

STATUTORY AUDIT AND RISK COMMITTEE OF PADTEC HOLDING S.A. **INTERNAL REGULATION**

CHAPTER I **PURPOSE**

The Statutory Audit and Risk Committee ("Committee") of Padtec Holding SA ("Company") and its controlled and affiliated companies ("Padtec Group") is a statutory advisory body linked to the Company's Board of Directors, of an advisory nature and permanent. Its operation is governed by the legislation in force, mainly by the Resolution of the Brazilian Securities and Exchange Commission ("CVM") nº 23, of February 25, 2021, as amended, by the provisions of the Company's Bylaws, by the Regulations of the Novo Mercado of B3 SA - Brasil, Bolsa, Balcão ("Novo Mercado Rules") currently in force and by these Internal Regulation ("Regulation").

CHAPTER II **REPORT**

The Committee will report directly to the Company's Board of Directors, through its Coordinator, acting independently in relation to the Executive Board and other areas of the Padtec Group. For the performance of its functions, the Committee will have operational autonomy and budget allocation, within limits approved by the Board of Directors.

CHAPTER III **COMPOSITION**

3.1 The Committee will be formed by 3 (three) members elected by the Board of Directors, being that:

- a) at least one of them must be an independent director of the Company, as defined in the Novo Mercado Regulation;
- b) at least one of them must have recognized experience in corporate accounting matters, under the terms of the regulations of the Brazilian Securities and Exchange Commission, which provides for the registration and exercise of independent audit activity within the scope of the securities market and defines the duties the responsibilities of the administrators of the audited entities in their relationship with the Independent Auditors;

c) the same member of the Committee may accumulate the two characteristics provided for in paragraphs (a) and (b) above.

3.2 The participation, as members of the Audit Committee, of directors of the Company, of Directors of its subsidiaries, of its controlling shareholder, of affiliates or companies under common control is prohibited.

3.3 At the first meeting of the Committee, the elected members will nominate, by majority, the Committee Coordinator, who will exercise the functions of representation, organization and coordination of the Committee's activities until the end of their term as a Committee member.

3.4 The function of a Committee member cannot be delegated, and must be performed in compliance with the principles of loyalty and diligence, as well as in a way to avoid any conflicting situations that could affect the Company's and its stakeholders interests.

3.5 The election of its members must take place during the first meeting of the Board of Directors after the investiture of the Board of Directors members. The term of office of the members of the Committee will coincide with the term of office of the members of the Board of Directors, with reelection permitted, and may even be extended until the investiture of their respective successors.

3.6 The members of the Committee will be invested in their positions by signing the Term of Office and Confidentiality, accepting their election and adherence to the terms of these Regulation.

3.7 In the event of a vacancy in the Committee, including the position of Coordinator, the Board of Directors must choose the replacement Committee member within 30 (thirty) days.

3.8 The members of the Committee may receive remuneration, to be approved by the Company's Board of Directors, compatible with their responsibilities, the time dedicated to their duties, their competence and professional reputation and the value of their services in the market. Committee members are prohibited, directly or indirectly, from receiving any type of compensation from the Company for the provision of consultancy, advisory or any other services that constitute impediment or incompatibility with the obligations and responsibilities of a Committee member.

3.9 Committee members who are members of the Company's Board of Directors will not be entitled to compensation for their performance on this Committee.

3.10 The members of the Committee have ensured the right to reimbursement of travel, accommodation and other expenses actually incurred in relation to the Company's business or their obligations as members of the Committee, subject to the criteria of reasonableness.

CHAPTER IV ASSIGNMENTS AND RESPONSIBILITIES

4.1 The role of Committee Coordinator should be subject to the following criteria and responsibilities:

- (i) will be the highest authority of the Committee and will be able to untie decisions on matters in which the members of the Committee do not reach consensus;
- (ii) convene and chair the meetings of the Committee;
- (iii) evaluate and define the issues to be discussed at the meetings, including on the agenda those to be considered;
- (iv) approve the participation of guests during Committee meetings for the purpose of advising, providing additional information or acting as observers;
- (v) communicate to other areas of the Company about the action plans or the requirements for derivative works of the Committee's meetings;
- (vi) approve the Committee's calendar of meetings, based on the activities of its members;
- (vii) will be responsible for the control over the fulfillment of the action plans defined by the Internal Controls or Internal Audit areas;
- (viii) comply with and enforce this Committee's Regulation;
- (ix) appoint the secretary of the table, who will be responsible for preparing the Minutes of the Committee's Meetings.

4.2 The other members of the Committee have the following rights and duties:

- (i) they will have an active voice and the right to vote on the matters dealt with by the Committee;
- (ii) they will not be able to designate substitutes for their functions;

- (iii) they shall inform the other members of the Committee on any matter that affects the responsibilities of the Committee; and
- (iv) they shall perform the specific responsibilities assigned to them by the Committee.

4.3 With regard to the Internal Controls and Risk Management systems, the Committee will have the following duties and responsibilities:

- (i) monitor the activities of the Company's Internal Audit and Internal Controls areas;
- (ii) evaluate and monitor the Company's risk exposures;
- (iii) propose to the Board of Directors the definitions and guidelines to compose the Risk Management model within the Company;
- (iv) propose to the Board of Directors the tolerance levels for exposure to the identified risks;
- (v) monitor and support the Risk Management process in defining the prioritized risks in line with the business context and the guidelines set by the Board of Directors;
- (vi) supervise Risk Management activities in compliance with current legislation and the Company's internal policies, rules and procedures;
- (vii) periodically evaluate, monitor and inform the Board of Directors about the prioritized risks identified by the reviews carried out by the Internal Audit and Internal Controls areas, assisting in the evaluation of action plans and recommendations;
- (viii) evaluate and recommend to the Board of Directors the correction or improvement of the Company's corporate policies, rules and procedures, when these documents are under the responsibility of the Board of Directors;
- (ix) monitor actions and measures so that control remedies are made possible and risks with unacceptable exposure are mitigated, following upon their implementation;

(x) to be informed by the Internal Audit area and/or by the Ethics Committee on relevant issues of ethical failures, integrity and fraud, defining together with the Ethics Committee the investigation procedures to be adopted;

(xi) ensure that the Executive Board develops reliable Internal Controls.

4.4 Regarding the financial statements, the Committee is responsible for:

(i) evaluate and review, prior to disclosure, the Company's quarterly financial information, interim statements and annual financial statements, including also the explanatory notes and the management report, when applicable;

(ii) analyze, together with the Independent Auditor, in relation to the financial statements: the accounting principles and criteria used; the form of constitution of the main provisions; the risk assessment methods and the results of those assessments; the main risks; the scope changes in the Independent Audit works that may have occurred; the relevant deficiencies, if found, and the main flaws in internal controls; the effects of external factors (economic, regulatory, sectoral, social and environmental) on financial reporting and the audit process. An important topic of discussion is the transparency in the disclosure of financial statements;

(iii) analyze, together with the Independent Auditor, the alternative methods of accounting treatment, if any, their effects on the financial statements and the criteria used for their disclosure, as well as the accounting treatment eventually advised by the Independent Auditor;

(iv) act to resolve any discrepancies that may exist between the Independent Auditor and the Company's Executive Board regarding the financial statements and financial reports;

(v) monitor the adjustments proposed by the Company's Independent and Internal Auditors, discussing with the Board of Directors the possible limitations identified for the fulfillment of the proposed measures, including in relation to judicial and administrative contingencies; and

(vi) analyze the letter of recommendations for internal controls issued annually by the Independent Auditors, discuss the weaknesses reported with the Board of Directors and monitor the proposed corrective or improvement action plan.

4.5 Regarding the Internal and Independent Auditors, the Committee is responsible for:

- (i) recommend to the Board of Directors the hiring, remuneration and replacement of the Independent Auditors;
- (ii) carry out, annually, the formal assessment of the Internal and Independent Auditors, analyzing, mainly, aspects related to the quality, objectivity, independence and effectiveness of the works;
- (iii) analyze, discuss and monitor the planning and scope of the work to be developed by the Independent Auditors;
- (iv) approve the Annual Internal Audit Plan;
- (v) review the work carried out by the Internal Audit area and define guidelines for its developments based on the identified aspects;
- (vi) present to the Board of Directors' meetings that discuss the Company's annual and/or quarterly results a summary of the Internal Audit work with a summary of the critical aspects identified;
- (vii) approve the hiring and dismissal of professionals from the Internal Audit team.

4.6 The Independent Auditors shall report directly to the Committee, reporting any difficulties and the emergence of relevant issues during its work. They will have time at their disposal at ordinary Committee meetings and, if necessary, may request extraordinary meetings to address relevant issues.

4.7 In the absence of the installation of the Fiscal Council, the Committee may, if requested by the Board of Directors, issue its opinion on proposals from the Executive Board, to be submitted to the Board of Directors and/or to the Company's General Shareholders Meeting, referring to: (i) modification of share capital; (ii) issue of debentures or subscription warrants; (iii) allocation of income for the year, distribution of dividends or interest on equity; and (iv) corporate operations (transformation, incorporation, merger or spin-off) or any other form of corporate reorganization.

CHAPTER V FUNCTIONING AND MEETINGS

5.1 At the beginning of each year, the Committee Coordinator will send the annual work agenda to the Chairman of the Board of Directors, for distribution to all directors, and to the Chief Executive Officer, for information. The agenda should include the meetings mentioned in item 5.10 below.

5.2 The Committee will meet at least 6 (six) times a year, once every two months, when convened by its Coordinator.

5.3 The summons to the Committee's meetings must be made in writing, by any of the Committee's members, via e-mail, at least 5 (five) days in advance, and shall specify the time, place and matters to be discussed in meeting. The meetings will be held regardless of call if the presence of all members is verified, and must be installed with the presence of the majority of the members of the Committee.

5.4 The Committee Coordinator shall request those responsible for the presentations to send the material to be used in the meetings to the members of the Committee at least 5 (five) days in advance.

5.5 The participation of the Committee member in the meetings may take place at a distance, by telephone, videoconference or other means of communication that allows the identification of the member in question and simultaneous communication between all those present at the meeting. In this case, the minutes will be transmitted by e-mail to the member who has participated at a distance, and initialed, signed and retransmitted to the Committee, in the same way. The Committee member may also send his vote in writing.

5.6 The Committee's resolutions will be taken by the absolute majority of votes of those present, with one vote for each member, and recorded in minutes, copies of which will be made available to the Board of Directors and the Chief Executive Officer, within 3 (three) days of the signature of this minutes.

5.7 All meetings of the Committee must be reduced to term in minutes signed by all members present.

5.8 Minutes signed electronically or digitally will be considered valid.

5.9 In the absence of a minimum quorum for the installation of a Committee meeting, a new meeting must be called within 2 (two) days, by e-mail.

5.10 The Committee will schedule meetings annually with members of the Executive Board and with the Independent Auditors to plan the audit activities; presentation of the results of the pre-balance sheet and approval of the financial statements. The Committee will also hold, at least quarterly, a meeting with the person responsible for the Internal Audit area, with the objective of discussing the reports issued by the Internal Audit area, policies, practices and procedures adopted by the Company and verifying, when they exist, the compliance of its recommendations or the clarification of its inquiries.

5.11 In order to obtain clarifications, the Committee, by resolution of the majority of its members, may call any employee or manager of the Company, informing the Chief Executive Officer in advance of such call.

5.12 On a quarterly basis, the Committee Coordinator will meet with the Chief Financial Officer, prior to the Board of Directors' meeting that will examine the interim and annual financial statements.

5.13 On a quarterly basis, at the Board of Directors' meeting that analyzes the interim and annual financial statements, the Committee, through its Coordinator, will report on the work carried out in the period and communicate the relevant facts observed. Additionally, at any time, whenever there is a need for additional work, for example, issuing a comfort letter to comply with restrictive clauses, special audits, they will also be made available for the Board's evaluation.

5.14 On a quarterly basis, the Committee will report on its activities to the Board of Directors, and it is certain that the minutes of the Board of Directors' meeting mentioning such report must be disclosed by the Company under the terms of the B3 Novo Mercado Regulation.

5.15 The Committee will issue an annual summary report of its activities, covering the meetings held, the main issues discussed, the assessment of the effectiveness of the Internal Audit and the Independent Auditor, highlighting the recommendations made by the Committee to the Company's Board of Directors, as well as the progress regarding the implementation of such recommendations.

5.16 The Committee, within the scope of its duties, may hire the services of specialists (lawyers, appraisers, risk, accounting and finance specialists and others) as long as it has an approved budget for such hirings.

CHAPTER VI REMOVALS AND IMPEDIMENTS

6.1 If a member of the Committee departs for a determined period of time from his/her activities in the Company, the Board of Directors will appoint an alternate member to occupy the position of the temporarily removed member(s).

6.1.1 During the period of leave, the member on leave will have his/her remuneration suspended; and the alternate member will be remunerated, as previously defined by the Board of Directors, for the period he/she acts as an effective member of the Committee.

6.2 The alternate member will have the same duties as the other members of the Committee in the scope of the activities, analyzes and investigations for which he/she has been summoned.

6.3 In the event that a member of the Committee considers itself or is considered impeded, the Board of Directors will elect a new member to occupy the position previously occupied by the member considered impeded.

CHAPTER VII FINAL PROVISIONS

7.1 All Committee activities must be carried out in the best interest of the Company, applying to its members the provisions of the Code of Ethics and Conduct, the Company's Relevant Information Disclosure and Securities Trading Policy, in the Company's Related Parties Transactions Policy and in the other corporate policies issued by the Company.

7.2 The members of the Committee fully apply the provisions contained in Law No. 6.404/76, especially those that refer to the responsibilities, duties, obligations, limits, impediments and prohibitions against the Company's Administrators. The members of the Committee must maintain total confidentiality of the information of the Company to which they have access, and their discussions and minutes will only be disclosed in the interest of the Company, at the discretion of the Board of Directors.

7.3 The members of the Committee have a duty of loyalty to the Company, not being able to disclose to third parties documents or information about their business, and must keep confidential any relevant, privileged or strategic information of the Company, obtained as a result of their position, as well as ensure so that third parties

do not have access to it, being forbidden to use the information to obtain, for themselves or for others, any type of advantage.

7.4 Omitted cases will be resolved by the Company's Board of Directors.

7.5 This Regulation was effective on February 23, 2021, the date of its approval by the Board of Directors, being amended on April 1, 2021 and October 20, 2022, and must be observed by its members, by the Company, its Officers and employees, members of the Board of Directors and other advisory committees, which can only be amended upon approval by the Board of Directors.
