

# INTERNAL REGULATION OF PERSONNEL AND COMPENSATION COMMITTEE

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## CHAPTER I

### THE PERSONNEL AND COMPENSATION COMMITTEE

**Article 1** The Personnel and Compensation Committee (“Committee”) is a permanent advisory board advisory bound to the Board of Directors and governed by the applicable law and regulations and the Bylaws of B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) and this Internal Regulation (“Regulation”).

**Article 2** The Committee reports to the Board of Directors and operates independently from the Management of the Company.

## CHAPTER II

### COMPOSITION OF THE COMMITTEE

**Article 3** The Committee shall be composed up to four (4) independent members, whereas at least two (2) shall be independent and unbound directors, all with a two-year term of office and the possibility of being appointed for equal and consecutive terms of office.

**§ 1º.** The member of the Committee exercise a non-delegable function to be performed with duty of care and loyalty, thus requiring them to avoid any conflict of interest which may jeopardize the interests of the Company and the shareholders.

**§2º.** In the event of vacancy of a member of the Committee, the Board of Directors shall appoint a replacement member pursuant to the provisions set forth in the caput above.

**Article 4** The candidate for the Committee shall meet the following conditions , in addition to requirements set forth herein:

- (a) being over 25 years old;

- (b) having an upstanding reputation, and proficient knowledge of the functions, operations and practices of the capital markets operated by the Company and/or its subsidiaries;
- (c) not hold office in the Management of the Company or its subsidiaries;
- (d) not having a spouse, domestic partner or relative to the second degree as director or officer of, or employed with, the Company or any of its subsidiaries;
- (e) not holding a position in any company deemed to be a competitor of the Company or its subsidiaries; and
- (f) have effective availability to serve as a member of the Committee, regardless the seat of a member of the Board of Directors of the Company and other seats as member of the Board of Directors and/or officer of other entities.

**Article 5** The Board of Directors shall appoint a Coordinator among the members of the Committee, who shall represent, organize and coordinate the activities of the Committee.

**§ 1º** The Coordinator of the Committee shall exclusively perform the following:

- (a) calling, convening and presiding the meetings of the Committee, and appointing the meeting secretary from among the attending members, who shall be responsible for preparing the minutes of the meeting;
- (b) representing the Committee in the Board of Directors and in interactions with the Management of the Company and its internal and independent auditors, other bodies and internal committees, signing, when necessary, the correspondence, invitations and reports sent to them;
- (c) calling the Company's executives to attend the meetings of the Committee, as the case may be, and pursuant to the terms of Article 7 below; and
- (d) comply with and enforce this Regulation.

§ 2º In temporary absences or impediments, the Coordinator may be replaced by another member of the Committee appointed by the Coordinator.

## CHAPTER III

### OPERATION OF THE COMMITTEE

**Article 6** The Committee shall meet ordinarily at least four (4) times a year and may hold extraordinary meetings upon the request of the Coordinator or any other member of the Committee.

§ 1º The meetings of the Committee shall be called by means of a three (3) days prior notice, which shall attach the meeting agenda, except in the event of meetings called to consider urgent matters.

§ 2º The Coordinator shall prepare the agenda of the meeting. The other members of the Committee may propose additional motions to be considered at the meeting.

§ 3º The meetings shall be installed by the attendance of the majority of the members of the Committee.

§ 4º The majority of affirmative votes of the attending members of the Committee shall approve the recommendations and opinions of the Committee.

§ 5º The Committee meetings must be held preferably at the Company's headquarters, or, at the discretion of the Coordinator of the Committee, at any of its subsidiaries or at any other location deemed appropriate.

§ 6º Part or all members of the Committee are allowed to participate in ordinary and extraordinary meetings by conference call or videoconference or other teleconferencing method permitting the identification of the Committee members and simultaneous communication amongst the attendees. In such cases, the members of the Committee shall ensure that the matters dealt with will not be accompanied by unauthorized third parties. The members of the Committee

attending meetings pursuant to this paragraph shall be deemed to be present at the meeting and shall sign the corresponding minutes.

§ 7<sup>o</sup> The members of the Committee who have actual or potential conflict of interest with any of the topics discussed should withdraw from the meeting during the time of discussion of such matter, and may be invited to provide information.

**Article 7** The Committee may call to attend any particular meeting executives and internal and external employees of the Company, who have information to provide or whose matters, included in the agenda, are pertinent to their area of expertise.

**Sole Paragraph.** The Company's CEO shall be invited to participate on the meetings of the Committee when necessary.

**Article 8** The Committee's subjects, recommendations and opinions discussed at a meeting shall be drawn up, which the attendees shall sign. The minutes of a meeting shall record the relevant points of discussion, the list of attendees and justified absences.

**Sole paragraph.** The supporting documents of the meetings shall be filed in Company's headquarters.

## CHAPTER IV

### DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

**Article 9** The Committee is competent to, among other subjects described by the Company's Bylaws:

(a) to study the subjects of the Committee competence and prepare proposals to the Board of Directors of the Company, disclosing the necessary material to the analysis of the Board of Directors;

(b) to prepare the internal regulation containing the Committee's operating rules. The regulation thus prepared, and any amendments, shall be submitted for approval by Board;

- (c) to propose to the Board of Directors and to annually review the remuneration policy and other benefits of the Company's managers and members of the consulting bodies of the Board;
- (d) annually proposing to the Board of Directors the compensation of directors and officers of the Company, for submission to the Shareholders' Meeting;
- (e) reviewing and submitting to the Board of Directors the goals and targets related to the Chief Executive Officer compensation plan, as well as proposing to the Board of Director the evaluating results of his or her performance;
- (f) reviewing and submitting to the Board the CEO's proposal on the goals and targets concerning the senior executive compensation plans, and assessing the evaluation process implemented by the CEO with respect to his or her subordinates, monitoring implementation of conclusions and resulting actions;
- (g) to monitor the actions performed to guarantee the adoption, by the Company, of a personnel's management strategy;
- (h) to make efforts for the Company to adequately prepare in advance to the succession of the Company's Vice-Presidents and other key executives;
- (i) to monitor the execution of practices to disseminate to all publics of the Company the values of human rights relating to diversity; and
- (j) issue an opinion on matters submitted to the Committee by the Board of Directors.

**Sole Paragraph.** In the event of the performance evaluation procedures of the Company, the Committee must be informed regarding the result of the evaluation of the Issuers Regulation Director.

**Article 10** The Company's Bylaws, the Code of Conduct and the Information Disclosure and Securities Exchange Policies of the Company as well as the managers responsibilities and obligations provided by the law and the regulation in force, if and as relevant, are applicable to the member of the Committee.

**Article 11** The members of the Committee must receive an additional compensation to the one received regarding the office of a member of the Board of Trade of the Company.

## CHAPTER V

### GENERAL PROVISIONS

**Article 12** They may request the hiring of external specialist and access to information eventually necessary to the performance of their activities.

**Article 13** Committee's recommendations are non-binding, being the Company's Board of Directors responsible for making decisions based on the studies and proposals presented by the Committee.

**Article 14** This Regulation shall be disclosed in the website of the Company after being approved by the Board of Directors.