.258-40**

# CIELO S.A.

ITEMS 12.5 TO 12.10 OF THE REFERENCE FORM

## Candidate nominated as alternate member of the Fiscal Council 12 5 Registration data and professional experience:

Name	Date of birth	Age	Profession
Manoel José da Cunha Jr	01/12/1985	37	Business Administrator
Individual Taxpayer Registry (CPF) or Passport (PAS)	Elected Position Held	Election Date	Date of Investiture
041.867.319-50	Alternate Member of the Fiscal Council	04/27/2022	
Term of Office	Other Positions and Functions Exercised at the Company	Elected by the Controller	
AUG 2023	None	No	
Independent Member		Number of Consecutive Terms	
Yes		Does not apply	
Professional Experience			
<p>- <b>ADM CONTROL RPA – Florianópolis – SC.</b> Position: Partner – Chief Operating Officer - Responsible for directing the startup's operations, for the purpose of accelerating the development of a profitable, scalable, and agile business model. Period from October 2021 to present.</p> <p>- <b>ADM S.A. - Florianópolis - SC.</b> Position: Chief Operating Officer - Current project: Gas Station Network turn around – manage the operational restructuring of a client in expansion in the fuel retail market, aiming to develop a sustainable business model that can be replicated to all units and other businesses of the Group. Period from March 2019 to present.</p> <p>- <b>Instituto do Conhecimento Paralelo 27 – Florianópolis – SC.</b> Position: Partner Consultant - Provision of consulting services, training, and in-company projects in the various areas of public or private administration, in an integrated and multidisciplinary manner. Focus on commercial and operations management. Period from March 2019 to present.</p> <p>- <b>Metalúrgica Cacupé. – Florianópolis – SC.</b> Position: Commercial Manager - Responsible for developing and implementing strategies and policies for managing the national market of channels for marketing the AcquaSave/3P Technik product line for rainwater utilization. - Reorganization of commercial policies and sales channel management metrics. - Constant relationship with the sales channels and direct operation in negotiations with large clients and in projects of high commercial and technical complexity. - Implementation and management of Inbound Marketing strategies and brand repositioning on the web, in order to make the brand a reference on the internet in the operating segment. - Development, application and management of Commercial Policies focused on market expansion, prospecting and management of authorized resellers, resulting in the expansion of the sales channel network in all regions of the national territory. - Strategy development and application of regularity methodologies in training the sales force and technical teams of the resale channels. Strategy focused on reducing reseller evasion. Hired from October 2012 to October 2018.</p> <p>- <b>IONICS Technology. – Florianópolis – SC.</b> Position: Business Executive</p> <p>- Responsible for commercial management in the Midwest, North and Paraná regions. - Channel network management. Development of strategies, prospecting, product presentation, needs assessment, proposal development, negotiation, closing, and deployment monitoring.</p>			

Hired from March 2009 to June 2011.
<b>Statement of Possible Convictions</b>
<b>Manoel José da Cunha Jr</b> has no criminal convictions, no convictions in <b>CVM</b> administrative proceedings, nor any court or administrative conviction that has become final and unappealable, that has suspended or impeded the practice of any professional or commercial activity.

**12.6 Percentage of Participation in Council Meetings in the last fiscal year, held by the respective body and that took place after the investiture:**

<b>Council Member</b>	<b>Meeting attendance</b>
Manoel José da Cunha Jr	Not Aplicable

**12.7. Information mentioned in item 12.5 regarding the members of the statutory committees, as well as of the audit, risk, financial, and compensation committees, even if such committees or structures are statutory:**

Not applicable, since the candidate does not currently serve on any Company committee.

**12.8. Information on acting as a member of the statutory committees, as well as of the audit, risk, financial, and compensation committees:**

Not applicable, since the candidate does not currently serve on any Company committee.

**12.9 Information on the existence of marital relationship, common-law marriage, or kinship up to the third degree between:**

**a. Company's managers**

There is no kinship relationship among the nominated members of the board of directors.

**b. (i) Company's managers and (ii) managers of the Company's direct or indirect subsidiaries**

There is no kinship relationship between the nominated members of the board of directors and those of companies directly or indirectly controlled by the Company.

**c. (i) Company's managers or those of its direct or indirect subsidiaries and (ii) the Company's direct or indirect parent companies**

There is no kinship relationship among the nominated members of the board of directors and the Company's parent companies.

**d. (i) Company's managers and (ii) managers of the Company's direct and indirect parent companies**

There is no kinship relationship between the nominated members of the board of directors and the members of the boards of directors and fiscal councils of the Company's direct or indirect parent companies.

**12.10. Information on relationship of subordination, service provision or control held in the last 3 fiscal years between the Company's managers**

**a. Company's direct or indirect subsidiary**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and the Company's parent companies.

**b. Company's direct or indirect parent company**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and the Company's parent companies.

**c. if relevant, supplier, client, debtor or creditor of the Company, subsidiaries or parent companies of any of such persons**

Not applicable, since there are no relations of subordination, provision of services or control maintained between the nominated board member, the Company and its subsidiaries or parent companies.

  
Manoel José da Cunha Junior

## CLEARANCE STATEMENT

I, MANOEL JOSÉ DA CUNHA JUNIOR, Brazilian, Married, Business Administrator, ID 4415985 SSP/SC, Individual Taxpayer Registry (CPF) 041.867.319-50, residing and domiciled at Rua Pedro Gregório, 279, ap 804, Barreiros, São José/SC, CEP 88117-335, pursuant to art. 2 of CVM Instruction 367/02, declare under penalty of law that, if elected to the position of Alternate Member of the Cielo S.A. Fiscal Council, I will be able to sign the Term of Investiture to which that standard refers, stating that: (i) I am not prevented by special law, nor have I been convicted of a bankruptcy crime, malfeasance, bribery, corruption, embezzlement, economic crime, forgery or property crime, or criminal sentence that prevents, even temporarily, access to public office, as provided for in Article 147, Paragraph 1 of Law No. 6.404/76; (ii) I have not received a sentence of suspension or temporary disqualification imposed by the Brazilian Securities and Exchange Commission, which would make me ineligible for management positions at a publicly-held company, as provided for in Paragraph 2 of Article 147 of Law No. 6.404/76; (iii) to the best of my knowledge, I meet the unblemished reputation requirement set forth by Article 147, paragraph 3 of Law No. 6.404/76; and (iv) I do not hold a position in a company that may be considered a competitor of the Company, and I do not have, nor represent a conflicting interest with that of the Company, as provided for in Items I and II of Paragraph 3 of Art. 147 of Law No. 6.404/76.

Finally, I declare under the penalties of the law, in accordance with Art. 10 of ICVM 481/09 (as amended by ICVM No. 561/15) and in accordance with Items 12.9 and 12.10 of the Reference Form in Exhibit 24 of ICVM 552/14, that I do not have any marital relationship, common-law marriage, or kinship up to the 2<sup>nd</sup> degree with managers of CIELO S.A., its subsidiaries and its parent companies, nor have I had any relationship of subordination, provision of services, or control, in the last three fiscal years, with a subsidiary, indirect or direct parent company, supplier, client, debtor or creditor of CIELO S.A.

São José/SC, March 8, 2022.



INDIVIDUAL TAXPAYER REGISTRY (CPF)  
041.867.319-50

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**MANOEL JOSÉ DA CUNHA JUNIOR**  
**Business Manager - CRA-SC 20526.**

**Brazilian taxpayer number [CPF/MF]: 041.867.319-50.**

**Date of Birth: January 12th, 1985.**

**Marital status: Married.**

**Phone: (48) 9 9116 0614.**

**e-mail: manoelcunha@gmail.com**

**<https://www.linkedin.com/in/manoel-jos%C3%A9-da-cunha-junior-a7a31732/>**

**Address: Rua Pedro Gregório, 279 – Ap. 804, Barreiros – São José/SC – CEP 88117-335**

## **PROFILE**

**Has specialization in business administration, focus on results, value generation, rentability and market expansion. Focused on strategic management, market development, indicators, and management metrics. Has experience in team management, development and training, and also in sales channel and operations. Firm knowledge and experience in sustainability, leadership and team management.**

## **ACADEMIC EXPERIENCE**

- Fundação Getúlio Vargas – FGV – Florianópolis – SC - Brazil.  
MBA in Commercial Management - Concluded in April, 2015.

- Universidade do Estado de Santa Catarina – UDESC/ESAG – Florianópolis – SC - Brazil. Curso de Business Administration – Concluded in January, 2009.

## **PROFESSIONAL EXPERIENCES**

- **ADM CONTROL RPA** – Florianópolis – SC.  
Position: **Partner – Operations Director**

**Responsible for the startup's Operations Department, with the aim of accelerating the development of a profitable, scalable and agile business model.**

**October 2021 - Present.**

- **ADM S.A.** – Florianópolis – SC.  
Position: **Operations Director**

- **Main project: Gas Station Network Turn-around, manage the operational restructuring of an expanding customer in the retail fuel sales market, with the objective of developing a sustainable business model that can be replicated in all units and other businesses of the Group.**

**March 2019 – Present.**

- **Instituto do Conhecimento Paralelo 27** – Florianópolis – SC.  
Position: **Consulting Partner**

- **Providing consultancy services, training and in-company projects in the various areas of Administration, public or private, in an integrated and multidisciplinary way. Focusing on commercial and operations management.**

**March 2019 - Present.**

- **Metalúrgica Cacupé.** – Florianópolis – SC.  
Position: **Commercial Manager**

- Responsible for developing and implementing strategies and policies for managing the national market of commercialization channels for the AcquaSave / 3P Technik product line for rainwater harvesting.

- Reorganization of commercial policies and sales channel management metrics.

- Constant relationship with sales channels and direct action in negotiations with large customers and in projects of high commercial and technical complexity.

- Implementation and management of strategies in Inbound Marketing and repositioning of the brand on the web, to make the brand a reference on the internet in the segment of assessment.

- Development, application and management of Commercial Policies aimed at market expansion, capture and management of authorized resellers, resulting in the expansion of the network of sales channels in all regions of the national territory.
- Strategy development and application of regularity methodologies in training the sales force and technical teams of the resale channels. Strategy focused on reducing reseller evasion.

**October 2012 to October 2018.**

- **IONICS Technology.** - Florianópolis – SC.

Position: **Business executive**

**– Responsible for comercial management of the Brazilians regions of Centro Oeste, Norte e Paraná.**

- Channel network management. Strategy development, prospecting, product presentation, needsassessment, proposal development, negotiation, closing and implementation monitoring.

**March 2009 to June 2011.**

**LANGUAGES**

- English – Intermediary.
- Spanish – Intermediary.

**OTHER ACTIVITIES**

- Certificate Course for Administrators for Public Companies and Mixed Economy Societies of the State of Santa Catarina - Fundação Escola de Governo – ENA.

**Florianópolis (SC), Brazil – Conclusion in March, 2022.**

- Fiscal Council in Practice – Instituto Brasileiro de Governança Corporativa – IBGC.

Certification n° CS0031396

**São Paulo (SP), Brazil – november 2021.**

- Speaker on the Civil Engineering Academic Week – Technological Sciences Center – CCT, Universidade do Estado de Santa Catarina - UDESC – Joinville/SC – October, 2017.

- Speaker on the Water Engineering Week – Universidade Federal de Pelotas - UFPel – Pelotas/RS – October 2017.

- Speaker on the Environmental and Sanitary Engineering Academic Week – Centro de Ciências Agroveterinárias – CAV, Universidade do Estado de Santa Catarina - UDESC – Lages/SC – November, 2016,

- Guided Implementation Course of RD Station – Resultados Digitais

**Generate Leads and Automate “First steps to: Generate qualified Leads, reduce acquisition cost”. July and August 2016.**

- Presence on the “4th Congresso Catarinense de Vendas”. Grupo K.L.A International – Florianópolis/SC – September, 2015.

- Speaker on the course: Sizing of Rainwater Harvesting Systems.

**Value Apprentices – Elekt H2O Innovations – Florianópolis/SC – August 2015.**

- Presence on the Expo-Londrina. Presentation together with EMATER-PR of “Urban and Rural Solutions for Rainwater Harvesting” – April, 2015.

- Speaker on the course: Sizing of Rainwater Collection Systems. Value Apprentices - UNISUL – Tubarão/SC – March, 2015.

- Presence on the “3rd Congresso Catarinense de Vendas”. Grupo K.L.A International – Florianópolis/SC – March, 2015.



- Member of da GBC – Brasil. Green Building Brasil – October, 2013.

**Florianópolis, March 10th, 2022.**