Exhibit 10.1  
AMENDED AND RESTATED  
EMPLOYMENT AGREEMENT  
This Amended and Restated Employment Agreement (the “Agreement”), entered into as of November 12, 2024 (the “Agreement Date”) and effective as of January 1, 2025 (the “Effective Date”), is made by and between FiscalNote Holdings, Inc., a Delaware corporation (the “Company”), and Xxxxxxx Xxxxx (“Executive” and together with the Company, the “Parties”). This Agreement amends and restates, and otherwise replaces in its entirety, as of the Effective Date, the Employment Agreement entered into between the Parties dated July 29, 2022 (the “Prior Agreement”).   
WHEREAS, Executive has served as the Chief Executive Officer of the Company pursuant to the terms of the Prior Agreement prior to the Effective Date;  
WHEREAS, the Company and Executive desire that Executive shall cease serving as Chief Executive Officer (“CEO”) of the Company and transition to Executive Chairman of the Board of Directors of the Company (“Executive Chairman”) as of the Effective Date; and