

ALLIED TECNOLOGIA S.A.

A-Public Held Company

CNPJ/MF nº 20.247.322/0037-58

NIRE 35.300.465.369

Código CVM nº 02533

**INTERNAL REGULATIONS OF THE HUMAN RESOURCES COMMITTEE
OF
ALLIED TECNOLOGIA S.A.**

These "*Internal Regulations of the Human Resources Committee*" ("Internal Regulations"), approved at a meeting of the Board of Directors of **Allied Tecnologia S.A.** ("Company"), regulates the functioning of the Company's Human Resources Committee ("Human Resources Committee"), as well as defines its responsibilities and attributions, observing: (i) the corporate governance guidelines of the Company's Bylaws, as amended ("Bylaws"); (ii) the Company's "*Code of Ethics*"; and (iii) the "*Novo Mercado Regulations*" of B3 S.A. - Brasil, Bolsa, Balcão.

- (a) In the event of a conflict between the provisions of these Internal Regulations and the Company's Bylaws, the provisions of the Bylaws shall prevail.
- (b) These Internal Regulations are applicable to the Audit Committee as a body and, whenever applicable, to each of its members.

I. OBJECTIVES

1.1. The Human Resources Committee (the "Committee") is an advisory body directly subordinate to the Board and shall assist the Board in supervising the human resources policies and practices adopted by the Company (including, in all cases, as appropriate, the Company's subsidiaries (the "Subsidiaries"). In fulfilling its role, the Committee is responsible for: (i) managing, developing and training people; (ii) managing and developing remuneration, benefits and incentives policies, (iii) annual monitoring of (*KPIs* -

Key Performance Indicators) and the performance targets of members of the Executive Board and other key people in the Company ("Key People"); and (iv) assessing the profiles of candidates for members of the Executive Board and other Key People positions in the Company.

1.2. In carrying out its role, the Committee shall have the power, upon written request sent five (5) days in advance to the Board, to inquire into any matter duly appropriate for the fulfillment of its responsibilities, having access to all books, records, facilities and employees of the Company and its Subsidiaries necessary for the conduct of its activities. Upon approval by the Board, the Company and/or its Subsidiaries shall provide reasonable resources to assist the Committee's activities, including compensation for human resources consultants or other advisors to assist in the performance of its activities. The Board shall have the exclusive authority to hire, define the remuneration of, direct, supervise and dismiss the human resources consultants and other consultants hired to assist the Committee, who shall ultimately report to the Board.

II. COMMITTEE MEMBERS

2.1. The Committee will always be made up of 3 (three) members, appointed by the Board, with an indefinite term of office.

2.2. The members of the Committee shall remain in office until their successors are elected and sworn in or until their death, incapacity, resignation or dismissal, should any of these events occur before the end of their term. Committee members may be re-elected. Any member of the Committee may be removed or replaced due to resignation or incapacity, by resolution of the Board. The Chairman of the Committee shall be appointed from among the members of the Committee, and acting on behalf of the Board, shall preside over meetings of the Committee and shall have the authority to call meetings, establish the agenda for meetings, and determine the information required by the Committee, except as otherwise provided on the initiative of the Committee. In the

absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to act as chairman of the meeting.


III. COMMITTEE MEETINGS

3.1. The Committee shall meet every six months, in ordinary meetings, on a regular and scheduled basis, or extraordinarily, at the request of the Board, and shall be convened by written notice, including by email with proof of receipt, sent by the Chairman of the Committee five (5) days prior to the date of the meeting to the other members of the Committee, it being understood that the Chairman of the Committee may not refuse to convene the meeting, and must send the notice of convocation no later than five (5) days from the date on which the meeting was requested by the Board.

3.2. The Committee shall establish its own schedule of meetings, and shall be responsible for analyzing, examining and discussing in advance the matters within its competence to be submitted to the Board for deliberation. Committee meetings may be held by telephone or other electronic means. A majority of the Committee's members shall constitute the quorum required to hold a meeting and the affirmative vote of a majority of the members present at a meeting at which such a quorum is present shall determine the Committee's action, it being understood that the opinions issued by the Committee shall not be binding on the Board, but shall serve as supporting material for the Board's decision-making at its sole discretion. The Committee will establish its own rules of procedure.

IV. MAIN RESPONSIBILITIES

4.1. The following responsibilities are presented as a guide to the fulfillment of the Committee's objectives, with the understanding that the Committee's activities may differ, as appropriate, depending on the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's objectives or assigned by the Board from time to time.



4.2. In order to fulfill its objectives, the Committee shall:

- (a) Analyze the human resources policies, structures and practices proposed by the Board, in light of the best practices adopted by domestic and foreign companies, as well as the strategies and context of opportunities and risks to which the Company is exposed;
- (b) To analyze and issue an opinion, for decision by the Board, on the assessment of profiles and any special conditions for hiring and dismissing Directors and Key Persons;
- (c) Proposing or evaluating, as the case may be, the hiring or dismissal of members of the Executive Board and other positions held by Key Persons of the Company;
- (d) Analyzing and permanently contributing to the processes of evaluation, management, development, training and professional improvement of people, including the Company's Executive Officers and Key People;
- (e) Recommending actions that promote the desired organizational performance culture, aligned with the Company's mission, vision and values, and focused on building sustainable results;
- (f) Analyze the human resources policies, structures and practices proposed by the Board, in light of the best practices adopted by domestic and foreign companies, as well as the strategies and context of opportunities and risks to which the Company is exposed;
- (g) To analyze and issue an opinion, for decision by the Board, on the assessment of profiles and any special conditions for hiring and dismissing Directors and Key Persons;
- (h) Proposing or evaluating, as the case may be, the hiring or dismissal of members of the Executive Board and other positions held by Key Persons of the Company;
- (i) Permanently analyze and contribute to the processes of evaluation, management, development, training and professional improvement of people, including the Company's Officers and Key People;

- (j) Recommending actions that promote the desired organizational performance culture, aligned with the Company's mission, vision and values, and focused on building sustainable results;
- (k) Analyze and propose to the Board corporate goals and objectives related to the remuneration of employees, senior consultants and Key People of the Company, including annual performance objectives;
- (l) Analyze the human resources policies, structures and practices proposed by the Board, in light of the best practices adopted by domestic and foreign companies, as well as the strategies and context of opportunities and risks to which the Company is exposed;
- (m) To analyze and issue an opinion, for decision by the Board, on the assessment of profiles and any special conditions for hiring and dismissing Directors and Key Persons;
- (n) Proposing or evaluating, as the case may be, the hiring or dismissal of members of the Executive Board and other positions held by Key Persons of the Company;
- (o) Permanently analyze and contribute to the processes of evaluation, management, development, training and professional improvement of people, including the Company's Officers and Key People;
- (p) Recommending actions that promote the desired organizational performance culture, aligned with the Company's mission, vision and values, and focused on building sustainable results;
- (q) Analyze and propose to the Board corporate goals and objectives related to the remuneration of employees, senior consultants and Key People of the Company, including annual performance objectives;
- (r) Analyze and propose to the Board corporate goals and objectives related to the remuneration of employees, senior consultants and Key Persons of the Company, including annual performance objectives;
- (s) Evaluate the performance of the Company's Executive Officers, Key Persons, employees and senior consultants in relation to corporate goals and objectives, including the monitoring of Key Performance Indicators (KPIs) and the

performance goals of the members of the Executive Officers and other Key Persons of the Company;

- (t) In view of the performance evaluation, recommend to the Board the level of remuneration (including any discretionary incentive bonuses), proposing, as appropriate and with due observance of applicable law, the revision of any contract or understanding with respect to such hiring, incentive remuneration or other benefits based on this evaluation;
- (u) Periodically reviewing and proposing changes to the Company's compensation policies and management compensation programs, such as management incentive compensation plans, including bonuses, incentive plans or distribution of profits to the Company's managers and employees, to determine whether they are adequate, properly coordinated and achieve their intended purpose(s), and recommending to the Board any appropriate modifications or new plans or programs;
- (v) Periodically analyzing and recommending to the Board remuneration agreements for Directors, Key Persons, employees and senior consultants of the Company;
- (w) Administer and monitor employee compliance with the rules and guidelines of the Company's incentive and share-based compensation plans;
- (x) Conduct periodic self-assessments of the Committee's performance, including its effectiveness and compliance with these Rules of Procedure;
- (y) Review and reassess the adequacy of this Charter periodically, and recommend to the Board changes as the Committee deems appropriate; and
- (z) Report regularly to the Board on the Committee's findings and recommendations and on any other matters deemed appropriate by the Committee or as requested by the Board and keep the minutes or other records (provided that together with the written minutes) of the Committee's meetings and activities on file at the Company's registered office.

V. GENERAL PROVISIONS

5.1. These Internal Regulations may only be amended by resolution of the Board of Directors, due to changes in the relevant legislation, in the Bylaws, in the regulatory framework of the capital markets or in the Company's corporate governance system.

5.2. Any omissions from these Internal Regulations and any doubts as to their interpretation shall be decided at a meeting of the Company's Board of Directors.

VI. TERM

6.1. These Internal Regulations come into force on the date of their approval and may only be amended by resolution of the Company's Board of Directors and may be consulted at <http://ri.alliedbrasil.com.br>.

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