

STONECO LTD.
PEOPLE AND COMPENSATION COMMITTEE CHARTER

ARTICLE 1. PURPOSE AND SCOPE

1.1. The People and Compensation Committee (the “Committee”) has been established by the Board of Directors (the “Board”) of StoneCo Ltd., a Cayman Islands exempted company with limited liability, as a committee of the Board. For purposes of this charter of the Committee (“Charter”), any reference to the “Company” shall include StoneCo Ltd. and its consolidated subsidiaries.

1.2. The purpose of the Committee is to assist the Board with decisions regarding matters within the areas of their experience and expertise, which may include but are not limited to: (i) Company’s management compensation and performance; (ii) Company’s compensation policies; and (iii) Company’s management succession planning.

1.3. The Committee’s recommendations to the Board are advisory and non-binding, and the Board shall make decisions based on its own independent judgment, as supported by studies and proposals presented by the Committee.

ARTICLE 2. ORGANIZATION AND MEMBERSHIP

2.1. The Committee shall consist of at least three (3) members appointed by the Board and such members may include any advisors selected as members by the Board. The members shall be selected by the Board based on their ability, attested experience, expertise, and willingness to contribute their efforts and support to the implementation of the purposes of the Committee. Each advisor that is not a director or officer of the Company shall execute and deliver, and agree to be bound by, a confidentiality and non-disclosure agreement in form and substance satisfactory to the Board.

2.2. The Committee members shall be appointed by the Board for a term of office of one (1) year and may be removed by the Board at any time, in its sole discretion, with or without cause, provided, however, that such term shall be extended beyond one year in the event that the member is not removed by the Board or no successor has been appointed (in which case such term shall be extended to the date on which the member is removed by the Board or such successor has been appointed).

2.3. A member of the Committee may resign by written notice to the Board. The Board shall appoint members to the Committee as vacancies or newly created positions occur and may appoint additional members in their discretion.

2.4. The Board shall appoint one of the members as chairman of the Committee (the “Chairman”). The Chairman shall be responsible for scheduling and presiding over meetings and

preparing agendas. The members of the Committee shall set the calendar of the meetings for the next year by the last meeting of the year. Any question of interpretation of this Charter shall be determined by the Chairman.

2.5. The Chief People Officer (“CPO”) shall be appointed by the Board as permanent participant of the Committee. The Board may appoint, in its sole discretion, other Company executive officers to be permanent participants of the Committee, who may be removed by the Board at any time, in its sole discretion, with or without cause.

2.6. In addition to the members, participants that are not members can take part in the Committee meetings as occasional listeners and speakers invited by the Chairman or the CPO on behalf of the Committee, provided that any such participant (i) shall not have any rights to actively participate in discussions and shall participate on a listener or presenter-only basis, (ii) shall have no voting rights and (iii) shall execute, deliver, and agree to be bound by a confidentiality and non-disclosure agreement in form and substance satisfactory to the Board.

ARTICLE 3. PROCEDURES

3.1. The Committee shall meet as often as it deems appropriate to carry out its responsibilities under this Charter, but not less frequently than four (4) times a year, upon no less than seven (7) days notice to Committee members with each meeting date to be designated by the Chairman. Meetings shall be announced to all members and members may participate in person or through conference calls, video conference or any other technological virtual meeting solutions.

3.2. The Chairman shall prepare an agenda in advance of each meeting. Each member, as mentioned in item 2.4. above, are free to suggest the inclusion of any items in the agenda.

3.3. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the affirmative vote of the majority of those present shall be necessary for any action by the Committee.

3.4. The Committee shall keep minutes, report its activities to the Board on a regular basis and make recommendations with respect to the matters covered by this Charter. The Secretary of the Board, duly appointed pursuant to the terms of the Company’s Articles of Association, shall cause minutes to be made in books kept for the purposes of recording all resolutions and proceedings of the meetings of the Committee. At least annually, the Committee shall evaluate its own performance and the adequacy of this Charter, and report its findings and recommendations to the Board with respect to such evaluation.

3.5. The Committee can from time to time request meetings with other Board committees members to obtain clarifications and to coordinate subjects in order to avoid overlaps.

ARTICLE 4. DUTIES AND RESPONSIBILITIES

4.1. In discharging its responsibilities and duties, within authority levels established by the Board, the Committee shall:

- I. review and approve the Company's Compensation Policy;
- II. oversee the Company's Compensation Policy (annual);
- III. review and evaluate any equity-based plans of the Company and report it to the Board that may have the veto right on such matter;
- IV. review and evaluate the compensation (including any equity-based compensation) of the Chief Executive Officer ("CEO") and report it to the Board that may have the veto right on such matter (annual);
- V. review and evaluate the corporate goals and objectives relevant to the CEO's compensation and report it to the Board that may have the veto right on such matter (annual);
- VI. review and approve the compensation (including any equity-based compensation) of the Company's other executive officers (except the CEO);
- VII. review and approve the corporate goals and objectives relevant to the compensation of the Company's other executive officers (except the CEO) (annual);
- VIII. review and approve the compensation (including any equity-based compensation) of any key service providers to the Company;
- IX. evaluate the performance of the CEO and other executive officers (annual);
- X. review and approve the compensation (including equity-based compensation) for the members of the Board;
- XI. evaluate the performance of the members of the Board;
- XII. review and evaluate the Company's management succession planning (annual);
- XIII. review and evaluate the succession planning to the CEO of the Company and report it to the Board that may have the veto right on such matter (annual);
- XIV. evaluate the Committee's own performance and report to the Board;
- XV. review and assess risks arising from the Company's compensation policies (jointly with the Company's Risk Committee); and
- XVI. review and approve Special Recruitment and Dismissal Programs.

4.2. The Committee shall also have such other responsibilities as the Board may assign to it from time to time and this Charter shall be revised or amended as appropriate, with the approval of the Board.

ARTICLE 5. RESOURCES

5.1. The Committee shall have available to it the resources and authority appropriate to discharge its duties and responsibilities, including support from management personnel.

ARTICLE 6. CONFLICTS OF INTEREST

6.1. A member of the Committee shall disclose to the Board any circumstance that may create a conflict of interest, or the appearance of a conflict of interest, or that may in any way

affect the exercise of the member's best judgment in the performance of his or her role on the Committee (a "Conflict of Interest"). A member of the Committee may excuse himself or herself and the Board may excuse a member of the Committee, in each case, from the Committee's consideration of any such matter that may present a Conflict of Interest.
