



CHARTER OF THE RISK COMMITTEE ADVISORY BODY OF THE BOARD OF DIRECTORS

The Board of Directors of Cielo S.A. ("Company"), in a meeting held on October 29, 2019, approved this charter ("Charter"), as follows:

1. Purpose and Mission

1.1. Purpose. This Charter regulates the structure, operation and powers & duties of the Risks Committee ("Committee"), binding and advisory body to the Company's Board of Directors ("Board of Directors"), pursuant to the Company's Bylaws ("Bylaws"), the Shareholders' Agreement of the Company ("Shareholders' Agreement") and applicable laws.

1.2. Mission. The Committee's mission is to advise the Board of Directors, focusing on the quality and efficiency of the risk management and minimum equity requirements applicable to the Company, ensuring the compliance of its business purpose and values with the following basic corporate governance principles: transparency, equity, accountability, and corporate responsibility.

2. General Rules of the Committee

2.1. Installation. The Committee will be installed by the Board of Directors, pursuant to Article 27 of the Company's Bylaws and Article 2.3 - "Structure" hereof.

2.2. Powers & Duties. The Committee is responsible for:

- (a) analyzing and defining the operational rules and submitting them to the approval of the Board of Directors, which must be compatible with the Company's nature and complexity;
- (b) analyzing and issuing recommendations on the policies related to the risk management, business continuity, internal controls, compliance and minimum equity requirements applicable to payment institutions, as well as overseeing the compliance and guiding the Company on exceptions identified;
- (c) analyzing and issuing recommendations, when applicable, proposals of the statement of risk appetite and tolerance, as well as risk management strategies, considering the risks in an individual and integrated way;
- (d) monitoring the risk appetite levels set out in the statement of risk appetite and tolerance and their management strategies, considering the risks in an individual and integrated way, as well as the compliance of the Executive Board with these guidelines, when applicable;
- (e) overseeing the work and performance of the Executive Officer(s) responsible for the Risk Management, Internal Controls, and Compliance;
- (f) becoming aware and taking any appropriate action, if deemed necessary, of the work carried out by the internal and external audits regarding the risk management, business continuity, internal controls, compliance and minimum equity requirements applicable to payment institutions with the respective results, issuing possible recommendations to the Board of Directors;
- (g) analyzing and issuing recommendations to the Board of Directors, at least once a year, on the stress test program, pursuant to current laws, as well as the liquidity contingency plan;
- (h) analyzing and issuing recommendations to the Board of Directors, at least once a year, on the equity contingency plan;
- (i) using, at its discretion, the work of experts on subjects related to the powers & duties of this Committee, without evading from its responsibilities;
- (j) supporting the Board of Directors to promote and improve the risk culture;



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- (k) positioning and reporting to the Board of Directors, every quarter - or whenever deemed convenient - the evaluation of results related to the risk management process, business continuity, internal controls, compliance and minimum equity requirements, as well as the level of compliance of the risk management structure with the applicable current regulations, giving to the Board a broad and integrated overview of the risks and their impacts;
- (l) analyzing the annual compliance report, pursuant to Official Letter 3865 of December 7, 2017;
- (m) analyzing and issuing a recommendation to the Board of Directors on the assumption of very high and high risks, as well as monitoring and notifying to the Board of Directors the compliance with defined plans of action and/or compensatory controls set to reduce the risk exposure;
- (n) monitoring and supervising risks classified as low or medium and their plans of action, issuing possible recommendations, if deemed necessary, and reporting them to the Board of Directors;
- (o) becoming aware and, together with the internal audit, taking any appropriate action, if deemed necessary, of the report of the independent auditors on the system of internal controls and non-compliance with legal and regulatory provisions prepared in connection with the audit of the income statements, pursuant to Official Letter 3467/09;
- (p) analyzing and issuing a recommendation on the Company's risk exposure, and forwarding its position on the matter to the Audit Committee;
- (q) complying with other responsibilities assigned by the Board of Directors, as long as related to the powers & duties outlined herein.

2.3. Structure. The Committee will have at least 03 (three) sitting members, elected by the Board of Directors, pursuant to Article 2.4 - "Election and Term of Office" of this Charter, with at least one of the members also an independent board member of the Company.

2.3.1. The Committee will have only sitting members and the participation of members of the Fiscal Council, when installed, is prohibited.

2.3.2. The members of the Committee must have proven expertise and experience in the operating area of this Committee.

2.3.3. The members of the Committee must not be or have been, for at least the past six months, an employee or member of the Company's Executive Board or any of its investees, with the purpose to preserve their autonomy and independence.

2.3.4. The members of the Committee must not be a spouse or direct, indirect relative, up to the second degree, of the persons mentioned in Item 2.3.3.

2.3.5. There will be no hierarchy among the members of the Committee, who will not have, individually or jointly, any assignment in the Company's professional staff.

2.3.6. The members must act with the utmost independence and objectivity, focusing on the Company's best interest, so that the Committee can achieve its purpose, as well as observing and complying with the Company's Code of Ethical Conduct and other Codes and Policies.

2.3.7. The position as a member of the Committee cannot be delegated.

2.3.8. At the first meeting to be held after the election of the members of the Committee by the Board of Directors, such members must elect a Coordinator and an Alternate Coordinator; both will have the same term of office as the other members of the Committee. Mandatorily, the Coordinator of the Committee must be an independent board member.

2.3.9. When necessary, the Committee must appoint one of its members to represent the Committee at meetings of any other body of the Company.



2.4. Election and Term of Office. The members of the Committee must be elected at the first meeting of the Board of Directors after the Annual Shareholders' Meeting of the Company that elects the members of the Board of Directors, with a unified term of office of two (2) years, coinciding with the term of office of the members of the Board of Directors. The reelection is allowed.

2.5. Investiture. The members of the Committee will be invested in their positions after signing the term of investiture within thirty (30) days after their appointment, which will be duly filed at the Company's headquarters.

2.6. Compensation. The members of the Committee may or may not be compensated, at the discretion of the Board of Directors. The Board of Directors may also allow, at its discretion, the reimbursement of expenses incurred to attend the meetings.

2.7. Duties of the Coordinator.

2.7.1. Below are the Coordinator's main responsibility, assisted by the Office of the Board of Directors ("Corporate Governance Office"):

- (a) convening and chairing the Committee's meetings;
- (b) coordinating and establishing the agenda of the meetings;
- (c) ensuring that the Committee's members receive full and timely information on the items of the agenda;
- (d) ensuring the effectiveness and good work of the Committee;
- (e) complying with and enforcing this Charter;
- (f) eventually proposing the invitation of experts to attend the meetings;
- (g) representing the Committee in its relations with the Company's Board of Directors and the Statutory Executive Board ("Executive Board");
- (h) quarterly reporting the matters discussed at Committee's meetings to the Board of Directors.

2.8. Absence of the Coordinator. In case of absence or temporary impediment of the Committee's Coordinator, the Coordinator's duties will be performed by another member appointed by the majority of the members of the Committee at the meeting.

2.9. Vacancy. In the case of a definitive vacancy at the Committee, the Board of Directors will be engaged to elect the alternate, who will remain in office until the end of the term of office of the member replaced, to comply with the combined term of office of the Committee's members.

2.10. Waiver. The resignation to the position of member of the Committee will occur through a written notice to the Board of Directors, becoming effective with the Company after the Board of Directors receives said notice.

3. Duties and Responsibilities

3.1. Duties and Responsibilities of the Members. The members of the Committee must: (a) perform their duties in accordance with the duties and responsibilities assigned to the Company's Management set forth in Articles 153 to 159 of Law 6404/76 ("Brazilian Corporation Law"), as provided in Article 160 of the same Corporation Law; (b) comply with and enforce the Charter of this Committee; (c) not disclose to third parties the documents or information of the Company to which they have access and they must keep the secrecy and confidentiality, using this information only to carry out their duties as member of this Committee, as well as require the same confidential treatment from advisory professionals, under the



penalty of being held liable for contributing with its undue disclosure; (c) abstain from, severally or with a third party, intervening in any transaction between the Company and its Related Parties (as defined in the Policy on Transactions with Related Parties); (e) act with the utmost independence and objectivity, focusing on the Company's best interest, as well as observing and complying with the codes and policies, to which they are subject.

4. Operation of Meetings

4.1. Periodicity. The Committee will meet, ordinarily, quarterly and extraordinarily, whenever necessary, in accordance with the call notice rules set forth in Articles **Erro! Fonte de referência não encontrada.** and **Erro! Fonte de referência não encontrada.**, below.

4.2. Call Notice. The call notice for the Committee meetings must be made by the Corporate Governance Office, with the guidance of the person responsible for convening the meetings of the Committee, subject to the terms of this Charter, through the Company's Corporate Governance Portal or, alternatively, through electronic mail (e-mail), which must include the date, time and place of the meeting, the agenda and the respective supporting materials.

4.2.1. Notwithstanding the call notice formalities provided for herein, regular meetings shall be those attended by all members of the Committee or convened in shorter periods than those foreseen due to urgency.

4.3. Term of the Call Notice, Agenda and Material. The call, agenda and supporting material referring to the meetings must be made and sent jointly, at least, five (5) days in advance to the date scheduled for the meeting.

4.3.1. If the members of the Committee do not receive the documents herein in time, any member may request the removal of the item related to the material not sent in due time and the inclusion of the item on the agenda of the next meeting. The decision of discussing or not the item in the agenda shall rely on the approval of a majority of members attending the meeting, as long as the delay does not impair the analysis of the matter.

4.3.2. In case of an extraordinary meeting, given the urgency of the call, the person responsible for convening the meeting, subject to the terms of this Charter, will define the minimum term to send the agenda and relevant material with the help of the Corporate Governance Office.

4.4. Location. The Committee's meetings shall be preferably held at the Company's headquarters.

4.5. Quorum for holding the Meeting. The Committee's meetings will only be installed on the first call with the attendance of a majority of sitting members. In the absence of the minimum quorum set forth above and subject to the provisions of Article 4.3.2, a new meeting shall be convened in accordance with the urgency required for the matter, which shall be held with any quorum.

4.6. Structure of the Presiding Board. The Committee's meetings will be chaired by the Coordinator or, in his/her absence or temporary impediment, pursuant to Article 2.8 – "Absence of the Coordinator" hereof.

4.7. Quorum for Resolutions. As a general rule, the recommendations of the Committee will be issued by a simple majority, excluding the votes of any members with conflicting interests with the Company.

4.7.1. Anyone who is not an independent member of the matter under discussion must promptly disclose his/her conflict of interest or particular interest, and another person does so if the



conflicting member does not do so. In this assumption, such member can neither vote nor participate in discussions, and shall be absent from the meeting room while the matter is discussed.

4.8. Off-Agenda Items. The inclusion of off-agenda items will rely on the unanimous approval of the Committee's members attending the meeting.

4.9. Guests. The Coordinator, by his/her initiative or as requested by any member, may invite, at his/her own discretion, members of the Company's Board of Directors, officers, employees, independent auditors and/or third parties to provide the clarifications necessary on a certain item of the agenda of respective meeting and relating to their operating area.

4.10. Online Meetings and Remote Attendance. Committee's online meetings are authorized, as well as the remote attendance of its members.

4.10.1. Meetings may be held via conference call, video conference or by any other means of communication allowing the identification of the Committee's attending members and the communication with other attendees.

4.10.2. In case of an online meeting and/or remote attendance, the Committee's members shall undertake to prohibit third parties from attending the meeting without the Coordinator's previous approval.

4.10.3. The related minutes must be subsequently signed by all members attending the meeting, within the shortest time as possible.

4.11. Drawing up the Minutes. Minutes of the Committee's meetings will be drawn up, signed by all members, registered in the respective book and filed at the Company's headquarters.

4.11.1. The Committee must register in the minutes the attendance and absence of its members.

4.11.2. The minutes must be drawn up by the Corporate Governance Office and sent to the Committee's members within five (5) business days, as of the date of the meeting.

4.11.3. Members must send to the Corporate Governance Office, within three (3) business days after receiving the draft of minutes, any request to amend and/or change the draft of the minutes. Any requests received by the Corporate Governance Office shall be discussed and approved in a later meeting.

4.12. Corporate Governance Office. The Committee must have one (1) Secretary, who is responsible for:

- (a) organizing, under the Coordinator's guidance, the matters to be discussed, based on requests of the members of the Board of Directors, members of this Committee and engagement with the Company's Executive Board;
- (b) issuing the call notice for the Committee's meetings, making the members of the Committee aware of the place, date, time and agenda of the meeting;
- (c) acting as secretary of the meetings and drawing up the related minutes and other documents in the Company's records, collecting the signatures of members attending the meetings and declaring the attendance of any guest;
- (d) filing, at the Company, the minutes of the Committee, and sending them to the due bodies for registration and publication, where applicable;
- (e) issuing certificates, statements and attesting, before any third party, for all due purposes, the authenticity of recommendations proposed by this Committee;
- (f) assessing if the Committee's recommendations do not conflict with legal and statutory provisions or with previous recommendations.



5. Annual Report

5.1. Frequency and Submission. Annually, during the preparation of the Management's Report, the Committee must prepare and submit to the Board of Directors a written report, considering, at least, the information below:

- (a) a description of its structure;
- (b) a report on the activities carried out at the period ended;
- (c) a description of relevant recommendations issued;
- (d) the main measures adopted to ensure compliance with policies related to risk management, internal controls, and compliance;
- (e) description of amendments to the policies on risk management and equity minimum requirements made in the period and their implications to the Company; and

5.1.1 The Committee will keep the Report available to the Board of Directors for a minimum term of five (5) years after prepared.

6. General Provisions

6.1. Amendment to the Charter. The Committee may review and assess, whenever necessary, the adequacy of this Charter and propose to the Board of Directors the changes identified as necessary or convenient. Meetings to resolve on the review/amendment of the Charter must mandatorily have the attendance of the Coordinator.

6.2. Omitted Cases. The cases not covered herein, questions on the interpretation and/or amendments to the terms must be submitted to the Board of Directors.

6.3. Cases of Conflict and Inconsistency. In case of conflict or inconsistency between the provisions of this Charter, the Company's Bylaws or the Shareholders' Agreement filed at the Company's headquarters, the provisions of the following documents will prevail:

- (a) Shareholders' Agreement;
- (b) Bylaws;
- (c) This Charter.

6.4. Effectiveness. This Charter shall take effect on the date of its approval by the Board of Directors.

6.5. Scope. This Charter must be complied with by the Company, its Executive Officers, members of its Board of Directors, members of this Committee, members of other advisory committees, as well as the other departments of the Company.

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