



# **DISCLOSURE PROCEDURES AND CONTROL POLICY**

VERSION 1.0

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**CI&T INC**  
**DISCLOSURE PROCEDURES AND CONTROL POLICY**

**1. Objective**

CI&T Inc (the “Issuer”) is committed to providing consistent, factual, balanced and timely disclosure of information about the Issuer to the market, including shareholders and other stakeholders, the investment community, the media and any authorities, among others, in accordance with applicable legal and regulatory requirements. This Disclosure Policy (the “Policy”) outlines the procedures and practical guidelines for such disclosure and is intended to protect and prevent the improper use or disclosure of Material Information (as defined below) or confidential information about the Issuer. This Policy has been designed and adopted under the supervision of the Issuer’s Chief Executive Officer and Chief Financial Officer to ensure that disclosure in presentations by senior management, financial information contained on the Issuer’s website, and in reports and documents filed or submitted under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission (the “SEC”). This Policy is also adopted to ensure the Issuer’s compliance with the listing standards of NYSE (the “Listing Standards”) and to formalize the processes by which the Issuer makes other disclosures, including press releases and website disclosure of the Issuer’s SEC reports and financial press releases, as well as other relevant information.

Accordingly, it is the policy of the Issuer that:

- The Issuer’s public disclosures not contain any untrue statement of a material fact or omit any material fact whose omission would make such public disclosures incomplete or misleading; and
- The Issuer’s required disclosures be made on a timely basis as and when required by the Exchange Act and Listing Standards.

**If you are ever unsure of whether information is material or if Material Information is considered public, you should consult the Investor Relations Department before making any decision to disclose such information.**

**2. Scope**

This Policy applies to all directors, officers, employees, consultants and contractors of the Issuer and its Material Subsidiaries, as defined below, who have access to confidential corporate information, and those persons authorized to speak

on behalf of the Issuer, and to all disclosure in any medium by the Issuer, including to shareholders and other stakeholders, the investment community and the media and any authorities, among others. This policy shall be applicable to all disclosures made by or on behalf of the Issuer and each of its Material Subsidiaries with the respect to the disclosure of any Material Information of the Issuer and each of its Material Subsidiaries. These guidelines supplement those set out in Issuer's "Insider Trading Policy".

### 3. Definitions

**Material Information:** means very generally any fact or change (or a decision by the Board of Directors or senior management to implement a change) in the business, operations, financial situation or capital of the Issuer or any Material Subsidiary that would reasonably be expected to have a significant effect on the market price or value of the Issuer's securities. Material Information also includes information that a reasonable investor would consider to be important in reaching an investment decision. Any information that could be expected to affect the Issuer's stock price, whether positive or negative, or whether the change is large or small, may be considered material.

Due to the difficulties in defining all categories of Material Information, the ultimate determination of materiality by enforcement authorities will be based on an assessment of all of the facts and circumstances with the benefit of hindsight. For example, if the price of the Issuer's stock changed as a result of the information having been made public, it will likely be considered material by enforcement authorities.

Information that is material at one point in time may cease to be material at another point in time, and vice versa. While the following is not intended to be an exhaustive list or a substitute for the exercise of judgment in making materiality determinations, some examples of information that could be considered to be material include:

- Financial results;
- Projections of future revenues, earnings or losses;
- News of a pending or proposed merger;
- News of the disposition or acquisition of significant assets or a subsidiary;
- Material impairments, write-offs or restructurings;
- Creation of a material direct or contingent financial obligation;
- Impending bankruptcy or financial liquidity problems;
- The gain or loss of a substantial client, customer or supplier;
- Changes in dividend policy;
- New product announcements of a significant nature;

- Significant product or services defects or modifications;
- Significant pricing changes;
- Stock splits;
- New equity or debt offerings;
- Significant litigation or regulatory exposure due to actual or threatened litigation, investigation or enforcement activity;
- Major changes in senior management; and
- Material agreements not in the ordinary course of business (or termination thereof).

**Material Subsidiaries:** means CI&T Software S.A. and any subsidiary of the Issuer which, as of the date of the Issuer's most recent quarterly or annual, as applicable, consolidated balance sheet, constituted 15% or more of the consolidated total assets of the Issuer.

**Undisclosed Material Information:** Material Information that has not yet been generally disclosed to the public is referred to as "Undisclosed Material Information." Material Information about the Issuer should be considered non-public or undisclosed unless there is a certainty that it is publicly available. As a general rule, Material Information is considered "generally disclosed" only once it has been accurately published and widely disseminated by way of a press release, making it generally available to investors, and sufficient time has elapsed in order for investors to react to the information. This means that even after public disclosure of Material Information about the Issuer, you must wait one (1) full trading day before you can treat the information as public, unless otherwise advised by the Investor Relations Department that the sufficient time period is longer or shorter in light of prevailing circumstances. The term "trading day" means a day on which the stock exchange(s) on which the Issuer's securities are traded (currently NYSE) are open for trading.

## 4. Guidelines

### 4.1 Assignments of the Investor Relations Department

The Investor Relations Department, in consultation with the Legal and Compliance Departments, shall assist the CEO and the CFO in evaluating the design and effectiveness of this Policy periodically. The results of each evaluation of this Policy, including any material changes to be implemented, shall be reviewed by the CEO, the CFO and the Investor Relations Department, in consultation with the Legal and Compliance Departments.

It is important that the Investor Relations Department be informed promptly about events and developments that may be material. Employees who become aware of information that may constitute Material Information should promptly contact the

Investor Relations Department or the Legal and Compliance Departments.

## **4.2 Principles of disclosure of Material Information**

In complying with the continuous disclosure obligations under applicable securities laws and stock exchange rules, the Issuer will adhere to the following basic disclosure principles:

- we communicate Material Information to the public on a timely basis via news releases through a widely disseminated newswire and the furnishing of current reports on Form 6-K, as soon as practicable and in compliance with the Exchange Act and Listing Standards;
- we ensure that information is kept confidential until it is released;
- to the extent any of the Issuer's Material Subsidiaries are required to make any disclosures pursuant to the applicable law of their jurisdiction of incorporation, we evaluate whether that disclosure constitutes Material Information that should be simultaneously disclosed by the Issuer;
- disclosure must be complete and include any information the omission of which would make the rest of the disclosure inaccurate or misleading;
- unfavorable Material Information must be disclosed as promptly and completely as favorable information;
- no selective disclosure, meaning that previously Undisclosed Material Information must not be disclosed to select groups or individuals (for example, in an interview with one or several analysts or in a telephone conversation with an investor);
- disclosure on the Issuer's web site guarantees that communication with investors is updated with no selective disclosure, although such disclosure does not constitute adequate disclosure of Material Information; and
- disclosure must be corrected immediately if the Issuer subsequently learns that earlier disclosure by the Issuer contained a material error or omission at the time it was given and the correction would constitute Material Information.

After public dissemination, all of Issuer's disclosure will be monitored to ensure accurate media reporting and prompt corrective measures will be taken, when necessary.

A Disclosure Committee will be constituted to help with the implementation of the Disclosure Policy and to discuss, evaluate and implement the best practices related to the Issuer's communication of material and non-material information to the market, as well as review the Issuer's periodic financial disclosure.

The permanent members of the Disclosure Committee are appointed by the

Issuer's CEO and shall be comprised of:

- Chief Financial Officer;
- Chief Strategy Officer;
- Head of Investor Relations;
- Head of Legal and Compliance;
- Head of Financial Planning and Controlling; and
- Chief People Officer.

These permanent members can be reviewed from time to time and additional guests can be invited to be part of specific meetings subject to the content being discussed.

#### **4.3 Delay in disclosing Material Information**

Under certain circumstances, as permitted by securities legislation, the Issuer may delay disclosure of Material Information and keep it confidential for a limited period of time where immediate disclosure would be unduly detrimental to the Issuer (for example, if release of the information would cause prejudice to negotiations in a corporate transaction or interfere with the Issuer's pursuit of a specific objective or strategy) or may not be disclosable due to third-party confidentiality restrictions or uncertainty of events or as the result of the Exchange Act. The determination of when not to disclose Material Information immediately will be made by the Investor Relations Department.

#### **4.4 Reviewing of the covered reports**

The Disclosure Committee will assist the Issuer's Investor Relations, Communications Department and other teams to operate, so that important information flows to the appropriate collection and disclosure points in a timely manner, allowing the Issuer to file its reports containing financial information ("Covered Reports") as required by the Exchange Act.

Management will be responsible for the gathering, evaluation and review of the information for the preparation of the Covered Reports. The Disclosure Committee will help review and make recommendations about the preparation of the Covered Reports by management. Each Covered Report should be prepared and reviewed in accordance with the timetables and procedures established by management.

In their review of each Covered Report, the Disclosure Committee will confirm that (i) such Covered Report does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements made in such Covered Report, in light of the circumstances under which they were made, not

misleading; and (ii) the financial statements and other financial information included in the Covered Report “fairly present” in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in the Covered Report.

At the outset of each fiscal period, timetables and allocation of responsibilities for the preparation and dissemination of Covered Reports should be established by management and communicated to all participants in the disclosure process.

These timetables should permit:

- responsible persons a reasonable amount of time to compile and prepare information required to be disclosed in the Covered Reports;
- the Disclosure Committee to function appropriately in accordance with the policies and procedures specified herein; and
- the Disclosure Committee, the CEO and the CFO sufficient time to review the Covered Reports as provided in this Policy and critically assess the overall material accuracy and completeness of the Issuer’s disclosure, concurrently permitting the timely filing of each Covered Report.

The Disclosure Committee will monitor compliance with such timetables and procedures, as well as periodically review and reassess such timetables and procedures and make recommendations to management.

All applicable regulatory authority comments with respect to the Issuer’s Covered Reports and other public disclosures or submissions to such authorities should be reviewed and monitored by the Disclosure Committee.

#### **4.5 Disclosure controls and procedures**

The Disclosure Committee shall support the Issuer’s CEO and CFO and other members of management in reviewing and evaluating the effectiveness of the Issuer’s disclosure controls and procedures periodically and annually in accordance with the Exchange Act, giving due consideration to areas that are the most sensitive or that have a higher risk-profile and warrant particular attention.

In evaluating the disclosure controls and procedures, consideration should be given to the following:

- inaccuracies or omissions identified during the review phase of the reporting process to determine the source and cause. Any pattern in the errors should



be identified and addressed;

- any comments received from the SEC on the Issuer's filings;
- the sources used in the gathering process, including an evaluation of the people involved, to ensure that they continue to be the best source for information as personnel and responsibilities change and to ensure that they devote adequate time and attention to the disclosure process;
- the adequacy of the time allowed for each step of the process, including the necessary reviews;
- whether adjustments are necessary and when they will be implemented and become effective; and
- whether the appropriate persons are involved in reviewing the Covered Reports and how carefully they have reviewed them.

#### **4.6 Inadvertent or selective disclosure**

If there is reason to believe that previously Undisclosed Material Information has been inadvertently disclosed in any medium to an analyst or any other person outside the Issuer not bound by an express confidentiality obligation (selectively disclosed), then the Investor Relations Department and the Legal and Compliance Departments must be immediately notified so that appropriate steps can be taken. The Issuer shall make immediate public disclosure via news release of that information as soon as is reasonably possible. Parties in receipt of Undisclosed Material Information will be asked for confidentiality and will be advised that such information is material, has not yet been publicly disclosed and unauthorized use of such information may have legal implications.

#### **4.7 Annual and interim certifications**

The Investor Relations Department shall coordinate with the CEO and CFO (or any other members of senior management, as appropriate) for the execution and filing of the annual and interim certifications to the SEC as to the Issuer's compliance with the Listing Standards.

The CEO and the CFO shall consult with the Risk, Internal Controls and Compliance Department and the Audit Committee in connection with the certifications required under the Exchange Act as to the design and effectiveness of the Issuer's disclosure controls and procedures.

#### **4.8 Spokespersons**

To minimize the risk of selective disclosure and to achieve clarity and consistency in the information and messages delivered publicly, the Issuer will designate a limited number of people responsible for speaking on its behalf when Material Information may be disclosed. The primary spokesperson for the Issuer is the CEO (the "Spokesperson"). Spokesperson may, from time to time, designate others to speak on behalf of the Issuer to respond to specific inquiries due to the Spokesperson's unavailability and/or the specific nature of the request.

Under no circumstances should directors, employees or contractors who are not authorized Spokespersons attempt to respond to inquiries from regulators, shareholders, the investment community, the media or others with respect to any disclosure that may include Material Information about the Issuer, unless specifically designated to do so by the CEO. In general, communications to Issuer's stakeholders and media must be referred to the Communications Department while the Investor Relations Department addresses communications to investors, analysts, rating agencies and regulators.

#### **4.9 Forward-looking Information**

The Issuer may be required or may choose to disclose forward-looking information from time to time to provide the public with its view of possible events, conditions and results of operations. This disclosure is made in compliance with applicable securities laws, stock exchange rules and best practices, including the guidelines under this Policy. There must be a reasonable basis for making the forward-looking disclosure, having regard to the assumptions underlying the information and the process followed in preparing it. It must also clearly be identified as forward-looking by words such as "future guidance," "expect," "anticipate" or "may."

Forward-looking information that constitutes Material Information must be broadly disseminated in accordance with this Policy. Such disclosure, whether in writing or oral, is required to be accompanied by appropriate cautionary language that identifies any material risk factors or uncertainties that could cause actual results to differ materially and a description of any material assumptions on which the information is based. Such cautionary language is required to be accompanied by a statement that disclaims Issuer's intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

#### **4.10 News releases**

All Issuer news releases will be managed by the CEO and the CFO through the

Communications and Investor Relations departments. Draft news releases will be circulated for review to the Disclosure Committee, the Legal and Compliance and Investor Relations departments, where practicable, and other officers as appropriate depending on the subject, and approved by the CEO prior to their release. Material non-financial releases shall generally be prepared by the Communications or the Investor Relations departments in consultation with the Legal and Governance Department and any relevant area or other appropriate Issuer personnel in light of the content of the press release. Financial releases (other than any earnings release) shall be prepared by the Investor Relations Department in consultation with the CFO, the Legal and Compliance Departments, any relevant area and other appropriate Issuer personnel considering the content of the release, which shall include the CEO in the case of any interim earnings guidance. The Investor Relations Department shall be responsible for obtaining final approval for any financial release.

The Issuer will distribute news releases through a widely circulated news or wire service that provides simultaneous national and/or international distribution, including distribution to all applicable stock exchanges and securities regulatory authorities, as well as major financial media. If released during regular business hours, prior notice of news releases disclosing Material Information will be provided to the market surveillance departments of the stock exchange(s) on which the Issuer's securities are listed. If a news release announcing Material Information is issued outside of trading hours, market surveillance must be notified before the market re-opens. News releases will also be (1) filed with the securities regulatory authorities via EDGAR in accordance with the Exchange Act, (2) filed with the relevant stock exchanges, if required by the applicable Listing Standards, and (3) posted to Issuer's website promptly after release over the newswire. As required under NYSE listing rules, the Investor Relations shall coordinate the telephonic or electronic submission and/or prior notification of periodic reports and other material news announcements to NYSE.

#### **4.11 Conference calls**

The Issuer may schedule conference calls to discuss quarterly financial results, major corporate developments and other relevant communications, whereby discussion of key aspects is accessible simultaneously to all interested parties or to the public in general, some as participants in the telephone conference and others in a listen-only mode by telephone or via a web cast over the internet. Such calls are not a substitute for disclosure of Material Information by way of news release and will be preceded by a news release containing all relevant Material Information. At the beginning of all conference calls, the Spokesperson will provide the appropriate cautionary notification with respect to any forward-looking information and direct participants and listeners to publicly available documents containing the assumptions, sensitivities and a full discussion of the risk factors and uncertainties

relating to the Issuer and the conduct of its activities and business.

The Issuer will provide advance notice of each conference call and webcast by issuing a news release, and a posting to the Issuer's website, containing the date and time thereof and providing information on how interested parties or the public in general may access the call and webcast (if applicable). In addition, the Issuer may send invitations to analysts, institutional investors, the media and others to participate. Any material or presentation made available during the conference calls will be made available at the Issuer's website together with a transcript and/or recording of the conference call.

A debriefing meeting will normally be held immediately after each conference call and webcast to confirm that no unintentional selective disclosure has occurred, so that appropriate action can be taken in accordance with this Policy, if necessary.

#### **4.12 Contact with analysts, investors and the media**

Issuer meetings with analysts and significant investors is an important element of its investor relations program. Spokespersons or those designated by them may meet with analysts and investors on an individual or small group basis as needed, whether by telephone, in person or otherwise, and will initiate contact or respond to analyst and investor calls in a timely, consistent and accurate fashion, all in accordance with this Policy. In general, such discussions should be limited to explanations or clarifications of previously disclosed public information or non-material or non-confidential information.

Spokespersons will keep notes of discussions with analysts and investors and, where practicable, more than one Spokesperson should be present at all individual and group meetings. After any meeting with analysts, investors or the media, if a Spokesperson has any concerns regarding the information disclosed, he or she should discuss the matter with the Investor Relations Department and the Legal and Compliance Departments, so that appropriate action can be taken in accordance with this Policy, if necessary.

#### **4.13 Blackout Periods**

To avoid the potential for selective disclosure or the perception or appearance of selective disclosure, directors, officers and other employees of the Issuer, shall observe "blackout periods," commencing 30 days prior to the release of the quarterly earnings results and end after one full trading session has occurred since the release to the public of the Issuer's earnings for a fiscal quarter or fiscal year, or any such other period as may be established in accordance with the Issuer's Insider Trading Policy.

During a blackout period, the Issuer's Spokespersons are prohibited from commenting on earnings and financial performance, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information. Spokespersons must also avoid initiating meetings (in person, by phone or electronically) with analysts, shareholders, potential investors, other market professionals and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information. Issuers do not, however, have to stop all communications with analysts or investors during blackout periods and may, for example, participate in investment meetings and conferences organized by other parties, as long as Material Information which has not been publicly disclosed, is not selectively disclosed.

#### **4.14 Analyst reports**

The Issuer will try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts have the appropriate basis to prepare estimates that are in line with the Issuer's own expectations. The Issuer will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with or otherwise comment on analysts' financial models and earnings estimates.

The Issuer may review analysts' draft research reports or financial models for the purpose of ensuring there are no factual errors, omissions or obvious misstatements contained in such draft reports or financial models, based on publicly disclosed information.

Analyst reports are proprietary products of the analyst's firm. Re-circulating a report made by any analyst may be viewed as an endorsement by the Issuer of such a report. For these reasons, the Issuer will not provide analyst reports to persons outside the Issuer, including posting or linking to such information on the Issuer website, but these reports may be provided periodically to the Board of Directors, senior management or the Issuer's financial and professional advisors. The Issuer may post on its website a list of all the investment firms and analysts that, to the Issuer's knowledge, provide research coverage on the Issuer.

#### **4.15 Rating agency reports**

Rating agency reports shall be prepared by the Investor Relations Department at the direction and under the supervision of the CFO and shall contain such information as may be requested by the rating agencies with which the Issuer meets regularly, including financial and operating projections of the Issuer. The CFO shall report periodically to the Audit Committee concerning the types of information to

be supplied to the rating agencies.

#### **4.16 Maintaining internal controls**

The Issuer is required to maintain internal controls pursuant to the rules and regulations of the SEC. In particular, the Issuer is required to:

- Make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Issuer; and
- Devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that (i) transactions are executed in accordance with management's general or specific authorization; (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with IFRS or other criteria applicable to such statements and to maintain accountability for assets; (iii) access to assets is permitted only in accordance with management's general or specific authorization; and (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

#### **4.17 Leaks, rumors and speculation**

Issuer's general policy is not to comment, affirmatively or negatively, on market rumors or speculation. Issuer's Spokespersons will respond consistently to questions for comment about rumors by saying that it is Issuer's policy not to comment on rumors or speculation. Should a stock exchange or any securities regulatory authority request or require that the Issuer make a definitive statement in response to a market rumor, the CEO, will in consultation with Investor Relations, Legal and Compliance and Communications departments, if time permits, and respond appropriately. If the Issuer decides to comment on a rumor, a news release will be issued in accordance with this Policy. Rumors include comments made over the telephone, in meetings, through social media websites, online forums or otherwise posted on the internet. If asked, the Issuer's employees shall not give any comments upon the topic at hand.

#### **4.18 Maintaining confidentiality of information**

Disclosure of Undisclosed Material Information or confidential information about the Issuer is prohibited. Every effort should be made to limit access to confidential information about the Issuer only to those who need to know the information, and such persons should be advised that the information is to be kept confidential.

To help protect Undisclosed Material Information and confidential information from inadvertent disclosure, those subject to this Policy should:

- a) not discuss Issuer's business and affairs in public places where it may be overheard (e.g., trade shows, hallways, elevators, restaurants, airplanes, taxis, etc.) or engage in online activities that discuss or in any way relate to the Issuer's activities or securities;
- b) not carry, read or discard confidential information in an exposed manner in public places;
- c) keep documents and files containing confidential information in a safe place with restricted access; and
- d) avoid unnecessary copying and distribution of documents containing confidential information about the Issuer, and immediately remove such documents from conference rooms and work areas after meetings have concluded.

#### **4.19 Website disclosure**

The Investor Relations Department is responsible for updating the Issuer's Investor Relations website(s), and will work with content owners to ensure that the information is accurate, up-to-date and has been approved by the appropriate Issuer officers. Guidelines concerning the content and retention period for posted information will be established.

The CFO will be responsible for reviewing and approving in advance all financial information to be posted on Issuer's website. The CFO will periodically review and audit Issuer's website to ensure the accuracy and completeness of the financial information posted. The website will include a current version of the Issuer's forward- looking statement disclaimer.

Disclosure of Issuer's website alone does not constitute adequate disclosure of Material Information. Material Information that has not otherwise been disclosed in a news release and disseminated in accordance with this Policy shall not be posted on the Issuer's internal or external website(s) or to any online social media (such as Twitter, LinkedIn, Facebook or YouTube).

The Issuer shall include a direct link to the SEC's website for purposes of providing the Issuer's Exchange Act reports to users of its website. The Legal and Compliance Departments shall be responsible for coordinating website posting of the Issuer's governance guidelines, charters of the Board of Directors and its committees and such other materials or information to the extent required by the Exchange Act or Listing Standards.

#### **4.20 Electronic communications and social media**

In order to help ensure that Undisclosed Material Information is not inadvertently or selectively disclosed, directors, officers employees and contractors of the Issuer are prohibited from, directly or indirectly, including under an alias or anonymous online profile, making use of social media applications, internet chat rooms or online message boards, blogs or other forms of electronic or internet communications (including but not limited to commenting or posting on, hosting, linking to, “liking” or “retweeting”) that in any way relate to the business, affairs or securities of the Issuer, unless approved by the CEO, CFO or the Investor Relations Department.

#### **4.21 Trading and “tipping” restrictions**

It is illegal and strictly prohibited by this Policy for directors, officers, employees or contractors of the Issuer to trade, either directly or indirectly, in the Issuer’s securities or securities of another publicly-traded issuer (where the context demands) while in possession of Undisclosed Material Information, or to inform, except in the necessary course of business, any other person of Undisclosed Material Information about the Issuer. For further discussion on securities trading, trading prohibitions and trading blackout periods, see Issuer’s Insider Trading Policy.

#### **4.22 Disclosure record**

The Investor Relations Department will be responsible for maintaining a file containing all public information about the Issuer produced during the previous 5 years including, but not limited to, documents filed with securities regulators and stock exchanges, press releases, meeting materials distributed to the media, analysts and investors, and analyst reports on the Issuer.

#### **4.23 Consequences of violation**

Copies of this Policy will be made available to all directors, officers and employees of the Issuer, including those authorized to speak on its behalf or who may otherwise have access to Undisclosed Material Information, and posted to the Issuer’s intranet and website, and such individuals will be informed whenever significant changes are made.

Compliance with this Policy is fundamental to the reputation and continued success of the Issuer. It is the personal responsibility of all Issuer directors, officers, employees and others to whom this Policy applies to understand and comply with their obligations under this Policy and applicable securities laws. Failure to observe this Policy may result in severe consequences, which could include internal disciplinary action, including termination without notice of their relationship with the



Issuer. The violation of this Policy may also violate the securities laws in the United States, the Cayman Islands and other applicable jurisdictions governing the trading of the Issuer's securities, which could result in significant penalties, fines and/or imprisonment.

Potential violation of this Policy may be reported through the Issuer's Ethics Portal ([ethics.ciandt.com](https://ethics.ciandt.com)) and will be duly treated and investigated by the Issuer's Ethics Commission. Such a commission will address the pertinent disciplinary actions.

#### **4.24 Responsibility for this Policy**

The CEO, the CFO and the Investor Relations Department have the ultimate responsibility and will monitor the Policy in conjunction with regulatory guidance, best practices and experience and make recommendations to the Board of Directors periodically. The Investor Relations Department will also report to the CEO on the Policy, the design and operation of related disclosure controls and procedures, and any disclosure issues that may arise. Material changes to this Policy will be submitted to approval of the Issuer's board of directors.

#### **4.25 Questions**

If you have questions about this Policy, please contact the Investor Relations Department and/or the Legal and Compliance Departments.

This Policy (the "Disclosure Procedures and Control Policy") has been adopted by the Board of Directors of Cl&T Inc (the "Holding Company") on October, 29th 2021 to apply in respect of the Holding Company, such adoption being incidental to the business of the Holding Company as a pure equity holding company, and has been adopted by the Board of Directors of Cl&T Software S.A. (the "Operating Company") on October, 29th 2021 to apply in respect of the Operating Company and each other direct and indirect subsidiary of the Holding Company (each, a "Subsidiary"). References in this Policy to the "Company" are to be construed as references to the Holding Company, the Operating Company and/or each Subsidiary as applicable.

#### **Document Control**

Date	Description	Author
22/OCT/2021	Compliance Review	Compliance Team
22/OCT/2021	Legal Review	Marcela Masiero Lindner

27/OCT/2021	Investor Relations Review	Eduardo Galvão
29/OCT/2021	Final Approval	Board of Directors