

# **SIGULER GUFF**

## **Business Continuity Plan**

**Siguler Guff Gestora de  
Investimentos (Asset Management)  
Brasil Ltda.**

April/2023

## 1 INTRODUCTION AND PURPOSE

**SIGULER GUFF GESTORA DE INVESTIMENTOS (ASSET MANAGEMENT) BRASIL LTDA (“SG Brasil”)** is a company registered with the Brazilian Securities Commission (“**CVM**”) as a securities’ portfolio manager, in the category of “asset manager”, in accordance with the CVM Resolution No. 21, dated February 25, 2021, as amended (“**CVM Resolution 21**”).

SG Brasil intends to carry out, among other activities within its corporate purpose, the management of illiquid and liquid funds, in special (i) equity investment funds (“**FIPs**”), which are governed by CVM Rule No. 578, dated August 30, 2016, as amended; (ii) multimarket investment funds (“**FIMs**”), governed by CVM Rule No. 555, dated December 17, 2014, as amended (“**CVM Rule 555**”); and (iii) stock investment funds (“**FIAs**”), governed by CVM Rule 555. The management of FIPs to be carried out by SG Brasil will be focused on private equity transactions, of FIMs will be focused in special situations assets (such as the acquisition of legal claims and distressed assets, to be carried out through investments in underlying investment funds) and FIAs will be focused on public traded shares.

This Business Continuity Plan (“**BCP**”) is applicable to SG Brasil and all of its partners, officers, employees, trainees and interns (“**Collaborators**”) and its scope is to define the business continuity strategy in case of disaster or major incidents occurrence which provoke the interruption of processes and physical and logic unavailability of SG Brasil’s resources and activities.

The intended use of the BCP is to minimize the impact of an unexpected occurrence that might present inaccessibility to SG Brasil’s facilities.

All mentions hereafter to the Compliance Officer, Ms. Carla Biasi, refer specifically to the individual locally present in São Paulo who is responsible for the day-to-day oversight and enforcement of this Manual, the Code of Ethics and Practices, the Risk Management Policy, and other policies of SG Brasil. The Compliance Officer receives regular support from the Siguler Guff & Company, LP and its affiliates (“**Siguler Guff**”) Compliance and Legal team based in New York comprising of 11 professionals, including the Chief Compliance Officer, to whom the Compliance Officer reports.

## 2 PREMISES

SG Brasil’s BCP is based on the following components:

- (i) Notification
- (ii) Implementation
- (iii) Preparation

## I. NOTIFICATION

In the event that the BCP is implemented each employee will be notified via phone as part of Siguler Guff's and SG Brasil's phone tree process. In addition, an email will be sent to all Collaborators, as well as personal accounts (if possible). Since SG Brasil email may be temporarily impaired, Collaborators should check their personal email accounts in addition to being available to receive a telephone call for instructions.

Certain Collaborators on the phone tree are designated as "Callers". Callers will have the responsibility to phone other employees in the firm and report back to the person before them on the tree whether contact has been made. Assigned Callers should be sure to have the home or cellphone numbers of personnel on their list readily available.

## II. IMPLEMENTATION

In the event Collaborators are unable to physically get to the office, or the office has become severely compromised, the BCP plan would be activated. This plan involves three (3) core Technology components:

- **Citrix**

Will allow Collaborators to securely access office-based applications as if they were in the office at their desk. Collaborators with desktop computers can use Citrix Xen Desktop to remotely control their office PC. Collaborators without desktop computers can still access the file server, email, accounting, and Investran applications through the web-based application on any desktop operating system, (Windows, Mac OS) or mobile OS, (via Citrix Receiver).

- **VPN**

Collaborators with company provided laptops will have the VPN ("Virtual Private Networks") client installed, which enables remote access to email and the file server. Although other laptop installed applications will run (i.e., Investran), it is recommended employees use Citrix for quicker access.

Webmail: For Collaborators needing email and Teams access, the Microsoft portal is ideal and works with any web browser

All Collaborators should ensure that their home computers can run Citrix (or VPN if they have access), by periodically logging in from home.

Certain Collaborators may be asked to report to other Siguler Guff offices. This decision will be made on a case-by-case basis and notification and details will be provided by a manager or supervisor if necessary.

Should the New York office become compromised (i.e., power outage) or inaccessible, management would need to arrive at a decision as to whether or not

a failover to the Siguler Guff Boston office is necessary. This decision would be dependent on the situation and the estimated time of repair. Partial failover may be considered at this point for mission critical applications and non-critical applications would remain unavailable for the interim.

### **III. PREPARATION**

Preparation of the following should be made in advance:

- Maintaining a copy of this BCP at the Collaborator's home and at their desk in the office.
- If a Collaborator is a designated Caller, store the phone numbers of assigned personnel for ease of reference.
- Periodically test the ability to log-in to SG Brasil's network via Citrix or VPN.

## **3 CONTINGENCY SCENARIO**

We adopt as contingency scenario the total unavailability of technology installations usage or offices in case of major disasters, such as, but not limited to, uncontrolled fires, high destruction power bombs, and others, or unavailability of any business critical application.

## **4 BCP ACTIVATION**

With the BCP activation, SG Brasil's teams shall perform (i) a verbal communication, in case of occurrence of disasters during regular work hours; and (ii) telephone contact, in case of occurrence of disasters when the teams are not in SG Brasil's offices.

In both cases, the Head of the São Paulo office shall be responsible for immediately notifying its team. In case the Head of the São Paulo office is unavailable, the communication shall be performed by the SG Brasil Compliance Officer.

Additionally, the Compliance Officer shall evaluate the need for communicating to partners and regulatory agencies regarding the contingency and SG Brasil's contact forms. If necessary, these information shall be available in our website and forwarded via e-mail to the partners and regulatory agencies.

## **5 EMERGENCY RECOVERY**

### **5.1 Unavailability of Datacenters**

The critical activities of SG Brasil are located in the datacenters in the offices of Siguler Guff in New York (primary) and Siguler Guff in Boston (backup). Critical systems and communication links are duplicated and synchronized on the datacenters.

SG Brasil utilizes the primary datacenter in the offices of Siguler Guff New York and in cases of contingency and unavailability of the New York office datacenter, all activities performed by the New York office datacenter will failover to Siguler Guff's Boston office.

In case of unavailability of a datacenter, the support and infrastructure key-staff will be activated in order to prepare the contingency data systems, as well as the technological structure allowing other key-staffs to reestablish the continuity of their processes in the shortest time possible.

#### **5.1.1 Recovery of Datacenter's Activities**

The recovery will be decided by Siguler Guff management after the analysis of the extent of the disaster and the necessary time required to restore normal working conditions.

In this case, the downtime is expected to be minimal due to the backup/failover process that is in place between Siguler Guff's New York and Boston offices.

### **5.2 Unavailability of Offices**

In case of unavailability of the SG Brasil offices, where the critical and essential activities to business continuity are carried out, the key-staff can remotely access virtual desktops through the VPN (Virtual Private Networks).

#### **5.2.1 Recovery of the Offices' Activities**

The recovery will be decided by Siguler Guff management after the analysis of the extent of the disaster and the necessary time to restore normal working conditions.

### **5.3 Unavailability of Critical Applications**

In case of unavailability of any of the critical business applications due to prolonged lack of electricity during critical times or damage (intentional or not) in some equipment within the websites, SG Brasil has alternative methods for the execution of businesses until the normal activities are restored.

#### **5.3.1 Recovery of Critical Applications**

The recovery will be decided by Siguler Guff management after the analysis of the extent of the disaster and the necessary time to restore normal working conditions.

The recovery will include actions to resume the activities of critical and strategic areas of recovery, depending on the unavailable application.

## **6 RETURN TO NORMALITY**

The return to normality in unavailability scenarios are the processes of: (i) planning and implementing procedures for repair, relocation or purchase/rental of institution's assets; (ii) recovery of unavailable or migration of a datacenter to a new datacenter that is available; and (iii) search for a new location for the institution's activities, in case the main office cannot be recovered.

Senior management will decide whether to begin searching for a new location for SG Brasil's activities or to wait for the recovery of the place hit by the disaster.

## **7 TESTS AND UPDATE TERMS OF THE BCP**

On an annual basis, the SG Compliance Officer working alongside Siguler Guff's teams including Compliance and Legal, Operations, and Technology, conducts testing to review adherence to BCP procedures for overall employee readiness in the event of a disaster, and ensure the BCP procedures are up to date. This testing can include (i) call tree tests to confirm that the emergency contact information for the SG Brasil and Siguler Guff offices are accurate and updated in WebCRD; (ii) providing training to employees on changes and/or updates to the BCP; (iii) backup email server tests in the event of failure; and (iv) "bad weather" days testing where several employees log in and work from home to confirm no issues with remote logins.

It is the responsibility of the SG Brasil Operations team to complete the annual test, for the follow-up and validity of the performed test, as well as to update the BCP.

The BCP shall be revised, at least, annually to guarantee the processes recovery strategy efficiency.

## **8 PANDEMIC PLANNING**

In the event that SG Brasil employees are expected to maintain an extended absence from SG Brasil's office due to government-required stay-at-home or quarantine orders resulting from a pandemic, SG Brasil's senior management will communicate instructions to impacted employees via the notification procedures described above. In such an event, it will be the expectation of SG Brasil that employees will work home from home through the implementation procedures described above or, if senior management deems it is allowable for employees to access its offices, to follow appropriate health and safety guidelines as communicated by SG Brasil's senior management.

## **9 TESTS FORMALIZATION**

For the tests performance, the SG Brasil Compliance Officer and Siguler Guff Compliance team will monitor the testing results on at least an annual basis including documenting the date of testing, a brief summary, and test results.

## **10 GENERAL PROVISIONS**

In compliance with Article 16, IV, of CVM Resolution 21, this BCP is available on the electronic address provided by SG Brasil for such purpose in its website.

This BCP will be annually reviewed and may be changed from time to time if necessary to update its content. It may also be amended at any time due to circumstances that require such action.

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