**BYLAWS OF THE**

**PEOPLE AND ESG COMMITTEE**

**CHAPTER I**

**Object**

**Article 1-** These Bylaws ("Bylaws") govern the functioning of the People and ESG Committee ("Committee"), as well as the relationship between the Committee, the Board of Directors ("Board of Directors") and other corporate bodies of Prumo Logística S.A. ("Company"), observing applicable legislation and other provisions.

**Sole Paragraph –** The Committee reports directly to the Board of Directors, acting independently from other corporate bodies of the Company and, to perform its functions, has operational autonomy and budget allocation, within limits approved by the Board.

**CHAPTER II**

**Attributions**

**Article 2** **-** As a permanent non-statutory body with the purpose of advising the Board of Directors on its work leading the Company and its subsidiaries and to support the Executive Board of the Company ("Executive Board" and, together with the Board of Directors, "Management") in its duties, the Committee shall have the following attributions:

1. Support the Executive Board on issues related to the People, Environmental, Social and Governance ("ESG") dimensions before they are referred to the Board of Directors;
2. Support the Executive Board on the proposal of corporate goals associated with the People and ESG dimensions before they are referred to the Board of Directors;
3. Support Management in monitoring strategic indicators related to ESG and people management*;*
4. Contribute in the preparation and implementation of internal regulations related to ESG and people themes*;*
5. Guide Management in changes in Director appointments and in the Company’s organizational structure;
6. Support Management in the implementation of the best practices of personnel recruitment, development, retention, succession, performance management and compensation, particularly at the executive level, and contribute to attract, hire, develop, recognize and retain the best and most diverse talents;
7. Support Management in the implementation of the best practices and leadership behaviors for the development of an organizational culture aligned with the Company's values, aiming to foster a productive, stimulating, diverse and inclusive work environment, and fight discrimination and prejudice in all forms;
8. Guide the Board of Directors in evaluating the performance of the Executive Board;
9. Support Management on the strategy of communication with stakeholders, aiming to maximize the Company’s reputation to attract new businesses and partners;
10. Guide Management in the definition the Company's sustainability strategy, especially regarding long-term development and value creation for all stakeholders*;*
11. Support the Executive Board in changes associated with the transition to a low-carbon economy, encouraging climate resilience and the pursuit of business opportunities arising from the energy transition;
12. Support Management in the implementation of the sustainability strategy, evaluating performance indicators and the execution of projects and initial priorities;
13. Support Management in the evaluation of action plans aimed at crisis management and emergency response and readiness;
14. Support Management in monitoring the effectiveness of health and safety practices;
15. Guide Management in dealings with public entities and other stakeholders associated with the Committee’s themes;
16. Support Management in the implementation of management activities based on (a) information transparency, (b) information equality, (c) accountability, (d) corporate responsibility, and others;
17. Support Management in the constant improvement of governance practices and Bylaws, Internal Committee Rules, Corporate Governance Policy, Code of Conduct and Anti-Corruption and other internal governance-related rules;
18. Guide Management in coordinating the evaluation process of the Company's governance bodies;
19. Guide the effective functioning of the Board of Directors and its Committees, assisting the coordination of the annual meeting schedule of the Board of Directors and the Committees; and
20. Make recommendations on hiring professional services specialized in matters within the scope of their attributions, whenever deemed appropriate, and then monitor and evaluate the work produced.

**FIRST Paragraph –** Whenever necessary and justified, the Committee may directly hire the services of specialized professionals, respecting annual budget limits approved by the Board of Directors or, in the absence of a budget, getting specific approval of the Board of Directors for the contract.

**Second Paragraph –** The Committee's duties are not indistinct from those conferred on the Board of Directors by law and other applicable provisions, and do not have a deliberative nature.

**Third Paragraph –** The Committee shall fulfill other tasks that may be extraordinarily determined by the Board of Directors, without prejudice to the attributions established herein.

**Fourth Paragraph –** The Committee has autonomy to request Management for information within the scope of its duties.

**CHAPTER III**

**Formation and Mandate**

**Article 3-** The Committee shall be formed by at least three (3) and no more than five (5) members appointed by the Board of Directors, with a term of one (1) year starting on their appointment; reelection permitted.

**First Paragraph –** The members’ mandate lasts until the appointment of new members or express manifestation to the contrary.

**Second Paragraph –** Investiture as a member of the Committee takes place by signing a term written and signed in a special book filed at the Company's headquarters.

**Article 4 -** The Committee shall have among its members a Coordinator chosen by the Board of Directors who will be responsible for coordinating the Committee’s work.

**CHAPTER IV**

**Vacancy and Replacement**

**Article 5 -** In case of absence or temporary impediment, the member of the Committee who is absent or temporarily unavailable may indicate someone to represent him/her among the Committee’s members.

**first Paragraph –** In cases defined by the first paragraph of this article, the representative shall act on his/her own and on behalf of the person he/she is representing, including for the purposes of analysis and recommendations at Committee meetings.

**Second Paragraph –** In the event of the Coordinator's absence or temporary impediment, the Coordinator's functions shall be performed by another member of the Committee appointed by the Coordinator. If the Coordinator does not exercise this prerogative, it will be up to the other members to indicate among those present at the meeting the person who will temporarily occupy the function of Coordinator.

**Article 6-** In the event of definitive vacancy of any member, the Committee may operate with the participation of the other members, as long as the minimum number of members is respected. If respecting the minimum number of members is impossible, a meeting of the Board of Directors shall be convened to appoint members and allow the Committee to function properly.

**Sole Paragraph –** Definitive vacancy of a Committee member may be caused by removal, resignation, death or disability of the person appointed by the Board of Directors.

**CHAPTER V**

**Meetings**

**Article 7** **-** The Committee shall meet every quarter on an ordinary basis and on an extraordinary basis when necessary, with at least half of its members.

**Sole Paragraph –** Dates of ordinary meetings shall be agreed upon before the beginning of each year and may change if all members are in agreement.

**Article 8 -** Meetings shall be convened by the Coordinator, by the majority of its members, by the Board of Directors or by the Company's Executive Board, at least 7 (seven) days in advance, with information about place, date, time, agenda and any supporting materials.

**first Paragraph -** Summoning formalities will be waived when all the members of the Committee are present.

**Second Paragraph –** Committee members may invite to meetings any director or employee of the Company, as well as external specialists or consultants, in order to deepen and improve the quality of discussions on topics that are the Committee’s attribution.

**Article 9 -** Meetings shall be recorded in minutes and written in their own book, including information on all present and absent members, and on extraordinary participation of any guests invited to the meetings.

**CHAPTER VI**

**Committee Members’ Duties**

**Article 10** **- E**very Committee member has the following duties:

1. Participate actively and diligently in Committee meetings, after preparation and examination of available documents;
2. Ensure that the Board of Directors is aware of matters within its attributions that may have significant impact when performing its functions;
3. Perform its functions respecting the duties of loyalty and diligence to the Company; not disclose to third parties any documents or information about its businesses; keep confidentiality about any relevant, privileged or strategic information on the Company obtained due to that position; ensure that third parties do not have access to this content; never use the information to obtain any kind of advantage for themselves or others;
4. Refrain from intervening in matters in which they have a particular interest or interest that conflicts with the Company’s, stating that situation in advance; and
5. When deemed necessary, submit to the Committee Coordinator a proposal to amend the terms of these Bylaws.

**Sole Paragraph –** Committee members shall comply with any provisions applicable to their work, including, but not limited to, the Company's Code of Conduct and Anti-Corruption.

**CHAPTER VII**

**Coordination**

**Article 11-** In addition to the functions assigned to all Committee members, the Coordinator must:

1. Ensure the Committee’s effectiveness and good performance;
2. Chair committee meetings and appoint a Secretary to these meetings;
3. In collaboration with the Secretary, organize and coordinate the meetings’ agenda, considering the input of other Committee members and, if applicable, of the Board of Directors and Executive Board;
4. Make sure that the Committee’s recommendations reach the Chairman of the Board of Directors, ensuring good communication between the bodies;
5. Enforce these Bylaws; and
6. Submit to the Chairman of the Board of Directors, when deemed necessary or when requested by Committee members, a proposal to amend the terms of these Bylaws.

**CHAPTER VIII**

**Secretary**

**Article 12-** The Secretary of the Committee’s meetings has the following duties:

1. Prepare a proposal for the agenda of issues to be addressed at each meeting, based on requests from Committee members, the Board of Directors and the Executive Board, submitting them to the Coordinator;
2. Arrange the summons for Committee meetings, informing members and any guests of the place, date, time, agenda and any supporting materials;
3. Perform secretary functions, prepare and write the meeting’s minutes in their proper book and file the Committee’s documents;
4. On behalf of the Coordinator, send the Committee’s recommendations to the Chairman of the Board of Directors, ensuring good communication between the bodies;
5. Advise the Coordinator in the reporting of actions recommended in meetings, forwarding them and monitoring their progress within the Company;
6. Propose periodic reviews of these Bylaws, so that they remain up-to-date and in accordance with good governance practices implemented by the market.

**CHAPTER IX**

**General Provisions**

**Article 13 -** Compensation of Committee members shall be defined by the Board of Directors and may be revised at any time.

**Sole Paragraph –** Committee members will be reimbursed for expenses related to transportation, food and lodging necessary to perform their functions, in compliance with internal regulations adopted by the Company.

**Article 14 -** Omissive cases relating to these Bylaws shall be submitted to the Board of Directors.

**Article 15–** These Bylaws shall become effective on the date of approval by the Board of Directors and shall supersede any Company regulations to the contrary.