	INTERNAL BYLAWS		
	VERSION: 03	DATE: 10/06/2022	CODE: REI.CGEN.001
TITLE:	INTERNAL BYLAWS OF THE PEOPLE AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE		

AFYA LIMITED

INTERNAL BYLAWS OF THE PEOPLE AND ESG COMMITTEE

CHAPTER I – Objective

1.1. The present Internal Bylaws ("Bylaws"), adopted by the Board of Directors ("Board") of Afya Limited and its controlled companies ("Company" or "Afya Group"), within its regulatory powers, has the purpose of establishing the general rules related to the functioning, structure, organization, and activities of the People and Environmental, Social and Governance Committee ("Committee"), providing adequate and sufficient conditions for the exercise of its functions.

1.2. The members of the Committee shall not be remunerated for their activities, except for any members external to the Company who may be appointed by the Board. The Board shall deliberate on the remuneration of the external member.


1.3. The Committee's activities are governed by this Bylaws and, where applicable, by the Memorandum and Articles of Association ("Articles") of the Company, without prejudice to the legal and regulatory standards applicable to it, including the rules of the *Securities and Exchange Commission* ("SEC") and the NASDAQ.

1.3.1. The Committee was constituted based on Articles 24.6 and 24.7, through the delegation of powers by the Board of Directors, pursuant to the Board Meeting held on August 13, 2019.

1.3.2. These Bylaws were amended as approved by the Board pursuant to the Board Meeting held on May 5th, 2022, and on October 6th, 2022.

CHAPTER II - Organizational Structure

2.1. The Committee's objective is to advise the Board in its decision-making, so that the Company's activities are conducted in a safe and effective manner, mitigating existing risks, and to exercise decision-making power with respect to certain matters delegated to it by the Board as set forth in the Articles and these Bylaws. In addition, the Committee must act concisely to analyze matters aimed at

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protecting and increasing the Company's equity, as well as in the mitigation, measurement and analysis of risks. The Committee shall have decision-making power with respect to the matters delegated to it by the Board as set forth in these Bylaws, and it shall provide support to the Board in the overall management of the Company.

2.2. The Committee may, at any time, create specific commissions ("Commissions") for advising on matters under its competence, and is also responsible for appointing and nominating the members of such commissions.

2.3. The Company must provide all the resources necessary for the functioning of the Committee and its Commissions, as applicable, to conduct or manage consultations, evaluations, and investigations within its scope of activity, including the occasional hiring of, when duly justified and without evading its responsibilities, external consultants to support it in the fulfillment of its duties.


CHAPTER III – Composition and Constraints

2.4. The Committee shall be composed of at least 3 (three) effective members ("Effective Members"), appointed at a meeting of the Board, observing that they should preferably be members of the Board. The Board may also appoint members of the senior management of the Company and its subsidiaries as well as executives or professionals external to the Company of recognized knowledge and experience in the topics related to the Committee. All members of the Committee must sign a confidentiality agreement at the time of their appointment.

3.1.1 The Committee may elect expert "*ad hoc*" members, belonging or not to the Company, for the discussion, review and recommendation of specific topics to the Board or the Committee, as may be required according to their expertise and personal knowledge (such "*ad hoc*"-members together with Effective Members hereinafter referred to as "Members").

3.2. One of the Members shall act as chairperson ("Chair Member") who shall be responsible for the communication between the Committee and the Board, as well as for convening and chairing the Committee's meetings. The Chair Member shall be appointed by the Board at the meeting that deliberates on the appointment of its Members.

3.2.1. At the discretion of the Chair Member, the Committee's meetings may be attended by members of the Board who are not Committee Members, who shall be invited according to their experience and personal knowledge, as required for the discussion of specific topics. The Chair Member may invite other participants for the discussion of specific issues.

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3.3. The Committee shall be supported by an executive of the Company who will act as Secretary and shall be responsible for supporting the Chair Member in convening and conducting the meetings of the Committee, and may, for this purpose and by delegation of the Chair Member, draw up the respective minutes, collect the necessary signatures and coordinate the other activities of the Committee.

3.3.1. The Secretary may be appointed by the Board at the meeting that deliberates on the appointment of Members and may be replaced, at any time, by deliberation of the Members of the Committee itself.

CHAPTER IV – Scope, Competences and Responsibilities

4.1. The Committee shall carefully analyze matters under its responsibilities, whether ex officio and/or upon provocation.

4.2. The Committee shall have decision-making power with respect to executive compensation, management succession, compensation plans and policies, director and committee Member compensation and sustainability and social responsibility matters, including as set forth in Chapter 4.3 below.

4.3. The Committee is responsible for, in addition to other functions that may be assigned to it by the Board, in the exercise of its functions:


I – review once a year and establish the parameters and guidance, and the ensuing remuneration policy and other benefits to be paid to the directors of the Company, Members of Committees and other advisory bodies to the Board;

II - propose once a year the remuneration of the Company's directors, to be submitted to the General Meeting of shareholders, if applicable;

III - review and establish the goals and objectives related to the remuneration plans for the Chief Executive Officer, Vice Presidents and other Executive Officers and evaluate the Chief Executive Officer;

IV - review and approve the Chief Executive Officer's proposal of goals and objectives related to the remuneration plans for key executives and assess their evaluation process led by the Chief Executive Officer, monitoring the implementation of its conclusions and resulting actions;

V - ensure that the Company is timely and adequately prepared for the succession of its executives, particularly the Chief Executive Officer and other key executives;

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VI - review and approve any proposals for changing the organizational sStructure, as well as changes of the key executives;

VII - review and approve changes to the teams' Remuneration and Benefits Policy, including the Variable Remuneration model and the bonus/PSP curves, and oversee the result of the Performance Evaluation Process (People Cycle).

VIII - review and approve employment, termination, and modified income agreements with annual total compensation (including monthly salary, short term incentive and long term incentive plans) of BRL 2m or more or that include an overall obligation exceeding BRL 6m or a severance risk exceeding BRL 6m

IX – review and approve “unconventional” compensation instruments and all other fringe benefits and commitments that are not regulated collectively (such as individual pension commitments or deferred compensation arrangements not subject to collective pension guidelines), due to a particular business model (e.g. fund investment) or a special business transaction (e.g. within the framework of M&A),

X - review and approve pension plans

XI - promote and monitor the actions taken to ensure the adoption by the Company of a model based on skills, culture and leadership, attraction, retention, development, climate and motivation in line with its strategic plans


XII - propose a People dashboard and strategic KPIs and monitor the evolution of its results;

XIII - manage and execute the Company's Stock Option Plan, and grant the benefits of which to its beneficiaries;

XIV - periodically monitor and review the results of organizational climate surveys, as well as other surveys and studies carried out by the Company's People Management area;

XV – recommend for Board approval, candidates as independent directors of the Company to be approved and voted at shareholders meeting and conduct the appointment process of the Company's independent directors and managers/officers.;

XVI – analyze and recommend the inclusion of the sustainability dimension in the Company's strategic positioning, as well as the risks, opportunities

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and measures associated with social and environmental issues that might have a material impact on the business;

XVII—disseminate the strategic concept of sustainability;

XVIII – analyze and make recommendations on the long-term sustainability goals, and evaluate their performance;

XIX – periodically analyze the Company’s strategies, actions and projects associated with the sustainability of the Company;

XX – evaluate and approve :

the adherence or maintenance of adherence to the "Principles", "Protocols", "Agreements" and "Treaties", national or international, related to sustainability issues; reports on sustainability practices and actions, as well as institutional communications relevant to this topic, guiding the recommendations and measures that may be required (quarterly ER and Annual Sustainability Report).

4.4. The Company's executives may, if called upon, attend the meetings of the Committee, providing information and clarifications, but they shall not be present during the discussion and deliberation on remuneration.

CHAPTER V - Meetings

5.1. The Committee shall meet, ordinarily, once per quarter, and, extraordinarily, whenever necessary.


5.2. The Committee's ordinary meetings shall be convened by its Secretary or Chair Member, through an email sent by such person to the other Members, at least 4 (four) days before the date scheduled for the meeting.

5.2.1. The call notice must include:

- I - agenda of the meeting,
- II - supporting materials, if applicable,
- III - time and place of the meeting.

5.2.2 The matters to be deliberated shall be chosen by the Chair Member together with the Secretary, and the other Members may suggest to the latter the inclusion of other topics for deliberation.

5.3. The meetings shall take place, preferably, at the headquarters of Afya Participações S/A (“Afya

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Participações”), a subsidiary of the Company, and/or at any other location (including remotely, e.g. via telephone or video conference (Teams, Zoom etc.), provided the Members of the Committee were duly informed in the call notice and have agreed to conduct a meeting of the Committee by way of telephonic or similar means..

5.4. The meetings shall take place with the presence of the majority of its Members and will be chaired by the Chair Member, who will appoint the Secretary for assistance. In the occasional absence of the Chair Member, any other Member of the Committee may take the chairmanship of the meeting; likewise, in the occasional absence of the Secretary, any other Member of the Committee or a senior executive of the Company, chosen by the Members attending the meeting, may act as the Secretary.

5.5. The Members of the Committee, notwithstanding the absence of binding deliberative power, must record their eventual approvals or rejections of the matters submitted to them. For such, they must provide grounds for their decisions, which shall be included in the minutes of said meetings.

5.5.1. The Committee's decisions shall be taken by a majority vote.

5.5.2. Members shall abstain from voting on matters in which they have a potential or effective conflict of interest in relation to the matters to be deliberated, and shall immediately inform the Chair Member of such, who shall record this in the minutes.

5.6. The minutes of the Committee's meetings, as provided above, will be drawn up by the Secretary of each meeting and filed at the headquarters of Afya Participações.

CHAPTER VI – Confidentiality of Information

6.1. All documents and information made available to the Members of the Committee must be kept confidential and may not, in any way, be disclosed or examined by third parties, except as strictly necessary for the regular exercise of the functions of the Committee or as required by applicable laws (including rules and regulations promulgated by the SEC or any Designated Stock Exchange) or enforceable orders issued by a court of law or enforceable administrative decrees.

CHAPTER VII - Miscellaneous

7.1. It is incumbent upon the Board to deliberate on any omissions of this Bylaws, answer any questions about the interpretation of its terms, as well as discuss and decide on any proposed or necessary amendment.

7.2. These Bylaws comes into force on the date of its approval by the Company's Board and it shall be disclosed as provided for in the applicable legislation and regulations.

7.3 The Committee's Bylaws shall be reviewed once a year by its Members.