

**Atento S.A.**  
*Société anonyme*  
**Registered office: 4, rue Lou Hemmer,  
L-1748 Luxembourg  
RCS Luxembourg: B 185761**  
**COMPENSATION COMMITTEE CHARTER**

**Organization**

This charter adopted by the Board of Directors (the “Board”) of Atento S.A. (the “Company”) governs the operations of the Compensation Committee (the “Committee”) of the Board. The Committee shall consist of at least two directors. The Company currently is a “controlled company” and a “foreign private issuer” each as defined in the listing standards of the The New York Stock Exchange. As a result of the Company's controlled company and foreign private issuer status, the Committee is not required to be comprised solely of independent directors. At such time as the Company is no longer a controlled company or foreign private issuer, and after any permissible phase-in period, each member of the Committee shall qualify (i) as an independent director and satisfy other requirements under the standards established by The New York Stock Exchange, (ii) as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and (iii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

Committee members shall be appointed by the Board. Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of their proceedings and actions.

The Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may meet in executive session outside the presence of the Company's executive officers. The Chief Executive Officer shall not be present during the Committee's voting or deliberations on the compensation of the Chief Executive Officer. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests. The Committee may, in its sole discretion and at the Company's expense, retain and terminate such legal, accounting or other consultants or experts, including compensation consultants, as it deems necessary in the performance of its duties and without having to seek the approval of the Board. In selecting any counsel, compensation consultant or other advisor (other than in-house legal counsel), the Committee must take into consideration specific independence factors identified in the listing standards established by The New York Stock Exchange to the extent the Company is subject to such standards. The Committee shall be directly responsible for the

oversight of the work of any counsel, compensation consultant or other advisor retained by the Committee.

### **Purpose and Responsibilities**

The Committee's primary purpose and responsibilities shall be:

- to review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, to evaluate the Chief Executive Officer's performance according to these goals and objectives and to determine and approve the Chief Executive Officer's compensation level based on this evaluation;
- to screen and recommend to the Board for approval individuals qualified to become Chief Executive Officer of the Company;
- to recommend to the Board with respect to the approval of the total compensation for the members of the Board by the general meeting of shareholders and to approve total compensation for senior executives, including oversight of all senior executive benefit plans;
- to oversee the Company's general incentive-compensation plans and equity-based plans; and
- to oversee compliance by the Company with the compensation reporting requirements of the SEC applicable to the Company.

### **Duties**

To fulfill its purpose and responsibilities, the Committee shall:

- Recommend to the Board the total compensation for the directors of the Company that is subject to the approval of the general meeting of shareholders and develop guidelines for non-employee directors to own designated amounts of Company ordinary shares
- Establish the total compensation package provided to the Chief Executive Officer, and approve the total compensation package provided to such other officers of the Company who are named in the Company's annual report on Form 20-F, and approve the actual compensation (including base pay adjustments, and any annual and long-term incentive payouts) paid to senior executive officers of the Company.
- Approve employment agreements, severance agreements and change of control agreements between the Company and its senior executive officers. Specifically as to the Chief Executive Officer, the Committee should review and approve the goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and set the Chief Executive Officer's compensation level based on this evaluation.
- Develop and review periodically succession plans of the Chief Executive Officer, and screen and recommend to the Board for approval candidate(s) for Chief Executive Officer.
- Review and recommend to the Board for approval the design of the benefit plans which pertain to directors, the Chief Executive Officer and other senior executive officers who report directly to the Chief Executive Officer.

- Recommend to the Board for approval the creation and/or revision of incentive compensation plans and equity-based plans affecting Company officers and grants thereunder.
- Produce and approve the disclosure on executive compensation included in the Company's annual report on Form 20-F or other reports filed with the SEC.
- Recommend to the Board for approval overall compensation policy throughout the entire Company.
- Review and recommend to the Board for approval changes to or adoption of retirement plans of the Company and periodically recommend to the Board for approval funding guidelines developed by the Committee.
- Administer the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so herein, any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan.
- At least annually, and as conditions dictate, the Committee shall evaluate its own performance.

This charter is effective as of the date indicated below. The Committee shall review and reassess the adequacy of this charter on an annual basis. Changes to this charter may only be made with the approval of the Board.

Adopted Effective as of October 1<sup>st</sup>, 2014