

Nvni Group Limited
Charter of the Compensation Committee
of the Board Of Directors of
Nvni Group Limited

September 29, 2023

I. Purpose of the Committee

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Nvni Group Limited, an exempted company incorporated with limited liability in the Cayman Islands (the “Company”), shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans; to review and approve the disclosure of executive compensation to be included in the Company’s Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the “SEC”); to prepare the Compensation Committee Report required by the rules of the SEC, if any; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s memorandum and articles of association (as amended, restated or otherwise modified from time to time, the “Articles”), or the Board.

II. Composition of the Committee

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market LLC (“Nasdaq”), subject to any available exception, and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and satisfy the requirements of Section 162(m) of the U.S. Internal Revenue Code for “outside directors,” and any other regulatory requirements.

The chairperson of the Committee shall be designated by the Board; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. Meetings and Procedures of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but at least once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary; *provided* that the Chief Executive Officer of the Company may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate. The provisions of the Articles relating to meetings of the board of directors of the Company shall apply equally to meetings of the committee unless otherwise stated herein.

IV. Duties and Responsibilities of the Committee

A. *Executive Compensation*

The Committee shall have the following duties and responsibilities with respect to the Company's executive compensation plans:

(a) to review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) to review at least annually any executive compensation plans of the Company in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;

(c) to evaluate annually the performance of the Chief Executive Officer in light of any goals and objectives of the Company's executive compensation plans, and, based on such evaluation, determine and approve, or make recommendations to the Board regarding, the Chief Executive Officer's compensation level. In determining or recommending to the Board the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Company in past years;

(d) to evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of any executive compensation plans of the Company, and, based on such evaluation, determine and approve, or make recommendations to the Board regarding, the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining or recommending to the Board the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer;

(e) to evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors, and to make recommendations to the Board regarding such compensation;

(f) to review and approve any employment agreements, severance or termination arrangements and any other compensatory contracts or arrangements to be made with any executive officer of the Company;

(g) to consult with the Chief Executive Officer on any decisions to retain or terminate any executive officer (except termination under exigent circumstances);

(h) to perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan;

(i) to review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board;

(j) to prepare and approve the disclosure of executive compensation for inclusion in the Company's annual report on Form 20-F;

(k) to review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements;

(l) to review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees;

(m) to prepare the Compensation Committee Report, if any, required by the rules and regulations of the SEC;

(n) to review annually travel and entertainment expenses incurred by the Chief Executive Officer and other executive officers; and

(o) to perform such additional activities, and consider such other matters, consistent with the scope of the Committee's responsibilities under this Charter, the purposes of the Committee, the Company's Articles and applicable Nasdaq rules.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(a) to review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;

(b) to review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate;

(c) to review all equity-compensation plans to be submitted for shareholder approval under the Nasdaq listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement; and

(d) to perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

V. Role of Chief Executive Officer

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers (other than the Chief Executive Officer) and the Company's director compensation arrangements.

VI. Delegation of Authority

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate, including (a) a subcommittee consisting of a single member, and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder.

VII. Evaluation of the Committee

The Committee shall, on an annual basis and in coordination with the Nominating and Corporate Governance Committee, evaluate its performance. The evaluation shall address all matters that the Committee considers relevant to its performance, including a review and assessment of the adequacy of this Charter, and shall be conducted in such manner as the Committee deems appropriate. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation.

VIII. Review of Charter

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

IX. Investigations and Studies; Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the reasonable expense of which shall be borne by the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel, after taking into consideration all relevant factors the Committee deems appropriate to such advisor's independence, including factors specified in the Nasdaq listing standards or other applicable rules and regulations. Nothing herein requires a compensation consultant, legal counsel or other adviser to be independent.

Nothing herein shall be construed: (1) to require the use or retention of a compensation consultant, legal counsel or other adviser to the Committee; (2) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (3) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable U.S. federal or state law.