

**INTERNAL REGULATIONS OF THE NON-STATUTORY AUDIT
COMMITTEE OF CLEARSALE S.A.**

**National Register of Legal Entities of the Ministry of Economy
(CNPJ/ME) No. 03.802.115/0001-98**

1. Objective

1.1. The objective of these Regulations (“Regulations”) is to govern the operation of the Audit and Risk Committee (“Committee”) 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”), of the Code of Conduct and Ethics of the Company; and of the applicable law.

2. Mission

2.1. The objective of the Committee is the following:

- (i) to supervise the procedures continuously and systematically for the identification and treatment of Risks, as defined in the Risk Management Policy, as well as the internal control systems of the Company;
- (ii) to monitor the quality and integrity of the financial reports;
- (iii) to guarantee compliance with the statutory, corporate and regulatory rules; and
- (iv) to inspect the activity of the independent auditors.

2.2. The Committee is the advisory body linked to the Company’s Board of Directors, with operational autonomy, and, therefore, it acts independently from the other bodies of the Company.

2.2.1. Since it is an advisory body to the Board of Directors, the opinions of the Committee are non-binding recommendations to the Board of Directors, but these opinions shall be, however, included in the materials submitted to the Board of Directors for analysis.

2.3. In the performance of its duties and responsibilities, the Committee shall maintain an effective relationship with the members of the Board of Directors and Executive Officers of the Company, with the internal and external independent auditors and with the Fiscal Council, if any.

2.4. The duties as member of the Committee cannot be delegated, and they shall be exercised with impartiality, integrity, loyalty and diligence, so as to always seek efficiency and compliance with the applicable laws and regulatory obligations, with the provisions of the Company’s Bylaws, with the other internal policies of the Company, with these Regulations and with the best corporate governance and compliance practices.

3. Composition, Designation, Term of Office, Compensation

3.1. **Composition.** The Committee shall be composed of three (3) members external to the Company, who shall be designated and elected by the Board of Directors (pursuant to the provisions of the Policy on Designation and Compensation of Members of the Board of Directors, its Advisory Committees and the Executive Office), it being understood that, as determined by the Novo Mercado Rules:

- (i) one (1) of them shall be an independent member of the Board of Directors, who is not a member of the Executive Office;
- (ii) one (1) member shall perform the duties as Coordinator of the Committee;
- (iii) one (1) member shall have acknowledged experience in corporate accounting matters, internal controls, financial information and operations and independent audit.

3.2. The participation of any Executive Officer of the Company as member of the Committee is prohibited.

3.3. For compliance with the independence requirement set forth in item 4.1, letter “b”, the member of the Committee:

- (i) may not be, or may not have been, over the last five (5) years:
 - a) an officer or employee of the Company, its controlling shareholder, controlled company, affiliate or company under common control, directly or indirectly; or
 - b) a partner, technician in charge or member of the work team of the Independent Auditor – Legal Entity; and
- (ii) may not be a spouse, direct or collateral relative, up to the third degree, and by affinity, up to the second degree, of the persons referred to in item “i” above.

3.4. Upon appointment of the Committee, its Coordinator shall be designated.

3.5. The Committee coordinator shall:

- (i) represent, organize and coordinate the Committee’s activities;
- (ii) call, convene and preside over meetings of the Committee;
- (iii) represent the Committee in its relationship with the Company’s management, as well as before the internal and external auditors, other bodies and internal committees;
- (iv) sign, whenever applicable, correspondences, invitations and reports;
- (v) call, on behalf of the Committee, any participants in the meetings;
- (vi) comply with and guarantee compliance with these Regulations by third parties.

3.6. The Committee coordinator or, in his / her absence or impediment, another member designated by it, jointly with other members of the Committee shall, whenever necessary or convenient:

- (i) meet with the Board of Directors, upon call notice, at least quarterly to, among other matters that may be pertinent, report on the Committee's activities; and
- (ii) attend Annual General Meetings and, if necessary, Special Meetings of the Company.

3.7. **Term of Office.** The members of the Committee shall be elected by the Board of Directors and shall have a unified term of office of two (2) years, reelection being permitted. In the case of members who are directors of the Company, their terms of office in the Committee shall follow the term of office in the Board of Directors.

3.8. In the event of absence and/or temporary impediment of a member of the Committee, such member shall be substituted by a member designated by the Committee itself, it being understood that it is only possible to cumulate the duties performed by the members described in item 3.1, sub-items "i" and "iii" . In the event of permanent impediment and vacancy of an office as member of the Committee, the substitute shall be appointed by the Board of Directors to complete the term of office of the substituted member of the Committee.

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

4. Powers

4.1. It shall be incumbent upon the Committee, among other responsibilities:

- (i) to provide an opinion on the retainment and removal of the independent auditor for the external audit services, as well as on its retainment for any other service;
- (ii) to analyze the scope and the focus proposed by the independent auditors and to appraise their fees and outcomes of the services provided, as well as to supervise their activities, in order to evaluate:
 - (i) their independence;
 - (ii) the quality of the services provided; and
 - (iii) the adequacy of the services provided to the Company's needs;
- (iii) to meet with the independent auditor from time to time to discuss:
 - (i) the change in and/or maintenance of the practice and of the accounting principles and criteria;

- (ii) the use of reserves and provisions;
 - (iii) the relevant estimates and judgments used in the preparation of the financial statements;
 - (iv) the risk assessment methods and the outcomes of these evaluations;
 - (v) the changes in the scope of the independent audit;
 - (vi) the high risk areas;
 - (vii) the relevant deficiencies and significant failures in the internal controls;
 - (viii) the knowledge of illegal acts;
 - (ix) the effects of external (economic, normative and industry) factors on the financial reports and on the audit process;
 - (x) the frauds and illegal acts indicated by the independent auditors;
 - (xi) the independence and quality of the independent audit services;
 - (xii) the work plans of the independent audit;
 - (xiii) any conflicts with the Company's Executive Board and the independent auditor;
 - (xiv) the main audit issues identified and the effect thereof on the financial statements and on the audit report.
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- (iv) to assess the quarterly information, interim statements, and financial statements of the Company;
 - (v) to review and render an opinion on the management reports on quarterly results; the Management Report; the Reference Form and Management Proposal to the General Meeting on the items for which it is responsible and related documents;
 - (vi) to analyze, jointly with the Company's General Counsel, all legal issues and/or contingencies that may significantly affect the financial statements within the limits of its powers;
 - (vii) to monitor the internal audit activities, monitoring the effectiveness and sufficiency of the structure, as well as the quality and integrity of the internal audit processes, including by conducting an annual evaluation of performance of the manager in charge of the internal audit department, proposing to the Board of Directors the actions that may be necessary to perfect them;
 - (viii) to approve the annual plan of the internal audit, considering the adequate coverage of risks;

- (ix) to propose to the Board of Directors the approval of the internal audit rules and any amendments it may deem necessary;
- (x) to monitor the activities of the Company's internal controls area;
- (xi) to monitor the quality and integrity of the Company's internal control mechanisms, presenting recommendations for the improvement of policies, practices and procedures it may deem necessary;
- (xii) to previously pronounce to the Board of Directors with respect to the annual report on the Company's internal control systems;
- (xiii) to evaluate the adequacy of the controls adopted to confirm compliance with the rules set forth in the Company's Disclosure of Information and Securities Trading Policy;
- (xiv) to monitor the pronouncements transmitted through the Company's Whistleblower Channel, causing compliance with the Code of Conduct, to warn the Board of Directors of frauds and/or crimes and to suggest measures;
- (xv) to evaluate and monitor the exposures to corporate risks, to instruct the Executive Office with respect to determination of the parameters of the management model and to periodically evaluate the risk management policies, their resources and the maximum tolerance to risk, being able to request detailed information on policies and procedures related to: (i) the compensation of the management; (ii) the use of Company's assets; and (iii) the expenses incurred in the name of the Company;
- (xvi) to assess, monitor, and recommend to the Management the correction or improvement of the Company's internal policies, including the Policy on Transactions with Related Parties and other Situations of Potential Conflict of Interests;
- (xvii) to evaluate and oversee, together with the Company's management and the internal audit department, the adequacy of the transactions with related parties performed by the Company and their respective evidence;
- (xviii) to receive and process information about noncompliance with legal and regulatory provisions applicable to the Company, in addition to internal regulations and codes, including specific procedures to protect the provider and the confidentiality of information;
- (xix) to confirm compliance with its recommendations and/or clarifications of its pronouncements, including with respect to the planning of the audit works;
- (xx) to evaluate compliance, by the Company's Executive Office, with the recommendations made by the independent and internal audits, as well as to pronounce to the Board of Directors with respect to any conflicts between the internal audit, the independent audit and/or the Company's Executive Office;
- (xxi) to prepare a summarized annual report, to be presented jointly with the financial statements, containing at least the following information: (i) the activities performed in the period, the results and conclusions reached; (ii) the evaluation of the effectiveness of

the Company's internal control systems; (iii) a description of the recommendations presented to the Company's management and evidence of their implementation; (iv) the evaluation of the effectiveness of the independent and internal audits; (v) the evaluation of the quality of the financial reports, of internal controls relating to the period; and (vi) any situations in which there is a significant inconsistency between the Company's management, the independent auditors and the Committee in relation to the Company's financial statements;

(xxii) to provide an opinion on the matter submitted to it by the Board of Directors, as well as on those it may deem relevant within the limits of its powers;

(xxiii) to monitor the ethical and conduct aspects, including the effectiveness of the code of conduct and of the whistleblower channel, (encompassing the processing of the accusations received) and any existence of fraud; and

(xxiv) to monitor the quality of the accounting process and respective selected accounting practices, of the preparation of financial statements and of other information disclosed to third parties.

4.2. For effective performance of its duties, the Committee shall have operational autonomy and its own budget, within the limits approved by the Board of Directors.

4.3. The Committee shall quarterly inform its activities to the Company's Board of Directors, and the minutes of the meeting of the Board of Directors shall be disclosed indicating said report, subject to the applicable statutory and regulatory rules.

4.4. The Company has the duty to annually disclose to the market a summarized report on the meetings held by the Committee and the main subjects discussed, noting any recommendations made to the Company's Board of Directors.

5. Meetings

5.1. The Committee shall meet in the frequency defined in the annual calendar approved by the Board of Directors, which frequency shall be, ordinarily, at least one (1) meeting every two months, or extraordinarily at the request of its Coordinator or of a majority of its members.

5.1.1. The call notices for the meetings of the Committees shall be sent in writing, by electronic mail (e-mail), by the Committee Coordinator, preferably five (5) days before the meeting, jointly with the supporting material, to all members of the Committee.

5.1.2. The call notice may be waived whenever all members of the Committee are present at the meeting, or if the absent members previously agree hereon in writing.

5.1.3. In the event of justified emergency, the term for the call notice for the meeting of the Committee may be shorter than that set forth in paragraph 1 above.

5.2. The Committee may, if necessary, call experts or external advisors, but it shall not be exempted from its responsibilities, including the responsibility to guarantee the integrity and confidentiality of the information discussed.

5.3. The meetings shall be opened, on first call, with the presence of a majority of the members of the Committee, and their proposals shall be approved by a majority vote of the members present at the respective meetings.

5.3.1. In the event of absence of the minimum quorum set forth above, a new meeting shall be called, and it shall be opened with any number of members present, subject to the call notice terms set forth in item 5.2.

5.4. The meetings of the Committee shall be preferably held at the Company's principal place of business. In case all members deem it convenient and previously agree in writing, the meetings may be held elsewhere.

5.5. The participation of the members of the Committee in the general and special meetings shall be permitted, by means of conference call, videoconference or any other means of communication that permits the identification of the member of the Committee and the simultaneous communication with all other persons present at the meeting. In this case, the members of the Committee shall be considered present at the meeting and must sign the respective minutes.

5.6. Managers and internal and external associates of the Company may be called by the Committee to participate in its meetings, as well as any parties who hold relevant information or to whose area of work the items of the agenda are pertinent.

5.7. The matters, guidance, discussions, recommendations and opinions of the Committee shall be included in the minutes of its meetings, which shall be signed by the attending members of the Committee, which minutes shall further include a list of all those present, the measures requested and any divergences among the members.

5.8. In the end of each year, the Committee shall meet to prepare a circumstantiated annual report, containing a description of:

a) its activities, the outcomes and conclusions reached, and the recommendations made; and

b) any situations in which there is a significant divergence between the Company's management, the independent auditors and the Committee in relation to the financial statements of the Company.

5.8.1. This report shall be kept at the Company's principal place of business, available to the Brazilian Securities and Exchange Commission (CVM), for a term of five (5) years.

6. Miscellaneous

6.1. These Internal Rules may be amended at any time, by resolution of a majority of the members of the Board of Directors.

6.2. The cases with respect to which this instrument is silent shall be resolved at meetings of the Committee itself, pursuant to the Law and to the Bylaws, it being

understood that the Board of Directors, as a collegiate body, shall resolve on any existing doubt.

6.3. 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

7. Approvals

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

Board of Directors' Approval

[signature]

Anderson Roberto Godzikowski

[signature]

Arthur Joseph O'Keefe IV

[signature]

Marcel Vitor Santana dos Santos

[signature]

Pedro Paulo Chiamulera

[signature]

Renato Kocubej Soriano