

EXTRAORDINARY SHAREHOLDERS' MEETING

Management Proposal and Manual for Participation



**B3 S.A. – Brasil, Bolsa,
Balcão**

June 1st, 2023

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Guidelines for Attendance at Extraordinary Shareholders' Meeting



June 1st, 2023



11 a.m.



exclusively digitally
(Microsoft Teams)



attendance methods:

- Remote Voting Form
- Remote Attendance via Microsoft Teams



questions and information

Contact the Investor Relations team by sending an email to ri@b3.com.br or calling 55 11 2565-7739 or 2565-4129

Questions and Information

This document provides information on the matter to be resolved at the Extraordinary Shareholders' Meeting, as well as the necessary clarifications for shareholders' attendance at this Meeting.

The aim of this initiative is to reconcile the practices in place at the Company for timely and transparent communications with its shareholders with the requirements of the Corporation Law and CVM Resolution No. 81/2022.

Matter to be resolved at the Extraordinary Shareholders' Meeting

- (1) To elect the members of the Board of Directors.

Management's proposals on item pertaining to the Extraordinary Shareholders' Meeting, as well as information on the matter, are detailed in item B.1 hereof.

Guidelines for Attendance at Extraordinary Shareholders' Meeting

A. Attending Extraordinary Shareholders' Meeting

The shareholders' attendance at Shareholders' Meeting is paramount, and since the Meeting will be held exclusively by digital means, **shareholders shall attend (a) by sending remote voting form or (b) by digital system** (*Microsoft Teams*), pursuant to CVM Resolution No. 81, as well as the guidelines and instructions available below.



Meeting Quorum

Extraordinary Shareholders' Meeting ("ESM") first call: at least **1/4 of the Company's voting capital stock**.

If such quorum is not present, then the Company will publish a **new Call Notice** indicating the new date for holding the ESM upon **second call**, which meeting can be **convened with any number of shareholders** in attendance.



Documentation

To attend the Meeting, shareholders will be required to submit a copy of the documents listed below, which shall be emailed to ri@b3.com.br, either by (i) **May 30, 2023**, for **remote attendance**, or (ii) **May 25, 2023**, for vote via **Remote Voting Form**.

Individuals

- the shareholder's photo identity document; or, if appropriate
- photo identity document of the shareholder's attorney-in-fact and relevant power of attorney.

Legal Entities

- the latest restated bylaws or articles of association
- corporate documents/power of attorney demonstrating the legal representation of the shareholder/attorney-in-fact
- photo identity document of the legal representative/attorney-in-fact

Investment Funds

- last restated regulations (including voting policy).
- bylaws or articles of association of administrator or manager responsible for voting.
- corporate documents demonstrating the representation powers and, if applicable, the relevant power of attorney.
- photo identity document of the legal representative/attorney-in-fact.

- The documents above can be sent **by email, subject to the guidelines provided in items A.1 and A.2 below**, as appropriate.
- No certified translations will be required.
- **Accepted identity documents** (to the extent valid): RG, RNE, CNH, Passport, or officially recognized professional association cards.
- Powers of attorney and remote voting forms can be **digitally signed**, subject to the guidelines provided in items A.2.2. and A.3.1. below.

Guidelines for Attendance at Extraordinary Shareholders' Meeting



A.1. Guidelines on participation via electronic system (Microsoft Teams)

B3 will provide an electronic system for remote participation (Microsoft Teams) that will allow shareholders to attend, take the floor and vote at their Meetings without being physically present, while enabling:

- (i) shareholders to take the floor and simultaneously access any documents presented during the Meeting that have not been previously made available;
- (ii) the Meeting to be fully recorded by the Company itself; and
- (iii) shareholders to communicate with each other.



Through this system, shareholders will gain real-time audio and video access to the presiding officers and other shareholders



Shareholders can also take the floor and exercise all shareholders rights

To attend via *Microsoft Teams*, shareholders must:

- email a participation request to ri@b3.com.br
- deadline for requests: by May 30, 2023
- requests to be submitted together with the documentation listed items A and A.3.1 and an indication of the desired email for receiving Meeting attendance instructions
- if any shareholder does not receive instructions by 10 a.m. on May 31, 2023, they should contact the B3 Investor Relations team by calling +55 11 2565-7739 or +55 11 2565-4129, no later than 6 p.m. on May 31, 2023 (Brasilia time).

During the Meetings...



Access the participation system **30 minutes prior to the start** of the Meeting (10:30 a.m.), to enable accesses to be validated and shareholders to be duly identified in an orderly and timely manner.



Keep the **cameras** on your computers or mobile devices enabled and **running throughout the Meetings**.



Keep **microphones off** and turn them on when you need to take the floor and speak.



At the time of the voting, only votes **against or abstentions shall be indicated**, for which using the chat is allowed, if necessary.

Guidelines for Attendance at Extraordinary Shareholders' Meeting

A.1. Guidelines on remote participation via electronic system (Microsoft Teams)

Important!

- Instructions will be sent **only to shareholders having requested participation by the deadline and according to the conditions provided above** and whose documentation is valid. Those having failed to request the participation in the Meeting according to the requirements aforementioned in this document will not be allowed to attend.
- An accredited shareholder (or their legal representative):
 - (i) shall **use the link** and instructions to be sent by the Company **solely and exclusively for digitally attending the Meeting**;
 - (ii) **is not authorized to transfer or disclose** all or any part of the link to any third party, whether a shareholder or not; and
 - (iii) **is not authorized to record, reproduce** or transfer to any third party, whether a shareholder or not, all or any part of the contents or any information digitally transmitted during the Meetings.
- **Technical requirements for attending** the Meeting:
 - (a) for participation by **computer**:
 - (i) having installed a web browser compatible with Microsoft Teams;
 - (ii) having broadband Internet connection;
 - (iii) using built-in webcam or external USB camera, microphone and speakers compatible with Microsoft Teams; and
 - (iv) having minimum processor and other requirements recommended by the platform vendor ([//microsoft.teams.com](https://microsoft.teams.com)); and
 - (b) for participation by **mobile device**:
 - (i) having the Microsoft Teams app installed;
 - (ii) having broadband Internet connection; and
 - (iii) having Microsoft Teams-compatible camera, microphone, and speakers
- The Company also recommends that accredited shareholders **previously familiarize with the use of the Microsoft Teams electronic platform**, while ensuring their electronic devices are compatible with such platform — for use via chat, audio and video.
- **B3 will not be liable for any operational or connection problems that any shareholder may face or for any other event or situation beyond B3's control that may hamper or preclude their participation in the Meeting.**

Guidelines for Attendance Extraordinary Shareholders' Meeting

A.2. Guidelines on participation via Remote Voting Form

Shareholders who choose to exercise their right to vote via remote voting form may send their voting instructions concerning the matter to be addressed at the Meeting according to the guidelines and deadlines set out in items A.2.1 and A.2.2. below, it being understood that sending forms in advance whenever possible effectively contributes to better planning and optimization of time at the Meeting:

(i) by filling instructions sent to their custody agents providing this service, for shareholders holding shares deposited with a central securities depository; or

(ii) by filling instructions sent to the bookkeeping agent of the Company, namely, Banco Bradesco S.A., for shareholders holding shares deposited with the bookkeeping agent; or

(iii) by sending the remote voting form to participate in the ESM directly to the Company to the e-mail address ri@b3.com.br.

We clarify that the version of the remote voting form for participation in the ESM is available on the Company's Investor Relations website (<https://ri.b3.com.br/pt-br/>) and on the CVM website.

During the voting period, which will end on the dates indicated in items A.2.1 and A.2.2 below, shareholders may change their votes sent via form as many times as they deem necessary, and the votes contained in the last form submitted will be considered in the Company's voting map.

Once the voting period has ended, according to the dates provided for in items A.2.1 and A.2.2 below, shareholders can no longer change the votes already sent via form. If a shareholder finds a change to be necessary, then such shareholder must attend the Meeting via the remote participation electronic system, sending the required documents by e-mail (see table, terms, and procedures set forth in item A above) and requesting at the Meeting that the votes sent via form be disregarded.

DEADLINE FOR SENDING (directly to the Company or through third parties)

- By **and including May 25, 2023** (7 days prior to the Meeting)

Any voting forms received by the Company after that date will be disregarded.



Guidelines for Attendance at Extraordinary Shareholders' Meeting

A.2.1. Shareholders sending form through service providers

Shareholders opting to exercise their remote voting rights via remote voting form through service providers must transmit their votes to their respective custody agents or to the Company's bookkeeping agent, according to the rules laid down by the latter.

Shareholders must therefore contact their custody agents or the bookkeeping agent to verify the procedures stipulated by the latter for the issue of votes via form, as well as the documents and information required by them for that.

Custody agents will forward the voting instructions received thereby to the B3 Central Securities Depository, which, in turn, will create a voting map to be sent to the Company's bookkeeping agent.

Shareholders must transmit instructions for their custody agents or the bookkeeping agent to fill in the form no less than 7 days before the date of the Meeting, i.e. by and including May 25, 2023, unless a different shorter deadline is set by their custody agents or the bookkeeping agent.

Upon receiving the shareholders' votes through their respective custody agents, the B3 Central Securities Depository will disregard any conflicting votes having been issued by the same CPF or CNPJ tax registration number on a same resolution. Additionally, the bookkeeping agent will disregard any conflicting votes having been issued by the same CPF or CNPJ tax registration number on a same resolution.

A.2.2. Shareholders sending form directly to the Company

Shareholders opting to exercise their remote voting right may alternatively do so by sending the following documents directly to the Company, by emailing its Investor Relations Officer (ri@b3.com.br):

(i) scanned copy of the Remote Voting Form for attendance at the ESM published on the Company's and CVM's websites, as duly filled in, which must be either (i) initialed and signed by hand or (ii) digitally signed by means of a digital certificate issued by an entity accredited by Brazilian Public Key Infrastructure (ICP-Brasil); and/or

(ii) a scanned copy of the documents set out in item A, as appropriate.

Upon receipt of such documents, B3 will notify shareholders of its receipt and acceptance or rejection thereof. If the voting form is not fully filled in or not submitted together with the supporting documents mentioned above, then it will be disregarded, and the shareholder will be notified by message to the email indicated in item 3 of the relevant voting form.

In the event of conflict between any remote voting form received directly by the Company and the voting instructions contained in the consolidated voting map sent by the bookkeeping agent for the same CPF or CNPJ tax registration number, the vote contained in the bookkeeping agent's voting map shall prevail, whereupon the form received directly by the Company will be disregarded.

The form and documents shall be sent to the Company at least 7 days prior to the date of the Meetings, i.e. by and including May 25, 2023.

Guidelines for Attendance at Extraordinary Shareholders' Meeting

A.3. Guidelines for participation by proxy

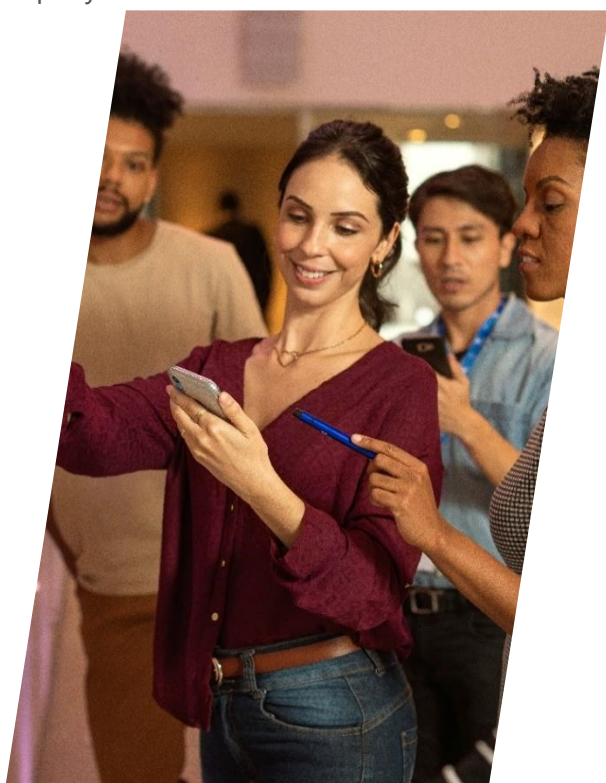
A.3.1. Proxy

Proxies shall be granted digitally sent to the Company by email to ri@b3.com.br, and they must be either:

(i) initialed and signed by hand, with no notarization required; or

(ii) digitally signed by a digital certificate issued by an entity accredited by the Brazilian Public Key Infrastructure (ICP-Brasil).

Individual shareholders may be represented, under article 126, paragraph 1, of the Brazilian Corporation Law, by a proxy appointed within the past one (1) year, who must be (i) a shareholder, (ii) a lawyer, (iii) a financial institution or (iv) a manager of the Company.



For shareholders who are legal entities, the Company shall not require the agent to be (i) a shareholder, (ii) a lawyer, (iii) a financial institution or (iv) an officer of the Company, and these shareholders must be represented in the manner stipulated by their respective corporate documents.

If a shareholder cannot be represented by a proxy of their choice, then the **Company will provide the names of three attorneys-in-fact who can represent them in strict accordance with the voting instructions issued by such shareholder:**

1) To vote **FOR** the matter on the agenda: Iael Lukower, Brazilian citizen, lawyer, domiciled in the State Capital of São Paulo, with business address at Praça Antonio Prado No. 48, 7th floor, enrolled with the Brazilian Bar Association/São Paulo Chapter (OAB/SP) under No. 246.117 and with the Individual Taxpayer Register (CPF) under No. 294.471.428-77.

2) To vote **AGAINST** the matter on the agenda: Debora Benassi, Brazilian citizen, lawyer, domiciled in the State Capital of São Paulo, with business address at Praça Antonio Prado No. 48, 7th floor, enrolled with the OAB/SP under No. 280.706 and with the CPF under No. 290.214.068-10.

3) To **ABSTAIN** from voting on the matter on the agenda: Lucas Ometto Ferraz de Arruda, Brazilian citizen, lawyer, domiciled in the State Capital of São Paulo, with business address at Praça Antonio Prado No. 48, 7th floor, enrolled with the OAB/SP under No. 368.482 and with the CPF under No. 312.296.718-97.

The consularization or apostille of the proxies granted by the shareholders to their respective representatives will not be required, nor will they require a certified translation of the powers of attorney and documents.

Guidelines for Attendance at Extraordinary Shareholders' Meeting

A.3. Guidelines for participation by proxy

A.3.1. Proxy

To assist our shareholders, please find below a **proxy form**.

PROXY
<p>[SHAREHOLDER], [QUALIFICATION] ("Grantor"), in its capacity as a shareholder of B3 S.A. – Brasil, Bolsa, Balcão ("Company"), names and appoints as its proxy:</p> <p>Iael Lukower, Brazilian, lawyer, domiciled in the Capital City of the State of São Paulo, with business address at Praça Antonio Prado, No. 48, 7th floor, enrolled with the Brazilian Bar Association, São Paulo Chapter (OAB/SP) under No. 246.117 and with the Individual Taxpayer Register (CPF) under No. 294.471.428-77, to vote IN FAVOR on the matters on the agenda, in accordance with the express guidance given below by Grantor;</p> <p>Debora Benassi, Brazilian, lawyer, domiciled in the Capital City of the State of São Paulo, with business address at Praça Antonio Prado, No. 48, 7th floor, enrolled with the OAB/SP under No. 280.706 and with the CPF under No. 290.214.068-10, to vote AGAINST the matters on the agenda, in accordance with the express guidance given below by Grantor;</p> <p>Lucas Ometto Ferraz de Arruda, Brazilian, lawyer, domiciled in the Capital City of the State of São Paulo, with business address at Praça Antonio Prado, No. 48, 7th floor, enrolled with the OAB/SP under No. 368.482 and with the CPF under No. 312.296.718- 97, to ABSTAIN from voting on the matters on the agenda, in accordance with the express guidance given below by Grantor;</p> <p>granting them powers to attend, examine, discuss, vote and, if applicable, sign the minutes and shareholder attendance list on behalf of Grantor, at the Company's Extraordinary Shareholders' Meeting to be held on June 1st, 2023, at 11:00 a.m. (Brasilia Time), at the Company's principal place of business, located at Praça Antonio Prado, No. 48, 7th floor, Centro, City of São Paulo, State of São Paulo, pursuant to applicable regulations, in strict compliance with the guidance determined below concerning the matter on the Agenda, substitution with equal powers being permitted.</p>
Agenda
<p>(1) To elect the members of the Board of Directors, as proposed by the Company's Management;</p> <p>FOR () AGAINST () ABSTAIN ()</p>
<p>For the purposes of granting this power of attorney, the proxy agent shall have limited powers to attend Extraordinary Shareholders' Meeting, on first and second calls, if applicable, and to cast votes in accordance with the above-mentioned voting guidance, not having the right or obligation to take any measures other than those necessary to comply with this proxy instrument. The proxy agent is hereby</p>

authorized to refrain from any resolution or matter for which they have not received, at their discretion, sufficiently specific voting guidance.

This proxy is valid only for the Company's Meetings referred to herein, whether on first or second call.

[City], [month] [day], 2023

Grantor

By: [name]

[position]

A.3.2. Pre-Accreditation

For **proxies** granted, the documents mentioned in items A and A.3.1 must be **emailed to ri@b3.com.br** at least two (2) days before the date of the Meeting, i.e. **by May 30, 2023**.

However, in order to facilitate the accreditation of shareholders at the Meeting, we request that these documents be delivered as long in advance as possible.

Management Proposal

B. Management Proposal

B3's Management is submitting the following proposal to the Extraordinary Shareholders' Meeting.

B.1. Matter to be resolved at the Extraordinary Shareholders' Meeting

The following are B3 Management's explanations in relation to the item of the proposal to be resolved on at the Extraordinary Shareholders' Meeting of June 1st, 2023.



1) Resolve to elect the members of the Board of Directors

Initially, it is worth clarifying that the Extraordinary Shareholders' Meeting described in this material is called due to the removal from the agenda of the item 4 – "Election of the Board of Directors" from the agenda of the Annual Shareholders' Meeting held on April 27, 2023, cumulatively with the Extraordinary Shareholders' Meeting ("AGOE"). The withdrawal from the agenda was due to a flaw in the content of the distance voting form, as disclosed in the minutes of the AGOE.

It is also important to point out that the same content of the Management Proposal regarding the matter was maintained, without any changes when compared to the Management Proposal disclosed on 3/27/2023 to call the AGOE. In other words: the candidates now proposed for composition of the Board of Directors in the 2023-2025 term, as described below, are exactly the same ones proposed when calling the AGOE.

The current members of the Board of Directors continue to fulfill their mandate, whose term shall extend until the investiture of the members of the Board of Directors to be elected at the Meeting.


1.1. Candidates and election system

At this Shareholders' Meeting, which will deliberate on the election of the Board of Directors for the 2023-2025 term, Management proposes that the slate system be used. In this sense, below is the list of candidates that make up the slate indicated by the Management for resolution by the shareholders:

Nominations for Reelection:


Candidates for Independent, Unbounded Members

(as defined in the Bylaws and item 1.2.1. hereinbelow)

-  Mr. Antonio Carlos Quintella
-  Mr. Caio Ibrahim David
-  Ms. Claudia Farkouh Prado
-  Ms. Cristina Anne Betts
-  Mr. Florian Bartunek
-  Mr. Guilherme Affonso Ferreira

Candidates for Independent Members




(as defined in the Bylaws and item 1.2.1. hereinbelow)

-  Mr. Maurício Machado de Minas
-  Mr. Pedro Paulo Giubbina Lorenzini

New Nominations:

New Candidates for Independent, Unbounded Members

(as defined in the Bylaws and item 1.2.1. hereinbelow)

-  Ms. Ana Dolores Moura Carneiro de Novaes
-  Ms. Claudia de Souza Ferris
-  Mr. Rodrigo Guedes Xavier

The nominations of the foregoing candidates were approved by a meeting of the Board of Directors held on March 27, 2023, and ratified at a meeting of the Board of Directors held on this date, April 28, 2023, based on the recommendation by the Governance and Nomination Committee.

Details on their qualifications and experiences are provided in the Exhibit I, in accordance with the item 7 of the Reference Form.

1.2. Candidate Selection Process

In line with international best practices, the candidate selection work done by the Board of Directors and the Governance and Nomination Committee considers not only regulatory requirements, but also diversity criteria that, put together, represent the attributes considered critical so that our Board can work focused on our business and our long-term strategic vision.

In addition, under the Company's Management Nomination Policy¹, other factors are assessed in each candidate, such as availability of time, reputational checks and reviews of potential conflicts, as well as their alignment with the Company's values.

¹ Available at: <https://ri.b3.com.br/pt-br/governanca-corporativa-visao-geral/estatutos-codigos-e-politicas/>

For nominations for reelection, the Governance and Nomination Committee and the Board of Directors also take into consideration attendance at meetings and results of the performance assessment of the Board and its members, the process for which is laid out in the Reference Form and the Annual Report, both available on the Company's Investor Relations website.

Incidentally, it is worth pointing out that the formation of slate for this cycle was also supported by the results of the project named "Board of the Future," which was carried out by our Board over the course of 2022, with support from an advisory firm. Addressing the future of governance and organizations and fomenting discussions about the circumstances impacting the Company's future and challenges, the project has led to mapping of various action plans — including those related to the composition of the Board and the skills of Directors.

1.2.1. Regulatory Requirements

A majority of the Company's Board of Directors must be independent members, pursuant to CVM Resolution No. 135/2022, which regulates the operation of regulated securities markets and the entities administering organized markets.

For the purposes of that Resolution, independent director is one having no ties with:

- (i) the Company, its direct or indirect parent company, its subsidiaries or any companies directly or indirectly under common control therewith;
- (ii) any manager of the Company, its direct or indirect parent company or any subsidiary;
- (iii) any holder of authorization to operate in trading or transaction register environments or systems in the markets managed by the Company; and
- (iv) any shareholder holding 5% or more of the Company's voting capital.

Consistent with the foregoing, the Company's Bylaws provide that a majority of its Board of Directors shall consist of "Independent, Unbounded Directors," meaning, for the purposes of the Bylaws, those who:

- (a) cumulatively meet the independency criteria set forth by the Novo Mercado Regulation ("Independent Directors") and by CVM Resolution No. 135/2022 ("Unbounded Directors"); and
- (b) hold no direct or indirect interest at a rate of 7% or more of the total capital or voting capital.

The Bylaws determine, among other requirements, that:

- (i) at least 2 of the Directors of the Company will be Directors who maintain a bond with a holder who has authorization to operate in trading or transaction register environments or systems in the markets managed by the Company ("Bounded Directors"), chosen among those with effective representativeness and leadership in the markets they operate, and
- (ii) no more than one Director may be a member of the Board of Directors who maintains a relationship with the same holder with authorization to operate in trading or transaction register environments or systems in the markets managed by the Company. Specifically with regard to the

verification of the criterion of independence of the Bounded Directors, an interest of up to 5%, whether direct or indirect, in the voting capital of the Company, as provided for in CVM Resolution No. 135/22, must be observed.

In addition, the Company is listed on the “Novo Mercado”, so that the requirements set forth in the Listing Regulation of that segment shall be met for the purpose of classifying candidates for members of the Board of Directors as Independent Directors.

It should be noted that, in any scenario and/or election process – as described in item 1.6. below – the composition of the Company’s Board of Directors must comply with the minimum requirements above.

Furthermore, it is worth noting that, according to the independence declarations provided by the candidates, the Board of Directors, assisted by the Governance and Nomination Committee, pursuant to the minutes of the Board of Directors’ Meeting held on March 27, 2023 (available on the Investors Relations website), understands that all candidates are duly classified in the independence criteria of the Novo Mercado Regulation, the Bylaws and other applicable regulation. Also, all candidates to the position of Unbounded Directors meet the criteria set forth in Article 28 of CVM Resolution No. 135. In the same opportunity, the Board of Directors has confirmed that all candidates were evaluated as to their adherence to the eligibility criteria set forth in the Company's Bylaws and the Management Nomination Policy, concluding that all of them meet the referred criteria.

Pursuant to article 11 of CVM Resolution 81, information on candidates for members of the Board of Directors who are part of the slate proposed by Management, which are required by items 7.3 to 7.6 of the Reference Form provided for by CVM Resolution 80, including their respective curricula, are included in Exhibit I hereto.

In addition, the prior declaration of each candidate is available at the Company’s headquarters, pursuant to Art. 147 of Law No. 6.404/76, of Art. 23, paragraph 2 of the Bylaws and in accordance with CVM Resolution No. 135/22 and the Novo Mercado Regulations, as applicable.

1.2.2. Diversity

When selecting candidates, the Board of Directors and the Governance and Nomination Committee seek a balance of knowledge, experience, gender, affective-sexual orientation and other aspects considered relevant with a view to a capable Board with a diverse and strategic profile.

We believe in diversity as a strategic value, mainly because it promotes innovation and enriches the decision-making process. Furthermore, in the case of B3 – a highly complex company that serves a very diverse audience – a diverse Board is fundamental in advancing towards the markets we reach today and those we want to reach in the future.

1.2.2.1 Knowledge and Experience Matrix

Considering the abovementioned, the Board of Directors has established a matrix that specifies the set of essential competences on the Board in light of the Company’s present and future needs and the particularities of our business – some of which are already included in our Policy for Management Nomination.

Based on this Matrix, it is possible to assess the level of coverage of the competences identified therein and, with that, define the desirable technical profile of candidates for the Board, including detecting any gaps that new candidates could fill.

The Matrix is completed by the Directors themselves or new candidates, as the case may be, who self-assess themselves in relation to each item, considering that, for the self-assessment chart below, each candidate was asked to point their 6 main competences.

SKILLS AND EXPERTISE

	Ana Novaes	Antonio Quintella	Caio David	Claudia Ferris	Claudia Prado	Cristina Betts	Florian Bartunek	Guilherme Ferreira	Maurício Minas	Pedro Lorenzini	Rodrigo Xavier
Relevant leading position											
Corporate strategy											
Auditing											
Accounting											
Financial and capital market											
Corporate Finance											
Corporate Management											
Laws and Regulations											
Risk											
Sustainability/ Social/ Environmental											
Corporate Governance											
Human Capital											
Tecnology											
Inovation											
Client experience											

1.2.2.2 Demographic Diversity Map

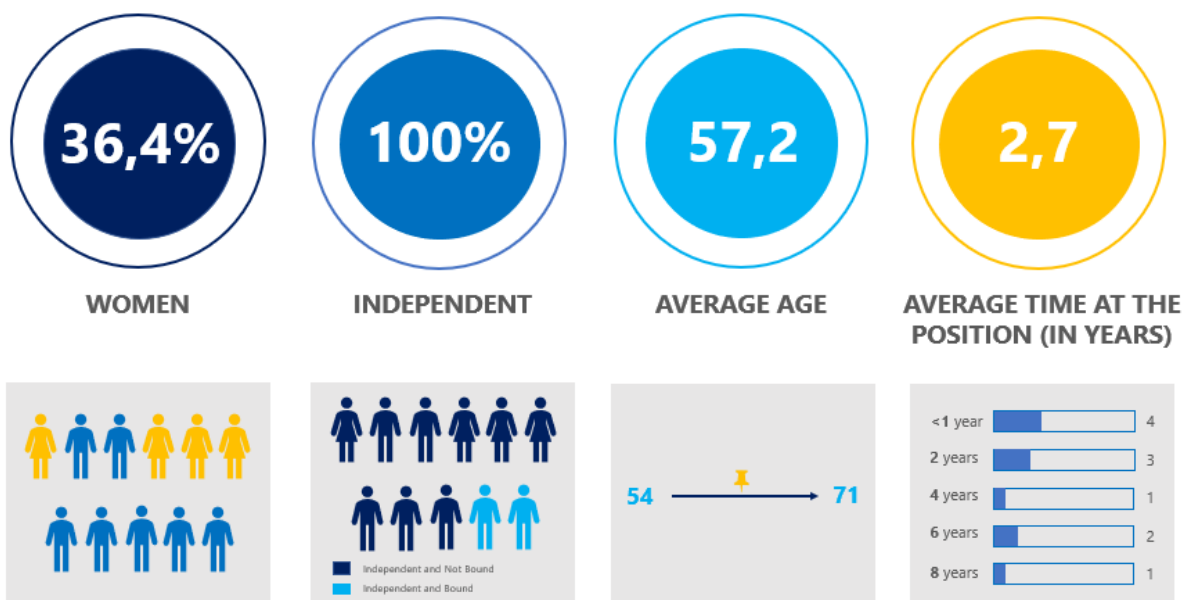
In accordance with the best corporate governance practices, with the values present in the Company's culture and with CVM Resolution 80, as altered by CVM Resolution 59, the 11 candidates nominated by the Management for the 2023-2025 term filled out a questionnaire with questions about gender, affective-sexual orientation, ethnic/racial profiling and disability.

The consolidated result of the responses is mapped below:

		% Board of Directors
Gender	Female	36.36%
	Male	63,64%
	Non-binary	0.00%
	Other	0.00%
	Did not declare	0.00%
Affective-sexual orientation	Asexual	0.00%
	Bisexual	0.00%

	Heterosexual	90,91%
	Homosexual	9.09%
	Other	0.00%
	Did not declare	0.00%
Color or race	Yellow	0.00%
	White	100,00%
	Indigenous	0.00%
	Brown	0.00%
	Black	0.00%
	Other	0.00%
	Did not declare	0.00%
Disability	Hearing	0.00%
	Physical	0.00%
	Intellectual	0.00%
	Mental	0.00%
	Multiple	0.00%
	Visual	0.00%
	Other	0.00%
	None	100,00%
	Did not declare	0.00%

1.3. Highlights of nominations for the 2023-2025 term



1.4. Highlights of the evolution of our Board

Since March/2015, the Company has a Board of Directors that is diverse in terms of gender, when the first woman to hold a position on our Board was elected. After 8 years, Management proposes to shareholders the election of 4 women to the Board of Directors and the proposed slate includes 1 LGBTQIAP+ candidate, as per the table in item 1.2.2.2. above. Presented data show that in each election the Company has been evolving in this construction that it believes to be part of a perennial agenda.

Another important fact is that, in the last 4 terms of the Board of Directors (2015-2017, 2017-2019, 2019-2021 and 2021-2023), a total of 17 new Directors were elected. As a result, each term had an average of 4 replacements – thus renewing the composition of the Board and, at the same time, ensuring the preservation of knowledge and history about the Company.

1.5. Biography of Nominees

The following details refer to each of the candidates nominated by the Management for the 2023-2025 term and are complementary to those contained in Exhibit I:



ANA DOLORES MOURA CARNEIRO DE NOVAES
(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Expertise in finance and auditing
- ✓ History of participation in several boards of directors of publicly-held companies, as well as relevant participation in audit committees.
- ✓ Regulatory knowledge of the Brazilian Securities and Exchange Commission – CVM, where she served as Executive Officer, and the regulator's perspective.

Main Qualifications and Experiences

She is currently a director of Neogrid, 2W Ecobank S.A. and Zenvia Inc., also coordinating the audit committees of these companies and founding partner of Oitis Consultoria Econômica e Financeira SLU for company valuation and corporate governance. She was a member of the board of directors of OEC S.A. (August 2018 to February 2022, having coordinated the audit committee between 2020 and Feb/2023) and a director of the Credit Guarantee Fund (July 2016 to December 2022, having served as chairman between 2019 and 2022). She was a Director of the Brazilian Securities and Exchange Commission (CVM) (July 2012 to December 2014). Previously, she was a member of the board of directors of CCR (independent member from May 2002 to June 2012 and non-independent member from August 2015 to April 2019), CPFL Energia (April 2007 to June 2012), Metafrio (May 2009 to June 2012) and Datasul (April 2006 to August 2008). She was also a consultant to the audit committee of Companhia Siderúrgica Nacional (August 2006 to July 2011); investment director at Pictet Modal Asset Management S.A. (1998-2003); and equity analyst at Banco de Investimentos Garantia (1995-1997). She worked at the World Bank in Washington, D.C. from 1991 to 1994, and also taught macroeconomics at the Pontifical Catholic University of Rio de Janeiro (2003) and at the Federal University of Pernambuco (1st semester 1991). She holds a PhD in Economics from the University of California, Berkeley (Dec/1990) and a Law Degree from Pontifícia Universidade Católica do Rio de Janeiro (Dec/2007). Since 1998, she has been a member of the CFA® Institute. She has several technical articles published in technical journals. She is a member of the Board of Trustees of the Cancer Foundation and of the audit committee of the institute of Studies for Public health Policy.

Positions on Boards of Directors of other listed companies:

- ✓ Neogrid Participações S.A.
- ✓ Zenvia Inc.

Positions on Committees/Fiscal Councils of other listed companies:

- ✓ Coordinator of the Audit Committee of Neogrid Participações S.A.

- ✓ Coordinator of the Audit Committee of Zenvia Inc.



ANTONIO CARLOS QUINTELLA

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Experience as CEO.
- ✓ Relevant knowledge of the global financial services industry.
- ✓ Leadership in regulated businesses in the financial services industry.
- ✓ M&A and companies' integration experiences.

Main Qualifications and Experiences

Independent and Unbounded member and Chairman of the Board of Directors of B3. He is a founding member and CEO of Canvas Capital. He was the Chairman of Credit Suisse Hedging-Griffo, headquartered in São Paulo (2012-2014), and CEO of Credit Suisse Americas and member of the Executive Board of Credit Suisse Group (2010-2012) and CEO of Credit Suisse Brasil (2003-2010). He joined Credit Suisse in 1997 and was appointed CEO of Credit Suisse Brasil operations in 2003. As CEO of Credit Suisse Brasil, he oversaw the expansion of the bank's market presence, including the acquisition of Hedging-Griffo in 2007. He holds a degree in Economics from the Pontifical Catholic University of Rio de Janeiro and an MBA from the London Business School (University of London).

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.



CAIO IBRAHIM DAVID

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Experience as CEO and CFO.
- ✓ Leadership in regulated businesses in the financial services industry.
- ✓ Relevant knowledge in risk management.
- ✓ Experience in innovation and startups.
- ✓ M&A and companies' integration experiences.

Main Qualifications and Experiences

Independent and Unbounded member of B3's Board of Directors. Caio is a founding partner of GHT4-The Family Company, a multi-family office created in 2021 aimed at wealth management, businesses development, financial advisory, and family governance. Nowadays, he also acts as Chairman of Dimensa's Board of Directors, a joint venture created by Totvs and B3. He built a 33-year career at Itaú Unibanco, where he joined as a trainee in 1987 and left as General Manager of the Wholesale Banking and CEO of Itaú BBA in 2021. Caio became

partner at Itaú BBA in 2005 and a partner at Itaú Unibanco, in 2010. As General Director of Wholesale Banking, from 2018 to 2021, he was responsible for the following businesses: Corporate Banking, Investment Banking, Asset Management, Private Banking, and Treasury & Global Markets. He also led the conglomerate's entire international operation, which includes the retail banking units in Latin America (Argentina, Paraguay, Uruguay, Chile, Colombia, and Peru) and corporate and investment banking in the Americas, Europe, and Asia. He held the position of CEO & President of Itaú BBA from 2018 to 2021 and Executive Vice President from 2010 to 2018, period in which he served in several leadership roles that included the positions of CFO and CRO of the Itaú Unibanco Conglomerate. In 1998, he served as an associate at Bankers Trust Co. in New York in Global Risk Management, with great interaction with the international financial and capital markets. Caio was a Board Member of Itaú BBA and Porto Seguro, from 2013 to 2015. At Rede, the acquirer of Itaú Unibanco, he served as Vice-Chairman of the board from 2010 to 2012. Additionally, he was the Chairman of the Advisory Board of Fundo Garantidor de Crédito (FGC), the deposit insurance institution of the Brazilian financial system, from 2013 to 2015, and a Board Member of Itaú CorpBanca in Chile from 2019 to 2020. Graduated in Mechanical Engineering from Mackenzie University with a postgraduate degree in Economics and Finance from the University of São Paulo (USP), a master's degree in Controllershhip also from USP and an MBA from the University of New York in the United States, with a specialization in finance and international business. In 2021, he concluded the Executive Program at Stanford University with emphasis on innovation and digital economy.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.



CLAUDIA DE SOUZA FERRIS

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Experience and leadership in global technology and cyber security businesses.
- ✓ Talent management and cultural transformation.
- ✓ Experience in innovation and startups.

Main Qualifications and Experiences

Senior executive with over 30 years of experience in the technology market. She has worked in global technology companies, Microsoft and IBM, and led businesses in Brazil and Canada. She has relevant experiences in both B2B and B2C and a strong track record of building businesses of sustained growth or large turn arounds. She became an angel investor, VC co-investor, at Bossa Nova, and mentor to entrepreneurs, executives and startups. She is an Advisory Board Member at EqualWeb and SoftwareOne, and an Independent Board Member at Senior. She develops work related to Inclusion and Diversity, such as the creation of an investment fund within VC Bossa Nova to support female founders or co-founders of startups and solutions focused on the female market. Recently, she became CEO of Circulabi, a new Venture from Gerdau Next, focused on Circular Economy for Industry and also leads the Technology Cluster. Bachelor in Computer Science, Master in Science by ITA, Executive MBA by FGV, Post-Graduation in Digital Business by Columbia/MIT and Counselor Training by Saint Paul. Specializations in executive programs at Wharton, MIT and Singularity.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.

**CLAUDIA FARKOUH PRADO**

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Relevant experience in the legal market and knowledge of legislation and regulation, with M&A experience.
- ✓ Knowledge on business administration;
- ✓ Talent management and cultural transformation.
- ✓ ESG driven.

Main Qualifications and Experiences

Independent and Unbounded member of B3's Board of Directors. She was a member of the Executive Committee of Baker McKenzie Global Law Firm (2013-17), President of the Global Financial Committee of Baker McKenzie Global Law Firm (2013-17), President of Latin America of Baker McKenzie Global Law Firm (2013-17), a Member of the Consulting Committee of TrustWomen (Thompson Reuters Foundation, 2014-17). She was the Managing Partner of Trench Rossi Watanabe (in cooperation with Baker McKenzie, 2010-13). She also worked as Latin America Coordinator of the M&A and Private Equity practice groups (2004-11), and as a specialized attorney in Mergers & Acquisitions (M&A) in Brazil and in the United States (1986-2011). She also was a member of the Fiscal Council of Instituto de Responsabilidade Social Sírío-Libanês. She holds a degree in Law from Universidade de São Paulo, a Master's degree in Comparative Law (Southern Methodist University – Dallas), Executive Management Program (Kellogg School of Management – Northwestern University – Chicago), Executive Leadership Program (The Center for Creative Leadership – Colorado Springs), International Directors Program (INSEAD – The Business School of the World). She is a member of the Governance Council of B3 Social, a third sector entity.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.

**CRISTINA ANNE BETTS**

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Experience as CEO of publicly-held company.
- ✓ Relevant retail experience.
- ✓ Expertise in finance and auditing.
- ✓ Brings the perspective of customers (issuers on B3).

Main Qualifications and Experiences

She is an Independent and Unbounded member of the Board of Directors of B3, CEO of Iguatemi S.A. since January 2022, a member of the Finance Committee of Votorantim Cimentos, and the Fiscal Council of Rumo S.A. The executive, who worked as co-CEO of Iguatemi S.A. since October 2021, is in the referred company since 2008, of which 13 years she was CFO responsible for the areas of Strategic Planning, Innovation, e-commerce, M&A, Accounting, and Fiscal Controllershship. Cristina was also responsible for the idealization, implementation, and management of Iguatemi365, the brand e-commerce launched in October 2019. She holds a degree in Business Administration from Fundação Getúlio Vargas (FGV) in 1991, CEAG in 1994, and an MBA from INSEAD, in France. Previously, she worked in companies such as PriceWaterhouse, Banco Credit Suisse, First Boston Garantia, Bain & Company, and TAM Linhas Aéreas S/A. At TAM, she was the Strategic Planning and Controllershship Director, and also was responsible for the Investor Relations area. Director of Strategic Planning and Controllershship and was also responsible for the Investor Relations area. She graduated in Business Administration from Fundação Getúlio Vargas (FGV) in 1991, CEAG in 1994 and later completed an MBA from INSEAD, in France.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

- ✓ Fiscal Council of Rumo S.A.
- ✓ Finance Committee of Votorantim Cimentos S.A.



FLORIAN BARTUNEK

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Relevant business administration knowledge.
- ✓ Talent management and cultural transformation.
- ✓ ESG driven.
- ✓ Brings the perspective of minority shareholders of B3.

Main Qualifications and Experiences

He is an Independent and Unbounded member and current Vice-Chairman of the Board of Directors of B3 and founding partner and CIO of Constellation. Prior to founding Constellation, Florian was a partner at Banco Pactual where he was head of research, proprietary trader, Asset Management responsible and manager of all equity funds and portfolios. Florian earned a B.S. in Business at Pontificia Universidade Católica – PUC Rio (1990). He graduated from Harvard's YPO President's Program (2010 – 2021), Advanced Value Investing at Columbia Business School (2021), CEO Harvard Business School Program (2021/23), Bruce Grenwald's Value Investing Course (2013) at Columbia Business School, Disruptive Innovation (2020) at Harvard Business School, Singularity University Executive Program (2015), Sustainable Business Strategy at Harvard Business School and the Behavioral Finance program at Harvard Kennedy School (2016). Florian was a professor of a Value Investing course at INSPER University in São Paulo and presided the Paulista Chapter of YPO – Young Presidents Organization. In the third sector, Florian is the Vice-President of Instituto PROA, one of the biggest Non-Profit Organizations connected to professional education in Brazil, participates on the Board of Lemann Foundation, as well as the Board of Revista Nova Escola.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.

**GUILHERME AFFONSO FERREIRA**

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ History of participation in several boards of directors and committees of publicly-held companies.
- ✓ Relevant business administration knowledge.
- ✓ Brings the perspective of minority shareholders of B3.

Main Qualifications and Experiences

He is an Independent and Unbounded member of the Board of Directors of B3. He is a member of the Board of Directors of the following companies: Arezzo (April/2021 – current), M. Dias Branco (April/2019 – current), Mitre S.A (February/2020 – current) and 3R (April/2021 – current), all companies listed on B3. Partner and Officer of Teorema Holding, where he takes part since its foundation in 2003. In recent years, he was a member of the Board of Directors of Petrobras (2015 – 2018), Unibanco (2007 – 2008), B2W/Submarino (2006 – 2009), Gafisca (2011 – 2018), SulAmérica (2010 – 2019), Banco Indusval (2011 – 2014), among others.

Graduated in Production Engineering from Escola Politécnica da USP, he also studied Economics and Politics at Macalester College in St Paul/Minn.

In his professional history we can add his participation in the Board of the charity Instituto de Cidadania Empresarial.

Positions on Boards of Directors of other listed companies:

- ✓ Arezzo Indústria e Comércio S.A.
- ✓ M. Dias Branco S.A.
- ✓ 3R Petroleum Óleo e Gás S.A.
- ✓ Mitre Realty Empreendimentos e Participações S.A.

Positions on Committees/Fiscal Councils of other listed companies:

- ✓ Independent Member of the Audit Committee of Mitre Realty Empreendimentos e Participações S.A.
- ✓ Member of the People and Compensation Committee of 3R Petroleum Óleo e Gás S.A.

**MAURÍCIO MACHADO DE MINAS**

(Independent and Bounded Member)

Impact on the Board of Directors

- ✓ Relevant knowledge in technological innovations, digital transformation, and cybersecurity.
- ✓ Relevant business administration knowledge.
- ✓ Brings the perspective of B3 clients.

Main Qualifications and Experience

He is an Independent and Bounded member of the Board of Directors of B3. Currently, Mauricio Minas is a member of the Board of Directors of Banco Bradesco S.A., a member of the Board of Directors of Bradespar S.A., a member of the Board of Directors of Next Tecnologia e Serviços Digitais S.A., alternate member of the Board of Directors of Odontoprev S.A. and alternate member of the Board of Directors of Grupo Fleury S.A. At Banco Bradesco S.A., he was the Executive Vice-President Director (Jan/2014-19). He also was a member of the Board of Directors at BBD Participações S.A., Cidade de Deus – Companhia Comercial de Participações (Holding), Bradesco Leasing S.A. – Arrendamento Mercantil, BSP Empreendimentos Imobiliários S.A., NCR Brasil – Indústria de Equipamentos para Automação S.A., e NCF Participações S.A., where he also worked as Vice-President Director (Jun/2016 to Jan/2019). He was the Chairman of the Board of Directors of Aquarius Participações S.A., and Vice-President of the Board of Directors of BBC Processadora S.A., and Chain Serviços e Contact Center S.A. He also was the President-Director of Scopus Tecnologia Ltda. Until January 2019, he held positions in several companies, having being appointed Managing Officer of Banco Bradesco BERJ S.A., and of Bradesco Administradora de Consórcios Ltda., and General Manager of Scopus Soluções em TI S.A. (Apr/2018). Previously, he was appointed Managing Officer in the following companies – Banco Bradescard S.A., Banco Bradesco Cartões S.A., Banco Bradesco Financiamentos S.A., Banco Losango S.A. – Banco Múltiplo, BEM – Distribuidora de Títulos e Valores Mobiliários Ltda., Bradescard Elo Participações S.A., Kirton Bank S.A. – Banco Múltiplo, e Tempo Serviços Ltda. (Apr/2017). He was also a Director of Banco Alvorada S.A., and Vice-President Director of Banco Bradesco BBI S.A. (2014-19). Mauricio was the Director of União Participações Ltda. (2014-18), Director of Banco CBSS S.A. (2014-16), in addition to having held the position of Managing Director of Bradesco Seguros S.A. (2015-16). He holds a degree from Polytechnic School of the University of São Paulo. Executive Education Program in Finance, Wharton School, University of Pennsylvania; General Management Program, Columbia University, New York e Corporate Board Director Program, Harvard Business School, Boston. Strategic Partner do World Economic Forum (WEF). He participates in the third sector as a Member of Mesa Regedora, Managing Director of Fundação Bradesco, and Director of Nova Cidade de Deus Participações S.A.

Positions on Boards of Directors of other listed companies:

- ✓ Banco Bradesco S.A.
- ✓ Bradespar S.A.
- ✓ Odontoprev S.A. (alternate)
- ✓ Grupo Fleury S.A. (alternate).

Positions on Committees/Fiscal Councils of other listed companies:

None.



PEDRO GIUBBINA LORENZINI

(Independent and Bounded Member)

Impact on the Board of Directors

- ✓ Leadership in regulated business in the financial services industry.
- ✓ Relevant knowledge of the most varied financial products and services.
- ✓ Brings the perspective of B3 clients.

Main Qualifications and Experience

He is an Independent and Bounded member of the Board of Directors of B3. Executive Director and member of the Executive Committee of Itaú-Unibanco S.A. since 2021, responsible for the areas of Global Markets & Treasury and LatAm (Argentina, Paraguay, Uruguay, Chile and Colombia). With more than 32 years of experience in financial markets, led the group of Markets & Securities Services at Citi Brazil, a business unit which included all activities related to Sales & Trading of Global Markets products (Rates, Currencies, Commodities, Equities, Credit and Custody Services). Member of Citi's Executive Committee (2008-2021), participated and led managing committees of the institution. Also contributed to the following associations as: Board Member of Febraban – Direx (2013-2021), President of the Treasury Committee of Febraban (2010-2013), Anbima's Vice-President (2010-2021) and Anbima's Director (2005-2007). Mentor in several talents development and diversity programs (Juniors and Seniors). Diversity Committee member focused on gender and generations. Graduated in Business Administration at PUC São Paulo.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.



RODRIGO GUEDES XAVIER

(Independent and Unbounded Member)

Impact on the Board of Directors

- ✓ Experience as CEO.
- ✓ Relevant knowledge of the global industry of financial services.
- ✓ Leadership in regulated businesses in the financial services industry.
- ✓ Experience in innovation and technology

Main Qualifications and Experience

Rodrigo Guedes Xavier is a partner at HPX Capital Partners, the investment manager responsible for the listing of one of the first SPACs focused on Brazil and which had its merger process with Ambipar Response recently completed. He is also a partner at Synapse Ventures, a global Venture Capital platform that invests in innovative funds and companies. In addition, he is a member of the Board of Directors of Globo Comunicação e Participações S.A. He was CEO of Bank of America Merrill Lynch in Brazil, CEO of Banco UBS Pactual, as well as a co-founding partner of the manager Vinci Partners and a partner and member of the executive committee of Banco Pactual. In 2018-2019, he was a fellow at Stanford University's Distinguished Career Institute (DCI), focusing on the areas of innovation, technology, and entrepreneurship. Also at Stanford, Rodrigo founded and directed Brazil@Silicon Valley, a pioneering forum focused on the role of technology and innovation in Latin American development. He holds a degree in Economics from the University of Brasília (UnB), a post-graduate degree in International Economics from Fukushima University in Japan, and an MBA from Thunderbird School of Global Management (Arizona State University). He is a member of some Advisory Boards of non-profit institutions, among them Recode, dedicated to the digital training of vulnerable youth.

Positions on Boards of Directors of other listed companies:

None.

Positions on Committees/Fiscal Councils of other listed companies:

None.

1.6. Possible Scenarios of Election**1.6.1. Competing Slates**

The shareholders or group of shareholders that wish to propose another slate or candidates to run for office in the Board of Directors may do it, pursuant to the provisions of the applicable regulations and of the Company's Bylaws.

For that purpose, jointly with the proposed slate or candidates, to be presented pursuant to the provisions of the applicable regulations and of the Company's Bylaws, they shall send to the Company's Board of Directors statements individually signed by the candidates, containing, without prejudice to other applicable regulatory and statutory requirements, the following information:

- (i) their complete identification;
- (ii) a complete description of their professional experience, mentioning the professional activities previously performed, as well as professional and academic qualifications;
- (iii) information on final and unappealable disciplinary proceedings and lawsuits found against them, also informing, should this be the case, of the existence of events of impediment or conflict of interests set forth in the Corporation Law; and
- (iv) confirmation of compliance with the requirements defined in the Novo Mercado Regulation, whenever they are running for office as independent director.

1.6.2. Multiple Vote

Shareholders representing at least five percent (5%) of the Company's capital stock may request adoption of the multiple voting process in the election of members of the Board of Directors, provided they do it at least forty-eight (48) hours before the time of opening of the Meeting, or within the term provided in the regulations in case they choose to do it by remote voting form.

In the election of Directors by the multiple voting process, each share is attributed as many votes as the Board members to be elected (11 members, as approved by the Annual Shareholders' Meeting held on April 27, 2023), and the shareholders may cumulate votes in a single candidate, or distribute them among various candidates - noting that, in compliance with the limit set forth in Article 7 of the Company's By-Laws, the number of members of the Board of Directors to be elected shall be multiplied by the number of shares that does not exceed the limit of 7% of the total shares issued by the Company.

The election of Directors by multiple vote is a power instituted by the Corporation Law for the purpose of allowing minority shareholders to have more probability of electing candidates for office in the Board of Directors, as opposed to the predominance of the controlling shareholder in the resolutions of the Shareholders' Meeting. The shares of B3 are widely held, and therefore it neither has a controlling shareholder nor a group of controlling shareholders.

It is important to mention that shareholders that exercise their vote by means of remote voting form may, if they wish to do so, advance their votes in case the multiple vote is requested within the statutory term, but after the date of provision of the remote voting form. In this case, the

shareholders may opt to (i) previously allocate their votes equally among the members of the Management ticket; (ii) previously allocate their votes disproportionately among the members of the Management ticket; or (iii) abstain with respect to the previous allocation of their votes. If they choose to abstain (option “iii”), their votes shall be deemed an abstention in the respective resolution of the Shareholders’ Meeting, i.e.: their votes shall not be computed in the quorum for resolution and, therefore, **these shareholders shall not participate in the election of the members of the Board of Directors.**

In the event that the multiple voting process is adopted for this election of the Board of Directors, the Company’s management recommends that the votes be proportionally distributed, in equal percentages, among the members that compose the ticket nominated by the Management.

Similarly, in case one or more candidates that compose the ticket nominated by the Management cease(s) from participating therein by the date on which the Meeting are held, the Company recommends that the votes be distributed among the other members included in said ticket, which may be made directly at the Meeting or in advance, by means of the respective Remote Voting Form provided by the Company.

C. Additional information and documents relevant to the matter to be resolved on at the Extraordinary Shareholders’ Meeting of B3

The following documents are available to the Shareholders at the Company’s head offices, on its Investor Relations website (ri.b3.com.br), as well as on the website of the Securities Commission (www.cvm.gov.br):

- Information on the candidates for office as member of the Board of Directors - Item 7 of the Reference Form, in accordance with CVM Resolution 80



Questions

Please contact the Investor Relations area on +55 11 2565-7739 or 2565-4129 or send an email to ri@b3.com.br.

EXHBIT
of
Management Proposal
For de Extraordinary Shareholders' Meeting of
B3 S.A. – Brasil, Bolsa, Balcão

June 1st, 2023



7.3 – Composition and Professional Experience of the Board of Directors

Board of Directors

	Ana Dolores Moura Carneiro de Novaes	Antonio Carlos Quintella	Caio Ibrahim David	Claudia de Souza Ferris	Claudia Farkouh Prado	Cristina Anne Betts
Date of Birth	1/23/1962	2/16/1966	1/20/1968	3/17/1969	5/3/1962	10/20/1969
Profession	Lawyer	Economist	Engineer	Computer Scientist	Lawyer	Business Administrator
CPF (Tax ID)	346.152.454-91	864.614.277-91	101.398.578-85	737.410.196-15	063.836.428-04	144.059.448-14
Position	Independent and Unbound Director	Independent and Unbound Director	Independent and Unbound Director	Independent and Unbound Director	Independent and Unbound Director	Independent and Unbound Director
Date of Election	6/1/2023	6/1/2023	6/1/2023	6/1/2023	6/1/2023	6/1/2023
Date of Investiture	6/1/2023	6/1/2023	6/1/2023	6/1/2023	6/1/2023	6/1/2023
Term of office	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025
Other Positions	-	-	-	-	-	-
Elected by Controlling Shareholder	No	No	No	No	No	No
Independent Member	Yes	Yes	Yes	Yes	Yes	Yes
Number of Consecutive Terms of Office	0	4	1	0	2	1

	Florian Bartunek	Guilherme Affonso Ferreira	Mauricio Machado de Minas	Pedro Paulo Giubbina Lorenzini	Rodrigo Guedes Xavier
Date of Birth	4/22/1969	5/9/1951	7/1/1959	4/2/1968	9/7/1968
Profession	Business Administrator	Businessman	Banker	Business Administrator	Economist
CPF	004.672.367-63	762.604.298-00	044.470.098-62	103.594.548-79	443.495.481-49
Position	Independent and Unbound Director	Independent and Unbound Director	Independent Director	Independent Director	Independent and Unbound Director
Date of Election	6/1/2023	6/1/2023	6/1/2023	6/1/2023	6/1/2023
Date of Investiture	6/1/2023	6/1/2023	6/1/2023	6/1/2023	6/1/2023
Term of office	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025	Until the investiture of the Directors elected in 2025
Other Positions	-	-	-	-	-
Elected by Controlling Shareholder	No	No	No	No	No
Independent Member	Yes	Yes	Yes	Yes	Yes

Number of Consecutive Terms of Office	3	3	2	1	0
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Ana Dolores Moura Carneiro de Novaes (Independent and Unbounded)

Impact on the Board of Directors: Expertise in finance and auditing; History of participation in several boards of directors of publicly-held companies, as well as relevant participation in audit committees; Regulatory knowledge of the Brazilian Securities and Exchange Commission – CVM, where she served as Executive Officer, and the regulator's perspective.

Main qualifications and experiences: She is currently a director of Neogrid, 2W Ecobank S.A. and Zenvia Inc., also coordinating the audit committees of these companies and founding partner of Oitis Consultoria Econômica e Financeira SLU for company valuation and corporate governance. She was a member of the board of directors of OEC S.A. (August 2018 to February 2022, having coordinated the audit committee between 2020 and Feb/2023) and a director of the Credit Guarantee Fund – “FGC” (July 2016 to December 2022, having served as chairperson of the FGC's Board of Directors between 2019 and 2022). She was a Director of the Brazilian Securities and Exchange Commission (CVM) (July 2012 to December 2014). Previously, she was a member of the board of directors of CCR (independent member from May 2002 to June 2012 and non-independent member from August 2015 to April 2019), member of the board of directors of CPFL Energia (April 2007 to June 2012), Metalfrio (May 2009 to June 2012) and member of the board of directors of Datasul (April 2006 to August 2008). She was also a consultant to the audit committee of Companhia Siderúrgica Nacional (August 2006 to July 2011); investment director at Pictet Modal Asset Management S.A. (1998-2003); and equity analyst at Banco de Investimentos Garantia (1995-1997). She worked at the World Bank in Washington, D.C. from 1991 to 1994, and also taught macroeconomics at the Pontifical Catholic University of Rio de Janeiro (2003) and at the Federal University of Pernambuco (1st semester 1991). She holds a PhD in Economics from the University of California, Berkeley (Dec/1990) and a Law Degree from Pontifícia Universidade Católica do Rio de Janeiro (Dec/2007). Since 1998, she has been a member of the CFA® Institute. She has several technical articles published in technical journals. She is a member of the Board of Trustees of the Cancer Foundation and of the audit committee of the institute of Studies for Public health Policy.

Positions on Boards of Directors of other listed companies: Neogrid Participações S.A. and Zenvia Inc.

Positions on Committees/Fiscal Councils of other listed companies: Coordinator of the Audit Committee of Neogrid Participações S.A. and Zenvia Inc.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which she has been convicted by any decision, whether final or not. She is considered as an independent member based on the independence criteria established by B3 S.A. - Brasil, Bolsa, Balcão Novo Mercado Regulations.

Antonio Carlos Quintella (Independent and Unbounded)

Impact on the Board of Directors: Experience as CEO. Relevant knowledge of the global financial services industry. Leadership in regulated businesses in the financial services industry. M&A and companies' integration experiences.

Main qualifications and experiences: Independent and Unbounded member and Chairman of the Board of Directors of B3. He is a founding member and CEO of Canvas Capital. He was the Chairman of Credit Suisse Hedging-Griffo, headquartered in São Paulo (2012-2014), CEO of Credit Suisse Americas and member of the Executive Board of Credit Suisse Group (2010-2012) and CEO of Credit Suisse Brasil (2003-2010). He joined Credit Suisse in 1997 and was appointed CEO of Credit Suisse Brasil operations in 2003. As CEO of Credit Suisse Brasil, he oversaw the expansion of the bank's market presence, including the acquisition of Hedging-Griffo in 2007. He holds a degree in Economics from the Pontifical Catholic University of Rio de Janeiro and an MBA from the London Business School (University of London).

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which he has been convicted by any decision, whether final or not. He is considered

as an independent member based on the independence criteria established by B3 S.A. - Brasil, Bolsa, Balcão Novo Mercado Regulations.

Caio Ibrahim David (Independent and Unbound)

Impact on the Board of Directors: Experience as CEO and CFO. Leadership in regulated businesses in the financial services industry. Relevant knowledge in risk management. Experience in innovation and startups. M&A and companies' integration experiences.

Main qualifications and experiences: Independent and Unbounded member of B3's Board of Directors. Caio is a founding partner of GHT4-The Family Company, a multi-family office created in 2021 aimed at wealth management, businesses development, financial advisory, and family governance. Nowadays, he also acts as Chairman of Dimensa's Board of Directors, a joint venture created by Totvs and B3.

He built a 33-year career at Itaú Unibanco, where he joined as a trainee in 1987 and left as General Manager of the Wholesale Banking and CEO of Itaú BBA in 2021. Caio became partner at Itaú BBA in 2005 and a partner at Itaú Unibanco, in 2010.

As General Director of Wholesale Banking, from 2018 to 2021, he was responsible for the following businesses: Corporate Banking, Investment Banking, Asset Management, Private Banking, and Treasury & Global Markets. He also led the conglomerate's entire international operation, which includes the retail banking units in Latin America (Argentina, Paraguay, Uruguay, Chile, Colombia, and Peru) and corporate and investment banking in the Americas, Europe, and Asia.

He held the position of CEO & President of Itaú BBA from 2018 to 2021 and Executive Vice President from 2010 to 2018, period in which he served in several leadership roles that included the positions of CFO and CRO of the Itaú Unibanco Conglomerate. In 1998, he served as an associate at Bankers Trust Co. in New York in Global Risk Management, with great interaction with the international financial and capital markets. Caio was a Member of the Board of Directors of Itaú BBA and Porto Seguro, from 2013 to 2015. At Rede, the acquirer of Itaú Unibanco, he served as Vice-Chairman of the board from 2010 to 2012. Additionally, he was the Chairman of the Advisory Board of Fundo Garantidor de Crédito (FGC), the deposit insurance institution of the Brazilian financial system, from 2013 to 2015, and a Board Member of Itaú Corpbanca in Chile from 2019 to 2020.

Graduated in Mechanical Engineering from Mackenzie University with a postgraduate degree in Economics and Finance from the University of São Paulo (USP), a master's degree in Controllershship also from USP and an MBA from the University of New York in the United States, with a specialization in finance and international business. In 2021, he concluded the Executive Program at Stanford University with emphasis on innovation and digital economy.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which he has been convicted by any decision, whether final or not. He is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Claudia de Souza Ferris (Independent and Unbound)

Impact on the Board of Directors: Experience and leadership in global technology and cybersecurity businesses. Talent management and cultural transformation. Experience in innovation and startups.

Main qualifications and experiences: Senior executive with over 30 years of experience in the technology market. She has worked in global technology companies, Microsoft and IBM, and led businesses in Brazil and Canada. She has relevant experiences in both B2B and B2C and a strong history of building businesses of sustained growth or large turn arounds. She became an angel investor, VC co-investor, at Bossa Nova, and mentor to entrepreneurs, executives and startups. She is an Advisory Board Member at EqualWeb and SoftwareOne, and an Independent Board of Directors' Member at Senior. She develops work related to Inclusion and Diversity, such as the creation of an investment fund within VC Bossa Nova to support female founders or co-founders of startups and solutions focused on the female market. Recently, she became CEO of Circulabi, a new Venture from Gerdau Next, focused on Circular Economy for Industry and also leads the Technology Cluster. Bachelor's in computer science, Master in Science by ITA, Executive MBA by FGV, Post-Graduation in Digital Business by Columbia/MIT and Counselor Training by Saint Paul. Specializations in executive programs at Wharton, MIT and Singularity.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which she has been convicted by any decision, whether final or not. She is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Claudia Farkouh Prado (Independent and Unbound)

Impact on the Board of Directors: Relevant experience in the legal market and knowledge of legislation and regulation, with M&A experience. Knowledge on business administration. Talent management and cultural transformation. ESG driven.

Main qualifications and experiences: Independent and Unbounded member of B3's Board of Directors. She was a member of the Executive Committee of Baker McKenzie Global Law Firm (2013-17), President of the Global Financial Committee of Baker McKenzie Global Law Firm (2013-17), President of Latin America of Baker McKenzie Global Law Firm (2013-17), a Member of the Consulting Committee of TrustWomen (Thompson Reuters Foundation, 2014-17). She was the Managing Partner of Trench Rossi Watanabe (in cooperation with Baker McKenzie, 2010-13). She also worked as Latin America Coordinator of the M&A and Private Equity practice groups (2004-11), and as a specialized attorney in Mergers & Acquisitions (M&A) in Brazil and in the United States (1986-2011). She also was a member of the Fiscal Council of Instituto de Responsabilidade Social Sírio-Libanês. She holds a degree in Law from Universidade de São Paulo, a Master's degree in Comparative Law (Southern Methodist University – Dallas), Executive Management Program (Kellogg School of Management – Northwestern University – Chicago), Executive Leadership Program (The Center for Creative Leadership – Colorado Springs), International Directors Program (INSEAD – The Business School of the World). She is a member of the Governance Council of B3 Social, a third sector entity.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which she has been convicted by any decision, whether final or not. She is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Cristina Anne Betts (Independent and Unbound)

Impact on the Board of Directors: Experience as CEO of publicly held company. Relevant retail experience. Expertise in finance and auditing. Brings the perspective of customers (issuers on B3).

Main qualifications and experiences: She is an Independent and Unbounded member of the Board of Directors of B3, CEO of Iguatemi S.A. since January 2022, a member of the Finance Committee of Votorantim Cimentos, and the Fiscal Council of Rumo S.A. The executive, who worked as co-CEO of Iguatemi S.A. since October 2021, is in Iguatemi S.A. since 2008, of which 13 years she was CFO responsible for the areas of Strategic Planning, Innovation, e-commerce, M&A, Accounting, and Fiscal Controllershship. Cristina was also responsible for the idealization, implementation, and management of Iguatemi365, the brand e-commerce launched in October 2019. She holds a degree in Business Administration from Fundação Getúlio Vargas (FGV) in 1991, CEAG in 1994, and an MBA from INSEAD, in France. Previously, she worked in companies such as PriceWaterhouse, Banco Credit Suisse, First Boston Garantia, Bain & Company, and TAM Linhas Aéreas S/A. At TAM, she was the Strategic Planning and Controllershship Director, and also was responsible for the Investor Relations area. Director of Strategic Planning and Controllershship and was also responsible for the Investor Relations area. She graduated in Business Administration from Fundação Getúlio Vargas (FGV) in 1991, CEAG in 1994 and later completed an MBA from INSEAD, in France.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: Fiscal Council of Rumo S.A. and Finance Committee of Votorantim Cimentos S.A.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which she has been convicted by any decision, whether final or not. She is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão

Novo Mercado Regulations.

Florian Bartunek (Independent and Unbound)

Impact on the Board of Directors: Relevant business administration knowledge. Talent management and cultural transformation. ESG driven. Brings the perspective of minority shareholders of B3.

Main qualifications and experiences: He is an Independent and Unbounded member and current Vice-Chairman of the Board of Directors of B3 and founding partner and CIO of Constellation. Prior to founding Constellation, Florian was a partner at Banco Pactual where he was head of research, proprietary trader, Asset Management responsible and manager of all equity funds and portfolios. Florian earned a B.S. in Business at Pontifícia Universidade Católica – PUC Rio (1990). He graduated from Harvard's YPO President's Program (2010 – 2021), Advanced Value Investing at Columbia Business School (2021), CEO Harvard Business School Program (2021/23), Bruce Grenwald's Value Investing Course (2013) at Columbia Business School, Disruptive Innovation (2020) at Harvard Business School, Singularity University Executive Program (2015), Sustainable Business Strategy at Harvard Business School and the Behavioral Finance program at Harvard Kennedy School (2016). Florian was a professor of a Value Investing course at INSPER University in São Paulo and presided the Paulista Chapter of YPO – Young Presidents Organization. In the third sector, Florian is the Vice-President of Instituto PROA, one of the biggest Non-Profit Organizations connected to professional education in Brazil, participates on the Board of Lemann Foundation, as well as the Board of Revista Nova Escola.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which he has been convicted by any decision, whether final or not. He is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Guilherme Affonso Ferreira (Independent and Unbound)

Impact on the Board of Directors: History of participation in several boards of directors and committees of publicly held companies. Relevant business administration knowledge. Brings the perspective of minority shareholders of B3.

Main qualifications and experiences: He is an Independent and Unbounded member of the Board of Directors of B3. He is a member of the Board of Directors of the following companies: Arezzo (April/2021 – current), M. Dias Branco (April/2019 – current), Mitre S.A (February/2020 – current) and 3R (April/2021 – current), all companies listed on B3. Partner and Officer of Teorema Holding, where he takes part since its foundation in 2003. In recent years, he was a member of the Board of Directors of Petrobras (2015 – 2018), Unibanco (2007 – 2008), B2W/Submarino (2006 – 2009), Gafisca (2011 – 2018), SulAmérica (2010 – 2019), Banco Indusval (2011 – 2014), among others.

Graduated in Production Engineering from Escola Politécnica da USP, he also studied Economics and Politics at Macalester College in St Paul/Minn.

In his professional history we can add his participation in the Board of the charity Instituto de Cidadania Empresarial.

Positions on Boards of Directors of other listed companies: Arezzo Indústria e Comércio S.A., M. Dias Branco S.A., 3R Petroleum Óleo e Gás S.A. and Mitre Realty Empreendimentos e Participações S.A.

Positions on Committees/Fiscal Councils of other listed companies: Independent Member of the Audit Committee of Mitre Realty Empreendimentos e Participações S.A. and Member of the People and Compensation Committee of 3R Petroleum Óleo e Gás S.A.

Regulatory statements: He is a politically exposed person until May 2023, considering the position held on Petrobras. In September 2019, the CVM Board sentenced Mr. Guilherme to a fine in the amount of R\$80,000.00, as investor relations officer of Bahema S.A., for failure to indicate related party transactions involving Bahema S.A. and Teorema in the financial statements for the years ended December 31, 2011, and December 31, 2015, and in item 16 of Bahema S.A.'s Reference Form. Said CVM decision still subject to appeal before the Council of Appeals of the National Financial System. He is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Mauricio Machado de Minas (Independent)

Impact on the Board of Directors: Relevant knowledge in technological innovations, digital transformation, and cybersecurity. Relevant business administration knowledge. Brings the perspective of B3 clients.

Main qualifications and experiences: He is an Independent and Bounded member of the Board of Directors of B3. Currently, Mauricio Minas is a member of the Board of Directors of Banco Bradesco S.A., a member of the Board of Directors of Bradespar S.A., a member of the Board of Directors of Next Tecnologia e Serviços Digitais S.A., alternate member of the Board of Directors of Odontoprev S.A. and alternate member of the Board of Directors of Grupo Fleury S.A. At Banco Bradesco S.A., he was the Executive Vice-President Director (Jan/2014-19). He also was a member of the Board of Directors at BBD Participações S.A., Cidade de Deus – Companhia Comercial de Participações (Holding), Bradesco Leasing S.A. – Arrendamento Mercantil, BSP Empreendimentos Imobiliários S.A., NCR Brasil – Indústria de Equipamentos para Automação S.A., e NCF Participações S.A., where he also worked as Vice-President Director (Jun/2016 to Jan/2019). He was the Chairman of the Board of Directors of Aquarius Participações S.A., and Vice-President of the Board of Directors of BBC Processadora S.A., and Chain Serviços e Contact Center S.A. He also was the President-Director of Scopus Tecnologia Ltda. Until January 2019, he held positions in several companies, having being appointed Managing Officer of Banco Bradesco BERJ S.A., and of Bradesco Administradora de Consórcios Ltda., and General Manager of Scopus Soluções em TI S.A. (Apr/2018). Previously, he was appointed Managing Officer in the following companies – Banco Bradescard S.A., Banco Bradesco Cartões S.A., Banco Bradesco Financiamentos S.A., Banco Losango S.A. – Banco Múltiplo, BEM – Distribuidora de Títulos e Valores Mobiliários Ltda., Bradescard Elo Participações S.A., Kirton Bank S.A. – Banco Múltiplo, e Tempo Serviços Ltda. (Apr/2017). He was also a Director of Banco Alvorada S.A., and Vice-President Director of Banco Bradesco BBI S.A. (2014-19). Mauricio was the Director of União Participações Ltda. (2014-18), Director of Banco CBSS S.A. (2014-16), in addition to having held the position of Managing Director of Bradesco Seguros S.A. (2015-16). He holds a degree from Polytechnic School of the University of São Paulo. Executive Education Program in Finance, Wharton School, University of Pennsylvania; General Management Program, Columbia University, New York e Corporate Board Director Program, Harvard Business School, Boston. Strategic Partner do World Economic Forum (WEF). He participates in the third sector as a Member of Mesa Regedora, Managing Director of Fundação Bradesco, and Director of Nova Cidade de Deus Participações S.A.

Positions on Boards of Directors of other listed companies: Banco Bradesco S.A., Bradespar S.A., Odontoprev S.A. (alternate) and Grupo Fleury S.A. (alternate).

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which he has been convicted by any decision, whether final or not. He is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Pedro Paulo Giubbina Lorenzini (Independent)

Impact on the Board of Directors: Leadership in regulated business in the financial services industry. Relevant knowledge of the most varied financial products and services. Brings the perspective of B3 clients.

Main qualifications and experiences: He is an Independent and Bounded member of the Board of Directors of B3. Executive Director and member of the Executive Committee of Itaú-Unibanco S.A. since 2021, responsible for the areas of Global Markets & Treasury and LatAm (Argentina, Paraguay, Uruguay, Chile and Colombia). With more than 32 years of experience in financial markets, led the group of Markets & Securities Services at Citi Brazil, a business unit which included all activities related to Sales & Trading of Global Markets products (Rates, Currencies, Commodities, Equities, Credit and Custody Services). Member of Citi's Executive Committee (2008-2021), participated and led managing committees of the institution. Also contributed to the following associations as: Board Member of Febraban – Direx (2013-2021), President of the Treasury Committee of Febraban (2010-2013), Anbima's Vice-President (2010-2021) and Anbima's Director (2005-2007). Mentor in several talents development and diversity programs (Juniors and Seniors). Diversity Committee member focused on gender and generations. Graduated in Business Administration at PUC São Paulo.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which he has been convicted by any decision, whether final or not. He is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

Rodrigo Guedes Xavier (Independent and Unbounded)

Impact on the Board of Directors: Experience as CEO. Relevant knowledge of the global industry of financial services. Leadership in regulated businesses in the financial services industry. Experience in innovation and technology.

Main qualifications and experiences: Rodrigo Guedes Xavier is a partner at HPX Capital Partners, the investment manager responsible for the listing of one of the first SPACs focused on Brazil and which had its merger process with Ambipar Response recently completed. He is also a partner at Synapse Ventures, a global Venture Capital platform that invests in innovative funds and companies. In addition, he is a member of the Board of Directors of Globo Comunicação e Participações S.A. He was CEO of Bank of America Merrill Lynch in Brazil, CEO of Banco UBS Pactual, as well as a co-founding partner of the manager Vinci Partners and a partner and member of the executive committee of Banco Pactual.

In 2018-2019, he was a fellow at Stanford University's Distinguished Career Institute (DCI), focusing on the areas of innovation, technology, and entrepreneurship. Also at Stanford, Rodrigo founded and directed Brazil@Silicon Valley, a pioneering forum focused on the role of technology and innovation in Latin American development.

He holds a degree in Economics from the University of Brasília (UnB), a post-graduate degree in International Economics from Fukushima University in Japan, and an MBA from Thunderbird School of Global Management (Arizona State University).

He is a member of some Advisory Boards of non-profit institutions, among them Recode, dedicated to the digital training of vulnerable youth.

Positions on Boards of Directors of other listed companies: None.

Positions on Committees/Fiscal Councils of other listed companies: None.

Regulatory statements: Not a politically exposed person. There are no disciplinary and legal proceedings, in the past five years, in which he has been convicted by any decision, whether final or not. He is considered as an independent member based on the independence criteria established by B3 S.A. – Brasil, Bolsa, Balcão Novo Mercado Regulations.

7.4 – Composition of the Board of Directors' Advisory Committees

Not applicable, given that the new composition of the Advisory Committees to the Board of Directors will only be set at a later date, by the Directors elected at the Extraordinary General Meeting to be held on June 1st, 2023, as provided for in the Company's Bylaws.

7.5 – Family relations

Existing marital relationship, common-law marriage or family relationship up to the 2nd degree relating to managers of the Company, subsidiaries and controlling shareholders

a. managers of the Company

There is no marital relationship, common-law marriage or family relationship up to the second degree between the Company's managers.

b. (i) managers of the Company and (ii) managers of direct or indirect subsidiaries of the Company.

There is no marital relationship, common-law marriage or family relationship up to the second degree between the Company's managers and the managers of the Company's direct or indirect subsidiaries.

c. (i) managers of the Company or its direct or indirect subsidiaries, and (ii) direct or indirect controlling shareholders of the Company.

Not applicable, given that the Company has no controlling shareholders.

- d. (i) managers of the Company and (ii) managers of direct or indirect parent companies of the Company.

Not applicable, given that the Company has no controlling shareholders.

7.6 – Relationships of subordination, provision of services or control

- a. direct or indirect subsidiary of the Company

There is no relationship of subordination, provision of services or control between the managers of the Company and a direct or indirect subsidiary of the Company.

- b. direct or indirect controlling shareholder of the Company

Not applicable, given that the Company has no controlling shareholders.

- c. If material, a supplier, customer, debtor or creditor of the Company, of its subsidiary or parent companies or subsidiaries of any such persons

Not applicable, given that there is no supplier, customer, debtor or credit characterized as material.

7.8- Other material information

Percentage participation in meetings held by the governance bodies in the period between investiture and December 31, 2022 (item 12.6 of the Reference Form in force until the end of 2022, pursuant to CVM Resolution No. 80/2022):

Board of Directors

Member	Total meetings held after investiture and until December 2022	% participation in meetings held
Antonio Carlos Quintella	40	100
Caio Ibrahim David	-	-
Claudia Farkouh Prado	40	100
Cristina Anne Betts	40	97.5
Florian Bartunek	40	100
Guilherme Affonso Ferreira	40	97.5
Mauricio Machado de Minas	40	97.5
Pedro Paulo Giubbina Lorenzini	40	92.5

Notes:

Caio Ibrahim David was elected by the Board of Directors at a meeting held on December 23, 2022, effective as from January 2, 2023, to replace Alberto Monteiro de Queiroz Neto, and as a result there was no participation in meetings before December 31, 2022.

Item not applicable to candidates for first election to the Board of Directors of the Company, to be resolved at the Annual General Meeting to be held on April 27, 2023, to wit: Ana Dolores Moura Carneiro de Novaes, Claudia de Souza Ferris and Rodrigo Guedes Xavier.