

# **INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS OF CLEARSALE S.A.**

## **1. Objective**

The objective of these Regulations (“Regulations”) is to govern the operation of the Board of Directors of ClearSale S.A. (“Company”), as approved at the meeting of the Company’s Board of Directors held on May 26, 2021, and it shall be read, construed and applied in accordance with the provisions of the Company’s Bylaws, of the Novo Mercado Listing Rules of B3 S.A. – *Brasil, Bolsa, Balcão* (“Novo Mercado Rules”); the Corporations Law, the Code of Conduct of the Company and the applicable law in force.

## **2. Mission**

The mission of the Board of Directors is as follows:

- (i) protecting and valuing the Company’s assets;
- (ii) disseminating a solid organizational culture, focusing on the integration and constant valuing of its employees; and
- (iii) maximizing the long-term return on investment for shareholders.

Therefore, it shall have full knowledge of the Company’s values, purposes and beliefs, seek constant improvement, and outline the Company’s strategic guidelines, always ensuring the social interest.

## **3. Composition, Designation, Investiture, Term of Office and Compensation**

### **3.1. Composition**

The Board of Directors is composed of at least five (5) and no more than nine (9) acting members, and up to an equal number of alternates.

At least two (2) or twenty percent (20%) of the members of the Board of Directors, whichever is higher, shall be independent directors (under the Novo Mercado Rules, article 16, paragraphs one and two), in accordance with the rules and criteria set forth in the Novo Mercado Rules, and the characterization of those designated for the Board of Directors as independent directors shall be resolved upon in the General Meeting that elects them.

When, by virtue of compliance with the percentage referred to above, the result is a fractional number of directors, it will be rounded-up to the subsequent whole number.

#### **3.1.1. Chairman and Vice-Chairman**

At the first meeting of the Board of Directors held after the election of its members, the Board of Directors will elect, by the majority of votes, among its members, the Chairman and Vice-Chairman of the Board of Directors, who may not cumulatively hold the position of CEO of the Company.

### **3.2. Designation**

The designation of the members of the Board of Directors shall be carried out under the terms of the Policy on the Designation and Compensation of Members of the Board of Directors, of its Advisory Committees and of the Executive Office.

3.2.1. A person who does not meet the minimum investiture requirements provided for in the applicable law and regulations may not be designated to the Board of Directors, including:

- (i) prevented by a special law,
- (ii) sentenced due to a crime of bankruptcy, prevarication, bribe or kickback, graft, embezzlement, against the welfare, the public faith or property, or a criminal sanction that prohibits, even if temporarily, access to public positions, as set forth in article 147, paragraph one of the Corporations Law.
- (iii) declared disqualified by an act of the Brazilian Securities and Exchange Commission (CVM), as provided for in article 147, paragraph two of the Corporations Law;
- (iv) that has no unblemished reputation; under the terms of paragraph three, article 147 of the Corporations Law; and
- (v) that holds a position in a company that could be considered a competitor of the Company, and does not have nor represents an interest that conflicts with those of the Company, as set forth in article 147, paragraph three, items I and II of the Corporations Law.

3.2.1.1. **Waiver of Requirements.** Only the General Meeting may expressly waive the requirements set forth in item “iv” in relation to a particular candidate.

3.2.2. Until the date of call notice of the General Meeting to elect the members of the Board of Directors, the Board of Directors shall disclose the names of the candidates (either individually or in slates), together with a statement signed by *each* candidate, containing:

- (a) their full identification;
- (b) complete description of their professional experience, the professional activities previously performed, as well as professional and academic qualifications; and
- (c) information on disciplinary proceedings and lawsuits that have become final and unappealable and which have been decided unfavorably to them, as well as information, if any, of the existence of events of impediment or conflict of interests set forth in Article 147, Paragraph Three of Law No. 6,404/76. The management proposal shall also contain a statement including:
  - a. the adherence of each candidate to the position of member of the Board of Directors;

- b. the adherence of each candidate to the Company's Policy on the Designation and Compensation of Members of the Board of Directors, of its Advisory Committees and of the Executive Office; and
- c. the reasons why a candidate qualifies as an independent director.

3.2.3. The Board of Directors shall arrange for the disclosure, through the management proposal, on the Company's website on the world wide web, and forwarded by electronic means to the CVM and the B3, the information that the documents referring to other slates presented are available to shareholders at the Company's principal place of business.

### **3.3. Investiture**

Each member of the Board of Directors shall be invested in their position by signing an instrument ratifying the conditions described in item 3.2.1 and:

(I) an instrument of investiture drawn up in the Register of Minutes of the Board of Directors' Meetings within thirty (30) days following their election, which shall include (a) the subjection to the arbitration clause, by which the member undertakes to resolve any dispute, through arbitration, before the Market Arbitration Chamber; (b) if applicable, the number of shares, warrant, stock option, debenture stock and other securities issued by the Company (and, if applicable, of controlled companies or those of the same group), which they hold, as well information on the changes of the positions thereof, pursuant to the applicable law;

(II) an instrument of consent to all Policies in force in the Company, the consent of which is required, especially the Policy on Disclosure of Information and Trading of Securities Issued by the Company, pursuant to CVM Instruction No. 358/2002.

3.3.1. **Post-Election Impediment** If, after the election of the member of the Board of Directors, facts constituting the reasons for impediment indicated in item 3.2.1 occur, the member in question shall immediately inform the other members of this fact so that appropriate measures may be taken, without prejudice to the General Meeting to remove him/her, in this case applying the provisions of the Bylaws on replacement and vacancy.

### **3.4. Term of Office**

The unified terms of office shall be two (2) years, counted from the date of said meeting, reelection being permitted.

3.4.1. Each member of the Board of Directors may be removed at any time, at the Company's General Meeting.

3.5. **Participation in Other Boards.** The members of the Board of Directors shall give to the Company, within five (5) months after the end of each fiscal year and when public offerings for the distribution of securities are carried out, a list indicating the positions they hold on the board of directors, audit committees, committees and executive bodies of other companies or entities.

3.6. **Compensation.** The members of the Board of Directors shall be entitled to the compensation established at a General Meeting and in accordance with the Policy on the Designation and Compensation of Members of the Board of Directors, of its Advisory Committees and of the Executive Office.

#### **4. Powers**

##### **4.1. The Board of Directors shall:**

Exercise the duties assigned to it by the Law (especially the Corporations Law), the Bylaws, the Company's Policies and shall focus its activities on the analysis of information, discussions and resolutions on strategic issues related to the Company.

##### **4.2. The Board of Directors shall further:**

- (i) attend the meetings for which it is called, previously prepared, with the examination of the documents made available and participate actively and diligently in them;
- (ii) maintain confidentiality of any and all information to which it has access due to the exercise of the position, as well as require the same confidential treatment from professionals who provide it with advice, using such information only for the exercise of their duties as a director, under penalty of being responsible for the act that contributes to its undue disclosure;
- (iii) declare, prior to a resolution, on any interest conflicting with that of the Company in a given matter submitted to its appreciation, abstaining from its discussion and vote, subject to the provisions of the Policy of Transactions with Related Parties and Other Situations of Potential Conflict of Interest;
- (iv) comply with the Company's Code of Conduct; and
- (v) ensure the application of the best corporate governance practices;
- (vi) ensure and protect the legitimate interests of associates, suppliers, customers, shareholders, creditors and the community in which the Company is inserted (stakeholders);
- (vii) ensure the Company's continuity, within a long-term and sustainability perspective, which incorporates economic, social, environmental and good corporate governance considerations in the definition of business and operations;
- (viii) ensure that the Company's strategies and guidelines are effectively implemented by the Executive Office;
- (ix) prevent and manage situations of conflict of interest, so that the Company's interest always prevails, subject to the provisions of the Policy of Transactions with Related Parties and Other Situations of Potential Conflict of Interest;

- (x) create guidelines and policies for the management of the Company and its subsidiaries;
- (xi) ensure compliance with ethical standards, the transparency in management and the adoption of high standards of corporate governance by the Company;
- (xii) comply with and ensure compliance with the legal rules, the Novo Mercado Rules and the rules set forth in the Bylaws;
- (xiii) periodically assess the Company's exposure to risks and the effectiveness of risk management systems, internal controls and the integrity/compliance system;
- (xiv) review annually the corporate governance system, seeking to improve it;
- (xv) elect the members of the Company's Audit and Risk Committee and of the other Advisory Committees of the Board of Directors, which shall report to the Board of Directors;
- (xvi) approve (as well as review and amend, whenever deemed necessary) the Company's codes and policies, including, at least and not exclusively:
  - Code of Conduct;
  - Policy on the Designation and Compensation of Members of the Board of Directors, of its Advisory Committees and of the Executive Office;
  - Risk Management Policy;
  - Policy of Transactions with Related Parties and Other Situations of Conflict of Interest; and
  - Company's Policy on Disclosure of Information and Trading of Securities.
- (xvii) evaluate the performance of the Company's officers;
- (xviii) prepare and disclose a grounded opinion on any Public Offering of Shares ("OPA") that has as object the shares issued by the company, within fifteen (15) days of the publication of the OPA notice, in which it shall express itself, at least (i) on the convenience and opportunity of the OPA regarding the interest of the Company and of the shareholders as a whole, including in relation to the price and the potential impacts on the liquidity of the shares; (ii) regarding the strategic plans disclosed by the offeror in relation to the company; and (iii) regarding alternatives to accepting the OPA available on the market. The opinion of the Board of Directors shall cover the grounded opinion in favor or against the acceptance of the OPA, advising that each shareholder is responsible for the final decision on said acceptance.
- (xix) exercise other duties assigned to it by the general meeting or by the Bylaws.

#### **4.3. Duties of the Chairman of the Board of Directors.**

The Chairman of the Board of Directors shall have the following duties, without prejudice to other duties conferred by the Bylaws and the Corporations Law:

- (i) ensure the effectiveness and good performance of the Board of Directors, call the general meeting and the meetings of the Board of Directors, and chair them;
- (ii) organize and coordinate, with collaboration of the secretary, the agenda of the meetings, after hearing the other directors and, if applicable, the CEO and other Officers;
- (iii) ensure that the directors receive complete and timely information about the items on the agenda of the meetings;
- (iv) make the activities of the Board of Directors compatible with the interests of the Company, its shareholders and other interested parties; and
- (v) coordinate the activities of the other directors;
- (vi) propose the annual budget of the Board of Directors;
- (vii) propose to the Board of Directors an annual calendar, which shall, necessarily, define the dates of the ordinary meetings, in addition to calling extraordinary meetings, whenever necessary; and
- (viii) subject to the terms of the applicable rules and the Bylaws, promote the most efficient representation of the Company before government agencies and authorities, as well as with customers, suppliers, shareholders and other stakeholders related to the Company's business.

4.3.1. In the absence of the Chairman of the Board of Directors or the appointment of a substitute, the general meetings and meetings of the Board of Directors shall be instated and chaired by any other member of the Board of Directors or Executive Office present or as provided for in the Bylaws.

## **5. Meetings**

5.1. The Board of Directors shall meet preferably at the Company's principal place of business, ordinarily, once (1) every three (3) months and, extraordinarily, whenever called by its Chairman, its Vice-Chairman or any two (2) of its members jointly.

5.2. The call notice of the meetings of the Board of Directors shall be given in writing, five (5) days in advance of the respective meeting, specifying the date, time and matters to be discussed, and the relevant documents shall be made available before the meeting to the full and alternate members of the Board of Management.

5.2.1. The presence of all members of the Board of Directors shall waive any call notice formalities.

5.3. The meetings of the Board of Directors shall be instated with the presence of the majority of the full members of the Board of Directors.

5.3.1. The resolutions of the Board of Directors shall be taken, as a rule, upon the favorable vote of a majority of the members, except for those provided for in items (xxi)

to (xxx) of Article 22 of the Company's Bylaws, which shall be taken by affirmative votes of eighty percent (80%) of the members of the Board of Directors.

5.4. The participation of the Directors shall be permitted by means of conference call, video conference or any other means of communication that permits the identification of the Director and the simultaneous communication with all other persons present at the meeting. In this case, the member in question shall be considered present at the meeting and shall subsequently sign the corresponding minutes, as well as the Register of Minutes of the Board of Directors.

5.4.1. The Chairman, by his / her own initiative or by request of any director, may call the Officers and/or associates of the Company to attend the meetings and provide clarification or information on the subject matter under discussion. Likewise, external experts may be called as necessary.

5.5. The meetings shall be chaired by the Chairman of the Board of Directors or, in his / her absence, the Vice-Chairman of the Board of Directors or, in his / her absence, any other member of the Board of Directors.

5.6. The chairman shall also select a secretary, who shall be primarily responsible for:

(i) organizing the agenda of matters to be discussed at the meetings, based on requests from directors and in consultation with officers; and

(ii) being the secretary of the meetings, preparing and drawing up the respective minutes and other documents in the proper book, and collecting the signatures of all directors and any guests who participate in it.

5.7. The chairman of any meeting of the Board of Directors shall not consider and shall not compute the vote cast in violation of the terms of any shareholders' agreement duly filed at the Company's principal place of business, as provided for in article 118 of the Corporations Law.

5.8. Sessions shall be adjourned or closed when circumstances so require, at the request of any director and with the approval of the Board of Directors. In the event of adjournment, the chairman shall set the date, time and place for its continuation, the need for a new call being waived.

5.9. The facts occurred and the resolutions shall be recorded in the minutes, which shall record the decisions taken, abstention from voting due to conflicts of interest, responsibilities and deadlines, and shall be recorded in the Register of Minutes of the Board of Directors' Meetings, authenticated by the presiding board and signed by the attending members.

5.10. No member of the Board of Directors may participate in the resolutions and discussions of the Board of Directors, of any management bodies of the Company or of the companies controlled by it, exercise the vote or, in any way, intervene in matters which is directly or indirectly in a situation of conflicting interest with the interests of the

Company or its subsidiaries, pursuant to applicable law and the Policy of Transactions with Related Parties and Other Situations of Potential Conflict of Interest.

## **6. Specialized Commissions**

6.1. The Board of Directors, for better performance of its duties, may create commissions or work groups with defined objectives, whether permanent or not, the resolutions of which shall not be binding and shall represent recommendations to the Board of Directors. The commissions shall adopt their own regulations approved by the Board of Directors.

6.2. The commissions shall study the matters within their powers and prepare proposals to the Board of Directors, subject the provisions of their respective internal regulations.

## **7. Admission of a New Director**

7.1. Every new acting director, whether elected or alternate who has become an acting member, shall participate in an Integration Program, in order to acquire useful and necessary information about the Company, as well as to obtain or renew knowledge about their fiduciary duties in accordance with regulations in force.

7.2. The new director shall participate in the Integration Program in his / her first term of office, and participation in a second Integration Program is not required in the event of consecutive terms.

7.3. The Chairman, together with the CEO of the Company, shall coordinate the Integration Program.

7.4. The Integration Program shall comprise the following activities:

(i) presentation of the Company's directors to the new director in a specific section of the first meeting of the Board subsequent to the investiture of the new director;

(ii) individual meeting with at least two other members of the Board;

(iii) individual meetings with the Chairman, the CEO, the Chief Financial Officer, the Investor Relations Officer and other Officers (statutory or not) of the Company aiming at an understanding of:

(i) the Company's vision, mission, values, history and culture;

(ii) the Company's strategies, businesses, risk management and finances, including specific information about each business division;

(iii) the Company's corporate governance, shareholding structure and investor relations;

(iv) the Company's main products, technologies and customers;



(v) the Board's evaluation process, including information on the scope, methodology and frequency of the evaluation;

(vi) the Bylaws;

(vii) the Code of Conduct;

(viii) the Company's Policies relating to the fight against corruption and acts harmful to the public administration and public property; and

(ix) the Company's Policy on Disclosure of Information and Trading of Securities; and

(x) the other applicable regulations of the Company.

7.5. For the purposes of the Integration Program, the new director shall receive:

(i) the documents that support the meetings described in item 7.4;

(ii) a summary with the main information about the other directors and main executives of the Company;

(iii) the Reference Form

(iv) the latest Financial Statements disclosed;

(v) the latest approved operating plan; and

(vi) the minutes of the General Meetings and the meetings of the Board held in the twelve (12) months prior to the date of investiture of the new director.

7.5.1. All documents received, except those in the public domain, shall be treated as confidential by the new director.

7.6. The Integration Program shall be carried out within a maximum period of ninety (90) days counted from the date of investiture of the new director or the promotion of the alternate to the position of acting director, provided that, after six (6) months of said investiture or promotion to the position of acting member, the new director shall meet with the Chairman and Vice-Chairman of the Board of Directors to follow-up and define the performance of additional integration activities, if deemed useful or necessary.

## **8. CEO Succession**

8.1. Whenever convenient, the Board of Directors shall approve and keep updated the Company's CEO succession plan, the drafting of which shall be coordinated by the Chairman of the Board of Directors.

## **9. Fiscal Council**

9.1. The Board, represented by its Chairman or by another Director appointed by him / her, shall meet from time to time with the Company's Fiscal Council, if and when in operation, to deal with matters of common interest.

## **10. Evaluation of the Board of Directors and the Executive Office.**

10.1. The objective of the evaluation process is to facilitate reflection and structured discussion on actions for continuous improvement in the performance of the Board of Directors and the Executive Office, systematically improving the efficiency of these bodies.

10.2. The evaluation of the Board of Directors and the Executive Office shall be formal, structured and carried out by its Chairman.

10.3. The Board of Directors shall be evaluated at least once every two years.

10.4. Without prejudice to other aspects that the Board of Directors decides to include in the evaluation of the Board of Directors, the evaluation of the Board of Directors shall include, at least, the following: (1) evaluation of the global performance of the Board of Directors and (2) individual evaluation of the members of the Board of Directors.

10.5. In relation to the global performance, the evaluation criteria shall be grouped into four (4) categories: a) strategic focus; b) knowledge and information about the business; c) independence of the board; and d) organization and operation.

10.6. The individual evaluation shall be carried out by the members of the Board and shall address, at least, the following: a) exemption of opinion, b) effective contribution to the decision-making process and c) assertiveness.

10.7. In the first stage of the process, there should be an individual reflection by each member regarding the Board of Directors as a whole. In the second stage, there will be a reflection on the individual performance of the Directors, which shall be consolidated by the Chairman, who will provide a feedback to the directors.

10.8. The evaluation of the members of the Executive Office shall be carried out by the Board of Directors annually and shall be made, *mutatis mutandis*, as above, and the individual evaluation shall be carried out by the Board of Directors, which shall also consider the goals aligned with the Company's strategic planning.

10.9. In the event that the Company establishes a compensation and evaluation committee, personnel committee or similar, the Executive Office shall also be subject to its evaluation, and such committee shall prepare a report to the Board of Directors in order to assist the Board of Directors in the evaluation of the officers. The Board of Directors may engage a third-party company with expertise in the evaluation of executives to assist the Board of Directors in the evaluations in question.

## **11. Miscellaneous**

11.1. Any communications, requests and information by the Board of Directors to the Executive Office shall be sent to the CEO of the Company, in order to facilitate and order communication between the members of the Board of Directors and the Executive Office.

11.2. The cases with respect to which this instrument is silent shall be resolved at meetings of the Board of Directors itself, pursuant to the Law and to the Bylaws.

11.3. These Regulations are effective as from the date of their approval and/or amendment by the Board of Directors, as the case may be, and they are filed at the Company's principal place of business.

## 12. Approvals

<b>RESPONSIBLE PARTY</b>	<b>AREA</b>
<b>PREPARED BY</b>	Compliance Office
<b>REVIEW</b>	Annually by the Compliance Office
<b>APPROVAL</b>	Board of Directors on May 26, 2021
<b>VERSION</b>	1

Approval by the Board of Directors:

*[signature]*

**Anderson Roberto Godzikowski**

*[signature]*

**Arthur Joseph O'Keefe IV**

*[signature]*

**Marcel Vitor Santana dos Santos**

*[signature]*

**Pedro Paulo Chiamulera**

*[signature]*

**Renato Kocubej Soriano**

**Certificate Of Completion**

Envelope Id: 1A761881EB9F4E60A188A7B7C1E200B4	Status: Completed
Subject: Please DocuSign: OBRIG6REGIMENTOCA-V06-(20210506) (1).docx	
Source Envelope:	
Document Pages: 11	Signatures: 5
Certificate Pages: 6	Initials: 46
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Camila Cesario
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	Rua Achilles Orlando Curtolo 349
	SP, SP 01144-010
	camila.cesario@clear.sale
	IP Address: 177.39.96.180

**Record Tracking**

Status: Original	Holder: Camila Cesario	Location: DocuSign
5/27/2021 5:37:12 PM	camila.cesario@clear.sale	

**Signer Events**

Anderson Roberto Godzikowski  
anderson@gonew.co  
Proprietário  
Security Level: Email, Account Authentication (None), Digital Certificate  
**Signature Provider Details:**  
Signature Type: ICP Smart Card  
Signature Issuer: AC SAFEWEB RFB v5  
**Electronic Record and Signature Disclosure:**  
Accepted: 5/28/2021 5:52:02 AM  
ID: bff046bf-8138-4e1b-84ca-f1bfb10688b

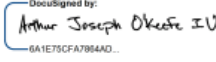
**Signature**

DocuSigned by:  
  
8231704E08934AE...  
Signature Adoption: Drawn on Device  
Using IP Address: 168.181.51.74

**Timestamp**


Sent: 5/27/2021 5:42:04 PM  
Resent: 5/28/2021 5:28:56 AM  
Viewed: 5/28/2021 4:58:55 AM  
Signed: 5/28/2021 5:53:07 AM

Arthur Joseph O'Keefe IV  
arthur@estrear.com  
Security Level: Email, Account Authentication (None), Digital Certificate  
**Signature Provider Details:**  
Signature Type: ICP Smart Card  
Signature Issuer: AC SERASA RFB v5  
**Electronic Record and Signature Disclosure:**  
Accepted: 5/27/2021 7:03:00 PM  
ID: c571139d-1af8-4451-88f9-e70289195e82

DocuSigned by:  
  
6A1E75CFA7864AD...  
Signature Adoption: Pre-selected Style  
Using IP Address: 12.215.230.53

Sent: 5/27/2021 5:42:03 PM  
Viewed: 5/27/2021 7:03:00 PM  
Signed: 5/27/2021 7:09:43 PM

Marcel Vitor Santana dos Santos  
marcel@innovacapital.com.br  
Security Level: Email, Account Authentication (None), Digital Certificate  
**Signature Provider Details:**  
Signature Type: ICP Smart Card  
Signature Issuer: AC Certisign RFB G5  
**Electronic Record and Signature Disclosure:**  
Accepted: 5/27/2021 8:14:03 PM  
ID: 437eae78-1240-4147-a8f2-a0cbd4a9557


DocuSigned by:  
  
F87E205FB949497...  
Signature Adoption: Pre-selected Style  
Using IP Address: 189.120.74.72

Sent: 5/27/2021 5:42:04 PM  
Viewed: 5/27/2021 8:14:03 PM  
Signed: 5/27/2021 8:15:35 PM

Pedro Paulo Chiamulera  
pedro.chiamulera@clear.sale  
Security Level: Email, Account Authentication (None), Digital Certificate  
**Signature Provider Details:**  
Signature Type: ICP Smart Card  
Signature Issuer: AC Certisign RFB G5  
**Electronic Record and Signature Disclosure:**

DocuSigned by:  
  
3BB9673AC0474FE...  
Signature Adoption: Drawn on Device  
Using IP Address: 187.27.102.242

Sent: 5/27/2021 5:42:03 PM  
Resent: 5/28/2021 5:28:56 AM  
Viewed: 5/28/2021 7:38:11 AM  
Signed: 5/28/2021 7:40:39 AM

Signer Events	Signature	Timestamp
Accepted: 4/28/2020 6:15:58 AM ID: f827e95d-a503-474f-87a5-a9a50be9888b		
RENATO KOCUBEJ SORIANO renato@rosenberg.com.br Sócio Diretor Security Level: Email, Account Authentication (None), Digital Certificate <b>Signature Provider Details:</b> Signature Type: ICP Smart Card Signature Issuer: AC Certisign RFB G5	 Signature Adoption: Pre-selected Style Using IP Address: 177.62.93.222	Sent: 5/27/2021 5:42:04 PM Viewed: 5/27/2021 6:00:28 PM Signed: 5/27/2021 6:02:27 PM
<b>Electronic Record and Signature Disclosure:</b> Accepted: 5/13/2020 12:46:19 PM ID: ce2166c7-b91d-43cc-9c9a-9b3ad81845c9		
In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	5/27/2021 5:42:04 PM
Certified Delivered	Security Checked	5/27/2021 6:00:28 PM
Signing Complete	Security Checked	5/27/2021 6:02:27 PM
Completed	Security Checked	5/28/2021 7:40:39 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

## CONSENT FOR ELECTRONIC RECEIPT OF ELECTRONIC RECORDS AND SIGNATURE DISCLOSURES

### Electronic Records and Signature Disclosure

From time to time, Clear Sale S A may be legally obligated to provide you with certain written notices or disclosures. Described below are the terms and conditions for providing you with such notices and disclosures electronically through the electronic signature system of DocuSign, Inc. (DocuSign). Please read carefully and thoroughly the information below, and if you can satisfactorily access this information electronically and agree to these terms and conditions, please confirm your acceptance by clicking on “I Agree” at the bottom of this document.

### Obtaining printed copies

At any time, you may request a printed copy of any record provided or made available electronically by us to you. You may download and print the documents we send you through the DocuSign system during and immediately after your signature session, and if you choose to create a DocuSign user account, you may access them for a limited period of time (usually 30 days) after the date it was first submitted to you. After this period, if you would like our office to send hard copies of any of these documents to you, we will

charge you a fee of R\$0.00 per page. You may request us to deliver such printed copies by following the procedure described below.

### **Revocation of your consent**

If you choose to receive notices and disclosures electronically, you may, at any time, change your mind and inform us later that you wish to receive notices and disclosures in printed form only. You have to inform us of your decision to receive future notices and disclosures in printed form and revoke your consent to receive notices and disclosures as described below.

### **Consequences of revocation of consent**

If you choose to receive the required notices and disclosures in print format only, this will slow down the speed at which we are able to complete certain steps in transactions involving you and the delivery of services to you, as we will need to first send the required notices and disclosures in printed format, and then wait until we receive confirmation that you have received such printed notices and disclosures. To indicate to us that you have changed your mind, you must revoke your consent by completing the DocuSign “Revocation of Consent” form on the signature page of a DocuSign envelope, rather than signing it. This will indicate that you have revoked your consent to receive notices and disclosures electronically and you will no longer be able to use the DocuSign system to electronically receive the necessary notices and consents from us or to electronically sign documents sent by us.

### **All notices and disclosures will be sent to you electronically.**

Unless you inform us otherwise, in accordance with the procedures described herein, we will electronically provide you, through your DocuSign user account, with all necessary notices, disclosures, authorizations, confirmations and other documents that must be provided or made available to you during our relationship. In order to mitigate the risk of you inadvertently failing to receive any notice or disclosure, we prefer to provide all notices and disclosures by the same method and to the same address as you provided us. Thus, you may receive all disclosures and notices electronically or in printed form, by mail. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above, which describes the consequences of your choice not to receive notices and disclosures from us electronically.

### **How to contact Clear Sale S A:**

You may contact us to inform of your changes of the way we may contact you electronically, request printed copies of certain information, and revoke your prior consent to receive notices and disclosures in electronic form, as follows:

To contact us by email send messages to: [camila.cesario@clear.sale](mailto:camila.cesario@clear.sale)

To contact us by e-mail send messages to: Clear Sale S A

### **To provide Clear Sale S A with your new email address:**

To inform us of a change in your email address, to which we must electronically send notices and disclosures, you must send us an email message to [camila.cesario@clear.sale](mailto:camila.cesario@clear.sale) and inform, in the body of the message: your old email address, your new email address. We do not require any other information from you to change your email address.

Additionally, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account, following the email change process in the DocuSign system.

**To request printed copies to Clear Sale SA:**

To request the delivery of printed copies of notices and disclosures previously provided by us electronically, you must send an email message to [camila.cesario@clear.sale](mailto:camila.cesario@clear.sale) and inform, in the body of the message: your email address, full name, postal address in Brazil and telephone number. We will charge you for copies at this time, if any.

**To revoke your consent to Clear Sale SA:**

To inform us that you no longer wish to receive future notices and disclosures in electronic form, you may:

- (i) refuse to sign a document from your DocuSign session and, on the next page, check the item indicating your intention to revoke your consent; or
- (ii) send an email message to [camila.cesario@clear.sale](mailto:camila.cesario@clear.sale) and inform, in the body of the message, your email address, full name, postal address in Brazil and telephone number. We do not need any other information from you to withdraw consent. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process.

**Required hardware and software\*\*:**

- (i) Operational Systems: Windows® 2000, Windows® XP, Windows Vista®; Mac OS®
- (ii) Browsers: Final versions of Internet Explorer® 6.0 or higher (Windows only); Mozilla Firefox 2.0 or higher (Windows and Mac); Safari™ 3.0 or higher (Mac only)
- (iii) PDF readers: Acrobat® or similar software may be required to view and print PDF files.
- (iv) Screen Resolution: Minimum 800 x 600
- (v) Enabled Security Settings: Allow cookies per session

\*\* These minimum requirements are subject to change. In the event of a change, you will be requested to accept the disclosure again. Experimental versions (for example: beta) of operating systems and browsers are not supported.

**Confirmation of your access and consent to receive materials electronically:**

To confirm that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will send you in the future, please ensure that you have been able to read this electronic disclosure and that you have also been able to electronically print or save this page for future reference and access; or that you were able to send this disclosure and consent, via e-mail, to an address where you can print or save it for future reference and access. In addition, if you agree to receive notices and disclosures exclusively in electronic form under the terms and conditions described above, please let us know by clicking on “I Agree” below.

By selecting the “I agree” field, I confirm that:

(i) I can access and read this electronic document, called CONSENT FOR ELECTRONIC RECEIPT OF ELECTRONIC RECORDS AND SIGNATURE DISCLOSURES; and

(ii) I can print or save or email this disclosure where I can print it for future reference and access; and (iii) Until or unless I notify Clear Sale S A as described above, I consent to receive exclusively in electronic form all notices, disclosures, authorizations, acceptances and other documents that must be provided or made available to me by Clear Sale SA during the course of my relationship with you.