

**BOA VISTA SERVIÇOS S.A.**  
CNPJ/MF No. 11.725.176/0001-27  
NIRE 35.300.377.605  
Publicly-Held Company

**MINUTES OF THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS’  
MEETING HELD ON APRIL 28, 2023**

- 1**     **Date, Time and Place:** On April 28, 2023, at 17:00 p.m., held exclusively by digital means, deemed to have taken place at the headquarters of Boa Vista Serviços S.A., a publicly-held company, headquartered in the city of Barueri, in the State of São Paulo, at Avenida Tamboré, No. 267, Canopus Corporate Alphaville Building, 15th floor, South Tower, suite 151 A , CEP 06.460-000 (“**Companhia**”).
- 2**     **Call Notice:** The Call Notice for this Annual and Extraordinary Shareholders’ Meeting (“**Meeting**”) was published, pursuant to article 124 of Law No. 6,404, of December 15, 1976, as amended (“**Brazilian Corporate Law**”) on the newspaper “Diário Comercial” on the issue dated of March 29, 30 and 31 (pages B40, B55 e B31, respectively, of the physical version; and pages 87, 74 e 62, of the online version, respectively).
- 3**     **Publication:** The Management Report and the Financial Statements of the Company, followed by the opinions of the Fiscal Council, Audit Committee and the independent auditors (as defined below), related to the fiscal year ended on December 31, 2022, were published on the newspaper “Diário Comercial” on the issue dated of March 29, 2023 (pages B32 to 37, of the physical version; and pages 65 to 70, of the online version). Additionally, all documents related to the matters to be discussed, as provided for in CVM Resolution No. 81, dated December 17, 2009 (“**CVM Resolution 81**”), were made available to the shareholders at the Company's headquarters and on the websites of the Company (<https://ri.boavistaspc.com.br/>), of the Brazilian Securities Commission – CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and of B3 S.A. - Brasil, Bolsa, Balcão (“**B3**”).
- 4**     **Attendance:** Shareholders representing, approximately, 83.39% of the Company’s capital stock for the purposes of the Annual Shareholders’ Meeting, and, approximately, 83.79% of the Company’s capital stock for the purposes of the Extraordinary Shareholders’ Meeting, according to the (i) remote voting instruments deemed valid by the Company, pursuant to the consolidated remote voting summary map made available by the Company on April 27, 2023, prepared based on the valid remote voting ballots received through the Central Depository of B3, by Itaú Corretora de Valores S.A., as the bookkeeper of shares issued by the Company, and

also directly by the Company, pursuant to CVM Resolution 81 (“**Consolidated Summary Map**”); and (ii) record of attendance in the electronic attendance and remote voting system, pursuant to article 47, item III, of CVM Resolution 81. Also present, (i) as representative of the Company’s management, and who will be available to provide any clarifications requested by those present, Mr. Márcio Henrique Bonomi Fabbris, Chief Executive Officer; Mrs. Mônica Freitas Guimarães Simão, Chief Financial and Investors Relations Officer; and Sr. Glauco Alves Costa da Silva, representative of the Company's Legal Department; (ii) as representative of the Company’s Fiscal Council, Mr. Antonio Carlos Pela; (iii) as representative of the Company’s Audit Committee, Mr. Marcio Massao Shimomoto; and (iv) as representative of KPMG, independent auditor, Mr. João Paulo Dal Poz Alouche. Due to the verified quorum, the Chairman declared the Meeting to be instated.

**5** **Board:** **Chairman:** Mr. Alfredo Cotait Neto; and **Secretary:** Mrs. Vera Lucia Pereira Neto.

**6** **Agenda:** Resolve and deliberate on the following matters: **(a) at the Annual Shareholders’ Meeting:** **(i)** take the management accounts, examine, discuss and vote on the Company’s financial statements for the fiscal year ended December 31, 2022, including the respective notes, the management report and the opinions of the independent auditors, the Fiscal Council and the Audit Committee; **(ii)** the Company’s capital budget proposal; **(iii)** the proposed allocation of net income for the fiscal year ended December 31, 2022, including the distribution of dividends; **(iv)** definition of the number of members of the Company’s Board of Directors; **(v)** election of the members of the Company’s Board of Directors, including the appointment of the Chairman; **(vi)** installation of the Company’s Fiscal Council, pursuant to its bylaws (“**Bylaws**”) and the Brazilian Corporate Law; e **(vii)** election of the members of the Fiscal Council, based on the limits set forth in the Company’s bylaws; and **(b) at the Extraordinary Shareholders’ Meeting:** **(i)** establish the global annual compensation of the Company’s management for year 2023; and **(ii)** amendment and restatement of the Company’s Bylaws, contemplating the amendment of the main provision of its article 6, to reflect the increase in the Company’s capital stock, carried out within the limit of its authorized capital (as provided for in article 7 of the Company’s bylaws), approved by the Company’s Board of Directors at a meeting held on March 2, 2023.

**Reading of Documents and Drawing-up of the Minutes:** After verifying the quorum for installation the Meeting, the reading of documents related to the matters to be resolved at the Meeting was waived, since they are known to the shareholders and, furthermore, were made available to shareholders at the Company's headquarters; (ii) were made available to shareholders through the Company's website (ri.boavistascpc.com.br); (iii) were made available to B3 (www.b3.com.br), in compliance with the provisions of article 124, paragraph 6, of the Brazilian

Corporate Law; and (iv) were made available to shareholders on the CVM website (gov.br/cvm). Additionally, the reading of the Consolidated Summary Map was waived, which was made available to shareholders for consultation, pursuant to article 48, paragraph 4, of CVM Resolution 81, and which will be filed at the Company's headquarters, pursuant to article 130, paragraph 1 of the Brazilian Corporate Law. Finally, authorization was given to draw up these minutes in the form of a summary of the events that occurred and publish them without the signatures of all shareholders, pursuant to article 130, paragraphs 1 and 2, of the Brazilian Corporate Law.

**7** **Resolutions:** After analysis and discussion, the Company's attending shareholders resolved as follows:

**7.1 At the Annual Shareholders' Meeting:**

- (i)** approve, by unanimous vote of the attending shareholders, with 438,493,808 affirmative votes and 4,280,216 abstentions, the management accounts, examine, discuss and vote on the Company's financial statements for the fiscal year ended December 31, 2022, including the respective notes, the management report and the opinions of the independent auditors, the Fiscal Council and the Audit Committee;
- (ii)** approve, by unanimous vote of the attending shareholders, with 442,774,024 affirmative votes and no abstentions, the Company's capital budget proposal, under the terms of the Management Proposal for this Meeting ("**Management Proposal**"), which includes the retention of a portion of the net income for the fiscal year ended December 31, 2022, in the amount of one hundred and forty eight million, seventy-nine thousand, one hundred and forty-seven *Reais* and twenty-one cents (BRL 148,079,147.21);
- (iii)** approve, by unanimous vote of the attending shareholders, with 441,741,224 affirmative votes, 1,032,800 contrary votes and no abstentions, the allocation of net income for the fiscal year ended December 31, 2022, which comprises the allocation of net income in the amount of two hundred and ninety-seven million, seven hundred and fifty thousand, three hundred and thirty-five reais and fourteen cents (BRL 297,750,335.14) ("**Net Income**"), as follows and under the terms of the Management Proposal:
  - (a)** fourteen million, eight hundred and eighty-seven thousand, five hundred and sixteen thousand *Reais* and seventy-six cents (BRL 14,887,516.76), corresponding to 5% of Net Income, to the legal reserve, in accordance with article 193 of the Brazilian Corporate Law;
  - (b)** one hundred and thirty-four million, seven hundred and eighty-three thousand, six hundred and seventy-one *Reais* and seventeen cents

(BRL 134,783,671.17) as dividends, including the mandatory minimum dividend, declared at a Board of Directors' Meeting, in the form of interest on equity, held on December 15, 2022, to be paid to shareholders on April 14, 2023; and

- (c) retention in the amount of one hundred and forty eight million, seventy-nine thousand, one hundred and forty-seven *Reais* and twenty-one cents (BRL 148,079,147.21) based on the Capital Budget proposed above under the terms of item 7.1(ii) above.
- (iv) approve, by unanimous vote of the attending shareholders, with 442,774,024 affirmative votes, and no abstentions, the definition of eleven (11) effective members, of which three (3) are independent directors, to compose the Company's Board of Directors for a term of office until the Ordinary Shareholders' Meeting that will resolve on the financial statements for the fiscal year to be ended December 31, 2024;
- (v) approve, by majority vote of the attending shareholders, with 412,796,107 affirmative votes, 29,977,917 contrary votes and no abstentions, the election of the members of the Company's Board of Directors, with a term of office until the Annual Shareholders' Meeting that resolves on the approval of accounts for the fiscal year to be ended on December 31, 2024, according to the list proposed by the Company's management, pursuant to the Management Proposal, namely:
  - (a) **Mr. Alfredo Cotait Neto**, Brazilian, married, civil engineer, bearer of Identity Card RG n° 2.884.027 SSP/SP and enrolled in the Individual Taxpayer Registry of the Ministry of Finance (“**CPF/MF**”) under n° 250.549.618-87, resident and domiciled in the city of São Paulo, State of São Paulo, with offices at Avenida Tamboré, No. 267, Edifício Canopus Corporate Alphaville, 15th floor, Torre Sul, suite 151 A, in the city of Barueri, State of São Paulo, CEP 06460-000, as Chairman of the Board of Directors;
  - (b) **Mr. Aldo Carlos de Moura Gonçalves**, Brazilian, married, businessman, bearer of Identity Card RG No. 1635765 IFP/RJ and registered with the CPF/MF under No. 090.857.427-49, resident and domiciled in the city of Rio de Janeiro, State of Rio de Janeiro, with an office at Rua Primeiro de Março, No. 13, 4th floor, Centro, in the city of Rio de Janeiro, State of Rio de Janeiro, CEP 20010-000, as a member of the Board of Directors;
  - (c) **Mr. Edy Luiz Kogut**, Brazilian, married, engineer, bearer of Identity Card n° 1.660.900 IFP/RJ and registered with the CPF/MF under n° 026.150.107-00, resident and domiciled in the city of Barueri, State of

São Paulo, with an office at Avenida Tamboré, No. 267, Edifício Canopus Corporate Alphaville, 15th floor, Torre Sul, suite 151 A, in the city of Barueri, State of São Paulo, CEP 06460 000, as a member of the Board of Directors;

- (d) Mr. **Lincoln da Cunha Pereira Filho**, Brazilian, married, lawyer, bearer of Identity Card n° 6.501.661 SSP/SP and registered with the CPF/MF under n° 051.166.888-01, resident and domiciled in the city of São Paulo, State of São Paulo, with an office at Avenida Tamboré, No. 267, Edifício Canopus Corporate Alphaville, 15th floor, Torre Sul, suite 151 A, in the city of Barueri, State of São Paulo, CEP 06460-000, as a member of the Board of Directors;
- (e) Mr. **Luiz Francisco Novelli Viana**, brazilian, married, business administrator, bearer of Identity Card No. 3.428.889-SSP/SP and registered with the CPF/MF under No. 468.698.328-20, resident and domiciled in the city of São Paulo, State of São Paulo, with an office at Rua Joaquim Floriano, No. 72, Conjunto 93, sala 1, CEP 04534-000, in the city of São Paulo, State of São Paulo, as a member of the Board of Directors;
- (f) Mr. **Luiz Roberto Gonçalves**, Brazilian, married, businessman, bearer of Identity Card RG n° 3.028.675-X SSP/SP and registered with the CPF/MF under n° 053.775.798-87, resident and domiciled in the city of São Paulo, State of São Paulo, with an office at Avenida Tamboré, No. 267, Edifício Canopus Corporate Alphaville, 15th floor, Torre Sul, suite 151 A, in the city of Barueri, State of São Paulo, CEP 06460-000, as a member of the Board of Directors;
- (g) Mr. **Nilton Molina**, Brazilian, married, business administrator, bearer of Identity Card n° 1.382.400 and registered with the CPF/MF under n° 007.182.388-34, resident and domiciled in the city of São Paulo, State of São Paulo, with an office at Rua Prof. Artur Ramos, No. 371, 13th floor, Jardim Paulistano, in the city of São Paulo, State of São Paulo, CEP 01454-011, as a member of the Board of Directors;
- (h) Mr. **Pedro Miguel Cordeiro Mateo**, Spanish, married, nuclear engineer, holder of Passport RNE n° V1775058, and registered with the CPF/MF under n° 213.542.488-99, resident and domiciled in the city of São Paulo, State of São Paulo, with an office at Rua Joaquim Floriano, No. 72, 9th floor, suite 93, Itaim Bibi, CEP 04534-000, in the city of São Paulo, State of São Paulo, as a member of the Board of Directors of the Company;

- (i) **Mr. Jean-Claude Ramirez Jonas**, Brazilian (naturalized), married, consultant, bearer of Identity Card RG No. 38373688-2 SSP/SP and registered with the CPF/MF under No. 214.438.058-90, resident and domiciled in the city of São Paulo, State of São Paulo, with address at Rua Nicolau Gagliardi, No. 354, apt. 121, in the city of São Paulo, State of São Paulo, CEP 05429-010, as an independent member of the Company's Board of Directors;
- (j) **Mrs. Cláudia da Rosa Cortes de Lacerda**, Brazilian, married, lawyer, bearer of Identity Card No. 07.664.963-1 IFP/RJ and registered with the CPF/MF under nº 965.075.517-91, resident and domiciled in the city of Rio de Janeiro, State of Rio de Janeiro, on Rua Abade Ramos, No. 85, apto. 301, na cidade do Rio de Janeiro, Estado do Rio de Janeiro, CEP 22461-090, as an independent member of the Board of Directors; and
- (k) **Mr. Paulino do Rego Barros Júnior**, Brazilian, divorced, engineer, bearer of Identity Card No. 6.881.789-7 SSP/SP and registered with the CPF/ME under No. 995054798-91, resident and domiciled at 2440 Peachtree RD NW, Atlanta , GA 30305, United States of America, and with domicile, for the purposes of article 149, paragraph 2, of the Brazilian Corporate Law, in the city of Barueri, State of São Paulo, at Avenida Tamboré, No. 267, Edifício Canopus Corporate Alphaville, 15th floor, Torre Sul, suite 151 A, in the city of Barueri, State of São Paulo, CEP 06460-000, as an independent member of the Company's Board of Directors.

The shareholders approved the appointment of Messrs. Jean-Claude Ramirez Jonas, Paulino do Rego Barros Júnior and Mrs. Cláudia da Rosa Cortes de Lacerda as independent members of the Board of Directors, considering that, after analyzing the statements provided, their curriculum and professional backgrounds, it was verified that the independence criteria established under the terms of the Novo Mercado Regulations of the B3 and CVM Resolution No. 80, of March 29, 2022, as amended (“**CVM Resolution 80**”).

The members of the Board of Directors elected herein will take office by signing the respective terms of office drawn up in accordance with the law and declared, for the purposes of article 37, item II, of Law No. 8,934, of November 18, 1994, as amended, in article 147, paragraphs 1 and 2, of the Brazilian Corporate Law, in CVM Resolution 80, and B3's Novo Mercado Regulations, are not involved in any of the crimes provided for by law or in other legal restrictions that prevent them from exercising management of a commercial company.

- (vi) approve, by unanimous vote of the attending shareholders, with 442,774,024 affirmative votes, no abstentions, installation of the Company's Fiscal Council for the exercise of 2023, which, pursuant to the caput of article 36 of the Bylaws, will be composed of 4 (four) effective members and 4 (four) alternate members;
- (vii) approve, by unanimous vote of the attending shareholders, with 442,774,024 affirmative votes, no abstentions, election of the members of the Fiscal Council, according to the list proposed by the Company's management, pursuant to the Management Proposal, with a unified term of office of one (1) year, namely:
- (a) Mr. **Antonio Carlos Pela**, Brazilian, married, economist, bearer of the Identity Card RG No. 3.071.065-0 SSP/SP and enrolled with the CPF/MF under No. 059.556. 378-34, resident and domiciled in the City of São Paulo, State of São Paulo, with offices at Rua Dr. Cintra Gordinho, No. 18, suite 01, CEP 05083-000, as an effective member of the Fiscal Council; having as your alternate, Mr. **Bernardo Rgueira Campos**, Brazilian, single, lawyer, bearer of the Identity Card RG No. 8847839-8 SESP PR and enrolled with CPF/MF under No. 043.747.489-54, resident and domiciled in the City of Curitiba, State of Paraná, with offices at Rua XV de Novembro, No. 621, Centro, in the City of Curitiba, State of Paraná;
- (b) Mr. **Antonio Eustáquio Lima Saraiva**, Brazilian, married, lawyer, bearer of the Identity Card RG No. 6.169.220-7 SSP/SP and enrolled with the CPF/MF under No. 230.481.588-04, resident and domiciled in the City of São Paulo, State of São Paulo, with offices at Rua Boa Vista, No. 51, in the City of São Paulo, State of São Paulo, as an effective member of the Fiscal Council and, as his alternate, Mr. **José Eduardo Moraes Sarmento**, Brazilian, married, engineer and business administrator, bearer of the Identity Card RG No. 507743-5 SESP/PR and enrolled with CPF/MF under No. 126.359.799-87, resident and domiciled in the City of Curitiba, State of Paraná, with offices at Rua XV de Novembro, No. 621, Centro, in the City of Curitiba, State of Paraná, CEP 09840-530;
- (c) Mr. **Maico Renner**, Brazilian, married, business administrator, bearer of the Identity Card RG No. 02186249291 DETRAN/RS and enrolled in the CPF/MF under 959.997.520-00, resident and domiciled in the City of Porto Alegre, State of Rio Grande do Sul, with offices at Avenida Júlio de Castilhos, No. 377, Centro Histórico, in the City of Porto Alegre, State of Rio Grande do Sul, CEP 90.030-131, as an

effective member of the Fiscal Council and, as his alternate, Mr. **Humberto Gouveia**, Brazilian, married, lawyer, bearer of the Identity Card RG No. 7.958.979 SSP/SP and enrolled in the CPF/MF under No. 008.908.338-50, resident and domiciled in the City of São Paulo, State of São Paulo, with offices at Avenida Paulista, No. 2.494, suite 93, Consolação, in the City of São Paulo, State of São Paulo, CEP 01310-300; and

- (d) Mr. **Roberto Mateus Ordine**, Brazilian, married, lawyer, bearer of the Identity Card RG No. 2.692.160 SSP/SP and enrolled with the CPF/MF under No. 019.502. 078-20, resident and domiciled in the City of São Paulo, State of São Paulo, with offices at Rua Boa Vista, No. 51, in the City of São Paulo, State of São Paulo, CEP 01014-911, as an effective member of the Fiscal Council and, as his alternate, o Mr. **Marcos Augusto Coelho do Nascimento**, Brazilian, married, engineer, bearer of the Identity Card RG No. 7.884.021-12-SSP/SP and enrolled with CPF/MF under No. 013.097.798-56, resident and domiciled in the City of São Paulo, State of São Paulo, with offices at Rua Boa Vista, No. 51, in the City of São Paulo, State of São Paulo, CEP 01014-911.

## 7.2 At the Extraordinary General Shareholders' Meeting:

- (i) approve, by unanimous vote of the attending shareholders, with 427,048,122 affirmative votes and 17,849,300 abstentions, the annual global compensation of the Company's managers (that is, of the members of the Board of Directors and of the Executive Board of the Company) in the amount of up to twenty-eight million, six hundred and eighty-seven thousand, one hundred and eighty-two *Reais* and eighty-six cents (BRL 28,687,182.86) for the fiscal year ending on December 31, 2023; and
- (ii) approve, by unanimous vote of the attending shareholders, with 444,897,422 affirmative votes, no abstentions, amendment and restatement of the Company's bylaws, contemplating the amendment of the main provision of its article 6, to reflect the increase in the Company's capital stock, carried out within the limit of its authorized capital (as provided for in article 7 of the bylaws of the Company), approved by the Company's Board of Directors at a meeting held on March 2, 2023, as well as the consolidation of the Bylaws that will come into force in the form of **Appendix I** to these minutes.

8 **Closing and Signatures:** The drawing-up of these minutes in summary form was authorized, pursuant to article 130, paragraph 1st, of the Corporate Law, as well as its publication with the omission of the shareholders' signatures, pursuant to article 130, paragraph 2nd, of the Corporate Law. There being no further matters to discuss,

the meeting was adjourned for the drawing up of these minutes. Once the proceedings were resumed, these minutes were read and approved, and were signed by the Chairman and the Secretary, having been considered signatories of the minutes, under the terms of article 47, paragraph 1, of CVM Resolution 81, the shareholders whose remote voting ballot has been considered valid by the Company or who registered their presence in the electronic system of remote participation made available by the Company.

**Board present via digital participation, pursuant to article 28, paragraph 5, of CVM Resolution 81:** Chairman: Mr. Alfredo Cotait Neto; Secretary: Mrs. Vera Lucia Pereira Neto.

**Shareholders present, at the Annual Shareholders' Meeting, via digital participation, pursuant to CVM Resolution 81:** ASSOCIACAO COMERCIAL DO PARANA (represented by Antonio Gilberto Deggerone); ASSOCIACAO COMERCIAL DE SAO PAULO (represented by Luiz Roberto Gonçalves); ESSOR EMERGENT; ISHARES PUBLIC LIMITED COMPANY; IT NOW IFNC FUNDO DE ÍNDICE; IT NOW IGCT FUNDO DE ÍNDICE; IT NOW SMALL CAPS FUNDO DE ÍNDICE; ITAÚ ASGARD AÇÕES FUNDO DE INVESTIMENTO; ITAÚ ASGARD INSTITUCIONAL AÇÕES FUNDO DE INVESTIMENTO; ITAÚ GOVERNANCA CORPORATIVA AÇÕES - FUNDO DE INVESTIMENTO; ITAÚ SMALL CAP MASTER FUNDO DE INVESTIMENTO EM AÇÕES; KAYNE ANDERSON RUDNICK COLLECTIVE INVESTMENT TRUST; UPMC HEALTH SYSTEM BASIC RETIREMENT PLAN; E VIRTUS TACTICAL ALLOCATION FUND (represented by Allan Murilo Fernandes Olivo); CLUBE DE DIRETORES LOJISTAS DO RIO DE JANEIRO (represented by Aldo Carlos de Moura Gonçalves); CAMARA DIR LOJ PORTO ALEGRE (represented by Luís Henrique Tavares Stein, Virginia Neves de Menezes and Maico Renner); EQUIFAX DO BRASIL LTDA. (represented by Paulo Inácio Calandrino); and TOM MARKUN CANABARRO.

**Shareholders present, at the Extraordinary General Meeting, via digital participation, pursuant to CVM Resolution 81:** ASSOCIACAO COMERCIAL DO PARANA (represented by Antonio Gilberto Deggerone); ASSOCIACAO COMERCIAL DE SAO PAULO (representada por Luiz Roberto Gonçalves), ESSOR EMERGENT; IT NOW IFNC FUNDO DE ÍNDICE; IT NOW IGCT FUNDO DE ÍNDICE; IT NOW SMALL CAPS FUNDO DE ÍNDICE; ITAÚ ASGARD AÇÕES FUNDO DE INVESTIMENTO; ITAÚ ASGARD INSTITUCIONAL AÇÕES FUNDO DE INVESTIMENTO; ITAÚ GOVERNANCA CORPORATIVA AÇÕES - FUNDO DE INVESTIMENTO; E ITAÚ SMALL CAP MASTER FUNDO DE INVESTIMENTO EM AÇÕES (represented by Allan Murilo Fernandes Olivo); CLUBE DE DIRETORES LOJISTAS DO RIO DE JANEIRO (represented by Aldo Carlos de Moura Gonçalves); CAMARA DIR LOJ PORTO ALEGRE (represented by Luís Henrique Tavares Stein, Virginia Neves de Menezes and

Maico Renner); EQUIFAX DO BRASIL LTDA. (represented by Paulo Inácio Calandrino); and TOM MARKUN CANABARRO.

**Shareholders present, at the Annual Shareholders' Meeting, by sending a remote voting form, pursuant to CVM Resolution 81:** FCOPEL FUNDO DE INVESTIMENTO EM AÇÕES I; FIM SANTA CRISTINA IE CRÉDITO PRIVADO; JGP B PREVIDÊNCIA FIFE MASTER FI MULTIMERCADO; JGP B PREVIDÊNCIA FIFE MASTER FUNDO DE INVESTIMENTO EM AÇÕES; JGP BRASILPREV FIFE ESG 100 PREVIDENCIÁRIO FUNDO DE INVESTIME; JGP BRASILPREV FIFE MULTIMERCADO PREVIDENCIÁRIO FUNDO DE INV; JGP COMPOUNDERS MASTER FIA IE; JGP EQUITY MASTER FIA; JGP EQUITY MASTER FIM; JGP ESG INSTITUCIONAL MASTER FUNDO DE INVESTIMENTO EM AÇÕES; JGP ESG MASTER FIA; JGP ESG PREVIDENCIÁRIO MASTER FIA; JGP ESG PREVIDENCIÁRIO XP MASTER FIA; JGP HEDGE MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; JGP LONG ONLY INSTITUCIONAL FIA; JGP LONG ONLY MASTER FUNDO DE INVESTIMENTO EM AÇÕES; JGP MASTER PREVIDENCIÁRIO FUNDO DE INVESTIMENTO MULTIMERCADO; JGP MAX MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; JGP MULTIMERCADO PREVIDENCIÁRIO ADVISORY XP SEGUROS FI; JGP MULTIMERCADO PREVIDENCIÁRIO ICATU FUNDO DE INVESTIMENTO; JGP MULTIMERCADO PREVIDENCIÁRIO ITAÚ MASTER FI; JGP PREVIDENCIÁRIO ITAÚ MASTER FUNDO DE INVESTIMENTO EM ACOE; JGP PREVIDENCIÁRIO RED FIM; JGP STRATEGY MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; E TMG II FUNDO DE INV. EM PARTICIPAÇÕES – MULTISTRATEGIA; ALASKA PERMANENT FUND; AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK; AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK; AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EME; BRITISH COAL STAFF SUPERANNUATION SCHEME; CCL MULTI-STRATEGY FUND; CCL U.S. Q MARKET NEUTRAL ONSHORE FUND II; CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN; CITY OF NEW YORK GROUP TRUST; COLLEGE RETIREMENT EQUITIES FUND; COLORADO PUBLIC EMPLOYEES RET. ASSOCIATION; DELA DEPOSITARY ASSET MANAGEMENT B.V.; EMER MKTS CORE EQ PORT DFA INVEST DIMENS GROU; EMERGING MARKETS SMALL CAPIT EQUITY INDEX NON-LENDABLE FUND; EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND; EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B; ETHOS EM SMID MASTER FUND LP; FLORIDA RETIREMENT SYSTEM TRUST FUND; GENESIS EMERGING MARKETS BUSINESS TRUST; GENESIS EMERGING MARKETS LTD PARTNERSHIP; INTERNATIONAL MONETARY FUND; ISHARES CORE MSCI EMERGING MARKETS ETF; ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF; ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND; ISHARES III PUBLIC LIMITED COMPANY; ISHARES MSCI BRAZIL SMALL CAP ETF; ISHARES MSCI

EMERGING MARKETS SMALL CAP ETF; JNL MULTI-MANAGER EMERGING MARKETS EQUITY FUND; JOHN HANCOCK VARIABLE INS TRUST EMERGING MARKETS VALUE TRUST; MINEWORKERS PENSION SCHEME; NORGES BANK; NORTHERN TRUST COLLECTIVE EAFE SMALL CAP INDEX FUND-NON LEND; NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHIN; NTGI-QM COMMON DAC WORLD EX-US INVESTABLE MIF - LENDING; PUBLIC AUTHORITY FOR SOCIAL INSURANCE; PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO; PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO; ROYCE GLOBAL SMALL CAP PREMIER FUND; SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: SP; SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF; SPDR SP EMERGING MARKETS ETF; SPDR SP EMERGING MARKETS SMALL CAP ETF; SSGA SPDR ETFS EUROPE I PLC; SSGATC I. F. F. T. E. R. P. S. S. M. E. M. S. C. I. S. L.F.; SSTL AS DEPOSITARY OF FP BRUNEL PENSION PARTNERSHI; ST ST MSCI EMERGING MKT SMALL CI NON LENDING COMMON TRT FUND; STATE OF NEW MEXICO STATE INV. COUNCIL; STATE ST GL ADV TRUST COMPANY INV FF TAX EX RET PLANS; STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO; THE BANK OF NEW YORK MELLON CORPORATION RETIREMENT PLANS MAS; THE GENESIS EMERG.MARKETS INVEST. CO SICAV; THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS; THE REGENTS OF THE UNIVERSITY OF CALIFORNIA; THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO; UNIV OF PITTSBURGH MEDICAL CENTER SYSTEM; VANECK VECTORS BRAZIL SMALL-CAP ETF; VANGUARD EMERGING MARKETS STOCK INDEX FUND; VANGUARD ESG INTERNATIONAL; VANGUARD F. T. C. INST. TOTAL INTL STOCK M. INDEX TRUST II; VANGUARD FIDUCIARY TRT COMPANY INSTIT T INTL STK MKT INDEX T; VANGUARD FUNDS PLC / VANGUARD ESG EMERGING MARKETS; VANGUARD INVESTMENT SERIES PLC / VANGUARD ESG EMER; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SE VAN S F; VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF; VIRGINIA RETIREMENT SYSTEM; VIRTUS EMERGING MARKETS SMALL-CAP FUND; VIRTUS INTERNATIONAL SMALL-CAP FUND; VIRTUS VARIABLE INS TRUST: VIRTUS STRATEGIC ALLOCATION SER; and WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND.

**Shareholders present, at the Extraordinary General Meeting, by sending a remote voting ballot, pursuant to CVM Resolution 81:** FCOPEL FUNDO DE INVESTIMENTO EM AÇÕES I; FIM SANTA CRISTINA IE CRÉDITO PRIVADO; JGP B PREVIDÊNCIA FIFE MASTER FI MULTIMERCADO; JGP B PREVIDÊNCIA FIFE MASTER FUNDO DE INVESTIMENTO EM AÇÕES; JGP BRASILPREV FIFE ESG 100 PREVIDENCIÁRIO FUNDO DE INVESTIME; JGP BRASILPREV FIFE MULTIMERCADO PREVIDENCIÁRIO FUNDO DE INV; JGP COMPOUNDERS MASTER FIA IE; JGP EQUITY MASTER FIA; JGP EQUITY MASTER FIM; JGP ESG

INSTITUCIONAL MASTER FUNDO DE INVESTIMENTO EM AÇÕES; JGP ESG MASTER FIA; JGP ESG PREVIDENCIARIO MASTER FIA; JGP ESG PREVIDENCIARIO XP MASTER FIA; JGP HEDGE MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; JGP LONG ONLY INSTITUCIONAL FIA; JGP LONG ONLY MASTER FUNDO DE INVESTIMENTO EM AÇÕES; JGP MASTER PREVIDENCIARIO FUNDO DE INVESTIMENTO MULTIMERCADO; JGP MAX MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; JGP MULTIMERCADO PREVIDENCIARIO ADVISORY XP SEGUROS FI; JGP MULTIMERCADO PREVIDENCIARIO ICATU FUNDO DE INVESTIMENTO; JGP MULTIMERCADO PREVIDENCIARIO ITAÚ MASTER FI; JGP PREVIDENCIARIO ITAÚ MASTER FUNDO DE INVESTIMENTO EM ACOE; JGP PREVIDENCIARIO RED FIM; JGP STRATEGY MASTER FUNDO DE INVESTIMENTO MULTIMERCADO; E TMG II FUNDO DE INV. EM PARTICIPAÇÕES – MULTISTRATEGIA; ALASKA PERMANENT FUND; AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK; AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARK; AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EME; BRITISH COAL STAFF SUPERANNUATION SCHEME; CCL MULTI-STRATEGY FUND; CCL U.S. Q MARKET NEUTRAL ONSHORE FUND II; CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN; CITY OF NEW YORK GROUP TRUST; COLLEGE RETIREMENT EQUITIES FUND; COLORADO PUBLIC EMPLOYEES RET. ASSOCIATION; DELA DEPOSITARY ASSET MANAGEMENT B.V.; EMER MKTS CORE EQ PORT DFA INVEST DIMENS GROU; EMERGING MARKETS SMALL CAPIT EQUITY INDEX NON-LENDABLE FUND; EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND; EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B; ETHOS EM SMID MASTER FUND LP; FLORIDA RETIREMENT SYSTEM TRUST FUND; GENESIS EMERGING MARKETS BUSINESS TRUST; GENESIS EMERGING MARKETS LTD PARTNERSHIP; INTERNATIONAL MONETARY FUND; ISHARES CORE MSCI EMERGING MARKETS ETF; ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF; ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND; ISHARES III PUBLIC LIMITED COMPANY; ISHARES MSCI BRAZIL SMALL CAP ETF; ISHARES MSCI EMERGING MARKETS SMALL CAP ETF; JNL MULTI-MANAGER EMERGING MARKETS EQUITY FUND; JOHN HANCOCK VARIABLE INS TRUST EMERGING MARKETS VALUE TRUST; KAYNE ANDERSON RUDNICK COLLECTIVE INVESTMENT TRUST; METROPOLITAN WATER RECLAMATION DISTRICT RETIREMENT FUND; MINeworkers PENSION SCHEME; MUNICIPAL E ANNUITY A B FUND OF CHICAGO; NORGES BANK; NORTHERN TRUST COLLECTIVE EAFE SMALL CAP INDEX FUND-NON LEND; NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHIN; NTGI-QM COMMON DAC WORLD EX-US INVESTABLE MIF - LENDING; PFM MULTI-MANAGER SERIES TRUST - PFM MULTI-MANAGER; PUBLIC AUTHORITY FOR SOCIAL

INSURANCE; PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO; PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO; ROYCE GLOBAL SMALL CAP PREMIER FUND; SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: SP; SPDR PORTFOLIO MSCI GLOBAL STOCK MARKET ETF; SPDR SP EMERGING MARKETS ETF; SPDR SP EMERGING MARKETS SMALL CAP ETF; SSGA SPDR ETFS EUROPE I PLC; SSGATC I. F. F. T. E. R. P. S. S. M. E. M. S. C. I. S. L.F.; SSTL AS DEPOSITARY OF FP BRUNEL PENSION PARTNERSHI; ST ST MSCI EMERGING MKT SMALL CI NON LENDING COMMON TRT FUND; STATE OF NEW MEXICO STATE INV. COUNCIL; STATE ST GL ADV TRUST COMPANY INV FF TAX EX RET PLANS; STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO; THE BANK OF NEW YORK MELLON CORPORATION RETIREMENT PLANS MAS; THE GENESIS EMERG.MARKETS INVEST. CO SICAV; THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS; THE REGENTS OF THE UNIVERSITY OF CALIFORNIA; THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO; UNIV OF PITTSBURGH MEDICAL CENTER SYSTEM; UPMC HEALTH SYSTEM BASIC RETIREMENT PLAN; VANECK VECTORS BRAZIL SMALL-CAP ETF; VANGUARD EMERGING MARKETS STOCK INDEX FUND; VANGUARD ESG INTERNATIONAL; VANGUARD F. T. C. INST. TOTAL INTL STOCK M. INDEX TRUST II; VANGUARD FIDUCIARY TRT COMPANY INSTIT T INTL STK MKT INDEX T; VANGUARD FUNDS PLC / VANGUARD ESG EMERGING MARKETS; VANGUARD INVESTMENT SERIES PLC / VANGUARD ESG EMER; VANGUARD TOTAL INTERNATIONAL STOCK INDEX FD, A SE VAN S F; VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF; VIRGINIA RETIREMENT SYSTEM; VIRTUS EMERGING MARKETS SMALL-CAP FUND; VIRTUS INTERNATIONAL SMALL-CAP FUND; VIRTUS KAR DEVELOPING MARKETS FUND; VIRTUS TACTICAL ALLOCATION FUND; VIRTUS VARIABLE INS TRUST: VIRTUS STRATEGIC ALLOCATION SER; and WISDOMTREE EMERGING MARKETS SMALLCAP DIVIDEND FUND.

*This is a true copy of the minutes entered in the appropriate books.*

Barueri, April 28, 2023.

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**Alfredo Cotait Neto**  
Chairman

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**Vera Lucia Pereira Neto**  
Secretary

**BOA VISTA SERVIÇOS S.A.**  
CNPJ/MF No. 11.725.176/0001-27  
NIRE 35.300.377.605  
Publicly-Held Company

**APPENDIX I TO THE MINUTES OF THE ANNUAL AND EXTRAORDINARY  
SHAREHOLDERS' MEETING HELD ON APRIL 28, 2023**

**BYLAWS OF  
BOA VISTA SERVIÇOS S.A.**

**CHAPTER I        NAME, PRINCIPAL PLACE OF BUSINESS, PURPOSE, AND  
DURATION**

**Article 1 - BOA VISTA SERVIÇOS S.A.** (“Company”) is a joint-stock company governed by these Bylaws and by the applicable law, in particular Law No. 6.404 of December 15, 1976, as amended (“Corporation Law”).

**Article 2** - The Company has its principal place of business and jurisdiction in the city of Barueri, in the State of São Paulo, and the Board of Directors is responsible for changing the address of the principal place of business, provided that to an address in the same city where the principal place of business is already located.

**Sole Paragraph** - The Company may open, close, and change the address of branches, agencies, warehouses, offices, and any other establishments in Brazil or abroad by resolution of its Board of Directors.

**Article 3** - The Company's corporate purpose is: (i) the provision of services in general to support credit and credit protection activities, including consultancy, development of systems and projects, and preparation and sale of research; (ii) development and commercial exploitation of means of payment solutions in general, including marketing, consumer behavior, or any other commercial solutions originating from the database, know-how, and distribution capacity, as well as any products, services, and solutions offered by competitors of the Company; (iii) assignment, development, license, sublicense, and distribution of software use rights; (iv) development of computer programs; (v) information technology technical support, including the installation, setup, and maintenance of computer programs and databases; (vi) data processing; (vii) information technology advisory and consultancy; (viii) holding of interest in other companies, as shareholder or member, in Brazil or abroad; (ix) call center activities; and (x) organization services for fairs, conferences, exhibitions, and parties.

**Article 4** - With the Company's entry into the Novo Mercado Corporate Governance of B3 S.A. - Brasil, Bolsa, Balcão (“Novo Mercado” and “B3”, respectively), the Company, its shareholders, including controlling shareholders, managers, and members of the Fiscal Council, when installed, are subject to the provisions of the B3 Novo Mercado Regulations (“Novo Mercado Regulations”).

**Article 5** - The term of duration of the Company is indefinite.

## **CHAPTER II      CAPITAL STOCK**

**Article 6** - The Company's capital stock is one billion, seven hundred and fifteen million, two hundred and sixty-eight thousand, eight hundred and fifty-nine *Reais* and nine cents (BRL1,715,268.859.09), fully subscribed and paid in, divided into five hundred and thirty-two million, six hundred and thirteen thousand, seven hundred and forty-five (532,613,745) common, registered, book-entry shares with no par value.

**Paragraph 1** - The shares are indivisible in relation to the Company. Whenever a share belongs to more than one person, the rights conferred thereon shall be exercised by the representative of the co-ownership.

**Paragraph 2** - The Company is prohibited from issuing preferred shares and founders' shares.

**Paragraph 3** - Each common share entitles its holder to one vote at the Company's shareholders' meetings.

**Article 7** - The Company is authorized to increase its capital stock, without the need to amend its Bylaws, to up to the limit of nine hundred and sixty million (960,000,000) common shares, subject to the limitations set forth in the Brazilian Corporation Law.

**Sole Paragraph** - Within the authorized capital limit, the Company may, upon resolution of the Board of Directors (i) increase its capital stock by issuing new shares and issuing debentures convertible into shares and subscription warrants; and (ii) grant option plans to the Company's managers and employees for the purchase or subscription of shares, without preemptive rights for shareholders, provided that such option plans do not result, in aggregate, in the issuance of shares representing more than five percent (5%) of the Company's capital stock.

**Article 8** - All Company shares are book-entry, held in deposit accounts in the name of their holders, with the financial institution authorized by the Securities Commission (“CVM”), with which the Company maintains a custody agreement in effect, without issuance of certificates. The cost of transferring the ownership of book-entry shares may be charged directly from the shareholder by the depository institution, as defined in the share accounting agreement, subject to the limits imposed by the applicable law.

**Article 9** - In accordance with the provisions of the Corporation Law, shareholders shall have preemptive rights for the subscription of new shares, subscription warrants, or any securities convertible into shares, except in the case of issuance of new shares for placement through: (i) sale on the stock exchange or public subscription; or (ii) exchange for shares, in a public offering for the acquisition of control.

**Article 10** - The Company may, by resolution of the Board of Directors, acquire its own shares to be held in treasury and subsequently sold or cancelled, subject to the applicable legal and regulatory provisions.

### **CHAPTER III      SHAREHOLDERS' MEETING**

**Article 11** - Shareholders' Meetings may be annual, held within the four (4) months following the end of the fiscal year, or special, held whenever and as required by corporate business, pursuant to the provisions of the Corporation Law and these Bylaws.

**Paragraph 1** - The resolutions of the Shareholders' Meeting, except for the special cases provided for by law and in these Bylaws, shall be passed by an absolute majority of votes, not counting blank votes.

**Paragraph 2** - The Shareholders' Meeting may only resolve upon items on the agenda, contained in the respective call notice.

**Paragraph 3** - The minutes of the Shareholders' Meeting shall be: (i) drawn up in the book of Minutes of the Shareholders' Meetings in the form of a summary of the facts that occurred, containing a summary indication of the vote of the shareholders present, blank votes, and abstentions; and (ii) published with omission of the signatures.

**Article 12** - Except for the exceptions provided for in the Corporation Law, the Shareholders' Meetings shall be called, both on first and second call, in compliance with the publication and disclosure formalities provided for in the Corporation Law and in the applicable regulations, and chaired by the Chairman of the Board of Directors or, in his absence, by a member of the Board of Directors or by an Officer appointed by the Chairman of the Board of Directors. The chairman of the Shareholders' Meeting shall appoint the secretary.

**Sole Paragraph** - Shareholders may be represented at the Shareholders' Meeting by an attorney-in-fact appointed less than one (1) year before, who is a shareholder, Company's manager, lawyer, financial institution, or investment fund administrator representing the co-owners.

**Article 13** - Without prejudice to other matters within the authority of the Shareholders' Meeting in accordance with the Corporation Law, resolution on the following matters shall be the responsibility of the Shareholders' Meeting:

- (a) amendments to provisions and/or to the Company's bylaws;

- (b) redemption or amortization and repurchase of shares issued by the Company, in accordance with the provisions of these Bylaws, except as provided in Article 10 above;
- (c) merger, spin-off, conversion, or merger of another company into the Company, or its merge into another company;
- (d) declaration of dissolution, liquidation, judicial or extrajudicial reorganization, and filing for bankruptcy of the Company;
- (e) any matter pursuant to law that gives any shareholder the right to withdraw from the Company;
- (f) issuance of shares, debentures convertible into shares and subscription warrants in an amount greater than the authorized capital;
- (g) overall compensation of the Company's managers;
- (h) cancellation of registration as a publicly-held company with the CVM; and
- (i) exemption from carrying out a public offering for the acquisition of shares for delisting from Novo Mercado ("IPO - Delisting from Novo Mercado").

**Paragraph 1** - The Shareholders' Meeting called to waive conduction of the IPO - Delisting from Novo Mercado shall be opened on first call with the presence of shareholders representing at least two thirds (2/3) of the total Outstanding Shares. If said quorum is not reached, the Shareholders' Meeting may be opened on second call with the presence of any number of shareholders holding Outstanding Shares.

**Paragraph 2** - The resolution on the waiver of carrying out an IPO - Delisting from Novo Mercado shall take place by a majority of votes of the shareholders holding Outstanding Shares present at the shareholders' meeting, as provided for in the Novo Mercado Regulations.

**Paragraph 3** - For purposes of this Article, "Outstanding Shares" means all shares issued by the Company, except for shares held by the controlling shareholder, by persons linked thereto, by the Company's managers, by the seller of the relevant interest, and those held in treasury.

## **CHAPTER IV      MANAGEMENT**

### ***General Provisions***

**Article 14** - The Company shall be managed by a Board of Directors and an Executive Board, with the powers conferred by the applicable law and in accordance with these Bylaws.

**Article 15** - The members of the Board of Directors and the Executive Board shall have a unified term of office of two (2) years, reelection being permitted for both positions. The members of the Board of Directors and the Officers shall remain in office until the election and investiture of their successors.

**Article 16** - The positions of Chairman of the Board of Directors and Chief Executive Officer or main executive of the Company cannot be accumulated by the same person, pursuant to the provisions of article 138, paragraph 3 of the Corporation Law.

**Article 17** - The overall compensation of the Board of Directors and the Executive Board shall be set annually by the Shareholders' Meeting, and the Board of Directors shall be responsible for resolving on distribution of the compensation among the members of the Board of Directors and the members of the Executive Board, subject to the "Company's Compensation Policy" approved by the Board of Directors.

**Article 18** - The members of the Board of Directors and of the Executive Board shall take office upon: (i) signature of the respective instrument in the books of the Minutes of the Board of Directors and of the Executive Board, which shall contemplate their subjection to the arbitration clause set forth in Article 46, remaining subject to the requirements, impediments, duties, obligations, and responsibilities set forth in articles 145 to 158 of the Corporation Law; and (ii) compliance with the applicable legal requirements.

### ***Board of Directors***

**Article 19** - The Board of Directors shall be composed of at least five (5) and at most eleven (11) members, elected and dismissed at any time by the Shareholders' Meeting, one of whom shall be designated Chairman of the Board of Directors, who shall be responsible for calling, chairing, and conducting the work of Shareholders' Meetings and meetings of the Board of Directors, as well as coordinating the other activities of the Board of Directors, subject to the provisions of the Novo Mercado Regulations.

**Article 20** - At least two (2) or twenty percent (20) of the members of the Board of Directors, whichever is greater, shall be Independent Directors, observing the definition of the Novo Mercado Regulations, and the characteristics of the nominees to the Board of Directors as Independent Directors shall be resolved upon at the Shareholders' Meeting that elects them, and the director(s) elected by means of the option provided for in article 141, paragraphs 4 and 5 of the Corporation Law, in the event there is a controlling shareholder, shall also be deemed independent.

**Sole Paragraph** - When, as a result of observing the percentage referred to in the head provision of this article, a fractional number results, such number shall be rounded up to the immediately higher whole number, pursuant to the Novo Mercado Regulations.

**Article 21** - The Board of Directors shall meet, ordinarily, very month, according to a calendar to be approved by the Board of Directors, provided that, if it is necessary to hold

such ordinary meetings on another date, the members of the Board of Directors shall be called, in writing, at least five (5) business days in advance or, extraordinarily, whenever necessary.

**Article 22** - The meetings of the Board of Directors shall be called by its Chairman, by his substitute or by any two (2) members of the Board of Directors acting jointly, upon written notice delivered at least five (5) business days in advance, and upon presentation of the agenda of the subjects to be discussed and presentation of the pertinent documents.

**Sole Paragraph** - Regardless of the formalities provided for in Article 21 and in this Article 22, the meeting attended by all members of the Board of Directors shall be deemed regular.

**Article 23** - The meetings of the Board of Directors shall only be opened with the presence of a majority of its acting members.

**Paragraph 1** - In case of temporary impediment or absence, the member of the Board of Directors who is temporarily impeded or absent may appoint in writing (by letter, facsimile, or e-mail that unequivocally identifies the sender) another member of the Board of Board of Directors to represent him, and shall vote at Board of Directors meetings on his own behalf and on behalf of the member represented by him.

**Paragraph 2** - In the event of permanent impediment or resignation of any of the members of the Board of Directors during the term for which they were elected, their substitute shall be appointed by the Board of Directors, with the temporary replacement lasting until final appointment for the position to be decided by the first Shareholders' Meeting to be held, and the substitute then elected shall act until the end of the term of office.

**Article 24** - Except as provided for in Article 26, Paragraph 2 of these Bylaws, the Board of Directors' resolutions shall be passed by the favorable vote of a majority of its members present, and no member shall have the casting vote in the event that there is a tie in the number of votes for a given resolution.

**Article 25** - The meetings of the Board of Directors shall preferably be held at the Company's principal place of business. Meetings by conference call, videoconference, or other means of communication shall be accepted, and such participation shall be considered personal attendance at said meeting. In this case, the members of the Board of Directors who participate remotely in the Board meeting shall express their votes by letter, facsimile, or electronic mail that unambiguously identifies the sender.

**Paragraph 1** - At the end of the meeting, minutes shall be drawn up, which shall be signed by the number of directors necessary to approve the matter to be resolved, and later transcribed in the Company's Book of Minutes of the Board of Directors. Votes cast by directors who participate remotely in the Board of Directors' meeting shall also appear in the Book of Minutes of the Board of Directors, and a copy of the letter, facsimile, or

electronic message, as the case may be, containing the vote of the director shall be attached to said book right after transcription of the minutes.

**Paragraph 2** - Minutes of meetings of the Company's Board of Directors that contain a resolution designed to produce effects to third parties shall be published and filed with the commercial registry, subject to the applicable legal provisions.

**Article 26** - The Board of Directors has the primary role of providing general guidance for the Company's business, as well as controlling and overseeing its performance, and it shall, especially, in addition to other duties assigned to it by law or by these Bylaws:

- (a) establish the objectives, policy, and general guidance of the Company's corporate business;
- (b) approve the internal regulations or regulatory acts of the Company, its committees, and its administrative structure, including, but not limited to: (i) the code of conduct; (ii) the compensation policy; (iii) the policy on nomination and appointment for office on the board of directors, advisory committees, and executive board; (iv) the risk management policy; (v) the related-party transaction policy; (vi) the securities trading policy; and (vii) the material act or fact disclosure policy;
- (c) approve the annual budget for the Audit Committee, for the internal audit area, and for the other advisory committees, the latter if and when established, considered sufficient for performance of their duties, or retaining an independent auditor registered with the CVM;
- (d) observe the procedures set forth in CVM Resolution No. 85 of March 31, 2022, in cases of public offering for the acquisition of shares for cancellation of registration as a publicly-held company or for delisting from the Novo Mercado, as applicable;
- (e) prepare and disclose a reasoned opinion, favorable or contrary to the acceptance of any public offering for the acquisition of shares the purpose of which is the shares issued by the Company, within fifteen (15) days as from publication of the notice of the public offering for the acquisition of shares, in which it shall pronounce, at least: (i) on the convenience and opportunity of the public offering for the acquisition of shares in the interest of the Company and the group of shareholders, including in relation to the price and potential impacts on the liquidity of the shares; (ii) regarding the strategic plans disclosed by the offeror in relation to the Company; and (iii) regarding alternatives to accepting the public offering for the acquisition of shares available in the market;
- (f) resolve, within the limits of the authorized capital, on the issuance of debentures convertible into shares, specifying the limit of the capital increase arising from conversion of the debentures, in terms of capital stock or number of shares, as well as (i) the opportunity for issuance; (ii) the time and conditions of maturity,

amortization, and redemption; (iii) the time and terms of payment of interest, profit sharing, and repayment premium, if any; and (iv) the method of subscription or placement, and the type of debentures;

- (g) previously pronounce on the management report, the Executive Board's accounts, and the Company's financial statements and examine the monthly balance sheets;
- (h) approve the taking out, by the Company, of any type of loan or financing as a debtor, or the issuance of any debt instrument when, cumulatively, (i) the sum of the Company's total indebtedness, after taking out the respective loan or financing or the issuance of any debt security exceeds one (1) time the EBITDA of the four (4) fiscal quarters immediately prior to the resolution; and (ii) thirty percent (30%) or more of the sum of the Company's total debt (considering the respective loan or financing or debt instrument to be contracted) has a maturity of less than three (3) years;
- (i) approve the acquisition or disposal or assignment (or the granting of a put option, disposal, or assignment or obtainment of a call option or right) of equity interests in other companies, as a member or shareholder, as well as its participation in consortia and association agreements and/or shareholders' agreements, or the incorporation of companies, in Brazil or abroad, in (i) an aggregate value greater than zero point three (0.3) times the EBITDA of the four (4) fiscal quarters immediately prior to the resolution; or (ii) in an individual amount greater than zero point one (0.1) times the EBITDA of the four (4) fiscal quarters immediately prior to the resolution;
- (j) approve the granting, by the Company, of guarantees of any nature for obligations of third parties, except for companies controlled by the Company;
- (k) approve the creation of liens on any assets or rights of the Company;
- (l) approve the annual plan and annual budget of the Company and its controlled companies;
- (m) to approve capital investments not included in the annual plan or annual budget of the Company and its controlled companies that exceed, in aggregate value considering the four (4) consecutive fiscal quarters prior to the resolution, zero point one (0.1) times the EBITDA of the four (4) fiscal quarters immediately prior to the resolution;
- (n) approve capital increases within the limit of authorized capital set forth in these Bylaws;
- (o) approve issuance of shares pursuant to the provisions of the stock option plan within the limits established by the Shareholders' Meeting and subject to the provisions of Article 7, Sole Paragraph, of these Bylaws, as well as the effective grant of options to their beneficiaries;

- (p) issue any shares of any subsidiary to any person other than the Company;
- (q) appoint the Company's independent auditors, provided they are one of the following companies: Deloitte Touche Tohmatsu Auditores Independentes; Ernst & Young Auditores Independentes; KPMG Auditores Independentes, and PricewaterhouseCoopers Auditores Independentes; and their respective successors;
- (r) conduct business and/or enter into agreements with the Company's related parties, subject to the provisions of Paragraph 1 of this Article, as well as the "Policy for Transactions with Related Parties and Other Situations Involving Conflict of Interest", approved by the Company's Board of Directors;
- (s) resolve on the acquisition of databases related to the same industry in which the Company operates, with an annual added value greater than zero point five (0.5) times the EBITDA of the four (4) fiscal quarters immediately preceding the resolution;
- (t) elect and remove from office, as well as the compensation and definitions of their duties on the Executive Board, in compliance with the provisions of Article 28; and
- (u) make any donation by the Company and/or its subsidiaries, subject to the provisions of this Article 26, Paragraph 2.

**Paragraph 1** - Any transaction with related parties, before being submitted to the Board of Directors, shall be analyzed by the Audit Committee, for discussion and issuance of a recommendation opinion, which shall observe the provisions of Article 34, item (g), below.

**Paragraph 2** - The making of any donation by the Company and/or its subsidiaries shall be approved by two thirds (2/3) of the members of the Board of Directors, including at least the approval of one (1) Independent Director.

**Paragraph 3** - For purposes of this Article, EBTIDA, corresponding to profit for the year or period, as the case may be, before interest, income tax, including Social Contribution on Net Income, depreciation, and amortization, shall be calculated in accordance with CVM Resolution No. 156 of June 23, 2022 (disregarding the option provided for in article 4 thereof for the purposes set forth herein).

### ***Executive Board***

**Article 27** - The representation and daily and operational activities of the Company shall be carried out by an Executive Board, which shall be composed of at least three (3) and at most fourteen (14) Officers, who may be shareholders or not, resident in Brazil, who shall be: one (1) Chief Executive Officer; one (1) Chief Financial Officer; one (1) Chief Investor Relations Officer; one (1) Chief Data Officer; one (1) Chief Business Officer; one (1) Chief Information Technology Officer; one (1) Chief Human Resources Officer; one (1) Chief

Commercial Officer; one (1) Chief Product Officer; and five (5) Officers with no specific designation, elected by the Board of Directors.

**Sole Paragraph** - An officer may accumulate more than one function, provided compliance with the minimum number of Officers provided for in the Corporation Law.

**Article 28** - It is incumbent upon the Executive Board to manage the corporate business in general and to perform, for this purpose, all necessary or convenient acts, except those for which the law or these Bylaws grants authority to the Shareholders' Meeting and/or to the Board of Directors. In the performance of their duties, the Officers may carry out all transactions and perform all management acts necessary to achieve the objectives of their office, in accordance with the shareholders' business guidelines established by the Board of Directors, including resolving on the use of funds, settle, waive, assign rights, confess debts, enter into settlements, enter into commitments, assume obligations, enter into agreements, acquire, dispose of, and encumber movable and immovable property, provide bonds, "aval" guarantees, and suretyships, issue, endorse, pledge, discount, withdraw, and endorse instruments in general, as well as open, operate, and close accounts with credit institutions, subject to the statutory restrictions and those established in these Bylaws.

**Paragraph 1** - It is also incumbent upon the Executive Board to:

- (a) comply and cause compliance with these Bylaws and the resolutions of the Board of Directors and the Shareholders' Meeting;
- (b) annually submit to the Board of Directors, for analysis, the management report and the accounts of the Executive Board, accompanied by the report of the independent auditors, as well as the opinion of the Fiscal Council, if any, opinion or report of the Audit Committee and the proposed application of profits earned in the previous year;
- (c) submit the annual budget to the Board of Directors;
- (d) quarterly submit to the Board of Directors the detailed economic, financial, and equity balance sheet of the Company and its controlled companies; and
- (e) represent the Company as plaintiff and defendant, in or out of court, subject to the provisions of Article 31.

**Paragraph 2** - It is incumbent upon the **Chief Executive Officer** to coordinate the actions of the Officers and direct the performance of activities related to the Company's general planning, in addition to the duties, attributions, and powers entrusted to him by the Board of Directors, and in compliance with the policies and guidelines previously outlined by the Board of Directors, as well as:

- (a) to call and preside over meetings of the Executive Board;

- (b) to participate in the development of the Company's strategy in the short, medium and long term;
- (c) to oversee the Company's management activities, coordinating and supervising the activities of Executive Board members;
- (d) to propose to the Board of Directors, without exclusivity of initiative, the attribution of functions to each Executive Officer at the time of their respective election;
- (e) to annually prepare and present to the Board of Directors the Company's annual business plan and annual budget; and
- (f) to manage corporate affairs in general.

**Paragraph 3** - It is incumbent upon the **Chief Financial Officer**, among other attributions that may be entrusted to him by the Board of Directors:

- (a) to participate in the development of the Company's strategy in the short, medium, and long term;
- (b) to assist the Chief Executive Officer in coordinating the actions of the Officers and directing the execution of activities related to the Company's general planning;
- (c) to substitute the Chief Executive Officer in the event of his absence or temporary removal, in which case he shall be responsible for the duties, attributions, and powers assigned to him by the Board of Directors, as well as the duties indicated in the sub-items of Paragraph 2 of this Article;
- (d) to propose financing alternatives and approve financial conditions for the Company's businesses;
- (e) to manage the Company's funds, as well to manage the cash and accounts payable and receivable;
- (f) to monitor the evolution of operations, consolidate results, and develop policies and guidelines to ensure the Company's financial health; and
- (g) to manage the Company's accounting and financial planning areas.

**Paragraph 4** - It is incumbent upon the **Chief Investor Relations Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;
- (b) represent the Company before the control bodies and other institutions that operate in the stock market, mainly the CVM;

- (c) provide information to the investing public, the CVM, the Stock Exchanges on which the Company's securities are traded and other bodies related to activities carried out in the stock market, in accordance with the applicable law, in Brazil and abroad; and
- (d) keep the Company's registration as a publicly-held company up to date with the CVM.

**Paragraph 5** - It is incumbent upon the **Chief Data Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;
- (b) plan, acquire, manage, optimize, update, and validate the quality of the Company's data;
- (c) respond to complaints regarding data, through joint analyzes with the product area, managing projects to optimize the acquisition of data that represent the raw material of the Company's businesses; and
- (d) perform consistency tests and ensure data quality, as well as to guarantee productivity, profitability, and the highest added value service for the Company's customers.

**Paragraph 6** - It is incumbent upon the **Chief Business Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;
- (b) act in the tactical field to implement the strategy for the vertical commercial area, through its segments (Financial Companies and Banks, Telecom, Insurance, Large Retail, and Retail Key Account);
- (c) identify opportunities in the market, as well as meet customized customer demands and support them in making the right decisions;
- (d) integrate and manage the commercial, product, consumer, and analytics team in the pursuit of results; and
- (e) identify opportunities for mergers & acquisitions and similar businesses for the Company and its subsidiaries and lead the execution and implementation processes of these transactions.

**Paragraph 7** – It is incumbent upon the **Chief Information Technology Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;

- (b) provide the company with existing systems and resources on the market, through the continuous monitoring of new releases and the improvement of existing hardware and software;
- (c) plan, coordinate, manage, and supervise system development and maintenance projects;
- (d) promote actions aimed at ensuring the availability, quality, and reliability of technology processes, products, and services;
- (e) monitor and evaluate the preparation and execution of plans, programs, projects, and strategic information technology and communication agreements;
- (f) establish and coordinate the conduction of the information technology security policy; and
- (g) be responsible for the Information Security Policy.

**Paragraph 8** – It is incumbent upon the **Chief Human Resources Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;
- (b) coordinate the Strategic Management of People;
- (c) manage short- and long-term compensation and plans and implement the best strategies for attracting, retaining, and managing talent for the Company;
- (d) be responsible for communicating, directing, and supporting the development and career of the Company's professionals; and
- (e) be responsible for the communication guidelines and internal coordination of the Company's ESG plans.

**Paragraph 9** – It is incumbent upon the **Chief Commercial Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term; (b) plan and direct the commercial area;
- (b) align commercial strategies with the general objectives of the business and monitor the results obtained by the team;
- (c) define, implement, and update sales plans; and
- (d) analyze the market together with the product area, for the development of new products and new businesses, in addition to customized customer demands.

**Paragraph 10** - It is incumbent upon the **Chief Product Officer** to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;

- (b) monitor the market and develop competitive analyzes for the business;
- (c) define the strategy for the products area in conjunction with the general objectives of the business and monitor the results obtained by the team;
- (d) generate innovation for the business and products; and
- (e) monitor the market together with the commercial area, for the development of new products and new businesses, in addition to customized demands, in order to enhance the business.

**Paragraph 11** - It is incumbent upon Officers without specific designation to:

- (a) participate in the development of the Company's strategy in the short, medium, and long term;
- (b) ensure the alignment of the Company's strategy with the strategy of the respective area of operation;
- (c) monitor the results obtained by the respective team; and
- (d) plan and direct the projects and deliveries of the respective area of expertise.

**Article 29** - The Executive Board shall meet whenever called by the Chief Executive Officer or by any two Officers, acting jointly, whenever the corporate business so requires it, at least two (2) business days in advance, and the meeting shall only be opened with the presence of a majority of its members.

**Paragraph 1** - In the event of impediment or temporary absence of any Officer, it is incumbent upon the Executive Board, as a collegiate body, to nominate, from among its members, a substitute who shall temporarily accumulate the duties of the replaced person, with the temporary replacement lasting until final appointment for the office to be decided by the first meeting of the Board of Directors held, it being understood that the substitute then elected shall act until the end of the term of office.

**Paragraph 2** - The Executive Board meetings may be held via conference call, videoconference, or other means of communication, and such participation shall be deemed personal presence in said meeting. In this case, the members of the Executive Board who participate remotely in the Executive Board meeting shall vote by means of letter, facsimile, or electronic mail that unambiguously identifies the sender.

**Paragraph 3** - At the end of the meeting, minutes shall be drawn up, which shall be signed by the number of officers necessary to approve the matter to be resolved, and later transcribed in the Company's Book of Minutes of the Executive Board. The votes cast by Officers who participate remotely in the Executive Board meeting shall also be included in the Book of Minutes of the Board of Directors, and a copy of the letter, facsimile, or

electronic message, as the case may be, containing the Officer's vote shall be attached to said book right after transcription of the minutes.

**Article 30** - Resolutions at Executive Board meetings shall be passed by a majority vote of those present in each meeting.

**Article 31** - The Company shall assume obligations when represented:

- (a) by two (2) Officers acting jointly;
- (b) by one (1) Officer acting jointly with one (1) attorney-in-fact with special powers, duly appointed;
- (c) by two (2) attorneys-in-fact acting jointly, with special powers, duly appointed; or
- (d) by only one (1) Officer or one (1) attorney-in-fact with special powers, duly appointed, for performance of the following acts: (i) representation of the Company before any federal, state, and municipal public bodies, professional associations, at Shareholders' Meetings or Members' Meetings of companies in which the Company holds interest, as well as in Meetings of entities governed by private law in which the Company participates as a sponsor, founding member, or simply a participating member; (ii) endorsement of checks for deposit in the Company's bank accounts; and (iii) representation of the Company before unions or Labor Courts; for matters of admission, suspension, or dismissal of employees; and for labor settlements.

**Paragraph 1** - The powers of attorney shall be granted on behalf of the Company by two (2) Officers acting jointly, specifying the powers granted and, except for those provided for in Paragraph 2 of this Article, they shall have a term of validity limited to at most one (1) year.

**Paragraph 2** - Powers of attorney granted for judicial purposes may be granted for an indefinite term and those granted for the purpose of complying with a contractual provision may be granted for the term of validity of the agreement to which they refer.

### ***Audit Committee***

**Article 32** - The Audit Committee is an advisory body linked to the Board of Directors, with operational autonomy and its own budget approved by the Board of Directors.

**Sole Paragraph** - The Audit Committee shall adopt an internal regulation, approved by the Board of Directors, which shall regulate in detail the duties of the Audit Committee, as well as its operational procedures, also defining the activities of the coordinator of the Audit Committee.

**Article 33** - The Audit Committee shall be composed of at least three (3) members, elected by the simple majority of the Board of Directors, of whom at least one (1) member shall be

an independent director and another shall have recognized experience in corporate accounting matters.

**Paragraph 1** - The same member of the Audit Committee can accumulate both characteristics referred to in the head provision.

**Paragraph 2** - The activities of the coordinator of the Audit Committee are defined in its internal regulations, approved by the Board of Directors.

**Article 34** - It is incumbent upon the Audit Committee, among other matters:

- (a) to give an opinion on the retainment and dismissal of independent auditing services;
- (b) to evaluate the quarterly information, interim statements, and financial statements;
- (c) to monitor the activities of the internal audit and the internal controls area of the Company;
- (d) to evaluate and monitor the Company's risk exposures;
- (e) to evaluate, monitor, and recommend to the management the correction or improvement of the Company's internal policies, including the Policy on Transactions between Related Parties;
- (f) to have means for receiving and processing information about noncompliance with legal and regulatory provisions applicable to the company, in addition to internal regulations and codes, including provisions for specific procedures to protect the provider and the confidentiality of information; and
- (g) to issue a recommendation opinion on transactions with related parties, it being understood the Audit Committee should recommend only transactions with related parties deemed equitable and under market conditions.

## **CHAPTER V      FISCAL COUNCIL**

**Article 35** - The Fiscal Council shall function on a non-permanent basis, with the powers and duties conferred upon it by the Brazilian Corporation Law, and it shall only be opened by resolution of the Shareholders' Meeting, or at the request of the shareholders, in the cases provided for in the Corporation Law.

**Article 36** - The Fiscal Council, when installed, shall be composed of four (4) effective members and an equal number of substitutes, who may be shareholders or not, who may be elected and removed from office at any time by the Shareholders' Meeting.

**Paragraph 1** - The members of the Fiscal Council shall have a unified term of office of one (1) year, reelection being permitted.

**Paragraph 2** - The investiture of the members of the Fiscal Council shall be condition upon prior signature of the instrument of investiture, which shall contemplate their subjection to the arbitration clause set forth in Article 46, as well as to compliance with the applicable legal requirements.

**Paragraph 3** - The members of the Fiscal Council shall elect their Chairman in its first meeting.

**Paragraph 4** - The investiture in office shall be carried out by means of an instrument drawn up in the proper book, signed by the member of the Fiscal Council who takes office.

**Paragraph 5** - The members of the Fiscal Council shall be replaced, in their absences or impediments, by their respective substitute.

**Paragraph 6** - In the event of a vacancy in office as member of the Fiscal Council, the respective substitute shall take his place; if there is no substitute, the Shareholders' Meeting shall be called to proceed with the election of a member for the vacant office.

**Paragraph 7** - The remuneration of the members of the Fiscal Council shall be established by the Shareholders' Meeting that elects them.

**Article 37** - When in operation, the Fiscal Council shall meet, pursuant to the provisions of the Corporation Law, whenever necessary, and shall analyze the financial statements at least quarterly.

**Paragraph 1** - Regardless of any formalities, the meeting attended by all members of the Fiscal Council shall be deemed regularly called.

**Paragraph 2** - The Fiscal Council pronounces by absolute majority of votes, with the presence of a majority of its members.

**Paragraph 3** - All resolutions of the Fiscal Council shall be recorded in minutes drawn up in the respective Book of Minutes and Opinions of the Fiscal Council and signed by the members present.

## **CHAPTER VI FISCAL YEAR AND DISTRIBUTION OF PROFITS**

**Article 38** - The fiscal year begins on January 1st and ends on December 31st of each year.

**Sole Paragraph** - At the end of each fiscal year, the Executive Board shall prepare the Company's financial statements, in compliance with the relevant legal principles, which shall be audited by the independent auditors duly registered with the CVM chosen by the Board of Directors.

**Article 39** - Along with the financial statements for the year, the Executive Board shall present a proposal to the Annual Shareholders' Meeting on the allocation of net income for the year, provided that the Company shall distribute to shareholders in each fiscal year, by

way of mandatory dividend, at least twenty-five percent (25%) of the adjusted net income for the year.

**Paragraph 1** - The remaining balance of profits, if any, shall be allocated as determined by the Shareholders' Meeting, it being understood that the net income for the year not allocated pursuant to the provisions of articles 193 to 197 of the Corporation Law shall be distributed to the shareholders.

**Paragraph 2** - If the balance of profit reserves, except for those for contingencies, tax incentives, and unrealized profits, exceeds the capital stock, the Shareholders' Meeting shall decide on the use of the excess in the payment or increase of the capital stock or, also, in the distribution of dividends to shareholders.

**Article 40** - By proposal of the Executive Board, approved by the Board of Directors, *ad referendum* of the Annual Shareholders' Meeting, the Company may pay or credit interest to shareholders, as remuneration on the latter's equity, subject to the applicable law. Any amounts thus disbursed may be imputed to the amount of the mandatory dividend provided for in these Bylaws.

**Paragraph 1** - In the event of credit of interest to shareholders during the fiscal year and attribution thereof to the amount of the mandatory dividend, shareholders shall be compensated with the dividends to which they are entitled, being assured payment of any remaining balance. In the event that the amount of dividends is lower than what was credited to them, the Company may not charge shareholders for the excess balance.

**Paragraph 2** - The effective payment of interest on equity, if there was credit during the fiscal year, shall be made by resolution of the Executive Board, during the fiscal year or in the following fiscal year, but never after the dividend payment dates.

**Article 41** - The Company may prepare semiannual balance sheets, or in shorter periods, and declare, by resolution of the Board of Directors:

- (a) the payment of dividends or interest on equity, on account of the profit determined in the semiannual balance sheet, imputed to the mandatory dividend amount, if any;
- (b) the distribution of dividends in periods of less than six (6) months, or interest on equity, imputed to the amount of the mandatory dividend, if any, provided that the total dividend paid in each half of the fiscal year does not exceed the amount of the capital reserves; and
- (c) the payment of interim dividends or interest on equity, to the account of retained earnings or profit reserve existing in the last annual or semiannual balance sheet, imputed to the amount of the mandatory dividend, if any.

**Article 42** - The Shareholders' Meeting may decide on the capitalization of profit or capital reserves, including those instituted in interim balance sheets, in compliance with the applicable law.

**Article 43** - Dividends not received or claimed shall expire within three (3) years as from the date on which they have been made available to the shareholder, and they shall revert to the benefit of the Company.

## **CHAPTER VII      DISPOSAL OF CONTROL**

**Article 44** – The direct or indirect disposal of the Company's control, either through a single transaction or through successive transactions, shall be agreed under the condition that the acquirer of control undertakes to carry out a public offering of the shares and securities convertible into shares issued by the Company owned by other shareholders and holders of securities convertible into shares, subject to the conditions and terms set forth in the law, in the applicable regulations. and in the Novo Mercado Regulations, in order to ensure equal treatment to that given to the seller.

**Paragraph 1** - In case of indirect transfer of control, the acquirer shall disclose the value attributed to the Company for purposes of the public offering price, as well as disclose the justified statement of this value.

**Paragraph 2** - For purposes of this Article, “control” and its related terms shall be understood as the power effectively used by a shareholder to direct the corporate activities and guide the operation of the Company's bodies, directly or indirectly, *de facto* or *de jure*, regardless of the equity interest held.

## **CHAPTER VIII      CORPORATE RESTRUCTURING**

**Article 45** - In the event of corporate restructuring involving the transfer of the Company's shareholding base, the resulting companies shall apply for listing on the Novo Mercado within one hundred and twenty (120) days as from the date of the Shareholders' Meeting that decided on said restructuring.

**Sole Paragraph** - If the restructuring involves resulting companies that do not intend to apply for listing on the Novo Mercado, the majority of holders of the Company's Outstanding Shares present at the shareholders' meeting shall consent to this structure.

## **CHAPTER IX      ARBITRATION**

**Article 46** – The Company, its shareholders, managers, effective and alternate members of the fiscal council, if any, agree to resolve, through arbitration, in the Market Arbitration Chamber, in the form of its regulations, any dispute that may arise between them, related to or arising from their capacity as issuer, shareholders, managers, and members of the fiscal council, and in particular, arising from the provisions set forth in Law No. 6.385 of December 7, 1976, as amended, in the Corporation Law, in these Bylaws of the Company,

in the rules enacted by the National Monetary Council, by the Central Bank of Brazil, and by the CVM, as well as in other rules applicable to the functioning of the stock market in general, in addition to those set forth in the Novo Mercado Regulations, other B3 regulations, and the Novo Mercado Participation Agreement.

## **CHAPTER X LIQUIDATION OF THE COMPANY**

**Article 47** - The Company shall go into liquidation in the cases determined by law, and the Shareholders' Meeting is responsible for electing the liquidator or liquidators, as well as the Fiscal Council that shall operate during this period, in compliance with the legal formalities.

## **CHAPTER XI SHAREHOLDERS' AGREEMENTS**

**Article 48** - The Company shall observe, when applicable, the shareholders' agreements filed at its principal place of business, and members of the presiding board of the Shareholders' Meeting or of the Board of Directors are expressly prohibited from accepting the declaration of vote of any shareholder, signatory of a shareholders' agreement duly filed at the Company's principal place of business, which is rendered in noncompliance with what has been agreed in said agreement, and the Company is also expressly prohibited from accepting and transferring or encumbering any shares and/or assigning preemptive rights to subscribe shares and/or other securities that do not observe what is provided and regulated in a shareholders' agreement filed at the Company's principal place of business.

## **CHAPTER XII FINAL PROVISIONS**

**Article 49** - Cases not covered by these Bylaws shall be resolved by the Shareholders' Meeting and governed in accordance with the provisions of the Corporation Law and the Novo Mercado Regulations.

**Article 50** - The Company is prohibited from granting financing or guarantees of any kind to third parties, in any modality, for business alien to the corporate interests, except for the Company's controlled companies.

**Article 51** - The Company may indemnify and/or hold its managers, members of the Fiscal Council, and other employees who hold a management position or function in the Company and its controlled companies (jointly or separately "**Beneficiaries**") harmless, directly paying for or reimbursing the Beneficiaries for any expenses, damages, or losses that may be incurred at any time and which are directly or indirectly related to the exercise of their duties at the Company, including, but not limited to, attorneys' fees, legal opinions, procedural costs, and fines and indemnities in the administrative, civil, or criminal law, pursuant to the provisions and conditions of indemnity agreements to be entered into between the Company and each of the Beneficiaries, upon approval by the Company's Board of Directors.