



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

### CHAPTER I

#### Purpose of this Charter

**Article 1** This Charter (the "Charter") governs the operation, structure, organization, duties, and responsibilities of the Statutory Audit Committee (the "Audit Committee") of TOTVS S.A. (the "Company", or "TOTVS"), as well as the relationship between the Board of Directors of TOTVS (the "Board"), the Audit Committee, and the other bodies of the Company, in compliance with good corporate governance practices, the provisions of Law No. 6.404/76 (the "Brazilian Corporations Act"), the standards enacted by the Brazilian Securities and Exchange Commission ("CVM"), the regulations of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("B3"), the Company's Bylaws, as well as other applicable rules.

### CHAPTER II

#### Scope of Action and Responsibilities of the Audit Committee

**Article 2** The Audit Committee is a statutory and collegial body that will work on a permanent basis and is directly bound to the Board, the purpose of which is to provide the Board with advice on the monitoring and quality control of financial statements and information, risk management, internal controls, and on the analysis of transactions with the Company's related parties.

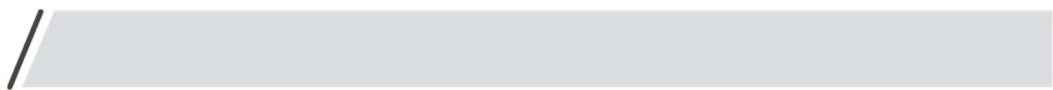
**Article 3** Without prejudice to the other duties as set forth in TOTVS' Bylaws, in the applicable regulations and in the Company's internal policies, particularly in the Code of Ethics and Conduct, in the Policy on Transactions with Related Parties, and in the Risk Management, Internal Controls, and Compliance Policy, or additional responsibilities that may be determined by the Board, the Audit Committee will be responsible for:

- (i) directing the Board of Executive Officers in determining the parameters of TOTVS' risk management model and periodically reviewing and monitoring the risk management policies, its resources, and the adequacy to the maximum risk tolerance as determined by the Board of Directors;
- (ii) giving opinions on proposals by management bodies to be submitted to the Shareholders Meeting, related to change in capital, issue of debentures or subscription warrants, investment plans and/or capital budgets, distribution of dividends, transformation, merger, consolidation or spin-off, tax issues, and structured finance operations;
- (iii) evaluating and monitoring, together with TOTVS' Legal Department, all legal issues and/or contingencies that may have a significant impact on the financial statements;
- (iv) supervising the activities of TOTVS'S internal controls area, periodically reviewing and monitoring the quality of internal control mechanisms and the suitability of the managing reports submitted by the Company's management relating to accounting, financial results, and risk management aspects, as regards their integrity, compliance, form, content, and distribution (access to information);
- (v) supervising TOTVS'S Internal Audit Department, reviewing its activities, organizational structure, and qualifications;



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

- (vi) recommending to the Board of Directors the approval of the Annual Internal Audit Plan, considering an appropriate risk coverage;
- (vii) giving opinions on the hiring and dismissal of the independent auditors for providing an independent external audits or for any other service; reviewing the scope and focus proposed by the external auditors and evaluate their fees and results of services provided, supervising their activities in order to assess: (i) their independence status; (ii) the quality of services provided; and (iii) whether the services provided are suitable to the Company's needs;
- (viii) monitoring the quality, integrity, and compliance of TOTVS'S quarterly financial statements, interim statements, and annual financial statements of TOTVS and supervising the preparation of TOTVS'S financial statements, reviewing and giving an opinion before the following documents are submitted to the Board, disclosed, and filed with CVM: the management reports of quarterly results (press release); the Financial Statements; the Management Report; Quarterly Financial Statements (so-called "ITR Forms"), DFP – Standardized Financial Statements; the Reference Form; the Management Proposal to the General Meeting on topics within its competence, and related documents;
- (ix) meeting regularly with external auditors, including without the presence of management members, whenever necessary, to monitor the result of their quarterly reviews and the audit of the financial statements, as well as to deal with changes and/or maintenance of accounting principles and criteria; use of reserves and allowances; relevant estimates and judgments used in the preparation of the financial statements; risk assessment methods and the results of these assessments; changes in the audit scope; high-risk areas; material deficiencies and significant failures in internal controls; knowledge of illegal acts; and effects of external factors (economic, regulatory, and industry-related) on the financial reports and the auditing process;
- (x) assessing the suitability of the controls adopted to check the compliance with the standards provided for in the Securities Trading Policy, and the Policy on Disclosure of Material Fact or Act, and monitoring their implementation;
- (xi) monitoring the implementation of any recommendations made by the Internal Audit Department and external auditors;
- (xii) monitoring everything that may be reported through the Company's whistleblowing channel, ensuring compliance with TOTVS'S Code of Ethics and Conduct, warning the Board of any fraud and/or crimes and, when applicable, suggesting measures to be taken;
- (xiii) assessing and monitoring the Company's internal policies related to the topics under its competence, including the Policy on Transactions between Related Parties, and recommending to the management any corrections or improvements thereto;
- (xiv) together with the Company's management and with the internal audit area, the Internal Controls, Risks and Compliance area, and the Legal Department, assessing and monitoring the adequacy of transactions with related parties performed by the Company and their corresponding documents disclosed, in compliance with the applicable regulations and the Company's Policy on Transactions between Related Parties;





## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

- (xv) providing the Board of Directors with support in monitoring compliance with the laws, standards, regulations, and internal policies applicable to the Company, as well as periodically reviewing the Compliance policies and procedures adopted by the Company, including but not limited to the Compliance Program, as well as the structuring, functioning, and work plan of the Compliance area.
- (xvi) preparing an annual summary report to be submitted alongside the financial statements, containing at least the following information: (i) the meetings held and the key issues discussed; (ii) the activities carried out in the period, the results and conclusions reached, and the recommendations made; (iii) any situations in which there is significant divergence between the company's management, the independent auditors, and the CAE (Statutory Audit Committee) regarding the Company's financial statements.
- (xvii) ensuring the existence of a channel or other means for receiving complaints, including confidential ones, whether internal and external to the Company, in matters related to its activities; and
- (xviii) issuing its opinion on any matters that the Board may submit to it, as well as those that this Committee may deem relevant.

**Sole Paragraph** - The Company shall disclose and maintain at its registered office for a period of five (5) years, a detailed annual report prepared by the Audit Committee, pursuant to section (xix) of this Article.

**Article 4** Besides the responsibilities provided for in Article 3 above, the Audit Committee shall also:

- (i) look after the Company's interests within the scope of its authority;
- (ii) be informed about any demands made by regulatory bodies, as well as any answers provided by the Company;
- (iii) annually propose to the Board of Directors the budget for its operation in the subsequent fiscal year; and
- (iv) carry out the self-assessment of its activities and identify possibilities for improvement in the way it operates.

**Article 5** Committee members shall keep an unbiased and skeptical attitude in carrying out their activities and, above all, concerning the estimates contained in the financial statements and the Company's management.

**Sole Paragraph** : Members may, at any time, request information and documents about any acts, policies, and procedures relevant to the performance of their activities.

### CHAPTER III

#### Composition of the Audit Committee, Term of Office, and Investiture of Members

**Article 6** The Audit Committee shall be composed of at least 3 (three) members (the "Member(s)"), all of whom shall be independent, and most of them shall be members of the Board of Directors who do not take part in the Board of Executive Officers. In addition, at least 1 (one) of them must have recognized experience in corporate accounting



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

matters, pursuant to CVM Resolution No. 23, of February 25, 2021 (the "Financial Expert"). The skills listed herein may be accumulated by the same Member.

**Paragraph One** - In order to comply with the requirement of being an independent member as referred to in the caption of this Article 6, the member of this CAE Committee: I - cannot be, or have been, in the last five (5) years: a) an executive officer or employee of TOTVS or of one of its direct or indirect parent company, subsidiary, affiliate, or company under common control; or b) a partner, technical manager, or member of the work team of the Independent Auditors' firm; and II – cannot be a spouse, relative in a straight line or collateral line up to the third degree, and by affinity up to the second degree, of the people referred to in subparagraph I hereinabove.

**Paragraph Two** - The election of Members, at each term of office, shall take place at the first meeting of the Board to be held after the Company's General Meeting that elects them.

**Paragraph Three** - The Board, at any time, shall remove the Member whose independent status is affected by any circumstance of conflict of interests or that is potentially conflicting.

**Paragraph Four** - The participation of Executive Officers, whether statutory or non-statutory, of the Company, its subsidiaries, parent company, affiliates, or companies under common control, directly or indirectly, as Members, is prohibited.

**Paragraph Five** – The members of the CAE Committee will perform their positions for a maximum term of ten (10) years. Once Members have held a term of office or consecutive terms of office for any period, after leaving the Audit Committee such Member(s) may only rejoin it after at least 3 (three) years have elapsed from the end of the last consecutive term of office.

**Article 7** Members are invested in their respective positions by signing a Term of Investiture, which will be available for signature immediately after their election and must provide for that they agree to the arbitration clause set forth in Article 53 of the Company's Bylaws. Members must comply with the provisions set forth in the Company's Bylaws and also in all the charters, policies, and Code of Ethics and Conduct of the Company, as well as provide a no-fault/no-liability statement to perform the corresponding position, to be made under the legal penalties and in writing on a specific instrument that will be filed at the Company's headquarters.

**Article 8** The Members' term of office will coincide with that of the members of the Board, who can be reelected, and their terms of office will be extended until the newly-elected Members are invested in their positions, subject to article 6 above.

**Article 9** For the Financial Expert to meet the requirement of having recognized experience in corporate accounting matters, such Member must have:

- (i) knowledge of the generally accepted accounting principles and also of financial statements;
- (ii) experience in preparing, auditing, analyzing, or evaluating financial statements that have levels of coverage and complexity comparable to the ones existing in the Company;
- (iii) skills to assess the application of such principles in relation to the key accounting estimates;



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

- (iv) educational background consistent with the corporate accounting knowledge required for the Audit Committee's activities; and
- (v) knowledge of internal controls and corporate accounting procedures.

**Article 10 -** In the event of resignation, removal, or non-reelection of a Board member who is also part of the Audit Committee, the Board shall be responsible to elect a replacement at the first meeting to be held after such resignation, removal, or expiration of the term of office of said Member holding the position of member of the Board and, if applicable, also in the position of Member.

**Article 11 -** There will be no alternates for the sitting Members, and in any case of vacancy, absence, or inability, whether temporary or permanent, the Members will be replaced as follows:

- (i) in case of any or temporary inability or absence of the Coordinator, his/her functions will be performed by another Member nominated in writing by the Coordinator; and
- (ii) in any event of temporary inability or absence of a Member, the Audit Committee will work with the other Members, provided that there is a majority of them.

**Sole paragraph:** any replacement of a Member must be reported to the CVM and to the market within up to seven (7) business days from such replacement.

**Article 12 -** The Board will elect the Audit Committee's coordinator, who must be one of the independent members of the Board of Directors, pursuant to art. 6 hereinabove (the "Coordinator").

**Article 13 -** The Audit Committee's Coordinator shall:

- (i) meet with the Board at ordinary meetings or upon convening the latter to, among other matters that may be relevant, report the Committee activities and forward, as appropriate, to the Chairman of the Board, recommendations, analyses, opinions, and reports approved at Audit Committee meetings;
- (ii) attend the Company's Annual General Meeting, making him/herself available to provide clarifications and information to shareholders;
- (iii) convene, establish, and preside over the Audit Committee meetings;
- (iv) take measures to ensure that Members receive timely information as required to deliberate on matters on the agendas of meetings;
- (v) decide on the participation and, when applicable, call to take part in the Audit Committee meetings, officers, executives, auditors, consultants, and employees, whether internal and external, of the Company, including specialists, who hold information on matters on the agenda or whose area of expertise is related to such matters, subject to the provisions set forth in this Charter and any issues of conflict of interests;



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

- (vi) request the Company's management and its independent auditors for the information and/or clarifications deemed necessary for the Audit Committee to perform its duties, subject to the provisions of this Charter;
- (vii) represent the Audit Committee in its relationship with the Board and its advisory committees, the Board of Executive Officers, the independent auditors, and the Company's Fiscal Council (aka Supervisory Board), if established, signing, when necessary, correspondences, invitations, and reports addressed to them;
- (viii) organize and coordinate every year the Audit Committee's assessment process, observing the procedures and processes approved by the Board; and
- (ix) ensure the faithful compliance with this Charter.

**Paragraph One** - In the event of any temporary inability of the Audit Committee's coordinator, another Member of the Committee to be nominated in writing by the Coordinator, will temporarily exercise the function of Coordinator for the same period that such inability may last.

**Paragraph Two** - If the Coordinator is prevented from making this nomination, any of the other two members may, by mutual agreement between them, perform the function on an interim basis.

**Paragraph Three** - If the Members do not reach an agreement on who of them will hold the position of Coordinator under the Second Paragraph of this Article, the Board will appoint who shall hold the aforementioned function.

### CHAPTER IV Management

**Article 14** - The Audit Committee will have autonomy to carry out its activities, having also its own budget approved by the Board intended to cover expenses with its functioning and to hire consultants for accounting, legal or other matters, whenever an external expert's opinion may be required.

**Article 15** - External consultants must be subject to the same rules and policies of the Company as the other Members, including regarding conflicts of interest, the duty of diligence, the duty of confidentiality and loyalty, and they must handle all information received with the required care to work as an external consultant to the Audit Committee.

### CHAPTER V Audit Committee Meetings

**Article 16** - The regular meetings of the Audit Committee will be held at least once every two months, so that the accounting information is always reviewed before its disclosure and, extraordinarily, whenever necessary, upon call made by the Coordinator or by any 2 (two) Members.

**Article 17** - The call for the meetings will be made in writing, sent whether by personal delivery or e-mail at least two (2) business days in advance, and must provide information on the place, date, and time at which the meeting will take place, as well as its agenda, accompanied with all documents related to the deliberations to be taken.



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

**Sole Paragraph** - Regardless of the call formalities, the meeting attended by all acting Members shall be considered regular.

**Article 18** - Audit Committee meetings must be held preferably at the Company's headquarters, and may exceptionally be held in another location as previously determined by the Coordinator.

**Article 19** - Audit Committee meetings may be held via conference call, videoconference, or by any other means of communication that allows for the identification of the member and the simultaneous communication with all other people attending the meeting. In this case, the Members will be considered as being present at the meeting.

**Sole Paragraph** - Any Member who states his/her vote by means of a proxy in favor of another Member, either by a written vote in advance or written vote transmitted by e-mail or by any other means of communication shall also be deemed as present at the corresponding meeting.

**Article 20** - Committee meetings will be established with the presence of a majority of its acting members and will be presided over by the Coordinator, or, in his/her absence, by another Member to be appointed by the Coordinator. In case no Member is so appointed, the attending Members shall elect the meeting coordinator.

**Article 21** - The Audit Committee will deliberate by an absolute majority of votes of those present at the meeting. In the event of a tie, the Coordinator will have the casting vote. As it is an advisory body to the Board, the Audit Committee's decisions have advisory nature and shall be submitted to the Board, accompanied with supporting material.

**Article 22** - Any meeting may be suspended or adjourned when circumstances so require, at the request of any Member and with the approval of a majority of the Members present at the meeting. In the event any meeting is suspended, the Coordinator must set a date, time, and place for its continuation, and a new call is not required.

**Paragraph One** - Any member of the Board may attend the Audit Committee meetings as an listening member, regardless of any invitation or call, and he/she shall only report to the Coordinator in advance his/her intention to attend a meeting.

**Paragraph Two**- The Company's executive officers, auditors, consultants, and employees, both internal and external, who are previously called by the Coordinator to provide information and/or clarifications related to the agenda of the meeting, will be able to attend the meetings of the Audit Committee but will not be entitled to vote on the agendas thereof.

**Article 23** - The Audit Committee, through its Coordinator, may request that joint meetings are held with other advisory committees to the Board, and also with the management bodies and with the Fiscal Council (aka Supervisory Board), if established.

**Article 24** - Any meeting of the Audit Committee may be confidential, in whole or in part, if, at the discretion of the Coordinator or the Board, there is a matter to be kept secret, including with regard to the disclosure of the conclusions reached.



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.

**Article 25** - The opinions and recommendations of the Audit Committee will be recorded in the minutes.

**Sole Paragraph** - Members may request that their remarks and recommendations regarding the matters dealt with at the corresponding meeting be recorded in the minutes. Any vote statements and protests that may be submitted by Members will be attached to the corresponding minutes and filed with the Company's headquarters.

**Article 26** - The Audit Committee may, through its Coordinator, upon the request of any Member that is approved by a majority of the Members present at the meeting, request and examine the corporate documents it deems necessary to exercise its duties.

**Sole Paragraph** - The information contained in the documents that will support the Audit Committee's decision-making will be strictly confidential, of exclusive property of the Company, and will be forwarded to the Members to allow them to make decisions about the subject which it refers to, and therefore they cannot be disclosed to third parties or used for any other purpose.

### Chapter VI

#### Conflict of Interest

**Article 27** - In case it is found any conflict of interest or private interest of a Member connected to a particular matter to be decided, such Member him/herself must report such fact to the other Members in a timely manner.

**Paragraph One** - In case any Member who may have a potential private benefit or conflict of interest connected to any decision to be made, does not report his/her own potential benefit or conflict of interests, any other Member who is aware of such situation could report such fact. In case such member of the Board fails to report voluntarily such material fact, that behavior will be deemed as a breach of this Charter, if such private benefit or conflict of interest are eventually confirmed.

**Paragraph Two** - As soon as the conflict of interest or private benefit is identified, the person involved will withdraw him/herself from the discussions and deliberations, and must withdraw temporarily from the meeting until the end of the matter, but may, prior to his/her withdrawal, provide information and further details, explain reasons, and settle any doubts from the Audit Committee.

**Paragraph Three** - The situation of conflict of interest or private benefit, as reported, must be recorded in the meeting minutes.

### Chapter VII

#### Compensation

**Article 29** - The members of the Board who are part of the Audit Committee are entitled to a fixed monthly compensation in addition to their compensation as members of the Board with the purpose of fairly compensating them for their dedication to the Audit Committee duties.

**Article 30** - External Members are also entitled to a fixed monthly compensation for their participation in the Audit Committee, as determined by the Board.



## CHARTER OF THE STATUTORY AUDIT COMMITTEE OF TOTVS S.A.



### Chapter VIII Assessment

**Article 31** - The Audit Committee, as a collegial body, as well as the Members individually considered, shall be assessed every year in compliance with the procedures and processes approved by the Board.

### Chapter IX General Provisions

**Article 32** - This Charter may be amended at any time by resolution of a majority of the Board members present at the meeting that resolves on the matter, and the Audit Committee may submit to the Board proposals for amendment.

**Article 33** - In case of any matter that might not be covered in this Charter, the Coordinator shall apply the procedural standards of the Board's Charter, insofar as they are consistent with the nature and function of the Audit Committee.

**Sole Paragraph** - In cases where the rules of the Board of Directors' Charter cannot be applicable, any matters that might not be covered herein and doubts of interpretation related to this Charter shall be governed by the Board of Directors.

**Article 34** - In case of any conflict between the provisions of this Charter and TOTVS'S Bylaws, the provisions of the Bylaws shall prevail and, in case of any conflict between the provisions of this Charter and the legislation in force, the provisions of the legislation in force shall prevail.

**Article 35** - This Charter was approved at the Board meeting held on October 1<sup>st</sup>, 2021, and becomes effective as of this date.