

Nvni Group Limited
Charter of the Nominating and Corporate Governance
Committee of the Board of Directors of
Nvni Group Limited

September 29, 2023

I. Purpose of the Committee

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nvni Group Limited (the “Company”) shall be to identify individuals qualified to serve as directors of the Company and on committees of the Board; to recommend to the Board the director nominees for election at the next annual meeting of shareholders; to advise the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and to oversee the evaluation of the Board and the Company’s management.

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.

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 may 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.

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; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

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 Company’s

memorandum and articles of association (as amended, restated or otherwise from time to time, the “Articles”) relating to meetings of the Board shall apply equally to meetings of the committee unless otherwise stated herein.

IV. Duties and Responsibilities of the Committee

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) to assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates;

(b) to review the background and qualifications of individuals being considered as director candidates, including making a specific determination as to the independence of each candidate under U.S. Securities and Exchange Commission (“SEC”) and Nasdaq rules, as applicable, and such other criteria as adopted by the Board. Among the qualifications considered in the selection of candidates, the Committee shall look to the criteria set forth in the Company’s corporate governance guidelines and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board;

(c) to recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Articles, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time;

(d) consider potential nominees properly recommended by shareholders, but the Committee has no obligation to recommend such candidates for nomination; and

(e) to review the suitability for continued service as a director of each Board member when his or her term expires and, in accordance with the corporate governance guidelines, when he or she has a material change in status, including, but not limited to, an employment change.

B. Board Composition and Procedures

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) to review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by Nasdaq (subject to any exemption and phase-in accommodations, as applicable);

(b) to review periodically the size of the Board and to recommend to the Board any appropriate changes;

(c) to make recommendations on the frequency and structure of Board meetings; and

(d) to make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure related to corporate governance or corporate governance principles.

C. The Committee

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) to monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees;

(b) to review annually committee size, membership, qualifications and composition, including chairpersonships, and recommended any changes to the Board for approval, and to recommend individual directors to fill any vacancy that might occur on any committee of the Board; and

(c) to recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) to develop and recommend to the Board a set of corporate governance guidelines for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance guidelines developed and recommended by the Committee shall address the following:

- (i) director qualification standards;
- (ii) director responsibilities;
- (iii) director access to management and, as necessary and appropriate, independent advisors;
- (iv) director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate;
- (v) director orientation and continuing education;
- (vi) management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer; and
- (vii) annual performance evaluation of the Board.

(b) to review periodically the corporate governance guidelines adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes to the Board; and

(c) to consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board and its committees

The Committee shall be responsible for overseeing an annual evaluation of the Board as a whole and its committees, and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee may establish procedures to allow it to exercise this oversight function.

F. Miscellaneous

The Committee shall 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 Articles and applicable Nasdaq rules.

V. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation.

VI. Review of this Charter

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

VII. 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 retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

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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 federal or state law.