

## **CHARTER OF THE ETHICS AND HUMAN RESOURCES COMMITTEE OF MULTIPLUS S.A.**

This present Charter (“Charter”), drawn up in accordance with the Bylaws of Multiplus S.A. (“Company”), is intended to establish all the procedures to be observed by the Ethics and Human Resources Committee (“Committee”), an Advisory Committee to be installed upon resolution by the Board of Directors.

It is incumbent upon the Board of Directors to resolve on the scope, composition and functioning of this Committee, as well as on any amendments to this Charter.

### **1. RESPONSIBILITIES**

1.1. The Ethics and Human Resources Committee will conduct its activities in accordance with the rules established in this Charter, and its operations are purely advisory in nature. It will issue suggestions and opinions to be analyzed by the Board of Directors.

1.1.1. The Committee is responsible for supporting the Board of Directors in decision-making processes related to human resources strategies, policies and rules regarding organizational development, succession planning, and people development and retention through remuneration and benefits. It is also responsible for compliance with the ethical principles defined in the current national and international laws, the Company’s internal documents and its Code of Ethics and Ethical Guidelines in any commercial or professional relations established by the Company.

### **2. COMPOSITION**

The hereby instituted non-permanent Committee shall consist of three (3) members elected by the Board of Directors and who may be removed from office by the Board of Directors at any time. They are elected for a term of office of two (2) years, simultaneous with the term of office of the term of the Board of Directors, re-election being allowed. In case of resignation of any Committee member, the Board of Directors will appoint a new substitute member within sixty (60) days. The Committee may, within the scope of its duties, use the opinions of experts, but this does not discharge it of its responsibilities towards the Company.

### **3. OPERATING RULES**

3.1 The Committee shall meet ordinarily every two months and extraordinarily when requested by the Board of Directors. Annually, the Committee shall prepare an operation plan for the year and report to the Board of Directors. The minimum quorum to call the meeting to order and issue resolutions shall be two (2) members.

3.2 The secretary of the Committee, appointed by its members, shall register in the minutes the main facts occurred, matters dealt with and resolution taken. These minutes will be submitted to the Board of Directors, which will decide if it is necessary to distribute them to the executive officers and other possible interested parties. The secretary is also responsible for filing all the minutes of the meetings at a safe place.

3.3 Third parties and employees are allowed to take part in the Committee’s meetings provided that it is necessary for the Committee’s works. They shall not take part in the recommendations issued by the Committee.

#### **4. FUNCTIONS**

4.1 The Committee has the following functions, among others that may be assigned thereto by the Board of Directors:

- (i) To analyze the Company's employee compensation and benefit policies and practices;
- (ii) To analyze the Company's Board of Directors' member compensation and benefit policies and practices;
- (iii) To evaluate the Company's talent development and retention programs;
- (iv) To develop succession plans for the Company's employees, especially executive officers;
- (v) To monitor organizational climate surveys and other relevant indicators for the Company's management;
- (vi) To monitor programs evaluating performance of the Company's executive officers;
- (vii) To analyze conditions for the hiring and termination of the Company's executive officers;
- (viii) To periodically review the Company's Stock Option Plan, as well as, other benefits for Company's employees;
- (ix) To periodically review and recommend changes to the Company's Code of Ethics and Ethical Guidelines;
- (x) To monitor the consistence of initiatives related to the principles established in the Company's Code of Ethics and Ethical Guidelines;
- (xi) To approve and monitor the Compliance Area's working plan, and
- (xii) To monitor ethics and compliance occurrences in progress and resolve conflicts that are not covered by the Code of Ethics and Ethical Guidelines.

#### **5. GENERAL PROVISIONS**

5.1. This present Charter is in force as of the date of its approval by the Board of Directors and it revokes any other prior rules and procedures.

5.2. The Committee members shall be totally independent while exercising their responsibilities, and preserve the confidentiality of the information received from the Company.

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