

Reference Form Legal Entity

Vinci SPS Gestão de Recursos Ltda.

CNPJ: 16.954.358/0001-93

(information provided based on the positions on December 31, 2023)





1. Identification of the persons responsible for the form's content

Name of the persons responsible for the form's content

- i. Marcelo Mifano
- ii. Julya Sotto Mayor Wellisch

Position of the Responsible Persons

- i. Head of portfolio management;
- ii. Head of compliance and implementation of rules, procedures and controls, both internal and as provided in this rule (*Resolução*);
- 1.1. The above identified officers responsible for the portfolio management and for the compliance and implementation of rules, procedures and controls, both internal and as provided in this rule (*Resolução*), state that:
 - a. They have revised the reference form;
 - b. All information included herein is a true, precise and complete depiction of the structure, businesses, policies and practices adopted by the company.

Origin	nal signed by
Marcelo Mifano	Julya Sotto Mayor Wellisch



2. History of the company

2.1. Brief history about the company's organization

SPS Capital Gestora de Recursos Ltda., currently known as Vinci SPS Gestão de Recursos Ltda. ("Vinci SPS") started operating in December 2017. It is the indirect subsidiary of Vinci Partners Investimentos Ltda. focused mainly on discretionary investment management through investments primarily in certain securities and credit assets known as Special Situation.

2.2 Description of the material changes undergone by the company in the last five (5) years, including:

a) main corporate transactions such as merger, acquisition, split-off, sale and purchase of controlling interests

On August 16, 2022, Vinci Soluções de Investimentos Ltda., a direct subsidiary of Vinci Partners Investimentos Ltda. ("VPI"), acquired the majority control of Vinci SPS, which then became a member of the Vinci Group.

On October 10, 2023, Vinci Partners Investments Ltd. ("Vinci Investments"), which is the sole member of VPI – which, in turn, is the direct controlling company of the Vinci Group's asset management companies – and Ares Management Corporation ("Ares"), one of the world's leading alternative investment managers, announced a US\$100 million investment by Ares in Vinci Investments and the formation of a strategic partnership to support the growth and expansion of Vinci Investments' business in Latin America.

On June 28,2024, VPI, through its subsidiary Vinci Gestora de Recursos Ltda, acquired control of MAV Capital Gestora de Recursos SS Ltda, which then became part of the Vinci Group.

b) Scope of activities

Vinci SPS has not undergone any material changes in the last five years.

c) Computing and human resources

As from August 2022, Vinci SPS started using Vinci Group's technology and infrastructure resources.

d) Rules, policies, procedures and internal controls

In August 2022, Vinci Group's policies, manuals and internal controls were adjusted to include Vinci SPS's activities and controls.

3. Human Resources

Human Resources – Vinci SPS	Quantity
1) Partners	4
2) Employees/Workers	16

3) Outsourced Workers	0
4) Portfolio Managers	1

Portfolio Managers	CPF
Marcelo Mifano	302.635.668-97

4. Auditors

Vinci SPS is audited by independent external auditors through the annual audit of Vinci Group's holding company, Vinci Investments, performed by PricewaterhouseCoopers Auditores Independentes, CNPJ/MF: 61.562.112/0002-01, which issued the audit report on the Financial Statements.

5. Financial resilience

5.1. Based on the financial statements:

Vinci SPS states that:

a. revenue resulting from the management fees referred to in item 9.2 "a" is enough to cover the company's costs with and investments in the portfolio management activities.

b. the members' equity of the company accounts for more than 0.02% of the assets under management addressed in item 6.3.c and exceeds three hundred thousand reais (R\$ 300,000.00).

5.2 The financial statements and report provided for in § 5 of section 1 of this rule (*Resolução*) (submission of these financial statements and this report is mandatory only for fund managers registered as fiduciary administrator according to item II of § 2 of section 1.)

Not applicable.

6. Scope of activities

6.1. Describe in detail the activities carried out by the company, informing at least:

a. types and characteristics of the services	Vinci SPS is established is to provide
provided (discretionary investment	portfolio management services, primarily
management, wealth planning, controllership,	investment funds.
treasury, etc.)	



b. types and characteristics of the managed products (investment funds, private equity funds, real estate funds, receivables investment funds, index funds, investment clubs, separately managed accounts, etc.)	Vinci SPS is an asset management company that adopts an investment approach based on fundamental analysis and invests primarily in public equity funds, public equity's funds of funds, receivables investment funds, private equity funds, hedge funds and hedge
	funds of funds.
c. types of securities subject to management (fund and portfolio)	Vinci SPS's investment strategies are primarily aimed at acquiring public equities, fund quotas, repo operations, government bonds, fixed income instruments, debentures, promissory notes, litigation receivables, credit rights credit assets in general, subscription warrants and similar instruments.
d. whether it distributes the quotas of investment	
funds managed by it.	Adjustments have been made to Vinci SPS's structure and activities so that Vinci SPS may in the future distribute the quotas of the funds it manages (however, as of April 2024 Vinci SPS is not engaged in any such distribution activity

6.2. Summarize any activities carried out by the company other than portfolio management:

Vinci SPS does not perform any activities other than those described in item 6.1.a. However, the Vinci Group offers advisory services in merger and acquisition transactions, and in capital markets, through Vinci Assessoria Financeira Ltda., as well as in management of assets from other industries through other managing companies belonging to the Vinci Group.

In order to manage, monitor and mitigate the risks of conflicts of interest, the Vinci Group adopts strict rules on Prevention and Compliance Monitoring and personal investments, through the adoption of assumptions and rules detailed in the Vinci Group's Compliance Manual.

6.3. Describe the profile of the investors in the funds and separately managed accounts managed by the company, providing the following information:

a. number of investors (total and divided among the funds and portfolios aimed at qualified			
and non-qualified investors)			
Note: The total number of "Qualified" and "Non-Qualified" clients may consider the same client in each condition according to the target public of the invested fund. Therefore, the sum of these two categories does not equal the total number of clients, which considers each client only once.			
Total 324			
Qualified	324		
Non-Qualified			
b. number of investors, divided by:	Qualified	Non- Qualified	



i. Individuals	96		
ii. Legal Entities (non-financial or institutional)	1		
iii. Financial Institutions	1		
iv. Open Private Pension Plans			
v. Closed Private Pension Plans			
vi. Pension Plans under Specific Regime			
vii. Insurers			
viii. Capitalization and Leasing Companies			
ix. Investment Clubs			
x. Investment Funds	227		
xi. Non-Resident Investors	227		
xii. Other (Separately Managed Account)		:	
c. assets under management (total and divided among fu qualified and non-qualified investors): Note1: amounts in thousands of reais	inus anu portionos a	imed at	
TOTAL	1.523.9	210	
Qualified	1.523.9	910	
Non-Qualified			
Note2: Total uncalled amount of BRL 443.578.007,80			
d. assets under management invested in financial assets			
abroad			
e. assets under management from each one of the ten (10) major clients:		
Note: amounts in thousands of reais	1		
1	129.74	1 1	
2	129.741		
3	72.708		
4	58.649		
5	57.161		
6	54.68	7	
7	40.20		
8	40.19		
9	33.50		
10	32.48	2	
f. assets under management divided by investors:		Non-	
Note1: amounts in thousands of reais	Qualified	Qualified	
i. Individuals	272.846		
ii. Legal Entities (non-financial or institutional)	8.931		
iii. Financial Institutions			
iv. Open Private Pension Plans			
v. Closed Private Pension Plans			
vi. Pension Plans under Specific Regime			
vii. Insurers			
viii. Capitalization and Leasing Companies			
ix. Investment Clubs			
x. Investment Funds 1.242.132			
xi. Non-Resident Investors			
xii. Other (Separately Managed Account)			
Note2: Total uncalled amount of BRL 443.578.007,80			



6.4. Provide the amount of assets under management, divided among:

Note: amounts in thousands of reais

a. Public Equities	262.585	
b. b. Debentures and other Fixed Income Instruments issued by		
Non-Financial Legal Entities	332.998	
c. Fixed Income Instruments issued by Financial Legal Entities		
d. Public Equity Investment Funds' Quotas		
d. Private Equity Investment Funds' Quota		
f. Real Estate Funds' Quotas		
g. Receivables Investment Funds' Quotas		
h. Fixed Income Investment Funds' Quotas	6.655	
i. Other Investment Funds' Quotas		
j. Derivatives (market value)		
k. Other Securities		
1. Government Bonds	66.199	
m. Other Assets	855.473	
Total	1.523.910	

6.5 Describe the profile of the managers of portfolios in which the fund manager carries out fiduciary administration activities.

Not applicable.

6.6. Provide any other information that the company deems relevant.

There is no other information that Vinci SPS deems relevant.

7. Economic Group

7.1. Describe the economic group in which the company is included, informing:

Item	Name	CNPJ / CPF
a. direct and indirect controlling companies	Vinci Soluções de Investimentos Vinci Partners Investimentos Ltda. Vinci Partners Investments Ltd.	13.421.810/0001-63 11.073.015/0001-04 40.080.454/0001-34



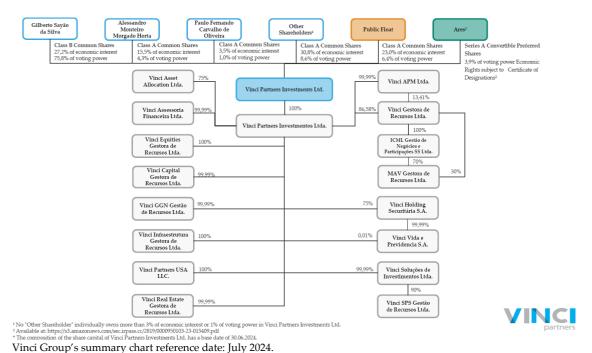
b. controlled	Vinci GGN Gestão de Recursos Ltda. (affiliate)	20.052.540/0001-26
companies	Vinci Equities Gestora de Recursos Ltda. (affiliate)	10.917.835-0001-64
and affiliates	Vinci Capital Gestora de Recursos Ltda. (affiliate)	11.079.478/0001-75
	Vinci Real Estate Gestora de Recursos Ltda. (affiliate)	13.838.015/0001-75
	Vinci Gestora de Recursos Ltda. (affiliate)	11.077.576/0001-73
	Vinci Asset Allocation Ltda. (affiliate)	43.573.693/0001-14
	Vinci Assessoria Financeira Ltda. (affiliate)	10.904.022/0001-30
	Vinci Infraestrutura Gestora de Recursos Ltda. (affiliate)	20.859.417/0001-11
	Vinci Vida e Previdência S.A. (affiliate)	46.938.918/0001-87
	Vinci Holding Securitária Ltda. (affiliate)	46.741.659/0001-08
	Vinci APM Ltda. (affiliate)	40.295.894/0001-09
	Vinci Partners USA LLC (affiliate)	41.687.990/0001-65
	MAV Capital Gestora de Recursos SS Ltda. (affiliate)	43.705.850/0001-06
	ICML Gestão de Negócios e Participações SS Ltda.(affiliate)	42.603.625/0001-98
c. equity held		,
in the		
companies of	None	N/A
the group	Tronc	11,711
d. equity in	Vinci Soluções de Investimentos	13.421.810/0001-63
the company	Vinci Partners Investimentos Ltda.	11.073.015/0001-04
held by	Vinci Partners Investments Ltd.	40.080.454/0001-34
companies of	Their article investments Eva.	10.000.101/0001 01
the group		
ane group		
e. companies	Vinci GGN Gestão de Recursos Ltda.	20.052.540/0001-26
under	Vinci Equities Gestora de Recursos Ltda.	10.917.835/0001-64
common	Vinci Capital Gestora de Recursos Ltda.	11.079.478/0001-75
control	Vinci Real Estate Gestora de Recursos Ltda.	13.838.015/0001-75
	Vinci Gestora de Recursos Ltda.	11.077.576/0001-73
	Vinci Soluções de Investimentos Ltda.	13.421.810/0001-63
	Vinci Asset Allocation Ltda.	43.573.693/0001-14
	Vinci Assessoria Financeira Ltda.	10.904.022/0001-30
	Vinci Infraestrutura Gestora de Recursos Ltda.	20.859.417/0001-11
	Vinci Vida e Previdência S.A.	46.938.918/0001-87
	Vinci Holding Securitária Ltda.	46.741.659/0001-08
	Vinci APM Ltda.	40.295.894/0001-09
	Vinci Partners USA LLC	41.687.990/0001-65
	MAV Capital Gestora de Recursos SS Ltda.	43.705.850/0001-06
	ICML Gestão de Negócios e Participações SS Ltda.	42.603.625/0001-98
Reference date: July		

Reference date: July 2024

7.2. If the company wishes, include a chart of the economic group in which the company is inserted, as long as it is consistent with the information presented in item 7.1.







8. Operating and administrative structure

8.1. Describe the company's administrative structure, as provided for in its articles of organization or bylaws and internal regulations, identifying:

a) Roles and responsibilities of each body, committee and technical department:

Investment Team – Vinci SPS's team is headed by Mr. Marcelo Mifano, who is a partner and the head of portfolio management before CVM. Vinci SPS's investment strategies and fund allocations are up to the Investment Committee, which is in charge of: (i) analyzing new investments and liquidations; (ii) monitoring the positions of the funds managed by Vinci SPS; and (iii) defining actions to enhance profitability of the assets allocated to Vinci SPS managed funds.

The Investment Committee also defines how portfolio moves are to be made and gives an outline of the transactions to be carried out as a result of its decisions. The final investment decision is always up to the Head of Portfolio Management.

b) As to the committees, their structures, the frequency of the meetings and how their decisions are recorded:

<u>Investment Committee:</u> The Investment Committee is comprised of the Head of Portfolio Management and two other members of the Vinci SPS to be selected at the discretion of Mr. Marcelo Mifano according to the type of fund under management. This committee meets once a month or whenever an investment decision is to be made and the committee's decisions are



drawn up in minutes and/or recorded in an email, whenever resolutions are made. In addition, for resolutions on new investments to be allocated to illiquid funds, the Investment Committee is provided with a memorandum containing the main characteristics of the proposed investment and it is up to the Head of Portfolio Management to decide whether or not to proceed with the investment.

.

c) As to the members of the executive board, their individual roles and powers:

Officers have the authority to, subject to terms of the articles of organization of Vinci SPS, carry out all acts that are necessary or convenient to the management of the company, including:

- a. Manage, guide and direct the corporate businesses;
- b. Hire and dismiss the Company's employees;
- Open, manage and close bank accounts, and issue, endorse, accept and withdraw checks
 and other negotiable instruments with respect to transactions which are consistent with
 the corporate purposes;
- d. Negotiate and enter into agreements as well as sign any other documents on behalf of the Company, provided that consistently with the corporate purposes;
- e. Represent the Company either in or out of court before any individual or legal entity, established under private or public law, including federal, state and city government departments, autonomous government entities (*autarquias*), and state-owned companies;
- f. Purchase, sell or encumber personal or real estate properties in connection with transactions which are consistent with the corporate purposes; and
- g. Represent the Company at general meetings, meetings of members and/or any other type of meeting or act expected to be carried out by the companies in which the Company holds interest, including with respect to the exercise of voting right by the Company.

There are no specific roles and responsibilities described in Vinci SPS's articles of organization regarding the members of the executive board, besides the responsibility for (i) portfolio management, for the purposes of CVM rule (Resolução) No. 21 of February 25, 2021 ("CVM rule (Resolução) No. 21"); (ii) implementation of rules, policies, procedures and internal controls, and compliance, for the purposes of CVM rule (Resolução) No. 21 as well as those pertaining to antimoney laundering and combatting the financing of terrorism and the financing of proliferation of weapons of mass destruction under CVM rule (Resolução) No. 50 of August 31, 2021 ("CVM rule (Resolução) No. 50"); (iii) risk management; and (iv) distribution, pursuant to CVM rule (Resolução) No. 21/2021 and as provided for in item 8.3 below.

8.2. If the company wishes, include a chart of the company's administrative structure, as long as it is consistent with the information presented in item 8.1.

Not applicable.



8.3. With respect to each of the officers mentioned in items 8.4, 8.5, 8.6 and 8.7 and members of the company's committees that are relevant for purposes of portfolio management, please provide, in tabular form, the following information:

Officers				
Officers' Data	Portfolio Management	Compliance and implementation of rules, policies, procedures and controls, both internal and as provided in this rule (Resolução)	Risk Management	Distribution
Name	Marcelo Mifano	Julya Sotto Mayor Wellisch	Marcia Silva Aversa	Alexandre Teixeira Damasceno
Age	45	45	55	50
Profession	Production Engineer	Lawyer	Data Processing Technologist	Statistician
CPF	302.635.668-97	082.578.897-84	012.829.247-45	191.080.458-44
Position	Head of Portfolio Management	Head of Compliance & Internal Controls	Head of Risk Management	Head of Distribution
Office taken on	Apr. 26, 2018	Aug. 16, 2022	Dec. 20, 2023	Apr. 24, 2024
Term of office	Indefinite	Indefinite	Indefinite	Indefinite
Other positions or roles in the company	N/A	N/A	N/A	N/A

Officer chart base date: October 2024.

8.4 With respect to the heads of portfolio management, provide:

a) CV containing the following information:

Marcelo Mifano - Curriculum Vitae:

- i. Courses:
- Degree in Production Engineering from Escola Politécnica, Universidade de São Paulo.
- MBA from Wharton School University of Pennsylvania (USA). ii.Professional certification exam:
- CFA Charterholder since September/2005.
- ANBIMA's CGE, CFG and CGA certifications since March/2019.
- iii. Main professional experiences during the past 5 years, including:
- Company name Vinci SPS Gestão de Recursos Ltda.
- Position, roles and responsibilities Partner and head of portfolio management.



- Main business of the company where such experiences were gained: asset management.
- Start and end dates with the company since December 2017.
- Company name Banco BTG Pactual S.A
- Position, roles and responsibilities Head of Corporate Special Situations in charge of structuring credit transactions involving companies in distress.
- Main business of the company where such experiences were gained: financial institution.
- Start and end dates June 2011 to November 2017.

8.5. With respect to the head of compliance and implementation of rules, policies, procedures and controls, both internal and as provided in this rule (*Resolução*), provide:

a) CV containing the following information:

Julya Sotto Mayor Wellisch – Curriculum Vitae:

- i. Courses:
 - Law degree from Universidade Candido Mendes
 - Master's degree in commercial law from the University of São Paulo -USP
 - MBA in capital market regulation from Universidade Federal do Rio de Janeiro UFRJ.
- ii. Professional certification exam (optional): CFA Institute Certificate in ESG Investing.
- iii. Main professional experiences during the past 5 years, including:
 - Company name Vinci Partners Investimentos Ltda.
 - Position, role and responsibilities Partner, Vinci Group's Chief Legal and Compliance Officer and head of compliance and implementation of rules, policies, procedures and controls, both internal and as provided in CVM rule (*Resolução*) No. 21, by the portfolio management companies within the Vinci Group.
 - Main business of the company where such experiences were gained holding
 of a group of companies that provide alternative investment management
 and financial advisory services.
 - Start and end dates with Vinci Group since 2017.
 - Company name Brazilian securities and exchange commission (Comissão de Valores Mobiliários – CVM).
 - Position, roles and responsibilities Chief Prosecutor
 - Main business of the company where such experiences were gained: Securities market regulator.
 - Start and end dates March 2015 to March 2017.



- Company name Brazilian securities and exchange commission (Comissão de Valores Mobiliários – CVM).
- Position, roles and responsibilities Chief Sub-Prosecutor 4
- Main business of the company where such experiences were gained: Securities market regulator.

Start and end dates - March 2008 to March 2015.

8.6. If the head of risk management is not the same person as indicated in the preceding item, provide:

- a) CV containing the following information: Marcia Aversa Curriculum Vitae:
 - i. Courses:
 - Data Processing Technologist from PUC RJ
 - Graduate degree in Information System Management from Universidade Federal Fluminense
 - MBA in Finance from IBMEC-RJ;
 - MBA in Financial Management, Audit and Controllership from FGV.
 - ii. Professional certification exam not applicable.
 - iii. Main professional experiences during the past 5 years, including:
 - Company name Vinci Partners Investimentos Ltda.
 - Position, roles and responsibilities Partner in Vinci Partners' Financial area and head of Risk Management.
 - Main business of the company where such experiences were gained: holding
 of a group of companies that provide alternative investment management
 and financial advisory services.
 - Start and end dates with Vinci Group since 2010.

8.7. If the head of distribution of investment fund quotas is not the same person as indicated in item 8.4.

a) CV containing the following information:

Alexandre Teixeira Damasceno - Curriculum Vitae:

- i. Courses:
 - Degree in Statistics from IME-USP;
 - Graduate degree in Master Financial Economics from EESP-FGV;
- ii. Professional certification exam CPA-20 certification from Anbima.
- iii. Main professional experiences during the past 5 years, including:
 - Company name Vinci Partners Investimentos Ltda.
 - Position, roles and responsibilities Member and Head of Distribution.



- Main business of the company where such experiences were gained: holding
 of a group of companies that provide alternative investment management
 and financial advisory services.
- Start and end dates with Vinci Group since October 2010.

8.8. Provide information on the structure in place for asset management purposes:

a. number of professionals	Eleven
	The management area is in charge of defining investment strategies, assessing new opportunities, allocating assets and positions of the Vinci SPS managed portfolios. The Head of Portfolio Management is in charge of defining investment strategies and making investment decisions.
b. type of activities conducted	The management area is also in charge of monitoring the financial and capital markets, assessing and selecting financial assets for investment purposes in accordance with the investment policies of the investment funds managed by Vinci SPS. It also provides asset management support, collects data from the market, monitor the developments of lawsuits, credit and market risks, draws reports and monitor the profitability of portfolios and assets.
	Systems: - Third-party systems for lawsuit and asset search.
	- Proprietary credit operation flow control,
	- Public databases such as SERASA
c. information systems, routines and procedures involved	- Internal controls especially designed by means of spreadsheets and reports issued by the team in charge in support to management activities, considering the type of product under Vinci SPS management and assets invested.
	-Monday task and process monitoring system
	- Valor Pro
	Routines and Procedures:



- Checking newspapers, brokers' reports, selected companies' newsletters on a daily basis;
- Liaising with executives from selected companies;
- Analyzing quarterly results of the monitored companies;
- Updating the valuation models of the companies according to the reported results or by revising assumptions;
- Placing buy and sell orders;
- Liaising with law firms and consultancy companies that may originate investment opportunities;
- In-depth study of new opportunities by analyzing companies, collateral and market data; then, due assessments are made of risk and feasibility and expected return, in addition to financial, operational and legal due diligence before presenting the investment proposal for approval by the Investment Committee;
- Analyzing documents that support potential credit operations to be acquired;
- Analyzing potential borrowers' balance sheet and cash flow;
- Analyzing lawsuits involving credits that may potentially be part of the portfolio;
- Following up on legislative developments that may impact the funds' operations.
- Liaising with investors, especially the members of the investment committees of the illiquid funds managed by Vinci SPS, in compliance with the applicable governance rules set forth in the regulations of the relevant funds;
- Monitoring/following up on the credit operations in the portfolio, including the evolution of the debtors' credit risk, as well as by periodically reviewing collaterals, covenants and the entire documentation;
- Cash management of the funds managed by Vinci SPS;

e.



8.9. Provide information on the structure used to permanently check compliance with laws and regulations applicable to the company's activities and to monitor services provided by contracted third parties:

a) Number of professionals involved

The area is comprised of the Legal and Compliance Department, which is currently formed by four lawyers, one administrative assistant, one compliance officer, two compliance analysts and two trainees, in a total of ten professionals, in addition to the head of Compliance and Internal Controls.

b) Type of activities conducted

Taking into account mainly the asset management activities, the Vinci Group's Compliance Program is principally focused on the following aspects: (i) confidentiality; (ii) segregated activities; (iii) personal investment policy; (iv) restrictions on trading activities; (v) fiduciary duties and conflicts of interest management; (vi) anti-money laundering and combating the financing of terrorism; (vii) anti-corruption; (viii) data privacy and protection; and (ix) whistleblowing channel

The rules by which the Vinci Group's Compliance Department abides are set out in internal policies and manuals, which shall be followed by all workers, particularly: (i) Code of Ethics; (ii) Compliance Manual; (iii) Personal Investment Policy; (iv) Know Your Client, Anti-money Laundering and Combating the Financing of Terrorism Policy (KYC/AML); (v) Order Allocation Policy; and (vi) Anti-Bribery and Corruption Manual.

With respect to privacy matters, in accordance with the Brazilian general data protection act (the LGPD), we prioritize the protection of our clients' and business partners' personal data and use our efforts to constantly implement technical and organizational measures to guarantee that access to information is only given to workers on a need-to-know basis, with the purpose of avoiding cyber-attacks and leaks.

With the internal controls and policies that we have in place, we believe our governance system is apt to avoid conflicts of interest between different products and initiatives within the Vinci Group by clearly setting responsibilities and limits on our actions.

With respect to AML/CFT matters, the Compliance Department carries out *background checks* and "Know Your Client" procedures, and monitors suspicion transactions, in accordance with the applicable laws.

The new rule issued by the Brazilian securities and exchange commission – CVM on AML/CFT (rule (*Resolução*) No. 50) requires implementation of a risk-based approach for clients, products and services, as well as the setting up of an Anti-Money Laundering and Combating the Financing of Terrorism Committee (AML/CFT), as detailed below.

With respect to the anti-corruption act, internal rules require workers to report to the Compliance Department any meeting held with public officials. In addition, the Vinci Group intranet, which



is available to all workers, has a whistleblowing channel that keeps the whistleblower's identity confidential and a gift policy. An external whistleblowing channel that keeps the whistleblower's identity confidential is also available for the general public. This channel is monitored by the Vinci Group Audit Committee.

Finally, the Compliance Department offers a training program that is held at least once a year to all workers, and every quarter to new workers, with the purpose of refreshing Compliance Program concepts and emphasizing any new relevant rules and regulations which may have been published in that period. For more information on the Compliance Department activities, see the Compliance Manual and the Anti-Money Laundering and Financing of Terrorism manual, available online.

c) Information system, routines and procedures involved.

The information systems used for the recording of asset transactions are proprietary systems and the systems for Compliance monitoring are third-party systems. This guarantees that the department remains fully independent from the fund management team.

The routines and procedures are described in item b above.

d) How the company guarantees that the department works with independence.

The Compliance Department answers directly to the Vinci Group Management and has full authority and independence to implement the Vinci Group Compliance Program, which guarantees that it acts with total independence, especially from the fund management team.

The Vinci Group also has a Compliance Risk Committee (CRC) in place to effectively enforce the Compliance Program and monitor the department's activities. Since 2019, the Committee has also been in charge of monitoring and supervising risk exposure.

Meetings are held at least once a semester or at shorter intervals, whenever necessary, upon call by any of the Committee's members. The Committee's meetings are recorded in minutes and any resolutions made at such meetings require the affirmative vote of the majority of the Committee's members.

Additionally, to adapt to the new CVM rule on AML/CFT (rule (*Resolução*) No. 50), the Vinci Group has set an Anti-Money Laundering and Combating the Financing of Terrorism Committee (AML/CFT), which is comprised of the Chief Executive Officer (CEO), the Chief Risk Officer (CRO), the Chief Compliance Officer (CCO), the Chief Financial Officer (CFO), and the Chief Human Resources Officer (CHRO) and whose purpose is to regulate and lay down the internal controls and procedures to be used and followed by the Vinci Group to apply the guidelines laid down in the AML/CFT policy and serve as reference to the Compliance Department, the Onboarding Departments and any other departments involved in such prevention and combat activities.

The Committee is also to approve any new Policies and Manuals on the subject and to decide whether a suspicious situation or transaction is to be reported to the Brazilian financial intelligence control unit – COAF (financial intelligence unit – UIF). If the Committee on a final basis decides not to report, it may adopt any AML/CFT risk mitigation measures it may seem fit.

8.10. Provide information on the structure in place for risk





management purposes:

a) Number of professionals involved

The risk management area is currently comprised of four professionals in addition to the department Head (Chief Risk Officer - CRO).

- b) Type of activities conducted
 - Processing and monitoring the company's funds' liquidity and market risk.
 - Monitoring of market risk and liquidity limits, both operational and regulatory
 - Managing new developments and keeping resources and models available on the company's risk platform.
 - Risk reporting, both internally and to clients.
- c) Information system, routines and procedures involved.

The Vinci Group has in place a proprietary risk platform (VRA - Vinci Risk Allocation) and monitors funds through market and liquidity risk assessment routines and production of reports, at different intervals.

d) How the company guarantees that the department works with independence.

The risk team answers directly to the Vinci Group Management and has full authority and independence to implement any measures that are necessary. This guarantees that the department acts with full independence, particularly with respect to the fund management team. Its activities are supervised by the Risk and Compliance Committee.

8.11 Provide information on the structure in place for purposes of treasury activities, control and processing of assets and bookkeeping of quotas.

Not applicable.

8.12. Provide information on the department in charge of distribution of investment fund quotas.

From the organization of the company to date, Vinci SPS's activities are limited to investment fund management; no other activity has been performed. Adjustments have been made to Vinci SPS's structure and activities so that Vinci SPS may in the future distribute the quotas of the funds it manages (however, as of April 2024 Vinci SPS is not engaged in any such distribution activity).

a. Number of professionals involved

In April 2024, the distribution department, which is not operative yet, is comprised of the distribution officer.





- b. Type of activities conducted
- Client prospecting and attraction;
- Defining investor profile (suitability);
- Receiving clients' requests for application and redemption; and
- Providing information on the products offered to clients.
- c. Training program for the professionals involved in the distribution of quotas

From the organization of the company to date, Vinci SPS's activities are limited to investment fund management; no other activity has been performed. Adjustments have been made to Vinci SPS's structure and activities so that Vinci SPS may in the future distribute the quotas of the funds it manages (however, as of April 2024 Vinci SPS is not engaged in any such distribution activity).

d. The infrastructure available and a descriptive list of equipment, programs and services used in distribution

The Vinci Group has in place a proprietary technology platform that aids distribution controls and that allows for transactions and control of clients' positions, in addition to the infrastructure for the recording of registrations arising from such activities.

e. Information system, routines and procedures involved.

The information systems used to record and register transactions are proprietary systems. Routines and procedures are described in item b above.

8.13 Provide any other information that the company deems relevant.

Michel Cukierman, partner and director of Vinci Partners, has assumed new responsibilities within the Vinci Group. Consequently, Marcia Aversa, also a partner of Vinci Partners, has succeeded him as Head of Risk Management, effective December 20, 2023.

9. Company compensation

9.1. For each service provided or product managed, as described in item 6.1, describe the main compensation scheme used.

Vinci SPS is engaged in the management of investment funds and is paid a management fee and a performance fee of the managed funds, which can be fixed or variable based on net worth and/or according to the portfolio's profitability.

9.2. Inform, with respect to the total revenue generated for the thirty-six (36) months preceding the base date used in this form, the percentage of the revenue generated by payments made by clients for the period, as a result of:



a. management fees	%
b. performance fees	100.00
c. entry fee	0
d. exit fee	0
e. other fees	0

9.3 Provide any other information that the company deems relevant.

Not applicable.

10. Rules, procedures and internal controls

10.1. Describe the policy used for selecting, hiring and supervising service providers.

Not applicable.

10.2. Describe how the costs with securities transactions are monitored and minimized.

Given the type of invested assets and transactions, transaction costs are managed within the scope of each investment process, according to the specific characteristics and features.

10.3. Describe the rules applicable to soft dollar, such as gifts, courses, trips, etc.

Under the Vinci Group's Compliance Manual, the Compliance Department must be informed whenever a soft dollar benefit (soft commission) is included in the negotiation of the service provided by the securities brokerage company, so that it may check for any conflict of interest as well as to ensure that any benefit granted is indeed channeled to the management activities and does not impact the Vinci Group's managers' investment decision, always in accordance with the market's best practices. If the benefit granted fulfills the criteria above, then the Compliance Department will approve the proposed deal.

10.4. Describe any adopted contingency, business continuity and disaster recovery plans.

10.4.1) Offices

The Vinci Group has two main offices, one in Rio de Janeiro and one in São Paulo. The business continuity and disaster recovery plan adopted by the Vinci Group is based on its business processes and the location of the people involved. It also depends on whether the office is operational or not and on whether physical access is available or not.

In case of an incident involving our premises:

• Users can use another office space whenever physical presence is required.



- Information and systems can be accessed from a personal computer outside our offices through internet connection, as follows:
 - o By accessing the Microsoft cloud 365 environment.
 - By accessing the CRM system.
 - By setting up a VPN connection with the Vinci Partners network to use proprietary systems via the following methods:
 - via remote access from the user's computer at the user's office.
 - via remote access from a virtual desktop available at the outsourced
 Vinci Partners Datacenter.
 - via corporate laptop.

Employees can access their desktops remotely on a daily basis and continuously. This way, the Vinci Group's IT team keeps track of the production environment and implements improvements and/or corrects any failures on a daily basis. Additionally, information is also backed up on a daily basis.

10.4.2) Data center

If servers are in external Datacenters, the server's *backup* is made through hard disk records. In addition, servers are replicated to another Datacenter to be activated and used in case of a disaster in the primary Datacenter. We consider:

- RPO: one day
- RTO: five hours

10.5. Describe policies, practices and internal controls used for purposes of portfolio liquidity risk management.

Not applicable.

10.6. Describe the policies, practices and internal controls used for purposes of compliance with the specific rules referred to in item I of section 33, in case you decide to distribute the quotas of the investment funds that you manage or whose portfolio you manage.

The Vinci Group adopts the following policies, manuals and procedures: Onboarding Manual, Know Your Client, onboarding information validation and Anti-Money Laundering and Financing of Terrorism manual, Suitability Policy in addition to procedures for the exchange of information with the investment fund fiduciary manager.

10.7. Website where the documents required in section 16 of this rule (*Resolução*) can be accessed. NADA

The documents required in section 16 of the CVM rule (Resolução) No. 21 are available on the Vinci



Group's website, at http://www.vincipartners.com/.

11. Contingencies

- 11.1. Describe any lawsuits, administrative proceedings or arbitrations that are not confidential, to which the company is the defendant, and which are relevant to the company's business; provide:
- a. main facts
- b. sum of money, assets or rights involved

There are no lawsuits, administrative proceedings or arbitrations to which the company is the defendant, and which are relevant to the company's business.

- 11.2. Describe any lawsuits, administrative proceedings or arbitrations that are not confidential, to which the head of portfolio management is the defendant, and which affects such officer's professional reputation; provide:
- a. main facts
- b. sum of money, assets or rights involved

There are no lawsuits, administrative proceedings or arbitrations to which the head of portfolio management is a defendant, and which affect such officer's professional reputation.

11.3. Describe any other significant contingency not covered by the items above.

There is no significant contingency other than those covered by the items above.

- 11.4. Describe any conviction imposed on the company at the judicial, administrative or arbitration level, in a final and unappealable sentence or award issued in the past five (5) years in cases that are not confidential; provide:
- a. main facts
- b. sum of money, assets or rights involved

There is no conviction imposed on the company at the judicial, administrative or arbitration level, in a final and unappealable sentence or award issued in the past five (5) years in cases to which the company is a defendant.



11.5. Describe any conviction imposed on the head of portfolio management at the judicial, administrative or arbitration level, in a final and unappealable sentence or award issued in the past five (5) years in cases that are not confidential, which has affected such officer's businesses or professional reputation; provide:

a. main facts

There is no conviction imposed on the head of portfolio management at the judicial, administrative or arbitration level, in a final and unappealable sentence or award issued in the past five (5) years, which is not confidential, to which the head of portfolio manager has been a defendant, and which has affected such officer's businesses or professional reputation.

b. sum of money, assets or rights involved

There is no conviction imposed on the head of portfolio management at the judicial, administrative or arbitration level, in a final and unappealable sentence or award issued in the past five (5) years, which is not confidential, to which the head of portfolio manager has been a defendant, and which has affected such officer's businesses or professional reputation.



12. Additional statements by the head of portfolio management; provide:

Name: Marcelo Mifano CPF: 302.635.668-97

Represents that:

- a. He has not been accused as a result of administrative proceedings and has not been subject to any punishment in the past five (5) years as a result of activities which are subject to the control and supervision by the CVM, the Central Bank of Brazil, the Brazilian Private Insurance Office SUSEP or the Brazilian Complementary Private Pension Office PREVIC;
- b. He has not been disqualified or suspended from holding any office in financial institutions or other entities authorized to operate by the entities referred to in item "a" above;
- c. He has not been convicted for bankruptcy crime, nonfeasance, bribery, graft, embezzlement, money laundering or concealment of assets, rights and money, crime against the public economy, the economy system, antitrust rules, consumer relations, public faith, or crimes against public property, the national financial system and is not subject to any criminal sentence that may prevent him—even temporarily—from holding public offices, due to a final and unappealable decision, except in case of rehabilitation;
- d. He is not prevented from managing his assets or sell them as a result of a judicial or administrative decision;
- e. He is not included in any negative list of any credit reporting agency;
- f. He is not included in any list of defaulting principals of an organized market management company;
- g. He has no protest lodged against him.

Original signed by
Marcelo Mifano





RIO DE JANEIRO - BRASIL

55 21 2159 6000 Av. Bartolomeu Mitre, 336 - Leblon 22431-002 Rio de Janeiro RJ

SÃO PAULO - BRASIL

55 11 3572 3700 Av. Brigadeiro Faria Lima, 2.277 14º andar - Jardim Paulistano 01452-000 São Paulo SP

RECIFE - BRASIL

55 81 3204 6811 Av. República do Líbano, 251 Sala 301 - Torre A - Pina 51110-160 Recife PE

NOVA YORK - EUA

1 646 559 8000 780 Third Avenue, 25th Floor New York, NY 10017