



## **NU HOLDINGS LTD.**

### **Compensation and People Committee Charter**

Adopted on February, 2024

#### **Purpose**

The Compensation and People Committee (the "**Committee**") is created by and shall assist the Board of Directors (the "**Board**") of Nu Holdings Ltd., a Cayman Islands exempted company with limited liability (the "**Company**"), in fulfilling its oversight responsibilities with respect to leadership development, diversity and compensation matters, as set forth in this charter of the Committee (this "**Charter**").

#### **Composition and Organization**

The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board. The Board shall designate one member of the Committee as the Committee's chairperson (the "**Chair**").

#### **Meetings**

The Committee shall hold such ordinary or special meetings as often as its members shall deem necessary or appropriate to carry out its responsibilities under this Charter, it being understood that the Committee shall meet not less frequently than quarterly. The Chair shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting by the Committee by agreement of those present. The Chair, in consultation with the other committee members, shall determine the length of the Committee meetings and shall set meeting agendas consistent with this Charter.



Notices of each meetings shall be given to each member of the Committee by the Chair through any available physical or electronic means at least three (3) business days in advance of every meeting (the "**Meeting Notice**").

Committee meetings shall be held at such times and in such places as the Chair determines and as specified in the applicable Meeting Notice. Committee meetings shall also be permitted to take place by means of audio and/or video conference, or by any other electronic communication tool that enables the review and discussion of matters proposed for discussion by the Committee in real time, and the Committee may also act by unanimous written resolution in lieu of a meeting.

Meetings shall be considered duly quorate with the presence of at least two-thirds (2/3) of its members. Resolutions shall be adopted by majority of the votes of the members attending the meeting. Minutes of meetings of the Committee shall be drawn up and signed by the Chair (or such other Committee member who presided over the applicable meeting as the chairperson).

No person should attend that portion of any meeting where such person's performance or compensation is discussed, unless specifically invited by the Committee.

In order to ensure effective communication, coordination and coverage of the matters under the Committee's responsibilities, the Committee may periodically call joint meetings with other committees.

In addition to this Charter, the operation of the Committee will be subject to any applicable provisions of the Memorandum and Articles of Association of the Company, the laws of the Cayman Islands and the rules and regulations of the SEC and the listing standards of NYSE, each as in effect from time to time, to the extent applicable.

## **Minutes**

Minutes of each meeting, and each unanimous written resolutions in lieu of a meeting, will be kept with the books and records of the Company.



## **Duties and Responsibilities**

To carry out its purpose, the Committee shall have the following responsibilities, duties and powers:

### Executive Compensation

The Committee shall approve or recommend to the Board for determination, the compensation of the Company's Chief Executive Officer (the "CEO") and each of the Company's other executive officers and key service providers, subject to the "Procedures" below. In determining, or recommending for determination, such compensation, the Committee shall, among other things:

- identify, review and approve corporate goals, including ESG commitments, and objectives relevant to executive officer compensation;
- evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
- determine any long-term incentive component of each executive officer's compensation.

### Director Compensation

The Committee shall periodically review and approve compensation (including equity-based compensation) for the Company's directors.

### Management Succession

The Committee shall, in consultation with the CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

### Compensation Policies and Plans

The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to shareholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the



Company that are subject to Board or this Committee's approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other key service providers of the Company and any other factors that it deems appropriate.

Unless otherwise determined by the Board or Shareholders, the Committee shall review and approve grants of equity compensation awards to executive officers and any other conditions subject to its approval (or waiver) as determined in the Company's incentive-compensation or other equity-based plans thereunder.

#### Compensation Disclosures

Review and discuss with the Company's executive officers and other members of management, including members of the Company's Human Resources department, outside counsel and any outside compensation consultants, the disclosure regarding the Company's compensation policies, programs and practices for executive officers prepared for inclusion in the Company's public filings.

#### Human Capital Management

Periodically review the Company's programs and practices related to human capital management metrics including the Company's hiring and turnover practices, employee development and engagement metrics.

#### Leadership Development

Periodically review the Company's leadership development process for senior management, including the recruitment, performance management, engagement, incentive and other programs to promote talent development and senior management selection in accordance with management succession planning.

#### Diversity

The Committee shall periodically review and assess the Company's workforce inclusion and diversity and the administration of compensation programs in a non-discriminatory manner, including any policies or procedures related to the implementation of the Company's diversity and inclusion initiatives and programs, reports of progress against any



established goals and metrics and public statements related to the Company's commitment to diversity.

### **Annual Evaluation**

The Committee shall produce and provide to the Board on an annual basis an evaluation of the Committee's performance of its duties under this Charter. The evaluation shall be conducted in such a manner as the Committee deems appropriate. The Chair of the Committee will present the evaluation to the Board. The evaluation shall also include an assessment by the Committee of the adequacy of this Charter and any recommendations to improve this Charter.

### **Resources and Authority of the Committee; Retention of Advisors**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and shall be empowered to conduct its own investigation into issues related to its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or independent counsel or other experts and advisors, as it deems necessary or appropriate. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to the advisors retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate to one or more officers of the Company the authority to make grants of equity compensation awards to any executive officer, employee or other key service provider of the Company other than a member of senior management under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.



<b>Version</b>	<b>Description of change</b>	<b>Date of change</b>	<b>Squad responsible</b>	<b>Date of approval</b>	<b>Approver</b>
1	Initial Version	-	Corporate Governance Secretariat	07/29/21	Board of Directors
2	Adjustments to increase best governance practices	10/18/21	Corporate Governance Secretariat	10/25/21	Board of Directors
3	Update the Committee name	02/16/24	Corporate Governance Secretariat	02/21/24	Board of Directors