



SUSTAINABILITY, GOVERNANCE, PEOPLE, AND COMPENSATION COMMITTEE INTERNAL RULES



SUSTAINABILITY, GOVERNANCE, PEOPLE, AND COMPENSATION INTERNAL RULES

CHAPTER I – INTRODUCTION

Article 1 - The Sustainability, Governance, People, and Compensation Committee ("Committee") is a permanent non-statutory advisory body bound to the Board of Directors of **QUALICORP CONSULTORIA E CORRETORA DE SEGUROS S.A.** ("Company").

Article 2 - The Committee will be governed by the provisions of the Company's Bylaws and this Internal Rules ("Rules"), as well as by the provisions in the applicable law and regulations.

CHAPTER II – FORMATION AND ORGANIZATION

Article 3 - The Committee will be formed by at least 3 and, at most, 5 members elected by the Board of Directors and removable at any time, all with experience in the areas of responsibility of the Committee, being at least one independent director member of the Company, under the Regulation of the Novo Mercado.

Paragraph One – The members of the Committee will have the same duties and responsibilities as the managers and must meet the requirements provided in article 147 of Law No. 6,404 dated as of December 15, 1976 ("Brazilian Corporation Law").

Paragraph Two – Appointment members to the Committee must observe the Policy of Appointment of Members of the Board of Directors, its Committees, and the Company's Statutory Board.

Article 4 - The members of the Committee will be elected by the Board of Directors for a term of office of 2 years, coinciding with the term of office of the members of the Board of Directors.

Sole Paragraph – In the event of a vacancy in the position of any member of the Committee, the Coordinator, or in his absence, any other member of the Committee, shall communicate the fact to the Chairman of the Board of Directors so that, if necessary, a meeting of the Board of Directors may be convened for the election of a new member of the Committee to complete the term of office of the member whose position has become vacant.

Article 5 - The function of Committee member is non-delegable and must be exercised respecting the duties of loyalty and diligence, as well as avoiding any situations of conflict that could affect the interests of the Company and its shareholders.

Paragraph One – The members of the Committee will be independent in exercising their duties and will maintain confidentiality regarding the information received in their activities.

Paragraph Two – Within the scope of its attributions, the Committee may hire specialized professionals, ensuring the integrity and confidentiality of the work. The use of these services does not exempt the Committee from its responsibilities.

Article 6 - The Board of Directors will define, from among the Committee members, its Coordinator, who will be responsible for:

- (i) complying with and enforcing the Rules, as well as proposing to the Board of Directors complementary rules necessary for the Committee's performance;
- (ii) defining and preparing the agenda of the meetings and authorizing, whenever necessary, the appreciation of matters not included in the agenda of a meeting;
- (iii) calling, at the request of any of its members or the Chairman of the Board of Directors, to convene and preside over meetings of the Committee;
- (iv) representing the Committee in its relationship with the Board of Directors, the Company's Board of Officers and its internal and external audits, other Committees, areas and Company employees, signing, when necessary, the mails, invitations, opinions and reports addressed to them; and
- (v) reporting to the Board of Directors the work developed by the Committee, whenever requested, and communicating any relevant information.

Sole Paragraph – In the event of absence or temporary impediment of the Committee's Coordinator, the Coordinator or any other member of the Committee shall communicate the fact to the Chairman of the Board of Directors, so that the Board of Directors may appoint the member who will temporarily replace the Coordinator.

Article 7 - The Company's Governance Secretary shall be responsible for preparing and sending out notices of meetings and their minutes, as well as for providing any and all assistance required for the Committee's operation, carrying out all acts requested of it by the Coordinator on the Committee's behalf.

CHAPTER III – OPERATION

Article 8 – The Committee will meet whenever necessary, at the request of the Coordinator, its members, or the Chairman of the Board of Directors.

Article 9 - The meetings will be called at least, 3 days in advance, and must be sent to its members by e-mail, specifying the time, place and including the agenda.

Paragraph One – In the event of matters requiring urgent examination, the Coordinator may, at his sole discretion, call a meeting within a period shorter than that described in the *caput* of this Article 9, the meeting being considered valid and effective for all purposes, as long as the quorum required to install the meeting is observed.

Paragraph Two – The agenda for the meetings will be prepared by the Committee Coordinator, and the other members of the Committee may suggest the inclusion of additional matters to be considered by the Committee.

Article 10 - The meetings will be opened with the presence of most of the Committee members.

Paragraph One – The convening notice and other formalities provided herein may be waived whenever all Committee members are present at the meeting, or by prior written agreement of those members who are unable to attend.

Paragraph Two – The meetings of the Committee may be held in person or virtually, and when in person, they should preferably be held at the Company's head office or, at the discretion of all of its members, in another location deemed appropriate.

Paragraph Three – Even when held in-person format, attendance in meetings will be allowed through a conference call system, videoconference or any other means of communication that enables identification of the member and communication with all other persons present at the meeting, and must, in these cases, be assured that the matters dealt with will not be followed up by unauthorized third parties. The members of the Committee who participate remotely will be considered present at the meeting.

Paragraph Four – The Committee’s meetings will be recorded in minutes drawn up in a proper book, and will include the resolutions, recommendations, and opinions, as well as the relevant points of discussion, eventual disagreements, and dissenting votes, as well as the list of those present and mention of justified absences. The supporting documents of the meetings will be filed at the Company’s head office.

Paragraph Five – The Committee’s meetings shall have a Company’s Governance Secretariat member, who shall be responsible for assisting the Coordinator in conducting the proceedings.

Article 11 - The Committee’s recommendations and opinions shall be approved by most of its members.

Article 12 - The Committee shall have the resources and autonomy necessary for the performance of its duties, within the limits approved by the Board of Directors, to conduct or determine the conduct of consultations, evaluations, and investigations within the scope of its activities, including the hiring and use of external independent experts.

CHAPTER IV – DUTIES

Article 13 - The Committee’s duties are:

- (i) to evaluate the Company’s existing corporate governance documents and recommend to the Board of Directors programs to strengthen the governance structure and processes, observing the provisions of the Novo Mercado Regulation;
- (ii) to recommend or give an opinion on amendments to the Bylaws and to the Company’s internal codes and policies to the Board of Directors, in order to keep them constantly aligned with the corporate governance standards adopted in the market;
- (iii) to discuss, when requested, trends and guidelines adopted by national and international organizations related to ESG that may impact and generate value for the Company’s business;
- (iv) to monitor incidents that may cause property damage to the physical integrity and safety of employees or third parties, or environmental impacts that may affect the Company’s reputation and the continuity of its business;
- (v) to analyze compensation policies, structures and practices adopted by national and foreign companies, of size and sector of activity comparable to those of the Company;

- (vi) to examine, discuss and formulate recommendations to the Board of Directors on policies and programs regarding (i) direct or indirect compensation of the Company's managers; and (ii) social and environmental sustainability in the Company's business;
- (vii) to support, when requested, the Board of Directors in the process of nominating candidates for members of the Board of Directors and its respective committees;
- (viii) to support, when requested, the Board of Directors in the selection and appointment of the Chief Executive Officer and, when requested, support the latter in the process of selection and appointment of the other statutory officers;
- (ix) to Monitor, when requested, the structuring, application and conclusions of the organizational climate surveys carried out periodically by the Company;
- (x) to Monitor, when requested, the people management strategy adopted by the Company, being able to propose improvements;
- (xi) to give an opinion on the amount of global compensation of the Company's managers to the Board of Directors, to be submitted to the general meeting;
- (xii) to evaluate, at the end of each mandate, the performance of the Committee itself regarding the fulfillment of the responsibilities defined in the Bylaws; and
- (xiii) to look after the Company's interests within the scope of its attributions, as well as fulfill other attributions determined by the Board of Directors.

CHAPTER IV – MISCELLANEOUS

Article 14 - These Rules and any proposals for amendments must be approved by the Board of Directors. The Committee shall, whenever it deems necessary, submit to the Board of Directors a proposal to change the terms of these Rules.

Article 15 - Any divergences or omitted cases related to these Rules will be settled by the Board of Directors.

Article 16 - These Rules shall become effective on the date of their approval by the Board of Directors and revokes any contrary rules and procedures.

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