

# Report on the Activities of Statutory Audit Committee

02/06/2026

# Report from the Statutory Audit Committee

## Introduction

TOTVS has had an Audit Committee since May 28<sup>th</sup>, 2007, and the committee was included in the Bylaws on April 5<sup>th</sup>, 2018. Subsequently, on November 4<sup>th</sup>, 2021, the Board of Directors approved the change of its name to Statutory Audit Committee ("CAE"), in addition to new Internal Regulations, exclusively for the Committee, which meet the requirements established in CVM Resolution No. 23, dated February 25<sup>th</sup>, 2021.

The CAE's current Internal Regulations establish the Committee's duties, which, in summary, are: to ensure the proper operation of the Internal and Independent Audit management processes, the mechanisms and controls related to Risk Management, and the consistency of the Financial and Governance Policies with the strategic guidelines and risk profile of the business. The CAE is also responsible for ensuring the quality and integrity of the Company's Financial Statements, making recommendations to Management regarding the approval of financial reports and any actions aimed at improving the environment of Internal Controls and Priority Risk Management. The CAE's assessments are based on information provided by Management, internal audit, independent auditors, those responsible for risk management and internal controls at the Company, as well as on its own analyses resulting from direct observations.

Currently, the CAE is composed of Gilberto Mifano (Coordinator), Ricardo Grosvenor Breakwell, Tania Sztamfater Chocolat, elected by the Board of Directors on April 23<sup>rd</sup>, 2024, and Edson Georges Nassar, elected by the Board of Directors on April 30<sup>th</sup>, 2025, all independent members, with a term of office until the first meeting of the Board of Directors following the Company's 2026 Annual General Meeting. Ricardo Grosvenor Breakwell is an external member and has knowledge and experience in external auditing and controllership of publicly traded companies, as well as those regulated by the Central Bank.

Under the terms of the Internal Regulations, the CAE must meet at least once every two months. During the 2025 fiscal year, the Committee met 12 (twelve) times, including 11 (eleven) previously scheduled ordinary meetings and one extraordinary meeting, with 100% (one hundred percent) of the members attending all meetings.

On February 6<sup>th</sup>, 2026, the Committee reviewed and recommended that the Board of Directors approve the financial statements for the fiscal year ended December 31<sup>st</sup>, 2025.

Throughout the meetings, representatives from the Executive Board and other areas participated in further discussions. In addition, the CAE held exclusive quarterly sessions with the Independent Audit and exclusive sessions among its members only, without the presence of guests. At each regular meeting of the Board, the Coordinator presented the recommendations and the report on activities.

## Topics Discussed

Following its annual schedule of meetings and topics to be addressed, the CAE analyzed, monitored, discussed, gave opinions, and issued recommendations, the main topics of which were: **(i) Independent Audit:** discussion of the independent auditors' service agreement, addressing the required scope and culminating in a recommendation to the Board of Directors to renew the agreement with the audit firm in 2025; discussion of the planning, scope, and main conclusions obtained in the quarterly reviews ("ITRs") and the opinion for the issuance of the 2025 financial statements ("2025 FS"); discussion of the recommendations outlined in the Internal Controls Letter, as well as the respective action plans proposed by the internal areas for the correction or improvement of these

# Report from the Statutory Audit Committee

points; knowledge of the results of the ISAE 3402/2025<sup>1</sup> report; discussion and approval of the Independent Audit Work Plan; and discussions on the notes made by the Independent Audit regarding general information technology controls ("ITGC"); and evaluation of the performance of the Independent Audit and holding of a feedback session with its professionals. **(ii) Internal Audit:** evaluation and discussion of Internal Audit reports issued for the main processes of the Company, its subsidiaries, and companies that are part of the TOTVS Franchise System, results of special investigations, including identified deficiencies, justifications, and corrective actions; monitoring of corrective actions for audit points identified in the Internal Audit work; presentation of the Annual Internal Audit Plan for the 2025 fiscal year; discussion of the Company's risk matrix applied to Internal Audit activities for the 2025 fiscal year; monitoring of recurring indicators defined by the CAE, related to Internal Audit, Internal Controls, Risk Management, Compliance, and Whistleblowing Channel, with the definition of attention levels for each indicator and reporting to the Board of Directors; assessment and recommendations regarding the 2024 Internal Audit Activity Report ("AIAR"); and annual evaluation cycle of the area, compliance with the fiscal year's goals, based on the evidence presented, and the performance of the head of the Internal Audit department, as well as approval of the proposed goals for fiscal year 2025. The Committee also validated the goals of the Internal Audit team, which reports to the Chief Audit Executive. **(iii) Internal Controls, Corporate Risk Management, and Compliance:** assessment and discussion of the Company's Prioritized Risk Matrix, for possible description of risk factors in the updated Reference Form, with monitoring of risk mitigation plans together with those responsible for their execution; monitoring of the risk management cycle, suggesting improvements in processes, establishing points of contact between the Executive Board and the Board of Directors; scheduling and monitoring the implementation of action plans to comply with the Integrity Program established by the Company for the year 2025; analysis of the conditions for contracting or renewing Directors and Officers Liability Insurance ("D&O"); monitoring the Business Continuity Plan, including the Business Impact Analysis (BIA); monitoring recurring indicators defined by the CAE in the areas of Internal Controls, Risk Management, Compliance, and Whistleblowing Channel, defining levels of attention for each indicator and reporting to the Board of Directors; results of risk environment and internal control tests and presentation of the tool used in the tests; and presentation of the financial results of the franchises and indicators for the channels area. **(iv) Financial Management, Provisions, and Indicators:** assessment and opinion for deliberation by the Board of Directors on the quarterly and annual Financial Statements, including monitoring the content of the respective Earnings Releases and the Company's capital budget; assessment of the proposed allocation of results for the fiscal year ending in 2025; monitoring of the Financial Results of the subsidiary Dimensa S.A. and co-subsidiary TOTVS Techfin S.A.; assessment and recommendation for approval of proposals for declaration and distribution of interest on equity capital; results of the procedures adopted for reviewing the annual impairment tests and assessment of the proposal for the recoverability of deferred tax assets; monitoring of the capitalization of investments in research and development ("R&D"); monitoring of the activities and topics discussed by the Tax Affairs Committee and the Labor Affairs Committee; monitoring and assessment of the impacts of tax reform on the Company; monitoring of materialized and non-materialized risks from civil, labor, and tax litigation, and the respective provisions for contingencies; monitoring and recommendations to the Board of Directors and Executive Board on the hiring of auditors, due diligence reports, valuation assumptions, and risks of operations involving mergers and acquisitions (M&A); monitoring the progress of payments related to acquired companies (earn-outs); discussions on structuring for the issuance of debentures; and monitoring the results of the Net Promoter Score ("NPS") survey, economic churn indicators, and actions to retain and improve customer satisfaction with the services provided, considering possible financial impacts on the Company. **(v) Information Security and Data**

<sup>1</sup>The Independent Auditor declared the absence of conflicts or compromises to its independence regarding the activities performed in the scope of the audit of the Company's financial statements, in accordance with CVM Resolution No. 23, dated February 25<sup>th</sup>, 2021.

# Report from the Statutory Audit Committee

**Privacy:** monitoring action plans to mitigate weaknesses and improve general information technology controls ("ITGC"); monitoring and discussing information security, data privacy, cybersecurity, and cloud events, as well as the development and implementation of action plans related to strengthening the security of the environment and identified weaknesses; monitoring of risks associated with Information Security; monitoring and renewal of Cybersecurity insurance; and monitoring and discussion of issues involving the General Data Protection Law and projects to comply with the requirements of the Law. **(vi) Corporate Governance:** discussion and monitoring of the annual processes for updating the Reference Form, the Integrated Report for the base year 2024-2025, the Report on the Brazilian Corporate Governance Code, and the Carbon Inventory in the Carbon Disclosure Project ("CDP") model for recommendation for approval by the Board; monitoring of the process of preparing the 2025 Ordinary and Extraordinary General Meetings, with analysis and recommendations on the documents convening the meetings to be submitted for deliberation by the shareholders; monitoring of the Monthly Report on Regulatory Agency Official Letters; discussion and recommendation regarding the deliberation and disclosure by the Board of Directors of the revision of the following regulatory documents: Indemnity Policy; Policy on Business and Institution Relations with Public Entities; Policy on Transactions between Related Parties; Jurisdiction Policy; Contributions, Policy of Donations, and Sponsorship; Policy on the Preparation and Publication of Standards; and Corporate Information Security Policy; recommendation for approval of the Committee's annual budget for the 2026 fiscal year, covering the CAE's expenses, expenses related to Independent Audit services, and Internal Audit expenses; regular monitoring and evaluation of reports received through the Whistleblowing Channel, the activities of the Ethics and Conduct Committee, investigations conducted, and measures taken by Management, with reports to the Board of Directors; participation of the CAE Coordinator in the Ordinary General Meeting to answer any questions from shareholders; evaluation and recommendation to the Board regarding transactions with related parties; conducting the Committee's annual self-assessment process and evaluating the areas linked to the CAE; and preparing the CAE's annual activity report for 2024.

## Statement of the Statutory Audit Committee

### 2025 Annual Financial Statements:

The members of the Statutory Audit Committee of TOTVS S.A., in the exercise of their duties and legal responsibilities, as provided for in the Internal Regulations of the Statutory Audit Committee, examined and analyzed the financial statements, accompanied by the preliminary opinion of the independent auditors and the annual report of Management for the fiscal year ended December 31<sup>st</sup>, 2025 ("2025 Annual Financial Statements") and, considering the information provided by the Company's Management and KPMG Auditores Independentes Ltda., as well as the proposed allocation of the 2025 fiscal year results, unanimously opined that they adequately reflect, in all material respects, the Company's financial position and results of operations, and recommended the approval of the documents by the Company's Board of Directors for submission to the Annual Shareholders' Meeting, in accordance with the Brazilian Corporation Law.

São Paulo, February 6<sup>th</sup>, 2026 .

### Gilberto Mifano

Coordinator of the Statutory Audit Committee and member of the Governance and Nomination Committee and the Board of Directors

# Report from the Statutory Audit Committee

**Edson Georges Nassar**

Member of the Statutory Audit Committee, Coordinator of the Governance and Nomination Committee, member of the People and Compensation Committee and the Board of Directors

**Ricardo Grosvenor Breakwell**

External Member of the Statutory Audit Committee, with recognized experience in corporate accounting matters

**Tania Sztamfater Chocolat**

Member of the Statutory Audit Committee and Board of Directors