

TC TRADERS CLUB S.A.
CNPJ (EIN)/ME 26.345.998/0001-50
NIRE 35.300.566.521

**EXTRAORDINARY SHAREHOLDERS' MEETING MINUTES
HELD ON APRIL 30, 2021**

1. DATE, TIME AND PLACE: Held on April 30, 2021, at 10:00 am, at the head office of **TC TRADERS CLUB S.A.** ("Company"), located in the City of São Paulo, State of São Paulo, at Rua Leopoldo Couto Magalhaes Jr., nº 758, 7º andar, conjunto 71, CEP 04.542-000.

2. CALL NOTICE AND ATTENDANCE: The publication of the call notice was waived, pursuant to article 124, paragraph 4, of Law 6404, of December 15, 1976, as amended ("Corporation Law"), in view of the attendance of the shareholders holding shares representing the totality of the Company's capital stock, as verified by the signatures in the Company's Shareholders' Attendance Register.

3. CHAIRMAN AND SECRETARY: The works were chaired by Mr. Omar Ajame Zanatto Miranda and had Mr. Pedro Geraldo Bernardo de Albuquerque Filho as secretary.

4. MEETING AGENDA: Resolve on (i) the approval of the terms and conditions for the 1st issue for private placement of debentures convertible into shares of the Company, in a single series, in the total amount of R\$ 72,800,000.00 ("Indenture" and "Debentures", respectively); (ii) the election of one (1) member of the Company's Board of Directors; and (iii) authorization for the Company's managers to take all necessary measures to carry out the resolutions eventually approved.

5. RESOLUTIONS: After examining, analyzing and discussing the matters on the agenda, the attending shareholders resolved, by unanimous vote and without any restrictions or reservations, on the following:

5.1. Unanimously approve the issue of Debentures, in accordance with the Deed in the form of **Annex I**, which will have the following characteristics and conditions:

- (a) **Issue Number:** 1st issue of Company's debentures.
- (b) **Total amount of the issue:** R\$ 72,800,000.00 on the Issue Date (as defined below).
- (c) **Number of Series:** single series.
- (d) **Number of Debentures:** 728 debentures.
- (e) **Nominal Unit Value:** R\$ 100,000.00 ("Nominal Unit Value").
- (f) **Form of Debentures:** The Debentures will be issued in the nominative form, without issuing temporary or definitive certificates, and, for all legal purposes, ownership of the

Debentures will be proven by the registration in the Company's Debentures and Debentures Transfer Books and by the subscription list.

- (g) **Type:** Unsecured, pursuant to Article 58 of Law 6404/76.
- (h) **Issue Date:** For all legal purposes, the issue date of the Debentures will be April 30, 2021 ("Issue Date").
- (i) **Form of Subscription and Payment and Subscription Price:** The Debentures will be subscribed for their Nominal Unit Value and will be paid-in cash and in local currency, in a single installment, on this date.
- (j) **Term and Maturity Date:** The Debentures will have a term of 36 months, maturing on April 30, 2024, and will be automatically canceled in the event of conversion into shares, as provided for in the Deed of Issuance.
- (k) **Placement:** Private placement, without the intermediation of institutions that are part of the securities distribution system.
- (l) **Convertibility:** The Debentures will be converted into 12,133,333 class A preferred shares, which will have the following characteristics: (i) will have the voting right; (ii) in case of any event that entails reimbursement of capital, the Class A Preferred Shares will have the right to primarily receive an amount equivalent to the Total Value of the Issue (whether paid in local, foreign currency, or any other asset), restated by the CDI rate from the Issue Date to the date of actual capital reimbursement, net of any dividends declared and paid and/or any other amounts arising from the shares; (iii) will not be redeemable; and (iv) may be converted into common shares, in the cases provided for in the Shareholders' Agreement, or at any time, at the request of at least 50% of its holders, at a conversion ratio of 1:1 (that is, each 1 class A preferred share will be equivalent to 1 common share), subject to any proportional adjustments in the event of a stock split or reverse split.

5.2. The Company's shareholders expressly declare herein that they waive their respective preemptive rights in the subscription of new debentures issued pursuant to item 5.1 above, according to paragraph 3, article 171 of the Corporation Law, which were fully subscribed by **TC PRIVATE FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES MULTISTRATÉGIA**, and equity investment fund, enrolled with CNPJ (EIN) under No. 39.817.142/0001-81, herein represented by its manager **BANCO DAYCOVAL S.A.**, a financial institution duly authorized to provide securities portfolio management services pursuant to applicable regulations, according to Declaratory Act 17552, issued on 12.05.2019, headquartered in the city and state of São Paulo, at Avenida Paulista, n. 1793, enrolled with CNPJ (EIN) under No. 62.232.889/0001-90, in accordance with the Subscription List, in the form of **Annex II**.

5.3. The shareholders decide to approve the election of **EDISON TICLE DE ANDRADE MELO AND SOUZA FILHO**, Brazilian, married, business administrator, bearer of identity card (RG) No. 27.950.462-7, enrolled with CPF (SSN) under No. 296.300.688-85, resident and domiciled in the Capital City of the State of São Paulo, at Rua Marcos Lopes, apto. 51, nº 189, Vila Nova Conceição, CEP 04513-080 for the position of member of the Company's Board of Directors, with a unified term of office with the other members until February 5, 2023.

5.4. Inform that the member of the Company's Board of Directors hereby elected accepts the position and hereby declares, under the penalties of the law, that he is not prevented, by special law, from exercising the Company's management, and has neither been convicted nor is under the effects of any conviction that precludes, even temporarily, access to public office; or has been convicted by bankruptcy crime, malfeasance, bribery, concussion, embezzlement; or any crime against the popular economy, against the national financial system, against the antitrust rules, against consumer relations, public faith or property, thus not being involved in any crimes provided for by law that prevent him from exercising the commercial activity, being aware of the provisions of Article 147 of the Brazilian Corporation Law.

5.5. As a result of the above resolutions, the Company's managers are authorized to execute all documents necessary for the issuance of the Debentures, including, but not limited to, the execution of the Indenture, which is attached to these minutes in the form of **Annex I**, and its registration, under the terms of the law.

6. CLOSING: There being no further matters to discuss, the meeting was adjourned and these minutes were drawn up in summary form, which, after being read and found to be in compliance, were signed by all attending shareholders. The Chairman and Secretary of this Extraordinary General Meeting hereby declare that these minutes are a faithful copy of those transcribed in the Company's minutes book.

São Paulo/SP, April 30, 2021.

Chairman and Secretary:

OMAR AJAME ZANATTO MIRANDA
Chairman

PEDRO G. BERNARDO DE ALBUQUERQUE FILHO
Secretary