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**POLICY FOR APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS,  
STATUTORY BOARD, AND MEMBERS OF THE ADVISORY COMMITTEES OF MÉLIUZ S.A.**

**CHAPTER I - DEFINITIONS**

1.1. When not defined in other provisions of this Policy, the terms beginning with a capital letter, whether in the singular or plural, shall have the following meanings:

“Directors” means the members of the Board of Directors, Statutory and Non-Statutory Officers and members of the Company’s Statutory and Non-Statutory Advisory Committees and their respective alternates, as applicable.

“B3” means B3 S.A. – Brasil, Bolsa, Balcão.

“Eligible Positions” means the positions that make up the Board of Directors, the Statutory Board and the Advisory Committees of the Company’s Board of Directors.

“Code of Ethics” means the “Code of Ethics and Conduct of Méliuz S.A and its Subsidiaries” approved by the Board of Directors and applicable to all employees and Directors of the Company and its Subsidiaries.

“Advisory Committees” means any and all advisory committees to the Board of Directors, the Audit Committee or other committees created for the purpose of assisting the Company and its Directors in conducting their activities in accordance with the Company’s policies, codes and bylaws, as well as applicable legislation and regulations, being established on a non-statutory basis, and may or may not be permanent, according to the Company's needs.

“Company” means Méliuz S.A.

“Subsidiaries” means the subsidiaries and/or companies controlled by the Company.

“Articles of Incorporation” means the Company’s Article of Incorporation, as amended from time to time.

“Policy” means this Policy for Appointment of Members of the Board of Directors, Statutory Board and Members of the Advisory Committees of Méliuz S.A.

“New Market Regulations” means the regulations establishing the minimum and mandatory requirements for admission to, permanence in and exit from the New Market segment of B3.

**CHAPTER II - PURPOSE**

2.1. The purpose of this Policy is to establish the guidelines, criteria and procedures for the indication of members to occupy Eligible Positions, in a manner appropriate to the best practices of corporate governance.

2.2. This Policy applies to the Company and its Subsidiaries. Thus, any references in this Policy to the term “Company” shall include the Company together with its Subsidiaries, as applicable.

**CHAPTER III - PRINCIPLES**

3.1. All appointments for Eligible Positions must observe the provisions of this Policy, the Articles of Incorporation, the Code of Ethics, the New Market Regulations, as well as the applicable legislation and regulations in force.

3.2. As a general guideline, the appointment of candidates for Eligible Positions should be based on an analysis of the needs of the Board of Directors, Executive Board and Advisory Committees, as applicable, ensuring the composition of members with diversified profiles, taking into account experience, skills, conduct, background, age and gender.

3.3. The nominees for Eligible Positions must be highly qualified professionals, with relevant professional, technical and academic experience, and with an unblemished reputation.

3.4. When the appointment of members for Eligible Positions occurs, the integrity criteria (integrity background check) will be observed.

3.5. In the selection process, a search will be made for candidates with knowledge and experience in the business sectors in which the Company and its Subsidiaries operate or may come to operate.

## **CHAPTER IV - BOARD OF DIRECTORS**

### **Section I - Specific Guidelines and Criteria for Appointment**

**4.1** The Board of Directors shall consist of at least five (5) and at most seven (7) members, elected and removable by the General Meeting, with a unified term of office of up to two (2) years, reelection being permitted.

4.1.1. The Board of Directors will elect its Chairman and Vice-Chairman from among its members, and such election must take place in the first meeting after the Board members take office or in the first meeting following the occurrence of a vacancy in these positions. In the event of absence or temporary impediment of the Chairman of the Board of Directors, his or her functions will be exercised, on a temporary basis, by the Vice-Chairman. In the event of absence or temporary impediment of the Vice-Chairman of the Board of Directors, it will be incumbent upon the Chairman to appoint, from among the other members of the Board of Directors, his or her substitute.

4.1.2. Of the members of the Board of Directors, at least two (2) or twenty percent (20%), whichever is greater, must be independent directors, as defined in the New Market Regulation. The characterization of the nominees to the Board of Directors as independent directors must be decided at the general meeting that elects them.

4.1.3. When, as a result of compliance with the percentage referred to in the item above, the result generates a fractional number, the Company shall round it up to the immediately superior whole number.

4.1.4. For purposes of compliance with the "independence" criterion set forth in the New Market Regulation, no person may be elected as an independent director who: (i) is a direct or indirect controlling shareholder of the Company; (ii) has his or her voting rights at meetings of the Board of Directors bound by a shareholders' agreement that has as its object matters related to the Company; (iii) is a spouse, partner or relative, in a direct or collateral line, to the second degree of the controlling shareholder, of Directors of the Company or of a Director of the Company's controlling shareholder; and (iv) has been, in the last three (3) years, an employee or director of the Company or of its controlling shareholder.

4.1.5. For the purposes of verifying the qualification of the candidate for the position of independent member of the Board of Directors, the following situations must be analyzed in order to verify if they imply in loss of "independence" of the candidate due to the characteristics, magnitude and extension of the relationship: (i) if the candidate is related up to the second degree of the controlling shareholder, of the Company's director or of the director of the Company's controlling shareholder; (ii) if the candidate was, in the last 3 (three) years, an employee or director of associated companies, controlled or under common control; (iii) if the candidate has commercial relations with the Company, its controlling shareholder or associated companies, controlled or

under common control; (iv) if the candidate holds a position in a company or entity that has commercial relations

with the Company or with its controlling shareholder who has decision-making power in carrying out the activities of said company or entity; (v) if the candidate receives other remuneration from the Company, its controlling shareholder, associated companies, subsidiaries or under common control, in addition to that related to acting as a member of the Board of Directors or committees of the Company, its controlling shareholder, its companies affiliates, subsidiaries or under common control, except cash benefits arising from participation in the company's capital stock and benefits arising from supplementary pension plans.

4.1.6. The members appointed to the Company's Board of Directors must observe the following parameters, in addition to the applicable legal and regulatory requirements: (i) engagement and commitment to the Company's values and culture; (ii) commitment to the terms set forth in the Code of Ethics, as well as in other codes, policies and regulations applicable to them; (iii) adequately assume the function and responsibilities arising from their position.

4.1.7. Knowledge of the best corporate governance practices, corporate legislation, regulation and risk management will also be considered, in order to guarantee a Board of Directors with diverse qualifications and that can meet the demands arising from the Company's business.

## **Section II - Appointment Procedure**

4.2. The proposal for re-election of the members of the Board of Directors shall take into consideration their performance during the period, their experience and attendance at meetings during the previous term of office, as well as the need to adjust the composition of the Board of Directors.

4.2.1. Each candidate for the position of independent Director must submit a declaration to the Board of Directors, proving that he/she meets the criteria of independence established in the New Market Regulation, presenting the respective justification, if any of the situations set forth in article 16, paragraph 2 of the New Market Regulation are recognized.

4.2.2. The Board of Directors shall validate the statement on the independence of the candidate(s) for independent member(s) of the Board of Directors, to be presented in the management proposal regarding the General Meeting that resolves on the election of directors.

4.2.3. The procedure set forth in item 4.2.2 above does not apply to the appointments of candidates for member of the Board of Directors: (a) that do not meet the advance deadline for inclusion of candidates on the remote voting ballot; or (b) for election by separate ballot.

4.2.4. With the exception of the provisions of the applicable legislation and pursuant to the Articles of Incorporation, in the event of a vacancy in the position of member of the Board of Directors, the substitute shall be appointed by the remaining members of the Board of Directors, and the respective substitute shall serve until the first subsequent General Meeting, when the member of the Board of Directors who will complete the term of office of the substitute shall be elected. In the event of vacancy in most positions on the Board of Directors, a General Meeting shall be convened, within a maximum period of 15 (fifteen) days from the event, to elect substitutes, who shall complete the term of office of those they replace.

## **CHAPTER V – STATUTORY BOARD**

### **Section I - Specific Guidelines and Criteria for Appointment**

5.1. The Company's Executive Board shall comprise at least four (4) and at most six (6) officers, whether shareholders or not, resident in Brazil, elected by the Board of Directors; the accumulation of more than one

position by any Officer is authorized, and at least (i) 01 (one) Chief Executive Officer; (ii) 01 (one) Chief Financial Officer;

(iii) 01 (one) Investor Relations Officer; (iv) 01 (one) Chief Operating Officer; and (v) 01 (one) Chief Strategy Officer.

5.1.1. The mandate of the members of the Executive Board will be unified for 02 (two) years, and they may be reelected and remain in office until their successors are elected and take office.

5.1.2. The Board of Directors must indicate for the composition of the Executive Board professionals who, in addition to meeting the requirements of item 3, have the ability to harmonize the interests of the Company, shareholders, managers and Collaborators, based on legality and ethics.

5.1.3. Candidates for membership in the Company's Executive Board must meet the following criteria, in addition to the legal and regulatory requirements, those set forth in item 3.3 of this Policy and the provisions of the Articles of Incorporation: (i) engagement and commitment to the values and culture of the Company; (ii) commitment to the terms provided for in the Code of Ethics, as well as in the other codes, policies and regulations applicable to them; (iii) adequately assume the function and responsibilities arising from the position; and (iv) skills to implement the strategies and achieve the Company's objectives.

5.1.4. The positions of Chairman of the Board of Directors and Chief Executive Officer, or principal executive, may not be held by the same person.

5.1.5. The Chief Executive Officer shall be replaced: (i) in case of absence or impediment for a period of up to thirty (30) days, by the Chief Financial Officer or any officer appointed by him; (ii) in case of absence for a period of more than thirty (30) days and less than one hundred and twenty (120) days, by the Chief Financial Officer or any other officer appointed by the Board of Directors; and (iii) in case of absence for a period of one hundred and twenty (120) days or more or a vacancy, the Board of Directors shall be called to promote the election of a new Chief Executive Officer, pursuant to the procedures set forth in the Articles of Incorporation.

5.1.6. The other Officers shall be replaced: (i) in cases of absence or impediment, as well as of absence for a period of less than one hundred and twenty (120) days, by the Chief Financial Officer or any officer appointed by the Chief Executive Officer; and (ii) in case of absence for a period of one hundred and twenty (120) days or vacancy, the Board of Directors shall be convened to promote the election of a new Officer, pursuant to the procedures set forth in these Articles of Incorporation.

## **Section II - Appointment Procedure**

5.2. The Chief Executive Officer shall be qualified to lead the Company's business management, observing the risk limitations and guidelines defined by the Board of Directors.

5.2.1. The proposal for re-election of the members of the Executive Board must take into consideration their performance during the period, as well as the need for adaptation in the composition of the Executive Board, aiming at reaching the Company's objectives.

## **CHAPTER VI - ADVISORY COMMITTEES**

### **Section I - Specific Guidelines and Criteria for Appointment**

6.1. The Board of Directors may create Advisory Committees, appointing their members and establishing their internal regulations, including rules on composition, term of office, compensation, and operation.

6.1.1. Subject to the applicable laws and regulations, members of the Board of Directors or of the Company's Executive Board may be appointed to compose the Advisory Committees.

6.1.2. The composition of the Advisory Committees will be indicated in their respective internal regulations, with due regard for the applicable laws and regulations.

6.1.3. The requirements and impediments established for the members of the Board of Directors apply to the participants of Advisory Committees, regardless of whether these participants are members of the Board of Directors or not.

## **Section II - Appointment Procedure**

6.2. Election of the members of the Company's Advisory Committees shall be made by the Board of Directors.

6.2.1. The proposal for reelection of the members of the Advisory Committees shall consider the results of the periodic evaluation process of the respective committee.

## **CHAPTER VII – GENERAL PROVISIONS**

7.1. All members of the Eligible Positions, if duly elected, shall sign the respective instrument of investiture and make the declaration pursuant to Article 2 of CVM Instruction 367, of May 29, 2002, as amended, in addition to being subject to the arbitration clause set forth in the Company's Articles of Incorporation.

7.2. The full content of this Policy shall be disclosed by the Company on its investor relations website ([ri.meliuz.com.br](http://ri.meliuz.com.br)) and on the CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)).

7.3. This Policy was approved at the Company's Board of Directors Meeting held on September 1, 2020 and will be effective as of the date provided for in the respective resolution and for an indefinite period of time.