

**Nvni Group Limited**  
**Policy for Hiring Current or Former Employees**  
**of Independent Auditor**

**September 29, 2023**

**Statement of Policy**

Current or former employees of the Independent Auditor (as defined below) of Nvni Group Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are often valuable additions to the Company. Such individuals’ familiarity with the Company’s business and their personal rapport with Company employees may be attractive qualities when filling a key Company opening. To (a) ensure that the Company’s hiring of such persons does not impair the independence of the Independent Auditor, (b) ensure compliance with all applicable securities laws and regulations, stock exchange listing requirements, accounting standards, accounting controls and audit practices, and (c) avoid any potential conflict of interest either in fact or appearance, the Audit Committee of the Board of Directors of the Company (the “Audit Committee”) has adopted this policy on behalf of the Company for restricting in certain circumstances the employment by the Company of a current or former employee of the Independent Auditor.

**Restrictions on Hiring**

1. The Company shall not employ, nominate or permit to serve on its Board of Directors any current partner, principal, shareholder or professional employee of the Independent Auditor.
2. The Company shall not employ a former partner, principal, shareholder or professional employee of the Independent Auditor for a position with the Group in a financial reporting oversight role if such individual was the lead or concurring partner or any other member of the audit engagement team who provided more than ten hours of audit, review or attest services to the Group, unless in each case the employment with the Independent Auditor terminated at least two years prior to the Company’s extension of an offer to such person. The terms “financial reporting oversight role” and “audit engagement team” have the meanings specified below.
3. The Company shall not employ a former partner, principal, shareholder or professional employee of the Independent Auditor for a position with the Group in which the person is in a position to influence, or does exercise more than minimal influence over, the contents of the accounting records of the Company or anyone who prepares the accounting records of the Group (an “accounting role”) or a financial oversight role unless such individual: (a) does not influence the Independent Auditor’s operations or financial policies; (b) has no capital balances in the Independent Auditor; and (c) has no financial arrangement with the Independent Auditor (other than a financial arrangement that is permitted by the rules of the U.S. Securities and Exchange Commission).
4. The Company shall not hire the spouse, spousal equivalent, parent, dependent, nondependent child or sibling of any “covered person in the firm” (as defined in Rule 2-01(f)(11) of Regulation S-X) of the Independent Auditor for a position with the Group in an accounting role or a financial reporting oversight role.
5. The Company shall also comply with any more restrictive hiring terms and conditions contained in any engagement letter between the Company and any Independent Auditor.

## Exemptions

As provided in Rule 2-01(c)(2)(iii)(B)(2) of Regulation S-X, Section 2 of this policy shall not be applicable to (a) individuals employed by the Company as a result of a business combination between the Company and an entity that is also an audit client of the Independent Auditor, provided that employment was not in contemplation of the business combination and the Audit Committee is aware of the prior employment relationship, or (b) individuals employed by the Company due to an emergency or other unusual circumstance, provided that the Audit Committee determines that the relationship is in the best interest of the shareholders.

## Definitions

1. “Audit engagement team” means all partners, principals, shareholders and professional employees who participate in an audit, review or attestation engagement of the Group, including audit partners and all persons who consult with others on the audit engagement team during the audit, review or attestation engagement regarding technical or industry-specific issues, transactions or events.
2. “Financial reporting oversight role” means a role in which a person is in a position to exercise or actually exercises influence over the contents of the Group’s financial statements or other financial information included in the Company’s reports to the U.S. Securities and Exchange Commission or over anyone who prepares such financial statements or other information, such as a member of the Board of Directors or similar management or governing body, chief executive officer, president, chief financial officer, chief operating officer, general counsel, chief accounting officer, controller, director of internal audit, director of financial reporting, treasurer or any equivalent position.
3. “Independent Auditor” means one or more registered public accounting firms then engaged as the Group’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services, including with regard to any registered public accounting firm engaged to audit the financial statements of any retirement or other employee benefit plan of the Company that is not the Independent Auditor of the Group’s financial statements.