

XP Inc.

Compensation, People, Nominating and Governance Committee Charter

Adopted April 26, 2024

I. Purpose and Scope

The Compensation, People, Nominating and Governance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of XP Inc., a Cayman Islands exempted company with limited liability (the “**Company**”), to discharge the responsibilities set forth in this charter of the Committee (this “**Charter**”). The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

- A. Compensation and People: With respect to its compensation and people related functions, the Committee’s purpose is to assist the Board with respect to compensation and people related matters, including:
1. reviewing and evaluating the executive compensation and benefits policies maintained by the Company;
 2. reviewing, evaluating, and administering the Company’s equity-based compensation plans and the Company’s incentive compensation plans, whether adopted prior to or after the date of adoption of this Charter;
 3. reviewing, assessing and making recommendations to the Board regarding executive and director compensation;
 4. making recommendations to the Board regarding the Committee’s responsibilities relating to executive compensation;
 5. reviewing the relationship between risk management and compensation policies and practices that may encourage excessive or unnecessary risk-taking; and
 6. defining and monitoring recruitment plans, developments, promotions and retentions of executives and employees together with the HR department, as applicable.
- B. Nominating and Governance: With respect to its nominating and governance functions, the Committee’s purpose is to assist the Board with respect to director nominations and corporate governance matters, including:
1. identifying, evaluating, and recommending potential candidates for nomination to and membership on the Board and its committees, including the filling of any vacancies;

2. overseeing an annual evaluation of the Board and its committees; and
3. advising and making recommendations to the Board on corporate governance matters and Board performance matters, including recommendations regarding the size, structure and composition of the Board and its committees.

II. Membership

The Committee shall consist of at least three members. Committee members shall be appointed by the Board and may be removed by the Board at any time. Membership on the Committee is reviewed each year by the Committee and approved by the Board. The Board may designate the chairman of the Committee (the “**Chair**”).

In case of a Committee member that is also a Director, his/her resignation or removal from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

III. Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

A. With respect to its compensation and people related functions:

1. *Executive Compensation*

- a) The Committee shall review, and 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. In so reviewing and recommending for determination such compensation, the Committee shall, among other things:
 - i. identify, review and recommend corporate performance goals, and objectives relevant to executive officer compensation; and
 - ii. evaluate each executive officer’s performance in light of such goals and objectives and recommend for determination 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;
- b) determine executive officer compensation and the components thereof, including salary, short and long term incentives.

2. *Director and Committee Member Compensation*

- a) The Committee shall, at least on an annual basis, review, and recommend to the Board for determination, the compensation of the Company's directors for service on the Board and its committee members. In so reviewing and recommending for determination the directors' compensation, the Committee may, among other things:
 - i. Identify, review and recommend corporate goals and objectives relevant to directors' and committee members' compensation; and
 - ii. evaluate the performance of the Board and committees and recommend for determinations the directors' and committee members' compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company.

3. *Compensation Policies and Plans*

- a) The Committee shall review, monitor and evaluate the Company's executive compensation and benefits policies generally and make any recommendations with respect thereto to the Board.
- b) The Committee shall review, monitor, evaluate and recommend the Board for approval any incentive-compensation and equity-based plans of the Company.
- c) In reviewing such compensation and benefits policies set forth in items (a) and (b) above, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers, directors, committee members, employees and other key service providers of the Company and any other factors that it deems appropriate.
- d) The Committee shall review and approve grants of equity compensation awards, within the plans approved by the Board, to executive officers, employees and other key service providers and any other conditions subject to its approval (or waiver) as determined in the Company's incentive compensation or other equity-based plans thereunder, including that the Committee shall be authorised to approve the issuance of shares in the capital of the Company in accordance with the Memorandum and Articles of Association of the Company and the terms of the relevant plans.
- e) Develop and review the Company's executive compensation philosophy and strategy, including the amendment of any such philosophy and strategy.

4. *Reporting to the Board*

- a) The Committee shall report to the Board periodically.
- b) The Committee shall annually evaluate its own performance and report to the Board on such evaluation. The evaluation shall be conducted in such a manner as the Committee deems appropriate. The Chair, or any other member, of the Committee will present the evaluation to the Board.
- c) The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

5. *Risk Assessment*

- a) The Committee shall periodically review and assess risks arising from the Company's compensation policies and plans and whether any such risks are reasonably likely to have a material adverse effect on the Company.

6. *Clawbacks*

- a) Monitor compliance with the Compensation Recoupment Policy of the Company approved by the Board on November 13, 2023 (the "**Clawback Policy**"), including determining the extent, if any, to which compensation of any current or former employees should be recouped or forfeited. Recommend for approval any amendment or revision to the Clawback Policy, and any other policy related to the recovery, recoupment or clawback of compensation.

7. *Management and Board Succession*

- a) The Committee shall periodically, but at least annually, review the Company's management succession planning, including policies for CEO and executive selection and succession in the event of the incapacitation, retirement or removal of the CEO and executives, and evaluations of, and development plans for, any potential successors to the CEO and executives.
- b) The Committee shall periodically, but at least annually, review the Board's and the committees' succession planning, and evaluations of, and development plans for, any potential directors and members of the committees.

8. *Human Capital Management*

- a) Define and monitor recruitment plans, promotions and retentions of

executives and employees together with the HR department's definition.

- b) 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 together with the HR department.
- c) Oversee the Company's management's efforts to promote a workplace environment and culture that is healthy, inclusive, respectful and free from employment discrimination, including harassment and retaliation.

9. *Leadership Development*

- a) 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.

10. *Diversity*

- a) 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.

B. With respect to its nominating functions:

- a) Identify potential candidates for membership on the Board.
- b) Screen, evaluate and recommend candidates for membership on the Board in accordance with the Company's policies regarding the desired knowledge, experience, skills, diversity, independence and other characteristics of Board members. When formulating its Board membership recommendations, the Committee shall consider advice and recommendations from other directors, stockholders, management and others, as it deems appropriate, and subject to the Company's bylaws, governance policies and applicable law. The Committee shall consider director tenure in connection with evaluating recommendations for nomination for re-election.

- c) Evaluate candidates for membership on the standing committees of the Board.
- d) Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board.

C. With respect to its corporate governance functions:

- a) Review the Code of Ethics and Conduct (“**Code of Conduct**”) applicable to the Company, including its directors, officers and employees.
- b) Review, assess and consider evolving corporate governance best practices, review the corporate governance guidelines applicable to the Company to recommend to the Board for amendment as appropriate.
- c) Oversee an annual review of the independence of the independent directors and members of the independent committees of the Board.
- d) Oversee the evaluation of the Board, its committees and individual directors on an annual basis, and make any recommendations to the Board that the Committee deems appropriate regarding enhancements to the Board’s operations.
- e) Report to the Board concerning the Committee’s activities with such recommendations as the Committee deems appropriate at least once a year.
- f) Take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

IV. Authority and Delegations

The Committee may, subject to the Board’s approval, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.

If approved by the Board, the Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee.

Before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the Committee shall consider the independence of each such adviser by taking into account the following factors and any other factors required by the listing standards of NASDAQ Stock Exchange or the Securities Exchange Commission and corresponding rules, as applicable and as amended from time to time, including any exceptions permitted by such rules:

- A. the provision of other services to the Company or any of its subsidiaries by the person that employs the compensation consultant, legal counsel or other adviser (the “**Advisory Firm**”);
- B. the amount of fees received from the Company or any of its subsidiaries by the Advisory Firm, as a percentage of the total revenue of the Advisory Firm;
- C. the policies and procedures of the Advisory Firm or other adviser that are designed to prevent conflicts of interest;
- D. any business or personal relationship of the compensation consultant, legal counsel or adviser with a member of the Committee;
- E. any shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- F. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the Advisory Firm.

The Committee may retain, or receive advice from, any compensation consultant or other advisor it prefers, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

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 or any of its controlled companies 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, including the authority to approve the issuance of shares in the capital of the Company in accordance with the Memorandum and Articles of Association of the Company and the terms of the relevant plans.

V. Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Committee shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

The Chair of the Committee 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.

The Compensation Committee’s meetings shall be called by its Chair or any member at least 5 (five) business days in advance by correspondence or by email. Should all members be presented in the Compensation Committee’s meeting, the formality of convening a meeting may

be waived. The meetings may be held in person, by teleconference, videoconference or other means of communication and the participation will be considered as personal presence at said meeting.

The resolutions of the Compensation Committee's meeting shall be passed by the majority of its members. 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).

The CEO may not be present during voting or deliberations on his or her compensation, and the CEO shall recuse himself or herself from voting on his or her own compensation.

Except for members of the Committee that are directors of the Board, who can participate in a meeting in which the compensation of the Company's directors is being discussed and approved, no person should attend that portion of any meeting where such person's performance or compensation is being approved. Except for members of the Committee that are directors of the Board, who can vote on the compensation of the Company's directors, any member of the Committee shall recuse himself or herself from voting on his or her own compensation or any matter or compensation he may have a personal direct interest on. 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. The Committee may, at its discretion, invite members of management of the Company and its subsidiaries, as well as auditors and experts, to attend all or any portion of any meeting of the Committee.

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, as amended, the laws of the Cayman Islands and the rules and regulations of the Securities Exchange Commission and the listing standards of the NASDAQ Stock Exchange, each as in effect from time to time, to the extent applicable.

VI. Limitations Inherent in the Committee's Role

This Charter sets forth the authority and responsibility of the Committee in fulfilling its purpose. Unless approval by the Committee is specifically required pursuant to this Charter or applicable law, the responsibility for overseeing and approving the Company's compensation arrangements, excluding those of the Company's senior executives, resides with the Company's management. Senior management is also responsible for providing the Committee with appropriate information and reporting to allow the Committee to perform its responsibilities.