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AFYA LIMITED

INTERNAL BYLAWS OF THE PEOPLE AND ESG COMMITTEE

CHAPTER I – Objective

1.1. The present Internal Bylaws ("Bylaws"), approved 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 ESG 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 of Association 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 NASDAQ.

1.3.1. The Committee was constituted based on items 24.6 and 24.7 of the Company's Memorandum of Association, through the delegation of powers by the Board of Directors, pursuant to the Board Meeting held on August 13, 2019.

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. In addition, the Committee must act concisely to analyze matters aimed at protecting and increasing the Company's equity, as well as in the mitigation, analysis and measurement of risks. Although the Committee does not have decision-making power, 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 to advise it on the matters under its competence, and is also responsible for appointing and nominating the members of such commissions.

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

CHAPTER III – Composition and Constraints


3.1. 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, who may also appoint members of the senior management of the Company and its subsidiaries or executives or professionals external to the Company, appointed by the Board, of recognized knowledge and experience in the topics related to the Committee, and all members 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, as may be required by their competences, depending on their nature ("*Ad hoc* Members", together with Effective Members, hereinafter referred to as "Members").

3.2. The Committee shall have a 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.

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, convene and act as secretary in such meetings, draw up the respective minutes, collect the necessary signatures and coordinate the other activities of the Committee.

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3.3.1. The Secretary may be appointed by the Board at the meeting that deliberates on the appointment of its 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, and shall prepare the materials and proposals that must be submitted to the Board for deliberation.

4.2. The Committee has no decision-making power. It shall be incumbent upon it to submit recommendations and comments on matters that should be deliberated by the Board.

4.2.1. The materials to be submitted to the Board shall be accompanied by the Committee's recommendation on the item in question, and such comments and recommendations, under no circumstances, shall bind the Board's decisions, which are solely and exclusively incumbent upon said body.

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 – propose to the Board and review once a year 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 to the Board once a year the remuneration of the Company's directors, to be submitted to the General Meeting of shareholders, if applicable;

III - review and submit to the Board 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 submit to the Board 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 the key executives;

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VI - review and submit to the Board any proposals for changing the Organizational Structure, as well as changes of the key executives;

VII - review and submit to the Board changes to the team's 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 - 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

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

X - manage and execute the Company's Stock Option Plan, and grant the benefits of which to its beneficiaries, under the terms delegated by the Board, always observing the limits established in the aforementioned Plan;

XI - 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;

XII – indicate and conduct the appointment process of the Company's independent directors and managers/officers;

XIII – advise the Board by analyzing and recommending the inclusion of the sustainability dimension in the company's strategic positioning, as well as the risks, opportunities and measures associated with social and environmental issues that might have a material impact on the business;


XIV – advise the Board on the dissemination of the strategic concept of sustainability;

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

XVI – periodically analyze the Board's strategies, actions and projects associated with the sustainability of the Company;

XVII – evaluate and submit to the Board:

- a. the adherence or maintenance of adherence to the "Principles", "Protocols", "Agreements" and "Treaties", national or international, related to sustainability issues;
- b. the approval of reports on sustainability practices and actions, as well as institutional communications relevant to this topic, guiding the recommendations

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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, necessarily:


- I - agenda of the meeting,
- II - support materials, if applicable,
- III - time and place of the meeting. 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 Participações"), a subsidiary of the Company, and/or at any other location, provided it was informed in the call notice.

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.

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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.

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. This Bylaws comes into force on the date of its approval by the Company's Board of Directors 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.