(Exhibit II to the Annual and Extraordinary Shareholders Meeting of B3 S.A. – Brasil, Bolsa, Balcão, held on April 30, 2026.)

B3 S.A. – BRASIL, BOLSA, BALCÃO

BYLAWS

CHAPTER I

NAME, HEADQUARTERS, VENUE, PURPOSE AND DURATION

Article 1. B3 S.A. – Brasil, Bolsa, Balcão ("Company") is a corporation governed by these Bylaws and by applicable law and regulations.

Paragraph 1. With the Company's entry into the special listing segment called *Novo Mercado* ("Novo Mercado"), the Company, its shareholders, Directors, Officers and members of the Fiscal Council, when installed, are subject to the provisions of the Novo Mercado Regulations ("Novo Mercado Regulations")."

Paragraph 2. The Company and its Directors, Officers and shareholders shall observe the Issuer Registration and Securities Listing Rules, including the rules that apply to trading halts and suspensions and exclusions from trading declared in relation to securities admitted for trading on organized markets operated by B3.

Article 2. The Company has headquarters and jurisdiction in the city of São Paulo, state of São Paulo, and may, by resolution of the Executive Management Board, open and close branches, offices or other establishments and premises anywhere in Brazil or abroad.

Article 3. The Company's corporate purpose is to perform, or participate in companies which perform the following activities:

I – Management of organized securities markets, ensuring the organization, operation and development of markets for the trading of any types of securities or contracts that reference or involve financial assets, indices, indicators, rates, commodities, currencies, energies, transportation, commodities, and other goods or rights related or not to such assets, in spot or future settlement modalities;

II – Operation and maintenance of environments and systems appropriate for trading, including purchase and sale, auctions and registration of transactions involving securities, derivatives, rights and financial assets or any other types of assets, as well as the digital representation of such assets or of their ownership, on an exchange or organized over-the-counter market;

III – Provision of registration, clearing and settlement services, both physical and financial, through an internal facility or a company specifically constituted for this purpose, which may or may not act as counterparty clearing house and provider of final settlement of outstanding obligations, pursuant to applicable legislation and its own rules, including, but not limited to:

(a) transactions carried out and/or registered in any of the environments or systems listed in items "I" and "II" above; or

(b) transactions carried out and/or registered in other exchanges, markets or trading systems;

IV – Provision of services as registrar and central depository of financial assets, securities and other goods or other assets, as well as provision of services of custody of goods and other assets;

V – Provision of services of registration of liens and encumbrances on securities, notes, financial assets, or any other types of assets, and other instruments, whether financial or not, including for registration of instruments of creation of guarantee, under applicable regulations;

VI – Provision of book-entry services for duplicates through the electronic book-entry system;

VII – Provision of services related to the insurance, reinsurance, pension and savings bond market, including by licensing and operating information technology systems, under the applicable regulations;

VIII – Creation of a database and performance of related activities, including data processing and data intelligence;

IX – Provision of services related to processed data, including, but not limited to, standardization, classification, analyses, quotes, statistics, job training, conducting studies, publications, information, provision of information, including for compliance with the applicable laws and regulations, library, and development, licensing and operation of and technical support for software and information technology systems and platforms.

X – Provision of services relating (i) to operations performed and deposited in the systems and markets managed and operated by the Company, and (ii) support to credit, financing and lease-purchase transactions, or to operations registered and deposited in the systems and markets managed and operated by the Company and other similar markets and segments, including by means of the licensing and operation of information technology systems and platforms involving, among others, the automotive vehicle segment, the real estate sector, the energy market, agribusiness, insurance, reinsurance, pension, capitalization instruments and consortium sector, under the applicable regulations;

XI – Provision of services related to the conduction of public and private bidding processes and similar procedures;

XII – Provision of technical, administrative, and managerial support for market development, including, but not limited to, customer analysis supporting services and money laundering prevention procedures;

XIII – Performance of educational, promotional and publishing activities related to its corporate purpose and the markets managed by the Company;

XIV – Performance of other activities authorized by the Brazilian Securities and Exchange Commission, by the Central Bank of Brazil, by the Private Insurance Superintendence and other regulatory bodies, as applicable;

XV – Participation in the capital of other companies or associations, based in Brazil or abroad, whether as a partner, shareholder or member, whether controlling or otherwise, under terms to be determined by the competent management bodies, as applicable, under the applicable regulations.

Sole Paragraph. Within the scope of the powers conferred upon it by Law No. 6,385/1976 and the current regulations, the Company shall:

(a) regulate the granting of access authorizations to the different environments or systems for trading, registration, depository, and clearing and settlement of transactions managed by the Company or its subsidiaries ("Access Permits");

(b) setting rules of conduct as necessary for an efficient and regular operation of the market and for keeping high ethical trading standards in markets operated by the Company, in accordance with the applicable regulations;

(c) regulate the activities of the holders of Access Authorizations in the systems and markets managed by the Company;

(d) establish, when applicable, mechanisms and rules that allow mitigating the risk of default on obligations assumed by holders of Access Authorizations, considering the transactions carried out and/or registered in any of its trading, registration, depository, clearing, and settlement environments or systems;

(e) monitoring, in accordance with its duties set forth in law, in the regulations or in the rules issued by the Company, the transactions carried out and/or registered in any trading, registration, deposit, and clearance and settlement systems or environments of the Company, including any transactions subject to the regulatory authority of the Company;

(f) monitoring, pursuant to the provisions of the attributions defined by law, by the regulations, or by the rules enacted by the Company, the activities of Access Permit holders regarding operations carried out, registered and/or deposit in any of its environments or trading systems, registration, deposit, clearing, including in connection with transactions subject to the regulatory authority of the Company; and

(g) imposing penalties to persons in breach of legal, regulatory and operating rules the Company is charged with monitoring.

Article 4. The Company has an undetermined term of duration.

CHAPTER II

CAPITAL STOCK, SHARES AND SHAREHOLDERS

Article 5. The capital stock of the Company amounts to R$12,898,655,563.88, representing 5,046,500,000 common registered shares, fully paid-in and with no par value. The Company shall not be permitted to issue preferred shares or participation certificates.

Article 6. The shares are issued by the Company in book-entry form and deposited with a Brazilian Securities and Exchange Commission ("CVM") licensed financial institution which holds them in name of their holders.

Sole Paragraph. The cost of the transfer and registration, as well as the cost of the service related to book-entry shares, can be charged directly to the shareholder by the transfer agent, as may come to be defined in the book-entry share contract.

Article 7. Each common share entitles the holder to one vote in decisions taken in Annual or Extraordinary Shareholders' Meeting, provided that, with due regard given to the provision under item (d) of paragraph 5 of Article 69, no shareholder or Shareholder Group (as defined under Article 72) shall be entitled to vote shares in excess of 7% of the total number of shares issued by the Company.

Paragraph 1. In the case of shareholders' agreement concerning the exercise of voting rights, in compliance with the provisions of paragraph 2, all signatories shall be deemed members of a Group of Shareholders for the purposes of applying the limitation on the number of votes referred to in the main provision of this Article.

Paragraph 2. It is prohibited to pre-establish a majority of shareholders in the Shareholders' Meeting through shareholder agreements regarding the exercise of voting rights, whether or not under a shareholders' agreement filed with the Company, whereby the resulting voting pool exceeds the individual voting cap set forth in the main provision of this Article.

Paragraph 3. In a shareholders' meeting, the chair shall be responsible for enforcing the provisions of this Article, and for declaring the number of votes each shareholder or Group of Shareholders is entitled to cast when polled.

Paragraph 4. Votes that exceed the limits established in this Article shall not be counted in the General Shareholders' Meeting.

Article 8. Pursuant to a decision of the Board of Directors, the Company is authorized to increase the shares of capital stock up to a limit of seven billion five hundred million (7,500,000,000) common shares, irrespective of amending these Bylaws.

Paragraph 1. In the event contemplated under the main provision of this Article, the Board of Directors shall determine the issue price and number of shares to be issued, as well as the payment date and payment terms.

Paragraph 2. Provided it shall do so within the limit of the authorized capital, the Board of Directors may also: (i) decide on the issuance of warrants; (ii) grant stock options to Directors and employees of the Company or of a company under its control, or to individuals who provide services to them, in accordance with a plan approved by the General Shareholder's Meeting, without shareholders having preemptive rights in the granting or subscription of these shares; (iii) increasing the capital by approving the capitalization of profits or reserves, whether or not new shares are issued, and, in the event that new shares are issued, whether or not by issuing bonus; and (iv) decide on the issuance of debentures convertible into shares.

Article 9. The shareholder's delay in paying up the subscribed capital will result in the charging of interest at 1% per month, monetary adjustment based on the General Market Price Index (IGP-M) at the shortest legally applicable periodicity, and a penalty of 10% on the amount of the obligation, without detriment to other applicable legal sanctions.

Article 10. Every shareholder or Group of Shareholders is required to disclose by notice to the Company, which must include the information required under the regulations in force, any share purchases which in the aggregate result in ownership interest in excess of 5%, 10%, 15% and so on of the shares of capital stock.

Paragraph 1. In cases where the acquisition results in or has been carried out with the aim of changing the composition of control or the administrative structure of the Company, as well as in cases where this acquisition generates the obligation to make a public tender offer for shares, pursuant to CHAPTER VIII and the current legislation and regulations, the acquiring shareholder or Group of Shareholders must also disclose, through the communication channels usually used by the Company, a notice containing the information provided for in Article 12 of CVM Resolution No. 44/2021.

Paragraph 2. The obligations provided for in this Article shall likewise apply to holders of securities convertible into shares, warrants and purchase options convertible, exercisable or exchangeable for shares representing the same levels of ownership interest as set forth above.

Paragraph 3. The shareholders or Group of Shareholders are also required to disclose, per the main provision of this Article, any share sale or divestment by which their holdings in shares and other Company securities set forth above are reduced by 5% of the total number shares of stock.

Paragraph 4. Any violation of the provisions of this Article shall be subject to the penalties set forth in Article 16, item (g), and Article 18 of these Bylaws.

Article 11. The issuance of new shares, debentures convertible into shares or warrants placed by sale on a stock exchange, public subscription or share swap in public offers of acquisition of shares for the acquisition of control under Articles 257 through 263 of Brazilian Corporate Law (Law No. 6,404/76) or, also, under a special tax incentive law, can take place without the shareholders being given a preemptive right in the subscription or with a reduction in the minimum period provided for in law to exercise it.

CHAPTER III

SHAREHOLDERS' MEETING

Article 12. The shareholders shall meet ordinarily within the first four months after the year closes to decide on the matters set forth under Article 132 of Brazilian Corporate Law (Law No. 6,404/1976), and, extraordinarily, whenever the interests of the Company so require.

Paragraph 1. The General Shareholders' Meeting has the authority to decide on all acts related to the Company, as well as to decide in the best interests of the Company.

Paragraph 2. The Annual Shareholders' Meeting and the Extraordinary Shareholders' Meeting can be called cumulatively and held at the same place, date and time, and recorded in a single set of minutes.

Paragraph 3. A General Shareholders' Meeting shall be called by the Board of Directors on the decision of the majority of its members or, also, in the cases provided for in these Bylaws and in the Sole Paragraph of Article 123 of Brazilian Corporate Law (Law No. 6,404/1976).

Paragraph 4. The documents pertinent to the matter to be decided on at the General Shareholders' Meetings must be made available to the shareholders, at the headquarters of the Company, on the date of the publication of the first call notice, except in those cases in which the law or a regulation in effect requires that they be made available for a longer period.

Paragraph 5. The General Shareholders' Meeting shall be held, on the first call, with the presence of shareholders representing at least 25% of the capital stock, except when the law requires a higher quorum; and, on the second call, with any number of shareholders.

Paragraph 6. The Extraordinary Shareholders' Meeting whose purpose is to amend these Bylaws, on first call, shall require attendance by holders of record representing at least two-thirds (2/3) of the voting capital, provided the meeting may convene on second call with any number of attending shareholders.

Paragraph 7. General Shareholders' Meetings shall be presided over by the Chairman of the Board of Directors. In the absence of the Chairman of the Board of Directors, the meeting shall be presided by the Vice Chairman of the Board of Directors or, in their absence, by the Chairman's appointee. The chairman of the General Shareholders' Meeting shall appoint one of the attendees to act as secretary.

Paragraph 8. It shall be the exclusive responsibility of the Chairman of the Meeting, subject to the rules established in these Bylaws, to make any decision regarding the number of votes of each shareholder, which decision may be immediately appealed to the same General Shareholders' Meeting, in which decision the interested party shall not vote.

Article 13. Before a General Shareholders' Meeting convenes, the attending shareholders shall be required to sign the "Shareholders' Attendance List" in the proper register, identifying themselves by name, place of residence and number of shares of record, except as provided by the regulations concerning remote attendance and vote at shareholders' meetings.

Paragraph 1. The Chairman of the Meeting shall close the "Shareholders' Attendance List" immediately after the General Meeting is convened.

Paragraph 2. Tardy shareholders appearing after the closing of the "Shareholders' Attendance List" shall be allowed to participate in the meetings but shall not be entitled to vote in any Company's matter.

Article 14. The Company must begin registering shareholders to participate in the General Assembly at least 48 (forty-eight) hours in advance. It is the shareholder's responsibility to present: (i) certificate issued by the depository institution for the book-entry shares owned, in accordance with the terms and conditions of Article 126 of Law No. 6,404/76. This proof shall be dated no later than five days before the date of the General Shareholders' Meeting. The Company, at its discretion, may dismiss the presentation of this proof; and (ii) a power of attorney and/or documents that confirm the powers of legal representation of the shareholder. The shareholder or their legal representative must attend the General Meeting with documents proving their identity, or present them through a digital protocol in the cases provided for by the applicable regulation.

Article 15. Unless otherwise provided by law, and with due regard for the provisions of Article 7 of these Bylaws, the General Shareholders' Meetings decisions shall be approved by the affirmative vote of holders of record of a majority of the shares represented at the meeting, without computing blank votes.

Paragraph 1. Decisions taken in a General Shareholders' Meeting to amend or eliminate any of the provisions set forth under Article 68, which restricts shareholders' rights to conduct the public tender offer for shares as provided in such Article 68, shall strictly adhere to the voting cap set forth in Article 7 of these Bylaws.

Paragraph 2. The General Shareholders' Meeting may only deliberate on matters listed in the agenda, as stated in the respective notice of convocation, and the approval of matters under a generic heading is prohibited.

Paragraph 3. The minutes of General Shareholders' Meetings shall be prepared based on business transacted and resolutions taken at the meetings, signed by the members of the board and by the attending shareholders, except as provided in the applicable laws on remote attendance and vote at the General Shareholders' Meetings.

Article 16. It shall be incumbent on shareholders convening in a General Shareholders' Meeting, among other actions prescribed by law and these Bylaws, to decide on the matters set forth below:

(a) to take the Management report, examine, discuss, and vote on the financial statements;

(b) determine the allocation of net income for the fiscal year and approve dividend distributions to the shareholders, based on the management proposal;

(c) appointing and dismissing the Directors and the members of the Fiscal Council, if installed;

(d) set the aggregate compensation of the Managers, as well as the compensation of the fiscal council members, if installed, with due regard for the provisions of Article 17;

(e) approve stock granting plans of its issuance or granting options to purchase or subscribe for shares of its issuance to its Managers and employees, as well as to the Managers and employees of other companies controlled by the Company or to individuals who provide services to them;

(f) approve proposals for the Company to exit from the *Novo Mercado* listing segment or cancellation of the registration as a publicly-held company;

(g) suspend the rights of a shareholder, as provided under Article 120 of Law No. 6,404/76 and Article 18 of these Bylaws;

(h) approve acquisitions of participation in other companies and/or associations or joint ventures or consortium, where the amount involved is in excess of 15% of the Company's shareholders' equity, as determined at the end of the immediately preceding fiscal year;

(i) approve any disposal of property, or contribution to the capital stock of other entities, of the Company representing an amount equal to or greater than 10% (ten percent) of the value of all the Company's assets, as determined at the end of the immediately preceding fiscal year;

(j) approve corporate reorganizations operations involving the Company, including, without limitation, its merger, demerger, transformation, or dissolution operations, in accordance with the legal quorum, unless previously authorized by the CVM in the cases provided for in Paragraph 2 of Article 136 of Law No. 6,404/76, a reduction of quorum for such deliberations;

(k) previously approve the Company's trading of its own shares in the cases indicated in the current regulation as being the responsibility of the General Shareholders' Meeting; and

(l) approve, as set forth in the *Novo Mercado* Regulations, a waiver of the public offer for the acquisition of shares in the event of exiting the *Novo Mercado*.

Article 17. The General Shareholders' Meeting shall set the aggregate compensation of the members of the Managers.

Sole Paragraph. With due regard for the compensation allocation established by the General Shareholders' Meeting, as provided in the main provision of this Article, the Board of Directors shall set the compensation of the members of the Board of Directors and of the Chief Executive Officer, and the latter shall determine the individual compensation of each Vice President and each Officer.

Article 18. Shareholders convening in a General Shareholders' Meeting shall be entitled to approve a suspension of the rights, including voting rights, of any shareholder or Group of Shareholder for noncompliance with any legal or regulatory provision or the provision of these Bylaws.

Paragraph 1. Shareholders representing at least 5% of the outstanding shares shall be entitled to call a General Shareholders' Meeting mentioned in the main provision of this Article when the Board of Directors does not comply, within 8 days of receiving it, at the request of the call submitted, with the indication of non-complied obligation and the identification of the noncompliant shareholder or Group of Shareholders.

Paragraph 2. It is the responsibility of the General Shareholders' Meeting that approves the suspension of the rights of a shareholder or Shareholder Group shall be responsible, among other aspects, the extent and period of suspension, with the suspension of oversight rights and the right to request information secured by law being prohibited.

Paragraph 3. The suspension of rights shall cease as soon as the shareholder fulfills the obligation.

Article 19. Where a shareholder has or represents interests that conflict with the interest of the Company in any matter submitted for consideration at a General Shareholders' Meeting, such shareholder shall be required to abstain from interfering in the resolutions and voting the relevant motion. Under article 115 of Law No. 6,404/76, a shareholder that interferes in, or votes on any matter in which he or she or it has or represents conflicting interest, shall be deemed to be acting in abuse of voting power.

CHAPTER IV

MANAGEMENT

SECTION I – GENERAL PROVISIONS FOR THE MANAGEMENT BODIES

Article 20. The management of the Company is the responsibility of the Board of Directors and the Board of Officers.

Sole Paragraph. The positions of (i) Chairman of the Board of Directors and (ii) President of the Company or Chief Executive Officer of the Company cannot be held by the same person.

Article 21. The members of the Board of Directors and of the Board of Officers shall take office by signing the deed of investiture in the proper Company register, which shall also contemplate their subjection to the arbitration clause set forth in Article 75, and the Directors and Officers must remain in office until their successors are appointed and take office.

Sole Paragraph. The Directors and Officers of the Company shall also be required to adhere to the Disclosures and Securities Trading Policies issued by the Company by signing the relevant deed of adherence.

SECTION II – BOARD OF DIRECTORS

SUBSECTION I – COMPOSITION

Article 22. The Board of Directors shall comprise at least 7 and at most 11 members elected and removable by the Shareholders' Meeting for a unified two-year term, reelection being permitted.

Paragraph 1. The Directors shall not hold positions in the Board of Officers of either the Company or its subsidiaries, during the term of office on the Board of Directors.

Paragraph 2. The Board of Directors shall adopt an Internal Regulation establishing, amongst other matters deemed convenient, its own operating guidelines, rules on the rights and responsibilities of its members, and the relationship with the Statutory Officers, with the Board of Officers and with other corporate bodies and their attributions, if they do not contradict the provisions of these Bylaws.

Paragraph 3. With regard to the voting process for election of Directors, it shall be incumbent on the Chairman of the Shareholders' Meeting to determine the voting system by which the shareholders will be polled, with due regard for the provisions of Articles 23 and 24 of these Bylaws.

Paragraph 4. Unless upon a waiver declared at a General Shareholders' Meeting, the eligibility requirements for candidate Directors shall include those that are set forth below, in addition to the requirements set forth under applicable Law and regulations:

(a) being over 25 years old;

(b) having an upstanding reputation and being knowledgeable in the Company's policies and internal rules;

(c) not having a spouse, domestic partner or relative to the second degree serving as part of the Management body, or employed with, the Company or any of its subsidiaries; and;

(d) not holding a position in any company deemed to be a competitor of the Company or its subsidiaries, as well as neither having, nor representing any party that has, a conflict of

interest with the Company or its subsidiaries. A conflict of interest is presumed to exist, for example, relative to any person that, cumulatively: (i) has been elected by a shareholder that has also elected a Director in a competitor company; and (ii) has ties arising from a 'subordinate relationship' with the shareholder voting for his or her election; and

(e) have effective availability to dedicate themselves to the position of member of the Company's Board of Directors, regardless of the positions they may hold in other entities, such as members of the Board of Directors and/or as executives.

Paragraph 5. For the purposes of item (d) of the above paragraph 4 of this Article 22, a Director shall be deemed to have been elected by: (i) the shareholder or a Group of Shareholders whose individual votes were sufficient to elect a Director; or (ii) the shareholder or Group of Shareholders whose individual votes were sufficient to elect a Director if the cumulative voting system has been adopted (or would have been sufficient based on the total of attendee shareholders, had the cumulative voting system been adopted); or (iii) the shareholder or Shareholder Group whose individual votes were sufficient to meet the percentage thresholds required under paragraph 4 of Article 141 of Law No. 6,404/76, which allow for the election of Directors in a separate voting process.

Paragraph 6. A majority of the Directors of the Company shall be Non-Bound and Independent Directors, herein defined as Directors that meet the following requirements:

(a) all of the independence standards established in the *Novo Mercado* Regulations ("Independent Directors") and in CVM Resolution No. 135/2022 ("Non-Bound Directors"), cumulatively; and

(b) not holding direct or indirect participation of 7% or more of the total capital stock or voting stock, or have a connection with a shareholder who holds it.

Paragraph 7. In the event that there is no Controlling Shareholder, Directors elected pursuant to paragraphs 4 and 5 of article 141 of Law No. 6,404/76 shall also be deemed to serve in the capacity of Independent Directors, regardless of whether they meet the independence standards established in this Article.

Paragraph 8. In addition to the requirements set forth in the preceding paragraphs, the members of the Board of Directors shall at no time include more than one Director having ties, as defined in CVM Resolution No. 135/2022, with the same holder authorized to operate in the trading or operation registration environments or systems of the markets administrated by the Company, or having ties with the same entity, conglomerate or group of which said holder of authorization is part.

Paragraph 9. At least two (2) Directors of the Company shall be Directors maintaining relationship, as defined in CVM Resolution No. 135/2022, with the holder having authorization to operate in the trading or operation registration environments or systems of the markets administrated by the Company, selected amongst those with effective representativeness and leadership in the markets they operate ("Bound Director(s)").

Paragraph 10. For the purposes of this Article, having a "bound" with a party is defined as:

(a) an employment relationship, or one arising from any agreement for provision of professional services on a continuing basis that might lead to the loss of independence;

(b) any direct or indirect ownership interest equal to or in excess of 5% of the issued and outstanding shares of stock or voting stock of the Company;

(c) a relationship established through a spouse, domestic partner or relative to the second degree; or

(d) remunerated participation in any administrative, advisory, fiscal, or deliberative body.

Paragraph 11. An independent member position in a Management or fiscal body shall not be deemed a bound for the purposes of the provisions of the preceding paragraph.

Paragraph 12. Any Director that ceases to meet the eligibility requirements established in paragraph 4 of this Article, due to a supervening event or circumstance unknown at the time of the election, shall be replaced upon disclosure of such event or circumstance.

Paragraph 13. Any post-election change or loss of relationship or independence for the purposes of paragraphs 6 through 11 of this Article, as well as failure to comply with the obligations established in the instrument of investiture, will give rise to early removal from office of the member of the Board of Directors in question, except as otherwise resolved by the Board of Directors under the rules set forth in these Bylaws and the applicable laws.

SUBSECTION II – ELECTION

Article 23. Except as provided in Article 24, the election of the members of the Board of Directors shall be conducted according to the system defined by the said Board in the material disclosed when convening the General Shareholders' Meeting that will deliberate on the election.

Paragraph 1. In the election provided for in this Article 23, the following candidates or slates of candidates, as the case may be, may run: (i) those nominated by the Board of Directors; or (ii) those that are appointed in the manner provided for in Paragraphs 3 and 5 of this Article.

Paragraph 2. The Board of Directors shall, on the date of the convening of the General Shareholders' Meeting intended to elect the members of the Board of Directors, make available at the Company's headquarters a statement signed by the candidates nominated by it, containing: (i) their complete qualifications; (ii) a description of their professional experience, mentioning the activities performed at least in the last 5 years, as well as academic qualifications; (iii) information on disciplinary and judicial proceedings with final judgments in which they have been convicted, as well as informing, if applicable, the existence of cases of impediment or conflict of interest provided for in Article 147, Paragraph 3 of Law No. 6,404/1976; (iv) a declaration of compliance with the eligibility requirements provided by CVM Resolution No. 135/2022; (v) confirmation of compliance with the requirements defined in the *Novo Mercado* Regulation, when a candidate for the position of independent director; and (vi) confirmation of compliance with the independence requirements defined in CVM Resolution No. 135/2022, when a candidate for the position of Non-Bound Director.

Paragraph 3. Where a shareholder or Group of Shareholders wishes to propose a different slate of candidate nominations or candidate, as the case may be, to the Board of Directors, jointly with the proposal, to be submitted under the terms of prevailing rules, it shall forward to

the Board of Directors statements signed individually by the candidates they nominate, containing the information required in the preceding paragraph. Such disclosure shall comply with the applicable regulations.

Paragraph 4. If the election of the Board of Directors is carried out by the slate system:

(i) the same person may be nominated in two or more slates, including the one proposed by the Board of Directors; and

(ii) each shareholder shall vote for just one slate, and the votes shall be computed in compliance with the limitations provided for in Article 7. The candidates nominated in the slate that receives the highest number of votes shall be declared elected.

Paragraph 5. In the event that the Board of Directors decides to adopt the slate system, pursuant to the main section of this Article 23, and individual candidates are nominated, voting shall not be conducted using the slate system and will instead take the form of individual candidate voting. In any case, the provisions of Article 22 must be respected.

Paragraph 6. In the event of paragraphs 3 and 5 above, the nomination of candidates by shareholders of the Company shall observe the eligibility requirements set forth in paragraph 2 of this article, and the investiture shall be subject to compliance with the requirements set forth in the Instrument of Investiture and in the Internal Regulations of the Board of Directors.

Article 24. In elections of the members of the Board of Directors, shareholders representing at least the percentage of the capital stock set forth in the applicable regulations and informed in the material of the call notice of the respective General Shareholders' Meeting are entitled to request the adoption of the cumulative voting system, as long as requested within at least 48 hours prior to the General Shareholders' Meeting.

Paragraph 1. Once the General Shareholders' Meeting is convened in which the cumulative voting system is to be adopted, the board of the Meeting shall determine the number of eligible votes attributable to each shareholder or group of shareholders, based on the signatures affixed to the Shareholders' Attendance List and number of shares belonging to the shareholders present at the meeting, noting that, in compliance with the limit established in Article 7 of these Bylaws, the number of board seats to be to be elected must be multiplied by the number of shares that do not exceed the limit of 7% of the outstanding shares.

Paragraph 2. In the event of the election of the members of the Board of Directors by the cumulative voting process, the system originally proposed by the Board of Directors shall not prevail and the votes shall be cast individually on the candidates nominated in the Management Proposal, as well as on the candidates who are nominated by a present shareholder or included in another regularly nominated slate, provided that the declarations signed by these candidates, with the content referred to in Paragraph 2 of Article 23, are presented to the meeting.

Paragraph 3. The positions that, due to a tie, are not filled will be subject to a new vote, using the same process, adjusting the number of votes that will be assigned to each shareholder or Group of Shareholders based on the number of positions to be filled.

Paragraph 4. In the event that the Company comes under the control of a shareholder or controlling group, as defined in Article 116 of Law No. 6,404/1976, shareholders representing

10% of the share capital may request, pursuant to Paragraphs 4 and 5 of Article 141 of Law No. 6,404/1976, that the election of a member of the Board of Directors be conducted separately, and that, if applicable, the rules governing the slate system shall not apply to such election.

Paragraph 5. In the events set forth in the head provision and paragraph 4 above, the nomination of the candidates by shareholders of the Company shall observe the eligibility requirements set forth in Article 23, and investiture shall be subject to compliance with the requirements set forth in the Instrument of Investiture and in the Internal Regulations of the Board of Directors.

Article 25. The Board of Directors shall appoint the Chairman and Vice Chairman of the Board among its members. The appointment shall take place in the first meeting held after the Directors take office or in the first meeting after the vacancy of these positions.

SUBSECTION III – MEETINGS AND SUBSTITUTIONS

Article 26. The members of the Board of Directors shall hold annual meetings at least six (6) times per year, according to a meeting calendar to be previously released to the Directors, and will hold extraordinary meetings as often as may be necessary, upon being called as prescribed under paragraph 1 of this Article or two-thirds of its members.

Paragraph 1. The call for meetings shall be made by the Chairman of the Board of Directors or, in its absence, by the Vice-Chairman.

Paragraph 2. The call notice for the meetings of the Board of Directors shall be in writing, on any physical or electronic medium or in any other manner that allows proof of receipt of the called notice by the addressee.

Paragraph 3. The meetings of the Board of Directors shall be called with the advance notice as set forth in the applicable Internal Regulations. Regardless of the formalities for convening a meeting, the meeting shall be considered regular when all the members of the Board of Directors are present.

Paragraph 4. The Directors may take part in the meetings of the Board of Directors by conference call, videoconference or by any other means of communication that allows the identification of the Director and the communication with all of the other people present at the meeting. In this case, the Directors shall be considered present at the meeting and must sign the respective minutes.

Paragraph 5. No member of the Board of Directors may take part in decisions and discussions of the Board of Directors or any other management bodies of the Company or of its subsidiaries, exercise the right to vote or, in any way intervene in the matters in which he or she, directly or indirectly, has a conflict of interests with those of the Company or of its subsidiaries, under the terms of the law.

Paragraph 6. The quorum for the instatement of the meetings of the Board of Directors shall be the absolute majority of its members.

Paragraph 7. Except as otherwise provided for in these Bylaws, the decisions of the Board of Directors shall be taken by majority vote of the members present at the meetings. The Chairman of the Board of Directors shall cast the deciding vote in case of tie.

Paragraph 8. The Chief Executive Officer, or his or her substitute, shall take part in the meetings of the Board of Directors, leaving when requested.

Article 27. Except as otherwise provided by law and in accordance with the provision of the Sole Paragraph of this Article**,** in the event of a vacancy in the position of a member of the Board of Directors s, the replacement shall be appointed by the remaining Directors based on a recommendation of the Nominations and Corporate Governance Committee to serve until the next Shareholders' Meeting, when a new Director must be elected, who shall complete the term of office of the replaced Director. In the event of vacancy of the majority of positions of the Board of Directors, a Shareholders' Meeting must be convened, within a maximum of 15 days from the event, to elect the alternates, who must complete the terms of office of those being replaced.

Sole Paragraph. In the event of vacancy in the position of Chairman of the Board, the Vice Chairman shall occupy the vacant position until the election of the Chairman.

Article 28. In cases of absence or temporary inability, the absent or temporarily impeded Director may be represented in the meetings of the Board of Directors by another Director appointed in writing, who, in addition to having his or her own vote, shall present the vote of the absent or temporarily impeded Director.

Paragraph 1. If the Director to be represented is (i) an Independent Non-Bound Director, the Director who represents him or her must also fall within the classification of Independent Non-Bound Director; or (ii) a Non-Bound Director, the Director that represents him or her must also be a Non-Bound Director.

Paragraph 2. In the event of absence or temporary inability of the Chairman of the Board, his or her functions shall be temporarily filled in by the Vice Chairman.

Paragraph 3. In the event of absence or temporary inability of the Vice Chairman, the Chairman shall appoint a replacement from among the other Directors.

SUBSECTION IV – RESPONSIBILITIES

Article 29. The responsibilities of the Board of Directors include the following, in addition to the other attributions provided for in the regulations applicable to the Company, in its Internal Regulations, or in these Bylaws:

(a) determining the general business guidelines of the Company and its controlled companies;

(b) approving the annual budget and budget revisions of the Company and its controlled companies and setting strategic plans and targets for future periods, overseeing execution;

(c) (i) appointing and dismissing the members of the Board of Officers, (ii) reviewing the performance of the Chief Executive Officer and reviewing the performance assessments of the other members of the Board of Officers, (iii) establishing a succession plan for the Chief Executive Officer and reviewing and supervising succession plans for the members of the Board of Officers as proposed by the Chief Executive Officer, and (iv) approving the Board of Officers Internal Rules having regard to the relevant provisions of these Bylaws;

(d) overseeing the Board of Officers; examining the books and records of the Company at any time, as well as requesting details on contracts that have been signed or are being negotiated, along with any other activities;

(e) deciding on the convening of the Shareholders' Meetings;

(f) submitting to the Shareholders' Meeting, along with its assessment, the Management's Report, the Statutory Management's financial accounts and the financial statements related to each fiscal year;

(g) presenting to the Shareholders' Meeting the proposal for the allocation of the net profit for the fiscal year;

(h) granting prior authorization for the execution of contracts of any kind, as well as settlements or waivers of rights, which result in obligations for the Company or its controlled entities in amounts exceeding the Reference Value, as defined in the paragraph 1 of this Article, and not included in the annual budget, except as provided in item "k" of Article 37 and subject to paragraph 2 of this Article;

(i) granting prior authorization for investments of the same nature that exceed the Reference Value when not provided for in the annual budget, subject to the provisions of item (n) below;

(j) granting prior authorization for any loan, financing, bond issuance, or cancellation of simple, non-convertible debentures not secured by collateral, or for the granting of guarantees by the Company on behalf of its controlled companies or entities in which the Company participates as founder or maintainer, where the amount involved is in excess of the Reference Value and the transaction has not been contemplated in the annual budget;

(k) authorizing the Board of Officers to acquire, or dispose of, or otherwise deal with, or create real encumbrances or liens of any nature on permanent assets of the Company, in amounts that represent a liability exceeding the Reference Value and that are not provided for in the annual budget;

(l) granting prior authorization for the Company or its controlled companies to enter into shareholders' agreements involving the Company or its controlled companies;

(m) deciding on the Company's negotiation of its own issued shares or derivatives referenced to it own issued shares, in accordance with applicable regulations;

(n) deciding on acquisitions of ownership interest in other companies, and membership in philanthropic associations and organizations, where the amount involved is in excess of the Reference Value or the interest represents an acquisition of control over the investee,

regardless of the value of such interest, except with respect to interests covered by the financial investment policy of the Company and to those referred to in item (h) of Article 16;

(o) granting authorization for the Company to guarantee third-party obligations in an amount equal to or greater than 10% of the Reference Value established in these Bylaws, except however for the agreements set forth in item "i" above with respect to obligations of entities controlled by the Company or entities of which the Company is a founder or sponsor;

(p) deciding the payment or crediting of interest on shareholders' equity, pursuant to applicable legislation;

(q) appointing and dismissing the independent auditors, while giving regard to item (a) of Article 47;

(r) appointing the members of Board of Directors advisory committees and the members of other temporary working groups established by the Board of Directors;

(s) Express a favorable or contrary opinion regarding any public offer for the acquisition of shares that involves the Company's issued shares, through a reasoned prior opinion, disclosed within 15 (fifteen) days of the publication of the public offer notice, which should address at least (i) the convenience and opportunity of the public offer for the acquisition of shares in relation to the interest of the Company and its shareholders as a whole, including the price and potential impacts on the liquidity of the securities they hold; (ii) the strategic plans disclosed by the offeror in relation to the Company; (iii) any alternatives to accepting the public offer for the acquisition of shares available in the market;

(t) Consider appeals in the cases provided for in the Internal Rules of the Board of Directors or regulations, in accordance with the procedures established in the Internal Rules of the Board of Directors;

(u) establishing the Central Counterparty Risk Management Policy of the Company, as recommended by the Board of Officers, which shall detail and establish the authority to approve the methods and theoretical models used in risk management;

(v) regularly monitoring and assessing the central counterparty risk management and compliance with the policy referred to in item (u); and

(w) deliberating on related party transactions that fall within its competence, as defined in the corresponding policy of the Company, to be approved by the Board of Directors.

Paragraph 1. For purposes of these Bylaws, the Reference Value shall equal to 1% of the net equity value of the Company, as determined at the end of the immediately preceding year.

Paragraph 2. The agreements, settlements and waivers referred to in this Article do not contemplate those arising from activities inherent in the Company's status as a guarantor central counterparty.

Article 30. Additionally, the Board of Directors shall also have powers to:

(a) approve the rules applicable to the participants, including, without limitation, rules governing admission, permanence, suspension and exclusion;

(b) approve the regulations related to the functioning of the Company's trading environments and systems or the registration of previously conducted operations, which regulate and define the operations carried out with securities in any of the trading systems managed by the Company and its controlled companies, as well as the rules for supervising the transactions carried out or submitted for registration

(c) approve regulations related to issuer listing and admission for trading, suspension and delisting of securities;

(d) approve the over-the-counter business guideline and credit support transactions of the Company (the "Over-the-Counter Business Guideline and the Support to Credit Transactions");

(e) approve the product and service price guideline referred to in Article 35, item (g), clauses (i), (ii), (iii) and (iv) (the "Product and Service Price Guideline");

(f) order the full or partial recess of the markets managed by the Company and by its subsidiaries, where a gross emergency situation that may affect the normal functioning of market activities, immediately communicating the decision, duly substantiated, to the CVM, without prejudice to the responsibilities attributed to the Chairman, pursuant to the provisions of Article 35 (h);

(g) approve the assessment reports on the operation and efficiency of the risk management system and internal controls;

(h) subject to the authority of the Board of Officers set forth in Article 37, item "j", 'decide concerning the creation, allocation and maintenance of funds and the other safeguarding mechanisms, for the operations performed in the systems and markets managed by the Company and its subsidiaries, regulating the situations and procedures for their use.

SECTION III – BOARD OF OFFICERS

Article 31. The Board of Officers is the representative body of the Company responsible for performing the day-to-day management of the business. Each member of the Board of Officers, within the scope of its functions and duties as provided in these Bylaws and/or defined by the Board of Directors, shall: (i) comply with and enforce these Bylaws, the decisions of the Board of Directors and of the Shareholders' Meeting; (ii) perform, within their duties, any and all actions necessary to perform the day-to-day management of the Company and to carry out the corporate purpose, and (iii) coordinate the business activities of the Company's subsidiaries.

Article 32. The Board of Officers shall be comprised by a minimum of 6 and a maximum of 20 Executive Officers, one being the Chief Executive Officer, up to 10 Vice Presidents and up to 15 Officers. The Board of Directors shall appoint all the members of the Board of Officers for terms of up to two years, and may reappoint any of them to serve for consecutive terms.

Paragraph 1. The Vice Presidents and the Officers shall assist and help the Chief Executive Officer in the management and coordination of the Company's businesses and exercise the

activities relating to duties attributed to them by the Board of Directors or by these Bylaws, as the case may be, either individually or jointly as a board.

Paragraph 2. The Vice Presidents, as well as those Statutory Officers who directly report to the Chief Executive Officer, shall also direct and coordinate the activities of the other Officers and employees directly reporting to them based on the organizational structure of the Company.

Paragraph 3. The Chief Executive Officer may only exercise such position until the Annual Shareholders' Meeting that convenes to resolve on the financial statements related to the year during which he or she reaches the age of sixty-five (65), provided the Board of Directors may establish exceptions to this retirement rule.

Paragraph 4. The Board of Directors, upon a proposal from the Chief Executive Officer of the Company, shall designate, among the Vice Presidents or Statutory Officers of the Company, the one who will serve as Investor Relations Officer.

Article 33. The members of the Board of Officers shall comply with the conditions set forth in paragraph 4 of Article 22, have professional exclusive dedication to the Company and shall not, during the time they remain in their positions, have ties (as defined on paragraph 10 of Article 22), with: (i) holders of Access Authorizations, (ii) a shareholders or Group of Shareholder holders of 5% or more of the voting capital stock of the Company, (iii) any institution that is a participant in the Brazilian or a cross-border securities distribution system, (iv) publicly-held companies; (v) institutions that manage securities' portfolio; and (vi) Institutional Investors.

Article 34. One can only be elected as the Company's Chief Executive Officer if, in addition to the legal and regulatory requirements, he or she complies with the conditions established on paragraph 4 of Article 22 with due regard to the established on the Sole Paragraph of Article 20 and on Paragraph 3 of Article 32.

Paragraph 1. All Vice Presidents and Statutory Officers shall be appointed to the Board of Directors by the Chief Executive Officer of the Company. Should the Board of Directors not approve the nominations presented, other names shall be appointed, until they are approved by the Board of Directors.

Paragraph 2. The Chief Executive Officer may determine the immediate removal of any Vice President Executive or Statutory Officer of the Company until the meeting of the Board of Directors that resolve on the matter.

Article 35. The responsibilities of the Chief Executive Officer of the Company include, in addition to the other attributions provided for in these Bylaws and on the Board of Officers Internal Regulation:

(a) to convene and preside the meetings of the Board of Officers;

(b) propose to the Corporate Governance and Nomination Committee, for subsequent recommendation to the Board of Directors, the composition of the Board of Officers, as well as the responsibilities of the Vice Presidents and of the Statutory Officers, according to the organizational structure of the Company;

(c) guide and coordinate the activities of the Vice Presidents, Statutory Officers and any other employees directly reporting to him/her, according to the organizational structure of the Company;

(d) direct the activities related to the general planning of the Company and its controlled companies;

(e) approve the organizational structure of the Company, and hire and manage the executive staff, determining their responsibilities and powers, with due regard to the guidelines provided by the budget approved by the Board of Directors;

(f) create Committees, Advisory or Operating Committees, Technical Standardization, Grading and Arbitration Commissions, working groups and other advisory groups relating to topics within his/her exclusive responsibility, defining their composition, roles and responsibilities;

(g) subject to the limitations set forth in this item, determine prices, fees, rates, commissions and contributions and any other costs to be charged from the holders of Access Authorization and third-parties for services the Company provides in the course of performing its functional, operational, normative, supervisory and classificatory activities, assuring its broad release to interested parties. In the event of price alterations for (i) listed and over-the-counter derivative products referencing: a) nominal interest rate in Brazilian Reais; b) foreign exchange coupon rate from Brazilian Reais to United States Dollars; c) exchange rate from Brazilian Reais to United States Dollars; and d) IBOVESPA B3; (ii) for registration of banking capture products; (iii) for services related to the Financing Infrastructure Unit (vehicle segment and real estate segment); and (iv) for any other products and/or services as demanded by the Products and Pricing Committee, it shall be the responsibility of the Chief Executive Officer to set the prices, in consultation with the Products and Pricing Committee. The Board of Directors shall decide on pricing matters when there is a disagreement between the Chief Executive Officer's proposal and the Products and Pricing Committee;

(h) in the event of a severe emergency, to order a full or partial market shutdown affecting one or more of the markets managed by the Company and its subsidiaries, while promptly notifying each of the Board of Directors and the CVM of such circumstance;

(i) prevent, through a reasoned decision, the execution of operations within the negotiation, registration, deposit, clearing, and settlement environments and systems managed by the Company, when there are indications that they may constitute violations of legal and regulatory standards that the Company is responsible for overseeing;

(j) cancel, by means of a reasoned decision, transactions executed and/or registered in any of the Company's negotiation, registration, clearing, and settlement environments or systems, provided they have not yet been settled, as well as to suspend their settlement when faced with situations that may constitute violations of legal and regulatory standards that the Company is responsible for overseeing;

(k) inform the CVM of the occurrence of events affecting, even if temporarily, the operation of the markets directly managed by the Company; and

(l) send to the CVM, within the term and form specified thereby, the information and reports relating to the operations executed and/or registered in any of the trading, registration, clearance, and settlement environments or systems of the Company.

Paragraph 1. Decisions made by the Chief Executive Officer in the exercise of the authorities addressed in items (i) and (j) of the main section of this Article may be appealed by any interested party to the Board of Directors.

Paragraph 2. The Board of Directors shall establish deadlines for appeal, the instances where an appeal is admissible and the effects of filing an appeal pursuant to paragraph 1 of this Article.

Paragraph 3. The Chief Executive Officer's Internal Advisory Committees, created as outlined in item (f) of this Article, shall operate in line with their respective Bylaws, the details and any changes of which are subject to the Chief Executive Officer's approval.

SUBSECTION I –BOARD OF OFFICERS

Article 36. The Board of Officers must include the Company's Chief Executive Officer and Vice Presidents. Besides the Chief Executive Officer and Vice Presidents, other Officers who, after being elected by the Board of Directors, are designated by the Board of Directors to become members of the Board of Officers based on the Chief Executive Officer's recommendation may also integrate the Board of Officers.

Article 37. The responsibilities of the Board of Officers include the following:

(a) proposing to the Board of Directors the Internal Regulations of the Board of Officers;

(b) authorizing the opening, closing and moving of branches, agencies, deposits, offices or any other premises of the Company in Brazil or elsewhere;

(c) submitting annually, for the consideration of the Board of Directors, the Management's Annual Report and financial statements, along with the independent auditors' report, in addition to the proposal on allocation of net income for the fiscal year;

(d) proposing to the Board of Directors, the annual budget, multi-year budgets, as well as strategic plans and, if any, expansion plans and investment programs of the Company.

(e) granting prior authorization for the acquisition or sale, or any other method of disposition, by the Company or its subsidiaries, of fixed assets; the establishment of guarantees *in rem* or encumbrances of any nature on such assets; the taking of loans or financing in amounts less than the Reference Value; and the extension of guarantees in favor of its subsidiaries or entities in which the Company participates as a founder or maintainer.

(f) authorizing in advance the issuance and cancellation of simple debentures, non-convertible into shares and without *in rem* guarantees by the Company, in amounts below the Reference Value;

(g) approving the regulations established by the Company that are not within the jurisdiction of the Board of Directors, along with the guidelines and operational procedures related to the systems operated and markets managed by the Company;

(h) approving the rules and operating procedures applicable to the holders of Access Authorizations, relating to the regulations under the jurisdiction of the Board of Directors in accordance with Article 30, items (a) to (e);

(i) proposing to the Board of Directors the Central Counterparty Risk Management Policy of the Company, as recommended by the Board of Officers, which shall detail and establish the authority to approve the methods and theoretical models used in risk management;

(j) defining the parameters for margin calculation, operational limits, and other parameters utilized for central counterparty risk management, in line with approved methodologies and theoretical models;

(k) authorizing the Company to contract and/or renew lines of credit, whether collateralized or not, and/or asset monetization mechanisms, with the purpose of ensuring the timely fulfillment of the Company's obligations related to its activity as a guaranteeing central counterparty, regardless of the amount involved in the transaction;

(l) deciding on the Company's participation in other companies, as well as in charitable associations and organizations, when the amounts involved are below the Reference Value and do not constitute the acquisition of control of the investee, except for participations arising from the Company's financial investment policy and in compliance with the provisions of Article 3;

(m) appointing administrators, members of committees, and Fiscal Council members for the companies controlled by the Company, as well as for other entities in which the Company has participation;

(n) guiding the Company's vote in General Shareholding's Meetings of controlled, affiliated, and other companies in which the Company has participation;

(o) approving the hiring of the institution providing bookkeeping services for the Company's issued shares;

(p) proposing to the Board of Directors the regulations mentioned in letters (a) to (e) of Article 30;

(q) determining special procedures for any transactions carried out and/or registered with any of the negotiation, registration, deposit, clearing, and settlement systems and environments operated or managed by the Company;

(r) deciding on any matter whose authority is not exclusive of the General Shareholders' Meeting or the Board of Directors, except for the individual powers of each member of the Board of Officers;

(s) deciding on any other matters for which authority is assigned to them by the Board of Directors; and

(t) authorizing the Company to offer guarantees to third-party obligations in an amount lower than 10% of the Reference Value established in these Bylaws, except in relation to obligations of entities controlled by the Company or entities in which the Company holds interest as founder or maintainer;

(u) deliberating upon transactions with related parties under its authority, as defined in the Company's policy approved by the Board of Directors.

Paragraph 1. It shall also be incumbent upon the Board of Officers, pursuant to the provisions of these Bylaws and of the applicable Regulations:

(a) directive to holders of Access Authorizations or to their clients for the partial or full settlement of open positions in one or more markets;

(b) define the securities, titles, including proprietary titles and their respective liens, and contracts that will be admitted for trading, registration, deposit, clearing, and settlement in the environments and systems managed by the Company, as well as to determine the suspension, withdrawal, or cancellation of the trading, registration, clearing, and settlement of such securities and contracts;

(c) monitoring in real time and inspecting the operations carried out/registered in any of the Company's trading, registration, clearance, and settlement environments and systems;

(d) taking measures and adopting procedures to curb operations that could represent non-equitable market practices or represent violations of laws or regulations compliance with which shall be inspected by the Company;

(e) resolving on the granting, suspension, and cancellation, as the case may be, of the Authorization Access, which decision is subject, within thirty (30) days, to a request for review to the Board of Directors, which shall render a final decision on the matter, subject to the provisions of the applicable regulations;

(f) cancelling trading carried out and/or registered in any of the Company's trading, registration, clearance, and liquidation environments or systems, provided that still not cleared, and suspend the clearance thereof upon the occurrence of situations that could represent a violation of the rules and regulations compliance with which shall be inspected by the Company.

Paragraph 2. The decisions rendered by the Board of Officers in the performance of the attributions set forth in paragraph 1 of this Article may be appealed by any interested party to the Board of Directors.

Paragraph 3. In the event that the suspension referred to in subparagraph (e) above is imposed as a precautionary measure, pursuant to the cases outlined in current regulations and the Company's policies, its duration shall not exceed ninety (90) days.

Paragraph 4. The responsibilities described in items (e), (g), (h), (m), (n), and (q) and in Paragraph 1 of this Article 37 may be delegated to one or more Officer through regulations, as well as by rules, standards, and operational procedures applicable to Authorization Access holders.

Article 38. The Board of Officers shall meet validly with the presence of the majority of its members and the resolutions thereof shall require a majority vote of those present, granting the Chief Executive Officer a casting vote.

Sole Paragraph. The Company's Chief Executive Officer may, at his/her discretion, invite any member of the Statutory Officer to attend, without the right to vote, the meetings of the Board of Officers, and such guests shall leave those meetings whenever requested.

Article 39. The Board of Officers may create committees, working groups, and other advisory bodies, defining their operation, composition, roles, duties and responsibilities.

Sole Paragraph. The Internal Advisory Committees to the Board of Officers that are created, in the form provided for in this article, shall operate in accordance with the provisions of their respective Internal Regulations, provided their contents and any amendments shall be approved by the Board of Officers.

SUBSECTION II – REPLACEMENT AND VACANCY OF THE STATUTORY MANAGEMENT

Article 40. The Chief Executive Officer shall be replaced, including for purposes of performing of his/ her responsibilities within the Board of Officers: (i) in case of absence or impediment for a period of up to 30 days, by a member of the Board of Officers, who may be a Vice-President or Statutory Officer designated by him/her; (ii) in case of leave of absence for a period above 30 days and below 120 days, by a member of the Board of Officers, who may be a Vice-President or Statutory Officer designated by the Board of Directors; and (iii) in case of leave of absence for a period equal to or above 120 days or vacancy, the Board of Directors shall be convened to carry out the election of a new Chief Executive Officer, according to the procedures established in these Bylaws.

Article 41. The Vice-Presidents shall be replaced in their duties: (i) in case of absence or impediment, as well as leave of absence for a period below 120 days, by another member of the Board of Officers, who may be a Vice-President or Statutory Officer designated by the Chief Executive Officer; and (ii) in case of leave of absence for a period equal to or above 120 days or vacancy, the Board of Directors shall be convened to carry out an election of a new Vice-President, according to the procedures established in Paragraph 1 of Article 34.

Article 42. The Statutory Officers who are members of the Board of Officers shall be replaced in their duties: (i) in case of absence or impediment, as well as leave of absence for a period below 120 days, by a Vice-President or Statutory Officer designated by the Chief Executive Officer; and (ii) in case of leave of absence for a period equal to or above 120 days or vacancy, the Board of Directors shall be convened to carry out an election of a new Statutory Officer, according to the procedures established in Paragraph 1 of Article 34.

SUB-SECTION III – REPRESENTATION OF THE COMPANY

Article 43. Except in the cases provided for in the Paragraphs of this Article, the Company shall be represented and shall only be considered validly bound by an act or signature:

(a) of the Chief Executive Officer jointly with a Vice-President or Statutory Officer;

(b) of two Vice-Presidents;

(c) of any Vice-President jointly with a Statutory Officer;

(d) of two Statutory Officers;

(e) of the Chief Executive Officer or any Vice President or Statutory Officer jointly with an attorney-in-fact with specific powers; or

(f) of two attorneys-in-fact with specific powers.

Paragraph 1. The Company may be represented individually by the Chief Executive Officer, by one Vice-President, by one Statutory Officer or by one attorney-in-fact with specific powers for the performance of the following acts:

(a) representation of the Company in Shareholders' Meetings and Partners' Meetings of entities in which it participates;

(b) representation of the Company with *ad judicia* powers, including *et extra* powers, except for the performance of acts that imply waiver of rights; or

(c) performance of acts of merely administrative routine, including those carried out outside the main place of business, before regulatory agencies, government offices, commercial registries, Labor Courts, INSS (National Social Security Institute), FGTS (Time of Service Guarantee Fund) and their collecting banks, as well as other entities with the same purpose of operation.

Paragraph 2. For purposes of item "c" of this article, acts of merely administrative routine are understood as those that do not result in the assumption and/or release of an obligation by the Company with respect to third parties, including, but not limited to, the signature of correspondence, declarations, notices, letters, official letters, requests, among other non-binding documents.

Article 44. The powers of attorney shall always be granted or revoked by 2 members of the Board of Officers, which shall establish the powers of the attorney-in-fact and shall always be granted for a definite term, except for those granted for *ad judicia* representation purposes, including *et extra* powers, and representation in administrative proceedings, including, but not limited to, before public bodies, regulatory agencies, and autonomous government agencies.

SECTION IV – AUXILIARY BODIES OF MANAGEMENT

Article 45. The Company shall, mandatorily, have the following advisory committees for the Board of Directors:

(a) Audit Committee;

(b) Corporate Governance and Nomination Committee;

(c) Products and Pricing Committee;

(d) Personnel and Compensation Committee;

(e) Financial and Risk Committee; and

(f) Innovation and Technology Committee.

Paragraph 1. The Board of Directors may create additional committees to advise the Management of the Company, with restricted and specific objectives and with a term of duration, designating their respective members.

Paragraph 2. The operation, compensation of the members and responsibilities of the Committees provided for in this Article shall be disciplined by the Board of Directors, by means of their respective Internal Regulations, subject to the provisions of these Bylaws.

SUB-SECTION I – AUDIT COMMITTEE

Article 46. The Audit Committee, an advisory body directly bound to the Board of Directors, shall consist of 6 members, all independent, among which at least 1 shall be an Independent Non-Bound Director, and at least 2 external and independent members ("External Members"), with due regard for the provisions of Paragraph 2 of this Article 46, whereby at least one (1) of the members of the Committee shall have recognized experience in matters of corporate accounting.

Paragraph 1. The external members of the Audit Committee shall be designated by the Corporate Governance and Nomination Committee and elected by the Board of Directors for a term of office of up to two years, with the possibility of being appointed for successive terms of office, with due regard for a maximum period of 6 years in the position. For Committee members who are members of the Board of Directors, the maximum period in the position is 10 years.

Paragraph 2. The External Members of the Audit Committee shall comply with the requirements established in Paragraphs 1, 4 and 5 of Article 22, as well as those provided in Article 147 of Law No. 6,404/76, in the applicable regulations and in the Committee's Internal Regulations, as approved in accordance with Article 48 below.

Article 47. The Audit Committee reports to the Board of Directors, being responsible for the matters set forth in these Bylaws, in the applicable regulations and the Committee's Internal Regulation, including:

(a) proposing to the Board of Directors the designation of the independent auditors, as well as the substitution of such independent auditors, and to cast an opinion on the hiring of an independent auditor for any other service;

(b) supervising the activities of the independent auditors, in order to assess: (i) their independence; (ii) the quality of the services performed; and (iii) the adequacy of the services performed for the needs of the Company; and

(c) supervising the activities of the internal auditing of the Company, monitoring the effectiveness and the sufficiency of its structure and budget, as well as the quality and integrity of the internal and independent auditing processes, monitoring their results, including by conducting an annual performance evaluation of the officer responsible for the internal auditing department, proposing to the Board of Directors any actions that may be necessary.

Article 48. The Audit Committee shall approve, by the majority of votes of its members, a proposal of Internal Regulations, to be approved by the Board of Directors, regulating, among others, matters relative to their roles, operational procedures, and activities of its Coordinator.

SUB-SECTION II – CORPORATE GOVERNANCE AND NOMINATION COMMITTEE

Article 49. The Board of Directors shall form a Corporate Governance and Nomination Committee, which shall consist of up to 5 members, being: (i) up to 4 members of the Board of Directors, among which at least 2 shall be Independent Non-Bound Directors; and (ii) up to 1 external member, who shall have recognized expertise relating to the matters pertinent to the Committee and comply with the provisions of article 22, paragraphs 1, 4 and 5.

Sole Paragraph. With the purpose of safeguarding the credibility and legitimacy of the activity of the Company, the Corporate Governance and Nomination Committee shall, among other responsibilities established in its Internal Regulations, as approved by the Board of Directors:

(a) assist the Board of Directors in selecting persons who can be candidates to be members of the Board of Directors and its advisory committees;

(b) make recommendations to the Board of Directors as to the composition and operation of the Board of Directors and its advisory committees and dedicate special attention to the minimum requirements for becoming a member of such bodies, including in relation to the availability of the Directors that hold positions in other entities, as provided for in Article 22, Paragraph 4, letter “e” above;

(c) support to the Chairman of the Board in the organization of a formal process of evaluation of the Directors, of the chairmanship of the board and of the board as a collegiate body, to be held at least annually, with due regard for the provisions in the Internal Regulations of the Board of Directors;

(d) support the Board of Directors in the process of selection and nomination of the Chief Executive Officer, as well as support the latter in the process of selection and nomination of the Vice-Presidents and Statutory Officers;

(e) recommend to the Board of Directors, by proposal of the Company’s Chief Executive Officer, the responsibilities of the Vice-Presidents and Statutory Officers based on the organizational structure of the Company;

(f) monitor the adoption of good corporate governance practices, as well as the efficacy of their processes, proposing updates and improvements whenever necessary;

(g) develop or update, for the approval of the Board of Directors, the corporate governance guidelines, the Code of Conduct, the rules and the governance documents of the Company;

(h) monitor the adoption of practices for the preservation of the Company’s ethical and democratic values and institutional image, caring for the transparency, visibility and access of the markets managed by the Company;

(i) propose to the Board of Directors the plan for the succession of the Chief Executive Officer, in order to promote the proper preparation of the Company, and in advance, for the succession of the Chief Executive Officer in the event of vacancy or temporary impediment;

(j) monitor matters related to the sustainability and adoption of practices seeking the perpetuity of the Company, considering the regulatory, economic, social, and environmental aspects involved, as support to the vision that the Board of Directors shall have of these matters; and

(k) assess any situations of conflict of interest at the time of selection of the persons referred to in item (a) above and over their time in their positions, if elected.

SUB-SECTION III – PRODUCTS AND PRICING COMMITTEE

Article 50. The Board of Directors shall form the Products and Pricing Committee, which shall consist of at least 6 and at most 9 members, 2 of which shall be Independent Non-Bound Directors, and one of which shall be the Coordinator of the Committee, and up to 7 external members to be designated amongst people (a) with notorious knowledge in treasury products, credit transactions and management of funds and (b) that represent national and international financial institutions.

Sole Paragraph. The Products and Pricing Committee, in addition to other responsibilities set forth in its Internal Regulations, shall:

(a) monitor the investment and development plans for stock exchange, over-the-counter and credit transactions support products, seeking to ensure compliance with the Business Guidelines;

(b) monitor the development of the business unit for support of vehicle financing, notably regarding the evolution of market share;

(c) monitor the implementation of the commercial discount policies applied by the Company;

(d) assess the price structure of B3, comparing them to the prices of the main international stock exchanges;

(e) pronounce itself before the Board of Directors and the Board of Officers regarding items "a" to "d" above and, before the Board of Directors regarding the proposals presented by the Chief Executive Officer of the Company for price changes of products and services listed in Article 35, letter (g), items (i), (ii), (iii) and (iv);

(f) propose, at its own discretion, to the Chief Executive Officer, that he/she considers assessing the change of the pricing and price structure of: (i) derivatives, listed and over-the-counter products, referenced to: (i.a) nominal interest rate in *Reais*; (i.b) exchange coupon rate from *Reais* to US Dollars; (i.c) foreign Exchange rate from *Reais* to US Dollars; and (i.d) IBOVESPA B3; (ii) registration of bank funding products; (iii) services relating to the financing infrastructure unit (vehicles segment and real estate segment); and (iv) of any other product and/or service that the Committee requests;

(g) request the Chief Executive Officer to provide studies, opinions, technical analysis and information for the purpose of proposing price changes that affect: (i) the derivatives, listed and over-the-counter products, referenced to: (i.a) nominal interest rate in *Reais*; (i.b) exchange coupon rate from *Reais* to US Dollars; (i.c) foreign Exchange rate from *Reais* to US

Dollars; and (i.d) IBOVESPA B3; (ii) registration of bank funding products; (iii) services relating to the infrastructure financing unit (vehicles segment and real estate segment); and (iv) of any other product and/or service that the Committee requests; and

(h) assess any proposal of change in the Products and Pricing Committee, notably those relating to composition, governance, responsibilities and powers and pronounce itself before the Board of Directors regarding the proposed changes, in addition to other responsibilities established by the Board of Directors in its Internal Regulations.

SUB-SECTION IV – PERSONNEL AND COMPENSATION COMMITTEE

Article 51. The Board of Directors shall form the Personnel and Compensation Committee, which shall consist of up to 5 members, being: (i) up to 4 members of the Board of Directors, of which at least 2 shall be Independent Non-Bound Directors; and (ii) up to 1 external member, who shall have recognized expertise relating to the matters pertinent to the Committee and comply with the provisions of article 22, paragraphs 1, 4 and 5.

Paragraph 1. The People and Compensation Committee, among other responsibilities established in the applicable regulations or in its Internal Regulation, as approved by the Board of Directors, shall:

(a) propose to the Board of Directors and review annually the policy for compensation and other benefits to be attributed to the Managers of the Company and members of the other advisory bodies of the Board of Directors;

(b) propose annually to the Board of Directors the compensation of the Managers of the Company, to be submitted to a General Shareholders' Meeting;

(c) review and submit to the Board of Directors the goals and objectives relating to the compensation plans of the Chief Executive Officer and propose to the Board the result of its performance evaluation;

(d) review and submit to the Board of Directors the proposal of the Chief Executive Officer for the goals and objectives relating to the compensation plans of the main executives and assess the process led by the Chief Executive Officer for evaluation of such executives, monitoring the implementation of the conclusions thereof and resulting actions;

(e) monitor the actions taken to ensure the adoption, by the Company, of a people management strategy;

(f) ensure the Company is properly prepared and in advance for the succession of the Company's Vice Presidents and other key executives; and

(g) monitor the adoption of practices aimed at spreading to all of the Company's audiences the values of the human rights related to diversity.

Paragraph 2. The Chief Executive Officer of the Company shall be invited to participate in the meetings of the Personnel and Compensation Committee whenever necessary.

SUB-SECTION V –FINANCIAL AND RISK COMMITTEE

Article 52. The Board of Directors shall form the Financial and Risk Committee, which shall consist of up to 7 members, being: (i) at least 4 Independent members of the Board of Directors, whether Bound or Non-Bound, and (ii) up to 3 external members, who shall have recognized expertise relating to the matters pertinent to the Committee and observe the provisions of article 22, paragraphs 1, 4 and 5.

Sole Paragraph. The Risks and Financial Committee, among other responsibilities established in its Internal Regulation, as approved by the Board of Directors, shall:

(a) monitor and assess the risks that are inherent to the activities of the Company in their various types, with a strategic and structural focus;

(b) assess and suggest periodically to the Board of Directors strategies and guidelines for the management of the different categories of risks of the Company and, whenever necessary, propose specific limits;

(c) specifically with regards to the central counterparty risk, to pronounce itself before the Board of Directors regarding the institution and amendments to the Central Counterpart Risk Management Policy and support the Board of Directors in monitoring the management of the central counterpart risk and execution of such Policy;

(d) specifically with regards to corporate risks, to submit periodically to the Board of Directors a report on the results of the monitoring of the corporate risks of the Company that are inherent to the activities of the Company and that could affect the fulfillment of its objectives;

(e) monitor and analyze the liquidity, the cash flow, the indebtedness level, the capital structure of the Company and its shares buyback programs, as well as the risk factors to which the Company is exposed; and

(f) make recommendations to the Board of Directors as to the guidelines for the matters provided in Article 58 below and assess proposals of destination of funds to capital reserves.

SUB-SECTION VI – INNOVATION AND TECHNOLOGY COMMITTEE

Article 53. The Board of Directors may form a committee named the Innovation and Technology Committee, composed of up to 6 members,being: (i) at least 2 and at most 4, Independent Directors, Bound or Non-Bound, and (ii) up to 2 external members, who shall have recognized expertise relating to the matters pertinent to the Committee and comply with the provisions of article 22, paragraphs 1, 4 and 5.

Sole Paragraph. The Innovation and Technology Committee, which shall meet up to 4 times per year, shall:

(a) support the Board of Directors in the analysis, implementation, and monitoring of initiatives aimed at innovation and the development and adoption of new technologies by the Company;

(b) to monitor the strategies that promote innovation and the integration of new technologies into the Company's operations, particularly by utilizing emerging technologies such as artificial intelligence;

(c) engage consulting services for the innovation processes adopted by the Company;

(d) invite specialists to its meetings to disseminate knowledge of innovation and new technologies to its members and the Company's professionals;

(e) monitor the development of policies and regulations that may impact innovation and technology at the Company;

(f) promote the digital transformation agenda and related initiatives through new technologies and new business models; and

(g) promote an environment of innovation and entrepreneurship, aiming the evolution of the customer experience and the increase of speed applied to its business operations.

Paragraph 2. The Committee members will be compensated for the performance of their activities, in accordance with the amount proposed by the Personnel and Compensation Committee and approved by the Company's Board of Directors.

CHAPTER V

FISCAL COUNCIL

Article 54. The Company shall have a Fiscal Council, consisting of 3 members, and alternate members in an equal number, which shall exercise the attributions and powers conferred by Law No. 6,404/1976 and shall operate on a non-permanent basis, only being installed by the General Shareholders' Meeting upon request of shareholders representing the quorum required by law or by the regulation issued by CVM.

Paragraph 1. The members of the Fiscal Council shall be elected by the General Shareholders' Meeting that approves the installation of the body and their terms of office shall always end in the Annual Shareholders' Meeting subsequent to their election.

Paragraph 2. If the Company becomes subject to the control of a shareholder or of a controlling group, as defined in Article 116 of Law No. 6,404/1976, the election of the members of the Fiscal Council shall comply with the provisions of Paragraph 4 of Article 161 of Law No. 6,404/1976.

Paragraph 3. Once the Fiscal Council is installed, the investiture in office shall occur by means of an instrument drawn up in the proper register, signed by the member of the Fiscal Council that has been vested in office, which shall also include the subjection thereof to the arbitration clause mentioned in Article 75.

Paragraph 4. The members of the Fiscal Council shall be substituted, upon their absences and impediments, by the respective alternate member. Should there be vacancy for the position of member of the Fiscal Council, the respective alternate shall take his/her place. If there is no alternate, a General Shareholders' Meeting shall be called to elect a member to complete the remaining term of office.

Paragraph 5. The members of the Fiscal Council shall receive compensation to be established by the General Shareholders' Meeting, which can not be less, for each acting member, than 10% of that which, on average, is attributed to each Statutory Officer, without the inclusion of benefits, representation allowances and profit sharing.

CHAPTER VI

FISCAL YEAR, FINANCIAL STATEMENTS AND PROFITS

Article 55. The fiscal year shall coincide with the civil year. At the end of each fiscal year, the financial statements shall be prepared as provided by law.

Article 56. From the results of the fiscal year there shall be deduction, prior to any participation, of any accrued losses and the provision for Income Tax.

Sole Paragraph. After the deductions referred to in this article have been effected, the General Shareholders' Meeting may attribute to the Managers a participation of up to 10% of the remaining results, with due regard to the limitations provided for in Law No. 6,404/1976 and in these Bylaws.

Article 57. From the net income for the fiscal year, assessed after the deductions mentioned in the previous article, 5% shall be allocated for accrual of the Legal Reserve, up to the legal limit.

Paragraph 1. After the accrual of the Legal Reserve, the remaining profit, adjusted by the accrual of reserves for contingencies and the respective reversal, if applicable, shall be distributed in the following order: (i) 25%, at least, shall be allocated for the payment of the mandatory dividend payable to the shareholders (which may be limited to the amount of the net income for the fiscal year that has been accomplished, provided that the difference is recorded as a reserve for unrealized profits); and (ii) a part or all of the remaining net income, with due regard for the provisions in Paragraph 3 of this Article, may be allocated for accrual of a statutory reserve that may be used (a) for investments, (b) to compose safeguarding funds and mechanisms that are necessary for the adequate conduction of the activities of the Company and of its controlled companies, assuring proper settlement of the transactions carried out and/or registered in any one of its environments and negotiation, registration, clearing and settlement systems, as well as the custody services, and (c) for the payment of dividends, interest on equity or their advances, and operations of acquisition of its own shares in accordance with current regulation.

Paragraph 2. The total amount allocated to the Reserve provided in item (ii) of the previous Paragraph may not exceed the amount of the capital stock.

Paragraph 3. The Board of Directors may, if it considers that the amount of the Reserve defined in Paragraph 1 of this Article to be sufficient to accomplish its purposes, propose that amounts that make up the mentioned Reserve be reverted for distribution to the shareholders of the Company.

Paragraph 4. Upon effecting the allocations mentioned in Paragraph 1 of this Article, the General Shareholders' Meeting may resolve on the retention of a portion of the net income for the fiscal year provided in a capital budget approved by it in advance, pursuant to Article 196 of Law No. 6,404/1976.

Paragraph 5. The dividend provided in item (i) of Paragraph 1 of this Article shall not be mandatory in fiscal years in which the Board of Directors informs to the Annual Shareholders'

Meeting that it is incompatible with the financial condition of the Company, whereby the Fiscal Council, if operating, shall cast an opinion on this information and the Managers shall forward to CVM, within 5 days after the Annual Shareholders' Meeting is held, a presentation justifying the information transmitted to the Shareholders' Meeting.

Paragraph 6. The profits that are not distributed on the terms of Paragraph 5 of this Article shall be recorded in a special reserve and, if they are not absorbed by losses in subsequent fiscal years, shall be paid as dividends as soon as the financial situation the Company permits.

Article 58. By resolution of the Board of Directors the Company may:

(a) distribute dividends based on the profits assessed in the six-monthly balance sheets;

(b) prepare balance sheets relative to periods of less than six months and distribute dividends based on the profits assessed within them, provided that the total dividends paid in each semester of the fiscal year does not exceed the amount of the capital reserves addressed in Article 182, Paragraph 1 of Law No. 6,404/1976;

(c) distribute intermediary dividends, charged to the accrued profit accounts or to the existing profit reserves in the last annual or six-monthly balance sheet; and

(d) credit or pay to the shareholders, within the periodicity that it decides, interest on equity, which shall be charged to the amount of dividends to be distributed by the Company, thereby becoming part of them for all legal purposes.

Article 59. Dividends that are not received or claimed shall preempt within a period of 3 years counting from the date when they were made available to the shareholder, and shall be reverted in favor of the Company.

CHAPTER VII

MONITORING OF EQUITY INTERESTS

Article 60. With due regard to the other provisions of these Bylaws, the Company, through the Investor Relations Officer, shall monitor the variations in the equity interest of its shareholders, aiming at preventing, and as the case may be, reporting, pursuant to Paragraph 1 of this Article, the violation of the obligations set forth in Articles 67 and 68 of these Bylaws, as well as suggest to the General Shareholders' Meeting the imposition of the penalties provided in Article 70.

Paragraph 1. In the event that, at any time, the Investor Relations Officer identifies a violation of any of the restrictions as to the limit of shares held by one same shareholder or Group of Shareholders, he/she shall, within a maximum period of 30 days, mention such circumstance on the website of the Company on the worldwide web, as well as inform such fact: (i) to the Chairman of the Board of Directors; (ii) to the Chief Executive Officer of the Company; (iii) to the members of the Fiscal Council, if installed; (iv) to the B3; and (v) to CVM.

Paragraph 2. The Investor Relations Officer has the option to, by his/her own initiative or in response to a request made to him/her by the regulating bodies, require that the shareholders or Groups of Shareholders of the Company inform their direct and/or indirect capital structure,

as well as the direct and/or indirect composition of its controlling block and, if applicable, the *de facto* or *de jure* equity holding and business group to which they belong.

CHAPTER VIII

DISPOSAL OF CONTROL, CANCELLATION OF REGISTRATION AS A PUBLICLY-HELD COMPANY, EXIT FROM THE *NOVO MERCADO* AND PROTECTION AGAINST DISPERSION OF THE EQUITY BASE

SECTION I – DISPOSAL OF CONTROL

Article 61. Any direct or indirect disposal of control of the Company, both by means of one single transaction and by means of successive transactions, shall be contracted on condition that the Acquiring Shareholder of control commits to conducting a public offering for acquisition of shares targeting shares issued by the Company that are held by the other shareholders, with observance of the conditions and timeframes provided in applicable laws and regulations and in the Regulations of the *Novo Mercado*, so as to assure them a treatment that is equal to that given to the seller.

Sole paragraph. After any sale of control of the Company and the subsequent holding of a public offering for acquisition of shares referred to in Article 61 above, the Acquiring Shareholder, whenever necessary, shall take the pertinent measures to reinstate, within the 18 months subsequent to the acquisition of the power of control, the minimum percentage of outstanding shares provided in the Regulations of the *Novo Mercado*.

Article 62. If the shareholders convened in a General Shareholders' Meeting approve that the Company be delisted from the *Novo Mercado* segment, the controlling shareholder shall conduct a public offering for the acquisition of shares owned by the other shareholders, for at least the fair value of the shares, as set forth in the corporate law.

Article 63. The Company's delisting from the Novo Mercado segment, whether by a voluntary or compulsory act or in view of a corporate restructuring, shall comply with the rules of the Regulations of *Novo Mercado*.

Article 64. With due regard to the provisions of the Regulations of *Novo Mercado*, the voluntary delisting from the *Novo Mercado* segment shall be preceded bya public offering for the acquisition of shares that complies with the procedures set forth in the regulation enacted by CVM on public offerings for the acquisition of shares for the cancellation of the registration and the following requirements: (i) the offered price must be fair, and if possible, a new appraisal of the company in the form established in Law 6,404/76 shall be requested; (ii) shareholders holding more than 1/3 of the outstanding shares must accept the public offering for acquisition of shares or expressly agree to the delisting from said segment without the implementation of disposal of the shares.

Sole paragraph. Voluntary delisting from the *Novo Mercado* may occur irrespective of the conduction of the public offering mentioned in this article, in the event of waiver approved in a General Shareholders' Meeting, pursuant to the provisions of the Regulations of *Novo Mercado*.

Article 65. One single public tender offer is permitted to be made to accomplish more than one of the purposes under this CHAPTER, the Regulations of Novo Mercado Regulations,

Law No. 6,404/1976, or CVM regulations, provided it is possible to harmonize all different public offering procedures, there is no damage to the offerees, and authorization is obtained from CVM if it is required by the applicable law.

Article 66. The Company or the shareholders responsible for carrying out the public tender offer provided for in these Bylaws, the Regulations of Novo Mercado, the corporate law or CVM regulations may ensure that the obligation will be discharged by any shareholder or third party. The Company or the shareholder, as applicable, shall not be released from the obligation to carry out the public offering until such time as it is concluded in accordance with the applicable rules.

SECTION II – PROTECTION OF WIDESPREAD OWNERSHIP

Article 67. Any Acquiring Shareholder intending to acquire or become holder of: (a) direct or indirect ownership interest in 15% or more of the shares then issued and outstanding; or (b) other shareholder rights, including beneficial ownership rights, conferring on the holder voting interest in shares issued by the Company representing more than 15% of its capital, shall obtain prior authorization from the CVM in the manner provided for in CVM regulations, and subject to the B3 regulations and the provisions of this Chapter.

Sole Paragraph. The Acquiring Shareholder shall send to the Investor Relations Officer a copy of the request for authorization submitted to CVM on the same date on which such application is filed and said Officer shall promptly release notice to the market disclosing such application as provided for in CVM rules.

Article 68. If an Acquiring Shareholder acquires or becomes holder of: (a) direct or indirect ownership interest in 30% or more of all shares issued by the Company; or (b) other shareholding rights, including beneficial ownership, when acquired for consideration, with voting interest in shares issued by the Company representing more than 30% of its capital, the Acquiring Shareholder shall, within no longer than 30 days from the date of the authorization issued by CVM, to register or apply for registration, as applicable, of a public tender offer for acquisition of all shares issued by the Company owned by the other shareholders, subject to Law No. 6,404/1976, the CVM regulations, the rules of the stock exchanges where the securities issued by the Company are admitted for trading, and the rules set forth in these Bylaws.

Sole Paragraph. The Acquiring Shareholder shall meet any requests and demands from CVM and B3 within the deadlines established under the applicable regulations.

Article 69. The price per share issued by the Company in the public tender offer ("Offering Price") shall at least be equal to the highest price paid by the Acquiring Shareholder in the six (6)-month period before the percentage of 30% or more is reached, pursuant to Article 68 above, as adjusted to account for corporate events, such as distributions of dividends or interest on shareholders' equity, stock splits, reverse splits and bonus issues, except those relating to corporate reorganization operations.

Paragraph 1. The public tender offer shall comply with the principles and procedures set forth below, as well as, where applicable, other principles and procedures expressly provided for in Article 4 of CVM Resolution No. 85/2022 or any rule that may substitute it:

(a) it shall be indistinctly directed to all shareholders of the Company;

(b) it shall be carried out in an auction held at the premises of B3; and

(c) it shall be carried out in a manner that assures fair and equitable treatment to all offerees, provide adequate information regarding the Company and the bidder, and every other element required for the making of an independent and informed decision on whether to accept the public tender offer.

Paragraph 2. The public tender offer requirement provided for in the main provision of this Article 68 shall not prevent other shareholders of the Company, or even the Company, if applicable, from carrying out other concurrent or individual public tender offer according to the terms of the applicable regulations.

Paragraph 3. The obligations under Article 254-A of Law No. 6,404/76, and Article 61, shall not release the Acquiring Shareholder from performing the obligations under this Article.

Paragraph 4. The public tender offer requirement under Article 68 does not apply to a person becoming holder of shares issued by the Company representing more than 30% of all shares issued by it as result of:

(a) subscription for shares of the Company in a single primary offering of shares issued by approval of a General Shareholders' Meeting called by the Board of Director where a proposal for capital increase has determined fix price for the issuance of the shares based on the fair price of the shares, as set forth in the corporate law; or

(b) a public tender offer carried out for the acquisition of all shares of the Company.

Paragraph 5. Upon publication of any public tender offer announcement for acquisition of all shares of the Company made according to this Article, including the Offering Price, or according to the applicable regulations, for payment in cash or in exchange of securities issued by a publicly-held company, the Board of Directors shall meet within 10 days to consider the terms and conditions of the tender or exchange offer based on the following guidelines:

(a) the Board of Directors may retain a specialized firm to support the analysis of the the timing and convenience of the offer, in the general interest of the shareholders and the business industry in which the Company operates, as well as liquidity of the securities offered, if the case may be;

(b) the Board of Directors shall release an opinion concerning the offer, in accordance with Article 29, item "s", of these Bylaws;

(c) in the event the Board of Directors, acting on their fiduciary duties, take the position that adhering to the offer is in the best interest of a majority of the shareholders of the Company and the business industry in which the Company operates, it shall call for an Extraordinary Shareholders' Meeting to be held within 20 days in order to resolve on the revoking of the voting cap under Article 7, provided that such revocation shall be contingent on the Acquiring Shareholder, as result of such offer, becoming the owner of at least 2/3 of the shares issues by the Company, excluding the shares hold in treasury;

(d) as an exception, the voting cap under Article 7 shall not prevail at the Extraordinary Shareholders' Meeting provided for in item (c) above, but only if the meeting has been called for on the initiative of the Board of Directors; and

(e) the tender offer shall be made on an irrevocable and irreversible basis, and, in the event of voluntary offer, may be subject to a minimum acceptance as required by the offering shareholder referred to in the final part of item (c) of this Paragraph 5, and to the approval by the Extraordinary Shareholders' Meeting, of the revocation of the voting cap per shareholder set forth in Article 7.

Paragraph 6. For purposes of calculation of the percentage of 30% of all shares issued by the Company as provided for in the main provision of Article 68, and with due regard to Paragraph 3, involuntary increments in ownership interest resulting from cancellation of treasury shares, redemption of shares or reduction in the Company's capital stock due to cancellation of shares shall not be computed.

Article 70. If the Acquiring Shareholder fails to comply with the obligations provided for in this Chapter, including the compliance with the deadlines for: (i) making or requesting the register of the public tender offer; or (ii) meeting any requests or requirements of CVM, the Board of Directors of the Company may call for an Extraordinary Shareholders' Meeting, at which the Acquiring Shareholder shall not be entitled to vote, to resolve on the suspension of the exercise rights of the Acquiring Shareholder, as provided for in Article 120 of Law No. 6,404/76.

Article 71. Where a public tender offer required under the provisions of these Bylaws is detrimental to the rights of the offerees, the provisions of the Regulation of Novo Mercado shall prevail over the provisions of these Bylaws.

CHAPTER IX

DEFINITIONS

Article 72. For the purposes of these Bylaws, the capitalized terms below shall have the following meanings:

(a) "Acquiring Shareholder" means any person (including, but not limited to, any natural person or legal entity, investment fund, collective investment vehicle, securities portfolio, universality of rights, or other form of organization, resident, domiciled or headquartered in Brazil or abroad), Group of Shareholders or group of persons bound under a voting agreement with the Acquiring Shareholder and/or representing the same interests as the Acquiring Shareholder, where such person subscribes for and/or acquires shares of the Company. Examples of persons representing the same interests as the Acquiring Shareholder include any person: (i) controlled or managed by the Acquiring Shareholder; (ii) controlling or managing in any way the Acquiring Shareholder; (iii) controlled or managed by any person directly or indirectly controlling or managing the Acquiring Shareholder; (iv) in which the controlling shareholder of the Acquiring Shareholder directly or indirectly holds ownership interest of 30% or more of the capital stock; (v) in which the Acquiring Shareholder directly or indirectly holds ownership interest of 30% or more of the capital stock; or (vi) which directly or indirectly holds an ownership interest of 30% or more of the capital stock of the Acquiring Shareholder;

(b) "Group of Shareholder" means a group of persons: (i) bound by oral or written agreement or contract of any nature, including shareholder agreements, directly or through controlled companies, controlling companies or companies under common control; or (ii) between which there is a control relationship; or (iii) under common control; or (iv) representing common interests. Examples of persons representing a common interest include: (v) the direct or indirect owner of a shareholding interest representing 15% or more of the capital stock of another entity; and (vi) two persons with a common third-party investor directly or indirectly holding shares equivalent to 15% or more of the capital stock of each of these two persons. Any joint ventures, investment funds or clubs, foundations, associations, trusts, collective investments vehicles, cooperatives, securities portfolios, universality of rights, or any other form of organization or venture established in Brazil or abroad, shall be deemed part of a single Group of Shareholder, whenever two or more of these entities are: (vii) managed or administered by the same legal entity or parties related to the same legal entities; or (viii) when the majority of their management is common to both entities, provided that for investment funds with the same manager, only those for which the manager is responsible for any decision on votes cast at Shareholders' Meetings, at its discretion, shall be deemed as members of the Shareholder Group, subject to the respective regulations;

(c) "Independent Director" has the meaning ascribed to it in Paragraphs 6 and 7 of Article 22; and

(d) "Institutional Investor" means any investor that (i) under the CVM rules qualify as non-qualified investor; and (ii) is required by law or regulation or its bylaws, whether cumulatively or individually, to invest its own funds in securities issued by public companies.

CHAPTER X

LIQUIDATION

Article 73. The Company shall be dissolved and go into liquidation in the events provided for by law, and the General Shareholders' Meeting shall establish the liquidation method and elect the liquidator or liquidators and the Fiscal Council, if so requested by shareholders in number sufficient to meet the quorum required by law or in CVM regulations, subject to compliance with the legal formalities, and to determine their powers and compensation.

CHAPTER XI

SELF-REGULATION

Article 74. The surveillance and supervision, with respect to organized markets and market infrastructures operated by the Company, (i) of the transactions carried in such markets, (ii) the activities of Access Authorizations holders, as well as their managers, employees, and agents, and (iii) of the market organization and monitoring activities performed by the Company itself and its controlled companies, shall be carried out by a specific purpose association established by the Company for the exercise of such activity, with due regard to the responsibilities of the Chief Executive Officer in accordance with current regulations.

CHAPTER XII

ARBITRATION

Article 75. The Company, its shareholders, Managers, external members of the statutory committees and members of the Fiscal Council, if installed, are required to settle by arbitration, before the Câmara de Arbitragem do Mercado, as set forth in its regulations, any and all controversies involving any of them relating to or arising from their capacity as issuer, shareholder, manager or member of the Fiscal Council, as appropriate, particularly as a result of the provisions of these Bylaws, the provisions of Laws No. 6,385/76 and No. 6,404/76, the rules of the Brazilian National Monetary Council, the Brazilian Central Bank and CVM, as well as the other rules applicable to the operation of the securities market in general, as well as the Regulation of *Novo Mercado*, the other B3 Regulations and the Novo Mercado Listing Agreement.

CHAPTER XIII

GENERAL PROVISIONS

Article 76. The Company shall comply with the shareholders agreements filed with the Company at its headquarters and which do not conflict with the provisions of these Bylaws, and the Management shall not register transfers of shares or other securities in breach of such provisions, and the Chairman of the General Shareholders' Meetings shall not compute votes cast in breach of the provisions of said agreements, subject to item (l) of Article 29.

Article 77. The Company shall indemnify and hold harmless its Managers and external members of the statutory committees, members of the Fiscal Council (if installed), and other employees holding management positions or duties in the Company or in its controlled companies and, furthermore, those, whether employees or not, who have been appointed by the Company to hold statutory or non-statutory positions in entities in which the Company participates as partner, maintainer, founder or honorary associate (jointly or individually, "Beneficiaries"), in the event of any damage or loss actually suffered by the Beneficiaries due to performance of their duties in the Company.

Paragraph 1. The definition of "Beneficiaries" established in the head provision of this article contemplates also those, whether employees or not, who hold position as President or member of the Consultative Council of the Câmara de Arbitragem do Mercado.

Paragraph 2. In case any of the Beneficiaries is convicted by a final and unappealable court order in view of any actions taken (i) outside the performance of their duties, (ii) in bad faith or through willful misconduct, gross negligence of fraud or (iii) in their own or any third-party interests at the expense of the Company's corporate interest, such Beneficiaries shall reimburse the Company for all costs and expenses incurred with the legal assistance, pursuant to the provisions of the applicable laws.

Paragraph 3. The conditions and limitations of the indemnification provided in this article shall be determined in a written document, which shall be implemented by the Corporate Governance and Nomination Committee of the Board of Directors, provided it is possible to retain a specific insurance to cover management risks.

Article 78. The Company may not make any donation, in cash or in assets, to any political parties, election campaigns, candidates and similar committees, whether directly or indirectly.

Article 79. Where these Bylaws are silent on any issue, the matter shall be resolved at a General Shareholders' Meeting and regulated by the provisions of Law No. 6,404/76, subject to the Regulations of Novo Mercado.

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