

CHARTER OF THE COMPENSATION, CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE ADVISING THE BOARD OF DIRECTORS

I – THE COMPENSATION, CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE

1. The Compensation, Corporate Governance and Human Resources Committee (“Committee”) is a statutory advisory body directly connected to the Board of Directors, governed by applicable laws and regulations, as well as the Bylaws of Marfrig Global Foods S.A. (“Marfrig” or “Corporation”) and this Charter (“Charter”).

2. The purpose of the Committee is to ensure that the Corporation’s operations are conducted in such a manner as to safeguard and add value to its assets and optimize the return on investment in the long term. The Committee shall support and advise the Board on establishing the general guidelines of activities and on decisions involving strategic issues, in accordance with the laws, ethics and internal controls of the Corporation.

II – COMPOSITION

3. The Compensation, Corporate Governance and Human Resources Committee will have at least three (3) and a maximum of six (6) members, who may or may not be shareholders, all of them elected by the Board of Directors for a term of office that will coincide with the term of office of the directors, and reelection is permitted. Committee members will remain in office until the investiture of newly elected members. The Chairman of the Board of Directors reserves the right to participate in the meetings and decisions of the Compensation, Corporate Governance and Human Resources Committee.

4. The Compensation, Corporate Governance and Human Resources Committee will be coordinated by a director of the Corporation. The coordinator will have the casting vote in case of a tie in Committee deliberations. All members of the Committee shall have the knowledge, skills and experience required to exercise their functions, as per the discretionary assessment of the Board of Directors.

5. Committee members will take office after signing the respective Instruments of Investiture, which will be filed at the registered office of the Corporation.

6. In case of any vacancy, the Board of Directors shall appoint the respective substitute within thirty (30) days.

III – DUTIES AND RESPONSIBILITIES

7. Following are the responsibilities of the Compensation, Corporate Governance and Human Resources Committee:

- To advise the Board of Directors on decisions related to strategies, policies and internal norms related to human resources;
- To advise the Board of Directors in determining the compensation and benefits offered to managers and employees of the Corporation;
- To assist in the control and development of practices and the implementation of processes related to corporate governance;
- To advise the Board of Directors on meeting its responsibilities related to talent management;
- To advise the Board of Directors on meeting its responsibilities by monitoring the results of the Corporation and the performance of executives;
- To evaluate and ratify the recommendation to the Board of Directors on hiring or removing members of the Executive Committee, Executive Board and senior management, as well as on contracting headhunting firms to recruit top executives;
- To execute and implement the decisions required by the Board of Directors.

8. In addition to the responsibilities established in the article above, the Committee must:

- I. Strive to uphold the interests of the Corporation within the scope of its duties;
- II. Analyze the reports issued by regulatory agencies about the Corporation on matters within the powers of the Committee;
- III. Observe the confidentiality of subjects and matters discussed at the Committee; and
- IV. To conduct, at least once a year, a self-assessment of its activities and identify possibilities for improvement in its functioning.

9. Committee members are subject to the Bylaws and the Code of Ethics and other compliance instruments of the Corporation, as well as the duties and responsibilities of managers established in the laws and regulations in force, wherever applicable.

10. Committee members may receive compensation in addition to that received as a director of the Corporation.

IV – MEETINGS

11. The Committee will meet preferably every quarter and whenever called by any of its members or at the request of the Board of Directors.

12. Calls for meetings will be made in writing preferably at least three (3) days in advance, by e-mail or any means that enables proving the receipt of call notice by the recipient, and must contain the agenda and be accompanied by the documentation related to the agenda.

13. Meetings will be held with the presence of the majority of members, and decisions are taken by the majority of those present.

14. Committee meetings will be held, preferably, at the registered office of the Corporation or in another venue provided it is specified in the call notice.

15. Committee members can participate in meetings through conference call, videoconference or any other means that ensures their identification and simultaneous communication with the others attending the meeting. In such cases, Committee members must ensure that the matters discussed will not be heard by unauthorized third parties. Committee members participating in the meetings as mentioned above are deemed present at the meetings and must sign the corresponding minutes.

16. Committee members with actual or potential conflict of interest with any of the matters to be discussed must withdraw from the meetings during the period when such matters are discussed.

17. The Committee must preferably prepare an annual calendar of meetings.

18. The Committee can invite to its meetings Executive Officers, executives and internal and external employees of the Corporation who have relevant information or whose matters on the agenda are pertinent to their area of operations.

19. Minutes of the meetings will be drawn up and, after signed by the members present, will be filed at the registered office of the Corporation. The minutes drafted in the form of a certificate (true copy) and signed by one of the Committee members will have the same legal effects as those signed by all the members of the Committee.

V. MISCELLANEOUS

20. The Board shall define periodically the specific activities to be performed by the Committee.

21. To exercise its functions, the Committee may require the hiring of external experts and have access to information that may be necessary to perform its activities.

22. The recommendations of the Committee are not binding, and the Board of Directors of the Corporation is responsible for taking the decisions based on studies and proposals presented by the Committee.

23. This document must be disclosed on the website of the Corporation after its approval by the Board of Directors