

**INTERNAL REGULATION OF THE PEOPLE COMMITTEE OF
BRISANET SERVIÇOS DE TELECOMUNICAÇÕES S.A.**

CHAPTER I

PURPOSE, MISSION AND SCOPE

1 PURPOSE

- 1.1** The People Committee (“**Committee**”), in carrying out its duties, shall act in strict compliance with the Company's mission and values and conduct its work in accordance with the best corporate governance practices, the bylaws of Brisanet Serviços de Telecomunicações S.A. (“**Company**”), the Company's code of ethics (“**Code of Ethics**”) and the corporate policies of the Company and its group and subsidiary and controlled companies (“**Brisanet Group**”).
- 1.2** The Committee's role is to advise the Company's Board of Directors (“**Board of Directors**”) on people issues and results management by evaluating the performance and results of its employees.

2 COMPOSITION

- 2.1** The Audit Committee will consist of at least three (3) and at most five (5) effective members, elected by the Board of Directors, with the mandatory participation of one (1) member of the Board of Directors and one (1) of the Company's Executive Officers.
- 2.2** The election of its members will take place at the Board of Directors meeting, and the respective terms of office will be of 2 (two) years, reelection being allowed.
- 2.3** The Board of Directors should appoint the committee's Coordinator from among the elected members, preferably a member of the Board of Directors.
- 2.4** The duties of a committee member are non-delegable and must be exercised in compliance with the duties of loyalty and diligence, as well as avoiding any situations of conflict that might affect the interests of the Company and its shareholders.
- 2.5** In the event of a vacancy on the Committee, the Board of Directors shall meet to elect the respective substitutes within thirty (30) days. It will not be necessary to appoint a new member if the number of members remain on the Committee is equal to or greater than the minimum required.

3 RELATION OF SUBORDINATION:

- 3.1** The Committee reports to the Board of Directors.

4 FREQUENCY AND OPERABILITY:

- 4.1** The Committee will meet ordinarily every 45 days and by convening extraordinary meetings.
- 4.2** The Committee will have an annual schedule of meetings, established at the first annual meeting of the Committee.
- 4.3** The meetings will be called by written communication (letter, e-mail or fax) delivered to each member of the Committee at least 5 (five) days in advance, which must contain in detail the subjects on the agenda, the date, time and place of the meeting.

- 4.4** Committee members who express their vote through a delegation made in favor of another member of this Committee, by written vote, in advance, and by express vote by letter, e-mail or fax are considered present.
- 4.5** The meetings of the Committee shall be held at the Company's headquarters or through digital means. Whenever they are held at the head office, participation via teleconference or videoconference will be allowed for those members who cannot attend in person.
- 4.6** The Committee, through its Coordinator, will participate at least 4 (four) times a year in the meetings of the Board of Directors to report on its work
- 4.7** The meetings of the Committee shall be convened with the presence of at least two (2) of its members if the Committee has three (3) members, and at least three (3) of its members if it has four (4) or five (5) members.
- 4.8** Committee members who express their vote through a delegation made in favor of another member of this Committee, by written vote, in advance, and by express vote by letter, e-mail or fax are considered present.
- 4.9** In the absence of the minimum quorum, which corresponds to 50% (fifty percent) of the members, a new meeting will be called, and must be held with any quorum, according to the urgency required for the matter to be dealt with
- 4.10** The recommendations and orientations of the Committee will be approved by a majority vote of the members present at the respective meetings.
- 4.11** The matters, orientations, discussions, recommendations and opinions of the Committee will be consigned in the minutes of its meetings, which will be signed by the members present, and must contain the relevant points of the discussions, the list of those present, the list of justified absences, the measures requested and eventual points of divergence among the members.

5 DUTIES

5.1 The Committee's Duties include:

- (i) support the Board of Directors in the process of electing and dismissing officers and directors;
- (ii) support the Board of Directors in preparing the compensation policy, Profit Sharing (PPR) and other incentives for the company's management positions;
- (iii) integrate the Committee of Ethics of the Brisagnet Group;
- (iv) support the Board of Directors in establishing goals and evaluating the competencies and performance of the company's managers;
- (v) support the Board of Directors in the succession planning and process for key positions in the Company;
- (vi) discuss the organizational structure model, monitoring and evaluating the framework defined by the Executive Board and Board of Directors;

- (vii) evaluate and propose improvements to people development policies, training, compensation, benefits, incentives, attraction and retention of talents;
- (viii) monitor issues related to culture, atmosphere and people engagement;
- (ix) evaluate means of monitoring the organizational atmosphere;
- (x) follow up on situations received through the Ombudsman's Office and the Company's Legal Department;
- (xi) evaluate potential candidates for management and key positions in the company;
- (xii) elaborate and monitor the Committee's Annual Work Plan;
- (xiii) report its activities periodically to the Board of Directors, as well as submit to the Board of Directors its recommendations on matters within its competence;
- (xiv) follow up on the execution of its recommendations, meeting periodically with the Executive Board and the Company's managers.

5.2 Responsibilities of the Coordinator of the Committee:

- (i) Organize the Committee's Annual Work Plan and Annual Agenda;
- (ii) prepare the agenda for the Committee's regular meetings and convene such meetings;
- (iii) define methods and systems for monitoring the work related to the policies and recommendations outlined by the Committee;
- (iv) comply with and enforce the Internal Regulation;
- (v) elaborate and draw up, within 2 (two) working days, the respective minutes and collect, in attendance list, the signatures of all the Committee members who participated, besides registering the attendance of eventual guests;
- (vi) archive minutes and documents related to the meetings;
- (vii) report the orientations, discussions, recommendations and opinions of the Committee to the Board of Directors.

6 MINUTES OF THE MEETINGS

- 6.1** The Committee's positions will be recorded in duly formalized minutes, containing the main considerations and recommendations presented by the members.

7 THE COMMITTEE'S BUDGET

- 7.1** The Committee will not have its own budget. Any hiring of advisory or other services, as required in the performance of its duties, must be approved by the Board of Directors.

8 CONFLICT OF INTERESTS

- 8.1** Once a conflict of interest or private interest of any member of the Committee is found in relation to a certain matter on the agenda, such member must report to the coordinator, and if the coordinator does not report, any of those present at the meeting who are aware of the fact must do so. As soon as a conflict of interest or private interest is identified, the Committee member may not have access to information, participate in Committee meetings, exercise voting rights or in any way intervene in the matters in which he or she is directly or indirectly involved until the conflict-of-interest situation has ceased.

9 GENERAL PROVISIONS

- 9.1** These Internal Regulations may be revised whenever the Board of Directors deems it necessary, and the consequent amendments must be submitted to the Board of Directors for approval.
- 9.2** Eventually omissions of these Rules and doubts on the interpretation of its provisions will be subject to analysis and decision by the Board of Directors.

* * *

This is a free translation of internal regulation of the people committee Brisanet Serviços de Telecomunicações S.A.