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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October, 2020

Commission File Number: 001-38714

**STONECO LTD.**

(Exact name of registrant as specified in its charter)

4th Floor, Harbour Place  
103 South Church Street, P.O. Box 10240  
Grand Cayman, KY1-1002, Cayman Islands  
+55 (11) 3004-9680

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

  X  

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**STONECO LTD.**

**INCORPORATION BY REFERENCE**

This report on Form 6-K shall be deemed to be incorporated by reference into the registration statement on Form S-8 (Registration Number: 333-230629), Form F-3 (Registration Number: 333-244404) and Form F-4 (Registration Number: 333-248562) of StoneCo Ltd. and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

**StoneCo Ltd.**

By: /s/ Thiago dos Santos Piau  
Name: Thiago dos Santos Piau  
Title: Chief Executive Officer

Date: October 28, 2020

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice of 2020 Annual General Meeting of Shareholders
99.2	Proxy Statement
99.3	Form of Proxy Card

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## STONECO LTD.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held December 11, 2020

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Company (the “AGM”) will be held at the Seven Stars Grace Bay Resort & Spa, with address at Grace Bay Rd, Grace Bay TKCA 1ZZ, Turks and Caicos Islands on December 11, 2020 at 10:30 a.m. Cayman Islands time (GMT-5).

**AGENDA**

The AGM will be held for the purpose of considering and, if thought fit, passing and approving the following resolutions:

1. To re-elect the below nominees as directors of the Company (the “**Nominees**”), each to serve for a one year term, or until such person resigns or is removed in accordance with the terms of the Memorandum and Articles of Association of the Company:
  - a. André Street;
  - b. Eduardo Cunha Monnerat Solon de Pontes;
  - c. Roberto Moses Thompson Motta;
  - d. Thomas A Patterson;
  - e. Ali Mazanderani;
  - f. Silvio José Morais; and
  - g. Luciana Ibiapina Lira Aguiar.
  
2. To resolve, as an ordinary resolution, that the Company’s financial statements and the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2019 be approved and ratified.

The AGM will also serve as an opportunity for shareholders to discuss Company affairs with management.

The Board of Directors of the Company (the “**Board**”) has fixed the close of business on October 22, 2020 as the record date (the “**Record Date**”) for determining the shareholders of the Company entitled to receive notice of the AGM or any adjournment thereof. The holders of record of the Class A common shares and the Class B common shares of the Company as at the close of business on the Record Date are entitled to receive notice of and attend the AGM and any adjournment thereof.

The Company’s 2019 annual report for the fiscal year ended December 31, 2019 was filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on April 29, 2020 (the “**Form 20-F**”). Shareholders may obtain a copy of the Form 20-F, free of charge, from the Company’s website at <https://investors.stone.co/> and on the SEC’s website at [www.sec.gov](http://www.sec.gov) or by contacting the Company’s Investor Relations Department by email at [investors@stone.co](mailto:investors@stone.co).

In addition to the other information included in the Form 20-F, you will find in the Form 20-F biographies for the incumbent members of the Board.

The Board recommends that shareholders of the Company vote “FOR” the resolutions at the AGM. Your vote is very important to the Company.

Whether or not you plan to attend the AGM, please promptly complete, date, sign and return the enclosed personalised proxy card attached to this Notice.

By Order of the Board of Directors

/s/André Street

Name: André Street

Title: Chairman of the Board of Directors

Dated: October 28, 2020

Registered Office: c/o Harneys Fiduciary (Cayman) Limited

PO Box 10240, Harbour Place

Grand Cayman

KY1-1002

Cayman Islands

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**StoneCo Ltd.**  
**103 South Church Street, George Town**  
**PO Box 10240, Grand Cayman**  
**KY1-1002, Cayman Islands**

**PROXY STATEMENT**

**General**

The board of directors of StoneCo Ltd. (the “**Company**” or “**we**”) is soliciting proxies for the annual general meeting of shareholders (the “**AGM**”) of the Company to be held on December 11, 2020 at 10:30 a.m., Cayman Islands time (GMT-5). The AGM will be held at the Seven Stars Grace Bay Resort & Spa, with address at Grace Bay Rd, Grace Bay TKCA 1ZZ, Turks and Caicos Islands.

On or about October 26, 2020, we first mailed to our shareholders our proxy materials, including our proxy statement, the notice to shareholders of our AGM and the proxy card, along with instructions on how to vote using the proxy card provided therewith. This proxy statement can also be accessed, free of charge, on the Investor Relations section of the Company’s website at <https://investors.stone.co/> and on the SEC’s website at [www.sec.gov](http://www.sec.gov).

**Record Date, Share Ownership and Quorum**

Only the holders of record of Class A common shares (the “**Class A Common Shares**”) and Class B common shares (the “**Class B Common Shares**” and together with the Class A Common Shares, the “**Common Shares**”) of the Company as at the close of business on October 22, 2020, BRT (the “**Record Date**”) are entitled to receive notice of and attend the AGM and any adjournment thereof. No person shall be entitled to vote at the AGM unless it is registered as a shareholder of the Company on the record date for the AGM.

As of the close of business on the Record Date, 308,724,039 Common Shares were issued and outstanding, including 226,380,994 Class A Common Shares and 82,343,045 Class B Common Shares. One or more shareholders holding not less than one-third in aggregate of the voting power of all shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, constitutes a quorum of the shareholders.

**Voting and Solicitation**

Each Class A Common Share issued and outstanding as of the close of business on the Record Date is entitled to one vote at the AGM. Each Class B Common Share issued and outstanding as of the close of business on the Record Date is entitled to ten votes at the AGM. The resolution to be put to the vote at the AGM will be approved by an ordinary resolution (i.e. a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM).

**Voting by Holders of Common Shares**

Common Shares that are properly voted, for which proxy cards are properly executed and returned within the deadline set forth below, will be voted at the AGM in accordance with the directions given. If no specific instructions are given in such proxy cards, it will be noted that you have abstained from voting on the resolution in question. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the AGM, or at any adjournment thereof. Where any holder of Common Shares affirmatively abstains from voting on any particular resolution, the votes attaching to such Common Shares will not be included or counted in the determination of the number of Common Shares present and voting for the purposes of determining whether such resolution has been passed (but they will be counted for the purposes of determining the quorum, as described above).

**Proxies submitted by registered shareholders and street shareholders (by returning the proxy card) must be received by us no later than 11:59 p.m., Cayman Islands time, on December 10, 2020 to ensure your representation at our AGM.**

The manner in which your shares may be voted depends on how your shares are held. If you own shares of record, meaning that your shares are represented by book entries in your name so that you appear as a shareholder on the records of American Stock Transfer & Trust Company, LLC (“**AST**”) (i.e., you are a registered shareholder), our stock transfer agent, this proxy statement, the notice of AGM and the proxy card will be mailed to you by AST. You may provide voting instructions by returning a proxy card. You also may attend the AGM and vote in person. If you own Common Shares of record and you do not vote by proxy or in person at the Annual Meeting, your shares will not be voted.

If you own shares in street name (i.e., you are a street shareholder), meaning that your shares are held by a bank, brokerage firm, or other nominee, you are then considered the “beneficial owner” of shares held in “street name,” and as a result, this proxy statement, the notice of AGM and the proxy card will be provided to you by your bank, brokerage firm, or other nominee holding the shares. You may provide voting instructions to them directly by returning a voting instruction form received from that institution. If you own Common Shares in street name and attend the AGM, you must obtain a “legal proxy” from the bank, brokerage firm, or other nominee that holds your shares in order to vote your shares at the meeting and present your voting information card.

## Revocability of Proxies

Registered shareholders may revoke their proxy or change voting instructions before shares are voted at the AGM by submitting a written notice of revocation to our Investor Relations Department at [investors@stone.co](mailto:investors@stone.co), or a duly executed proxy bearing a later date (which must be received by us no later than the date set forth below) or by attending the AGM and voting in person. A beneficial owner owning Common Shares in street name may revoke or change voting instructions by contacting the bank, brokerage firm, or other nominee holding the shares or by obtaining a legal proxy from such institution and voting in person at the AGM. **If you are not planning to attend in person our AGM, to ensure your representation at our AGM, revocation of proxies submitted by registered shareholders and street shareholders (by returning a proxy card) must be received by us no later than 11:59 p.m., Cayman Islands time, on December 10, 2020.**

## PROPOSAL 1:

### REELECTION OF DIRECTORS

Pursuant to Article 21 of the Company's Amended and Restated Memorandum and Articles of Association (the "**Memorandum and Articles of Association**"), the Company's board of directors and the Founding Shareholders (as defined in the Memorandum and Articles of Association), have nominated each of Messrs. André Street, Eduardo Cunha Monnerat Solon de Pontes, Roberto Moses Thompson Motta, Thomas A. Patterson, Ali Mazanderani, Silvio José Morais and Luciana Ibiapina Lira Aguiar for reelection as a director of the Company, to serve until the next annual general meeting of shareholders or until their removal in accordance with the Company's Memorandum and Articles of Association.

Information relating to the director nominees is set forth below.

Name	Age	Current Position/Title
André Street	36	Director and Chairman
Eduardo Cunha Monnerat Solon de Pontes	41	Director and Vice Chairman
Roberto Moses Thompson Motta	62	Director
Thomas A. Patterson	54	Director
Ali Mazanderani	38	Director
Silvio José Morais	57	Director
Luciana Ibiapina Lira Aguiar	47	Director

**André Street** is the Chairman of our board of directors, and has been a member of our board of directors since 2018. He has held the position of member of the advisory committee of DLP Capital LLC since 2014. In 2000, he founded Pagafacil.com, a company specialized in internet payments in Brazil that partnered with websites such as I-Bazar, Mercadolivre, Lokau.com and Arremate. In 2005, he founded Braspag Tecnologia Em Pagamentos, a service provider of payment solutions in Latin America, where he served as CEO until 2009, when the company was sold. In 2007, he also founded Netcredit Promoção de Crédito S.A., a consumer credit company that geared towards facilitating business growth by offering extended payment terms and emphasizing digital credit approval processes. Mr. Street is a founding partner of ACP Investments Ltd – Arpex Capital (formed in 2011), a company focused on investing in e-commerce technology companies in Latin America and in the United States. While at Arpex, he founded StoneCo Ltd., the issuer company, controller of Stone Pagamentos S.A. and Mundipagg Tecnologia em Pagamentos S.A., two of our subsidiaries. Between 2012 and 2015 he had indirectly controlled Sieve Group Brasil Tecnologia S.A., a holding company that was the owner of several technology companies, sold in 2015. He also served on the board of directors of B2W Companhia Digital S.A. and Lojas Americanas S.A. In 2010, Mr. Street completed the Owner President Manager Program at Harvard Business School. We believe that Mr. Street is well qualified to serve as the Chairman of our board of directors given his extensive experience in the financial technology sector and background as one of our founders and as one of our executives since inception.

**Eduardo Cunha Monnerat Solon de Pontes** is the Vice Chairman of our board of directors, and has been a member of our board of directors since 2018. He has held the position of member of the Advisory Committee of DLP Capital LLC since 2014. Mr. Pontes is a founding partner of ACP Investments Ltd - Arpex Capital (formed in 2011), a company focused on investing in e-commerce technology companies in Latin America and in the United States. While at Arpex, he founded StoneCo Ltd., and Stone Pagamentos S.A. and Mundipagg Tecnologia em Pagamentos S.A., two of our subsidiaries. He has also served on the board of directors of several companies, whether in a capacity as member or advisor, including Site Blindado S.A. and MOIP Pagamentos S.A. In 2005, he founded Braspag Tecnologia em Pagamentos, a service provider of payment solutions in Latin America, where he served as CEO until 2009. In 2007, he founded Netcredit, a consumer credit company that is geared towards facilitating business growth by offering extended payment terms and emphasizing digital credit approval processes. Between 2012 and 2015, he served as indirect controlling shareholder of Sieve Group Brasil Tecnologia S.A. through certain investment vehicles. Mr. Pontes served as the CEO of Stone Pagamentos S.A. since its inception until early 2018 and on the board of directors of CVC Brasil Operadora e Agência de Viagens S.A. Mr. Pontes completed studies in data processing from the Pontifícia Universidade Católica do Rio de Janeiro in 2000, an MBA degree in e-business from Fundação Getulio Vargas in 2001, and also completed the Owner President Manager Program at Harvard Business School in 2010. We believe that Mr. Pontes is well qualified to serve as a member of our board of directors given his extensive experience in the financial technology sector and background as a founder of certain of our subsidiaries and one of our executives since inception.

**Roberto Moses Thompson Motta** is a member of our board of directors, a position he has held since 2018. He has held the position of member of the Advisory

Committee of DLP Capital LLC since 2014. Mr. Thompson Motta serves as Chairman of our Finance Committee and Vice-chairman of our Compensation Committee. Mr. Thompson Motta has served as a member of the board of directors of Restaurant Brands International Inc. since 2014, of AmBev S.A. since 1999, of Lojas Americanas S.A. since 2001, and of Sao Carlos Empreendimentos e Participações S.A. since 2001. He also served as a member of the board of directors of Anheuser-Busch InBev from August 2004 to April 2014. Mr. Thompson Motta is also one of the founding partners of 3G Capital Inc., and continues to serve as a member of its board of directors. Prior to 3G Capital, he was one of the founders and managing partners of GP Investimentos Ltda. Mr. Thompson Motta is a Brazilian citizen and holds a degree in mechanical engineering from Pontifícia Universidade Católica do Rio de Janeiro and an MBA from the Wharton School of the University of Pennsylvania. We believe that Mr. Thompson Motta is well qualified to serve as a member of our board of directors given his extensive experience in the financial technology sector and background as a member of the Advisory Committee of DLP Capital LLC.

**Thomas A. Patterson** is a member of our board of directors, a position he has held since 2018. Mr. Patterson is a General Partner at Madrone Capital Partners, an investment firm based in Menlo Park, California that focuses on investments in founder/family owned businesses, the emerging middle class in China and Brazil, and clean energy technology. Prior to joining Madrone, he was at Weston Presidio, a private equity firm focused on growth equity and leveraged buyout transactions, from 1995 until 2004. Prior to Weston Presidio, he worked for four years at McKinsey & Company and focused on the financial services and building materials industries. Mr. Patterson serves on the Boards of Stone Co., Barry-Wehmler, Castleton Commodities, View and Dr Consulta. He is active in private land conservation and is a Director-At-Large of the Montana Land Reliance and a trustee of Rare. He holds an MBA from Harvard Business School and an AB in history from Harvard College where he rowed on the Crimson's varsity lightweight crew team. We believe that Mr. Patterson is well qualified to serve as a member of our board of directors given his extensive experience and background in the financial services sector.

**Ali Mazanderani** is a member of our board of directors, a position he has held since 2018. He is a non-executive director of several companies including Network International (FTSE listed payments company operating in Africa and the Middle East), Creditinfo Group (multi-country credit bureau), 5 Star Loyalty (US loyalty and payment company). Mr. Mazanderani was previously a partner at Actis, a leading growth market private equity company. Before Actis, Mr. Mazanderani was the lead strategy consultant for First National Bank (South Africa) based in Johannesburg. Prior to that, he advised private equity and corporate clients for OC&C Strategy Consultants in London. He holds a Bachelors degree in Economics from the University of Pretoria, a Masters in Economics for Development from Oxford University, a Masters in Economic History from the London School of Economics, an Executive MBA from INSEAD and an Executive Masters in Buiness Law from the University of St Gallen. We believe that Mr. Mazanderani is well qualified to serve as a member of our board of directors given his extensive experience and background in the financial technology sector.

**Silvio José Morais** is a member of our board of directors, a position he has held since 2019. Prior to joining the board of directors of Stone, Mr. Morais served as Controller at Ambev S.A. from 1998 to 2018, where he was responsible for the Financial Reporting, Internal Controls, Pension Plan and Direct Tax functions. Between 1988 and 1998, he held various other positions at Ambev S.A. Between 2008 and 2019 he also served as an officer at IAPP – Instituto Ambev de Previdencia Privada, and has been a board member since March 2019. Mr. Morais is also a board member, a position he has held since 2017, and an executive director, a position he has held since 2018, of FUNDAÇÃO ANTONIO E HELENA ZERRENNER. Since May 2019 he is board member at FALCONI Participações S.A., the entity which controls FALCONI Consultoria, a consultant firm specialized in management. Mr. Morais received a degree in business management at FACE-PR, a postgraduate degree in Finance at FAE Business School, and an MBA in Controllershship from Fipecafi – USP.

**Luciana Ibiapina Lira Aguiar** is a member of our board of directors, a position she has held since May 2020. Mrs. Aguiar has over 25 years of professional experience in tax law. Mrs. Aguiar has been the managing partner of law firm Bocater, Camargo, Costa e Silva Advogados for over 3 years and prior to that, Mrs. Aguiar was a tax lawyer for law firm Mariz de Oliveira e Siqueira Campos Advogados for 2 and half years. Mrs. Aguiar was previously a tax partner at PwC, from 1994 to 2012, where she was responsible for tax audit and tax consulting, with relevant knowledge of auditing standards, tax and accounting legislation, regulation of publicly-held companies. Mrs. Aguiar is Professor of Tax Law courses at GVlaw - FGV Direito - São Paulo, and holds bachelor degrees in Law, Economic Sciences and Accounting Sciences from Pontifícia Universidade Católica de São Paulo and a Master degree in Tax Law from Fundação Getúlio Vargas.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein. If not otherwise specified, and the proxy card is signed, Common Shares represented by the proxies will be voted in favor of this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE REELECTION TO THE BOARD OF DIRECTORS OF EACH OF THE ABOVEMENTIONED NOMINEES.**

#### **PROPOSAL 2:**

#### **ADOPTION AND RATIFICATION OF THE COMPANY’S FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

The Company seeks shareholder adoption and ratification of the Company’s 2019 audited consolidated financial statements (the “**Audited Accounts**”), which have been prepared in accordance with International Financial Reporting Standards, in respect of the fiscal year ended December 31, 2019. A copy of the Company’s Audited Accounts is included in the 2019 annual report on Form 20-F which is available on the Company’s website at <https://investors.stone.co/financials#secfilings>.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein. If not otherwise specified, and the proxy card is signed, Common Shares represented by the proxies will be voted in favor of this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ADOPTION AND RATIFICATION OF THE COMPANY’S FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019.**

#### **ANNUAL REPORT AND COMPANY INFORMATION**

A copy of our 2019 Annual Report to shareholders on Form 20-F, along with a copy of this proxy statement, can be accessed, free of charge, on the Investor Relations section of the Company’s website at <https://investors.stone.co/> and on the SEC’s website at [www.sec.gov](http://www.sec.gov).

#### **OTHER MATTERS**

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares they represent as the board of directors may recommend.

By Order of the Board of Directors,  
André Street





**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on December 11, 2020.**

**STONECO LTD.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** October 22, 2020  
**Date:** December 11, 2020 **Time:** 10:30 a.m.  
**Location:** Seven Stars Grace Bay Resort & Spa  
Grace Bay Rd, Grace Bay TKCA 1ZZ  
Turks and Caicos Islands

STONECO LTD.  
4TH FLOOR, HARBOUR PLACE  
103 SOUTH CHURCH STREET  
GRAND CAYMAN, CAYMAN ISLANDS  
UNITED KINGDOM

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before November 29, 2020 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

### The Board of Directors recommends you vote FOR the following:

1. To resolve to re-elect the below nominees as directors of the Company, each to serve for a one year term, or until such person resigns or is removed in accordance with the terms of the Memorandum and Articles of Association of the Company:

#### Nominees:

- |   |                                  |
|---|----------------------------------|
| 1) André Street                           | 05) Ali Mazanderani              |
| 2) Eduardo Cunha Monnerat Solon de Pontes | 06) Silvio José Moraes           |
| 3) Roberto Moses Thompson Motta           | 07) Luciana Ibiapina Lira Aguiar |
| 4) Thomas A. Patterson                    |                                  |

### The Board of Directors recommends you vote FOR the following proposal:

2. To resolve, as an ordinary resolution, that the Company's financial statements and the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2019 be approved and ratified.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

D26281-P46400



STONECO LTD.  
 4TH FLOOR, HARBOUR PLACE  
 103 SOUTH CHURCH STREET  
 GRAND CAYMAN, CAYMAN ISLANDS  
 UNITED KINGDOM

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Cayman Islands time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Cayman Islands time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D26260-P46400

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**STONECO LTD.**

**The Board of Directors recommends you vote FOR the following:**

1. To resolve to re-elect the below nominees as directors of the Company, each to serve for a one year term, or until such person resigns or is removed in accordance with the terms of the Memorandum and Articles of Association of the Company:

**Nominees:**

- |  |                                  |
|--|----------------------------------|
| 01) André Street                           | 05) Ali Mazanderani              |
| 02) Eduardo Cunha Monnerat Solon de Pontes | 06) Silvio José Morais           |
| 03) Roberto Moses Thompson Motta           | 07) Luciana Ibiapina Lira Aguiar |
| 04) Thomas A. Patterson                    |                                  |

For All  Withhold All  For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

**The Board of Directors recommends you vote FOR the following proposal:**

For  Against  Abstain

2. To resolve, as an ordinary resolution, that the Company's financial statements and the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2019 be approved and ratified.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder. **If no direction is made, it will be noted that you have abstained from voting on the resolution in question.**

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] \_\_\_\_\_ Date \_\_\_\_\_

Signature (Joint Owners) \_\_\_\_\_ Date \_\_\_\_\_

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

D26261-P46400

**STONECO LTD.**

**Proxy for Annual Meeting of Shareholders on December 11, 2020**

**Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Rafael Martins Pereira, or, failing him, the duly appointed chairman of the Annual General Meeting of the StoneCo Ltd., with full power of substitution and power to act alone, as proxies to vote all the common shares which the undersigned would be entitled to vote if personally present and acting at the Annual Meeting of Shareholders of StoneCo Ltd., to be held at 10:30 a.m. Cayman Islands Time on December 11, 2020, at the Seven Stars Grace Bay Resort & Spa at Grace Bay Rd, Grace Bay TKCA 1ZZ, Turks and Caicos Islands, and at any adjournments or postponements thereof.

(Continued and to be signed on the reverse side)