

WHISTLEBLOWER POLICY AND PROCEDURES

OF

NUVVE HOLDING CORP.

It is possible that an employee, officer or director may have a concern about the accounting, internal accounting controls, auditing matters or ethics matters relating to Nuvve Holding Corp. (the “**Company**”). Where a concern about any actual or potential misconduct, including illegal activities or any violation of the Company’s Code of Ethics, falls within the scope of matters covered by this procedure statement, the employee, officer or director should immediately report such conduct according to the reporting procedures set forth below.

These procedures have been established by the audit committee for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters.

Scope of Matters

These procedures relate to issues within or related to the following areas, as they relate to the Company:

- (1) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement;
- (2) fraud or deliberate error in the recording and maintaining of financial records;
- (3) deficiencies in or noncompliance with internal accounting controls;
- (4) misrepresentation or false statement regarding a matter contained in financial records, financial reports or audit reports;
- (5) deviation from full and fair reporting of financial condition; or
- (6) violations of the Company’s Code of Ethics.

Procedure

To report a concern, you may send by email or otherwise a written statement of the particulars of the issue to David Robson, Chief Financial Officer, at the following email: drobson@nuvve.com. You can also report a concern through the Ethics Hotline which has been established for such use at (800) [XXX]-[XXXX]. If you are uncomfortable with contacting Mr. Robson, you may send a letter to the chairman of the Audit Committee of the Board of Directors of the Company, at the following address: Nuvve Holding Corp., 2468 Historic Decatur Road, San Diego, California 92106. Letters need not be signed; the Company will accept anonymous statements. Each expression of concern should provide as much specific information as possible, including names, dates, places and events that took place, the employee’s perception of why the incident may be an issue of concern and what action the employee recommends to be taken.

Treatment of Statements of Concern

Upon receipt, all statements of concern will be recorded in a company log that will track their receipt, investigation and resolution. Each statement will be evaluated by the appropriate persons at the Company to determine if it relates to accounting functions or financial statements. Concerns about non-accounting matters will be referred to the appropriate persons. Accounting concerns will be investigated by the accounting department under supervision of the audit committee. Each review will be conducted in a prompt, confidential manner to the fullest extent possible, consistent with the need to conduct an adequate review. The audit committee will review the Company log each fiscal quarter. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the audit committee.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee based on the good faith reporting of his or her concerns regarding the accounting, internal accounting controls, auditing matters, financial statements or ethics matters of the Company. [However, employees who abuse the reporting mechanisms established under this Policy by making allegations in bad faith may be subject to disciplinary action.]