

6 POLICY ON THE PURCHASE AND SALE OF SECURITIES BY EMPLOYEES, WORKERS AND THE FIRM

6.1. General Policy

First, it is important to clarify that VELT Partners does not manage proprietary moneys and it is its internal policy never to invest its available cash in any equities assets traded in the Brazilian market, thus avoiding any scope for a conflict of interest between the Firm and its Investors or questions about the strategy or investment decisions made by the Firm in relation to the Investment Vehicles in the exercise of its activities. As such, any proceeds available in VELT Partners' cash remain invested in fixed income instruments.

In relation to its employees – a category that comprises its partners and members of the management - the Firm requires that all personal investment transactions be carried out in a manner that will prevent any type of perceived or actual conflict of interest between the Firm and its Investors. To this end, the Firm has adopted this “**Employee Investment Policy**” and the procedures set forth below.

The Employee Investment Policy takes into account that the financial resources intended for Employee investments should be allocated to VELT Partners products in order to align the interests of the Employees with those of our Investors.

As a general rule, upon joining VELT Partners, Employees will only be permitted to trade in two categories of securities: (i) Reportable Securities only to the extent that preclearance has been duly obtained in accordance with the procedures set forth herein; and (ii) securities that are not included in the scope of Reportable Securities, as defined in section 6.3 below.

6.2 Definition of Covered Account

The Firm is obligated to monitor and at all times restrict the investment activities of its Employees and any “**Covered Account**,” which includes:

- The personal securities accounts of: (i) the Employee; (ii) the Employee's spouse and children sharing the same household; or (iii) anyone living either with or apart from the Employee who receives material financial support from the Employee (except a spouse with a valid separation or divorce decree);
- Any accounts over which the Employee controls or influences the investment decisions or has the right or authority to exercise any degree of control or discretionary authority; or
- Any account in which the Employee has beneficial ownership¹.

Therefore, an Employee should consider himself or herself the beneficial owner of securities held by his or her spouse, his or her minor children or anyone the Employee financially supports (except a spouse with a valid separation or divorce decree).

6.3 Definition of Reportable Security

¹ Beneficial ownership includes ownership by any person who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares a direct or indirect interest other than the receipt of an advisory fee.

“Reportable Securities” include (i) units in funds for which there is a fund with an equivalent strategy offered by VELT Partners (including securities index funds), (ii) shares of public companies or offered in an IPO, (iii) derivatives backed by a share of a public company, (iv) any security of a public company other than the ones listed in (ii) and (iii) above, and (v) securities offered in private placements, private investment partnerships, real estate syndications, and shares issued by companies prior to a public distribution (**“Private Investments”**).

6.3.1 As a general rule, Employees are only permitted to hold investment positions in items (i), (ii) and (iii) above if the holding of such investments preexisted their commencement of employment with VELT Partners and provided that he/she has reported such investment in his/her Holdings Report.

Investments in items (iv) and (v) are subject to the Compliance Officer’s Preclearance as per section 6.4 below and must be reported to the Compliance Officer in the Holdings Report attached to the Manual as **Annex D**.

6.3.2 For the avoidance of doubt, Reportable Securities do not include: (i) transactions and holdings in direct obligations of the U.S. or Brazilian governments, (ii) money market instruments, (iii) units in CVM Funds offered by VELT Partners, (iv) units in funds for which there is no Fund with an equivalent strategy offered by VELT Partners and (v) share of public companies that are neither (x) Brazilian companies, (y) non-Brazilian companies with significant assets in Brazil, (z) global players in global industries, with significant assets in Brazil, or (w) Latin American companies that compete with Brazilian companies.

In order to purchase or sell positions in Reportable Securities, Employees must obtain the Compliance Officer’s preclearance as described below.

6.4 Preclearance of Trades

Employees must obtain the Compliance Officer’s preclearance for all transactions in Covered Accounts of Reportable Securities by submitting to the Compliance Officer the **“Employee Trade Preclearance Form”** or **“Application Form to Participate in Private Investments”**, respectively attached to the Manual as **Annex I** and **Annex J**. Any preclearance given by the Compliance Officer will remain in effect only for 2 (two) business days.

Based on this Employee Investment Policy, the Compliance Officer in her sole discretion may reject a preclearance request to trade a Reportable Security, if she considers that such trading may conflict with the interests of the Investment Vehicles and/or VELT Partners. In this case, the Compliance Officer, the shareholders and the officers cannot be held liable for any loss of investment opportunity.

Every preclearance of transactions in Covered Accounts of Reportable Securities requested by the Compliance Officer herself will be subject to the approval by the other members of the Compliance Committee. Any preclearance given by the other members of the Compliance Committee pursuant to a request made by the Compliance Officer will remain in effect for 2 (two) business days.

6.5 Initial Public Offerings

Employees are not permitted to acquire beneficial ownership, directly or indirectly, in any security in any initial public offering (**“IPO”**)².

² “Initial Public Offering” means an offering of securities registered under the Securities Act of 1933 the issuer of which, immediately before the registration, was not subject to the reporting requirements of sections 13 or 15(d) of the Securities Exchange Act of 1934.