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# Code of Ethics and Conduct

## Opening Message

For Nuvini transparency and professionalism are fundamental to the smooth running of everything we do. This Code of Conduct and Ethics was created from the review of our Compliance Policy, being the basis for actions that formalize the ethical conduct required in internal and external relations. The conduct of both Nuvini and its employees must be based on the values and actions set forth in this Code. Thus, we will be able to ensure a posture that we consider fundamental for the creation of a healthy business environment and a fairer society. - Pierre Shurmann - CEO

### What is this Code of Conduct?

This Code of Ethics and Conduct establishes the ethical standards to be adopted among all employees of Nuvini and the companies of the group, and shall be applied in conjunction with the other regulations and internal norms of Nuvini.

This Code was approved by the Board of Directors of the Company in a meeting held on March 1, 2021 and is applicable to all employees of Nuvini, who must read this Code and sign, prior to their admission, the term of awareness and responsibility in Annex I of this Code.

Customers, suppliers and service providers of any company of Nuvini Group will have in their contracts a clause providing for commitment to observe and enforce the rules of this Code of Ethics and its complementary standards, according to the model in Annex I.

The standards, principles and recommendations written in this document represent our values, our commitment to the law and the best corporate governance practices required of a Public Company. What is written here should be widely disseminated and shared among all employees of Nuvini, including its partners, shareholders, investors, board members, employees, interns, apprentices and freelancers, regardless of position, role or tenure. Anyone representing Nuvini must abide by this Code.

This Code is not intended to clarify, in detail, all the rules and conduct guidelines that we expect from you. However, if you have any doubts about any point covered in this document, you can consult our internal rules, which are available at [www.nuvini.com.br](http://www.nuvini.com.br). If necessary, do not hesitate to ask your manager or Nuvini's Compliance team.

Failure to comply with this Code may result in punishments ranging from counseling and training to verbal warnings, suspension or even termination for cause. If you believe that Nuvini or any of its employees are violating any law, regulation or even its own values, report it to the Compliance team.

## Definitions

**Collaborator** - Any person, by his own means or through third parties, who maintains a contractual legal relationship with Nuvini or any company of the Group, including its partners, shareholders, investors, advisors, employees, trainees, apprentices, representatives and freelancers, regardless of position, function or time of linkage.

## Nuvini's Principles, Values and Duties

### I. Commitment to the user

All employees and recipients of this Code should always seek the highest standards of excellence in customer service, through innovative deliveries and continuous improvement of processes of Nuvini, with the highest sense of commitment and responsibility

### II. Transparency

Nuvini values transparency in the information provided to its customers, suppliers and investors and follows strict rules and standards of integrity and veracity in the disclosure of relevant facts to the market.

### III. Ethics and Professional Integrity

We believe that all internal rules, laws and good practices do not exhaust the notion of what is the right thing to do. Therefore, we believe that ethical reflections and ensuring the professional integrity of employees for Nuvini should be a fundamental pillar of our existence, which includes respect for the rights and privacy of our customers, partners and competitors and repudiation of any form of discrimination, fraud, corruption or illegal acts of any kind.

In addition, we base our work on impartiality and decision-making without conflicts of interest. We do not accept:

- a. Any employee uses his or her position within Nuvini to obtain advantages or benefits for themselves or others;
- b. Practice of trade or any activity of religious, political or partisan nature within the premises and virtual environments of the companies of Nuvini Group;
- c. Conduct that threatens or harms the work environment;
- d. Influence of any person within Nuvini in hiring an employee, supplier, service provider or any partner of the group companies;
- e. Dissemination of content in public spaces or social networks in disagreement with the values and principles established in this Code or in other internal norms of Nuvini.

### IV. Information Protection

Aware that in our activities we process personal data and sensitive and confidential information, Nuvini is committed to ensure the confidentiality and processing of data and information in accordance with the highest legal, ethical and good market practice standards.

### V. Collaboration

We believe that it is only possible to grow fast and deliver great solutions through collaborative work. Nuvini always respects and gives voice to its employees to exchange ideas, reflections and positions about our products and our operations. And we strongly reprehend any form of aggressive or discriminatory communication regarding race, color, origin, gender, sex, age, religion or any other element that harms people's dignity.

## Decision Making

At Cloudini, we highly value the autonomy and critical sense of our employees, because we don't think it makes sense to hire people and then tell them what to do. That is why we have adopted creative and simplified internal processes, which are intended only to establish the minimum necessary standards for security, standardization, and corporate governance.

In return, we expect you, if you make a mistake or see a violation of this code, to report it immediately to your manager or the appropriate person in accordance with Nuvini's internal rules.

As a guide to facilitate the decision-making process in any work circumstance, we recommend this Test:

<b>Etapa</b>	<b>Pontos de atenção</b>
<b>Conhecer a situação</b>	Você tem dúvidas se sua decisão está dentro dos nossos padrões éticos?
	Você percebeu ou desconfia que seus colegas de trabalho, clientes ou fornecedores estão agindo em desacordo com este Código?
<b>Pense antes de agir</b>	Se você responder sim a alguma das perguntas anteriores, faça um resumo da situação, incluindo opções de ação, consequências e possíveis atingidos.
<b>Teste sua decisão</b>	Sua decisão contraria alguma lei ou norma da Nuvini?
	O que você vai fazer é correto?
	Sua decisão refletirá negativamente para você, seu time ou para a Nuvini?
	Quem mais poderá sofrer os impactos da sua decisão? Essas pessoas estão cientes disso?
	Você ficaria envergonhado se outras pessoas soubessem que você tomou essa decisão?
	Existe uma alternativa que não lhe traz um dilema ético?
	Se essa notícia fosse veiculada na mídia, teria repercussão ruim?
	O que uma pessoa sensata pensaria se tomasse conhecimento dessa sua decisão?
	Essa decisão vai lhe tirar o sono?
<b>Decida com confiança</b>	Comunique formalmente sua decisão e o racional às partes interessadas.

## Work Environment

We value harmonious and respectful coexistence in the work environment of Nuvini, encouraging team spirit and a work environment with quality of life, which is a very important differential in attracting and retaining talent.

We do not accept any form of discrimination in our environment and growth opportunities in Nuvini group companies are equal for all.

On special occasions (e.g. parties, happy hours, get-togethers, etc.) and as long as it does not interfere with the work progress and the good work environment, the moderate consumption of alcohol on the premises of the Group's companies is allowed.

Under no circumstances will the use of illicit drugs be allowed on Nuvini's premises or even when the employee is carrying any clothing or adornment that identifies him/her as a Nuvini employee, such as: t-shirts, shirt buttons, caps, notebooks, badges, etc.

Nuvini does not contribute, compact or participate, directly or indirectly, in the activities of political parties, social movements, committees, political organizations or civil society, unions or any public body.

## Diversity and Inclusion

At Nuvini we value diversity in gender, race, thought, choice and sexual orientation. We do not tolerate jokes, humor related to metaphors or phrases that may in any way be offensive to underrepresented groups (women, people who are part of the LGBTQIA+ group, black people, among others), involving someone's appearance, self-esteem, personality or physical body, regardless of who that person is. We also do not tolerate hate speech towards anyone.

## Nuvini Integrity and Assets

All of Nuvini's resources and assets, including physical infrastructure, e-mail addresses, internet, electronic equipment of any nature, computers, cell phones and software shall be used for professional purposes only and in accordance with the rules and guidelines established by this Code and its ancillary Policies.

It is everyone's obligation to act with a sense of ownership and to care for the preservation of the good physical condition and use of work tools. The use of the infrastructure provided by the companies of the Group may be inspected at any time and without prior notice by Nuvini.

Access to company premises must be restricted to employees and eventual suppliers or service providers after proper identification, except in areas of common use or in exceptional cases, such as corporate events with external guests. In any case, confidential information must not be handled in the common use areas of the facilities.

## Conflict of Interest

Conflicts of Interest occur when an employee is in a situation where he/she may be led to make decisions based on personal matters or in favor of third parties, and not in the best interest of Nuvini.

Conflict of interest situations are often unexpected and beyond the control of employees, but it is everyone's duty to report the conflict so that it can be monitored. In this sense, we do not allow our employee:

- a. Maintain any kind of private business relationship, by itself or through third parties, with investors, customers, partners, suppliers or employees of the companies of the Nuvini group in order to represent a commercial advantage;
- b. Use your position, function or in any way the name of Nuvini and its group companies to influence decisions in favor of your own interests;
- c. Hiring relatives, friends, spouse, or business partner without authorization from your supervisor;

The performance of parallel activities is allowed by Nuvini, provided that: (i) it is not related to competitors of any company of the Nuvini group; (ii) an employee is not a partner or provides services to a supplier or partner of Nuvini; (iii) the hours of the parallel activities do not conflict with the contractual working hours with Nuvini; (iv) the activity is expressly authorized by the employee's superior.

Affectionate and kinship relationships between Nuvini employees is a potential conflict of interest and, therefore, must always be reported to Nuvini's Compliance team, so that the feasibility of the related persons working together can be analyzed.

### Fraud, gifts and sponsorships

For purposes of this Code, fraud shall be understood as a situation in which Nuvini or any group company is misled by an employee, supplier or any person with the intent to obtain an improper advantage, financial or otherwise. Some examples: alteration of financial data and reports; falsification of medical certificates.

We also do not accept anti-competitive or fraudulent practices in its business relationships, such as: simulation, manipulation, use of privileged information, or any professional practice that violates the law, this Code, or good customs.

These are examples of unacceptable practices:

Improper or facilitation payments: authorizing, offering, promising, giving, requesting or accepting any money, gifts, discounts, perks or any other form of advantage that could in any way influence a Nuvini employee's business decision making.

Procurement and Selection Processes: we select customers, partners, employees and suppliers according to objective criteria and the competence, integrity of these people and the convenience and opportunity of hiring for Nuvini. In any case, no Nuvini employee is authorized to start or maintain business with any person whose practices and values are not aligned with what is described in this code.

In no event shall Nuvini employees accept any gift, aid, gratuity, sponsorship or benefit of any kind in excess of \$100.00 (one hundred US dollars) from any third party related to Nuvini, such as suppliers, customers or business partners. When in doubt about the value of the gift, benefit or present being offered, do not accept it!

When it is not possible or impractical to refuse the gift, the employee must immediately hand in the gift to his or her superior or to the Compliance team, which must dispose of the good or raffle it among all the employees of the group's companies.

All sponsorships must be approved in advance by the Nuvini Compliance team.

### Anti-Corruption and Anti-Bribery Laws

Nuvini does not condone absolutely no practices related to bribes, kickbacks, illegal payments and any offer of items or advantages that could improperly influence or reward a customer or supplier to contract any of our services, whether they are provided directly by a Nuvini group company or through a third party such as a distributor, contractor, freight forwarder or any other representative.

Any third party conducting business on behalf of Nuvini must be aware of our rules.

### Use of Communication and Information Systems

Communication should be done in a professional, ethical manner and always aimed at maintaining Nuvini's reputation.

It is prohibited to pass on information of any nature regarding Nuvini to friends, the press or public entity any information owned by Nuvini Group companies, except when authorized or when your activity is related to Marketing or Public Relations.

### Our reporting and whistleblowing channels

If you witness or become aware, in any way, of any violation of this code or any Nuvini's Internal Policy or Standard, it is your duty to report immediately to your supervisor and to Nuvini's Compliance team, through the available channels (NuviLine through the Digital Ombudsman platform ([www.ouvidordigital.com.br/gruponuvini](http://www.ouvidordigital.com.br/gruponuvini)) (<http://www.ouvidordigital.com.br/gruponuvini>)), email, Slack and others), ensuring the secrecy and confidentiality of the source. In the case of the official reporting channel (NuviLine), we reinforce the guarantee of anonymity of the whistleblower and non-retaliation against those who report in good faith or support the investigations).

In addition, it is the duty of all employees of Nuvini to cooperate, as necessary, to safeguard and enforce the rules set forth in this Code, which represent the implementation of our values and our way of working.

### Non-retaliation

Nuvini will ensure, when requested by the whistleblower, their absolute anonymity and will provide them with knowledge and visibility of the measures taken. Nuvini does not tolerate any kind of retaliation to whistleblowers or cooperate in any way with an investigation, application of sanction or any measure related to safeguarding the provisions of this code.

### Questions and Advice

If you have questions about anything related to this Code of Ethics and Conduct, you can check our Internal Policies and Standards available at [www.nuvini.com.br](http://www.nuvini.com.br) or consult directly with the responsible sectors the managers, directors and other leaders of Nuvini.

In addition, you can also, at any time, access Nuvini's Ethics channel at [www.ouvidordigital.com.br/gruponuvini](http://www.ouvidordigital.com.br/gruponuvini) (<http://www.ouvidordigital.com.br/gruponuvini>), conducted by experts who will make every effort to maintain your anonymity and the confidentiality of your reports.

### Training

We will have periodic and specific trainings

Everyone must participate, in all trainings

Failure to sign or participate in the training sessions does not affect the employee's duty to comply with the code.

## General Provisions

The Board of Directors of Nuvini Group shall submit this Code of Ethics and Conduct to periodic reviews, with the participation of the Legal, Compliance, Audit and Internal Controls teams. Eventual investigations, sanctions or procedures of any nature related to the application of this code shall be conducted in the most discreet and confidential manner possible, for the purpose of preserving the image, intimacy and moral integrity of those involved. Any information, data, document, meeting or procedure related to this Code or conducted by Nuvini's Compliance team shall be treated as Confidential for all purposes, as per our Information Security Policy.

## About Us

We are a  
B2B SaaS  
ecosystem of  
companies growing  
profitable

We select and  
acquire SaaS B2B  
companies in Brazil  
and Latin America  
We are a liquidity  
solution for

startups and a  
value investment  
alternative for our  
investors.

## Institutional

Contact(<https://nuvini.com.br/contato/>)

Name  
Investor (<https://nuvini.com.br/investor-Relationsrelations/>)

Code

Your e-mail address

REGISTER

Ethics (<https://nuvini.com.br/codigo-and-de-etica-and-conduct/>)  
Conduct

Channel (<https://nuvini.com.br/ouvidor-Nuvi.linedigital/>)

Protection ([https://www.privacidade.com.br/portal-de-privacidade/?](https://www.privacidade.com.br/portal-de-privacidade/?token=95b555a45bcd7cae60fb1593496acd46&site_url=https://nuvini.c)

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