

## SEMANTIX, INC.

### CHARTER OF THE

#### AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. The Board of Directors (the “**Board**”) of Semantix, Inc., a Cayman Islands exempted company (the “**Company**”), has established an Audit Committee of the Board (the “**Committee**”) with the authority and duties described in this charter.
2. The Committee is an advisory body of the Board.
3. The members of the Committee shall be appointed by the Board, and their term in office can be renewed for successive periods, subject to the rules of the U.S. Securities and Exchange Commission (the “**SEC**”) and The Nasdaq Stock Market (“**Nasdaq**”), the Company’s Amended and Restated Memorandum and Articles of Association (the “**Articles**”), the terms of 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**”) setting forth procedures governing the nomination of committee members and this charter. The members of the Committee will serve on the Committee until the earliest of (1) the moment they cease to be a director, (2) their resignation, (3) the majority of the Board favorably votes for a change in the composition of the Committee, and (4) as otherwise determined by the Board.
4. 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. Each member of the Committee shall, in the judgment of the Board, meet the independence and experience requirements of Nasdaq and the SEC.
  - 4.1. The members of the Committee, including the Chair of the Committee (as defined below), will be appointed and removed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board subject to the terms of the Shareholders Agreement. The Board may appoint or remove the members of the Committee at any time.
  - 4.2. It is expected that at least one of the Committee members shall, in the judgment of the Board, be an “audit committee financial expert” (as defined by the applicable rules of the SEC).
  - 4.3. Each member of the Committee shall be independent to the extent required by any applicable rules of the Nasdaq and under the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), except that the Company may rely upon any available exemptions and/or phase-in provisions, if applicable.
  - 4.4. Subject to Section 15, the function of members of the Committee cannot be delegated.

- 4.5. Committee members shall keep an unbiased and skeptical attitude in carrying out their activities and, above all, concerning the estimates contained in the Company's financial statements and the Company's management.
  - 4.6. The Committee shall be composed of people who, in addition to the legal and regulatory requirements, as well as those requirements set forth in the Articles, in the judgment of the Board, meet the following conditions: (a) are able to read and understand fundamental financial statements, including the Company's statement of financial position, statement of operations, and cash flow statement, at the time of his or her appointment to the Committee (or acquire such ability within a reasonable period of time after his or her appointment); (b) have unblemished reputation and, to the extent possible, knowledge of how the markets in which the Company and/or its subsidiaries operate; and (c) cannot hold any position in any company that may be considered a competitor of the Company or any of its subsidiaries, and he/she cannot have, or represent, any conflicting interests with the Company or any of its subsidiaries.
5. The Board shall appoint, from among the members of the Committee, a chairperson (the "**Chair of the Committee**"), who will be responsible for representing, organizing, and coordinating the Committee activities.
    - 5.1. The Chair of the Committee will be responsible for: (a) calling, setting the agenda, establishing, and presiding over the Committee meetings; (b) representing the Committee in its relationship with the Board, the Company's executive officers, and the Company's internal and external auditors, internal bodies and committees, signing, whenever necessary, letters, invitations and reports forwarded to them; (c) inviting, on behalf of the Committee, any participants to Committee meetings; and (d) complying with this charter and enforcing that all other Committee members also comply with it.
    - 5.2. In the event of absence or temporary inability of the Chair of the Committee, he/she may be replaced by another member appointed by him/her or, in his/her absence, the remaining members of the Committee.
    - 5.3. The Chair of the Committee, accompanied by other members of the Committee whenever necessary or appropriate, shall meet with the Board upon a call by the Board at least every quarter to report the Committee activities, in addition to other matters that may be relevant.
  6. The Committee shall meet ordinarily at least quarterly or, extraordinarily, whenever called by the Chair of the Committee or the chairperson of the Board (the "**Chair of the Board**"), or by a written request of any Committee member, being certain that the Company's quarterly and annual financial statements shall always be reviewed by the Committee prior to being disclosed.
    - 6.1. 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. Any proposal and all required documents connected to the agenda shall be made available to the Committee members at the same time the meeting is called.

- 6.2. 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 Articles that are applicable to the Committee or this charter.
- 6.3. The agenda of the meetings will be prepared by the Chair of the Committee or the Chair of the Board, and the other Committee members may suggest and request additional matters to be addressed by the Committee.
- 6.4. The meetings will be established with the presence of a majority of Committee members.
- 6.5. In case the quorum set forth above is not met, the Chair of the Committee or Chair of the Board shall call another meeting, to be held with any quorum, depending on the urgency required by the matter to be addressed.
- 6.6. The recommendations, opinions, and reports made by the Committee shall be approved by a majority of votes of the members attending the corresponding meetings. The Committee may also act by unanimous written resolution in lieu of a meeting.
- 6.7. Committee meetings shall be held preferably at the Company's headquarters, and they can be held at a different place in case all members deem it appropriate and previously agree with it, and the Chair of the Board must be informed of that.
- 6.8. Members of the Committee are allowed to attend both regular and extraordinary meetings of the Committee 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 and shall subsequently sign the corresponding minutes thereof.
7. As part of its goal to foster open communication, the Committee shall also periodically meet separately with each of management, external and internal auditors to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately.
8. The Committee may call other members of the Board, senior management and internal and external associates of the Company, and any other persons who hold relevant information or expertise in some relevant topics to attend its meetings.
9. The subjects, pieces of advice, discussions, recommendations and opinions of the Committee shall be recorded in meeting minutes, which shall be signed by the

corresponding members present thereto, and such minutes shall contain the relevant topics discussed, the list of presents, mentioning any excused absences, the measures requested and any points of disagreement among members. Copies of the Committee's meeting minutes will be forwarded to the Chair of the Board. Supporting documents of the meetings shall be filed at the Company's headquarters and the Company's registered office in the Cayman Islands.

10. The Company's management may designate a secretary to support the Committee and its meetings, who will also be responsible for drawing up the meeting minutes, as well as for providing any support necessary for the full operation of the Committee and taking all appropriate actions that may be requested by the Committee members.
11. The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.
  - (a) The Committee shall assess the adequacy of this charter periodically and recommend any changes to the Board.
  - (b) (i) Appoint, retain and terminate the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) set the remuneration to be paid to the Company's external auditors; and (iii) supervise the activities of external auditors in order to assess at least annually: (x) their independence; (y) the quality of services provided thereby; and (z) whether the services provided are adequate or not to the Company's needs.
  - (c) Pre-approve all audit and non-audit services (other than prohibited non-audit services) to be provided to the Company by its external auditors, except as permitted under applicable rules.
  - (d) Annually review the independent auditor's assessment regarding internal quality control procedures, to the extent applicable, or review any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors and all relationships between the independent auditor and the Company.
  - (e) Discuss with the external auditors the matters required to be discussed by applicable auditing standards adopted by the Public Company Accounting Oversight Board and approved by the SEC from time to time.
  - (f) Obtain a report from the external auditors, in connection with the Company's annual audited financial statements, describing: (i) all critical accounting policies and practices to be used by the Company; (ii) all alternative treatments within generally accepted accounting principles for

policies and practices that have been discussed with management; (iii) ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors; and (iv) any other material written communications between the external auditor and the Company's management.

- (g) Review with the external auditors (i) any audit problems or difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information and any significant disagreements with management, and (ii) management's responses to such matters.
- (h) In connection with its oversight responsibilities, resolve any disagreements between management and the external auditors regarding the Company's financial reporting.
- (i) Analyze the management's reports, submitting to the Board the recommendations as it deems necessary.
- (j) Analyze the annual and interim-period financial statements of the Company and discuss with management and external auditors, and, as a result, the Committee will be responsible for: (i) monitoring the quality and integrity of the annual and interim-period financial statements; and (ii) monitoring the quality and integrity of information and measurements released based on adjustments to accounting data and on non-accounting data that add elements not provided for in the Company's financial statements.
- (k) Discuss with management generally the type and presentation of information to be disclosed in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- (l) Review with management and external auditors the effect of off-balance sheet structures on the financial statements of the Company.
- (m) Review the effect of regulatory and accounting initiatives on the Company.
- (n) Oversee the Company's disclosure controls and procedures and internal control over financial reporting on behalf of the Board. The Committee shall review and discuss with management and the external and internal auditors the adequacy and effectiveness of the Company's internal controls (including any material weaknesses, significant deficiencies, significant changes to internal controls and any fraud whether or not material that involves management or other employees who have a significant role in the Company's internal controls), any actions taken in light of material control deficiencies, material weaknesses and major issues regarding accounting principles and financial statement presentations.

- (o) Evaluate the effectiveness and sufficiency of controls systems and risk & contingencies management systems, including legal risks, and the risks and contingencies arising from lawsuits or administrative proceedings in civil, tax, fiscal, labor, or arbitration issues, among other.
  - (p) Evaluate the effectiveness and sufficiency of the Company's policies on insurance.
  - (q) Assess and monitor the Company's risk exposures, as well as the policies and guidelines to risk management process.
  - (r) Assess whether the Company's executive officers are complying with the recommendations made by the external and internal auditors, as well as reporting to the Board any possible conflicts between internal auditors, external auditors and/or the Company's executive officers.
  - (s) Meet, at the Board's request, with the various committees of the Board and the Board to discuss policies, practices and procedures identified under their corresponding authorities.
  - (t) Report regularly to the Board, including with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's external auditors or the performance of the internal audit function.
  - (u) Become aware of and analyze the transactions with related parties involving the Company pursuant to the Company's Related Party Transactions Policy.
12. In addition to the duties set forth in the previous article, the Committee shall also: (i) look after the Company's interests within the scope of its authority; (ii) analyze the reports issued by regulatory agencies on the Company, in whatever may impact the perception of matters under its competence, as provided for in this charter and in the applicable rules and standards; and (iii) from time to time, carry out a self-assessment of its activities and identify possibilities to improve its performance.
  13. All Committee members are subject to the provisions set forth in the Code of Business Conduct and Ethics of the Company as well as the provisions in all other policies of the Company applicable to Board members.
  14. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the sole authority (without seeking Board approval) to engage and terminate its own independent counsel, accounting and other advisors as it determines necessary or appropriate to carry out its duties and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee. The Company shall provide appropriate

funding, as determined by the Committee, for payment of compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any advisors that the Committee chooses to engage, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

15. The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.
16. The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
17. The compensation of Committee members shall be as determined by the Board while a compensation committee of the Board is not established. Once established, the compensation committee of the Board will be responsible for determining the compensation of the Committee members.
18. Any cases that might not be covered by this charter shall be settled by the Committee.
19. This charter may only be amended in writing by the Board.

While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit, or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary.

Nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable law.