



BRAZILFOUNDATION EXECUTIVE COMPENSATION POLICY

Adopted on October 10, 2012

BrazilFoundation is committed to ensuring the appropriateness of compensation provided to the Executive staff of the organization. The Board of Directors (exclusive of any members whose salary is being evaluated) is responsible for annually evaluating the performance of the members of the Executive team and reviewing the compensation for those roles. For these purposes, the Executive team encompasses the following roles:

- President and CEO
- Vice President and Executive Director, Rio de Janeiro Office

If any Board members beyond the President and CEO have a financial interest or other conflict of interest in participating in this annual review and evaluation, he or she shall recuse him/herself from this annual process.

On an annual basis, the President and CEO will present the proposed compensation for the Executive team to the Board of Directors. After evaluating the performance of the Executive Team, the Board of Directors shall approve or modify the proposed compensation for the Executive positions.

The Board has the authority to retain consultants or other resources, as it deems appropriate, to assess the compensation provided to the employees filling the roles above.