

SEMRUSH HOLDINGS, INC.

TALENT AND COMPENSATION COMMITTEE CHARTER

I. General Statement of Purpose

The purpose of the Talent and Compensation Committee of the Board of Directors (the “Compensation Committee”) of SEMrush Holdings, Inc. (the “Company”) is to assist the Board in the discharge of the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, including compensation structure, policies, programs, and implementation. The Compensation Committee also has the responsibility to manage and oversee (i) the Company’s employee benefits plans, including its equity incentive plans and awards (and to act as the administrator of such plans), as well as such other responsibilities as may be assigned from time to time by the Board; and (ii) the Company’s human capital management efforts and related disclosure, including management and the Board’s efforts to promote diversity, inclusion, and belonging at the Company.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, each of whom shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws.. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Board, upon the recommendation of the Nominating and Governance Committee, shall appoint the members of the Compensation Committee annually and may replace or remove them at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as chair of the Compensation Committee (the “**Chair**”).

III. Meetings

The Compensation Committee shall meet as often as it determines appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all participants can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by vote of a majority of members present at a meeting. The Compensation Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Company’s bylaws, as may be adopted and amended by the Board from time to time. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Compensation Committee Charter (the “**Charter**”).

IV. Compensation Committee Activities

The Compensation Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Processes and Procedures for Considering and Determining Director and Executive Officer Compensation

- Periodically review, and make recommendations to the Board regarding, the compensation program for non-employee directors, and to determine the compensation of such directors of the Company, including compensation under any equity-based plans.
- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for considering and determining executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement.

C. Compensation Committee Report

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on its review and discussions with management, recommend to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission, the New York Stock Exchange rules, and any other rules and regulations applicable to the Company.

D. Annual Evaluation of the Compensation Committee

- Perform an annual evaluation of the Compensation Committee and report the results to the Board.

E. Incentive-Compensation and Equity-Based Plans

- Review and approve grants and awards under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such

plans.

- Review and recommend to the Board policies and procedures for the grant of equity-based awards.

F. Matters Related to Compensation of the Company's Chief Executive Officer

- Review and approve the corporate goals and objectives to be considered in determining the compensation of the Company's Chief Executive Officer (the "CEO").
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on that evaluation.
- In formulating its recommendation regarding the long-term incentive component of the CEO's compensation, consider the Company's performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.
- Exclude the CEO during voting or deliberations regarding their compensation.

G. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer

- Determine the compensation structure, as well as oversee its implementation and make compensation determinations, for all officers of the Company other than the CEO; for this purpose, the term "officer" has the meaning defined in Rule 16a-1 promulgated under the Exchange Act and such other senior managers as determined by the Committee.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the Company's officers.

V. Additional Compensation Committee Authority

The Compensation Committee is authorized, on behalf of the Board, to do any of the following:

A. Matters Related to Compensation Consulting Firms or Other Outside Advisers

- Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers.

- Have sole responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser (each, a “**Consultant**”) it retains (payment, as determined by the Compensation Committee, of reasonable compensation to any such Consultant to be funded by the Company); and the Committee shall take into consideration all factors, including any applicable factors under NYSE rules and Item 407(e)(3)(iv) of Regulation S-K, relevant to the advisor’s independence from management. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest. However, nothing herein shall require any compensation consultant, legal counsel or other advisor to be independent, only that the Committee consider all applicable factors before selecting, or receiving advice from, such a compensation advisor.

The foregoing shall not apply to inside legal counsel or to a Consultant whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on a broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice.

B. Executive Succession Planning

- Review and discuss with the Board corporate executive succession plans for the CEO and other key officers of the Company.

C. Talent and Human Capital Oversight

- Review and oversee the Company’s talent and human capital management strategy and practices, including those related to performance management, talent management, leadership and development, diversity, equity and inclusion, work culture and employee well-being, and the retention of the Company’s workforce.

VI. General

- * The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities.
- * The Compensation Committee shall make regular reports to the Board on matters for which it has responsibility.
- * In carrying out its responsibilities, the Compensation Committee shall be entitled to rely on advice and information it receives from management and

any experts, advisors and professionals with whom it may consult.

- * The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet with the Compensation Committee or its members or advisers.
- * The Compensation Committee may perform such other functions the Board may request from time to time.
