

The Board of Directors of Cielo S.A. ("Company"), in a meeting held on February 25, 2022, approved these internal regulations ("Regulations"), as follows:

1. Purpose and mission

1.1. **Purpose.** These Regulations govern the composition, operation, and duties of the Corporate Governance Committee ("Committee"), a body linked and advisory to the Company's Board of Directors ("Board of Directors"), with due regard for the provisions of the Company's bylaws ("Bylaws"), the Company's shareholders' agreement ("Shareholders' Agreement"), and applicable legislation.

1.2. **Mission.** The Committee's mission is to advise the Board of Directors by adopting the best corporate governance practices, always pursuant to the particular characteristics of the Company, in order to ensure that its activities are conducted in a manner that protects and promotes the Company, ensuring its social objectives and values in coherence with the following basic principles of corporate governance: transparency, equity, accountability, and corporate responsibility.

2. General Rules of the Committee

2.1. **Installation.** The Committee is installed by the Board of Directors, in accordance with Article 27 of the Bylaws and Article 2.3 – "Composition" of these Regulations.

2.2. **Duties.** The Committee is responsible for:

(a) with respect to corporate governance:

(a.1) analyzing and monitoring the operation of the corporate governance model adopted by the Company, as well as issuing recommendations about the corporate governance model adopted and its effectiveness, proposing any necessary changes to the Board of Directors;

(a.2) analyzing and issuing recommendations on the adoption of best corporate governance practices, as well as monitoring the process of implementation and maintenance of the corporate governance practices adopted by the Company;

(a.3) analyzing and issuing recommendations on the Company's Bylaws, institutional policies, the Internal Regulations of the Advisory Committees, as well as any other documents related to the Company's corporate governance, in order to keep them constantly updated with the highest standards of corporate governance, always pursuant to the particular characteristics of the Company;

- (a.4)** monitoring the Company's continuous adherence, as applicable, to legislation pertinent to corporations, the capital market and regulatory legislation of the securities market surveillance agencies, as well as to the best corporate governance practices, with the support of the Company's Legal Department and Corporate Governance Secretariat;
- (b) with respect to the Policy on Transactions with Related Parties and other Situations Involving Conflicts of Interest ("Policy on Transactions with Related Parties"):
- (b.1)** analyzing and issuing recommendations on situations of potential conflicts of interest, whether or not involving related parties, as well as transactions between related parties, under the terms of the Policy on Transactions with Related Parties;
- (b.2)** analyzing and monitoring compliance with the Policy on Transactions with Related Parties and, in case of violation of the provisions of this Policy, recommending to the Board of Directors the adoption of the appropriate measures, ensuring its effectiveness;
- (c) with respect to compensation:
- (c.1)** analyzing, together with the People and Compensation Committee, market research regarding the compensation of the members of the Company's governance bodies, except for the members of the Company's Statutory Executive Board ("Executive Board"), and making any recommendations to be forwarded to the Board of Directors;
- (c.2)** analyzing and issuing recommendations to the Board of Directors, in conjunction with the People and Compensation Committee, regarding the strategy, policies and practices adopted or to be adopted by the Company with respect to compensation of the members of the Company's governance bodies, except for the members of the Executive Board;
- (c.3)** analyzing, together with the People and Compensation Committee, future internal and external scenarios and their possible impacts on the compensation applicable to the members of the Company's governance bodies, except for the members of the Executive Board;
- (c.4)** analyzing and issuing recommendations to the Board of Directors, on an annual basis, about the proposal for the global compensation of the Company's management to be submitted to the General Shareholders' Meeting, except in relation to the members of the Executive Board;
- (d) with respect to nomination and succession:
- (d.1)** analyzing and expressing an opinion on the indicative selection criteria and the summary of qualifications, knowledge, and professional experience deemed to be

the appropriate profile for the performance of the members of the Company's Board of Directors, except in relation to the members of the Company's Executive Board;
(d.2) analyzing the report or matrix resulting from the evaluation on the skills of the members of the Board of Directors, the objective of which is to verify the efficiency of the collegiate body and the complementarity of functions, as well as to point out any gaps in its composition, and issuing eventual recommendations to be forwarded to those responsible for the nomination of members to the Board of Directors, under the terms of the policy for nomination and compensation of members of the Company's governance bodies, aiming at adjusting the composition of the Board of Directors;
(d.3) analyzing and issuing recommendations to the Board of Directors on the profile of the candidates selected for the position of members of the Company's governance bodies, except in relation to the members of the Company's Executive Board;
(d.4) analyzing and issuing recommendations to the Board of Directors on the adherence of the nominations for members of the Company's governance bodies, except in relation to the members of the Company's Executive Board, in compliance with the provisions of the policy for the nomination and compensation of members of the Company's governance bodies, as well as compliance with the nomination process;
(d.5) analyzing and issuing recommendations to the Board of Directors, on an annual basis, in conjunction with the People and Compensation Committee, on the policy for nomination and compensation of members of the corporate governance bodies, in order to keep it constantly updated in accordance with the highest standards of corporate governance and applicable legislation, always pursuant to the particular characteristics of the Company;

(e) with respect to evaluation:

(e.1) analyzing and issuing recommendations to the Board of Directors on the evaluation process for the Company's Board of Directors and its Advisory Committees, as well as their respective evaluation questionnaires;
(e.2) supporting the Chairman of the Board of Directors in organizing the periodic evaluation process of the Board of Directors, as well as the Coordinators of the Company's Advisory Committees;

(f) analyzing and issuing recommendations on the complementary operational rules for the operation of this Committee, which must be approved by the Board of Directors;

(g) analyzing and issuing recommendations on other matters requested by the Board of Directors.

2.3. **Composition.** The Committee shall be composed of at least 4 (four) members, elected by the Board of Directors, pursuant to Article 2.4 – "Election and Term of Office" of these

Regulations, being **(a)** preferably composed of members of the Board of Directors, except with respect to the member indicated in item 2.3.1; and **(b)** at least one of its members an independent board member for the Company (according to the definition of “Independent Board Member” provided for in the Novo Mercado Listing Rules of B3 S.A. - Brasil, Bolsa, Balcão).

2.3.1. The Company’s CEO shall be a permanent member of this Committee.

2.3.2. Members of the Fiscal Council, when installed, are not allowed to participate.

2.4. **Election and term of office.** The members of the Committee shall be elected during the first meeting of the Board of Directors held after the Company’s Annual General Shareholders’ Meeting that elects the members of the Board of Directors, with a unified term of office of 2 (two) years, coinciding with the term of office of the members of the Board of Directors, reelection being permitted.

2.5. **Investiture.** The Committee members will take office by signing an instrument of investiture within 30 (thirty) days of their appointment, which will be duly filed at the Company’s headquarters.

2.6. **Compensation.** The Committee members may or may not be compensated, at the discretion of the Board of Directors.

2.7. **Coordinator.** The Coordinator of this Committee must be an independent member of the Company’s Board of Directors.

2.7.1 The Coordinator’s main duties, with the assistance of the Secretariat of the Board of Directors (“Corporate Governance Secretariat”), will be to **(a)** call and chair the meetings of the Committee; **(b)** coordinate and set the agenda for the meetings; **(c)** ensure that the members of the Committees receive complete and timely information on the items on the agenda for the meetings; **(d)** ensure the effectiveness and good performance of the Committee; **(e)** comply with and enforce these Regulations; **(f)** propose the invitation of experts to participate in the meetings when necessary; **(g)** represent the Committee in its relationship with the Board of Directors and the Company’s Executive Board; **(h)** periodically report the issues discussed at the Committee’s meetings to the Board of Directors.

2.8. **Absence of the Coordinator.** In the event of absence or temporary impediment of the Committee Coordinator, his/her duties shall be performed by another member appointed by a majority decision of the Committee members present at the meeting.

2.9. Vacancy. In the event of a definitive vacancy in the Committee, the Board of Directors shall be summoned to elect a substitute, who shall remain in office until the end of the term of the replaced member, in order to comply with the unified term of office of the Committee members.

2.10. Waiver. Resignation from the position of Committee member shall occur through written communication to the Board of Directors, becoming effective before the Company upon receipt by the Board of Directors.

3. Rules of the Committee meetings for evaluation of Transactions with Related Parties

3.1. Transactions between related parties. Transactions between related parties, as well as issues regarding conflicts of interest, whether involving related parties or not, will be evaluated by this Committee in order for it to recommend the matter for deliberation by the Company's Board of Directors, observing the parameters provided for and by means of premises, filters, and the mechanism defined in the Company's Policy on Transactions with Related Parties.

3.2. Transactions with controlling shareholders. Subject to the parameters set forth in the Policy on Related Party Transactions, the transactions between the Company and any of its controlling shareholders shall be evaluated by this Committee in order for it to recommend the matter for deliberation by the Board of Directors, whereas, in this case, the Committee, on an exceptional basis, shall be composed of all independent board members, and such members shall be summoned to consider the matter as *ad hoc* members of the Committee, replacing the member(s) appointed by the conflicted controlling shareholder(s), in addition to the Committee members that are not conflicted.

4. Duties and responsibilities

4.1. Member Duties and Responsibilities. The members of the Committee shall: **(a)** perform their duties respecting the same duties and responsibilities attributed to the Company's management, contained in Articles 153 to 159 of Law no. 6.404/76 ("LSA"), according to the provision contained in Article 160 of the LSA; **(b)** not disclose to third parties any Company documents or information to which they have access, and shall maintain secrecy and confidentiality, using them only for the exercise of their duties as members of this Committee, as well as demanding the same confidential treatment from the professionals that act in an advisory role, under penalty of being held liable for the act that contributes to their undue disclosure; **(c)** abstain from intervening, individually or jointly with a third party, in any transactions between the Company and its Related Parties (as defined in the Policy on Transactions with Related Parties); **(d)** act with the utmost independence and objectivity, aiming at the Company's best interest so that the Committee may achieve its purpose, and must also observe and respect the Company's codes and policies, to which they are subject.

5. Operation of Meetings

5.1. **Periodicity.** The Committee will ordinarily meet on a quarterly basis, and extraordinarily whenever necessary, according to the convening rules indicated in the Articles 4.2– “Call Notice” and 4.3 – “Call Notice Deadline, Agenda and Material”, below.

5.2. **Call notice.** Calls for Committee meetings shall be made by the Corporate Governance Secretariat, with the guidance from the Coordinator or, in the event of the Coordinator’s absence or temporary impediment, with guidance from the person responsible for calling the Committee’s meetings, subject 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 items on the order of business, accompanied by the respective supporting materials.

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

5.3. **Call notice deadline, agenda, and material.** The call notice, agenda, and supporting material for the meetings must be produced/sent 5 (five) days prior to the date set for the meeting.

5.3.1. If the Committee 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.

5.3.2. In the event of an extraordinary meeting, in view of the urgency of the call, it will be up to the Coordinator, or in the event of the Coordinator’s absence or temporary impediment, to the person responsible for calling the Committee 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 Secretariat.

5.4. **Location.** Committee meetings shall preferably be held at the Company’s headquarters.

5.5. **Installation quorum.** The Committee meetings 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 5.3 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.

5.6. Composition of the bureau. The Committee meetings will be chaired by the Coordinator, or, in his/her absence or temporary impediment, as per Article 2.8 – “Absence of the Coordinator” of these Regulations.

5.7. Manifestation of Vote. Each member is entitled to 1 (one) vote at Committee meetings.

5.8. Deliberation Quorum. As a general rule, the Committee’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.

5.8.1. 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. In this case, such a member shall be prevented from voting and participating in the discussions, and must leave the room while the topic is being discussed.

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

5.10. Guests. The Coordinator, of his/her own initiative or at the request of any member, may invite, at his/her discretion, members of the Company’s Board of Directors, officers, employees, independent auditors, and/or third parties to attend Committee meetings and provide the necessary clarifications regarding a certain item on the order of business for the respective meeting.

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

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

5.11.2. In the event of a remote meeting and/or remote participation, Committee members undertake to prevent third parties from attending the meeting without prior approval from the Coordinator.

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

5.12. Drafting of the minutes. Minutes of the Committee meetings will be drafted, to be signed by all and recorded in the respective ledger, filed at the Company's headquarters.

5.12.1. The draft minutes will be prepared by the Corporate Governance Secretariat and sent to the Committee members within 5 business days from the date the meeting was held.

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

5.13. Corporate Governance Secretariat. The Committee's bureau will include a Secretary, who is responsible for:

- (g) organizing, under the Coordinator's guidance, the agenda for the matters to be addressed, based on requests from the Board of Directors, members of this Committee, and consultations with the Company's Executive Board;
- (h) producing the call notices for Committee meetings, making Committee members – and any attendees – aware of the location, date, time, and order of business;
- (i) 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;
- (j) filing at the Company the minutes and deliberations made by the Committee, as well as forwarding to the competent bodies for registration and publication, if applicable;
- (k) issuing certificates, abstracts, and attest, before any third party, for due purposes, the authenticity of the deliberations made by the Committee;
- (l) assessing whether the Committee's deliberations do not conflict with legal or statutory provisions or with previous deliberations.

6. Annual Report

6.1. **Periodicity and submission.** Annually, on the occasion of the preparation of the Management Report, the Committee shall prepare and submit a written report to the Board of Directors, summarizing its activities during the past year, as well as any outstanding recommendations it may have decided upon.

7. General Provisions

7.1. **Amendment to the Regulations.** The Committee may review and evaluate, as appropriate, the adequacy of these Regulations and propose to the Board of Directors the amendments identified as necessary or convenient. However, these regulations may only be amended by a majority decision of the members of the Board of Directors.

7.2. **Omission situations.** Omissions related to these Regulations, doubts over interpretation and/or amendments to its terms shall be submitted to the Board of Directors 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 of Directors.

7.5. **Scope.** These Regulations shall be observed by the Company, its Officers, the members of its Board of Directors, the members of this Committee, the members of the other advisory committees, as well as by the other areas of the Company.

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