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# MÉLIUZ S.A. COMPENSATION POLICY

## CHAPTER I - DEFINITIONS

1.1. When not defined in other provisions of this Policy, the terms beginning with a capital letter, whether in the singular or plural, shall have the following meanings:

“Directors” means the members of the Board of Directors, Statutory and Non-Statutory Officers and members of the Company’s Statutory and Non-Statutory Advisory Committees and their respective alternates, as applicable.

“B3” means B3 S.A. – Brasil, Bolsa, Balcão.

“Collaborators” means any person who maintains an employment relationship with the Company and its Subsidiaries, such as full-time or temporary employees and outsourced employees, as well as natural persons who provide services to the Company.

“Committees” means the Audit Committee and other advisory committees of the Board of Directors.

“Company” means Méliuz S.A.

“Subsidiaries” means the subsidiaries and/or companies controlled by the Company.

“CVM” means the Securities and Exchange Commission of Brazil.

“Officers” means the Statutory and Non-Statutory Officers, jointly.

“Corporation Law” means Law 6.404 of December 15, 1976, as amended.

“Persons Subject to the Policy” means, jointly, (i) the Directors, (ii) the members of the Audit Committee (if established) and (iii) the members of the Supervisory Board and other committees of the Company, whether statutory or not.

“Plans” means the Share-Based Compensation Plans issued by the Company, resolved at the General Meeting (which may delegate its implementation to the Board of Directors).

“Policy” means this Compensation Policy of the Company and its Subsidiaries.

## CHAPTER II – PURPOSE AND SCOPE

2.1. The purpose of this Policy is to establish guidelines that shall be observed in the scope of the compensation of the Persons Subject to the Policy, with a view to consolidating their interests with the Company’s objectives.

2.1.1. The elements that make up the compensation of the managers are aimed at: (i) attract, reward, retain and encourage executives in conducting their business in a sustainable manner, observing the appropriate risk limits, being always aligned with the interests of shareholders; (ii) provide compensation based on criteria that differentiate performance and also allow the recognition and appreciation of individual performance; and (iii) ensure the maintenance of standards of internal and external balance, compatible with the responsibilities of each position and competitive to the benchmark labor market, establishing guidelines for setting eventual compensation and benefits granted to executives.

2.2. This Policy applies to the Company and its Subsidiaries. Thus, any references in this Policy to the term “Company” shall include the Company together with its Subsidiaries, as applicable.

### **CHAPTER III – COMPENSATION PRINCIPLES**

3.1. The compensation of the Persons Subject to the Policy is compatible with the best practices observed in the market where the Company operates, which contributes to attracting and retaining duly qualified professionals to perform their functions.

3.2. The compensation of the Persons Subject to the Policy may consist of the following components: (i) fixed compensation; (ii) variable compensation; (iii) profit sharing; (iv) benefits; (v) benefits resulting from termination of office; and (vi) compensation based on or referenced to shares.

3.3. The General Meeting and the Board of Directors participate in the decision-making process regarding remuneration. The overall compensation of the Managers and the Audit Committee (if established) is set by the General Meeting, and the Board of Directors must set the individual compensation of its members and the members of our Executive Board. The compensation of the non-statutory advisory committees must be approved by the Board of Directors. The Board of Directors is responsible for determining the allocation of each part of the compensation, including (i) fixed compensation; (ii) variable compensation; (iii) profit sharing; (iv) benefits; (v) benefits resulting from termination of office; and (vi) share-based compensation, as applicable, taking into account the compensation structure of each management body, pursuant to item 3.2 above.

3.4. It will be up to the Board of Directors to determine the allocation of each part of the compensation of the Persons Subject to the Policy, among those listed in item 3.2.

3.5 The Board of Directors will be responsible for determining, on an annual basis, the applicability of the parameters for adjustment of the fixed compensation of the members of the Board of Directors, the advisory committees and the Statutory Executive Board. The fixed compensation of the Non-Statutory Executive Board, in turn, will be readjusted according to the collective bargaining agreement applicable to the Company's other employees.

3.6. The members of the Company's Committees may be compensated as established by the Board of Directors.

### **CHAPTER IV - FIXED COMPENSATION**

4.1. The fixed compensation of the Persons Subject to the Policy is proportional to the responsibility of the position, the time dedicated to the functions, professional competence and reputation, individual experience and the value of the services with a focus on their perpetuity and the creation of value in the long term.

### **CHAPTER V - VARIABLE COMPENSATION**

5.1. The variable compensation, when applicable to the Directors, will observe the general rules established in this Policy, and is not subject to adjustment, but rather to the meeting of targets, and is established according to the results of the Company and its management.

5.2. The indicators and targets are reviewed periodically, in order to reflect changes in the Company's strategy and results planning.

### **Section I - Bonus**

5.3. The Company's Officers may participate in a bonus program, under which they may receive up to four (4) salaries per semester. The amount to be determined under the bonus program will result from: (i) an objective evaluation; and (ii) a subjective evaluation. While the objective evaluation verifies the achievement of organizational goals, the subjective evaluation considers an examination of certain pre-established internal parameters, as may be determined by the Board of Directors.

5.3.1. Collaborators will also be eligible to receive bonuses. In this case, the bonus will comprise the payment of up to 1 or up to 2 salaries (depending on the position) per semester upon the achievement of pre-defined goals based on the Company's financial and operational indicators, as well as on adherence to the Company's corporate culture.

5.3.2. The bonus payment must be made within the terms and deadlines set forth in the bonus program.

## **Section II - Profit Sharing**

5.4. The Officers may be entitled to the Company's profit sharing, in accordance with a specific resolution adopted at a General Meeting, and in compliance with the Company's Articles of Incorporation.

## **CHAPTER VI - BENEFITS**

6.1. The Board of Directors may grant to Persons Subject to the Policy a series of benefits, such as a health plan, food vouchers, transportation vouchers, attribution of a mobile phone, computer, professional vehicles, among others, observing that the Non-Statutory Officers shall also have the benefits established by the Labor Relations Code, as applicable.

## **CHAPTER VII - BENEFITS RESULTING FROM TERMINATION OF OFFICE**

7.1. At the discretion of the Board of Directors, there may be the granting of benefits resulting from termination of office for the Persons Subject to the Policy, including, but not limited to, indemnity as financial consideration for the execution of a non-competition agreement, aid to leniency agreements, among others.

## **CHAPTER VIII – SHARE-BASED COMPENSATION**

8.1. The share-based compensation shall depend on the approval of the respective Plan approved by the General Meeting, which may grant the power of implementation to the Board of Directors.

8.2. Subject to the Plans approved by the General Meeting, the Board of Directors may periodically adopt award programs, where the premises for the award and respective beneficiaries will be defined.

## **CHAPTER IX – COMPENSATION OF PERSONS SUBJECT TO THE POLICIES**

### **Section I - Board of Directors**

9.1. The members of the Board of Directors shall be entitled to a fixed compensation, which shall be determined according to the market standard.

9.1.1. The compensation of the members of the Board of Directors shall be commensurate with their respective duties, responsibilities, and time demands.

9.1.2. The members of the Board of Directors shall not be entitled to variable compensation.

**9.1.3** The members of the Board of Directors may be entitled to share-based compensation through Plans approved by the Company's General Meeting.

## **Section II - Executive Board**

9.2. Compensation of Officers is a means of attracting, encouraging and retaining officers, and is structured in a manner that is fair and compatible with the duties and risks inherent in the position, so as to ensure alignment of their interests with the long-term interests of the Company.

9.2.1. The Officers are entitled to fixed and variable compensation. The fixed component will be determined according to the market average, while the variable compensation is established based on the Company's target program.

9.2.2. As part of the variable compensation, the Officers may be entitled to the bonus program pursuant to item 5.3 above.

**9.2.3** The Officers may be entitled to share-based compensation under the Plans approved at the Company's General Meeting.

## **Section III - Audit Committee**

9.3. The Audit Committee seeks to ensure compensation for its members that is compatible with the limits defined by the applicable legislation, and to ensure adequate compensation for the performance of its duties.

9.3.1. The members of the Audit Committee receive a fixed remuneration, which shall be equivalent to at least the legal minimum established by article 162, paragraph 3 of the Corporation Law.

9.3.2. The members of the Audit Committee shall be mandatorily reimbursed for travel and accommodation expenses necessary for the performance of their duties.

## **Section IV - Committee**

9.4. The Board of Directors may assign compensation to the members of the Committees.

9.4.1. The members of the committees who hold other positions in the Company shall not receive additional compensation for their participation in such committees, unless the Board of Directors determines otherwise.

## **CHAPTER X - GENERAL PROVISIONS**

10.1. Any change to this Policy must be mandatorily communicated to the CVM and B3.

10.2. This Policy was approved at the Company's Board of Directors Meeting held on September 1, 2020 and will be effective as of the date provided for in the respective resolution and for an indefinite period of time.

10.3. The full content of this Policy will be disclosed on the Company's website ([ri.meliuz.com.br](http://ri.meliuz.com.br)) and the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

10.4. Any omitted cases will be decided by the Board of Directors.