



AUDIT, RISKS AND COMPLIANCE COMMITTEE INTERNAL RULES

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CHAPTER I – INTRODUCTION

Article 1 - The Audit, Risks and Compliance Committee ("Committee") is a permanent statutory advisory body bounded to the Board of Directors of **QUALICORP CONSULTORIA E CORRETORA DE SEGUROS S.A.** ("Company"), which will operate independently, with operational autonomy and its own budget approved by the Board of Directors.

Article 2 - The Committee will be governed by the provisions of the Company's Bylaws and this Internal Rules ("Rules"), as well as by the provisions of Law No. 6,404, dated as of December 15, 1976 ("Brazilian Corporation Law"), in the applicable law and regulations.

CHAPTER II – FORMATION AND ORGANIZATION

Article 3 - The Committee will be formed by at least 3 and at most 5 members elected by the Board of Directors and removable at any time, all with experience in the areas of responsibility of the Committee, subject to the following rules in its formation:

- (i) at least 1 independent director member of the Company, under the Regulation of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão;
- (ii) at least 1 member must have recognized experience in matters of corporate accounting, under the CVM Ruling No. 308/99, or any rule that may replace it;
- (iii) the majority of members must be independent, under the CVM Ruling No. 308/99, or any rule that may replace it; and
- (iv) the Committee may include members outside the Company.

Paragraph One – Any member of the Committee may have more than one of the features described in the *caput* and must be considered as such for the purposes of complying with the rules for the formation of the Committee.

Paragraph Two – The participation of the controlling shareholder, officers of the Company, its subsidiaries, parent company, affiliates or companies under direct or indirect common control, or persons subordinated to them, is forbidden

Paragraph Three – The members of the Committee will have the same duties and responsibilities as the managers, and must meet the requirements provided in article 147 of the Brazilian Corporation Law.

Paragraph Four – The nomination of members for the Committee shall observe the Company's Nomination Policy.

Article 4 - The members of the Committee will be elected by the Board of Directors for a term of office of 2 years, coinciding with the term of office of the members of the Board of Directors.

Paragraph One – The members of the Committee may be reelected and will hold office for a maximum of 10 years. After their resignation, the members of the Committee may only rejoin the body after at least 3 years have elapsed from the end of their term of office.

Paragraph Two – In the event of a vacancy in the position of any member of the Committee, the Coordinator, or in his absence, any other member of the Committee, shall communicate the fact to the Chairman of the Board of Directors so that, if necessary, a meeting of the Board of Directors may be convened for the election of a new member of the Committee to complete the term of office of the member whose position has become vacant.

Paragraph Three – The replacement of a member of the Committee shall be communicated to the CVM within 10 days of its effectiveness.

Article 5 - The function of Committee member is non-delegable, and must be exercised respecting the duties of loyalty and diligence, as well as avoiding any situations of conflict that could affect the interests of the Company and its shareholders.

Paragraph One – The members of the Committee will be independent in the exercise of their duties, and will maintain confidentiality regarding the information received in their activities.

Paragraph Two – The members of the Committee will maintain an impartial and skeptical posture in the performance of their activities, especially with respect to the estimates in the financial statements and the management of the Company.

Paragraph Three – Within the scope of its duties, the Committee may hire specialized professionals, ensuring the integrity and confidentiality of the work. The use of these services does not exempt the Committee from its responsibilities.

Article 6 - The Board of Directors will define, from among the Committee members, its Coordinator, who will be responsible for:

- (i) complying with and enforcing the Rules, as well as to propose to the Board of Directors complementary rules necessary for the Committee's performance;
- (ii) defining and preparing the agenda of the meetings and authorizing, whenever necessary, the appreciation of matters not included in the agenda of a meeting;
- (iii) calling, at the request of any of its members or the Chairman of the Board of Directors, convene and preside over meetings of the Committee;
- (iv) represent the Committee in its relationship with the Board of Directors, the Company's Board of Officers and its internal and external audits, other Committees, areas and Company employees, signing, when necessary, the mails, invitations, opinions and reports addressed to them;
- (v) meeting with the Board of Directors at least quarterly to report on the work developed by the Committee, and communicating any material information; and
- (vi) attending the Company's ordinary general meeting as the Committee's representative or appoint a member to replace him.

Sole Paragraph – In the event of absence or temporary impediment of the Committee’s Coordinator, the Coordinator himself or any other member of the Committee shall communicate the fact to the Chairman of the Board of Directors, so that the Board of Directors may appoint the member who will temporarily replace the Coordinator.

Article 7 - The Company’s Governance Secretary shall be responsible for preparing and sending out notices of meetings and their minutes, as well as for providing any and all assistance required for the Committee’s operation, carrying out all acts requested of it by the Coordinator on the Committee’s behalf.

CHAPTER III - OPERATION

Article 8 - The Committee shall meet ordinarily, at least bimonthly, and in such a manner that the accounting information is always appreciated prior to its disclosure and, extraordinarily, whenever necessary, at the convening of the Coordinator or, in his absence, by any of the members of the Committee.

Paragraph One – The Committee shall meet, whenever necessary, with the Company’s Board of Officers, and with those responsible for the independent audit and internal audit.

Paragraph Two – Should the Supervisory Board be opened, the Committee will maintain its duties, respecting the competencies granted by law to the Supervisory Board.

Article 9 - The meetings will be called at least 3 days in advance, and must be sent to its members by e-mail, with acknowledgment of receipt, specifying time and place and including the agenda.

Paragraph One – In the event of matters requiring urgent examination, the Coordinator may, at his sole discretion, call a meeting of the Committee that is shorter than the period described in the *caput* of this Article 9, the meeting being considered valid and effective for all purposes, as long as the quorum required for the opening of the meeting is observed.

Paragraph Two – The agenda for the meetings will be prepared by the Committee Coordinator, and the other members of the Committee may suggest the inclusion of additional matters to be considered by the Committee.

Article 10 - The meetings will be opened with the presence of the majority of the Committee members.

Paragraph One – The convening notice and other formalities provided herein may be waived whenever all Committee members are present at the meeting, or by prior written agreement of those members who are unable to attend.

Paragraph Two – The meetings of the Committee may be held in person or virtually, and when in person, they should preferably be held at the Company's head office or, at the discretion of all of its members, in another location deemed appropriate.

Paragraph Three – Even when held in person format, attendance in meetings by means of a conference call system, videoconference or any other means of communication that allows the identification of the member and communication with all other persons present at the meeting shall be permitted. Committee members who attend to remotely will be considered to be present at the meeting.

Paragraph Four – The Committee's meetings will be recorded in minutes drawn up in a proper book, and will include the resolutions, recommendations and opinions, as well as the relevant points of discussion, eventual disagreements and dissenting votes, as well as the list of those present and mention of justified absences. The supporting documents of the meetings will be filed at the Company's head office.

Paragraph Five – The meetings shall be presided over by a member of the Company's Governance Secretary, who shall be responsible for assisting the Coordinator in conducting the proceedings.

Article 11 - The Committee's recommendations and opinions shall be approved by the majority of its members.

Article 12 - The Committee shall have the resources and autonomy necessary for the performance of its duties, within the limits approved by the Board of Directors, to conduct or determine the conduct of consultations, evaluations and investigations within the scope of its activities, including the hiring and use of external independent experts.

CHAPTER IV - DUTIES

Article 13 - The Committee's duties are:

- (i) give an opinion on the hiring and dismissal of the independent auditor for the preparation of independent external audit or for any other service;
- (ii) give an opinion about hiring the independent auditor to perform extra-audit services;
- (iii) to supervise the activities: (a) of the independent auditors in order to evaluate: (a.1) their independence; (a.2) the quality of the services provided; and (a.3) the adequacy of the services provided to the Company's needs; (b) the Company's internal controls area; (c.) the Company's internal audit area; and (d) the Company's financial statement preparation responsible area;
- (iv) monitor and evaluate the quality and integrity: (a) of the internal control mechanisms; (b) the Company's quarterly information, interim statements and financial statements, including explanatory notes, management reports and independent audit's opinion, prior to the document disclosure; and (c) the information and measurements disclosed based on adjusted accounting data and non-accounting data that add elements not provided for in the usual financial statement reporting structure;
- (v) evaluate and monitor the Company's risk exposures, including requiring detailed information from policies and procedures related to: (a) management compensation; (b) the use of Company assets; and (c) expenses incurred on behalf of the Company; (d) financial risks and the measures adopted to control such exposures; and (e) any other that it deems relevant to the fulfillment of such duty;

- (vi) evaluate and monitor, together with Management and the internal audit area, the adequacy of related-party transactions carried out by the Company and their respective supporting documentation, as provided in the Company's Related-Party Transactions Policy;
- (vii) issue opinions and recommendations regarding the compliance of related-party transactions submitted to the Board of Directors for resolution under the Company's Related-Party Transactions Policy;
- (viii) evaluate, monitor and recommend to management the correction or improvement of the Company's internal policies, including the Company's Related-Party Transactions Policy;
- (ix) discuss, together with the independent auditors, (a) the main accounting policies, practices and principles used in the preparation of the financial statements; (b) any significant changes in the application or choice of such policies, practices and principles; (c) the alternative methods of accounting treatment, in light of generally accepted accounting principles, for financial information, including off-balance sheet structures and pro forma or adjusted information, their effects on the financial statements, and the criteria used for their disclosure; and (d) any accounting treatment advised by the independent audit firms;
- (x) oversee the resolution of any disagreements between the independent audit firms and the Company's management, including those relating to financial statements and financial reports;
- (xi) periodically discuss financial information, including earning guidance, provided to analysts and rating agencies, as appropriate;
- (xii) evaluate the effectiveness of the independent auditors, who will report directly to the Committee;
- (xiii) to follow-up the planning, methodology and results of the internal audit work, as well as the technical qualification of its employees;
- (xiv) to review, on an annual basis, the Internal Audit Statute and recommend changes, if necessary;
- (xv) to approve the budget for the internal audit area;
- (xvi) to follow-up the actions taken to promote an ethical culture and compliance with the Code of Ethics and Conduct and the Company's Compliance Program;
- (xvii) to review, periodically, the Company's programs and practices designed to promote compliance with applicable laws and regulations and the compliance monitoring programs in place in the Company;
- (xviii) to evaluate the implementation of recommendations made by the independent auditors and the internal auditors, as well as those made by the Committee itself;
- (xix) oversee the establishment and disclosure of procedures for receiving and handling information about non-compliance with legal and regulatory provisions relating to accounting practices, internal controls or auditing, including specific procedures to protect the information provider and its confidentiality;
- (xx) to evaluate, follow-up, and recommend to management the correction or improvement of the Company's internal policies;

- (xxi) to prepare an annual report at the end of the fiscal year, to be disclosed by the Company together with the respective financial statements, containing, at least, (a) information about its activities, the results and conclusions reached and the recommendations made, highlighting the recommendations made by the Committee to the Company's Board of Directors; and (b) any situations in which there is significant disagreement between the Company's management, the independent auditors and the Committee, with respect to the Company's financial statements;
- (xxii) following-up the functioning of the Company's Report Channel;
- (xxiii) evaluating, at each term of office, the Committee's performance with regard to the fulfillment of the responsibilities defined in the Rules; and
- (xxiv) to watch over the Company's interests within the scope of its duties, as well as complying with other duties determined by the Board of Directors.

CHAPTER V – MISCELLANEOUS

Article 14 - These Rules and any proposals for amendments must be approved by the Board of Directors. The Committee shall, whenever it deems necessary, submit to the Board of Directors a proposal to change the terms of these Rules.

Article 15 - The Committee shall have the means to receive reports, including confidential ones, both internal and external to the Company, on matters related to the scope of its activities.

Article 16 - The Company must keep, at its head office and at the disposal of CVM, for a period of 5 years:

- (i) counted from the last day of the term of office of the Committee member, documentation proving compliance with the requirement provided for in the sub-item (ii) of Article 3; and
- (ii) the Committee's annual reports provided in sub-item (xxix) of Article 13.

Article 17 - Any divergences or omitted cases related to these Rules will be settled by the Board of Directors.

Article 18 - These Rules shall become effective on the date of their approval by the Board of Directors and revoke any rules and procedures to the contrary.

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