

Title:	TRANSACTIONS WITH RELATED PARTIES AND OTHER SITUATIONS INVOLVING CONFLICT OF INTERESTS	Code:	PLT_022
EVP:	Finance and IR	Version:	04

Record of Reviews

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02	June 19, 2018	Updated the entire Policy in compliance with the Company's current guidelines.
03	July 31, 2019	Updated Items II. Guidelines, V. Responsibilities and VII. Concepts and Acronyms.
04	July 26, 2021	Updated the Policy in compliance with the Company's current guidelines.

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I. Purpose

Consolidating the procedures to be followed in business involving Cielo S.A. ("Cielo" or "Company") and Related Parties, as well as other situations involving any Conflict of Interest, providing transparency on such procedures to the Company's shareholders and the market in general, and ensuring that such procedures strictly comply with the Company's interests, always under the best Corporate Governance practices.

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II. Scope

Applicable to the Company and all its Subsidiaries, in Brazil or abroad, must be observed by all its Members.

Transactions with Related Parties out of the Brazilian market (cross-border) must comply with the tax rules for transfer price, as provided for in the Company's Tax Management Policy, in addition to the rules applicable in this Policy.

This Policy must be considered together with the Code of Ethical Conduct and with the other Policies and Regulatory Instruments of the Company. In case of conflict of this Policy with other Regulatory Instruments of the Company, the Compliance and Money Laundering Prevention Management must be consulted.

III. Guidelines

1. Related Parties

1.1. Under this Policy, the definition of "Related Parties" will comply with the provisions of CPC 05. As defined in CPC 05, the following individuals and/or legal entities are considered as Related Parties to Cielo:

1.1.1. directly or indirectly, through one or more intermediaries:

- Controlling Shareholders of the Company;
- Subsidiaries of the Company (observing the exceptions provided for in this Policy);
- Significant Influence over the Company;
- Affiliates of the Company or Affiliates of the Company's Controlling Shareholder;
- Affiliates of a Person who is under common Control with the Company, for example, is Controlled by a Controlling Shareholder of the Company;
- Subsidiaries, Parent Companies or Affiliated Companies with common members of the Management amongst them or Cielo; and
- Joint Venture in which the Company is a partner/shareholder.

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1.1.2. post-employment benefit plan whose beneficiaries are the employees of the Company and such entity;

1.1.3. Key Person of the Company, of its Controlling Shareholders or the Company's Subsidiaries;

- Close Relatives of any of the persons referred to in this item 1.1;

1.1.4. Any Person that, directly or indirectly, the individuals referred to in this item 1.1 Control, are Controlled, exercise Significant Influence or hold voting powers;

1.1.5. any Person who has a relationship of economic and financial dependence with the Company and/or whose suppliers, clients or financiers have a relationship of economic and financial dependence with the Company.

1.2. Situations involving "Conflict of Interest" are considered to be potential conflicts of interest that arise when a Key Person is not independent on a certain matter under evaluation and discussion and may influence, take, or cause the Company to make decisions motivated by interests that are particular or different from those of the Company, even if converging with the interests of the Company.

1.3. "Related Party Transactions" are any transaction that results in the transfer of goods, rights, resources, services or obligations between the Company and/or its Subsidiaries, on the one hand, and a Related Party of the Company, on the other, regardless of whether charged a price in return.

1.4. In case of conflict or question on the concept or scope of the definitions provided for in this Policy against the definitions in CPC 05, the rules of CPC 05 will prevail.

2. Procedure to Approve Transactions with Related Parties and/or Conflict of Interest Situations

2.1. Communication and Resolution Process on Transactions with Related Party

2.1.1. The Requesting Area must report to the Legal Superintendence any potential Transaction with a Related Party. The Board will review and comment on legal aspects, answering if such a transaction is under the definition of the Transaction with a Related Party. If a Transaction with a

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Related Party is confirmed, the Legal Superintendency will notify the Compliance and Money Laundering Prevention Management about the Transaction with a Related Party.

- 2.1.2. The Compliance and Money Laundering Prevention Management will ask the Requesting Area to present the necessary information, clarifications and documents to comment on the Transaction with a Related Party.
- 2.1.3. The Requesting Area must submit to the Compliance and Money Laundering Prevention Management, promptly, (i) the minimum information necessary to assess the Transaction with a Related Party, according to its procedure and/or as requested by the Compliance and Money Laundering Prevention Management, and (ii) evidence and opinion of the manager with clearly demonstrable reasons, from the point of view of the Company's business, for the Transaction to be carried out with the Related Party, and (iii) proof that the proposed Transaction with the Related Party is, at least in terms, equally favorable to the Company when compared to those available in the market or those offered or that could be hired with a third party not related to the Company, in equivalent circumstances, as well as the information and documents provided for in items 2.1.8 and 2.1.9 below, as applicable.
- 2.1.4. Transactions with Related Parties whose purpose is to invest the Company's resources are subject to the provisions of the Financial Investments Rules and not the provisions of this Policy.
- 2.1.5. Transactions with Related Parties carried out between the Company and any company whose capital, directly or indirectly, is wholly owned by the Company are not subject to items 2.1.2 and 2.1.3 of this Policy.
- 2.1.6. Transactions between Related Parties within the powers and duties of the Executive Board, as approved by the Board of Directors, and which have the purpose of raising funds, including, but not limited to: (i) bank loan, (ii) bank credit bill, (iii) credit opening, (iv) assignment and prepayment of receivables, (v) leasing, must be sent to the Compliance and Money Laundering Prevention Management within five (5) business days after signing the due agreement.

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2.1.7. After the Compliance and Money Laundering Prevention Management has commented on the matter, the Legal Superintendency will report this to the Company's Corporate Governance Office, as per the rules outlined in the Governance Committee's Internal Regulations and the Bylaws. The Office will then convene an extraordinary meeting of the Corporate Governance Committee, in which requesting area's manager will present the Transaction and the reasons for it.

2.1.8. For Transactions submitted to the Corporate Governance Committee, the manager of the requesting area must submit documents proving that this Transaction with Related Party will be carried out under equitable market conditions (such as, but not limited to, business proposals that have been effectively obtained from independent third parties and market research on prices and other conditions in similar transactions).

2.1.9. Notwithstanding the provision of these documents, if the Corporate Governance Committee deems necessary, the Requesting Area's manager must present an independent appraisal study or report prepared without any party involved in the Transaction with a Related Party - either bank, lawyer, a specialized consulting firm, among others - based on realistic assumptions and information endorsed by third parties, regarding the commutativity of the terms of the Transaction with Related Parties.

2.1.10. After the Corporate Governance Committee recommended, the Transaction will be submitted to the Board of Directors for resolution. The resolution proposal must include all documents on the transaction as set forth herein and the expert opinion of the Legal Superintendency.

2.2. Role of the Corporate Governance Committee and the Board of Directors and Shareholders' Meeting.

2.2.1. Transactions with Related Parties, as well as issues related to potential Conflicts of Interest with Related Parties or not, should be sent to the Corporate Governance Committee. Through the assumptions, filters, and mechanisms defined below, such Committee will refer the matter to the Company's Board of Directors or not.

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- 2.2.2. The Corporate Governance Committee and Board of Directors will evaluate agreements or transactions with Controlling Shareholders, after the opinion issued by the Legal Superintendency and Compliance and Money Laundering Prevention Management, as stated above, within their powers and duties as outlined by item (xxiii), Clause 19, Cielo's Bylaws, except those related to standardized banking products.
- 2.2.3. All transactions between Related Parties will be the subject of a half-yearly report submitted by the Legal Superintendency to the Corporate Governance Committee.
- 2.2.4. The Board of Directors will have access to all documents related to Transactions with Related Parties, including any technical advice or expert opinions received by the body, as well as its review. The Corporate Governance Committee will establish the content and format of the information deemed necessary by the Board of Directors to resolve a Transaction with Related Party (subject to the provisions of this Policy), which will be distributed together with the call notice for the meeting at which the transaction will be evaluated.
- 2.2.5. Notwithstanding the provisions of item 2.2.4 above, before approving the Transactions with Related Parties or guidelines to carry out the Transaction, if the internal documents related to the Transaction (a) do not contemplate market alternatives, and/or (b) point out that it is not in equal market conditions, so (i) the Corporate Governance Committee must assess the convenience of asking the Requesting Area to present market alternatives to the Transaction; and (ii) if the Corporate Governance Committee does not do so and recommends the Transaction for approval by the Board of Directors, it must justify the reasons why it did not consider such market alternatives necessary.
- 2.2.6. The Board of Directors must seek to ensure that corporate restructuring involving the Company and its Related Parties ensure equitable treatment for the Company and its shareholders.
- 2.2.7. Suppose a Transaction with a Related Party approved by the Board of Directors falls under the assumptions under the criteria of relevance defined by CVM in specific regulations, resolved exclusively by the

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Extraordinary Shareholders' Meeting. In that case, the Board of Directors must submit this Transaction to be approved or ratified by the Shareholders' Meeting of the Company.

2.3. Transactions with Controlling Shareholders

2.3.1. The Corporate Governance Committee, when evaluating proposals for Transactions with Related Parties between the Company and any of its Controlling Shareholders, will exceptionally have only independent board members who must be convened as ad hoc Committee members, replacing the member(s) appointed by the Conflicted Controlling Shareholder(s), besides the Committee members, even if appointed by the Controlling Shareholder(s), who are not conflicted.

2.4. Communication of Situations with Conflict of Interest

2.4.1. If a Key Person identifies the possibility of participating in a decision-making process regarding any matter in a situation of potential Conflict of Interest, the Key Person must, as soon as the conflict arises or becomes aware of it, communicate this to the members of the due body to resolve on such matter, to the Legal Superintendency and the Company's Corporate Governance Office, so that the latter reports to the Corporate Governance Committee for an opinion.

2.4.2. A Key Person in a position of conflict (i) a priori, will not attend the meetings or, (ii) if attending due to other matters on the Agenda, must be absent from the discussions on the subject and abstain from voting in a resolution, negotiate, evaluate, opine or in any other way participate or influence the conduct or approval of the matter. If requested by the Chairman of the Board of Directors or by the CEO, as the case may be, the Key Person may be partially part of the discussions to subsidize such discussions with further information on the transaction and parties involved; however, such members must always leave the meeting at the end of the discussion, not staying during the voting procedure. The absence of a voluntary statement by a Key Person regarding their Conflicting Position will be considered a violation of the principles of good corporate governance and this Policy. Such behavior must be reported to

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the Corporate Governance Committee and, subsequently, to the Board of Directors to evaluate the appropriate measures.

2.4.3. When the matter to be resolved refers to the strategic issue of the conflicting shareholder, the meetings of the Board of Directors or Corporate Governance Committee will not be attended by the member(s) appointed by the Controlling Shareholder(s) who are not in a position of Conflict of Interest.

2.4.4. Documents related to Transactions with Related Parties must not be made available to members of the Corporate Governance Committee and/or Board of Directors who are linked to the Related Party involved in the Transaction, except when the majority of the members of the Company's Board of Directors (except member(s) of the Board of Directors of the Company who are not in Conflict of Interest) resolve that the availability of such documents is in the Company's best interest.

2.4.5. If a Key Person who may have a Conflict of Interest does not issue an opinion on this matter, any third party, including another member of the body to which the Key Person belongs, who is aware of the situation may do so, as the competent body to assess such situation, in a collegiate way.

2.4.6. The statement on any characterization of the potential Conflict of Interest and the due abstention from voting rights by the Key Person must be included in the minutes of the meeting of the respective body.

3. Prohibited Transactions

3.1. The following Transactions with Related Parties are prohibited:

3.1.1. Transactions carried out under non-commutative conditions to harm the Company's interests;

3.1.2. The Company directly granting loans to Related Parties as defined above, as well as:

- Board Members and members of the Fiscal Council or Board of Directors or their Advisory Committees, as well as their spouses, partners, descendants or descendants of their spouses or partners;

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- Relatives up to 2nd degree of people mentioned above;
- In favor of People who have an interest in the Company surpassing ten percent (10%), unless specifically authorized by the Central Bank of Brazil, in each case, in case of transactions backed by commercial effects resulting from purchase and sale transactions or pledge of goods, within limits set by the National Monetary Council, in general; and
- In favor of People for which any member of the Company's Management and their spouses/partners, descendants or descendants of their spouses or partners and their relatives up to the 2nd degree hold an interest surpassing ten percent (10%).

3.1.3. Members of the Management and employees involved in a private or personal business that interferes with or conflicts with the Company's interests or results from using confidential information due to their position or role in the Company; and

3.1.4. Compensation method for advisors, consultants or intermediaries that generate a Conflict of Interest with the Company, with the Members of the Management or Controlling Shareholders.

4. Obligation to Disclose Transactions with Related Parties:

- 4.1. When disclosing Financial Statements, information in the Reference Form filed with CVM, and Notices on Transactions with Related Parties, the Company must disclose the Transactions with Related Parties under the applicable law and rules, particularly Article 247 of the Brazilian Corporation Law, CVM Resolution 642 and CVM Instruction 480, as amended.
- 4.2. In any disclosures required by applicable law or rules, Cielo must, as established by CPC 05, provide enough details to identify the Related Parties and the main conditions in the Transaction with Related Parties, to allow the Company's shareholders the right to know, inspect, and monitor the Company's Management, as well as to have the necessary information to assess opportunities and risks from operations, without prejudice to the duty to provide ample disclosure to the market when the transaction is a material fact or when disclosing financial statements.

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4.3. According to CVM Instruction 480, the Company must keep its Reference Form updated with information on Transactions with Related Parties.

4.4. The Company must also complete Exhibit 30-XXXIII of CVM Instruction 480 when:

4.4.1 the total transaction or a set of related transactions exceeds the smallest of the following amounts:

- Fifty million Reais (R\$50,000,000.00); or
- One percent (1%) of the Company's total assets.

4.4.2 at the Management's discretion, the transaction or a set of related transactions the total amount of which is lower than the parameters above, considering: the characteristics of the transaction, the nature of the Related Party relationship with the issuer and the extension of Related Party's interest in the transaction.

IV. Outcome Management

The violations of provisions herein will be submitted to the Corporate Governance Committee, which will analyze and advise the Board of Directors on adopting reasonable sanctions, resulting in disciplinary measures to any (any) member(s) involved.

V. Responsibilities

▪ **Members of the Management, Controlling Shareholders and other Members of Cielo**

- Observing and ensuring compliance with this Policy and, when necessary, engaging the Legal Superintendency and/or the Corporate Governance Committee to consult on situations that involve conflict with this Policy or situations described therein, including Conflict of interest.

▪ **Requesting Areas**

- Communicating any potential Transaction with a Related Party to the Legal Superintendency.
- Activating and providing information, clarifications and necessary documents, as provided for in this Policy, so that Transactions with Related Parties and/or situations

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involving Conflict of Interest are submitted to the Company's governance bodies and evaluated by such bodies, as established in the items 2.1.1 and 2.1.3 above.

▪ **Legal Superintendency**

- Complying with the guidelines herein, keeping the Policy updated to ensure that any changes in Cielo's direction are incorporated into it, clarifying questions on its content and its application, and evaluating the need to update the Policy due to changes in the rules applicable to the Company and/or its Subsidiaries.
- Communicating, as established in item 2.1.1, the Compliance and Money Laundering Prevention Management on the Transaction with Related Parties informed by the Requesting Area.
- Issuing an opinion on legal aspects regarding the classification of Transactions with Related Parties and/or situations involving Conflict of Interest, as provided for in item 2.1.1.
- Working to ensure that Transactions with Related Parties or situations involving Conflict of Interest are reflected in the Reference Form, as per current laws and rules.

▪ **Compliance and Money Laundering Prevention Management**

- Issuing an opinion, after the Legal Superintendency issues an opinion, on Transactions with Related Parties and/or situations involving Conflict of Interest, as provided for in item 2.1.2 above.
- Asking, if necessary, the Requesting Area to present information, clarifications and additional documents to comment on the Transaction with a Related Party.

▪ **Corporate Governance Committee**

- Evaluating, before the Board of Directors' assessment, and issuing an opinion, as per item 2.2.1 of this Policy, on adjustment to the Transactions with Related Parties and/or situations involving Conflict of Interest, as per the Company's Bylaws and this Policy, recommending the Transaction or not.
- Evaluating, before the Board of Directors' assessment, and issuing a recommendation on proposed changes to the content of this Policy and proposing improvements to its rules.

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- Working to ensure that Transactions with Related Parties or situations involving Conflict of Interest: (a) are formalized and documented, specifying their main characteristics, inclusive the Company's eventual termination of any Related Party Transaction whether as succession in the title, under conditions corresponding to those that may be contracted with independent parties (market arm's length conditions); and (b) are carried out at usual market prices, terms and rates or previous trades representing commutative conditions.
- Monitoring the Management of Officers, Superintendents and other Members regarding adopting measures to ensure that Transactions with Related Parties comply with the specific rules on them in the corporation law, the applicable regulations and this Policy.

▪ **Accounting Management**

- Working to ensure that Transactions with Related Parties or situations involving Conflict of Interest are reflected in the Financial Statements and Reference Form, as per current laws and rules.

▪ **Board of Directors**

- After recommended by the Corporate Governance Committee, resolve on Transactions with Related Parties within certain value criteria, as provided for in the Company's Bylaws and item 2.2.2 of this Policy, except in cases that can be approved only by the Shareholders' Meeting of Cielo, as per the relevant criteria that may be defined by CVM's specific regulations.
- Resolving on proposed changes to the content of this Policy.
- Convening, as the case may be, an Extraordinary Shareholders' Meeting of Cielo to resolve on the Transactions with Related Parties that meet the relevance criteria that may be defined by CVM's specific regulations.

▪ **Shareholders' Meeting of Cielo**

- Resolving on Transactions with Related Parties that meet the relevance criteria that may be defined by CVM's specific regulations.

VI. Additional Documents

- Law 6404, of December 15, 1976, as amended ("Brazilian Corporation Law");

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- CVM Instruction 480, of December 7, 2009, as amended (“CVM Instruction 480”);
- Technical Pronouncement CPC 05(R1) of the Brazilian Accounting Pronouncements Committee – CPC (“CPC 5”) approved by Brazilian Securities and Exchange Commission as per Resolution 642/10 (“CVM Resolution 642”) and Brazilian Central Bank as per CMN Resolution 4818/20 and BCB Resolution 2/20
- Listing Rules of Novo Mercado of B3 S.A. – *Brasil, Bolsa, Balcão* (“Novo Mercado’s Rules”);
- Company’s Bylaws
- Charter of the Board of Directors
- Charter of the Corporate Governance Committee
- Tax Management Policy of the Company
- Company’s Code of Ethical Conduct

VII. VII. Concepts and Acronyms

- **Controlling Shareholder(s):** Shareholder or group of shareholders bound by shareholders’ agreement or under common control with the power of direct or indirect control of the Company, under the Brazilian Corporation Law.
- **Members of the Management:** Members of the Board of Directors and Statutory Executive Board.
- **Requesting Area:** Area that requests and/or intends to be involved in a Transaction with Related Parties.
- **Company:** Cielo S.A.
- **Affiliate Company:** The entity over which the investor has Significant Influence.
- **Control** (including the terms and expressions of corresponding meanings, such as **Subsidiary(ies)** or **Subsidiary Company(ies)**, “under **common control**” and “Joint **Control**”): Means, under Article 116 of the Brazilian Corporation Law, owning rights that, directly or indirectly through other Subsidiaries, ensure their holder, permanently and effectively, the power to directly manage and define guidelines of a given Person, as well as the power to elect the majority of the members of the Management, either (i)

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owning more than 50% of the voting capital of said Person; (ii) by exercising the right to elect the majority of board members and/or officers of said Person or, if the Person is an investment fund, to appoint its manager or, in the case of funds without a manager or in which the manager accumulates assignments, its administrator; (iii) upon agreement; or (iv) otherwise. Control can be full or shared.

- **CVM:** Brazilian Securities and Exchange Commission.
- **Significant Influence:** The power to participate in an entity's financial and operating decisions do not necessarily characterize control over those policies. Significant Influence can be obtained through equity interest, statutory provisions or a shareholders' agreement. When an investor directly or indirectly holds twenty percent or more of the voting power of an investee, the investor is presumed to have a significant influence unless it can be proved otherwise. On the other hand, if the investor directly or indirectly holds less than twenty percent of the investee's voting power, it is assumed the investor has no influence. A significant investor influence is generally evidenced in one or more of the following ways: (a) representation on the board of directors or executive board of the investee; (b) participation in policy development processes, including decisions on dividends and other distributions; (c) material transactions between the investor and investee; (d) exchange of officers or managers; (e) provision of essential technical information.
- **Member:** Member of the management/employee who works at Cielo or its Subsidiaries at all levels, including members of the Management, executives, employees, interns and apprentices (as applicable in geographic locations).
- **Close Relative:** Family members who can exert influence or be influenced by the person in these members' business with the entity and include: (a) the person's children, spouse or partner; (b) the children of the person's spouse or partner; and (c) dependents of the person, their spouse or partner.
- **Person:** Any person, individual or corporate, and any entities without legal personality, including Government Authorities, associations, foundations, trusts, partnerships, investment funds, joint ventures, consortia, condominiums, partnerships, or any other entity with or without legal personality.
- **Key Person:** Individuals who have authority and responsibility for planning, managing, and controlling the entity's activities, directly or indirectly, including any manager

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(executive or not) of that entity and, in the case of Cielo and its Subsidiaries, Key Persons will be considered the members of the Board of Directors, the Statutory Board or Management of the Controlling Shareholder(s) who effectively have the power to influence the Company's business and decisions.

VIII. General Provisions

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

This Policy becomes valid when approved by the Board of Directors and revokes any contrary rules and procedures.

Barueri, July 26, 2021.

Cielo S.A.