

**CORPORATE GOVERNANCE GUIDELINES OF
SEMANTIX, INC.**

ADOPTED AS OF OCTOBER 9, 2023

The following Corporate Governance Guidelines (the “**Guidelines**”) have been adopted by the Board of Directors (the “**Board**”) of Semantix, Inc. (the “**Company**”) to assist the Board in the exercise of its responsibilities. These Guidelines are not intended to change or interpret any federal or state law or regulation in any jurisdiction, the Company’s Memorandum and Articles of Association (as may be amended from time to time) (the “**Articles**”) or the Shareholders Agreement entered into by and among the Company and certain of its shareholders on November 16, 2021 (as may be amended from time to time) (the “**Shareholders Agreement**”). These Guidelines are subject to the provisions of the Shareholders Agreement and the Articles. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its shareholders, particularly to the extent that the Shareholders Agreement may also be modified or terminated to reflect changes to the Company’s stockholder composition or otherwise, or as required by applicable laws.

I. THE BOARD’S ROLE AND RESPONSIBILITIES

The Board is elected by stockholders to manage the business of the Company and may appoint such officers as they consider necessary. The core responsibility of a Board member is to act in good faith in the best interests of the Company, use powers conferred on him or her for the purpose for which they were conferred and exercise whatever skill he or she possesses and reasonable care when acting in the Company’s interests. The day-to-day business of the Company shall be conducted under the direction of the management directors and the senior management appointed by the Board, with the oversight of the non-management directors, to enhance the long-term value of the Company for its stockholders. The Board and senior management recognize the long-term interests of stockholders are advanced by responsibly considering the concerns of other stakeholders, including employees, customers, suppliers and the communities in which the Company operates.

The Board must define the general direction of the Company's business and decide on strategic issues, aiming to achieve the following guidelines:

- i. define the company's strategy, analyzing issues of relevance to shareholders;
- ii. approve the Company's budget plan and financial projections;
- iii. ensure the Company's perpetuity, within a long-term and sustainable perspective that incorporates economic, social, environmental and good corporate governance considerations in the definition of business and operations;

- iv. formulate guidelines for the management of the Company and its subsidiaries, which will be reflected in the annual budget;
- v. ensure that the Company's strategies and guidelines are effectively implemented without, however, intervening in operational matters;
- vi. prevent and manage situations of conflict of interest or divergence of opinions, so that the company's interests always prevail;
- vii. promote themes associated with sustainability in the Company's business processes, considering social, economic, good corporate governance and environmental issues, including climate change issues;
- viii. oversee the company's internal controls and compliance environment;
- ix. approving the internal regulations of the advisory committees and periodic discussion of the activities and considerations pointed out by the Committees;
- x. approve the Company's Code of Ethics and Conduct;
- xi. ensure that its subordinates and trusted third parties keep confidential information not disclosed to the market;
- xii. act in accordance with the provisions of laws and regulations applicable to the Company's activities and internal policies;
- xiii. approve the company's financial statements;
- xiv. periodically assess risk exposure;

II. BOARD LEADERSHIP AND INDEPENDENCE

(a) **Chairperson of the Board.** The Board does not require the separation of the offices of the Chairperson of the Board (the “**Chairperson**”) and the Chief Executive Officer. The Board shall be free to choose its Chairperson in any way that it deems best for the Company at any given point in time. Pursuant to the terms of the Shareholders Agreement, so long as the Founders (as such term is defined in the Shareholders Agreement) hold a number of the Company’s ordinary shares representing at least seven and one-half percent (7.5%) of such ordinary shares then issued and outstanding, a Director appointed or nominated by the Founders shall have the right to designate the Chairperson.

(b) **Independence of the Board.** The Shareholders Agreement requires three (3) directors who satisfy the “independence” requirements applicable to audit committee members as set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) to the extent applicable to “foreign private issuers” as defined in Rule 3b-4 of the Exchange Act (a “**Foreign Private Issuer**” and any such directors satisfying these

requirements, an “**Independent Director**”). The Board will review annually the relationships that each director has with the Company. Following such annual review, only those directors who the Board affirmatively determines have no relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director will be considered independent directors, subject to additional qualifications prescribed under Nasdaq rules.

(c) **Separate Sessions of Non-Management Directors.** The non-management directors of the Board shall meet in executive session without management directors present at least once per year. These directors will review the Company’s implementation of and compliance with these Guidelines and consider such matters as they may deem appropriate at such meetings. Formal deliberations or decisions concerning the business and affairs of the Company will occur only during regular or special meetings of the Board or its committees, and not at separate sessions.

III. BOARD COMPOSITION

(a) **Size of the Board.** The size of the Board shall not exceed a number that can function efficiently as a body. The Company’s Shareholders Agreement establishes that the Board will initially consist of seven (7) directors. The Nominating and Corporate Governance Committee may consider and make recommendations to the Board concerning the appropriate size and needs of the Board.

(b) **Selection of New Directors.** Subject to the terms of the Shareholders Agreement that set forth procedures governing the nomination of directors to the Board, the Board shall be responsible for nominating members for election and for filling vacancies on the Board that may occur between annual meetings of stockholders in consultation with the stockholders in the manner contemplated in the Shareholders Agreement. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership with the recommendation and input from the stockholders in accordance with the procedures and criteria set forth in the Shareholders Agreement. Accordingly, when formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall consider recommendations from stockholders and, potentially, others as it deems appropriate.

(c) **Board Membership Criteria.** Subject to the terms of the Shareholders Agreement that set forth procedures governing the nomination of directors to the Board, the Nominating and Corporate Governance Committee shall periodically review and recommend for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. Among the qualifications considered in the selection of director candidates, the Nominating and Corporate Governance Committee shall consider, among others, experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, potential conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board.

(d) **Board Diversity.** The Board believes that board diversity is important to serving the long-term interests of stockholders. To reflect its commitment to diversity, the Nominating and Corporate Governance Committee will strive towards the selection of qualified candidates who reflect diverse backgrounds, including diversity of gender and race or ethnicity.

(e) **Director Nominations.** In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the overall mix of tenures on the Board and each director's performance and suitability. The Board does not believe that term limits or a mandatory retirement age are appropriate at this time.

(f) **Outside Board Memberships.** The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors shall provide prior written notice to the chairperson of the Nominating and Corporate Governance Committee of any proposed service on the board of directors of a public or private company.

Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

However, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, no member of the Audit Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.

(g) **Resignation.** Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company. Non-employee directors shall notify the chairperson of the Nominating and Corporate Governance Committee in the event of any significant change in their primary employment or job responsibilities. Such committee shall consider and recommend to the Board whether the director should continue to serve on the Board in light of the circumstances. In addition, any Sponsor Director (as defined in the Shareholders Agreement) serving on the Board and any Board observers designated by Alpha Capital Sponsor LLC shall be required to resign following the termination of the Shareholders Agreement with respect to Alpha Capital Sponsor pursuant to the terms of the Shareholders Agreement.

IV. BOARD MEETINGS

(a) **Frequency of Meetings and Attendance.** The Board shall hold regularly scheduled meetings at least once a quarter and additional meetings as appropriate in person or via telephone conference. All directors are expected to attend the annual meeting of stockholders, Board meetings and meetings of the Board committees on which they serve. The Company shall pay all reasonable and documented out-of-pocket costs and expenses incurred by

each director nominated pursuant to the Shareholders Agreement in connection with attending regular and special meetings of the Board, or any of its committees, to the extent in person attendance to any meeting is deemed by the Chairperson to be necessary.

(b) **Selection of Agenda Items for Board Meetings.** The Chairperson, in consultation with the Chief Executive Officer, shall prepare the agenda for each Board meeting. Board members are encouraged to suggest inclusion of items on the agenda or raise at any Board meeting topics that are not specifically on the agenda for that meeting.

(c) **Board Materials Distributed in Advance.** Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

V. BOARD COMPENSATION

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Board will determine the form and amount of non-employee director compensation upon the recommendation of the Compensation Committee, which will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity.

VI. SELF-EVALUATION BY THE BOARD

Following completion of the Company's fiscal year, the Nominating and Corporate Governance Committee will coordinate an annual self-evaluation of the Board's effectiveness, as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

VII. BOARD ACCESS

(a) **Board Access to Management.** Board members shall have access to the Company's management and coordinate such access through the Chief Executive Officer.

Directors will use judgment to ensure that this access is not distracting to the business operation of the Company.

(b) **Management Attendance at Board Meetings.** The Board encourages invitations to management from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of such management personnel at Board meetings is at the discretion of the Board.

(c) **Board Observers.** Subject to the terms of the Shareholders Agreement, during the term of the Sponsor Director (as such term is defined in the Shareholders Agreement), Alpha Capital Sponsor LLC shall have the right to designate, in its sole discretion, two (2) observers at any and all meetings of the Board (but, for the avoidance of doubt, such observers will not be entitled to attend any meetings of any committees thereof except to the extent invited by such committee). Such observers shall be entitled to receive all notices and materials provided to directors, and have the same access and information rights as a Director; provided that such observers shall not be entitled to receive any notices, materials, information or access to the extent providing such notices, materials, information or access, as applicable, would result in the waiver of any applicable privilege. Such observers will not have voting rights or fiduciary obligations to the Company, its subsidiaries or their equity holders, but shall be bound by the same confidentiality obligations as the directors.

VIII. OTHER BOARD TOPICS

(a) **Board Orientation and Continuing Education.** Newly appointed Board members will receive orientation and education about the Company, its business and financial operations and the functioning of the Board. Directors are expected to participate in continuing education opportunities to explore critical issues affecting the Company and its industry overall, and directors' roles and responsibilities. The Company shall pay all reasonable expenses relating to continuing director education.

(b) **Interaction with Investors and Other Parties.** As a general matter, management speaks for the Company, and directors should refer all inquiries from investors, analysts, the press or others to the Chief Executive Officer or his or her designee. Nevertheless, it is expected that non-management directors, may from time to time meet or otherwise communicate with external constituencies, including stockholders, and should consult with management in relation to any such communications.

IX. COMMITTEE MATTERS

(a) **Standing Board Committees.** The Company shall have three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on

circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

(b) **Board Committee Composition.** The Audit Committee shall be composed of Independent Directors to the extent necessary under applicable legal, regulatory and stock exchange requirements, while the Company, as a Foreign Private Issuer, is not obliged to adhere to any independence standard for purposes of the Compensation Committee and the Nominating and Corporate Governance Committee. The Shareholders Agreement sets forth the agreement among the parties thereto regarding the intended composition of the committees, stipulating, that, subject to the terms, conditions and legal and independence requirements set forth therein, (i) the Sponsor Director shall serve on the Audit Committee or, if not qualified due to independence requirements, on the Nominating and Corporate Governance Committee and (ii) for so long as the Founders hold at least seven and one-half percent (7.5%) of the Company's ordinary shares then issued and outstanding, a director appointed or nominated by the Founders may serve on each committee of the Board.

(c) **Assignment and Rotation of Committee Members.** The Nominating and Corporate Governance Committee shall annually review the committee assignments and consider the rotation of the chairperson and members of each committee subject to the agreement among certain stockholders as set forth in the Shareholders Agreement. The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chairperson and stockholders, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairpersons and members to the committees on an annual basis, subject to the provisions of the Shareholder Agreement.

X. EXECUTIVE DEVELOPMENT

(a) **Selection of the Chief Executive Officer.** The Board is responsible for identifying potential candidates for, and selecting, the Chief Executive Officer. The Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

(b) **Evaluation of the Chief Executive Officer.** The formal evaluation of the Chief Executive Officer shall be made in the context of the periodic compensation review of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee shall determine, including performance of the business and accomplishment of long-term strategic objectives.

(c) **Succession Planning.** The Nominating and Corporate Governance Committee is responsible for developing and recommending to the Board for approval succession plans for the Chief Executive Officer and certain other senior management positions. To assist the Nominating and Corporate Governance Committee, the Chief Executive Officer shall periodically provide the Nominating and Corporate Governance Committee with an assessment

of persons considered potential successors to the Chief Executive Officer and other senior management positions.

XI. AMENDMENTS

These Corporate Governance Guidelines are subject to modification from time to time by the Board.