

# INTERNAL REGULATION OF THE AUDIT COMMITTEE

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## CHAPTER I

### THE AUDIT COMMITTEE

**Article 1** The Audit Committee (“Committee”) is a permanent advisory board advisory bound to the Board of Directors and governed by the applicable law and regulations and the Bylaws of B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) and this Internal Regulation (“Regulation”).

**Article 2** The Committee reports to the Board of Directors and operates independently from the Management of the Company.

## CHAPTER II

### COMPOSITION OF THE COMMITTEE

**Article 3** The Committee shall be composed up to six (6) independent members, whereas at least one (1) and at most two (2) of whom shall be Independent and Unbound Directors, and at least three (3) and at most four (4) shall be external independent members (“External Members”), whereas at least one of the members of the Committee shall have recognized experience in corporate accounting, who will be designated as the Financial Specialist.

**Sole paragraph.** The Committee members exercise a non-delegable function to be performed with duty of care and loyalty, thus requiring them to avoid any conflict of interest which may jeopardize the interests of the Company and the shareholders.

**Article 4** While in office, the members of the Committee may only be replaced as set forth in article 9 herein, and, in the event of vacancy of a member of the Committee, the Board of Directors shall appoint a replacement member pursuant to the provisions set forth in paragraph 1 below.

**§1º** If a member of the Committee intends to take a temporary leave, the Board of Directors shall appoint a temporary replacement for the Committee during this period. On the end of the temporary leave term, the replaced member will resume his/her office until the end of his/her term.

**§2º** The substitute of the licensed member, in the case of paragraph 1 above, must meet all the requirements of the law, the regulation and this Regulation regarding the members of the Committee.

**§3º** The term of temporary leave referred to in paragraph 1 above may not exceed the remainder of the term of office of the replaced member, and shall be computed for the purpose of counting the maximum term of office of six (6) years provided by the Company's Bylaws.

**§4º** The time served in the Committee by any temporary replacement shall likewise be computed for purposes of the six-year limitation period established by paragraph 3 above.

**Article 5** After the end of the term of office, regardless the time served, a former member of the Committee may only be reappointed to such committee after at least three (3) years from the end of the most recent term previously served.

**Article 6** The candidate for the Committee shall meet the following conditions , in addition to legal and regulatory requirements,:

- (a)** being over 25 years old;
- (b)** having an upstanding reputation, and proficient knowledge of the functions, operations and practices of the capital markets operated by the Company and/or its subsidiaries;
- (c)** not having a spouse, domestic partner or relative to the second degree as director or officer of, or employed with, the Company or any of its subsidiaries;

- (d) not holding a position in any company deemed to be a competitor of the Company or its subsidiaries, and neither having, nor representing any party that has, a conflict of interest with the Company or any of its subsidiaries, and
- (e) have effective availability to serve as a member of the Committee.

**Article 7<sup>o</sup>** In addition to the requirements set forth in the article 6 above, the External Members of the Committee shall meet the following requirements:

- (a) being knowledgeable or well experienced in auditing, compliance and controls, accounting, tax, regulatory agencies and other related matters;
- (b) not be a member of the Board of Directors or the Executive Board of the Company or its subsidiaries;
- (c) not be a partner, controlling shareholder, manager or employee of shareholder of the Company or its controlling companies;
- (d) in the 12-month period preceding their appointment, being independent from: (i) the Company, its subsidiaries and, if applicable, its direct or indirect controlling shareholders or companies under common direct or indirect control; (ii) any of the managers of the Company and its controlling companies and, as applicable, their direct or indirect controlling shareholders; (iii) holders of permits for access to markets which the Company operates; and (iv) a shareholder or a group of shareholders holding an interest of 10% or more of voting shares of the Company;
- (e) not holding at the time, and in the 5-year period preceding their appointment not having held, a position as: (i) officer or employee of the Company, its controlling company, its controlled companies, affiliates or companies under common direct or indirect control; or (ii) member and lead auditor of the audit team in charge of auditing the financial information of the Company;

(f) not being a spouse, or lineal or collateral blood relative to the third degree, or relative by affinity to the second degree, of any of the persons referred to in item (f) above; and

(g) fulfill the requirements set forth in paragraphs 4 and 5 of Article 22 of the Bylaws Company's and those of article 147 of Brazilian Corporate Law.

**Article 8º** The fulfillment of the requirements for member of the Committee will be declared in the respective instrument of investiture.

**Article 9º** During their term of office, the members of the Committee shall only be substituted on the following hypothesis:

(a) death or resignation;

(b) unjustified absence at 3 consecutive or 6 nonconsecutive meetings over one year; or

(c) pursuant to a justified decision of the Board of Directors approved by at least five (5) Directors, a majority of whom shall be Independent and Unbound pursuant to paragraph 6 of Article 22 of Bylaws Company's.

**Sole paragraph.** If a committee seat is vacant, the Board of Directors, pursuant to the recommendation of the Corporate Governance and Nomination Committee, shall elect a person to conclude the term of the replaced member.

**Article 10** The Board of Directors shall appoint a Coordinator among the members of the Committee, who shall represent, organize and coordinate the activities of the Committee.

**§ 1º** The Coordinator of the Committee shall exclusively perform the following:

(a) calling, convening and presiding the meetings of the Committee, and appointing the meeting secretary from among the attending members, who shall be responsible for preparing the minutes of the meeting;

(b) representing the Committee in the Board of Directors and in interactions with the Management of the Company and its internal and independent auditors, other bodies and internal committees, signing, when necessary, the correspondence, invitations and reports sent to them;

(c) calling the Company's executives to attend the meetings of the Committee, as necessary or convenient; and

(d) comply with and enforce this Regulation.

§ 2º In temporary absences or impediments, the Coordinator may be replaced by another member appointed by the Committee.

§ 3º The Coordinator, or in his absence or impediment, another Committee member designated by him, accompanied by other Committee members if deemed necessary or convenient, shall:

(a) meet with the Board of Directors, called by the latter, at least on a quarterly basis, to report the Committee activities and discuss other relevant matters; and

(b) attend the annual shareholders' meetings of the Company.

## CHAPTER III

### OPERATION OF THE COMMITTEE

**Article 11** The Committee shall meet ordinarily at least six (6) times a year, and may hold extraordinary meetings upon the request of the Coordinator or any other member of the Committee. In any event, the Committee must review the Company's financial information prior to its release.

§ 1º The meetings of the Committee shall be called by means of a three (3) days prior notice, which shall attach the meeting agenda, except in the event of meetings called to consider urgent matters.

§ 2º The Coordinator shall prepare the agenda of the meeting. The other members of the Committee may propose additional motions to be considered at the meeting.

§ 3º The meetings shall be installed by the attendance of the majority of the members of the Committee.

§ 4º The majority of affirmative votes of the attending members of the Committee shall approve the recommendations and opinions of the Committee..

§ 5º The Committee meetings must be held preferably at the Company's headquarters, or, at the discretion of the Coordinator of the Committee, at any of its subsidiaries or at any other location deemed appropriate.

§ 6º Part or all members of the Committee are allowed to participate in ordinary and extraordinary meetings by conference call or videoconference or other teleconferencing method permitting the identification of the Committee members and simultaneous communication amongst the attendees. In such cases, the members of the Committee shall ensure that the matters dealt with will not be accompanied by unauthorized third parties. The members of the Committee attending meetings pursuant to this paragraph shall be deemed to be present at the meeting and shall sign the relevant minutes.

§ 7º The members of the Committee who have actual or potential conflict of interest with any of the topics discussed should withdraw from the meeting during the time of discussion of such matter, and may be invited to provide information.

**Article 12** The Committee may call to attend any particular meeting executives and internal and external employees of the Company, who have information to provide or whose matters, included in the agenda, are pertinent to their area of expertise.

**Article 13** The Committee's subjects, recommendations and opinions discussed at a meeting shall be drawn up, which the attendees shall sign. The minutes of a

meeting shall record the relevant points of discussion, , the list of attendees and justified absences.

**Sole paragraph.** The supporting documents of the meetings shall be filed in Company's headquarters.

## CHAPTER IV

### DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

**Article 14** The Committee is competent to, among other subjects:

- (a) prepare the internal regulation containing the Committee's operating rules. The regulation thus prepared, and any amendments, shall be submitted for approval by Board of Directors;
- (b) make recommendations to the Board of Directors regarding the retention or replacement of the independent auditors of the Company, and to issue opinions on hiring independent auditing firm to perform other services;
- (c) supervise the activities of the independent auditors to evaluate (i) their independence; (ii) the quality of their services; and (iii) if the services provided meets the Company's needs;
- (d) supervise the activities internal auditors of Company and its controlled companies, monitor the effectiveness and adequacy and integrity of the internal and independent audit structure, including conducting an annual performance review of the director responsible for the internal audit department, proposing to the Board of Directors the actions that are necessary to improve them.
- (e) propose to the Board of Directors the approval of the regulation of the internal audit;
- (f) supervise the activities of the area responsible for preparing the financial statements of the Company and its controlled companies;

- (g)** supervise the internal controls activities of the Company and its controlled companies;
- (h)** monitor the quality and integrity of the quarterly financial information, and of the annual and interim financial statements prepared by the Company and its controlled companies, providing recommendations to the Board of Directors as necessary;
- (i)** monitor the quality and integrity of the internal control mechanisms of the Company and its controlled companies, providing recommendations to improve policies, practices and procedures as necessary;
- (j)** evaluate the effectiveness and adequacy of the risk control and risk management systems, including legal, tax and labor risks;
- (k)** advise the Board of Directors regarding the annual report of the internal controls system of the Company prior to its release;
- (l)** upon the request of the Board of Directors, provide recommendations on the management proposals to be submitted to the Shareholders' Meeting regarding changes to the capital stock, , issuance of debentures or warrants, the capital expenditure budgets, dividends distributions, transformation of corporate type, merger, amalgamation or spin-off transactions;
- (m)** monitor the quality and integrity of the information and measures released based on the financial and other information, which add information unanticipated in the customary financial statements;
- (n)** monitor and assess risk exposures of the Company, requesting detailed information on policies and procedures related to (i) management compensation; (ii) use of Company assets; and (iii) expenses incurred by the Company;
- (o)** monitor and assess, together with the internal audit department of the Company, the adequacy of transactions with related parties and the corresponding documents;

- (p) verify the compliance with its recommendations and/or clarifications on its manifestations, including audit work plans;
- (q) verify the compliance by the management with the recommendations of the independent and internal auditors, as well as advise the Management of the Company on possible conflicts between the internal audit team, the independent auditors and/or the Management of the Company;
- (r) assess, monitor and recommend to the management the remediation and improvement of the internal policies of the Company, including the policy of transactions with related parties;
- (s) meet with the Board of Directors and with other bodies of the Company's governance structure to discuss policies, practices and procedures identified within each of their competences;
- (t) prepare a summarized annual report to be presented with the financial statements, containing at least the following information: (i) activities performed within the period, the Committee findings and recommendations; (ii) the effectiveness of the Company's internal control systems; (iii) the recommendations made to the management of the Company and proof of its execution; (iv) evaluation of the effectiveness of the independent and internal auditors; and (v) evaluation of the quality of financial reports and internal controls over the period, and (vi) any significant disagreement among the management of the Company, the independent auditors and the Committee concerning the financial statements of the Company; and
- (u) issue an opinion on matters submitted to the Committee by the Board of Directors and any other matter considered relevant.

**Article 15** In addition to the competences set forth in the preceding article, the Committee shall:

- (a) within its competence, to care for the interests of the Company;

**(b)** review the reports prepared by regulatory entities regarding the Company in matters pertaining the Committee's competences;

**(c)** prepare a self-evaluation performance and identify points for operating improvement.

**Article 16** The Committee members shall be bound by the Code of Conduct, the Securities Trading Policy and the Company's Information Disclosure Policy.

**Article 17** For the performance of its duties, the Committee shall have, within the limits approved by the Board of Directors, appropriation and operational autonomy to conduct or determine consultations, assessments and investigations within the scope of its activities, including the hiring of independent external experts, and shall have access to the necessary information.

**Article 18** The members of the Committee shall receive a compensation, as proposed by the Personnel and Compensation Committee and approved by the Company's Board of Directors, compatible with their responsibilities, expertise and professional standing, time dedicated to the work and the market price of their services.

**Article 19** The Committee, pursuant to this article, shall have the means to receive and handle claims, including confidential, internal and external to the Company, regarding non-compliance with legal and regulatory provisions applicable to the Company, in addition to internal regulations and codes, in matters related to the scope of its activities, including the provision of specific procedures to protect the provider and the confidentiality of the complaint.

**§1º** The claims may be forwarded to the Committee by e-mail addressed to [comitedeauditoria@b3.com.br](mailto:comitedeauditoria@b3.com.br), which the Company will prominently disseminate in its website.

**§2º** The Committee may upon request give assurances as to the confidentiality of the claimant's identity.

**§3º** It shall be incumbent on the Committee to determine the appropriate measures and procedures for investigation of the facts and circumstances related to the claims.

**§4º** The Coordinator shall report to the Board of Directors the Committee's findings and recommendations related to claims involving any management member.

## CHAPTER V

### GENERAL PROVISIONS

**Article 20** The Committee's recommendations are non-binding, being the Company's Board of Directors responsible for making decisions based on the studies and proposals presented by the Committee.

**Article 21** This Regulation shall be disclosed in the website of the Company after being approved by the Board of Directors.