

SEMANTIX, INC.

CHARTER OF THE

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

1. The primary purpose of the Compensation Committee (the “**Committee**”) of Semantix, Inc., a Cayman Islands exempted company (the “**Company**”) is to discharge the responsibilities of the Company’s board of directors (the “**Board**”) relating to the compensation, including equity compensation, of the Company’s directors and executive officers. The Committee has overall responsibility for evaluating and making recommendations to the Board regarding the Company’s compensation (including equity-based and incentive compensation) plans, policies and programs. The operation of the Committee, as well as the presentation of opinions and recommendations of the Committee to the Company’s bodies, 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 Sections 5.2 and 5.3, the function of members of the Committee cannot be delegated.
 - 2.3 The members of the Committee, including the Chair of the Committee, will be appointed and removed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board. The Board may appoint or remove the members of the Committee at any time.
 - 2.4 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 Committee shall:
 - (a) establish and periodically review a general compensation policy for the Company, which shall be reviewed at least annually;
 - (b) have all the powers of administration under all of the Company’s employee benefit plans, including any share compensation plans, bonus plans, retirement plans, share purchase plans, and benefits. In connection therewith, the Committee shall determine, subject to the terms of the Company’s plans, the directors, officers and employees of the Company eligible to participate in any of these plans, the extent of such participation,

and the terms and conditions under which benefits may be vested, received or exercised;

- (c) subject to any delegated authority, approve increases in directors' fees and approve increases in salaries paid to executive officers of the Company;
- (d) consistent with the Company's general compensation policy and subject to Sections 4.8, 4.9 and 4.10 below, annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, Chief Financial Officer, and other executive officers and key employees, as well as (i) evaluate the performance of such persons in light of those goals and objectives, and (ii) approve the compensation levels of such persons based on this evaluation; and
- (e) in determining any long-term incentive component of compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to persons with similar titles and/or responsibilities at comparable companies, the awards given to such persons in comparable companies in past years, and such other matters as the Committee may deem relevant.

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. The Committee is responsible for the completeness and confidentiality of the work of external consultants.

4. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee shall determine the frequency and length of the Committee meetings.

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 the 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 The Committee shall keep minutes of its actions.
 - 4.8 No person should attend that portion of any meeting where such person's performance or compensation is discussed, unless specifically invited by the Committee.
 - 4.9 Any member of the Committee shall recuse himself or herself from voting on his or her own compensation or any matter or compensation he or she may have a personal direct interest on.
 - 4.10 The Chief Executive Officer may not be present, even if serving as a member of the Committee, during voting or deliberations related to his or her compensation, and the Chief Executive Officer shall recuse himself or herself from voting on his or her own compensation.
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 members of the Committee are subject to the same duties as those of the members of the Board.
 - 5.2 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.
 - 5.3 The Committee may delegate to one or more officers of the Company the authority to make grants of equity compensation awards to any executive officer, employee or other key service provider of the Company other than a member of senior management under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.
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.