



**2019**

SUSTAINABILITY  
REPORT

**SUSTAINABLE GROWTH:  
CONNECTING PEOPLE,  
CULTURE AND BUSINESS**



**Algar**  
Telecom



# Governance Structure

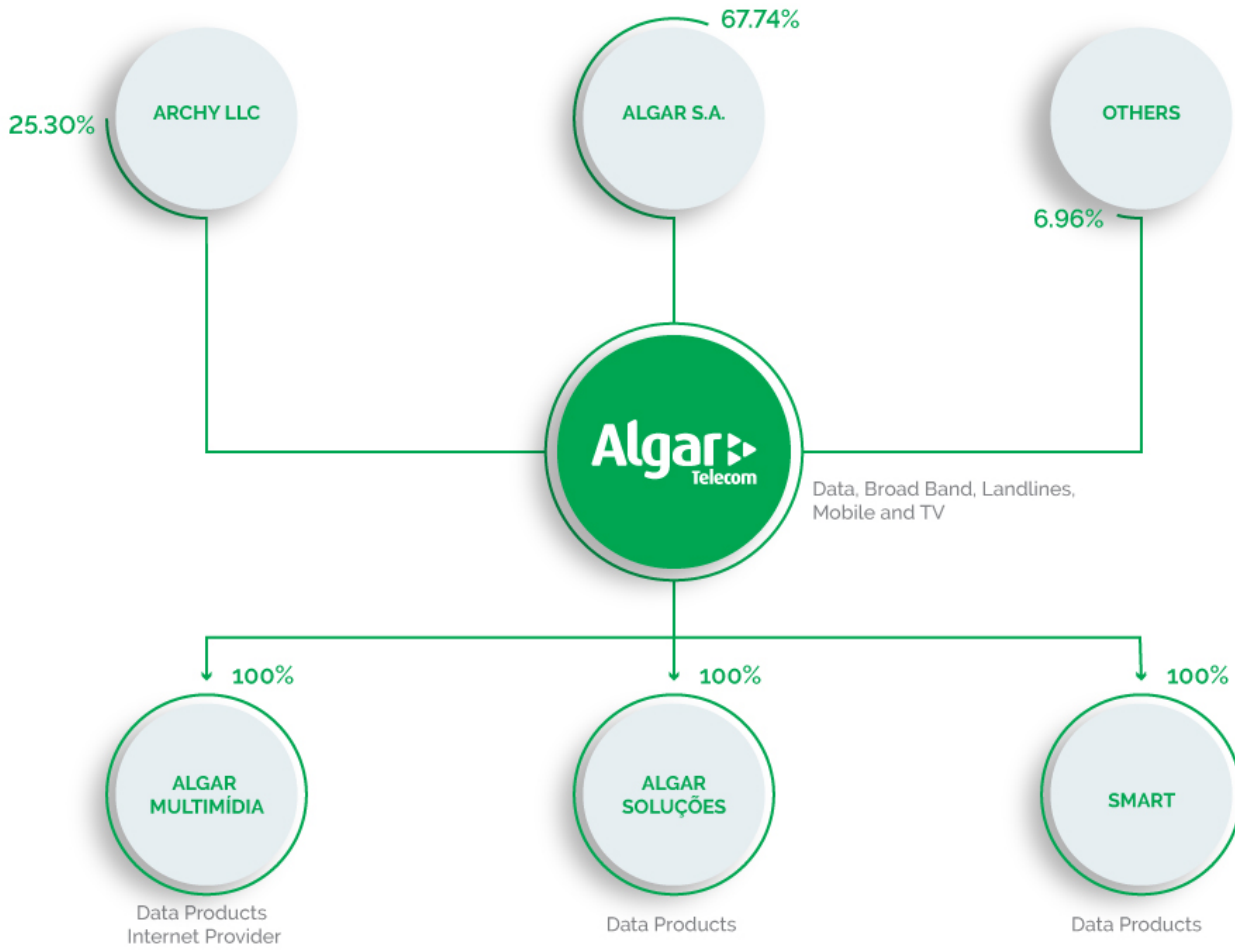
GRI 102-5, 102-12, 102-13, 102-16, 102-18, 102-22, 102-23, 102-26

We have been an unlisted publicly-held company since 2007 when we held our first public issue of debentures. We adopt principles, structure, and routines in line with the best corporate governance practices in the market, respecting the basic principles of transparency, equity, accountability and corporate responsibility. To this end, we have tools for identifying, measuring, controlling, and managing corporate risks, aiming for safe decision making. We use modern, up-to-date systems, controls, policies, and management indicators.

We follow the guidelines of the Corporate Governance Best Practices Code of the Brazilian Institute of Corporate Governance (IBGC). Among the practices we adopted, we can mention the composition of our Board of Directors, which must have 2 or 20% (whichever is higher) of independent members. Other examples are a ban on accumulating positions of executive, director or committee member and the other committees, and the introduction of three advisory committees: (I) Audit and Risk Management and (II) People. See more on our website.

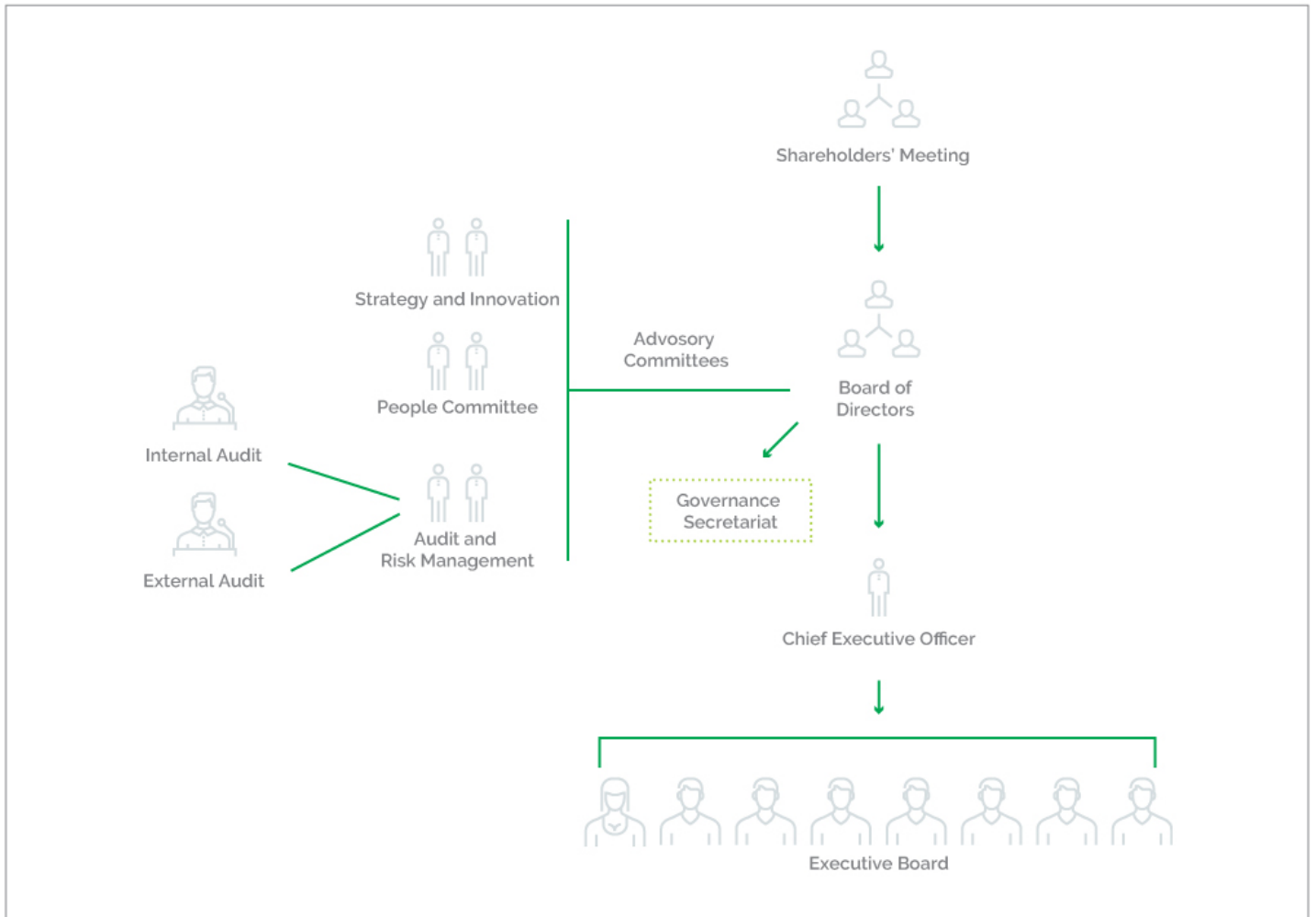
---

## Corporate Structure



Archy LLC (affiliated with GIC – Singapore sovereign fund)

## Governance Structure



Note: Algar Telecom has, in 2020, two advisory committees: People Committee and Audit and Risk Management Committee. The Strategy & Innovation Committee was extinguished in 2019.

## Board of Directors

The highest management body was created to ensure a professional and sustainable business, to make decisions and to define and monitor the strategies defined. The Board of Directors is supported by two specialized, non-deliberative committees that help the board members to deepen the analysis of specific topics in the decision-making process.

Every year the body is evaluated on three fronts: an analysis of the Board as a collegiate body, of the individual councilors, and of the Chairman of the Board. Currently, it consists of six board members, two of them independent.

Board of Directors	
Members	6 Members of the Board of Directors, with 2 Independent Members
Term of office	2 years
Meetings in 2019	10
Attendance percentage	100%
Total members in 2019	6 as of May 2018



## Board of Directors

Independent members	2
Age in 2019	Minimum: 52 Average: 63 Maximum: 84
Division by gender	83% men 17% women
BoD assessment	Annual

### Breakdown on December 31, 2019:

Election date: April 20, 2018

Investiture date: April 20, 2018

Term of office: 2020 Extraordinary Shareholders' Meeting

Member	Position	Age	Gender	External	Independent
Luiz Alexandre Garcia	Chairman	54	M	No	No
Eliane Garcia Melgaço	Vice President	52	F	No	No
Divino Sebastião de Souza	Member	67	M	Yes	No
Luiz Alberto Garcia	Member	84	M	No	No
Thilo Helmut Georg Mannhardt	Independent member	65	M	Yes	Yes
Luiz Eduardo Falco Pires Correa	Independent member	59	M	Yes	Yes

[Click here](#) to see details about the experience of each member of the Board of Directors.

To learn more about the profile of each member of the Board of Directors, go to the IR website of Algar Telecom.

## Advisory Committees

The Board of Directors is supported by two specialized, non-deliberative, and non-statutory committees that help the board members to deepen the analysis of specific topics in the decision-making process. Here they are: (I) Audit and Risk Management Committee, and (II) People Committee. Their members are elected annually by the Board of Directors, to which they report to. Similarly to the Board, the Committees also have internal regulations - approved by the Board of Directors in October 2017 - that regulate the operation and establish the responsibilities and attributions. The profile of the members of the Committees is available on the Reference Form on the Algar Telecom IR website.

### Audit and Risk Management Committee

Its work is to ensure quality, integrity, transparency and credibility of economic-financial disclosures, and promote the monitoring and management of corporate and operational risks, with effectiveness in internal and external audit processes and internal controls.

### Audit and Risk Management Committee

Members	At least 3 members, with at least one independent board member of the Company
Term of office	1 year
Meetings in 2019	9
Attendance percentage	100%
Total members in 2019	3
Independent Members in 2019	1
Age	Minimum: 65 Average: 69 Maximum: 78
Division by gender	100% men

Breakdown on December 31, 2019:

Election date: May 27, 2019

Investiture date: May 27, 2019

Term of office: until the 1<sup>st</sup> Meeting of the Board Directors (MBD) after the 2020 Annual Shareholder' Meeting (ASM).

Member	Position	Age	Gender	External	Independent
Thilo Helmut Georg Mannhardt	Board Member and Committee Coordinator	65	M	Yes	Yes
Carlos Biedermann	External expert member	66	M	Yes	No
Gilberto Loureiro	External expert member	78	M	Yes	No

[Click here](#) to see details about the experience of each member of the Audit and Risk Management Committee.

For details of each member of the Board of Executive Officers, go to Algar Telecom IR website.

### People Committee

Its mission is to ensure that Human Talents are strategically managed and that this should be seen by the stakeholders as a competitive differential of Algar Telecom; and to ensure that the best practices of corporate governance are adopted and constantly upgraded, to reinforce the company's vision of the future and its long-term prospects.

### People Committee

Members	Up to 4 members; with a minimum of one Member of the Board of Directors
Term of office	1 year
Meetings in 2019	5
Attendance percentage	100%
Total members in 2019	3

People Committee	
Independent members in 2019	0
Age	Minimum: 52 Average: 63 Maximum: 71
Division by gender	67% men 33% women
Assessment	Annual

### Breakdown on December 31, 2019

Election date: May 27, 2019

Investiture date: May 27, 2019

Term of office: until the 1<sup>st</sup> Meeting of the Board of Directors (MBD) after the 2020 Annual Shareholder' Meeting (ASM)

Member	Position	Age	Gender	External	Independent
Eliane Garcia Melgaço	Vice-Chairman of the Board of Directors and Committee Coordinator	52	F	Yes	No
José Luciano Duarte Penido	External Member	71	M	Yes	No
Silvio Genesini	External Member	67	M	Yes	No

[Click here](#) to see details about the experience of each member of the People Committee.

For details of each member of the Board of Executive Officers, go to Algar Telecom IR website.

### Board of Executive Officers

The Directors of Algar Telecom are responsible for complying with the strategic orientation determined by the Board of Directors. This body chooses key executives, based on qualification, experience, and value alignment, besides monitoring their performance.

Member	Position	Age	Gender	Term
Jean Carlos Borges	Chief Executive Officer*	52	M	Election date: April 25, 2017 Investiture date: April 25, 2017 Term of office: April 30, 2020
Oswaldo Cesar Carrijo	Vice-Executive Director of Business and Director of Wholesale Business*	65	M	Election date: December 6, 2018 Investiture date: December 6, 2018 Term of office: April 30, 2020
Túlio Abi-Saber	Vice-Executive Director of Finance, Investor Relations and Legal*	43	M	Election date: July 16, 2019 Investiture date: July 16, 2019 Term of office: April 30, 2020

Member	Position	Age	Gender	Term
Luis Antônio Andrade Lima	Executive Operational and Technology*	61	M	Election date: April 25, 2017 Investiture date: April 25, 2017 Term of office: April 30, 2020
Ana Paula Rodrigues	Director of Customer Relationship and People*	50	F	Election date: December 6, 2018 Investiture date: December 6, 2018 Term of office: April 30, 2020
Renato Paschoareli	Director of Regulatory and Strategy*	50	M	Election date: April 25, 2017 Investiture date: April 25, 2017 Term of office: April 30, 2020
Ricardo Antonio Canonici	Director of Transformation	46	M	Election date: April 25, 2017 Investiture date: April 25, 2017 Term of office: April 30, 2020
Augusto Marcos Nascimento Salomon	Director of Business Expansion	45	M	Election date: April 25, 2017 Investiture date: April 25, 2017 Term of office: April 30, 2020

\*Statutory Board of Executive Officers.

[Click here](#) to see details about the experience of each member of the Executive Board.

For details of each member and updated structure of the Board of Executive Officers, go to go to Algar Telecom IR website.