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INTERNAL REGULATIONS OF THE AUDIT COMMITTEE OF MÉLIUZ S.A.

CHAPTER I - DEFINITIONS

1.1. Capitalized terms, whether singular or plural, and which are not otherwise defined throughout these Rules, shall have the following meanings:

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

“Whistleblower Channel” means the main means for communicating deviations that violate the guidelines of the Company’s Code of Ethics and Conduct.

“Code of Ethics” means the Code of Ethics and Conduct of Méliuz S.A approved by the Board of Directors and applicable to all employees and Directors of the Company and its Subsidiaries, which contemplates its principles and values, socio-environmental duties, objective compliance rules, whistleblowing channel, as well as its method of application.

“Collaborators” means, together with the Directors, any person who maintains a statutory or employment relationship with the Company and its Subsidiaries, such as: full-time and temporary employees, outsourced employees, interns, consultants, advisors and other collaborators of the Company when performing, on behalf of the Company, transactions with such persons.

“Committee” or “Audit Committee” means the Company’s Audit Committee, an advisory body linked to the Board of Directors, whose activities are defined in these Internal Regulations.

“Company” means Méliuz S.A.

“CVM” means the Securities and Exchange Commission of Brazil.

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

“Internal Regulations” means these Company’s Audit Committee.

“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.

“Risk” means uncertain factor or event whose materialization may: (i) cause negative impacts on the achievement of the objectives of the Company and its Subsidiaries; and/or (ii) support the decision-making process when it represents an opportunity.

CHAPTER II - APPLICABILITY AND PURPOSE

2.1. These Bylaws regulate the operation of the Company’s Audit Committee, approved at a meeting of the Board of Directors, as well as its functions and procedures, observing the provisions of the Bylaws and the Code of Ethics, the New Market Regulation and the legislation and regulations in force.

2.1.1. In the event of conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall prevail.

2.2. These Internal Regulations are applicable to the Audit Committee, as a body, and, whenever possible, to

each of its members individually.

2.3. The Audit Committee is an advisory body linked to the Company's Board of Directors, which has operational autonomy, as well as its own budget, and thus acts independently from the Executive Board.

2.3.1. As an advisory body to the Board of Directors, the opinions of the Audit Committee constitute non-binding recommendations to the Board of Directors, but should nevertheless be included in the assessment material.

2.4. The purpose of establishing the Audit Committee is to: (i) oversee, on a continuous and systematic basis, the procedures for identifying Risks, as well as the Company's internal control systems; (ii) monitor the quality and integrity of financial reporting; (iii) ensure compliance with legal, statutory and regulatory standards; and (iv) oversee the activity of the independent auditors.

2.4.1. In performing its duties and responsibilities, the Audit Committee shall maintain an effective relationship with the members of the Company's Board of Directors and Executive Board, with the internal and external auditors, and, if installed, with the Audit Committee.

2.4.2. The function of member of the Audit Committee cannot be delegated, and must be exercised with impartiality, integrity, loyalty, and diligence, in order to always seek efficiency and respect for the applicable regulated legislation, the Company's statutory provisions, the other internal policies of the Company, these Internal Regulations, and the best national and international corporate governance and compliance practices.

CHAPTER III - COMPOSITION OF MEMBERS

3.1. The Audit Committee shall be composed of at least 3 (three) members, appointed by the Board of Directors, and:

(i) at least 1 (one) member must be an independent board member, as determined by the New Market Regulation; and

(ii) at least one (1) member must have recognized experience in matters of corporate accounting, under the terms of the regulation issued by CVM, which provides for the registration and exercise of the activity of independent audit within the scope of the securities market, and defines the duties and responsibilities of the directors of the audited entities and in the relationship with the independent auditors.

3.1.2. The same member of the Audit Committee may accumulate the two requirements foreseen in items 3.1(i) and 3.1(ii) above.

3.1.3. Directors of the Company, its Subsidiaries, Affiliates or companies under common control may not participate as Audit Committee members.

3.1.4. The Audit Committee shall also be composed of a coordinator, who shall be elected by the Audit Committee members, and who shall represent, organize and coordinate the activities of the Audit Committee.

3.1.4.1. The Audit Committee coordinator is responsible for:

(i) convening, installing and presiding over Audit Committee meetings;

(ii) represent the Audit Committee in its relations with the Directors, as well as before the internal and external auditors, other bodies and internal committees;

(iii) sign, where applicable, correspondences, invitations and reports;

- (iv) call, on behalf of the Audit Committee, any participants to the meetings;
- (v) appoint a secretary who will be responsible for preparing the minutes of the Audit Committee meetings; and
- (vi) comply and ensure compliance by third parties with these Internal Regulations.

3.1.4.2. In the event of absence and/or temporary impediment, the coordinator will be replaced by a member indicated by the Audit Committee itself.

3.1.4.3. The Coordinator of the Audit Committee, or, in his/her absence or impediment, another member appointed under item 3.1.4.2 above, accompanied by other members of the Audit Committee, when necessary or convenient, shall:

- (i) meet with the Board of Directors, upon its call, at least quarterly, to, among other matters that may be pertinent, report on the activities of the Audit Committee; and
- (ii) attend ordinary and, if necessary, extraordinary general meetings of the Company.

3.2. The members of the Audit Committee must be elected by the Board of Directors and will have unified terms of 2 (two) years, with reelection permitted.

3.3. The appointment of Audit Committee members must comply with the provisions of the Appointment Policy for Members of the Board of Directors, Officers and Members of the Company's Advisory Committees.

CHAPTER IV – COMPETENCE

4.1. It is incumbent upon the Audit Committee, among other responsibilities, to:

- (i) evaluate and monitor exposure to risks that may affect the continuity of the Company's business;
- (ii) supervise the activities of the Company's financial, controlling and accounting areas, evaluating the quarterly information and financial statements;
- (iii) monitor and supervise the activities of the Company's internal audit and internal controls area;
- (iv) opine on the hiring and dismissal of independent auditors;
- (v) evaluate the effectiveness of the risk management model and to suggest solutions to improve its processes to the Board of Directors, when necessary, pointing out the causes and responsibilities;
- (vi) recommend to the Board of Directors the revision or implementation of alterations, prioritizations and inclusions in the Company's Risk Matrix, as defined in the Risk Management Policy, in the distribution of competencies, in the risk categories, and in the Company's internal risk management processes;
- (vii) advise the Board of Directors in the evaluation of policies, limits and action plans related to Risk Management;
- (viii) evaluate and monitor compliance with and the effectiveness of the Risk Management Policy and to recommend the necessary corrections or improvements to the Board of Directors;
- (ix) receive and handle information about non-compliance with legal and regulatory provisions applicable to the Company, in addition to regulations and internal codes.

(x) evaluate, monitor, and recommend to management the correction or improvement of the Company's other internal policies; and

(xi) evaluate the recommendations made by the independent and internal auditors when requested by the Company's Executive Board, as well as to take a position before the Board of Directors in the event of conflicts between the internal and external auditors and/or the Company's Executive Board.

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

4.2.1. It is the Company's duty to annually disclose a summary report from the Audit Committee contemplating the meetings held and the main issues discussed, highlighting the recommendations made to the Company's Board of Directors.

4.2.2. Furthermore, the Audit Committee must report its activities quarterly to the Company's Board of Directors, and the minutes of the Board of Directors meeting held for this purpose must be disclosed, indicating the aforementioned report.

CHAPTER V – OPERATIONAL PROCEDURES

5.1. The Audit Committee shall approve the annual schedule of activities for the current fiscal year.

5.2. Should it be necessary, the Audit Committee may call in specialized professionals or external consultants, not waiving its responsibilities, including ensuring the integrity and confidentiality of the information discussed.

Section I - Meetings

5.3. The Audit Committee shall meet quarterly, or extraordinarily, whenever called by the Audit Committee coordinator or by another member of the Audit Committee, if expressly requested.

5.3.1. Notifications of Audit Committee meetings will be made in writing, via e-mail, at least five (5) days in advance of the date of the respective meeting, specifying time and place and preferably including the agenda. Any proposal and all documentation necessary and related to the agenda must be made available to the Audit Committee members up to twenty-four (24) hours before the meeting.

5.3.2. The convening notice may be waived whenever all of the members of the Audit Committee are present at the meeting, or by prior written agreement of the absent members.

5.3.3. In urgent cases, the period for calling a Audit Committee meeting may be shorter than the period indicated in item 5.3.1.

5.4. The meetings will be convened with the presence of a majority of the Audit Committee members, and its proposals will be approved by a majority vote of the members present at the respective meetings.

5.4.1. In the absence of a minimum quorum of fifty percent (50%) of the Audit Committee members, a new meeting shall be convened, which shall be held without a minimum quorum.

5.5. The meetings of the Audit Committee will be held, preferably, at the Company's headquarters. If all members deem it convenient and agree in advance in writing, they may be held in a different location.

5.6. It is allowed to participate in the ordinary and extraordinary meetings of the Audit Committee by means of a conference call system, videoconference or any other means of communication that allows the identification of the Audit Committee member and simultaneous communication with all other persons present at the meeting. In this case, the Audit Committee members will be considered present at the meeting and must subsequently sign the corresponding minutes.

5.7. The Audit Committee may invite Collaborators, as well as any third parties that hold relevant information or whose matters on the agenda are pertinent to its area of activity, to participate in its meetings.

5.8. The matters, guidelines, discussions, recommendations, and opinions of the Audit Committee shall be recorded in the minutes of its meetings, which shall be signed by the Audit Committee members present, and shall contain the relevant points of discussion, the list of those present, mention of justified absences, the measures requested, and any points of disagreement among members.

Section II - Compensation

5.9. The compensation of the members of the Audit Committee shall be determined in advance by the Company's Board of Directors, in accordance with the Company's Compensation Policy.

Section III - Complaints

5.10. The Audit Committee shall receive reports, including confidential ones, both internal and external to the Company, with regard to non-compliance with applicable legal provisions and regulations, as well as violation of the Company's regulations, bylaws, policies and/or internal codes.

5.10.1. Complaints may be forwarded to the Ethics Committee responsible for monitoring compliance with the Company's Code of Ethics, as the case may be.

5.11. The confidentiality of the whistleblower, if requested, will be guaranteed by the Audit Committee, and their protection will be ensured through the use of the Whistleblowing Channel, as described in the Company's Code of Ethics.

5.12. It is the Audit Committee's responsibility to determine the appropriate and necessary measures to investigate the facts and information that are the object of the denunciation.

5.13. The Audit Committee's conclusions and recommendations resulting from denunciations received by it will be mandatorily reported by the Audit Committee coordinator to the Board of Directors whenever the denunciations involve an Officer of the Company.

Section IV - Performance Evaluation

5.14. In order to continuously improve its effectiveness by helping the members of the Audit Committee to analyze their contributions, as well as to establish action plans for the constant improvement of the Audit Committee, the self-evaluation of the Audit Committee, the evaluation of its operation process, and the individual evaluation of its members shall be carried out at least every one (1) year. The formal evaluation of each of the Audit Committee members must be carried out at least once during their respective mandates.

5.14.1. The Audit Committee member who has been in office for at least two (2) regular meetings since the last evaluation is eligible to participate in the evaluation process, as evaluator or evaluated.

5.14.2. The conduct of the evaluation process is the responsibility of the Audit Committee coordinator. The use of external specialized consultants is optional.

5.15. The consolidated results of the evaluations of the Audit Committee and its members will be disclosed to all the members of the Audit Committee and of the Board of Directors, being certain that the results of the individual evaluations of the members of the Audit Committee will be made available to the person in question, to the coordinator of the Audit Committee and the Chairman of the Company's Board of Directors, and will be discussed in individual feedback sessions.

CHAPTER VI - GENERAL PROVISIONS

6.1. These Internal Regulations may only be amended by a decision of the Company's Board of Directors, and any amendment to these Internal Regulations shall depend on the affirmative vote of the majority of the members of the Board of Directors present at the aforementioned meeting of the Board of Directors.

6.1.1. These Internal Regulations may also be amended in the event of changes in the applicable legislation, in the Articles of Incorporation, in the New Market Regulations, in the regulatory frameworks of the capital markets, or in the Company's corporate governance structure.

6.2. It is the responsibility of the Company's Board of Directors to deliberate and discuss any cases of omission or interpretation of the provisions of these Internal Regulations, pursuant to the law and applicable regulations.

6.3. The full content of these Internal Regulations shall be disclosed by the Company on its investor relations website (ri.meliuz.com.br) and on the CVM website (www.cvm.gov.br).

6.4. These Internal Regulations were approved at the Company's Board of Directors Meeting held on September 1, 2020 and shall be effective as of the date provided for in the respective resolution and for an indefinite period of time.