



**CHARTER OF THE PEOPLE COMMITTEE OF CIELO S.A.
("Charter")**

I – DEFINITION

This Charter, organized in accordance with Chapter VI of the Bylaws of Cielo S.A. ("Company"), establishes procedures to be observed by the Finance Committee, consistent with an advisory Committee instated by resolution of the Board of Directors.

It shall be incumbent upon the Board of Directors to resolve on the installation, termination or modification of this Committee.

It is also the Board of Directors' responsibility to amend this Charter.

II – PURPOSE AND RESPONSIBILITIES

The People Committee is responsible for advising the Board of Directors on the Human Resources strategies referring to organizational development, planning and people development, compensation and benefits of the Company's employees and Management, so that to make their practices compatible with the market, aiming at ensuring the attraction and retention of the best professionals available in the market and a continued development of the Company's human resources.

It shall be incumbent upon the People Committee:

- (a).** Monitor the personnel policies adopted by the Company and advise the Board of Directors on the strategies, criteria, and levels of compensation and benefits to its employees and Management;
- (b).** Advise on the criteria for the stock option grant or share subscription to the Management and employees of the Company and its Subsidiaries;
- (c).** Issue recommendations referring to organizational and people development strategies and key positions succession plans;
- (d).** Establish additional operational rules, which shall be approved by the Board of Directors.

III – COMPOSITION, REQUIREMENTS AND IMPEDIMENTS

The Committee is a joint body and shall consist of three (3) members elected by the Board of Directors, of whom, at least, one shall be an Independent Member of the Company's Board (as defined in the Listing Rules of the BM&FBOVESPA's Novo Mercado).

Committee's members shall perform their duties in accordance with the same duties and responsibilities assigned to the Company's Management contained in Articles 153 to 159 of Law No. 6.404/76 ("Brazilian Corporation Law"), as provided in Article 160 of the same Law.

The Committee shall be composed of sitting members only, being forbidden the participation of members of the Fiscal Council, when instated.

There will be no hierarchy among the Committee' members who will not have any assignment in the Company's Management, severally or jointly and the Board of Directors is responsible for granting any bonus for participation or allowing the reimbursement of expenses incurred in meetings attendance.

Members shall act with maximum independence and objectivity in the best interest of the Company, so that the Committee can achieve its purpose and shall also observe and comply with the Code of Conduct and other Policies and Codes of the Company.

Members of the People Committee shall be elected during the first meeting of the Board of Directors held after the Annual General Meeting of the Company to elect members of the Board of Directors.

Members of the Committee shall serve for a two-(2) year term of office, reelection being allowed, and may also be replaced at any time by decision of the Board of Directors.

The office as a member of the Committee cannot be delegated.

At the first meeting to be held after the election of the Committee's members by the Board of Directors said members shall elect their Coordinator and Vice Coordinator, whose terms of office will coincide with the terms of the Committee's members.

The Coordinator shall be a member of the Board of Directors and will have as major duties:

- (a). Call for the Committee's meetings;
- (b). Assess and define the issues to be discussed at meetings and include these matters in the agenda;
- (c). Coordinate meetings; and
- (d). Report the Board of Directors on the works carried out by Committee.

The Coordinator will nominate the Secretary of the Committee, who necessarily will be a member of the Committee or the Company's attorney, not being necessary the nomination approval by other members. The Secretary will assist the Coordinator in his/her duties, prepare the minutes of the meetings, as well as at the end of each meeting, read the minutes and collect signatures. The minutes signed by members of the Committee shall be filed at the Company's headquarters.

When necessary, the Committee shall nominate one of its members to represent the Committee at meetings of any other body of the Company.

If by any chance, the Coordinator of the Committee must leave his office temporarily, the Vice Coordinator shall take office during such period.

In case of resignation, unjustified absence in more than two consecutive meetings or definitive impediment of the Committee's Coordinator, the Vice Coordinator shall assume the Coordinator's position until the next meeting, when the new Coordinator will be elected for the remaining term of office of Committee's members and will be responsible for calling said meeting, within ninety (90) days from resignation, unjustified absence or impediment. If the Vice Coordinator is also impeded, any member of the Committee may call for a meeting to elect the new Coordinator.

IV – MEETINGS

The meetings will be held ordinarily on a quarterly basis and extraordinarily whenever necessary. Meetings will be held at the Company's premises and, in duly justified special cases, the Coordinator may call for the meeting in a different place.

Ordinary and extraordinary meetings shall be called by the Coordinator, in writing, being accepted call by electronic mail (email), at least five (5) business days in advance, and with five (5) calendar days' notice on the meeting's agenda and all supporting materials shall be sent, through the Corporate Governance Portal or alternatively via electronic mail (email).

If Committee's members do not timely receive documents of any item on the agenda referred to in the previous paragraph, it may be requested by any member to said item be discussed at the next meeting. The decision of discussing or not referred item in the agenda will rely on the approval of a majority of attending members.

The inclusion of topics not mentioned in the agenda shall be subject to the approval of a majority of the Committee's members.

The meeting will be instated with the attendance of all members, on a first call, with participation via conference call or video conference authorized and shall be instated with any number, on a second call.

The second call shall occur within 5 (five) business days after the date of the meeting not instated.

The meetings shall be validly held, regardless of call, if attendance of all members of the Committee is verified.

The participation of third parties at the Committee's meetings is allowed, provided that this participation is necessary for the joint works of the Committee and to be approved by simple majority of attending members. These third parties shall not participate in the recommendations issued by the Committee.

The Committee, within its duties, may use expert services, which will not exempt it from its responsibilities with the Company.

The hiring of external experts to support the Committee's activities, resolved by a majority of its members, shall be requested to the Board of Directors, which shall approve it and establish the hiring criteria and conditions.

The recommendations of the Committee shall be issued by simple majority vote, excluding the votes of any member with interests conflicting with the Company. In the event of a tie vote due to the absence of any member, an extraordinary meeting shall be called to analyze the matter. To calculate the votes, the criterion of 1 (one) vote per member of the Committee will be adopted.

Decisions of the Committee's members shall be made considering the Company's interests, so that members shall be independent with respect to the subject-matter of the advice.

Members are forbidden to intervene in any operation with interests conflicting with the Company, as well as advice on the conflict of interest issued by other members of the Committee, which shall make them aware of their impediment and declare in the minutes the nature and extension of their interest.

Regardless of provisions in Paragraph 2 above, no member of the Committee may participate in the operation or recommendation involving relatives or companies in which they are directly or indirectly, partner, shareholder, manager or even an employee or service provider.

The meetings shall be transcribed in the minutes and signed by the members. The minutes should contain the most relevant points of discussion, recommendations issued, list of attending members, justification of absences and actions advised.

The minutes of each meeting shall be read, approved and signed at the end of the meeting or at the beginning of the subsequent meeting. The Secretary shall forward copies of these minutes to all members of the Committee. If necessary, the matters recorded in the minutes may be forwarded to the areas responsible for taking the measures recommended by the Committee.

V – INTERACTION WITH OTHER BODIES OF THE COMPANY

The Coordinator shall report to the Board the recommendations and activities carried out by the Committee, being allowed to send the minutes of meetings, studies, presentations and other documents used during meetings.

Upon express request, the Committee may receive copies of the minutes of general meetings, meetings of other Committees, the Board of Directors, the Executive Board and Fiscal Council (if instated), as well as other clarifications or information it deems necessary to carry out its duties, as long as authorized by laws and by the Company's Bylaws.

VI – ANNUAL REPORT

Annually, during the preparation of the Management Report, the Committee shall prepare and submit to the Board of Directors a written report summarizing the activities carried out in the year ended, as well as any relevant recommendations submitted.

VII– MISCELLANEOUS

In the event of conflicts between the provisions hereof, the Shareholders' Agreement filed at the Company's headquarters or the Company's Bylaws, the provisions of the documents in the following order shall prevail:

- (a).** Bylaws;
- (b).** Shareholders' Agreement and,
- (c).** This Charter;