

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

Revision History

Version:	Approval Date:	History:
01	28/10/2019	Preparation of the Document.
02	19/03/2020	Update to item III. Subitems guidelines 1.1, 2.3, 2.4, 8.1, 13.2.2, 13.2.3, and 18.1. Inclusion in item III. Subitems guidelines 2.4.3, 2.5.4, 5.2.4, 5.2.6, 12.2, 13.5, and 13.7.
03	27/05/2021	Update to item III. Subitems guidelines 2.4.4, 3.3.7, and 7.2. Amendment Bacen Circular Letter No. 3,885/2018 to BCB Resolution 81/21.
04	25/02/2022	Update to item III. Subitems guidelines 3.2, 3.3.3, 3.3.5, 3.3.6, and 3.3.7, and V. Responsibilities.
05	02/01/2023	Update to item III. Guidelines subitems 1, 2.1, 2.1.1, 2.3, 2.4.1, 2.4.2, 2.1.3, 2.5.3.1., 3.3.2., 3.3.2.1, 3.3.2.2, 5.1, 5.2.1, 7.2, 10.2, 10.2.1, 11.1, 11.1.2; and in item VI. Complementary documentation for addition of BCB Resolution 130/2021.

Table of Contents

I. Purpose 2

II. Scope 2

III. Guidelines 2

 1. Principles 2

 2. Corporate Governance Structure 3

 3. Inspection and Control 5

 4. Nomination of Members for the Governance Bodies and Compensation 7

 5. Corporate Governance Management 7

 6. Corporate Governance Support Tools 9

 7. Code of Ethics 10

 8. Institutional Policies 10

IV. Consequence Management 11

V. Responsibilities 11

VI. Supplementary Documentation 11

VII. Concepts and Acronyms 12

VIII. General Provisions 14

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

I. Purpose

Consolidate the guidelines, criteria, and process of nomination and selection of members to act in the Governance Bodies of Cielo S.A. – Instituição de Pagamento ("Company") and its Subsidiaries and Affiliated Companies, ensuring the proper composition of these bodies and alignment to the best governance practices, as well as establishing guidelines to be observed and applied for setting compensation and respective benefits to the members of these bodies, in order to attract, encourage, recognize, and retain qualified professionals, according to their strategic interests and best market practices.

II. Scope

This policy for appointment and compensation of members of the Company's Governance Bodies ("Policy") applies to all Governance Agents involved in the Company's Corporate Governance System.

All the Company's Subsidiaries must 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.

With respect to the Affiliated Companies, the Company's representatives who act in managing those 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. General Criteria for the Nomination of Members to Make up the Company's Governance Bodies

1.1. The appointment of members to the Company's Governance Bodies shall comply with the provisions of this Policy, the Bylaws¹, the Shareholders' Agreement², the Charter of the corresponding Governance Body, the Novo Mercado Listing Rules of B3 S.A. – Brasil, Bolsa, Balcão ("Novo Mercado Regulation"), the Brazilian Code of Corporate Governance for Publicly Held Companies ("CBGC"), Law No. 6,404/1976, as amended ("Brazilian Law of Corporations"), Central Bank of Brazil ("Bacen") Resolutions 81/2021 ("BCB Resolution 81/21") and 130/2021 ("BCB Resolution 130/21"), as applicable, as well as other laws and regulations applicable to the Company.

¹ The Bylaws are available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Bylaws and Policies >).

² The Shareholders' Agreement is available on the website of the Brazilian Securities and Exchange Commission (<http://www.cvm.gov.br/> > Companhias > Informações Periódicas e Eventuais de Companhias > Informações periódicas e eventuais (ITR, DFs, Fatos Relevantes, Comunicados ao Mercados, entre outros) > Cielo S.A. > Acordo de Acionistas)

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

1.1.1. In addition to observing the provisions of item 1.1. above, professionals nominated for the Governance Bodies should **(a)** have remarkable experience (technical, professional and academic) compatible with the position for which they were nominated, **(b)** have an unblemished reputation, **(c)** be morally suited, **(d)** have the availability to properly dedicate themselves to the role, **(e)** be aligned with the Company's values and culture and its Code of Ethical Conduct³, **(f)** be free from conflicts of interest with the Company, and may, in case they fall under this item, be excused by the General Meeting and elected, as provided for in item 2.4.1 below, **(g)** not hold a position in a company or entity that may be considered a competitor of the Company, **(h)** not have been prevented by law, or convicted of felony, malfeasance, active or passive corruption, graft, embezzlement, crime against the popular economy, public faith, property or the national financial system, or criminal penalty that prevents access to public office, and **(i)** not have been subject to a final decision of suspension or incapacity to act as administrator of a publicly held company by the Brazilian Securities and Exchange Commission ("CVM").

1.1.2. Nominations should also consider professionals with different characteristics and profiles, aiming at the complementarity of competencies, such as social and environmental aspects, and diversity, such as criteria of gender, age group, ethnicity, among others, allowing the effective debate of ideas and the making of technical, fair, and reasoned decisions.

1.1.3. Additionally, the impediments and legal prohibitions provided for in the Brazilian Law of Corporations, CVM regulations, the Novo Mercado Regulation, the Brazilian Corporate Governance Code for Publicly Held Companies and BCB Resolutions 81/21 and 130/21, as applicable, as well as in other applicable laws and rules.

1.1.4. The process of nominating members to the Company's Corporate Governance Bodies will be carried out once every two (2) years, as provided for in the Bylaws and Charter of the respective Corporate Governance Bodies of the Company or extraordinarily whenever necessary.

2. Nomination Criteria and Process for Members of the Company's Board of Directors

2.1. Composition. The Company's Board of Directors will be composed of at least seven (7) and at most eleven (11) members, elected by the General Meeting, with a

³ The Code of Ethics is available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Code of Ethics).

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

unified term of office of two (2) years, wherein reelection is permitted. At least two (2) members, or twenty percent (20%) of all Board members must be Independent Board Members, as defined in the Novo Mercado Regulation, and the board member(s) elected under the option provided for in article 141, paragraphs 4 and 5, and article 239 of the Brazilian Law of Corporations 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. Chairman and Vice-Chairman of the Board of Directors. The Board of Directors will have 1 (one) Chairman and 1 (one) Vice Chairman elected by the Board itself. The Vice Chairman performs the duties of the Chairman in his absences and temporary impediments, regardless of any formality. In the event of the absence or temporary impediment of the President and the Vice-President, the role of the Chairman shall be performed by another member of the Board of Directors nominated by the majority of its members, pursuant to Article 16, paragraph 3 of the Company's Bylaws.

2.3. Prohibition of the Accumulation of Positions – Chairman of the Board of Directors and Chief Executive Officer. The positions of chairman of the Board of Directors and chief executive officer or executive president of the Company may not be accumulated by the same person, pursuant to Article 16, paragraph 5, of the Company's Bylaws.

2.4. Criteria for the Nomination of Members to the Board of Directors. For the nomination of members to make up the Board of Directors, the general criteria provided for in item 1 above shall be considered.

2.4.1. In relation to item 1.1.1, sub-items (f) and (g), a member of the Company's Board of Directors may be elected when they fall under these cases if excused by the General Meeting, pursuant to Article 16, paragraph 6, of the Company's Bylaws.

2.4.2. Additionally, for the appointment of members to the Board of Directors, the legal requirements and impediments set forth in article 147 of the Brazilian Law of Corporations, in CVM rules, in articles 14 to 18 of the Novo Mercado Regulation, in articles 09 and 11 of BCB Resolution 81/21 and in other applicable laws must be taken into consideration.

2.4.3. The Company will conduct comprehensive research on those nominated to make up the Board of Directors in public and private registration systems and information in order to validate compliance with BCB Resolution 81/21.

2.4.4. A person may not be elected a board member if they **(a)** have already completed 70 (seventy) years of age on the date of their first election and **(b)**

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

participate as a member on more than four (04) Boards of Directors of publicly held companies.

2.4.5. The re-election of the members to the Board of Directors shall take into account **(a)** their attendance at meetings during their last term of office, and the re-election of the nominee who attended at least seventy-five percent (75%) of the meetings in their last term is recommended; **(b)** the good performance of their role during their last term; **(c)** maximum number of ten (10) consecutive renewals; **(d)** the evaluation of the benefit of their replacement and renewal of the Board of Directors when compared to their permanence and re-election.

2.5. Nomination Process for Members of the Board of Directors. The nomination of members for the Board of Directors may be carried out by the Directors or by any shareholder of the Company, and the process of nominating members to the Company's Board of Directors must be based on a prior analysis (prepared in the form of a report or a matrix) of the skills of the members of the Board of Directors, in order to verify the efficiency of the collegiate and the complementarity of roles, as well as to point out possible *gaps* in its composition, ensuring its proper composition. The appointment process shall seek to have the Board of Directors composed of **(a)** mostly external members, of which at least two (2) members, or 20% (twenty percent) of the total members of the Board, whichever is greater, should be Independent Directors, as defined in the Novo Mercado Regulation; and **(b)** in view of the availability of time of its members to perform their roles and the diversity of knowledge, experiences, behaviors, cultural aspects, age group, and gender, in accordance with CBGC Recommended Practice 2.2.

2.5.1. Member Nominations pursuant to Shareholders' Agreement.

Regarding nominations made pursuant to the Shareholders' Agreement, the shareholder who is entitled to nominate candidates to the Board of Directors shall inform to Corporate Governance in writing, the full name and qualification of the candidates. When nominating a member to join the Board of Directors, the shareholder must present a statement that all legal criteria and those provided for in this Policy have been duly observed in the nomination.

2.5.1.1. In addition, the shareholder must submit a specific form ("Form") to be made available by Corporate Governance, which will consolidate the professional's information and fulfillment of the criteria set forth in this Policy for the performance of the position. This Form shall be completed and signed by the nominee and submitted to Corporate Governance, accompanied by the respective supporting documents mentioned in the Form.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

2.5.1.2. The Board of Directors, after the recommendation of Corporate Governance, will include in the management's proposal for the general meeting for the election of directors a statement indicating the compliance with this Policy by each candidate to the position of member of the Board of Directors.

2.5.2. Nominations of Independent Directors. The nomination of Independent Directors may be made by Management, Controlling Shareholders or Minority Shareholders.

2.5.2.1. The Board of Directors, after the recommendation of the Corporate Governance Committee, shall include in the management's proposal for the general meeting for the election of Independent Directors a statement on: **(a)** the compliance with this Policy by each candidate to the position of member of the Board of Directors and **(b)** the reasons, in light of the provisions of this Policy, in the situations provided for in Article 16 of the Novo Mercado Regulation and in the statement mentioned in Article 17 of the Novo Mercado Regulation, by which the suitability of each candidate for the position of Independent Board Member is verified.

2.5.2.2. The characterization of the nominee to the Board of Directors as an Independent Board Member shall be deliberated by the general meeting, which may base its decision: **(a)** on the statement, forwarded by the nominee to the Independent Board of Directors, attesting that they meet the independence criteria established in the Novo Mercado Regulation, contemplating the respective justification, if any of the situations provided for in §2 of Article 16 of the Novo Mercado Regulation exists, and **(b)** on the statement of the Company's Board of Directors, included in the management proposal referred to in item 2.5.2.1 above.

2.5.2.3. In the event of nomination by Minority Shareholders, the Board of Directors, after the recommendation of the Corporate Governance Committee, shall submit its statement, pursuant to item 2.5.2.1., for inclusion in the notice of shareholders containing the nominee's information, within 48 hours at most, after the delivery of the document by the Minority Shareholder formalizing the nomination, always respecting the time limits laid down in the applicable legislation.

2.5.2.4. The procedure provided for in item 2.5.2.3. for the election of an independent member does not apply to nominations of candidates

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

who **(a)** do not meet the advance period for inclusion of candidates in the distance ballot and **(b)** by means of a separate vote, pursuant to Article 16, § 3, of the Novo Mercado Regulation.

2.5.2.5. Independent Member Classification for the Board of Directors. All members who fall within the terms of Article 16 of the Novo Mercado Regulation are considered for the computation of vacancies for independent members.

2.5.3. Vacancy on the Board of Directors. If a seat opens up in the Board of Directors, the remaining directors shall appoint an alternate, respecting the terms provided for in this Policy, who shall remain in office until the first General Meeting, when the new board member shall be elected, who shall remain in office until the end of the term of office of the replaced member, pursuant to Article 16, paragraph 16, of the Bylaws and 2.7 of the Charter of the Company's Board of Directors⁴.

2.5.3.1. In the above case, the nominations made shall follow the same process indicated in items 2.5.1 and 2.5.2, as applicable. Thus, the remaining directors will appoint an alternate, who will remain in office until the Company's first General Meeting, when the new director will be elected, who shall remain in office until the end of the term of office of the replaced member, pursuant to the Charter of the Company's Board of Directors and to Article 16, paragraph 4, of the Bylaws.

2.5.4. The members of the Board of Directors will only be invested in their positions upon signing a term of office after the approval of their election by Bacen, in accordance with the provisions of BCB Resolution 81/21.

3. Nomination Criteria and Process for Members of the Company's Advisory Committees

3.1. Advisory Committees. The Company currently has 6 (six) Advisory Committees: **(a)** Audit Committee – statutory and permanent body; **(b)** Finance Committee; **(c)** Corporate Governance Committee; **(d)** Personnel and Compensation Committee; **(e)** Risk Committee; **(f)** Sustainability Committee.

⁴ The Charter of the Company's Board of Directors are available on the Company's Investor Relations site (<https://ri.cielo.com.br/> > About Cielo > Board of Directors, Management, Committees and Forums >).

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

3.2. Coordination of Advisory Committees. The Company's Advisory Committees are coordinated by board members, and are preferably made up of members of the Board of Directors.

3.3. Nomination Criteria for Members of the Advisory Committees. For the nomination of members to make up the Advisory Committees, the general criteria provided for in item 1 above shall be considered.

3.3.1. The re-election of the members of the Advisory Committees shall take into account **(a)** the attendance of the nominee at the meetings during their last term of office, and the re-election of the nominee who has attended at least 75% (seventy-five percent) of the meetings in their last term is recommended; **(b)** the good performance of their term during their last term; and **(c)** the evaluation of the benefit of their replacement and renewal of the Committee's members when compared to their permanence and re-election.

3.3.2. Composition and Specific Criteria for the Nomination of Members of the Audit Committee. It shall be composed of at least three (03) members, of which **(a)** at least one member shall be one of the Company's Independent Directors; **(b)** at least one member shall have recognized experience in corporate accounting matters, pursuant to CVM Instruction No. 308 of May 14, 1999, as amended, which provides for the registration and exercise of the independent auditing activity within the scope of the securities market and defines the duties and responsibilities of the administrators of the audited entities in the relationship with independent auditors; **(c)** the same Committee member can have both characteristics described in items (a) and (b); and **(d)** all Committee members must meet the requirements set forth in article 9 of BACEN Resolution 130/2021: **(d.1)** not be, and not having been, in the last twelve (12) months: **(i)** an officer of the Company, its parent company, or its direct or indirect affiliates, subsidiaries or jointly-controlled subsidiaries; **(ii)** an employee of the Company, its parent company, or its direct or indirect affiliates, subsidiaries or jointly-controlled subsidiaries; **(iii)** technician in charge, officer, manager, supervisor or any other member, with management function, of the team involved in the Company's audit work; and **(iv)** member of the Fiscal Council of the Company, its parent company or its affiliates, subsidiaries or jointly-controlled subsidiaries, directly or indirectly; **(d.2)** not be a spouse, companion or relative in a direct line, collateral line or by affinity, up to the second degree of the people referred to in item "d.1" "i" and "iii"; **(iii)** not receive any other type of compensation from the Company, its parent company or its affiliates, subsidiaries or jointly-controlled subsidiaries, directly or indirectly, that is not related to his function as a member of the Audit

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

Committee, except as provided in Article 2.6.1. of the Internal Rules of the Audit Committee; and **(d.4)** not to hold positions, especially on advisory, management or fiscal boards, in companies that may be considered as competitors in the market or in which a conflict of interest may arise.

3.3.2.1. Specific Prohibition. Members of the Company's Fiscal Council, when established, are not allowed to participate as members of the Audit Committee.

3.3.3. Composition of Finance Committee. It shall be composed of at least three (03) members, being **(a)** preferably composed of members of the Board of Directors and **(b)** one of its members, at least, shall be one of the Company's independent directors (in accordance with the definition of "Independent Director" provided for in the Novo Mercado Listing Regulation of B3 S.A. – Brasil, Bolsa, Balcão).

3.3.4. Composition of the Corporate Governance Committee. It shall be composed of at least four (04) members, of which at least one shall be an Independent Director, and the Company's Chief Executive Officer as a permanent member of said Committee.

3.3.4.1. Composition of the Ad Hoc Corporate Governance Committee. Subject to the parameters set forth in the Company's Policy on Transactions with Related Parties and other Situations Involving Conflict of Interest⁵, the transactions between the Company and any of its Controlling Shareholders will be evaluated by the Ad Hoc Corporate Governance Committee to recommend the matter for resolution by the Board of Directors, and this Committee, on an exceptional basis, shall be composed of up to two more Independent Directors, in addition to the Coordinator, and the referred board member(s) shall be summoned to assess the matter as *ad hoc* member(s) of the Committee, replacing the member(s) nominated by the conflicted controlling shareholder(s).

3.3.5. Composition of the Personnel and Compensation Committee. It shall be composed of at least three (03) members, being **(a)** preferably composed of members of the Board of Directors and **(b)** one of its members, at least, shall be one of the Company's independent directors (in accordance with the definition of "Independent Director" provided for in the Novo Mercado Listing Regulation of B3 S.A. – Brasil, Bolsa, Balcão).

⁵ The Policy on Transactions with Related Parties and other Situations Involving Conflicts of Interest is available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Bylaws and Policies).

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

3.3.6. Composition of the Risk Committee. It shall be composed of at least three (03) members, being **(a)** preferably composed of members of the Board of Directors and **(b)** one of its members, at least, shall be one of the Company's independent directors (in accordance with the definition of "Independent Director" provided for in the Novo Mercado Listing Regulation of B3 S.A. – Brasil, Bolsa, Balcão).

3.3.6.1. Specific Prohibition. Professionals who are or have been, at least in the last six months, employees or members of the Company's Board of Directors or any of its holdings, as well as their spouses, or relatives in direct line, collateral line, or by affinity, up to the second degree, are prohibited from participating as members of the Risk Committee, in order to preserve its autonomy and independence.

3.3.7. Composition of the Sustainability Committee. The Committee shall be composed of at least four (4) members, being **(a)** preferably composed of members of the Board of Directors; **(b)** two of its members, at least, independent board members of the Company (as per the definition of 'Independent Board Member' provided in the Novo Mercado Listing Rules of B3 S.A. - Brasil, Bolsa, Balcão); and **(c)** the statutory officer responsible for the Company's sustainability area.

3.4. Nomination Process for Members of the Advisory Committees. The nomination of members to make up the Company's Advisory Committees is carried out by Management, as well as by its Controlling Shareholders(s).

3.4.1. Nominations must be submitted to Corporate Governance in writing, informing the full name and qualification of the member nominated to make up the Advisory Committee.

3.4.2. In addition, a Form should be submitted, which will be made available by Corporate Governance and consolidate the professional's information and fulfillment of the criteria set forth in this Policy for the performance of the position. This Form shall be completed and signed by the nominee and submitted to Corporate Governance, accompanied by the respective supporting documents mentioned in the Form.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

4. Nomination Criteria and Process for Members to the Company's Fiscal Council

4.1. The functioning of the Fiscal Council is regulated by the Company's Bylaws and by the Bylaws of the Fiscal Council⁶, and the nomination criteria set forth in item 1 above must be observed.

4.1.1. In addition to the requirements of this Policy and the applicable regulations, impediments declared in Article 25, paragraph 9 of the Company's Bylaws and Article 162 of the Brazilian Law of Corporations must be observed.

5. Nomination Criteria and Process for Members of the Company's Board of Executive Officers

5.1. Composition. In addition to the requirements of this Policy and the applicable regulations, impediments declared in Article 25, paragraph 9 of the Company's Bylaws and Article 162 of the Brazilian Law of Corporations must be observed. The members of the Board of Executive Officers may accumulate positions, as deliberated by the Board of Directors.

5.1.1. Statutory officer vacancy. The statutory officers are replaced, in cases of absence or temporary impairment, by another statutory officer, chosen by the Chief Executive Officer. In case of vacancy in the position of statutory officer, the alternate will be elected by the Board of Directors to complement the term of office of the person replaced, in the first meeting following the vacancy of the position, which must occur within 30 (thirty) days at most.

5.1.1.1. For the purposes of the provisions above, a vacancy occurs with the dismissal, death, resignation, proven impediment, disability or unjustified absence of the statutory officer for more than 15 (fifteen) consecutive days.

5.2. Nomination Criteria for Members of the Board of Executive Officers. For the nomination of members to make up the Company's Board of Executive Officers, the general criteria set out in item 1 above shall be considered, as well as a harmonic board of professional executives who know how to combine the Company's interest, its shareholders, managers, and employees. The process of nomination and filling of positions of the Board of Executive Officers described in this Policy aims at forming a group aligned with the Company's ethical principles and values, as well as diversity aspects, aiming at filling them with people with complementary competencies who are qualified to face the Company's challenges.

⁶ The Fiscal Council's Charter are available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Board of Directors, Management, Committees and Forums > Fiscal Council > Charter of the Fiscal Council.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

5.2.1. Additionally, for the nomination of members to make up the Board of Executive Officers, the legal requirements and prohibitions provided for in Article 143 of the Brazilian Law of Corporations, CVM regulations and Articles 09 and 11 of BCB Resolution 81/21 shall be taken into consideration.

5.2.2. The Company will conduct comprehensive research on those nominated to make up the Company's Board of Executive Officers in public and private registration systems and information in order to validate compliance with the provisions of BCB Resolution 81/21.

5.2.3. In order to nominate members to the Board of Executive Officers, the Company's Succession Plan should be respected, which aims to describe the profiles of key positions and identify potential candidates who have the necessary competencies for the performance of the required functions. If there is no internally mapped successor, the external recruitment and selection process will be carried out.

5.2.4. Those who have already completed 65 (sixty-five) years of age on the date of the election shall not be elected members of the Board of Executive Officers.

5.2.5. There will be no reserve of Board of Executive Officers positions or any management positions in the Company for direct nomination by shareholders.

5.2.6. The members of the Board of Executive Officers will only be invested in their positions upon signing a term of office after the approval of their election by Bacen, in accordance with the provisions of BCB Resolution 81/21.

5.3. Nomination Process for Members of the Board of Executive Officers. The members of the Board of Executive Officers, with the exception of the Chief Executive Officer, who shall be nominated by the Board of Directors, shall be nominated by the Chief Executive Officer and elected by the Board of Directors.

6. Nomination Criteria and Process for Members of the Company's Advisory Forums

6.1. The functioning of the Advisory Forums is regulated through the Internal Rules of the corresponding Advisory Forum, and the nomination criteria provided for in item 1 above must be observed.

6.2. The nomination of members to the Company's Advisory Forums, when applicable, will be made jointly by the Company's Corporate Governance and technical area, observing the general criteria defined in item 1 of this Policy, and preferably employees of the Company should be nominated to such positions.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

6.3. The Board of Executive Officers is the body responsible for approving the members nominated to the Advisory Forums by the Company's Corporate Governance Secretariat and the technical area, and the latter is responsible for assessing the compliance of the nominations with this Policy (in particular, with the criteria set out in item 1 above).

7. Nomination of Representatives in the Company's Subsidiaries and Affiliated Companies.

7.1. The nomination of members to make up the Board of Directors and/or the Board of Executive Officers of the Company's Subsidiaries and Affiliated Companies will be made jointly by the Affiliated Company's Management, the Company's Corporate Governance and technical area, observing the general criteria defined in item 1 of this Policy.

7.2. The Company's Board of Directors shall, upon proposal of its Board of Executive Officers, choose the Company's representatives in the Board of Directors or similar body, Fiscal Council and Board of Executive Officers of the Company's Subsidiaries and Affiliated Companies, as applicable and pursuant to Article 19 (XIX) of its Bylaws, except when those appointed to occupy the positions are members of the Company's Board of Executive Officers.

7.3. Preferably, employees of the Company or its Subsidiaries and Affiliated Companies should be appointed for the above positions.

8. Compensation of the Members of the Company's Governance Bodies

8.1. The Company adopts the following principles for the compensation of members of its Governance Bodies: **(a)** the Company's compensation program is an instrument for attracting, recognizing, encouraging and retaining talent, based on meritocracy; **(b)** the Company's compensation program considers individual performance, organizational performance, as well as sustainable growth indicators, in addition to viability based on financial results; **(c)** the Company's compensation program must be differentiated and competitive in relation to companies operating in the same market in which the Company operates, and always aligned with best market practices; **(d)** the fixed and variable compensation must be defined taking into consideration the duties, responsibilities, experience of the members of the Governance Bodies and the job market, and must also encourage the achievement of results, be compatible with the Company's Risk Management and Internal Controls Policy⁷ and formulated so as not to encourage

⁷ The Risk Management and Internal Controls Policy is available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Bylaws and Policies).

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

behavior that increases risk exposure above the levels approved by the Company's Board of Directors in its Statement of Risk Appetite in the short, medium and long-term strategies adopted by the Company, as well as encourage diligent decision-making by the members of the Governance Bodies; and **(e)** the compensation program must consider alignment with the interests of shareholders, with a focus on perpetuity and the creation of sustainable, long-term value, as well as the Company's purpose, mission and values.

9. Competence for Approval of the Directors' Compensation

9.1. Annually, the General Meeting shall determine the total amount of the compensation of the directors as provided for in the Board of Directors' Proposal, and the Board of Directors shall distribute the amount among the Company's Directors, as recommended by the Personnel and Compensation Committee, pursuant to Article 152 of the Brazilian Law of Corporations.

9.2. The compensation of Fiscal Council members is set by the General Shareholders' Meeting that elects them, pursuant to article 162, paragraph 3 of the Brazilian Corporation Law.

10. Compensation Applicable to Members of the Board of Directors

10.1. The members of the Board of Directors are satisfied with a fixed monthly compensation, not tied to their participation in the meetings held by that body, with the aim of compensating them for services rendered in a manner compatible with their duties, responsibilities, and time dedicated to their duties. Such compensation must be aligned with the Company's strategic objectives, with a focus on its continuity and the creation of long-term value.

10.2. The compensation of the members of the Board of Directors shall be proportional to the attributions, responsibilities, and demand for time. As a result, the compensation of each board member may be differentiated as a result of additional responsibilities taken on, such as participation on Advisory Committees.

10.3. For non-independent members of the Board of Directors, appointed by the Controlling Shareholders, compensation is not higher than that of the Independent Directors, there being a distinction between the remuneration of the directors due to the additional attributions of Independent Directors provided for in the Company's Policy on Transactions with Related Parties and Other Situations Involving Conflicts of Interest.

10.4. The compensation of the members of the Board of Directors reflects market practices, verified through periodic compensation surveys, conducted by specialized

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

consultancies, in order to align the compensation paid to the members of the Board of Directors with the best market practices and maintain the competitiveness of the Company's compensation strategy.

10.5. The members of the Board of Directors are not entitled to any variable compensation.

10.6. The members of the Board of Directors will be reimbursed by the Company for all travel, accommodations, and other expenses incurred in the performance of their duties.

11. Compensation Applicable to Members of Advisory Committees

11.1. The members of the Company's Advisory Committees will be entitled to a fixed monthly compensation, unrelated to their participation in meetings of these bodies, as compensation for services rendered in a manner compatible with their duties, responsibilities, and time dedicated to their functions.

11.2. The members of the Advisory Committees will be reimbursed by the Company for all travel, accommodation, and other expenses incurred in the performance of their duties.

12. Compensation Applicable to Members of the Fiscal Council

12.1. The members of the Fiscal Council are entitled to a fixed monthly compensation, to be awarded by the General Meeting that elects them, in accordance with the applicable legislation.

12.2. The monthly compensation of the members of the Fiscal Council, as provided for in Article 162, paragraph 3 of the Brazilian Law of Corporations, shall not be less than ten percent (10%) of that which, on average, is granted to each Statutory Director, not including benefits, representation, and profit sharing amounts

12.3. The members of the Fiscal Council will be reimbursed by the Company for all travel, accommodations, and other expenses incurred in the performance of their duties.

13. Compensation Applicable to Members of the Board of Executive Officers

13.1. Fixed Compensation. The members of the Statutory Executive Board are entitled to a fixed monthly compensation, defined by the Board of Directors, whose value is determined, among other factors, by their individual qualifications, experience, training, the level of complexity and responsibility inherent to the function performed in comparison with market practices. Such compensation must be aligned with the

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

Company's strategic objectives, with a focus on its continuity and the creation of long-term value.

13.2. Variable Compensation. The Statutory Board is also entitled to receiving short- and long-term variable compensation, namely:

13.2.1. Short-Term Variable Compensation materialized by Annual Bonus. This compensation is intended to reward the achievement and overcoming of individual goals and the Company's goals by the members of the Statutory Board, as well as to promote the greater interest and alignment of the members of the Statutory Board to the strategic planning, results, and short- and medium-term objectives of the Company.

13.2.2. Long-term Variable Compensation materialized by the Restricted Stock Grant Plan. The purpose of this compensation is to strengthen and renew the long-term commitment of members of the Statutory Board to the sustainability of the business. The Restricted Stock Grant Plan is granted based on individual performance, fostering the Company's value proposition based on meritocracy. This plan is based on the Company's restricted shares and, annually, the Board of Directors, based on the recommendation of the Personnel and Compensation Committee, shall establish the conditions for granting restricted shares.

13.2.3. Long-term variable remuneration materialized by Long-Term Bonus. The purpose of this compensation is to strengthen and renew the long-term commitment of the executive staff, boosting the sustainability of the business. The Program is granted based on individual performance, fostering the company's value proposition based on meritocracy. Each year, the Board of Directors, based on the recommendation of the Personnel and Compensation Committee, will establish the conditions for granting the bonus.

13.2.4. Long-Term Variable Compensation Materialized by Cielo Partner Program. This compensation aims to ensure the Company's competitiveness in the market and strengthen the long-term retention strategy for the members of the Statutory Board, considered to be outstanding professionals for the business. The Cielo Partner program is based on linking part or all of the Statutory Executive Board member's short-term variable compensation to the acquisition of restricted shares in the Company, matched by the Company. Each year, the Board of

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

Directors, based on the recommendation of the Personnel and Compensation Committee, will establish the conditions for granting the Cielo Partner.

13.3. Competence for Approval of Variable Compensation Criteria. Regarding the variable long-term compensation, annually, or at any regular basis deemed appropriate, the Board of Directors, based on the recommendation of the Company's Personnel and Compensation Committee, shall determine the number of restricted shares that will be granted, the value of each share granted, as well as the terms and any other conditions relating to such actions, pursuant to the Restricted Stock Grant Plan.

13.3.1. The variable compensation of the Statutory Executive Board shall be aligned with the risk limits defined by the Board of Directors, and it is expressly prohibited that the same person controls the decision-making process and its supervision, so that no one will decide on their own compensation.

13.4. Variable Compensation Calculation Methodology. The variable compensation must comply with the principles set out in item 8 and be calculated considering the expected results in the Company's strategic and business plans, as approved by the Board of Directors.

13.5. Retention and Hiring Incentives: The Statutory Executive Board is entitled to receive retention and/or hiring incentives ("Retention Incentive"), as applicable to the objective of guaranteeing the Company's competitiveness in the market and to strengthen the long-term retention strategy for Statutory Directors considered to be outstanding professionals for the business.

13.5.1. Retention Incentives are materialized through the granting of one-off amounts and, in return, the permanence of the Statutory Director who benefits from the retention incentive for the minimum period established in the agreement that regulates the terms of the Retention Incentive.

13.5.2. In the event that the Statutory Director submits a request for resignation before the end of the agreed period, the amount paid by the Company as an incentive will be refunded by the Statutory Director, and said refund shall comply with the provisions of the agreement that regulates the terms of the Retention Incentive.

13.6. Benefits. Statutory Executive Board member are entitled to the following benefits: Medical and dental care, medical check-up, pension, medical supplement, life insurance, meal allowance, vehicle, parking, and cell phone.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

13.7. Non-competition. Members of the Board of Executive Officers who resign (by resignation, dismissal or end of term of office) shall be entitled to receive an amount in return for the non-compete obligation, committing and obliging not to compete with the Company and not to provide services to its competitors for the time period agreed with the Company.

14. Review of the Elements of Directors' Compensation.

14.1. The Company seeks to keep its compensation practice for the members of its corporate governance bodies up-to-date and competitive. To do so, it periodically conducts market research, with the support of specialized consultants, comparing its practices to those of other reference companies in the market. Specific surveys are occasionally conducted for certain positions to make the analysis even more precise.

15. Compensation Applicable to Members of the Advisory Forum

15.1. The members of the Advisory Forum are not entitled to compensation for their work as members in these forums.

15.2. The members of the Advisory Forum will be reimbursed by the Company for all travel, accommodations, and other expenses incurred in the performance of their duties.

16. Compensation Applicable to Members Nominated by the Company to positions in Governance Bodies of the Company's Subsidiaries and Affiliated Companies.

16.1. Members nominated by the Company to positions in Governance Bodies of the Company's Subsidiaries and Affiliated Companies are not entitled to compensation for their work as members of those bodies. In the event that the Subsidiaries and Affiliated Companies compensate the members for their Governance Bodies, the members nominated by the Company and who are also its employees shall waive such compensation.

17. Competence of the Corporate Governance Committee⁸

17.1. The Corporate Governance Committee shall be the advisory body to the Board of Directors responsible for: **(a)** evaluating the report or matrix resulting from the prior analysis provided for in item 2.5. above and issuing any recommendations to be submitted to those responsible for the nomination of members to the Board of Directors, pursuant to this Policy; **(b)** analyzing the compliance of the nomination of members to the Company's Governance Bodies with this Policy, except for the nomination of members to the Board of Executive Officers, (in particular, to the criteria set out in item

⁸ The Charter of the Corporate Governance Committee are available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Board, Management, Committees and Forums > Board of Directors Advisory Committees > Corporate Governance Committee > Charter of the Corporate Governance Committee).

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

1 above) and issue any recommendations regarding it to the competent body for its approval, including with the support of the Forms made available by the Corporate Governance Secretariat, duly completed and signed by the nominees, as applicable; **(c)** analyzing, together with the Personnel and Compensation Committee, the market surveys provided for in item 14.1. above regarding the compensation of the members of the Company's Governance Bodies, except for the compensation of the members of the Company's Board of Executive Officers, and make any recommendations to be submitted to the Board of Directors; **(d)** analyzing, together with the Personnel and Compensation Committee, future, internal, and external scenarios, and their possible impacts on the compensation applicable to members of the Company's Governance Bodies, except for member nominations to the Board of Executive Officers; **(e)** analyzing and issuing recommendations annually on this Policy, in order to keep it constantly updated, in accordance with the highest corporate governance standards and with the applicable legislation, always observing the Company's peculiar characteristics; and **(f)** overseeing the implementation and operation of this Policy.

17.2. The Corporate Governance Committee may rely on the collaboration of external consulting to validate whether candidates for members of the bodies indicated above meet the conditions set forth in this Policy.

18. Competence of the Committee of Persons and Compensation⁹

18.1. The Personnel and Compensation Committee shall be the advisory body to the Board of Directors responsible for: **(a)** analyzing the compliance of the nominations of members to the Board of Executive Officers with this Policy (in particular, with the criteria set out in item 1 above) and issuing any recommendations regarding it to the Board of Directors for approval, including with the support of the Forms made available by Corporate Governance, duly completed and signed by the nominees, as applicable; **(b)** analyzing the market surveys provided for in item 14.1 above regarding the compensation of the members of the Company's Governance Bodies and making any recommendations to be submitted to the Board of Directors; **(c)** reviewing and issuing recommendations to the Board of Directors regarding the strategy, policies, and practices adopted or to be adopted by the Company regarding the compensation of the Company's Governance Bodies; **(d)** analyzing future, internal, and external scenarios, and their possible impacts on the compensation applicable to members of the Company's Governance Bodies; **(e)** reviewing and issuing recommendations annually on this Policy in order to keep it constantly updated in accordance with the highest corporate

⁹ The Charter of the Personnel and Compensation Committee are available on the Company's Investor Relations website (<https://ri.cielo.com.br/> > About Cielo > Board of Directors, Management, Committees and Forums > Board of Directors Advisory Committees > Personnel and Compensation Committee > Charter of the Personnel and Compensation Committee).

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

governance standards and applicable legislation, always in compliance with the characteristics peculiar to the Company; **(f)** supervising the implementation and operation of this Policy.

18.2. The Personnel and Compensation Committee may count on the collaboration of external consultancies to validate whether candidates to the Board of Executive Officers meet the conditions set out in this Policy, as well as specialized consultancies in the areas of compensation. In these cases, the Personnel and Compensation Committee may be directly accessible to the consultants hired, without the involvement or intermediation of the Board of Executive Officers.

IV. Consequence Management

Employees, suppliers, customer, and other Stakeholders (Audiences of Interest) who observe any deviations from the guidelines in this Policy may report the fact to the Ethics Channel (www.canaldeetica.com.br/cielo or 0800 775 0808), with the option of anonymity. The Company's Ethics Channel is managed by an independent company to ensure confidentiality and is responsible for forwarding the communications reported to the competent body for their investigation.

V. Responsibilities

- **Administrators and employees:** observe and ensure compliance with this Policy and, when necessary, contact Corporate Governance and/or the Executive Board of Personnel, Management, and Performance for advice or any questions regarding the content and application of this Policy.
- **Affiliated Company Management:** area dedicated to the management and monitoring of Subsidiaries and Affiliated Companies, as well as responsible for the attribution provided for in item 7 of this Policy.
- **Corporate Governance:** comply with and enforce the guidelines set forth in this Policy, keep it up-to-date in relation to the guidelines, criteria, and the nomination and selection process for working as members of the Company's and its Subsidiaries' and Affiliated Companies' Corporate Governance Bodies, in order to ensure that any changes to the provisions of this Policy are included in it, as well as clarify doubts about its content and application.
- **Personnel, Management and Performance Executive Board:** comply with and enforce the guidelines set forth in this Policy and keep it up-to-date with the provisions related to compensation in order to ensure that any changes to the provisions of this Policy are included in it, as well as clarify doubts regarding its content and application.

VI. Supplementary Documentation

- Company Shareholders' Agreement;

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

- BACEN Circular Letter No. 3,681/2013;
- BCB Resolution No. 85/2021;
- BCB Resolution No. 130/2021;
- Brazilian Code of Corporate Governance for Publicly Held Companies;
- Code of Best Practices in Corporate Governance;
- Company Code of Ethics;
- Company Bylaws;
- CVM Instruction No. 308/1999;
- Brazilian Law of Corporations;
- Company Corporate Risk Management and Internal Controls Policy;
- [Policy on Transactions with Related Parties and other Situations Involving Conflicts of Interest](#);
- Charter of the Company's Board of Executive Officers;
- Charter of the Company's Board of Directors;
- Charter of the Company's Advisory Committees;
- Charter of the Fiscal Council;
- Charter of the Company's Advisory Committees;
- Novo Mercado Regulation.

VII. Concepts and Acronyms

- **Administrator:** member of the Company's administrative bodies.
- **Governance Agents:** the "individuals and bodies involved in the governance system, such as: partners, administrators, tax advisors, auditors, board of directors, fiscal council, etc." ¹⁰
- **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.
- **Minority Shareholder(s):** shareholder or group of shareholders whose total shares do not ensure the exercise of direct or indirect control over the Company, pursuant to the Brazilian Law of Corporations.
- **Independent Advisor:** as defined by the Novo Mercado Regulation of B3 – *Brasil, Bolsa, Balcão (B3)*, and board member(s) elected pursuant to Article 141, §§ 4 and 5, and Article 239 of the Brazilian Law of Corporations, shall also be considered independent.
- **Board of Directors:** a collegiate decision-making body that aims to satisfy the duties of guiding and supervising the management of the Executive Board and deciding on major business issues, including making strategic, investment, and financing decisions, among

¹⁰ Brazilian Institute of Corporate Governance (IBGC). Code of Best Practices in Corporate Governance. 5th edition, São Paulo: 2015, p.13.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

other matters provided for in article 142 of the Brazilian Corporation Law and/or the Company's bylaws.

- **Fiscal Council:** a supervisory body, independent from the administrators, reporting to the shareholders, of a permanent nature or not, installed by decision of the general meeting, the purpose of which is to preserve the value of the organization¹¹. The duties and powers granted by law to the Fiscal Council cannot be granted to another body of the Company¹². The members of the audit board have the power to act individually, despite the collegiate nature of the body.
- **Advisory Committees:** advisory bodies to the Board of Directors, of a technical nature, which are instruments of support and which increase the quality and efficiency of the performance of the Company's Board of Directors. The Advisory Committees have no deliberative power and their recommendations are not binding on the Board of Directors.
- **Personnel and Compensation Committee:** body that advises the Board of Directors regarding the provisions of this Policy, as provided for in item 18.
- **Corporate Governance Committee:** body that advises the Board of Directors regarding the provisions of this Policy, as provided for in item 19.
- **Board of Executive Officers**¹³: body responsible for managing the company's business, executing the strategy and general guidelines approved by the Board of Directors. Through formalized processes and policies, the Board of Executive Officers enables and disseminates the organization's purposes, principles, and values.
- **Advisory Forums:** advisory bodies to the Board of Executive Officers, of a technical nature, which are instruments of support and which increase the quality and efficiency of the performance of the Company's Board of Executive Officers.
- **Governance Bodies:** bodies that make up the Company's and its Subsidiaries' and Affiliated Companies' Corporate Governance System.
- **Corporate Governance System:** "the system by which companies and other organizations are directed, monitored, and encouraged, involving the relationships between partners, board of directors, executive board, supervisory and control bodies, and other stakeholders." ¹⁴
- **Affiliated Companies:** companies in which the Company holds 10% (ten percent) or more of their capital, without, however, controlling them, under the terms of article 243, paragraph 1 of the Brazilian Corporation Law.
- **Subsidiaries:** companies in which the Company has significant influence, whereby, pursuant to article 243, §§ 4 and 5 of the Brazilian Law of Corporations, (i) there is

¹¹ Ibid., p. 82.

¹² Brazil. Law no. 6.404, dated December 15, 1976. Governs Joint Stock Companies. Available in: <<hyperlink1>http://www.planalto.gov.br/ccivil_03/leis/L6404compilada.htm</hyperlink1>>

¹³ Brazilian Institute of Corporate Governance (IBGC), op. cit., p. 82.

¹⁴ Ibid., p. 20.

Title:	Nomination and Compensation of Members for the Corporate Governance Bodies	Code:	PLT_028
VPE:	Corporate Governance/Executive Board for People, Management and Performance	Version:	05

significant influence when the Company holds or exercises the power to participate in the financial or operating policy decisions of a company, without, however, controlling it; and (ii) significant influence will be presumed when the Company holds 20% (twenty percent) or more of the voting capital of the corresponding company, without, however, controlling it.

- **Stakeholders: (Audiences of Interest):** 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, regulatory bodies, competitors, press, associations and class entities, users of electronic means of payment, and non-governmental organizations.

VIII. General Provisions

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

This Policy takes effect on the date of its approval by the Board of Directors and revokes any documents to the contrary.

Barueri, February 1, 2023.

Cielo S.A. – Instituição de Pagamento.