

Policy on Transactions with Related Parties and other Situations of Potential Conflict of Interest

March 2024 – version 2.0



POLICY ON TRANSACTIONS WITH RELATED PARTIES AND OTHER SITUATIONS OF POTENTIAL CONFLICT OF INTEREST

1. Objective

This Policy on Transactions with Related Parties and other Situations of Potential Conflict of Interest (“Policy”) aims to establish guidelines, rules and procedures to ensure that decisions involving transactions with related parties and other situations involving actual or potential conflicts of interest are taken in accordance with current legislation, internal policies and applicable regulations, with the interests of ClearSale S.A. (“Company”) in mind, as well as ensuring transparency, commutativity and independence in relations between the Company and its related parties.

2. Definitions

Administrators: These are the members of the Company's Board of Directors, the Statutory Officers, the members of the Audit Board, when installed, and the members of any other bodies with technical or advisory functions.

Employees: These are the staff member(s), employed person(s), intern(s) and Young Apprentice Program participant(s), whether permanent or temporary, who are not Administrators.

Conditions Compatible with the Market: These are reasonable conditions for which the principles of competitiveness, compliance, transparency and fairness will be observed during negotiations, such as the conditions under which the Company could contract with an independent third party.

Conflict of Interest: It arises when a person, Related Party or not, is involved in a decision-making process in which their capacity for impartial judgment may, in an actual or apparent way, be compromised or influenced, in an improper manner, harming the performance of their duties, to the detriment of the interests, values, ethics or reputation of the Company, mainly due to the fact that: i) on the one hand, this person has the power to influence the outcome of the decision; and, at the same time, ii) there may be a gain for themselves or for a Close Relative.

Significant Influence: The power to participate in the financial and operating decisions of an entity, but which does not necessarily characterize control over those decisions. Significant influence can be obtained through shareholdings, statutory provisions or shareholders' agreement. When an investor holds, directly or indirectly, twenty percent or more of the voting power of an entity, it is presumed that they have significant influence, unless it can be clearly demonstrated otherwise. On the other hand, if the investor holds, directly or indirectly, less than twenty percent of the voting power of an entity, it is presumed that they have no influence. The existence of Significant Influence by an investor is generally evidenced by one or more of the following: (a) representation on the entity's board of directors or board of executive officers; (b) participation in policy-making processes, including decisions on dividends and other distributions; (c) material

transactions between the investor and the entity; (d) exchange of directors or managers; (e) provision of essential technical information.

Key Person: An individual who is a member of the Company's key administration personnel, key administration personnel being understood as those who have authority and responsibility for planning, directing and controlling the Company's activities, directly or indirectly, including each of the members of the Board of Directors, the Board of Executive Officers, and the members of any other bodies with technical or advisory functions of the Company.

Business Partners (“Partners”): Individuals or companies that develop or commercialize products, whether physical, financial or virtual, or provide services of any nature to the Company, for remuneration or not, on an occasional or permanent basis, as well as those that contract physical, financial or virtual products or services of any nature from the Company, except in regular retail operations.

Close Relative: These are those family members who can be expected to exercise influence or be influenced by the person in those members' businesses with the entity and mainly include the person's second-degree (lateral or collateral) relatives.

Related Parties: Related Parties are those persons or entities that meet the definition established by Technical Pronouncement CPC No. 5 (R1) and by this Policy.

Transactions with Related Parties: It is any transaction that results in the transfer of goods, rights, resources, services or obligations, directly or indirectly, between the Company and a Related Party, regardless of whether a corresponding price is charged in return.

3. Scope

This Policy applies to all the Company's shareholders, Managers and Employees, as well as its other Related Parties. External representatives, service providers and Business Partners, for the duration of their relationship with the Company, must comply with the guidelines and principles set out in this Policy.

4. Transactions with Related Parties

4.1 Concept of Related Parties

Related Parties are:

- (a) A person, or a Close Relative, related to the Company if he/she:
 - (i) has full or shared control of the Company;
 - (ii) has Significant Influence over the Company; or
 - (iii) is a Key Person of the Company or its controlling shareholders.

- (b) An entity, even if depersonalized, when such entity:
 - (i) controls, alone or jointly, directly or indirectly, is controlled by, or is under common control of the Company (this includes controlling shareholders or direct or indirect subsidiaries);
 - (ii) has Significant Influence over the Company;

- (iii) is under a joint venture of the Company and a third entity;
- (iv) is an affiliate of the Company;
- (v) is under a joint venture of the Company's controlling shareholders, together with a third party;
- (vi) manages a post-employment benefit plan whose beneficiaries are employees, on the one hand, of the Company (or of any direct or indirect subsidiary) and, on the other hand, of the entity that is related to the Company; or
- (vii) is controlled, fully or under a joint venture, directly or indirectly, by a person indicated in (a) above;
- (viii) is under the Significant Influence of a person indicated in (a)(i) above;
- (ix) whose controlling shareholders, administrators and key persons also hold such positions in the Company; and
- (x) has as a Key Person (or as a key person of its controlling shareholders) a person identified in (a)(i) above;

4.2 Guidelines

Transactions with Related Parties must be carried out on the basis and assumptions described below:

- Be negotiated and entered into under Conditions Compatible with the Market, including limits on interest rates, grace periods, terms, guarantees required and criteria for classification;
- Comply with the contracting rules and criteria used by the Company to select service providers and suppliers;
- The area responsible for the transaction seeks at least one market alternative, i.e. with an independent third party, to carry out the transaction;
- Are based on reasonable economic and strategic grounds, representing the best alternative for the Company among those existing in the market;
- Comply with legal regulations and other Company guidelines, such as the Code of Conduct.

4.3 Identification of Potential Transactions with Related Parties

Every person who qualifies as a Related Party must annually fill in the Declaration set out in **ANNEX A** to this Policy, which must be delivered to the Compliance department, which is responsible for archiving the documents for a period of no less than five years.

Every year, Compliance must provide the Audit and Risk Committee with the updated Declaration of the Company's Related Parties. The Audit and Risk Committee must also evaluate, monitor and recommend to the Board of Directors the correction or improvement of this Policy.

4.4 Prohibited Transactions

The following Transactions with Related Parties are prohibited:

- (i) carried out under conditions other than the Conditions Compatible with the Market or which may in any way harm the interests of the Company;
- (ii) which may result from the use of confidential information obtained as a result of the exercise of a title, position or function held by the contracting parties in the Company; and
- (iii) loans and guarantees in favor of shareholders of the Company, Administrators or Key Persons of the Company and any of their Close Relatives, as well as dependents and corporate entities over which the party has control.

4.5 Approval of Transactions with Related Parties

Transactions with Related Parties involving Company Employees, the values of which are equal to or less than R\$5,000.00 (five thousand reais) over a period of one year, arising from a single contract or successive contracts with the same purpose, must be previously submitted to and approved by the employee's area superintendent, along with the Compliance department.

Transactions with Related Parties involving Company Employees, the values of which exceed R\$5,000.00 (five thousand reais) over a period of one year, arising from a single contract or successive contracts with the same purpose, must first be submitted to the Audit Committee, which will analyze such transactions and issue an opinion on the operation to be contracted. After the Audit Committee has issued its opinion, these transactions involving Company Employees must be approved by the Company's Board of Executive Officers on a collegiate basis.

Transactions with Related Parties, whatever their values, involving Company shareholders, members of the Board of Executive Officers and/or the Board of Directors, must first be submitted to the Audit Committee, which will analyze such transactions and issue a non-binding opinion on the operation to be contracted. After the Audit Committee has issued its opinion, these transactions must be approved by the Board of Directors.

Members of the Board of Executive Officers, Board of Directors and Audit Committee, as the case may be, in a situation of potential conflict of interest must absent themselves from discussions on the subject, as well as abstain from voting in the respective decision-making process, observing the provisions of item 5.1 below. The approval of the Board of Directors, when applicable, must be by a favorable vote of the absolute majority of its members, not considering those members involved in the transaction.

4.6 Flow of Analysis of Transactions with Related Parties

When identifying the intention to transact with Related Parties, the contracting department (Commercial or Purchasing, for example) must first inform the Compliance department.

A form must be filled in by the requesting department, which must return it with the complete and reliable information to Compliance, which in turn will analyze whether it reflects the reality

of the transaction and whether contracts with competing and independent partners have been compared. This analysis also includes the conformity of values, clauses and obligations between the parties.

If the content is appropriate, the form will be forwarded to the body responsible for analyzing the transaction (immediate leader/ Board of Executive Officers/ Board of Directors). After analysis, Compliance informs the respective requesting area of approval or disapproval.

In cases in which the Audit Committee issues a prior opinion, Compliance will send the completed form to this Committee before the Board of Executive Officers or Board of Directors deliberate on the respective transaction at a meeting.

ANNEX B reflects the flow outlined above.

5. Situations involving a potential Conflict of Interest

The situations described below are considered a Conflict of Interest and are therefore not allowed under any circumstances:

- Using one's position in the Company to take advantage of opportunities, commissions, deductions, allowances, loans, discounts, favors, awards, bonuses, or advantages for one's own benefit or for the benefit of third parties;
- Improperly using privileged information, financial resources and business opportunities of the Company for personal gain or that of third parties, or for purposes contrary to the interests of the Company;
- Carrying out permanent parallel activities or having a partnership with Partners or competitors which may conflict with the Company's businesses; and
- Sharing secret or confidential information relating to the Company's businesses without prior, duly formalized authorization.

The situations described above do not exhaust the hypotheses that may arise in relationships with Administrators, Employees or Related Parties, the existence of which is investigated on a case-by-case basis, following the guidelines of this Policy.

5.1 Decisions involving potential Conflict of Interest

Administrators and other Key Persons of the Company, when identifying the possibility of participating in a decision-making process relating to any matter in which they are in a situation of potential Conflict of Interest, must disclose their potential Conflict of Interest to the other members of the competent body. In addition, such Key Persons must absent themselves from discussions on the matter, as well as refrain from negotiating, assessing, opining, voting or in any other way participating or influencing in the handling or approval of the respective matter, as a Key Person of the Company.

If requested by the members of the competent body, such Key Persons may take part in the discussion in order to provide more information about the operation and the parties involved, but must absent themselves from the rest of the discussion and from the voting process on the matter.

If any Key Person who may have a potential private gain, benefit or advantage not shared with the Company, as a result of any decision, does not speak up in this regard, any other member of the body to which they belong who is aware of the situation may do so, and it is up to the competent body to assess this situation as a whole.

The statement on the possible characterization of the situation of potential Conflict of Interest and the consequent abstention from exercising voting rights by the Key Person must be included in the minutes of the meeting of the respective body.

6. Responsibilities

6.1. Board of Directors

In addition to the other duties imposed by the applicable legislation and the Company's Articles of Incorporation, the Board of Directors is responsible for:

- (i) Deciding on the Transactions with Related Parties that fall within its competence, under the terms of this Policy; and
- (ii) Approving and revising this Policy and any amendments hereto in order to adapt it to its purpose;

6.2. Board of Executive Officers

In addition to the other duties imposed by the applicable legislation and the Company's Articles of Incorporation, the Board of Executive Officers is responsible for deciding, in accordance with the opinion received from the Audit and Risk Committee, on Transactions with Related Parties that fall within its competence, under the terms of this Policy.

6.3. Audit Committee

The Company's Audit Committee must:

- (i) Recommend to the Board of Directors the correction or improvement of this Policy; and
- (ii) Analyze Transactions with Related Parties in advance, and issue an opinion to the Board of Directors or the Board of Executive Officers, as the case may be, on the transaction to be contracted.

6.4. Investor Relations Executive Officer

The Company's Investor Relations Executive Officer must:

- (i) ensure that Transactions with Related Parties are duly disclosed and recorded in the respective financial statements, in compliance with the rules and laws in force;

(ii) ensure that whenever a Transaction with a Related Party is considered a material act or fact, due disclosure of said transaction is made, in compliance with the rules and laws in force; and

(iii) ensure the disclosure of Transactions with Related Parties that fall under the provisions of Article 1 of Annex 30-XXXIII of CVM Instruction No. 480/2009, in the manner provided for in said Instruction.

6.5. Compliance Area

The Compliance department must:

(i) store the updated Declarations of the Company's Related Parties;

(ii) take measures to ensure that no payment is made to any Related Party which is not in accordance with the terms of this Policy;

(iii) report annually to the Audit Committee all Transactions with Related Parties carried out during the period;

(iv) establish controls and procedures for carrying out Transactions with Related Parties, as well as rules for monitoring and disclosing operations.

7. Approvals

RESPONSIBLE PARTY	AREA
PREPARATION	Corporate Governance and Legal Executive Office
REVIEW	Annually by the Corporate Governance and Legal Executive Office
APPROVAL	Board of Directors on February 22, 2024
VERSION	2.0
AMENDMENT	Responsibilities of the Board of Directors, Board of Executive Officers, Audit and Risk Committee, IR Executive Officer and the inclusion of the responsibility of Compliance with this policy, as well as the flow of transaction analysis.

ANNEX A

POLICY ON TRANSACTIONS WITH RELATED PARTIES AND CONFLICT OF INTEREST

ANNUAL DECLARATION

Hereby, [NAME AND FULL QUALIFICATION], hereinafter referred to as simply “Declarant,” in the capacity of [POSITION] of ClearSale S.A., headquartered at Avenida Marcos Penteadó de Ulhoa Rodrigues, No. 939, Andar [Floor] 3, Torre [Tower] Jacarandá, Conjuntos [Units] 301 and 302, Alphaville Industrial [District], city of Barueri, state of São Paulo, CEP [Postal Code] 06460-040, registered with CNPJ/ME [Corporate Taxpayer’s ID] No. 03.802. 115/0001-98 (“Company”), by means of this Annual Declaration, reiterates his/her commitment to comply with the Company's Policy on Transactions with Related Parties and Conflict of Interest, drawn up in accordance with the Regulations of Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão, as approved by its Board of Directors on _____. The Declarant also declares, for all due purposes, that he/she is not involved in any current transaction that conflicts with the interests of the Company. As it is an expression of the truth, the Declarant signs this Annual Declaration, in three (03) copies of equal content.

Municipality of Barueri, [●] [●], 20[●].

[DECLARANT]

ANNEX B

FTPR – FLOW OF TRANSACTIONS BETWEEN RELATED PARTIES

