

SEMANTIX, INC.
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

1. The Nominating and Corporate Governance Committee (the “**Committee**”) of Semantix, Inc., a Cayman Islands exempted company (the “**Company**”) is established by the Company’s board of directors (“**Board**”) for the following purposes:
 - (a) assisting the Board and the Company’s shareholders in identifying individuals qualified to become Board members and recommending to the Board, the director nominees for election at the next annual general meeting of the Company, subject to the terms of the Company’s 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**”) that sets forth procedures governing the nomination of directors to the Board;
 - (b) monitoring significant developments in the law and practice of corporate governance, recommending to the Board corporate governance guidelines applicable to the Company, and overseeing compliance with such guidelines;
 - (c) leading the Board in its annual review of the performance of the Board and its committees; and
 - (d) subject to the terms of the Shareholders Agreement, recommending to the Board director nominees for each committee of the Board.

The operation of the Committee, as well as the presentation of opinions and recommendations of the Committee to the Board, the Company’s bodies and general meetings, are governed by this charter.

2. The Committee reports directly to the Board and consists of at least three (3) members appointed by the Board, the exact number to be determined by the Board.
 - 2.1 The Board shall appoint, from among the members of the Committee, a chairperson (the “**Chair of the Committee**”), who will: (i) call meetings; and (ii) set the agenda for each meeting of the Committee.
 - 2.2 Subject to Section 5.3, the function of members of the Committee cannot be delegated.

- 2.3 Subject to the terms of the Shareholders Agreement, the members of the Committee, including the Chair of the Committee, will be appointed and removed by the Board, and the Board may appoint or remove the members of the Committee at any time.
 - 2.4 Subject to the terms of the Shareholders Agreement, in the event of vacancy of any member of the Committee due to dismissal, resignation, death, confirmed impediment, disability, loss of office or other cases provided by applicable law, the Board will appoint a replacement for the remaining term of office of the relevant member.
3. The members of the Committee shall promote and discuss matters with the Board regarding best corporate governance practices. The Committee shall:
- (a) develop criteria for the selection of members of the Board and its committees. The Committee shall review with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment shall include each member's qualification as independent (to the extent such member is required to be independent under applicable laws or regulations), as well as consideration of diversity, age, skills and experience in the context of the needs of the Board.
 - (b) actively seek individuals qualified to become Board members for recommendation to the Board. The Committee shall have the sole authority, at the Company's expense, to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms, recommend to the Board a set of corporate governance guidelines applicable to the Company, and supervise its enforcement;
 - (c) review and approve the Code of Business Conduct and Ethics of the Company on an annual basis and monitor compliance with the Code of Business Conduct and Ethics of the Company, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance; and
 - (d) review and express its opinion about potential conflicts of interest among members of the Board and the Company.
- 3.1 The Committee may engage its own external consultants at the Company's expense, but the work of external consultants does not exempt the Committee from its duties.
4. The Committee meets at least once a year, or whenever required and called by the Chair of the Committee.

- 4.1 Committee meetings shall be called in writing, via e-mail, fax, or letter. The notice must inform the time and place of the meeting and include a detailed agenda thereof. Committee members may waive this if they are present at the meeting, or upon prior consent in writing by absent members.
- 4.2 The Committee shall have the authority to set its own rules and procedures for conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Amended and Restated Memorandum and Articles of Association (the "**Articles**") that are applicable to the Committee.
- 4.3 The meetings of the Committee may be validly installed upon the attendance of at least the absolute majority of its members.
- 4.4 Any meeting of the Committee may be conducted by means of conference call system, videoconference or any other communication means that allows identification and the simultaneous communication with all other persons attending the meeting. In that case, Committee members attending the meeting via any of these communication means will be deemed as present in person at the meeting. Except as required by applicable law, all matters must be approved by absolute majority of the Committee members. Resolutions taken in writing signed by all Committee members, including facsimile or electronic mail, are also valid.
- 4.5 Resolutions of the Committee must be approved by absolute majority vote of its members.
- 4.6 The meeting's agenda and supporting documents will be sent to the members of the Committee before the meeting, whenever possible.
- 4.7 In addition to its annual meetings, the Committee will hold meetings with the Company's Board and executive officers, whenever required, to perform its duties.
- 4.8 The Committee shall keep minutes of its actions.
- 5. In addition to the legal requirements of their position, the conduct of members of the Committee must be guided by high ethical standards. The members of the Committee must follow and encourage the Company's best corporate governance practices, and keep the confidentiality of any material non-public information regarding the Company.
 - 5.1 The Committee shall report to the Board at least annually and more frequently as circumstances may dictate.
 - 5.2 The members of the Committee are subject to the same duties as those of the members of the Board.
 - 5.3 In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to subcommittees of the Committee, to the extent consistent with the Articles and applicable law.

6. The Committee shall conduct a periodic performance self-evaluation and shall report to the Board the result of such self-evaluation. The Committee shall assess the adequacy of this charter periodically and recommend any changes to the Board.
7. This charter may only be amended in writing by the Board.