



NOMINATING AND HUMAN RESOURCES COMMITTEE CHARTER

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NOMINATING AND HUMAN RESOURCES COMMITTEE CHARTER

This Nominating and Human Resources Committee Charter (the "Charter") was adopted by the Board of Directors (the "Board" and its members, the "Directors") of CI&T Inc (the "Company") on December 12, 2022.

I. Objectives

1.1 The Nominating and Human Resources Committee (the "Committee") is an advisory body of the Board and shall assist the Board in nominating candidates for election to the board of directors and overseeing the human resources policies and practices adopted by the Company (including, in all cases, as appropriate, the Company's subsidiaries (the "Subsidiaries")). In fulfilling its role, the Committee is responsible for: (i) identifying, evaluating, and recommending individuals qualified to become Executive Directors, Officers and Board Members (ii) managing and developing compensation, benefits and incentive policies; and (iii) annually monitoring key performance indicators (KPIs) and performance targets of Executive Directors, Officers and Board Members.

II. Committee Members

2.1. The Committee shall always consist of at least three Directors, appointed by the Board, with a term of office of one year.

2.2. Committee members shall remain in office until their successors are elected and qualified or until their death, incapacity, resignation, or removal, if any of these events occur before the end of their term of office. Committee members may be re-elected. Any member of the Committee may be removed or replaced due to resignation or disability by resolution of the Board. The Chairperson of the Committee shall be appointed from among the members of the Committee, and shall preside at meetings of the Committee and shall have the authority to call meetings, establish the agenda of meetings, and determine the necessary information for the Committee, except as otherwise provided at the initiative of the Committee. In the absence of the Chairperson at a duly called meeting, the Committee shall select a

temporary replacement from among its members to serve as chairperson of the meeting.

III. Committee Meeting

3.1. The Committee shall meet semi-annually, in regular and scheduled meetings, or extraordinarily, at the request of the Board, and shall be convened by written notice, including by email with proof of receipt, sent to the other members of the Committee by the Committee Chairperson at least 5 days prior to the date of the meeting. The Committee Chairperson may not refuse to convene the meeting, and shall send the notice of convocation within five 5 days of the date of the request for the meeting by the Board.

3.2 The Committee shall establish its own schedule of meetings. Committee meetings may be held by telephone or other electronic means. A majority of the members of the Committee shall constitute a quorum for a meeting to be held, and the affirmative vote of a majority of the members present at a meeting at which such a quorum is present shall determine the action of the Committee.

IV. Key Responsibilities

4.1. The following responsibilities are presented as a guide for accomplishing the Committee's responsibilities, provided that the Committee's activities may differ as appropriate under the circumstances. The Committee is authorized to perform these activities and other actions reasonably related to the Committee's responsibilities or assigned by the Board from time to time.

4.2 In order to fulfill its responsibilities, the Committee shall:

- A. Analyze and contribute to the process of evaluation, management, development, training and professional improvement of people, including the Directors, Officers and Board Members;
- B. Propose or evaluate, as the case may be, the nomination and election of Directors, Officers and Board Members, as well as the conditions for their respective hiring or dismissal;

- C. Investigate, review and evaluate the qualifications of Directors, Officers and Board Members and assess the contributions and performance of Directors eligible for re-election;
- D. Evaluate the independence of candidates for membership on the Board under applicable independence criteria of the Securities and Exchange Commission or the applicable listing venue;
- E. Recommend to the Board nominees for Director for stockholder approval at any regular or special meeting of stockholders at which one or more Directors are to be elected; and recommend Director nominees to fill vacancies on the Board, as necessary;
- F. Endeavor to ensure that the Board and its committees are composed of Directors that reflect a diversity of experience, gender, race, ethnicity and age;
- G. The Committee shall review any Director resignation letter or offer to resign and recommend to the Board whether to accept such resignation;
- H. Analyze the human resources structures and practices of the Company, in light of the best practices adopted by domestic and foreign companies, as well as the strategies and context of opportunities and risks to which the Company is exposed;
- I. Recommend actions that promote the desired organizational culture of performance, aligned with the Company's mission, vision, and values, and focused on building sustainable results;
- J. Review and propose to the Board corporate goals and objectives related to the compensation of employees and Board Members of the Company, including annual performance objectives;
- K. Evaluate the performance of the Directors, Officers and Board Members in connection with corporate goals and objectives, including the monitoring of Key Performance Indicators (KPIs) and the performance targets of these positions of the Company;

- L. In view of the performance evaluation, recommend to the Board the compensation (including any discretionary incentive bonuses) of Directors, Officers and Board Members and propose the revision of any contract or understanding regarding such employment, incentive compensation or other benefits based on that evaluation;
- M. Periodically review and propose changes to the Company's compensation policies and management compensation programs, such as management incentive compensation plans, including, bonuses, incentive plan or profit sharing, to determine whether they are appropriate, properly coordinated, and achieve their intended purpose(s), and recommend to the Board any modifications or new plans or programs;
- N. Periodically review and recommend to the Board compensation arrangements for Officers, Directors and Board Members of the Company;
- O. Manage and monitor employee compliance with the guidelines for the Company's incentive and share-based compensation plans;
- P. Conduct periodic self-assessments on the Committee's performance, including its effectiveness and compliance with this Charter;
- Q. Review and reassess the adequacy of this Charter periodically, and recommend to the Board changes as the Committee deems appropriate; and
- R. Report regularly to the Board the Committee's findings and recommendations and any other matters deemed appropriate by the Committee or as requested by the Board and keep minutes or other records (provided together with written minutes) of Committee meetings and activities on file at the Company's registered office.

V. Qualifications for Nomination of Directors, Officers and Board Members

5.1 The Committee will review and oversee succession planning for the Board, Officers and Directors. The Committee shall analyze if prospective nominees for these positions of the Company meet the following qualification requirements:

I – (a) have relevant industry knowledge, (b) have not been barred by any law from exercising duties related to the administration of companies, (c) have not been subject to a judicial penalty that prohibits, even temporarily, the nomination to public positions, and (d) have not been subject of a judgment in bankruptcy, fraud related crimes, including bribery, embezzlement, etc., or judgments with respect to any antitrust, consumer protection or similar laws applicable in the jurisdiction of the Company and its Subsidiaries incorporation and principal place of business.

II - have professional experience of, at least:

a) ten years, in the public or private sector, in the Company's and its Subsidiaries' area of activity or in an area related to that for which they are nominated for one of the mentioned positions;

b) four years holding at least one of the following positions:

- director, audit committee member or senior management position in a company similar in size or purpose to that of the Company and its subsidiaries;

- teaching or research position in the Company or its Subsidiaries field of activity;

- as an independent professional in an activity directly or indirectly linked to Company's and its Subsidiaries' area of activity.

III - In order to be nominated to a position of independent director, such nominee must meet the applicable independence criteria of the Securities and Exchange Commission or the relevant listing venue.

5.2 The Committee shall not recommend for nomination for Directors, Officers and Board of Directors positions:

I - any representative of a regulatory agency to which the Company or its Subsidiaries may become accountable;

II - any person who has acted, in the last 36 months, as a participant in the decision-making structure of a political party or in work linked to the organization, structuring and execution of an electoral campaign;

III - any person who holds a position in an union organization; and

IV - any person who has or may have any form of conflict of interest with the Company's and its Subsidiaries' activities.

Document Control

| Version | Date | Description | Author |
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| 3.0 | NOV/2023 | Compliance Review | Compliance Team |
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