

FISCAL COUNCIL OF PADTEC HOLDING SA REGULATION

CHAPTER I PURPOSE

Article 1: The purpose of this Regulation is to establish rules for the operation of the Fiscal Council of Padtec Holding S.A. ("Company"), defining its liabilities and attributions, observing the Company's Bylaws as well as the laws and regulations in force and the good practices of corporate governance.

CHAPTER II COMPOSITION OF THE FISCAL COUNCIL

Article 2: The Fiscal Council ("Council"), is non-permanent and, when installed, will consist of 3 (three) effective members and an equal number of alternates, shareholders or not, elected and removed at any time by the general shareholders meeting, observing the legal requirements. Its members will be elected for a joint term of office that will remain in effect until the date of the ordinary general shareholders meeting to be held after their election, with reelection being permitted.

CHAPTER III VESTING

Article 3: The members of the Fiscal Council ("Members") will be vested in their positions by signing the Term of Investiture in the minutes book of the Fiscal Council Meetings within 5 (five) days after their election, under penalty of become void, unless justification accepted by the other Members. After the stipulated period has elapsed without the Member taking office, the Chairman of the Council will declare the vacancy of the position.

Paragraph One: The Declaration of Clearance is included in the Term of Investiture, pursuant to Art. 147 of Law 6.404/76 ("Brazilian Corporate Law"), which applies to Members the same duties and liabilities as Management as established in Arts. 153 to 156 of the Brazilian Corporate Law.

Paragraph Two: The following are requirements for exercising the position of Member:

- i) Be a natural person, resident in Brazil;
- ii) To be graduated at a university or to have exercised for at least 3 (three) years the position of company manager or member of the Fiscal Council;
- iii) Have a solid reputation;
- iv) Not be prevented from exercising the position;
- v) Not be convicted of a crime or misdemeanor;
- vi) Not be a member of the Management bodies or an employee of the Company or its subsidiaries or companies of the same group, or a spouse or relative up to the third degree, of a Company's Manager; and
- vii) Be able to analyze and issue opinions on the financial statements.

Paragraph Three: Members will also sign the Receipt and Commitment Term to the Code of Ethics and Conduct and the Adhesion Term to the Relevant Information Disclosure and Securities Trading Policy Issued by the Company, in compliance with the provisions stated at CVM Instruction 358/02, issued by the Brazilian Securities and Exchange Commission ("CVM", Comissão de Valores Mobiliários).

Article 4: At the first meeting of the Council to be held after the election of its Members, the effective Members will elect their Chairman by majority vote, by open vote.

Article 5: Members must keep the Company updated about their addresses, telephone and mobile numbers, electronic addresses (e-mails), and also, they must provide copies of their identification documents (Identity Card and Brazilian

Register of Individual Taxpayer - CPF) and a brief *curriculum vitae*, in addition to providing the declarations required by the Bylaws, the legislation in force and the CVM, and any other registration data requested by the Company.

CHAPTER IV IMPEDIMENTS, VACANCIES AND SUBSTITUTIONS

Article 6: The role of Member is non-delegable. In the case of absences, impediments or vacancies, the effective Members will be replaced as follows:

- a) The effective Member who, prior to the meeting, knows that he will not be able to attend the meeting must inform the Company so that he can be replaced by his alternate;
- b) The effective Member who is absent for 3 (three) consecutive ordinary meetings, or 5 (five) alternating meetings, will be replaced, definitively, by his alternate;
- c) The effective Member who is prevented from exercising his mandate due to a situation supervening on his election or appointment, must immediately report the fact to the Chairman of the Council, who will call the respective alternate;
- d) In the event of a permanent vacancy of a Member, the respective alternate shall take his place, upon call by the Chairman of the Council. If there is no alternate, the general shareholders meeting will be called to proceed to the election of a member for the vacant position;

Article 7: The Chairman of the Council will be replaced by any of the other Members, as indicated by the majority, in the event of his eventual absence.

Article 8: In the event of impediment or vacancy of the Chairman of the Council, the other effective members must elect the new Chairman of the Council, according to article 4.

CHAPTER V MEMBERS' COMPENSATION

Article 9: The remuneration of the Members will be fixed by the general shareholders meeting that elects them, and cannot be lower, for each member in office, 10% (ten percent) of the average of the fixed remuneration that is attributed to each statutory Executive Officer, excluding benefits, representation fees and variable remuneration.

- a) The annual remuneration will consist of 12 (twelve) monthly installments, decided in the form of global fees and without variation between the Members;
- b) The acting alternate Member will be entitled to the remuneration that would be incurred by the effective Member being replaced, in the period in which the replacement occurs, counted month by month, during which the effective Member will not receive the respective remuneration.

Article 10: The Members will be reimbursed for travel, accommodation and other expenses effectively incurred in relation to the Company's business or their obligations as Members, subject to the criteria of reasonableness.

CHAPTER VI OF THE CHAIRMAN'S DUTIES

Article 11: The Chairman of the Council is liable for:

- a) To call the Council meetings, 5 (five) days in advance, designating the date and place for their realization.
- b) To supervise the General Secretary.
- c) To preside over the meetings of the Council, being liable for:
 - i) To open, suspend and close the works;
 - ii) To decide on points of order;

- iii) To vote on the issues discussed and announce the decision taken;
- iv) To authorize the discussion and deliberation of matters not included in the agenda of the meeting;
- v) To request the issuance of an opinion by any body of the Company, independent audit, specialized consultant or consulting company, when dealing with a complex or controversial subject; and
- vi) To represent the Council before public bodies internal and external to the Company or delegate representation to another Member, if deemed necessary.

CHAPTER VII

THE MEETINGS

Article 12: The Fiscal Council will meet:

- a) Ordinarily, once every quarter; and
- b) Extraordinarily, whenever it is opportune or necessary.

Article 13: The meetings will be called by the Chairman of the Council or, in the omission or impediment of this, by any Member, at least 5 (five) days in advance by e-mail with a request for acknowledgment of receipt, indicating the agenda, date, time, place and form of the meeting.

Paragraph One: The meeting in which all the Members are present will be considered regularly called, regardless of the formalities provided for in this Article.

Article 14: The participation of the Member in the meetings of the Fiscal Council may take place at a distance, by telephone, video conference or other means of communication that allows the identification of that said Member, simultaneous communication between all the others present at the meeting and the authenticity of the vote of the Member. In this case, the minutes will be transmitted by electronic means that ensure the authenticity of the transmission to the Member who has participated at a distance, and initialed, signed (or authenticated) and retransmitted to the Company, in the same way. The Member may also send his vote in writing.

Sole Paragraph: Without prejudice to the foregoing, the individual performance of the Member, under the terms of the Law, does not depend on the holding of meetings, and it is certain that at any time the Member may perform work, produce documents, and forward to the other Members, in view of the appreciation of a matter in an extraordinary or ordinary meeting, or not.

Article 15: The meetings of the Council will only take place if the majority of its Members are present and the resolutions taken by the majority of those present.

Paragraph One: The alternate Member may participate in the Council meetings as long as he is invited or requested to attend, regardless of the participation of his respective effective Member, being certain that in his presence, the alternate Member will not be able to vote in the Council's deliberations nor will he be remunerated for such participation.

Article 16: The votes of the Members will be taken by the Chairman of the Council, immediately after the end of the debates, after which the result will be announced and the result of the vote will be recorded in the respective minutes.

Article 17: Any Member may present a written or oral explanation of vote when the vote is being processed or, if applicable, register their divergence or reservation.

Article 18: Before the voting is closed and the result is proclaimed, any Member who has already cast his vote may request the Chairman of the Council to register the reconsideration of the vote, including in the minutes this circumstance and the new vote cast.

Article 19: Any meeting of the Council may be confidential, in whole or in part, if, at the discretion of the Chairman of the Council, there is a subject whose nature so advises it, including regarding the disclosure of the decisions taken.

Article 20: At the beginning of the work, the Chairman of the Council shall inform the collegiate body of the order of the matters to be examined, taking into account the following factors:

- a) Priority matters due to urgency or with a decision period regulated by legal norm;
- b) Matters whose decision was interrupted for any reason;
- c) Matters not decided at a previous meeting;
- d) Ordinary matters included in the agenda; and
- e) General Affairs.

Article 21: During the discussion of the matters on the agenda, the Members may:

- a) propose measures or request clarifications, oral or written, aiming at the perfect instruction of the subject under debate;
- b) request urgency or preference for discussion and voting on a certain subject;
- c) propose the postponement of the discussion of a matter included in the agenda or its withdrawal from the agenda; and
- d) request a view of the documents under discussion, in order to justify their vote.

Article 22: The minutes of the Fiscal Council's meetings will be transcribed in the relevant book and must be signed by the Members present, by the General Secretary, as well as by the representatives of the Management when present. The minutes should contain the most relevant points of the discussions, deliberations, declarations of votes, list of those present, justifications for absences, possible irregularities, forwarding of matters discussed and measures to be taken (with the identification of the persons liable).

Article 23: The Members, employees, consultants and members of the other bodies of the Company, may be invited to participate in the meetings of the Fiscal Council, without the right to vote in the deliberations, remaining in these meetings during the time that the subject of their specialty that originated the call or in relation to which they should give their opinion.

Article 24: The Members must receive the information and supporting documents for their meetings, at least 5 (five) days in advance.

CHAPTER VIII GENERAL SECRETARY

Article 25: The Council will have a General Secretary, who may or may not be an employee of the Company, to advise and assist him in the performance of his duties.

Article 26: The General Secretary is liable for:

- a) To comply with the requests of the Members in everything related to the functioning of the Council;
- b) To secretarize the meetings of the Council, without the right to vote, and elaborate the respective minutes;
- c) To prepare the summons and forward them to the Chairman of the Council;
- d) To carry out the works necessary for the reproduction, dissemination and filing of the minutes;
- e) To prepare the communications concerning the Council's decisions, submit them to the Chairman and send them to the respective recipients; and
- f) To maintain control of the Council's demands that have not yet been met.

CHAPTER IX THE COMPETENCE OF THE FISCAL COUNCIL

Article 27: The Fiscal Council has the following duties:

- a) To supervise, through any of its members, the actions of managers and verify the compliance with their legal and statutory duties;
- b) To examine and give an opinion on the financial statements for the fiscal year and the Management's annual report, including in its opinion any additional information deemed necessary or useful for the resolution of the general shareholders meeting;
- c) To give an opinion on the Management's proposals, to be submitted to the general shareholders meeting, referring to the amendment of the Company's share capital, issuance of debentures or subscription bonus, investment plans or capital budget, dividend distribution, transformation, merger or spin-off;

- d) To denounce, by any of its Members, to the Management and, if Management does not take the necessary measures to protect the Company's interests, to the general shareholders meeting, the errors, frauds or crimes they discover, and suggest useful measures to be taken by the Company;
- e) To call the annual general shareholders meeting if Management delays for more than 1 (one) month this calling, and extraordinary general shareholders meeting, whenever there are serious or urgent matters, including in the agenda of the meetings the matters the Council deems necessary;
- f) To analyze at least quarterly, the balance sheets and other financial statements periodically prepared by the Company;
- g) To analyze, at least on a quarterly basis, the execution of the Company's budget - revenues, expenses and investments; and
- h) To exercise such liabilities during a liquidation procedure, considering the special provisions that govern it.

Article 28: For the performance of the duties and liabilities informed above, Members may adopt the following initiatives, among others that they deem convenient:

- a) To use, as a reference, the best practices for the performance of the Fiscal Council suggested by the market supervisory bodies, as well as entities focused on corporate governance, such as the IBGC – Instituto Brasileiro de Governança Corporativa (the Brazilian Corporate Governance Institute);
- b) To examine the internal control and risk management reports issued internally by the Company and any reports prepared by the independent auditors;
- c) To examine other reports that are necessary for the fulfillment of their duties; and
- d) To hire specialized external consultants to analyze matters inherent to its supervisory function, having to have its own budget previously approved.

Article 29: The Council, at the request of any of its Members, may request clarification or information from Management, provided that they are related to its supervisory function, as well as the preparation of special financial or accounting statements.

Sole Paragraph: When requested, Management must make available to the Members, by written notice, with reasonable notice, of at least 10 (ten) days, copies of the minutes of meetings, and within 15 (fifteen) days copies of the balance sheets and other financial statements prepared periodically and, where applicable, of the budget execution reports.

Article 30: Members, or at least one of them, will attend the meetings of the Board of Directors or the Executive Board that deliberate on the matters in which the Council should give their opinion, as well as participate in the Company's general shareholders meeting that approves the financial statements for the year ending so that they can respond to questions made by shareholders.

Article 31: Any Member, in isolation, may request and obtain from the Company or its independent auditors any information it deems necessary for the performance of its duties, if requested by the Chairman of the Council, and he is omitted in obtaining it.

Article 32: The Council may, in order to determine a fact whose clarification is necessary for the performance of its functions, formulate, with justification, questions to be answered by an expert and to request the Executive Board to indicate, for this purpose, within a maximum period of 30 (thirty) days, 3 (three) experts, who may be individuals or legal entities, of notorious knowledge in the area in question, among which the Fiscal Council will choose one, whose fees will be paid by the Company.

Article 33: The opinions and representations of the Fiscal Council, or any of its Members, may be presented and read at the general shareholders meeting, regardless of their publication and even if the matter is not on the agenda.

Article 34: The Council shall provide the Company's shareholder or group of shareholders who represent at least 4% (four percent) of its share capital, whenever requested, with information on matters within its competence.

CHAPTER X DUTIES AND LIABILITIES

Article 35: Members have the same duties as Management, as established in the Arts. 153 to 156 of the Brazilian Corporation Law and in the exercise of their mandates, must:

- a) exercise their functions with the care and diligence that every active and upright man usually employs in his own affairs;
- b) exercise their functions in the exclusive interest of the Company, having satisfied the requirements of the public good and the social function of the Company;
- c) serve the Company and other subsidiaries with loyalty;
- d) keep confidentiality about information not yet disclosed to the capital markets and to the general public, obtained due to the position they occupy;
- e) ensure that any subordinates and third parties they trust keep secrecy about information not disclosed to the capital markets and to the general public; and
- f) reserve and maintain availability in their agendas in order to attend the calls for Council meetings, based on the previously approved and disclosed calendar.

Article 36: Members are prohibited from:

- a) To perform acts of liberality at the expense of the Company or its subsidiaries, which are not aimed at the institutional interests of the Company;
- b) To borrow funds from the Company, or from its subsidiaries, or use, for their own benefit, assets belonging to them;
- c) To receive any form of direct or indirect advantage, due to the exercise of their position;
- d) To use, for their own benefit or that of others, with or without prejudice to the Company, the commercial opportunities of which they are aware due to the exercise of their position;
- e) Failing to exercise or protect the Company's rights;
- f) To acquire, to resell at a profit, a good or right that the Company knows is necessary or intends to acquire;
- g) to use privileged information to obtain an advantage for themselves or for others, through the purchase or sale of securities;
- h) To intervene in operations that have a conflicting interest with the Company or with any subsidiary, and, in the event, it must include the causes of its impediment in the minutes of the Council meeting;
- i) To participate directly or indirectly in the trading of securities issued by the Company or referenced to them:
 - i. before the disclosure to the capital markets and the general public of a material act or fact that occurred in the Company's business of which they are aware;
 - ii. in the period of 30 (thirty) days before the disclosure of the Company's quarterly and annual information;
 - iii. whenever there is an intention to promote incorporation, total or partial spin-off, merger, transformation or corporate reorganization; and
 - iv. whenever an option or mandate has been granted or has been granted for the purpose of acquisition or disposal of shares issued by the Company, its subsidiaries or another company under common control.

Article 37: Members are liable for damages resulting from failure to comply with their duties and acts performed with guilt or intent, or with violation of current legislation or the Bylaws.

Article 38: The Member is not liable for the unlawful acts of other Members, unless he was conniving with them, or if he competes for the practice of the illegal act.

Article 39: The responsibility among Members for failure to perform their duties is joint and several, but the dissenting Member who declares his divergence in the minutes of the Council meeting and communicates such dissent to Management and to the general shareholders meeting is exempt from it.

Article 40: Members must immediately inform the changes in their shareholding positions in the Company, under the conditions and in the manner determined by CVM, especially as determined by CVM Instruction 358/02, as well as in the conditions set forth in the Relevant Information Disclosure and Securities Trading Policy issued by the Company.

Article 41: The Civil Liability Insurance for members of the Board of Directors and Executive Officers, contracted by the Company, extends to the members of the Fiscal Council.

CHAPTER XI
GENERAL PROVISIONS

Article 42: This internal regulation comes into force on the date of its approval by the Fiscal Council, which may modify it at any time, by recording in the minutes of the respective meeting that approves such changes.

[approved in the Fiscal Council meeting held on August 18, 2020.]