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The Board of Directors of Cielo S.A. – Instituição de Pagamento ("Company"), in a meeting held on March 2, 2023, approved these internal regulations ("Regulations"), as follows:

### 1. Purpose and mission

**1.1. Purpose.** These Regulations govern the composition, operation and powers of the Board of Directors ("Board"), as well as the relationship between the Board and the Company's other corporate bodies, subject to the provisions of its bylaws ("Bylaws"), shareholders' agreement ("Shareholders' Agreement") and applicable legislation.

**1.2. Mission.** The Board's mission is to protect and enhance the Company's assets and provide for the systematic creation of value for all shareholders, taking into consideration the interests of all of the organization's stakeholders, overseeing its social objectives and values in coherence with the following basic principles of corporate governance: transparency, fairness, accountability, and corporate responsibility.

**1.3.** The Board is a collegiate body that aims to perform the duties of guiding and supervising the members of the Executive Board ("Executive Board"), as well as deciding on the major issues of the business, including making strategic, investment, and financing decisions, among others whose competence has been attributed to it by the Bylaws, Shareholders' Agreement, or the Law.

### 2. General Rules of the Board

**2.1. Scope of Operation and Objectives.** The Board must set the general direction of the Company's business and decide on strategic issues, aiming to achieve the following guidelines:

- (a) promote the achievement of the corporate purpose of the Company and its subsidiaries, as well as ensure compliance with its limits;
- (b) look after the interests of the Company's shareholders, without losing sight of the other stakeholders;
- (c) ensure the perpetuity of the Company, within a long-term and sustainable perspective that incorporates economic, social, environmental and good corporate governance considerations in the definition of businesses and operations;
- (d) adopt an agile management structure, composed of qualified professionals with unblemished reputations;
- (e) formulate guidelines for the management of the Company and its subsidiaries, which will be reflected in the annual budget;
- (f) ensure that the Company's strategies and guidelines are effectively implemented without, however, intervening in operational matters;
- (g) prevent and manage situations of conflict of interest or divergence of opinions, so that the Company's interests always prevail;
- (h) foster, in the Company's business processes, topics associated with sustainability, considering social, economic, good corporate governance and environmental issues, including climate change issues.

**2.2. Composition.** The Board will be composed of at least 7 (seven) and at most 12 (twelve) members, elected by the General Shareholders' Meeting, with a unified term of office of 2 (two) years, wherein reelection is permitted.

**2.2.1.** At least 2 (two) or 20% (twenty percent), whichever is greater, of the members of the Board must be Independent Members, as defined in the Novo Mercado Regulation of B3 S.A. – Brasil, Bolsa, Balcão, and the board member(s) elected under the option provided for in article 141, paragraphs 4 and 5, and article 239 of Law 6.404/76 must also be considered independent. When, as a result of the observance of this percentage, a fractional number of Board Members results, it must be rounded up to the next whole number.

**2.2.2.** The nomination of members to the Company's Board of Directors must comply with the Shareholders' Agreement and the policy for the nomination and compensation of members of the Company's governance bodies ("Nomination and Compensation Policy").

**2.2.3.** The Board will have a Chairman and a Vice Chairman, elected by the body itself, which must take place at the first meeting held after its members take office. The Vice Chairman performs the duties of the Chairman in his absences and temporary impediments, regardless of any formality. In the event of absence or temporary impediment of the Chairman and Vice Chairman, the functions of the Chairman are exercised by another member of the Board of Directors appointed by the majority of its members.

**2.3. Investiture.** The members of the Board shall be invested in their positions upon signing a term of office within 30 (thirty) days following the authorization of their names by the Central Bank of Brazil ("Bacen"), pursuant to BCB Resolution No. 81, dated March 25, 2021, which shall be duly filed at the Company's headquarters.

**2.4. Duties.** It is incumbent upon the Board, in addition to other duties attributed to it by the Shareholders' Agreement, the Company's Bylaws and the Law, to:

- (a) set the general direction of the Company's business, including the approval and amendment of its annual budget, multi-year strategic plan and business goals and strategies, overseeing their implementation;
- (b) oversee the management of the officers, examining the Company's records and documents at any time, as well as request information about contracts executed or in the process of being executed, and any other acts;
- (c) deliberate on the Management Report, the Executive Board's accounts, and the financial statements for the fiscal year to be submitted to the General Shareholders' Meeting;
- (d) deliberate on the proposal for the allocation of results for the fiscal year and on the creation of accounting reserves;

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- (e) deliberate on the Company's quarterly, semiannual and annual financial statements;
  - (f) deliberate on the distribution of interim dividends to the retained earnings account or existing profit reserves, based on the last approved balance sheet;
  - (g) deliberate on the effective payment of the Company's interest on shareholders' equity, after its credit, and the deliberation in question must take place within the fiscal year in which the credit was made or in the following fiscal year, always before the dividend payment dates;
  - (h) deliberate on the issuance of Company shares, within the limits authorized in article 8 of the Bylaws, establishing the issuance conditions, including the price and payment term;
  - (i) deliberate on the Company's acquisition of shares of its own issuance, to be held in treasury and/or be cancelled or disposed of in the future;
  - (j) deliberate on the issue of subscription warrants, bonds and commercial promissory notes as provided for by the applicable laws;
  - (k) establish, in each fiscal year, the scope of the Board to contract loans, financing and/or any other fundraising and/or credit bond issuance transaction within the regular course of business;
  - (l) deliberate on the disposal of permanent assets, the constitution of real encumbrances and the provision of guarantees to third-party bonds whenever such transactions, individually or jointly considered, represent amounts greater than 0.5% (half percent) of the Company's net revenue, calculated in the last approved balance sheet;
  - (m) deliberate on all acts, documents and other contracts establishing the obligations, responsibilities or disbursement of funds of the Company that exceed, per transaction, or which may exceed in any period of 12 (twelve) months, the amount corresponding to 0.5% (half percent) of the Company's net revenue, calculated in the last approved balance sheet, excluding the payment of taxes in the normal course of business, as well as contracts of merchant affiliation to the Company's system;
  - (n) deliberate on the execution of agreements between the Company and subsidiaries or companies under common control, their managers, controlling shareholder, and also between the Company and subsidiaries or companies under common control of the managers and the controlling shareholder, as well as with other companies that form a de facto or de jure group with any of these persons, whenever in a single contract or in successive contracts, with or without the same purpose, in any one-year period, an amount equal to or greater than 0.25% (zero point five twenty percent) of the Company's net revenue is reached, ascertained in the last approved balance sheet, in compliance with the terms of the Policy on Transactions with Related Parties and Other Situations Involving Conflicts of Interest ("Policy on Transactions with Related Parties");
  - (o) deliberate on the strategy, policies and practices adopted or to be adopted by the Company with regard to the Company's compensation and organizational development practices;
  - (p) deliberate on the overall amount of Company's Management compensation – *ad referendum* of approval by the General Shareholders' Meeting – as well as to distribute the portion of Management's overall annual compensation set by the General Shareholders' Meeting;
  - (q) deliberate on the granting of options to purchase and/or subscribe Company shares, according to the plan approved by the General Shareholders' Meeting;
  - (r) deliberate on the proposal for profit sharing for the Company's Management to be submitted to the General Shareholders' Meeting;
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- (s) elect and dismiss the officers, observing the terms of the Company's Nomination and Compensation Policy, and establish their duties and powers to represent the Company, in accordance with the provisions of the Bylaws;
  - (t) deliberate on the creation or extinction of Advisory Committees, with specific duties, as well as approve the respective internal regulations;
  - (u) elect and dismiss the members of the Company's Advisory Committees, pursuant to the terms of the Company's Nomination and Compensation Policy;
  - (v) evaluate the adherence of the nominations of members to the Company's Executive Board, Board of Directors and Advisory Committees, in compliance with the provisions of the Company's Nomination and Compensation Policy, as well as the conformity of the nomination process;
  - (w) approve and update the succession plan for the Chief Executive Officer and all key people of the Company;
  - (x) formally evaluate, at the end of each year, its own performance, that of the Chief Executive Officer, the Corporate Governance Area, and its Advisory Committees, and become aware of the performance evaluation of the other statutory officers carried out by the Company's Chief Executive Officer;
  - (y) deliberate on any proposal for spin-off, merger, incorporation, merger of shares and dissolution, as well as transformation into another corporate type, bankruptcy, judicial or extrajudicial reorganization and liquidation of the Company to be submitted to the General Shareholders' Meeting;
  - (z) analyze and monitor the functioning of the corporate governance model adopted by the Company, as well as deliberate on the corporate governance model to be adopted by the Company;
  - (aa) convene the General Shareholders' Meeting, when it deems appropriate, or as provided for in article 132 of Law 6404/76;
  - (bb) deliberate on the internal regulations of the Company's Board of Directors and Executive Board;
  - (cc) deliberate on the creation or extinction of Advisory Committees, with specific duties, as well as approve the respective internal regulations;
  - (dd) deliberate on proposals to institute, revoke or adjust the Company's institutional policies and code of ethics;
  - (ee) authorize the increase in the share capital of the Company's wholly-owned subsidiaries and/or Investee Companies (wholly-owned subsidiaries, affiliates or controlled companies in which the Company holds a direct or indirect interest);
  - (ff) analyze and discuss, every six months, the evolution of business and performance of its Investee Companies;
  - (gg) authorize the acquisition, sale, incorporation, spin-off, merger, transformation or liquidation of the Company's wholly-owned subsidiaries and/or Investee Companies;
  - (hh) deliberate on the voting to be exercised by the Company's representatives in the capacity of shareholder or quotaholder of the Investee Companies;
  - (ii) deliberate on the hiring or replacement of independent auditors, as well as their respective fees;

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- (jj) deliberate on the hiring of the independent audit to provide services to the Company other than financial statement auditing, in accordance with the standards of the Federal Accounting Council (CFC) regarding this matter;
  - (kk) deliberate on **(1)** the budget of the Internal Audit and the Audit Committee, destined to cover expenses with its operation and for hiring consultants when the opinion of an external expert is necessary, considering its operational autonomy, **(2)** the annual plan for the Internal Audit, including any proposals for adjustments for the purpose of adapting it to possible changes in the Company's business, risks and operations, among other aspects, and **(3)** the annual Internal Audit report, containing a summary of the results of the Internal Audit work, its main conclusions, recommendations and actions taken by the Company's Management;
  - (ll) deliberate on the strategy, policies and practices adopted or to be adopted by the Company in relation to risk management, business continuity, internal controls, compliance, as provided in the Company's policies that address the topic;
  - (mm) deliberate on the licensing of trademarks owned by the Company;
  - (nn) express agreement or disagreement with any public offering based on shares issued by the Company, through a previously substantiated opinion, published within 15 (fifteen) days of the publication of the public offering's notice, which must address, at least **(1)** the convenience and opportunity of the public offering of shares regarding the interest of the Company and the shareholders, including regarding the price and potential impacts for stock liquidity; **(2)** strategic plans disclosed by the offeror in relation to the Company; **(3)** alternatives to accepting the public offering available in the market; and **(4)** other points deemed relevant by the Board, as well as information required by applicable regulations established by the Brazilian Securities and Exchange Commission (CVM);
  - (oo) deliberate on any matter submitted to it by the Company's Executive Board;
  - (pp) deliberate on other matters of interest to the Board.

**2.4.1** The Board shall also include in the management proposal regarding the general meeting for the election of directors its manifestation, contemplating the **(a)** adherence of each candidate for the position of member of the board of directors to the Policy for Appointment and Compensation of Members of the Company's Corporate Governance Bodies; and **(b)** the reasons, in light of the provisions of B3's Novo Mercado Regulations and CVM rules governing the provisions of art. 140, paragraph 2, of Law 6404/76, by which it is determined that each candidate is an independent board member.

**2.5. Chairman of the Board.** The Chairman of the Board shall have the following duties, without prejudice to any other duties conferred thereto by the Shareholders' Agreement, Bylaws or the Law: **(a)** ensure the efficacy and good performance of the Board; **(b)** ensure the efficacy of the monitoring and evaluation system of the Board, the Executive Board, the Corporate Governance Area, the Board Advisory Committees and, individually, the members of each of these bodies, as applicable; **(c)** compatibilize the activities of the Board with the interests of the Company, its shareholders and other stakeholders; **(d)** organize and coordinate, with the assistance of the Corporate Governance Area, the agenda of the meetings, after hearing the other members of the Board and, if applicable, the Chief Executive Officer and other officers of the Company; **(e)** ensure that the members of the Board receive complete and timely information on the

agenda items for the meetings; **(f)** submit to the Board a proposal for the compensation of the members of the Board, based on the recommendation of the Personnel and Compensation Committee; **(g)** preside over the meetings of the Board and the General Shareholders' Meeting; **(h)** organize, with the assistance of the Chief Executive Officer and Corporate Governance Area, upon the election of a new member, an integration and training program that allows the new Board member to become acquainted with the activities and obtain information about the Company; **(i)** propose to the Board, as recommended by the respective competent Advisory Committees, the annual budget for the Collegiate, including for hiring external professionals; **(j)** comply with and enforce these Regulations; **(k)** propose, when necessary, the invitation of experts to participate in meetings; **(l)** represent the Board in its relationship with the Company's Executive Board.

**2.6. Absence of the Chairman.** In the event of the absence or temporary impediment of the Chairman of the Board, his duties shall be exercised by the Vice Chairman of the Board. In the event of absence or temporary impediment of both, the functions will be exercised by another member appointed, from among the other members, by the majority of the Board members present at the meeting.

**2.7. Vacancy.** In the event of a vacancy on the Board, the remaining Board members will appoint a substitute, in compliance with the conditions provided for in the Company's Shareholders' Agreement, Bylaws and the Nomination and Compensation Policy, who will remain in office until the first General Shareholders' Meeting, when the new Board member will be elected and must remain in office until the end of the replaced member's term. If a majority of the positions on the Board become vacant, the General Shareholders' Meeting must be called to hold a new election.

**2.7.1.** In case of justified absence or temporary impediment of any member of the Boards, such member may delegate his/her powers to an attorney-in-fact, which must be another member of the Board, and the respective power-of-attorney must include the subject-matter under deliberation and the respective manifestation of vote of the granting board member.

**2.7.2.** The Board member who fails to attend 03 (three) consecutive ordinary meetings, without a justified reason or leave of absence granted by the Board, will lose their position, resulting in a definitive vacancy.

**2.8. Waiver.** Resignation from the position of board member is made by written communication to the Board, becoming effective before the Company upon receipt by the Board.

### 3. Duties and responsibilities

**3.1. Duties and responsibilities of the Board Member.** In addition to the duties set forth in the Law and those imposed by applicable regulations and the Bylaws, it is incumbent upon the members of the Board to **(a)** maintain confidentiality about any and all Company information to which they have access due to the exercise of their office, as well as require the same confidential treatment from the professionals who advise them on such matters, using it only for the exercise of their duties as Board member, under penalty of being liable for the act that contributes to its undue disclosure; **(b)** refrain from intervening, individually or jointly

with a third party, in any transactions between the Company and its Related Parties (as defined in the Policy for Transactions with Related Parties and Other Situations Involving Conflicts of Interest); **(c)** declare, prior to the deliberation, that, for any reason, they have a private or conflicting interest with that of the Company regarding a certain matter submitted for their consideration, abstaining from its discussion and vote; **(d)** attend at least 75% (seventy-five percent) of the Board meetings; **(e)** act with the utmost independence and objectivity, aiming at the best interests of the Company so that the Board may achieve its purpose, also observing and respecting the Company's codes and policies, to which they are subjected; **(f)** ensure the adoption of good corporate governance practices by the Company.

**3.2.** The liability of the Board members for omission in the performance of their duties is joint and several, but the dissenting member is exempted from this liability if he/she makes his/her disagreement recorded in the minutes of the Board meeting and communicates it to the Management bodies and to the General Shareholders' Meeting.

#### 4. Operation of Meetings

**4.1. Periodicity.** The Board will ordinarily meet on a monthly basis, and extraordinarily whenever necessary, according to the convening rules indicated in the Articles 4.3 – “Call Notice” and 4.4 – “Call Notice Deadline, Agenda and Material”, below.

**4.2. Annual Meeting Calendar.** At the beginning of each fiscal year, the Chairman of the Board must propose, with the assistance of the Corporate Governance Area, the annual calendar and agenda of topics to be discussed at the ordinary meetings of the Board.

**4.2.1** The Chairman of the Board must include in the annual calendar meetings or sessions intended for the evaluation of the Company's Chief Executive Officer (executive sessions), with the exclusive presence of the Board members (without the presence of the Company's executives).

**4.3. Call notice.** Board meetings shall be called by the Corporate Governance Area, with the guidance of the Chairman or Vice Chairman of the Board, in the case of their absence or temporary impediment, pursuant to the terms of these Regulations, through the Company's Corporate Governance Portal or, alternatively, by electronic mail (email), and must contain the date, time and place of the meeting, the order of business, accompanied by the respective supporting materials.

**4.3.1.** Meeting agendas must contain, at a minimum: **(a)** the report on the recommendations of the Advisory Committees and brief report on activities, which shall be produced by the coordinating members of each of the committees; **(b)** the CEO's report on matters relevant to the business; **(c)** deliberative matters; **(d)** informative matters; and **(e)** report by the Chairman of the Board on the matters of an informative or deliberative nature that will be proposed for inclusion in the next Board meeting.

**4.3.2** All deliberative topics to be submitted to the Board, in addition to the support materials to be made available, will be accompanied by Proposals for Deliberation (“PDS”), which will clearly

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contain a summary of the information on the topics that will be subject to consideration and deliberation by the Board. PDs will contain the following information: **(a)** sequential order number, followed by the year; **(b)** heading, which mentions the nature of the subject; **(c)** previous opinions on the subject (coming from the Executive Board, Advisory Committees or the Board itself); **(d)** body, which will contain: **(d.1)** the background of the proposal, as well as the facts and reasons that justify it; **(d.2)** the identification of the budget source, **(d.3)** the designation of the areas that will support the implementation; **(e)** legal opinion, when applicable; **(f)** manifestation of compliance, when applicable; **(g)** date and identification of the proponent.

**4.3.3.** Notwithstanding the call formalities set forth in these Regulations, meetings will be considered regular if **(a)** all members of the Board attend, or **(b)** they are convened at shorter notice than provided above due to urgency.

**4.4. Call notice deadline, agenda, and material.** The call notice, agenda, and supporting material for the meetings must be produced/sent 7 (seven) days prior to the date set for the meeting.

**4.4.1.** If the Board members do not receive the documents referred to in the heading of this Article in a timely manner, any member may request that the item on the agenda referring to the material not forwarded in due time be removed from the agenda and included in the next meeting. Whether or not such an item is kept on the order of business shall depend on the approval by a majority decision of the members present at the meeting, provided that the delay does not make the analysis of the matter unfeasible.

**4.4.2.** In the event of an extraordinary meeting, in view of the urgency of the call, it will be up to the Chairman of the Board, or in the event of the absence or temporary impediment of the Vice Chairman of the Board, to the person responsible for calling the Board meeting, observing the terms of these Regulations, to define the minimum term for forwarding the agenda and pertinent material with the assistance of the Corporate Governance Area.

**4.5. Location.** Board meetings shall preferably be held at the Company's headquarters.

**4.6. Installation quorum.** Meetings of the Board will only be held on first call, with the presence of the majority of the acting members. In the absence of the minimum quorum established above and subject to the provisions of Article 4.4 above, a new meeting will be called according to the urgency required for the matter to be addressed, which shall be held with any quorum.

**4.7. Composition of the bureau.** Meetings of the Board will be presided over by the Chairman of the Board, or, in their absence or temporary impediment, in accordance with Article 2.6 - "Absence of the Chairman" of these Regulations.

**4.8. Manifestation of Vote.** Each board member is entitled to 1 (one) vote at Board meetings.



**4.9. Deliberation Quorum.** As a general rule, the Board’s deliberations will be made upon approval by the majority of the members present at the meeting, excluding the votes of any members with interests conflicting with those of the Company.

**4.9.1.** Members are considered to be present when they manifest their vote: **(a)** by means of delegation made in favor of another member of the Board; or **(b)** by advance written vote; or **(c)** by written vote transmitted by fax, email or any other means of communication that ensures the authorship of the document.

**4.9.2.** Anyone who is not independent of the matter under discussion must state, in a timely manner, his or her conflict of interest or private interest, and another person may make such a statement if he or she fails to do so.

**4.9.3.** Board members in a position of conflict **(a)** a priori, shall not attend meetings or **(b)** if they are present due to other matters on the agenda, shall remove themselves during discussions on the subject and abstain from voting on any deliberations on the matter. If requested by the Chairman of the Board or by the Chief Executive Officer, as the case may be, these members may partially participate in the discussions, aiming to provide them with more information about the operation and the parties involved, but must always leave at the end of the discussion, including during the voting process on the matter. The absence of a board member's voluntary manifestation of his or her conflict position will be considered a violation of the principles of good corporate governance and the Policy on Transactions with Related Parties, and such behavior should be brought to the attention of the Corporate Governance Committee and subsequently to the Board.

**4.9.4.** The Board meetings will also not be attended by members indicated by the controlling shareholder(s) who are not in a position of conflict when the matter to be deliberated refers to a strategic issue of the conflicted shareholder.

**4.10. Matters outside the agenda.** The inclusion of matters outside the order of business will depend on the unanimous approval of the Board members present at the meeting.

**4.11. Guests.** The Chairman of the Board, on his own initiative or at the request of any member, may invite, at his discretion, officers, employees, independent auditors and/or third parties to attend Board meetings and provide the necessary clarifications regarding a specific item on the order of business for the respective meeting.

**4.12. Remote meetings and participation.** This Board is allowed to hold its meetings remotely, as well as to allow the remote participation of its members.

**4.12.1.** Meetings can be held by conference call, videoconference, or by any other means of communication that allows the identification of the participating Board members and communication with others in attendance.

**4.12.2.** In the event of a remote meeting and/or remote participation, Board members undertake to prevent third parties from attending the meeting without prior approval from the Chairman of the Board.

**4.12.3.** The respective minutes must be subsequently signed by all members participating in the meeting, in the shortest time possible.

**4.13. Drafting of the Minutes.** Minutes will be taken of the Board meetings, containing the points discussed, the decisions made, and the actions to be carried out with a definition of deadlines and the respective responsible parties, which will be signed by all and recorded in the respective ledger, filed at the Company's headquarters.

**4.13.1.** The minutes must be clearly written, record all decisions made, abstention votes due to conflicts of interest, dissenting votes, responsibilities, and deadlines, and are subsequently subject to formal approval.

**4.13.2.** The minutes will be prepared by the Corporate Governance Area within 5 (five) business days from the date of the meeting.

**4.13.3.** Members must forward any requests for corrections and/or improvements to the draft minutes to the Corporate Governance Area within 3 (three) business days of their receipt. Any requests received by the Corporate Governance Area will be discussed and approved at the subsequent meeting.

**5. Corporate Governance Area.** The Board's bureau shall include a Secretary, who is responsible for:

- (a) organizing, under the Chairman of the Board's guidance, the agenda for the matters to be addressed, based on requests from the members of the Board and consultations with the Company's Executive Board;
- (b) producing the call notices for Board meetings, making Board members – and any attendees – aware of the location, date, time, and order of business;
- (c) acting as secretary for the meetings, recording the time spent on the deliberations, producing and drafting the respective minutes and other documents in the proper ledger, collecting the signatures of the members who attended the meetings, and recording the attendance of any guests;
- (d) filing at the Company the minutes and deliberations made by the Board, as well as forwarding to the competent bodies for registration and publication, if applicable;
- (e) issue certificates, abstracts, and attest, before any third party, for due purposes, the authenticity of the deliberations made by the Board;
- (f) assessing whether the Board's deliberations do not conflict with legal or statutory provisions or with previous deliberations.

**6. Advisory Committees**

- 6.1. To better perform its functions, the Board may create Advisory Committees, which are bodies that will provide technical support in the approach and deliberation of specific issues, the Audit Committee being a permanent body. There will also be advisory instances for issues that require greater detail and analytical scope.
- 6.2. The Advisory Committees must adopt their own regulations approved by the Board.
- 6.3. The Advisory Committees will preferably be composed of members of the Board, with independent members being responsible for coordinating them.
- 6.4. Members of the Fiscal Council, if installed, are not allowed to participate in the Company's Advisory Committees.
- 6.5. The meetings may be attended as guests, however, without the right to vote, by administrators, employees, experts or others, whose contribution is useful to the performance of the work.
- 6.6. The Advisory Committees shall study the matters within their competence and prepare recommendations to the Board. The material required for the Board's review should be made available with the recommendations, and the Board member may request additional information if deemed necessary. Only the Board will be able to make decisions.
- 6.7. The members of the Advisory Committees are subject to the same duties as the members of the Board provided for in these Regulations.

## 7. General Provisions

- 7.1. **Amendment to the Regulations**. These Regulations may only be amended by a majority decision of the members of the Board.
- 7.2. **Omission situations**. Omissions related to these Regulations, doubts over interpretation and/or amendments to its terms shall be submitted to the Board for deliberation.
- 7.3. **Cases of conflict and inconsistency**. In case of conflict or inconsistency between the provisions of these Regulations, the Bylaws or the 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) Regulations.
- 7.4. **Validity**. These Regulations take effect on the date of approval by the Board.

**7.5. Scope.** These Regulations must be observed by the Company, the members of the Executive Board, the members of this Board, the members of its Advisory Committees, as well as by the other areas of the Company.

Barueri, March 2, 2023.

**Cielo S.A.- Instituição de Pagamento**

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