



NU HOLDINGS LTD.

Audit and Risk Committee Charter

Adopted May 27, 2022

Purpose

The Audit and Risk Committee (the "**Committee**") shall assist the Board of Directors (the "**Board**") of Nu Holdings Ltd., a Cayman Islands exempted company with limited liability (the "**Company**"), in fulfilling its oversight responsibilities to the Company's shareholders with respect to (i) the Company's corporate accounting and financial reporting practices and the audit of the Company's financial statements, (ii) the independent auditors' qualifications and independence, (iii) the performance of the Company's internal audit function and independent auditors, (iv) the quality and integrity of the Company's financial statements and reports, (v) reviewing and approving all audit engagement fees and terms, as well as all non-audit engagements with the independent auditors, (vi) overseeing the Company's overall risk framework and risk appetite framework and (vii) overseeing the Company's compliance with legal and regulatory requirements, including reviewing relevant communications with regulators. In discharging these obligations, the Committee shall maintain and foster an open avenue of communication between the Committee and the independent auditors, the Company's management and internal auditors.

Composition and Organization

The Committee shall consist of at least three members, comprised of directors deemed by the Board to be independent and who meet independence and experience requirements of the New York Stock Exchange ("**NYSE**") and meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended. Each member shall have the ability to read and understand the Company's basic financial statements. At least one member of the Committee shall, in the judgment of the Board, be an "audit committee financial expert" in accordance with the rules and regulations of the SEC.



The members of the Committee shall be appointed by the Board. The members of the Committee shall serve at the discretion of the Board. The Board shall designate one member of the Committee as the Committee's chairperson (the "**Chairperson**").

No member of the Committee may serve on more than two other public company audit committees unless the Board determines that such simultaneous service will not impair the ability of the member to serve effectively on the Committee. No Committee member shall have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the previous three years.

Meetings

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, it being understood that the Committee will ordinarily meet quarterly in advance of the release of quarterly financial results. The Chair of the Committee shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting by the Committee. The Chair of the Committee, in consultation with the other committee members, shall determine the length of the committee meetings and shall set meeting agendas consistent with this charter.

Call notices to the meetings shall be made by the Board's Corporate Secretariat through any available physical or electronic means at least five (5) business days in advance of every meeting. Except for matters that demand urgent review or to reflect changes or modifications from the initial materials distributed, the agenda and material of the meetings will be available to the members at least four (4) business days in advance of every meeting.

Meetings shall be held at such times and places as the Committee determines. The Committee can also meet by means of audio and/or video conference, or by any other electronic communication tool which allows review and discussion of the matters proposed to the Committee, which will be conducted in real time and be considered as one single act.

Meetings shall be considered duly installed with the presence of at least two-thirds (2/3) of its members. Resolutions shall be adopted by majority votes of the attending members.



Ordinary and Extraordinary meetings, its resolutions, statements and opinions of the Committee shall be drawn up and signed by the Chairperson (or such other Committee member who presided over the applicable meeting as the chairperson). Written resolutions shall be draw up and signed by all the members.

In order to ensure effective communication, coordination and coverage of the matters under the Committee's responsibilities, the Committee may periodically call joint meetings with other committees of the Board.

In addition, the Committee shall separately meet on a periodic basis with management, the officer of the internal audit department or another designated employee and the independent auditors to discuss any matters that the Committee or any of these persons or firms believe should be discussed. The Committee shall also meet periodically in separate executive sessions with the Chief Financial Officer, the Chief Legal Office/General Counsel, the Chief Risk Officer, the Chief Compliance Officer and other members of management as it determines appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

In addition to this Charter, the operation of the Committee will be subject to any applicable provisions of the Memorandum and Articles of Association of the Company, the Cayman Islands Law, the rules and regulations of the SEC and the listing standards of NYSE, each as in effect from time to time.

Minutes and Reports

Minutes of each meeting, and each written consent to take action without a meeting, will be kept by the Corporate Secretariat. The Chair shall periodically report to the Board.

Duties and Responsibilities

To carry out its purposes, the Committee shall have the following responsibilities, duties and



powers:

Independent Auditor

- The Committee shall be directly responsible for the appointment, compensation, retention, termination, and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such accounting firm shall report directly to the Committee;
- The Committee shall pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditor pursuant to its internal procedure and/or policies established by the Committee;
- The Committee shall discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor's annual audit plan(s) and discuss significant findings from the audit and any problems or difficulties encountered, including any restrictions on the scope of the auditor's activities or on access to requested information, and any significant disagreements with management;
- The Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Committee shall:
 - obtain and review a report or reports from the Company's independent auditor:
 - describing the independent auditor's internal quality-control procedures;
 - describing any material issues raised by (i) the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("**PCAOB**") review, of the independent auditing firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the auditing firm; and any steps taken to deal with any such issues; and



- describing all relationships between the independent auditor and the Company consistent with applicable requirements of the PCAOB regarding the independent auditor's communications with the audit committee concerning independence.
 - review and evaluate the lead audit partner of the independent auditor team(s);
 - confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law;
 - consider whether the independent auditor should be rotated, so as to assure continuing auditor independence; and
 - obtain the opinion of management and the internal auditors of the independent auditor's performance.
- The Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor.

Internal Auditors

- At least annually, the Committee shall evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review and approve the internal audit plan;
- At least annually, the Committee shall evaluate the performance of the senior officer or officers responsible for the internal audit function of the Company and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers; and
- The Committee shall be responsible for recommending to the Board and management the election, replacement or dismissal of a senior officer responsible for the internal audit function of the Company.

Financial Statements; Disclosure and Other Audit and Financial Matters



- The Committee shall meet to review and discuss with management and the independent auditor the annual audited financial statements and unaudited quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Annual Report on Form 20-F (or any annual report to shareholders if distributed prior to the filing of the 20-F) or quarterly report filed on Form 6-K, as applicable, with the SEC;
- The Committee shall review with management, the internal auditors and the independent auditor, in separate meetings whenever the Committee deems appropriate:
 - any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative International Financial Reporting Standards ("**IFRS**") methods on the financial statements;
 - the critical accounting policies and practices of the Company;
 - the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the Company's financial statements; and
 - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
- The Committee, or the Chair of the Committee, shall review the type and presentation of information included in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to the use of non-GAAP/non-IFRS financial information;
- The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which



are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting. The Committee shall also review any special audit steps adopted in light of material control deficiencies;

- The Committee shall review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the auditor pursuant to established auditing standards, as amended, such as:
 - any restrictions on the scope of the independent auditor's activities or on access to requested information;
 - any accounting adjustments that were noted or proposed by the auditor but were not adopted or reflected;
 - any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
 - any management or internal control letter issued, or proposed to be issued, by the auditor; and
 - any significant disagreements between management and the independent auditor.

- In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting;

- The Committee shall establish procedures for:
 - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Risk Management and Compliance Matters



- The Committee shall review the Company's compliance with laws and regulations, including major legal and regulatory initiatives. The Committee shall meet and discuss these matters with management and others as appropriate, including the General Counsel of the Company;
- The Committee shall review and monitor, at least every half year, the entries in the Whistleblowing Channel, its conclusions, as well as the monitoring of critical issues and the applicability of the Company's Code of Conduct and Whistleblower Policy, and supervising the actions and updates involving the theme;
- The Committee shall advise the Board in reviewing the development and assessment of risk policies, risk management framework and internal controls systems to mitigate those risks applicable to the Company and its subsidiaries (including identifying the various types of financial and non-financial risks) and in determining the Company's risk appetite and risk strategy;
- The Committee will discuss, at least annually, the Company's cybersecurity program and will receive periodic updates from the Company's management on cybersecurity;
- The Committee shall advise the Board in the implementation of the Company's risk strategy;
- The Committee shall advise the Board in the systematic review of the Company's risk exposure to economic sectors, geographic areas and risk types, if applicable;
- The Committee shall advise the Board in the supervision of the risk and compliance functions within the Company, ensuring their independence and that the risk and compliance functions have the appropriate means to discharge their responsibilities;
- The Committee shall receive reports and period information from the risk and compliance functions, which shall include the detection of potential deficiencies and breaches of pre-established limits;
- The Committee shall assess at least annually the Company's risk and compliance functions performance, with particular attention to the performance of the Chief Risk Officer and the Chief Compliance Officer, if applicable;
- The Committee shall advise the Board in the performance of stress tests by the Company or its subsidiaries;



- The Committee will review with management the risks related to the Company's tax planning and regulatory compliance;
- The Committee will review with management the Company's (i) investment philosophy, policies and procedures, (ii) allocation and performance of its investment portfolio, (iii) management of investment risk, and (iv) foreign exchange risk management.
- The Committee shall assess the Compliance Program adopted by the Company; and
- The Committee shall be informed of significant correspondence with regulators and advise the Board in the adoption of actions and measures that result from the reports and inspections made by regulatory authorities to which the Company and its subsidiaries might be subjected.

Annual Evaluation

The Committee shall produce and provide to the Board on an annual basis an evaluation of the Committee's performance of its duties under this charter. The evaluation shall be conducted in such a manner as the Committee deems appropriate. The Chair of the Committee will present the evaluation to the Board. The evaluation shall also include an assessment by the Committee of the adequacy of this charter and any recommendations to improve this charter.

Resources and Authority of the Committee; Retention of Advisors

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and shall be empowered to conduct its own investigation into issues related to its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or independent counsel or other experts and advisors, as it deems necessary or appropriate. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to the independent auditors and any other advisors retained by the Committee and ordinary administrative expenses of the Committee that are necessary



or appropriate in carrying out its duties.

Version	Description of change	Date of change	Squad responsible	Date of approval	Approver
1	Initial Version	-	Corporate Governance Secretariat	06/18/21	Board of Directors
2	Adjustments to increase best governance practices	10/18/21	Corporate Governance Secretariat	10/25/21	Board of Directors
3	Execute the minutes with only the Chairperson signature	05/20/22	Corporate Governance Secretariat	05/27/22	Board of Directors