

STONECO LTD.

Audit Committee Charter Adopted November 11, 2022

Purpose

The Audit Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of StoneCo Ltd., a Cayman Islands exempted company with limited liability (the “**Company**”) to:

- assist the Board in its oversight of:
 - the quality and integrity of the Company’s financial statements and internal controls, including the Internal Audit function, if applicable;
 - the qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company’s independent outside auditor for the purpose of preparing or issuing an audit report or performing audit services or as the Company’s statutory auditor;
 - the Company’s compliance with ethical standards, policies, plans, procedures, legal and regulatory requirements;
 - the Company’s compliance with any related person transactions pursuant to the terms of the Company’s Related Person Transaction Policy and the Securities and Exchange Commission rules or regulations (“SEC Rules”), if applicable.

In fulfilling its purpose, the Committee is responsible for maintaining free and open communication between itself, independent auditor, the internal auditors and management of the Company, and for determining that all parties are aware of their responsibilities.

The Committee’s responsibilities encompass the Company and all its consolidated subsidiaries. Reference to the Company is to StoneCo Ltd. and its consolidated subsidiaries. With respect to unconsolidated entities the Committee scope encompass those matters that may impact the financial statements, internal controls and compliance of the Company.

Membership

The Committee shall consist of at least three (3) members, comprised solely of directors deemed by the Board to be independent and who meet independence and experience requirements of Nasdaq and meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended, except in each case as otherwise permitted by applicable Nasdaq and/or SEC rules. Accordingly, each member shall, in the judgment of the Board, have the ability to read and understand the Company’s basic financial statements. At least one member of the Committee shall, in the judgment of the Board, be an “audit committee financial

expert” in accordance with the SEC Rules. The Board shall recommend nominees for appointment to the Committee as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time.

The Board shall designate a member of the Committee as the chairman of the Committee (the “**Chairman**”). The Chairman shall be responsible for presiding over meetings and preparing agendas. Any question of interpretation of this charter shall be determined by the Chairman.

Other than the members of the Committee, other participants can take part as observers at the Committee meetings (each of these participants, an “**Observer**”), provided that any Observer shall be indicated by a member of the Committee or by the Board of the Company and shall execute and deliver, and agree to be bound by, a confidentiality and non-disclosure agreement in form and substance satisfactory to the Board.

Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors, to the fullest extent permitted by law. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Independent Auditor

The Committee shall:

- be directly responsible for the appointment, compensation, retention, termination and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (subject, if applicable, to shareholder ratification). Each such accounting firm shall report directly to the Committee;
- pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by the Company’s independent auditor pursuant to the Company’s Pre-Approval Policies and Procedures for Audit and Non-Audit Services or other policies and procedures established by the Committee. The Committee may delegate its authority to pre- approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting;
- discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor’s annual audit plan(s) and discuss significant findings and results from the audit, including any problems or difficulties encountered, including any restrictions on the scope of the auditor’s activities or on access to requested information, and any significant disagreements with management;
- evaluate the independent auditor’s qualifications, performance and independence,

including that of the lead partner, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis;

- obtain and review a report or reports from the Company's independent auditor describing all relationships between the independent auditor and the Company consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence and including other required auditor communications, actively engage in a dialogue with the auditor about any disclosed relationships or services that may impact the objectivity and independence of the auditor, and take appropriate action to oversee the independence of the independent auditor. In addition, the Committee shall review the independent auditor's peer review; and
- establish policies for the Company's hiring of current or former employees of the independent auditor and ensure the policies comply with any regulations applicable to the Company.

Financial Statements and Disclosures

The Committee shall:

- review and discuss with management and the independent auditor, and approve the annual audited financial statements and unaudited quarterly financial statements prior to the filing of the Company's Annual Report on Form 20-F (or any annual report to shareholders if distributed prior to the filing of the 20-F) or quarterly report filed on Form 6-K, as applicable, with the SEC;
- review with management and the independent auditor, whenever the Committee deems appropriate:
 - any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative International Financial Reporting Standards ("IFRS") methods - or the accounting standards applicable to the relevant entity - on the financial statements; and
 - the critical accounting policies and practices of the Company.
- review and provide comments to management on the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's review in this regard may be general in nature (e.g., discussion of the types of information to be disclosed and the type of presentation to be made) and, other than the quarterly and annual result earning releases, need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance;

- including based on information provided by the Chief Executive Officer and the Chief Financial Officer of the Company and the independent audit or review the assessment performed by the Chief Executive Officer and the Chief Financial Officer of the Company's disclosure controls and procedures and of the internal control over financial reporting ("ICFR") and shall also review the assessment performed by the independent auditor of the ICFR . The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting. The Committee shall also review any special action plans adopted by management in light of material control deficiencies, if applicable;
- review and discuss with the independent auditor and management any current accounting trends and developments, and take such action with respect thereto as may be deemed appropriate;
- review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the auditor pursuant to established auditing standards, as amended, such as:
 - any restrictions on the scope of the independent auditor's activities or on access to requested information;
 - any accounting adjustments that were noted or proposed by the auditor but were not adopted or reflected;
 - any communications between the audit team and the audit firm's national office or other specialists regarding auditing or accounting issues presented by the engagement;
 - any management or internal control letter issued, or proposed to be issued, by the auditor; and
 - any significant disagreements between management and the independent auditor.
- in connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.
- The Committee shall establish procedures for:
 - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and

- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Non-financial risks and compliance

The Committee shall:

- assist the Finance and Risk Committee, the Board and the Company's senior management in its assessment and oversight of non-financial risks, including but not limited to operational, regulatory, technology and cybersecurity risks; and
- jointly with the Finance and Risk Committee to provide advice and support senior management to identify, assess, monitor and manage technology and cybersecurity risks.

The Committee shall also review the Company's compliance with laws and regulations, including major legal and regulatory initiatives. The Committee shall also review any major litigation or investigations against the Company that may have a material impact on the Company's financial statements.

Internal Audit

The head of Internal Audit shall functionally report directly to the Committee and administratively to the Chief Executive Officer.

The Committee shall:

- consult with the Chief Executive Officer and approve the appointment, evaluation, replacement, reassignment, or dismissal of the head of Internal Auditor. The Committee or its Chairman shall consult with the Chief Executive Officer and the People and Compensation Committee of the Board or its Chairman and shall approve the compensation, non-financial performance objectives and succession planning of the head of Internal Audit;
- annually review and approve the charter or methodology of the internal audit function, and the proposed annual risk-based audit plan, financial budget and resources, and overall risk-assessment methodology, and shall approve any significant interim changes to the foregoing;
- discuss with management and internal auditors the internal auditors' responsibilities, budget, staffing and the planned scope of internal audits;
- review any significant reports to the Company's management prepared by the internal audit function and management's responses; and
- annually review the performance of the head of Internal Audit and the performance and independence of the Internal Audit function.

Related Parties Transactions

The Committee shall:

- review and approve any related person transactions (other than Directors and management compensation) which (i) require disclosure pursuant to SEC Rules, or (ii) require approval under the terms of the Company's Related Person Transaction Policy; and
- assure compliance with, and approve any changes to the Company's Related Person Transaction Policy.
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Reporting to the Board

The Committee shall:

- report to the Board periodically. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent auditor and any other matters that the Committee deems appropriate or is requested to include by the Board;
- periodically evaluate its own performance and report to the Board on such evaluation; and
- review and assess the adequacy of this charter annually and recommend any proposed changes to the Board.

Authority and Delegations

The Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisers and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Chairman when it deems appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. Any meeting shall be announced to all members and members may participate in person or through conference calls, video conference or other technological virtual meeting solutions. Each member is free to suggest the inclusion of items on the agenda.

The quorum necessary for the transaction of business at a Committee meeting shall be a majority of the Committee members. The Chairman shall preside at each meeting and, in the absence of the Chairman, one of the other members of the Committee shall be designated as the acting chairman of the meeting.

A resolution put to vote at a Committee meeting shall be carried by the affirmative votes of a majority of the votes cast. The Chairman shall have a casting vote on all matters in the event of an equality of votes.

The Chairman, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. Minutes of ordinary meetings shall be signed by the Committee members and sent to senior management and to the Chairman of the Board.

The Committee shall make recommendations with respect to the matters covered by this charter and other matters as the Committee may deem necessary or appropriate.

The Chief Executive Officer, Chief Finance Officer or General Counsel may request the Chairman to convene a meeting for a contemplated agenda. Senior management may propose to the Chairman that items be added to the agenda for the next scheduled meeting.

The Committee can from time to time request meetings with other board committees members to obtain clarifications and to coordinate subjects in order to avoid overlaps or to discuss potential gaps in overseeing the Company's overall risks.

The Committee may meet periodically in separate executive sessions.

The Committee shall meet separately, periodically, with management and with the independent auditor.

Limitations Inherent in the Committee's Role

It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with IFRS or other accounting standards and applicable rules and regulations. This is the responsibility of management and the independent auditor.