



POLICY FOR  
RELATED PARTY  
TRANSACTIONS



## POLICY FOR RELATED PARTY TRANSACTIONS

Any transactions between companies within the Zenvia Group or between companies within the Zenvia Group and Related Parties entail risks of actual or apparent conflicts of interest that could undermine the Company's financial interests and the value of its shares. Considering these risks, the Board of Directors has approved this Policy for Related Party Transactions (the "**Policy**"), as outlined below.

This Policy is intended to complement, not replace, other corporate documents and Company policies that may be applicable to Related-Party Transactions ("**RPT**"), such as the Bylaws of Zenvia Inc. or the Company's Code of Ethics. In particular, this Policy does not apply to decisions regarding compensation plans or benefits to be paid or granted to the directors and officers of the Company.

1. A Related Person Transaction ("**RPT**") will be considered "Material" for the purposes of this Policy if it involves, either individually or in combination with other similar RPTs entered into within a maximum period of 12 (twelve) months, a cumulative amount equal to or exceeding R\$ 500,000.00 (five hundred thousand Brazilian Reais).
2. In cases where a RPT exclusively involves Company's related entities ("**Intragroup RPT**") it will be considered "Material" if the cumulative value exceeds R\$10,000,000.00 (ten million Brazilian Reais), either individually or in conjunction with other RPT of similar subject and parties contracted within a period of up to 12 (twelve) months.
3. Prior to being consummated, any RPT or Intragroup RPT, as well as any related addendum, must be submitted for prior approval according to the specified thresholds:
  - (i) Non-Material RPT or Non-Material Intragroup RPT – prior approval by a Committee designated by the Audit Committee. Until further notice, the Audit Committee has appointed the Cash and Financial Risks Commission to serve as the Commission (the "**Commission**").
  - (ii) Material RPT or Material Intragroup RPT – prior approval by a Committee of the Board of Directors composed solely of independent directors, as defined by the "independence" criteria specified in the applicable rules of NASDAQ or the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and disinterested. Until further notice, the Board of Directors has designated the Audit Committee to serve as the Committee (the "**Committee**").
4. Regardless of materiality, any RPT involving a Related Person to a member of the Commission and/or the Committee will be reviewed and pre-approved by the majority vote of disinterested members of the Board of Directors.
5. Any RPT that, due to the involved value, should be approved by the Board of Directors and/or the General Shareholders Meeting as per the Bylaws of Zenvia Inc. or any applicable law, must be submitted to the respective competent body, accompanied by a preliminary report prepared by the Committee stating the recommendation regarding such RPT.



6. Monthly, the Commission and/or the Company's management shall present to the Committee a report listing all Non-Material RPTs entered into by the Company in the immediately preceding period, if applicable. The Committee shall assess and either approve or disqualify the transactions outlined in the report. The Committee will advise the Company's management on appropriate actions to be taken regarding a disqualified RPT.

In the context of a review, approval, rejection, ratification, or disqualification of a Related Party Transaction, the Commission and/or the Company's management may be required to provide information to the Committee, as applicable:

- The name of the Related Person, the reason for their identification as a Related Person, all essential terms of the transaction in question, including the amount in Brazilian Reais of the transaction value, the amount in Brazilian Reais of the Related Person direct or indirect interest in the transaction, and any other relevant information concerning the transaction or the Related Person in question;
- If the transaction in question must be disclosed to the market through a filing required by the Securities Act of 1933, as amended (the "**Securities Act**"), the Exchange Act, and other applicable regulations, and to the extent such filing is necessary, ensure that the transaction in question is disclosed in accordance with such regulations;
- If the transaction in question may result in a breach of financial covenants or related obligations stipulated in financial agreements or bank indebtedness of the Company, as applicable;

When reviewing a Related Person Transaction and preparing the reports stipulated in this Policy, the Commission, the Committee, the Board, or disinterested directors, as the case may be, shall take into account all relevant facts and circumstances, including without limitation:

- The nature of the Related Person's interest in the transaction;
- The essential terms of the transaction;
- The importance of the transaction for both the Company and the Related Party;
- If the transaction involves a conflict of interest capable of impacting the ability of a director or officer of the Company to judge and act in the best interest of the Company;
- Whether the amount and terms of the transaction are substantially similar compared to market standards and/or those of similar transactions previously carried out by the Company with Related Parties, if any;
- If there are no available market standards or comparable transactions, whether there is a substantial advantage for the Company in carrying out the transaction with a Related Party instead of an unrelated party;



- Any other matters that management or the Committee or disinterested directors, as the case may be, deem appropriate.

In addition, in connection with any approval or ratification of a transaction with a Related Party involving a non-employed independent director or person appointed to the position of independent member of the Board of Directors, the Committee or the disinterested directors, as the case may be, shall consider whether such a transaction would undermine the qualification of such an independent director under Rule 10A-3 of the Exchange Act if such director is also a member of the Audit Committee.

The Committee or disinterested directors, as applicable, will not approve or ratify a Related Party Transaction unless it has judged, in good faith and after consideration of all relevant information, that the transaction in question is consistent with the best interests of the Company. The Committee or disinterested directors, as applicable, may also conclude, after reviewing all relevant information, that the transaction does not constitute a RPT and that, therefore, no further revision is required under this Policy.

A RPT that has been consummated, during the term of this Policy, without the prior analysis and approval of the Commission or Committee, must be submitted for evaluation by the Committee or by the majority of disinterested directors within a maximum period of up to 30 (thirty) days, counted from the acknowledgment about this fact by the management. The Committee may ratify such RPT, which, therefore, will no longer be considered a violation of this Policy.

For purposes of this policy, the following definitions apply:

- **“Related Person”** shall have the meaning given to such term in Item 7.B of Form 20-F, as follows:
  1. legal entities that directly or indirectly, through one or more intermediaries, control, are controlled or are under common control in relation to the Company;
  2. unconsolidated legal entities over which the Company has significant influence, or which have significant influence over the Company;
  3. individuals who have, directly or indirectly, voting power in the Company's resolutions that give them significant influence over the Company, and close family members of any of these individuals;

key management personnel of the Company, i.e. those persons with authority and responsibility for planning, directing and controlling the activities of the Company, including directors and officers and close members of the families of such individuals; and

4. legal entities in which any person described in items (c) or (d) above holds, directly or indirectly, a substantial share in the voting power, directly or indirectly, or over which such person is capable of exercising influence significant, including companies owned by directors or major shareholders



of the Company, and companies that have a key member of management in common with the Company.

Close family members of an individual are those who can be expected to influence or be influenced by that person in their dealings with the Company.

Significant influence over a company is the power to participate in the company's financial and operating policy decisions, but it is less than control over those policies. Shareholders who own 10% (ten percent) of a Company's voting power are presumed to have significant influence in the Company.

- **“Transaction between Related Parties”** means any transaction between the Company and any Related Party whose disclosure would be required pursuant to Item 7.B of Form 20-F (see Exhibit A). A transaction includes, but is not limited to, any financial transaction, arrangement or bond (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

Any doubt about the applicability or better interpretation of this Policy in a specific case, as well as eventual omissions, must be forwarded immediately to the Audit Committee or its designee.

The Board shall review this policy from time to time and make changes as appropriate. Any amendments to this Policy shall depend on the approval of at least the majority of independent members of the Board.

Adopted by the Board of Directors.

First Version: May 8, 2021.

Revised in: Aug 14, 2023.

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**Exhibit A**

**Extract from Item 7.B of Form 20-F:**

B. ***Transactions between related parties.*** Provide the information required below for the company's three prior financial years up to the date of the document, with respect to **transactions or loans** between the company and (a) companies that, directly or indirectly, through one or more intermediaries, control, are controlled by or under common control with the company; (b) associates; (c) individuals who have, directly or indirectly, voting power in the company's resolutions that give them significant influence over the company, and close family members of any of these individuals; (d) key management personnel, that is, those persons with authority and responsibility for planning, directing and controlling the activities of the company, including directors and officers of companies and close members of the families of such individuals; and (e) companies in which any person described in items (c) or (d) above holds, directly or indirectly, a substantial share in the voting power, directly or indirectly, or over which such person is capable of exercising influence significant, including companies owned by directors or major shareholders of the Company, and companies that have a key member of management in common with the Company. Close members of an individual's family are those who can be expected to influence, or be influenced by, that person in their dealings with the Company. Significant influence over a company is the power to participate in the company's financial and operating policy decisions, but it is less than control over those policies. Shareholders who own 10% (ten percent) of a Company's voting power are presumed to have significant influence in the Company.

1. The nature and extent of any transactions or currently proposed transactions that are material to the company or related party, or any transactions that are unusual in nature or conditions, involving goods, services or tangible or intangible assets, of which the company or any of its parent companies or subsidiaries has been a party.
2. The amount of outstanding loans (including guarantees of any kind) made by the company, its parent company or any of its subsidiaries to or for the benefit of any of the persons listed above. The information provided must include the largest amount outstanding during the covered period, the amount outstanding as of the last practicable date, the nature of the loan and the transaction in which it was incurred, and the interest rate on the loan. In addition, if the company, its parent company or any of its subsidiaries is a foreign bank (as defined in 17 CFR 240.13k-1) that has made a loan to which Instruction 2 of this Item does not apply, identify the director, member of senior management or other related party to be described by this Item who received the loan, and describe the nature of the loan beneficiary's relationship with the foreign bank.