

Title:	DISCLOSURE OF MATERIAL ACT OR FACT AND SECURITIES TRADING	Code:	PLT_018
VPE / DE:	Finance and IR	Version:	07

Revision History

Version:	Approval Date:	History:
01	22/09/2010	Preparation of the Document
02	18/06/2015	Inclusion of the items Scope (II), Supplementary Documentation (III), Concepts and Acronyms (IV), Responsibilities (V), Consequence Management (VII) and Exceptions (VIII).
03	18/05/2016	Combination of the Policies of "Disclosure of Relevant Act or Fact" and "Securities Trading", updated according to the new provisions of CVM Instruction 358
04	19/07/2018	Suitability to new New Market rules
05	31/07/2019	Change in the disclosure procedure of a Material Act or Fact Inclusion of provisions related to Training, Compliance and Violation of the Disclosure and Trading Policy.
06	26/07/2021	Improvement of rules and criteria related to the procedures for disclosure of Material Facts.
07	03/11/2022	Compliance with the new rules of CVM Resolution 44.

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I. Purpose

The purpose of this Disclosure of Relevant Act or Fact and Securities Trading Policy ("Policy" or "Disclosure and Trading Policy") is to establish the procedures related to the disclosure of relevant acts or facts and standards of good conduct to be observed by the Related Parties, in addition to ensuring compliance with the laws and rules that prohibit the practice of *Insider Trading* and establish the rules to ensure the observance of good practices in the trading of securities issued by Cielo S. A. - Instituição de Pagamento ("Cielo" or "Company").

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II. Scope

It applies to Related Persons, even those who have not signed the adhesion form as per Annex II, to Associated Persons and, as far as they are concerned, to Subsidiaries and Affiliates.

With respect to the Affiliated Companies, the Company's representatives who act in managing its Affiliated Companies must make every effort to define their directions based on the guidelines set forth in this Policy, considering the specific needs and the legal and regulatory aspects to which they are subject.

III. Guidelines

1. Principles and Objectives

1.1. The Policy is based on the following principles and objectives:

- 1.1.1. Ensure transparency and fairness in the provision of information to *Stakeholders* and Market Entities;
- 1.1.2. Ensure ample and timely disclosure of Material Act or Fact, as well as to zeal for the secrecy when not disclosed;
- 1.1.3. Consolidate good corporate governance practices; and
- 1.1.4. Collaborate for the stability and development of the Brazilian capital market.

2. Procedures for disclosure of Material Act or Fact

2.1. The immediate disclosure and reporting of any Material Act or Fact to the Securities and Exchange Commission of Brazil ("CVM") and to the Market Entities, as well as the adoption of the other procedures set forth herein, is the obligation of the Investor Relations Officer, as set forth below:

- 2.1.1. The Investor Relations Officer shall analyze the concrete situations that may arise in the course of the Company's and its Controlled Companies' business, always considering their materiality, concreteness or strategic

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importance, as well as the disclosure practices adopted by the Company until then, in order to verify whether or not such situations constitute a Material Act or Fact, under the terms of the Brazilian Law of Corporations and of CVM Resolution 44/21 ("CVM Resolution 44").

2.1.2 Disclosure must be made simultaneously to the CVM and the Market Entities, before the beginning or after the closing of business in the Market Entities. When Securities issued by the Company are being traded simultaneously in Brazilian and foreign Market Entities, the disclosure shall be made, as a rule, before the start or after the close of business in all countries, prevailing the hours of operation of the Brazilian market in the event of incompatibility.

2.1.3. The disclosure of Material Act or Fact shall also be made through (i) publication in a news portal with page in the world wide web, which makes the information available in its entirety in a section that is free to access, or (ii) major newspapers usually used by the Company, which may be made in a summarized form, indicating the world wide web addresses where the complete information should be available to all investors. Any Material Act or Fact must also be disclosed through the Investor Relations website, at <http://ri.cielo.com.br>.

2.2. The Related Persons who may have access to information on any Material Act or Fact shall be responsible for reporting such information to the Investor Relations Officer, and should also check whether the measures described in this Policy and in the applicable legislation for the disclosure of the respective information have been taken after the information is reported.

2.2.1. If the Related Persons verify the omission of the Investor Relations Officer in fulfilling their duty to report and disclose, and provided that it has not been decided to maintain the confidentiality of the Material Act or Fact, pursuant to item 3 of this Disclosure and Trading Policy, they should immediately report the Material Act or Fact directly to the CVM

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to exempt themselves from liability imposed by applicable regulations in the event of non-disclosure.

2.3. Whenever the CVM or the Market Entities require from the Investor Relations Officer additional clarifications to the reporting and disclosure of a Material Act or Fact, or if there is an atypical oscillation in the quotation, price or quantity traded of the Securities issued by the Company or related to them, the Investor Relations Officer must inquire the people with access to the Material Acts or Facts, in order to find out if they are aware of information that should be disclosed to the market.

2.3.1. The Company's Directors and other Employees with Access to Insider Information inquired pursuant to this item shall immediately respond to the request of the Investor Relations Officer.

2.3.2. If, exceptionally, it is imperative that the disclosure of the Material Act or Fact occurs during trading hours, the Investor Relations Officer shall contact B3 S.A. – Brasil, Bolsa e Balcão previously in order for it to evaluate the possibility of suspending trading in the Securities and may, prior to the disclosure of the Relevant Act or Fact, request, always simultaneously to the Market Entities, in Brazil and abroad, the suspension of trading in Securities issued by the Company or related to them, for the time necessary for the proper dissemination of the respective information. The Company must prove to the Market Entities that the requested suspension of trading has occurred in Brazil and abroad.

2.4. The Company has a Disclosure Forum, with its composition, attributions, and responsibilities defined in its own internal regulation, which is responsible, in the cases foreseen in its regulation, for giving consultative and non-binding opinions, and advising the Investor Relations Officer in the evaluation of the flows of public information and in the procedures of disclosure of information and reporting by the Company to its shareholders and to the market.

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3. Exception to disclosure of Material Act or Fact

- 3.1. Exceptionally, the Material Acts or Facts may not be disclosed if the Controlling Shareholder or the Company's Directors understand that their disclosure will put the Company's legitimate interest at risk. The procedures established in item 4 of this document must be adopted in order to ensure the confidentiality of such information.
- 3.1.1. If the Material Act or Fact is related to operations directly and/or solely involving the Controlling Shareholder, the latter may recommend to the Investor Relations Officer not to disclose it, stating the reasons for his recommendation. In this case, it will be up to the Investor Relations Officer, taking into account the best interests of the Company and its shareholders as a whole, to decide whether or not to disclose the Material Act or Fact.
- 3.2. The Controlling Shareholders and the Company's Directors are obliged, either directly or through the Investor Relations Officer, to immediately disclose a Material Act or Fact in any of the following cases:
- 3.2.1. The information has become known to third parties who are strangers to the Company and to the eventual business that characterizes the Material Act or Fact;
- 3.2.2. There is subsisting evidence and well-founded fear that a violation of secrecy of the Material Act or Fact has occurred; or
- 3.2.3. There is an atypical oscillation in the quotation, price or traded quantity of the Securities issued by the Company or referenced to them that indicates the violation of secrecy of the Material Act or Fact.
- 3.3. If the Investor Relations Officer does not take the necessary measures for the immediate disclosure referred to in this item, it will be up to the Controlling Shareholder himself, to the Board of Directors, or to the other Officers of the Company that are aware of the Material Act or Fact to take such measures.

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3.4. The Investor Relations Officer must always be informed of any Material Act or Fact kept confidential, and it is his responsibility, together with the other persons who have knowledge of such information, to ensure that the appropriate procedures are adopted to maintain confidentiality.

3.4.1. Whenever there is doubt as to the legitimacy of the non-disclosure of the information by those who have knowledge of a Material Act or Fact kept confidential, the issue may be submitted to the CVM, in the manner provided for in the applicable rules.

4. Procedures for preserving confidentiality of Material Acts or Facts

4.1. The Related Persons must maintain the confidentiality of information relating to Material Acts or Facts of the Company and its parent companies, Subsidiaries and Affiliates, to which they have privileged access due to the office or position they occupy, until its effective disclosure to the market, as well as ensure that subordinates and third parties in their confidence also do so, and are held jointly and severally liable with them in the event of non-compliance.

4.2. The following procedures should also be observed:

4.2.1. Involve only the people considered essential in the actions that may result in Material Acts or Facts;

4.2.2. Do not discuss confidential information in the presence of third parties who have no knowledge of it, even if it can be expected that such third parties cannot perceive the meaning of the conversation;

4.2.3. Do not discuss confidential information in conference calls where you cannot be sure who actually are the people who can participate in it;

4.2.4. Keep documents of any kind pertaining to confidential information, including handwritten personal notes, in a locked safe, cabinet, or file cabinet, to which only people authorized to know the information have access;

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- 4.2.5. Generate electronic documents and files related to confidential information always in an electronic environment to which only people whose science is essential have access;
- 4.2.6. Internally circulate the documents containing confidential information in sealed envelopes, or by electronic mail, always emphasizing the confidentiality of the documents, which should always be delivered directly to the recipient in person;
- 4.2.7. Without prejudice to the responsibility of the person transmitting confidential information, require a third party outside the Company that needs access to the information to sign a confidentiality agreement, in which the nature of the information must be specified and the statement that the third party recognizes its confidential nature, undertaking not to disclose it to any other person.
- 4.3 All processing of personal data eventually carried out will be conducted in compliance with the applicable privacy and data protection laws, especially Law No. 13,709/2018 ("General Law on the Protection of Personal Data" or "LGPD"), including the transmission or sharing of personal data, requiring third parties who have access to this information to comply with the applicable legal requirements, with the Company's internal policies and with the best market practices regarding information security.
- 4.4. When confidential information needs to be disclosed to an employee of the Company, to another person holding a post, function or position in the Company, its Controlling Shareholders, Subsidiaries or Affiliates, other than a Director or Audit Committee member of the Company, or a member of any Company bodies with technical or advisory functions, created by statutory provision, the person responsible for transmitting the information must make sure that the person receiving it is aware of this Policy.

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5. Prohibited Securities Trading:

- 5.1. The prohibitions established in this Policy apply to the trades carried out (i) inside or outside regulated securities market environments; (ii) directly or indirectly, by means of Subsidiaries or third parties with whom a fiduciary or portfolio management agreement is maintained; and (iii) for their own account or for the account of third parties.
- 5.3. For the purposes of this Policy, indirect trades or trades on behalf of third parties are not considered to be those carried out by investment funds of which the persons subject to this Policy are shareholders, provided that the trading decisions cannot be influenced by the shareholders.
- 5.3.1. The trading decisions of the administrator and the manager of an exclusive fund are presumed to be influenced by the fund's shareholder, except in cases where the shareholder of the exclusive fund is an insurance company or an open complementary pension fund entity and its objective is to invest resources from the Free Benefit Generating Plan (PGBL) and the Free Benefit Generating Life (VGBL), during the deferral period.
- 5.4. Except in the case provided for in item 10.3 of this Policy, the prohibitions on trading in Securities apply to Securities lending transactions carried out by the Related Persons and/or Associated Persons in the position of lender, and it is forbidden for the Related Persons and/or Associated Persons to carry out Securities lending transactions in the position of borrower.

6. Securities Trading Lock-Up Period

- 6.1. Related Persons may not trade Securities during the Lock-up Period.
- 6.2. The Investor Relations Officer is not obliged to inform the reasons for the determination of the Lock-up Period, and the above-mentioned persons shall keep this determination confidential.

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6.2.1. For the purposes of this item, the Investor Relations Officer must expressly indicate the initial term and the final term of the Lock-up Period.

6.2.2. The absence of communication from the Investor Relations Officer about the Trading Prohibition Period will not exempt anyone from complying with this Disclosure and Trading Policy, as well as with the provisions of CVM Resolution 44 and other CVM normative acts.

7. Exceptions to general restrictions on Securities Trading

7.1. The trading restrictions set forth in this Policy do not apply to Related Persons when they carry out operations in accordance with the Investment or Divestment Plan.

7.2. The assumptions provided for in item 9. 1 below do not apply: (i) to cases of acquisition of shares held in treasury, by means of private trading, resulting from the exercise of a purchase option in accordance with the stock option granting plan approved by the Company's governance bodies, or when it is a case of granting of shares to Managers, employees or service providers as part of compensation previously approved by the governance bodies, and (ii) negotiations involving Fixed Income Securities, when carried out by means of operations with combined repurchase commitments by the seller and resale by the buyer, for settlement on a pre-established date, prior to or equal to the maturity date of the securities object of the operation, carried out with pre-established profitability or remuneration parameters.

7.3. The prohibition in item 9 below does not apply to subscriptions of new Securities issued by the Company, without prejudice to the application of the rules on disclosure of information in the context of the issue and offer of these Securities.

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8. Investment or Divestment Plan

8.1. The negotiations of the Related Persons carried out in accordance with the Investment or Divestment Plan will fall within the scope of this Policy, provided that it:

8.1.1. Is formalized in writing before the Investor Relations Officer before any negotiations are carried out, and is subject to verification, including with regard to its institution and any changes in its content;

8.1.2. Establishes, irrevocably and irreversibly, the dates or events and the values or quantities of business to be conducted by the participants; and

8.1.3. Provide for a minimum period for the Investment or Divestment Plan itself, its eventual modifications and cancellation to take effect, according to the period established in the CVM regulations in force on the date the Plan is signed.

8.2. Investment or Divestment Plan participants may not:

8.2.1. Maintain more than one Individual Investment or Divestment Plan at the same time; and

8.2.2. Perform any operations that cancel or mitigate the economic effects of the operations to be determined by the Individual Investment or Divestment Plan.

8.3. The Board of Directors must verify and follow up, at least every six months, by means of a report from the Executive Board, the adherence of the participants to the Investment or Divestment Plans they formalized and their negotiations carried out.

8.4. The Investment or Divestment Plans must be substantially executed in the form of Annex IV to this Policy and must be executed before the Investor Relations Officer, under the terms of CVM Resolution 44.

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8.5. The restrictions provided for in items 9 and 10 do not apply in the event of negotiations carried out in the scope of an Investment or Divestment Plan, as long as the requirements set forth in CVM Resolution 44 are met.

9. Restrictions on trading pending disclosure of Relevant Act or Fact

9.1. In the event of the existence of Insider Information, the trading of Securities is forbidden by any person who has access to it, with the purpose of gaining advantage for themselves or others, until the Company discloses the Insider Information to the market in the form of Material Act or Fact. For the purposes of defining non-compliance with the prohibition mentioned in this item, it is assumed that:

- i. the Related Person who traded Securities with Insider Information made use of such information in the aforementioned negotiation;
- ii. Controlling Shareholders, Administrators, members of the Fiscal Council and the Company itself, in relation to business with Securities of its own issue, have access to all Insider Information;
- iii. the persons mentioned in item (ii) above, as well as those who have a commercial, professional or trust relationship with the Company, upon holding material information not yet disclosed, know that it is Insider Information;
- iv. Managers who leaves the Company with Insider Information avail themselves of such information if they trade Securities issued by the Company within 3 (three) months from resignation;
- v. material information includes information about mergers, total or partial spin-off, merger, transformation, or any form of corporate reorganization or business combination, change in the Company's control, including through the execution, amendment or termination of a shareholders' agreement, decision to promote the cancellation of the Company's registration as a publicly-held company or change in the environment or

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trading segment of its shares, as from the moment that studies or analyses related to the matter are initiated; and

- vi. material information includes information about requests for judicial or out-of-court reorganization and bankruptcy filed by the Company itself is relevant, as from the moment studies or analysis related to such requests are started.

9.2. The assumptions provided for in item 9.1: (I) are relative and must be analyzed together with other elements that indicate whether or not the breach of the prohibition provided for in item 9.1 was, in fact, practiced; and (II) may, as the case may be, be used in combination.

10. Prohibition to trade in a period prior to the disclosure of quarterly information and standardized financial statements

10.1. Related Persons may not trade Securities during the period of 15 (fifteen) calendar days prior to the disclosure or publication, as the case may be, of the Company's quarterly information (ITR) and the Company's standardized financial statements (DFP), regardless of whether such Related Persons are aware of the content of the Company's quarterly information (ITR) and annual financial statements (DFP).

10.1.1. The prohibition referred to in item 10.1 is independent of the evaluation as to the existence of relevant information pending disclosure or the intention in relation to the negotiation.

10.1.2. The period referred to in item 10.1 excludes the day of disclosure, however, trades with Securities may only be carried out on this day after said disclosure.

10.2. The restrictions set forth in item 10.1 above do not apply in the event of negotiations carried out in the scope of an Investment or Divestment Plan, provided that, in addition to the provisions of item 8.1:

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10.2.1. The Company has approved a schedule defining specific dates for disclosure of the Company's quarterly information (ITR) and the Company's standardized financial statements (DFP); and

10.2.2. The respective Investment or Disinvestment Plan obliges its participants to revert to the Company any avoided losses or gains earned in negotiations with Securities issued by the Company, resulting from any change in the dates of disclosure of the Company's quarterly information (ITR) and the Company's standardized financial statements (DFP), calculated through reasonable criteria defined in the Individual Investment or Disinvestment Plan itself.

10.3. The restrictions provided for in item 10.1 above also do not apply to: (i) trades involving fixed income Securities, when carried out through operations with joint commitments of repurchase by the seller and resale by the buyer, for settlement on a pre-established date, prior or equal to the maturity of the securities subject to the operation, carried out with predefined profitability or compensation parameters; and (ii) operations aimed at fulfilling obligations assumed before the beginning of the prohibition period arising from loans of Securities, exercise of purchase or sale options by third parties and forward purchase and sale agreements.

11. Change in Disclosure and Trading Policy

11.1. Through a Board of Directors resolution, this Policy may be amended in the following situations:

11.1.1. When the CVM expressly determines that a change must be made;

11.1.2. In the face of modification in the applicable legal and regulatory norms, in order to implement the necessary adaptations; and

11.1.3. When the Board of Directors, in the process of evaluating the effectiveness of the procedures adopted, finds that changes are needed.

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11.2. Changes to this Policy must be communicated to the CVM and to Market Entities by the Investor Relations Officer in the form required by the applicable rules, as well as to the persons included in the list referred to in the item below.

11.3. This Policy may not be amended while awaiting Material Fact not yet disclosed.

12. Policy Agreement

12.1. The Company must send the Controlling Shareholders, Managers and members of the Fiscal Council a copy of this Policy by registered mail or e-mail with acknowledgement of receipt, requesting the return to the Company of the agreement form duly signed as per Annex II of this Policy, which will be filed at the Company's headquarters.

12.1.1. On the date of the election of the new Directors, they must be required to sign the form in Annex II and be made aware of this Policy.

12.1.2. Disclosure of this Policy to persons not referred to in the item above will be made as explained in the training program described in item 13.1.

12.1.3. The Company will keep at its headquarters, at the disposal of CVM, the list of people contemplated in this item and their qualifications, indicating position or function, address and enrollment number in the National Register of Legal Entities or in the National Register of Individuals, updating it immediately whenever any change is made.

12.1.4. The Controlling Shareholders, Managers and members of the Fiscal Council and of any Company bodies with technical or advisory functions, created by statutory provision, and those who will acquire this capacity, must not only sign the Acceptance Form in accordance with Annex II, but also sign the Declaration in accordance with Annex III in the case of negotiations that alter their Relevant Shareholding, and forward them to the Investor Relations Officer.

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13. Training

13.1. Periodically, mandatory training must be conducted through the e-learning channel available on the Intranet via the Cielo University Portal, to raise awareness and reaffirm the commitment of the Related Persons and other employees in relation to the guidelines and orientations contained in this Policy.

14. Compliance with the Disclosure and Trading Policy

14.1. The Company monitors compliance with this Policy through its Investor Relations area, which is responsible for verifying the occurrence of transactions during the blackout periods and for reporting any violations to the Ethics Forum.

14.2. In order to monitor the trades made with Securities issued by the Company, the Company adopts the following practices: (a) the Company's Employees and Managers who receive from the Company, under the remuneration policies in force, Securities issued by it, will have such Securities blocked by the brokerage house hired by the Company in the periods of prohibition on trading, through a systemic lock; and (b) the Company performs monthly analysis of the shareholder base, sent by the bookkeeping bank of the shares of its issue, in order to monitor negotiations carried out involving such shares by its Managers.

15. Violation of the Disclosure and Trading Policy

15.1. After verification of any non-compliance with this Policy, identified through the procedures described in item 14 above or reports made to the Company's Ethics Channel, the Related or Associated Persons who violate the provisions of this Policy will be subject to the application of penalties established by law and disciplinary sanctions, including, for example:

15.1.1. Warnings applied in the first and second infraction of the provisions of this Policy, cumulative with the communication to the Company's

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Ethics Forum about the occurrence and, according to the seriousness of the case, dismissal for just cause in the case of the third infraction or other disciplinary measure, to be deliberated by the Ethics Forum, in compliance with the Company's Consequence Management Standard and the provisions of this Policy.

15.1.2. Exceptions to the application of disciplinary measures provided in item 15.1.1 shall be deliberated by the Ethics Forum.

16. Clarification and guidance

16.1. Any doubts on the provisions of this Policy or on the application of any of its provisions must be forwarded directly to the Investor Relations Officer, who will provide the proper clarification or guidance.

17. Disclosure

17.1. The unauthorized disclosure of non-publicly disclosed Insider Information about the Company is a harmful practice to the Company, its shareholders, and the market in general, and is strictly prohibited.

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:

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

Non-compliance with the guidelines of this Policy will lead to the application of accountability measures to the agents that fail to comply with it, as described in item 15.

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The Company will also investigate cases of violation of the Policy by third parties, and will take the appropriate measures in light of the legal and regulatory norms and of the Company's internal rules.

V. Responsibilities

- **Corporate Governance:** interface with the Controlling Shareholders, Managers and members of the Fiscal Council and of any Company bodies with technical or advisory functions, created by statutory provision, and those who may acquire this capacity, for the forwarding and control of the documents mentioned in this Policy.
- **Related Persons:** observe and ensure compliance with this Policy and applicable legislation and, when necessary, call the Investor Relations area for consultation on situations involving a conflict with this Policy or upon the occurrence of situations described herein.
- **Investor Relations Superintendence:** comply with and ensure compliance with the guidelines set forth in this Policy, and ensure that any changes in the Company's direction are incorporated into it and clarify doubts regarding its content and application.

VI. Supplementary Documentation

- CVM Resolution No. 44 of August 23, 2021 ("CVM Resolution 44");
- Law no. 6.404, dated December 15, 1976, as amended ("Brazilian Law of Corporations");

VII. Concepts and Acronyms

- **Controlling Shareholder(s):** shareholder or group of shareholders bound by shareholders' agreement or under joint control that exercises direct or indirect control over the Company, pursuant to the Brazilian Law of Corporations.
- **Director(s):** Members of the Board of Directors and the Executive Board.

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- **Material Act or Fact:** Any decision of the Controlling Shareholders, resolution of the general meeting or management bodies of the Company, or any other act or fact of a political-administrative, technical, business or economic-financial nature, occurred or related to its business that may significantly influence the quotation of the securities issued by the Company or referenced to them, the decision of investors to buy, sell or hold those securities or the decision of investors to exercise any rights inherent to the condition of holder of securities issued by the Company or referenced to them, considering in particular, in a non-binding manner and without limitation, the acts or facts listed in Annex I of this Policy.
- **Board of Directors:** The Company's Board of Directors, which has a public regulation.
- **Members of the Fiscal Council:** Full and alternate members of the Company's Fiscal Council, when installed, elected by resolution of the General Shareholders' Assembly that installed it.
- **Fiscal Council:** The Company's Fiscal Council, when installed.
- **Investor Relations Officer (DRI):** Company officer responsible for providing information to the investing public, to CVM and to Market Entities, as well as for updating the Company's registration as a publicly-held company with CVM and for the execution and follow-up of this Disclosure and Trading Policy.
- **Executive Board:** Statutory Board of Directors of the Company.
- **Market Entities:** All stock exchanges or organized over-the-counter market entities on which the Securities issued by the Company are or will be admitted for trading, as well as equivalent entities in other countries.
- **Employees with Access to Insider Information:** Company employees who, as a result of their position, role or function with the Company, have access to any Insider Information.

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- **Insider Information:** All information related to the Company or its Subsidiaries that may significantly influence the quotation of the Securities and that has not yet been disclosed to the market.
- **Insider Trading:** Trading of Company Securities by Persons Related who, due to circumstantial facts, have access to Insider Information concerning the business and situation of the Company and use such information for their own benefit or for the benefit of third parties.
- **Relevant Shareholding:** A business or group of businesses through which the direct or indirect interest of the Related Parties exceeds, upwards or downwards, the thresholds of 5% (five percent), 10% (ten percent), 15% (fifteen percent), and so on, of a type or class of shares representing the Company's capital stock.
- **Lock-Up Period** (also known as "Blackout Period"): Any period in which the Investor Relations Officer or regulation determines that there is an impediment to trading Securities.
- **Associated Persons:** Persons who have the following ties to the Company's Controlling Stockholders, Directors, and members of the Fiscal Council: spouse, from whom they are not legally separated, partner; any dependent included in the individual's annual income tax return; and companies directly or indirectly controlled by the Administrators, by the Controlling Stockholders, members of the Fiscal Council, or by the aforementioned spouses and dependents.
- **Persons Related:** the Company, the Controlling Stockholders, Administrators, Fiscal Council Members, Employees with Access to Insider Information, or, further, members of any Company bodies with technical or advisory functions, created by statutory provision, and, further, any person who, by virtue of his or her post, function or position in the Controlling Stockholders or Subsidiary Companies and who has signed the Policy Agreement, may have knowledge of Insider Information about the Company.

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- **Investment or Divestment Plan:** Individual investment or divestment plan formalized by the Related Persons pursuant to CVM Resolution 44.
- **Affiliated Companies:** Companies in which the Company has significant influence, without controlling them, under the terms of paragraphs 1, 4 and 5 of article 243 of the Brazilian Law of Corporations.
- **Subsidiaries:** Companies in which the Company, directly or through other companies, holds partner or shareholder rights that assure it, on a permanent basis, a preponderant position in the corporate deliberations and the power to elect the majority of the managers.
- **Policy Agreement:** Term of acceptance to this Disclosure and Trading Policy, to be executed according to the model in Annex II, pursuant to article 17 of CVM Resolution 44.
- **Stakeholders:** all relevant target audiences with interests pertinent to the Company, as well as individuals or entities that assume some type of risk, direct or indirect, with respect to the company. Among others, the following are highlighted: shareholders, investors, employees, society, clients, suppliers, creditors, governments and regulatory bodies, competitors, press, associations and class entities, users of electronic means of payment, and non-governmental organizations.
- **Securities:** Any shares, debentures, real estate receivables certificates, subscription warrants, receipts and subscription rights, promissory notes, call or put options or derivatives of any kind, or any other securities or collective investment contracts issued by the Company or referenced to them that, by legal determination, are considered "securities."

VIII. General Provisions

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.

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Barueri, November 3, 2021.

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IX. Annexes**Annex I****Potentially Material Act or Fact**

Examples of potentially material act or fact include, among others:

I – signing of an agreement or contract for the transfer of the Company's share control, even if under a suspensive or resolute condition;

II – change in the Company's control, including through the execution, alteration or rescission of a shareholders' agreement;

III – execution, alteration, or rescission of a shareholders' agreement to which the Company is a party or intervening party, or that has been registered in the Company's appropriate book;

IV – entrance or exit of a partner that maintains a contract or operational, financial, technological or administrative collaboration agreement with the company;

V – authorization for trading the Securities issued by the Company in any market, domestic or foreign;

VI – decision to promote the cancellation of the publicly-held company's registration;

VII – incorporation, merger or spin-off involving the company or controlled companies;

VIII – transformation or dissolution of the Company;

IX – significant change to the composition of the Company's equity;

X – change of accounting criteria;

XI – debt renegotiation;

XII – approval of stock option plan;

XIII – change in the rights and advantages of the Securities issued by the Company;

XIV – splitting or grouping of shares or bonus share attribution;

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XV – acquisition of Securities issued by the company to be held in treasury or canceled, and the disposal of Securities so acquired;

XVI – Company's profit or loss and the allocation of cash dividends;

XVII – execution or termination of a contract, or the failure to execute it, when the expectation of its execution is public knowledge;

XVIII – approval, alteration or withdrawal of a relevant project, or delay in its implementation;

XIX – start, resumption or stoppage of the manufacture or commercialization of a product or the provision of a service;

XX – discovery, change or development of Company technology;

XXI – changes to projections disclosed by the Company;

XXII – request for judicial or extrajudicial reorganization, filing for bankruptcy or filing a lawsuit, administrative or arbitration procedure that may affect the Company's economic and financial situation.

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Annex II**Agreement to the Disclosure and Trading Policy of Cielo S.A. – Instituição de Pagamento**

This agreement, entered into by and between [INSERT NAME OR CORPORATE NAME], [INSERT QUALIFICATION - NATIONALITY, MARITAL STATUS, PROFESSION, ID, IF NATURAL PERSON; CORPORATE TYPE, IF LEGAL ENTITY], with address at [INSERT ADDRESS], taxpayer identification number [INSERT CPF/CNPJ NUMBER], as [INSERT POSITION HELD OR "CONTROLLING SHAREHOLDER"] of Cielo S.A. - Instituição de Pagamento, a joint stock company headquartered in the City of Barueri, State of São Paulo, at Alameda Xingu, 512, Alphaville, CEP 06455-030, corporate taxpayer identification number (CNPJ) 01.027.058/0001 -91, hereinafter referred to as "Company", hereby states that it is aware of the Company's Disclosure and Trading Policy, approved by the Board of Directors on [-], under the terms of CVM Resolution No. 44, dated August 23, 2021; it undertakes to comply with the rules and procedures set forth in such document, as well as in the applicable legislation and regulations; and to guide its actions in relation to the Company always in compliance with such provisions.

[Enter location and signature date]

[NAME OR DENOMINATION]

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Annex III**Statement of Change to Relevant Shareholding Interest**

I, **[name]**, [role or position], [qualification], [individual (CPF) or corporate (CNPJ) taxpayer identification number], DECLAR that I have [acquired/sold] [quantity] of [shares or debentures convertible into shares], having changed my interest in the Company's capital stock to [●]%, as described below:

- (a) purpose of shareholding and quantity targeted;
- (b) number of shares and other securities and derivative financial instruments referenced in such shares, explaining the quantity, class and kind;
- (c) [I am not] party to a shareholders' agreement or contract regulating the exercise of voting rights or the purchase and sale of securities issued by the Company; and
- (d) [In the case of a shareholder who resides or is domiciled abroad]: name or registered name and the registration number in the CPF or CNPJ of his representative or legal representative for the purposes of art. 119 of Law No. 6.404/76.

Under the terms of CVM Resolution 44, I also DECLARE that I will immediately communicate to the Company's Investor Relations Officer any change in the information herein provided that directly or indirectly exceeds, upwards or downwards, the thresholds of 5% (five percent), 10% (ten percent), 15% (fifteen percent), and so on, of the shares issued by the Company.

[Enter location and signature date]

[NAME OR DENOMINATION]

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Annex IV**Under the terms of CVM Resolution 44, I hereby also DECLARE, Investment or Disinvestment Plan in Securities of Cielo S.A. – Instituição de Pagamento**

The Investor below ("Signatory"), formalizes this Individual Investment or Divestment Plan ("Individual Plan"), in compliance with CVM Resolution nº44, of August 23, 2021 and the Policy for Disclosure of Relevant Act or Fact and Trading of Securities of Cielo S.A. - Instituição de Pagamento ("Company") ("Policy"), under the following terms and conditions:

1. INVESTOR INFORMATION:

Name			
Position			
Marital status	Nationality	Profession	Individual Taxpayer Registry (CPF)
Identity Card Issuing	Agency Date of Issue		
Address:			

The Signatory expresses its irrevocable and irreversible commitment to carry out trades with securities issued by the Company ("Securities"), as defined in the Policy, according to the parameters established in item 2 to 4 of this Individual Plan.

2. TRADING PARAMETERS

Quantity/Value	Securities	Acquisition/Disposal	Date/Event of Trade

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3. FORM OF ACQUISITION/DISPOSAL

4. ADDITIONAL INFORMATION (justifications, conditions and restrictions)

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5. OTHER STATEMENTS

5.1.I hereby undertake:

- (i) to irrevocably and irrevocably comply with the provisions of this Individual Plan;
- (ii) that I have not and will not enter into any transaction that would nullify or mitigate the economic effects of the commitments made in this Individual Plan, including transactions with derivative financial instruments for the purpose of hedging such commitments;
- (iii) justify to the Company any fortuitous or force majeure cases that prevent the full compliance with the obligations assumed in this Individual Plan and take the necessary measures to mitigate any effects of a potential non-compliance;
- (iv) comply with the trading fence deadlines provided for in the Policy;
- (v) that no other individual investment or divestment plan of the Signatory involving Securities issued by the Company is or will be in effect simultaneously with this Individual Plan;
- (vi) to revert to the Company any losses avoided or gains obtained in negotiations with shares issued by the Company, resulting from eventual alteration in the dates of disclosure of the ITR and DFP forms;

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(vii) observe the term of this Individual Plan and notify the Company, in writing, of any modifications, renewal or termination, in which case the modifications, renewal or termination will become effective as of the [-] ([-]) month of the respective date they are approved, under the terms of the CVM regulations in effect.

6. TERM AND TERMINATION

6.1. This Individual Plan is being formalized before the Company's Investor Relations Officer on the same date of its signature, shown below.

6.2. This Individual Plan will be effective as of the close of the [-] ([-]) month following its signing and will be in effect for the period necessary to complete the negotiations provided for in this Policy.

6.3. During its validity, this Individual Plan will be terminated upon notification to be sent to the Director of Investor Relations of the Company by the Signatory, communicating its interest in the cancellation of the Individual Plan, being certain that such cancellation will only take effect as determined in CVM Resolution 44.

São Paulo, [•] [•], [•]

Name:

Position:

Agreed:

Investor Relations Officer