

Managing Area ADMINISTRATION BOARD			Code RE719
Product / Activity PERSONNEL AND REMUNERATION COMMITTEE			Disclosure PUBLIC
Date of elaboration: 05/26/2020	Date Updated:	Version 1.00	Page 1 of 7

## I. GOAL

Art 1. This Internal Regulation ("Internal Regulation") sets the rules related to organization, composition, operation and competence of the Personnel and Remuneration Committee ("Committee") of Banco Inter S.A. ("Banco Inter"), its subsidiary member of the prudential conglomerate Inter Distribuidora de Títulos e Valores Mobiliários Ltda ("Inter DTVM) and the other companies, Inter Digital Corretora e Consultoria de Seguros Ltda ("Inter Seguros"), Inter Asset Gestão de Recursos Ltda. ("Inter Asset"), Inter *Marketplace* e Intermediação de Negócios e Serviços Ltda ("Inter *Marketplace*"), in compliance with the provisions in the Corporate Bylaws of Banco Inter, Level 2 Listing Regulation of B3 S.A. – Brasil, Bolsa, Balcão ("Level 2 Regulation" and "B3") and the legislation and regulation in force.

Banco Inter, Inter DTVM, Inter Seguros, Inter Asset and Inter *Marketplace* together will be hereinafter referred to as "Grupo Inter".

Banco Inter and Inter DTVM, exclusively together will be called "Prudential Conglomerate".

## II. SCOPE OF OPERATION AND RESPONSIBILITIES

Art 2. The referred Committee is a collegiate, statutory and permanent body, whose attribution is to assist the Administration Board of Banco Inter and the other companies from Grupo Inter:

- (i) In subject matters of the Prudential Conglomerate involving the remuneration of the members of the Administrative Board, the Executive Office, the Supervisory Board, when any, the Committees, when applicable, including in the elaboration of the Administrator Remuneration Policy, according to Resolution No. 3,921/2010 of the National Monetary Council ("Remuneration Policy").
- (ii) In the definition of the remuneration of the management positions at Grupo Inter.
- (iii) In subject matters involving management, attraction, retention and development of Personnel in Grupo Inter.

## III. COMPOSITION, MANDATE AND INVESTITURE

Art 3. The committee will be composed of 3 (three) to 5 (five) members, as approval by the Administration Board, considering that one of the referred members obligatorily cannot be

an administrative of Grupo Inter. In the same meeting, when the Committee members are elected, the Administration Board will nominate the Coordinator and the Secretary of the Committee.

Art 4. The Committee shall be composed of qualified professionals with the necessary experience for competent and independent judgment on the Remuneration Policy, and shall also consider the repercussion in the risk management of Grupo Inter.

Art 5. The tasks of the Committee members cannot be delegated, except in case of absence or impediment of the Coordinator or the Secretary, whose tasks will be performed by another member chosen by the others.

Art 6. The members of the committee will not have any deputies related thereto.

Art 7. The following positions will be eligible to participate in the Committee:

- (i) Executive Organizational Development Superintendence (Coordinator).
- (ii) Personnel and Management Executive Manager (Secretary).
- (iii) Chief Executive Officer.
- (iv) Technology, Operations and Financial Vice Chief Executive Officer.
- (v) Bank Products Vice Chief Executive Officer.

Art 8. The members of the Committee will be nominated by the Administration Board with mandate of 2 (two) years, reelection allowed, considering that their permanence at the position for period longer than 19 (ten) years is forbidden. After this period, they can become members of the Committee in at least 3 (three) years.

Art 9. In case of vacancy, absence or temporary impediment of a member of the Committee, the Administration Board may nominate a deputy to serve eventually or permanently, who will comply with all provisions in this Internal Regulation in the position of a member.

Art 10. The meetings will be conducted according to the agendas prepared and submitted to the members of the Committee in advance, as well as the respective material.

#### IV. REMUNERATION

Art 11. The members of the Committee will not be entitled with the right to remuneration, except if deliberated otherwise by the Administration Board.

#### V. OPERATION

Art 12. Frequency and Mode

Art 12.1. The Committee will hold ordinary meetings monthly, and extraordinary meetings whenever necessary.

Art 12.2. The meetings of the Committee shall preferably be held in the headquarters of Banco Inter, or in case all members of the Committee agree, in another place to be defined by the Coordinator.

Art 12.3. The meetings of the Committee can be held by means of video-conference, teleconference, internet or any other means of communication that enables conversation among people in real time.

#### Art 13. Call and Installation

Art 13.1. The calls for meeting of the Committee shall be made in advance by the Coordinator or the Secretary by means of e-mail, in writing, or by means of the Governance Portal of Banco Inter.

Art 13.2. The Committee Coordinator will send, whenever possible, the support documents for the performance of the meetings together with the agenda.

Art 13.3. When all members of the Committee are present, the call formalities provided in Art. 13.1 will not be necessary.

Art 13.4. The Committee meeting will be started only in the presence of the majority of the members of the Committee. Members, who participate by means of teleconference or video-conference will be considered present as well.

#### Art 14. Decisions

Art 14.1. Each member of the Committee will be entitled with the right to 1 (one) vote in the meetings, and the Coordinator will have the quality vote in case of draw in the deliberations. The deliberations will be taken by the simple majority of the present.

### VI. COMPETENCE AND RESPONSIBILITIES Art

#### 15. The Committee Coordinator shall:

- (i) Call and chair the meetings of the Committee.
- (ii) Evaluate and propose the subject matters to be discussed in the meetings, assuring the strategic alignment and the grounded decision-making.
- (iii) Keep the Governance Portal updated with all discussed materials and minutes of meeting of the Committee.
- (iv) Assure that all norms and obligations of the Committee listed in the present Internal Regulation are complied with.

#### Art 16. The Committee Secretary shall:

- (i) Be the secretary of the Committee meetings.

- (ii) Prepare, record and send the minutes of meetings of the Committee for signature by the participating members through the Governance Portal.

Art 17. The Committee shall, specifically in relation to the companies from the Financial Conglomerate:

- (i) Elaborate the Remuneration Policy.
- (ii) Elaborate and review the Policy on Nomination and Assessment of Administrators and the Administrator Succession Policy.
- (iii) Propose to the Administration Board the fixed and variable remuneration modes, in addition to benefits and special programs for recruitment and dismissal, which shall be stated in the Remuneration Policy.
- (iv) Supervise the implementation and the operationalization of the Remuneration Policy;
- (v) Review the Remuneration Policy annually, recommending its correction or improvement to the Administration Board.
- (vi) Propose to the Administration Board the global remuneration amount of the administrators to be submitted to the general assembly under the terms of art. 152 of the Law of the Corporations.
- (vii) Evaluate future internal and external scenarios and their possible impacts on the Remuneration Policy.
- (viii) Analyze the Remuneration Policy regarding the market practices with the purpose to identify significant discrepancies in relation to the similar companies, proposing the necessary adjustments.
- (ix) To look out for the Remuneration Policy to be permanently compatible to the Integrated Risk Management Policy of the Prudential Conglomerate, the targets and the current and the expected financial situation of the Prudential Conglomerate and the provisions in Resolution No. 3,921/10.
- (x) To prepare and review the Administrator Assessment and Nomination Policy at least at every two years.
- (xi) To prepare and review the Administrator Succession Policy at least at every two years.
- (xii) Approve and keep updated the Succession Map of the chief executive officer, whose elaboration shall be coordinated by the president of the Administration Board.
- (xiii) Identify, recruit and select applicants for the positions of administrators of Grupo Inter together with the Personnel and Administration Executive Management.

Art 18. Annually, within ninety days from December 31 every year, the Committee shall elaborate Report of the Administrators' Remuneration Committee of the Prudential Conglomerate, as provided in Resolution No. 3,921/10 of the National Monetary Council, containing at least the following information:

- (i) Description of the composition and the attributions of the Committee.
- (ii) Activities carried out within the scope of their attributions in the period.
- (iii) Description of the decision process adopted to set the Remuneration Policy;
- (iv) Main characteristics of the Remuneration Policy, comprehending the criteria used to measure the performance and the adjustment to the risk, the relation between remuneration and performance, the remuneration deferral policy and the parameters used to determine the percentage of the remuneration in cash and that of other forms of remuneration;
- (v) Description of the changes in the Remuneration Policy made in the period and their impacts on the risk profile of the institution and the administrators' behavior on undertaking risks; and
- (vi) Consolidated quantitative information about the administrators' remuneration structure, indicating:
  - a. the remuneration amount of the year, separated into fixed and variable remuneration and the number of the beneficiaries;
  - b. the amount of benefits granted and the number of the beneficiaries;
  - c. the amount and the form of variable remuneration, separated into remuneration in cash, shares, share-based instruments and others;
  - d. the amount of remuneration deferred para payment in the year, separated into paid remuneration and remuneration reduced due to adjustments of the institution's performance;
  - e. the amount of payment related to recruitment of new administrators and the number of beneficiaries;
  - f. the amount of payment related to dismissals during the year, the number of beneficiaries and the highest payment made to a single person; and
  - g. the percentage of fixed, variable remuneration and granted benefits, calculated in relation to the profit for the period and the net equity.

Art 19. In relation to Grupo Inter, the Committee shall:

- (i) Determine the criteria of remuneration of the administrators.
- (ii) Assess and propose improvements to the policies on Personnel development, training, remuneration, benefits, incentives and talent retention.
- (iii) Assess and propose improvements to the methods for recruitment and hiring adopted by Grupo Inter.
- (iv) Assess means of monitoring of the organizational climate.
- (v) Assess means of cultural intervention and evolution.
- (vi) Assess potential applicants for positions of members of the administration and key positions of Grupo Inter.
- (vii) Assure mapping and monitoring of potential talents, in order to assure succession pipeline.
- (viii) Report its activities to the Administration Board periodically and submit its recommendations on issues of its competence to the Administration Board.

### VII. CONFLICT OF INTERESTS

Art 20. Once conflict of interest or private interest of any member of the Committee in relation to given subject matter in the agenda is found out, such member shall inform the Secretary, considering that in case he/she does not manifest, any of the members present in the meeting, who is aware of such fact, shall do so. As soon as conflict of interest or private interest is identified, the member of the Committee cannot have access to the information, attend the Committee meetings, vote or intervene in anyway whatsoever in the subjects he/she is directly or indirectly involved in, until the situation of conflict of interest is terminated.

### VIII. GENERAL PROVISIONS

Art 21. This Internal Regulation can be amended only upon deliberation of the Board upon amendments in the relevant legislation, the Corporate Bylaws or upon requirement by CVM or B3.

Art 22. The omissions in this Internal Regulation, any doubts on interpretation and any amendments of its provisions will be decided in a Board meeting as provided in the Corporate Bylaws and in this Internal Regulation.

Art 23. The present Internal Regulation enters into force on the date of its approval by the Board of Banco Inter, and after its approval, it will be immediately complied with by Banco Inter, its executive officers, Board members and members of the Assistance Bodies.

## IX. PUBLICATION RECORD AND REVIEW

Publication/Review		Pages Changed	Changes	Responsible Area
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1.00	05/26/2020	-	Initial Version	Administration Board

## X. APPROVAL

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By Administration Board: Approved in minutes of meeting of the Administration Board on

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