

SEMRUSH HOLDINGS, INC.

AUDIT COMMITTEE COMPLAINT PROCEDURES

The Audit Committee (the “**Audit Committee**”) of the Board of Directors (the “**Board**”) of SEMrush Holdings, Inc. (together with its subsidiaries, the “**Company**”) has established these procedures (the “**Procedures**”) with respect to the receipt, treatment and retention of complaints received by the Company regarding (1) accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; (2) potential violations of the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar anti-corruption laws of other nations (collectively, the “**Anti-Corruption Laws**”); or (3) potential violations of the U.S. federal securities laws, including any rules and regulations thereunder (collectively, “**Complaints**”).

I. Procedures for Receiving Complaints

Complaints may be submitted to the Company as follows:

- To the extent permitted by applicable law, a complaining party may report his or her Complaint by placing a phone call to the “**Ethics Reporting Line**,” a third-party anonymous hosted hotline, by calling (833) 589-0226 in the United States, Cyprus – 80-077003, Czech Republic – 800-144-085, Russia – 8-800-301-37-82. During this phone call, the complaining party should identify the subject matter of his or her Complaint and the practices that are alleged to constitute an improper accounting, internal accounting control or auditing matter, or a violation of the U.S. federal securities laws or the Anti-Corruption Laws, as the case may be, providing as much detail as possible; and/or
- A complaining party may submit a confidential memorandum to a designated and secure drop box at semrush.ethicspoint.com, the “**Ethics Reporting Website**” which identifies the subject matter of his or her Complaint and the practices that are alleged to constitute an improper accounting, internal accounting control or auditing matter or a violation of the U.S. federal securities laws or the Anti-Corruption Laws, as the case may be, providing as much detail as possible. Such reports may be sent by sending a letter c/o SEMrush Holdings, Inc., 800 Boylston Street, Suite 2475, Boston, MA 02199 USA; Attention: Audit Committee Chair.

Automatic email notification shall be provided to the Chairperson of the Audit Committee (the “**Chairperson**”) and Compliance Officer of each Complaint received through the Ethics Reporting Line or Ethics Reporting Website. The Company’s then-serving General Counsel, on the date these Procedures were adopted, has been appointed the Company’s Compliance Officer (the “**Compliance Officer**”) for purposes herein. If the Compliance Officer or other member of management is otherwise notified or becomes aware of a Complaint, they will ensure that the Chairperson is promptly notified whether or not they believe an automatic email notification to the Chairperson has been generated.

To ensure that these Compliant Procedures are not inadvertently or improperly screening out Complaints that should be viewed by the Audit Committee, the Compliance Officer will be charged with preparing and submitting to the Chairperson prior to each regularly scheduled meeting of the Audit Committee, a report detailing the time, date, nature and disposition of each complaint received by the Compliance Officer, the Ethics Reporting Line, the Ethics Reporting Website or other channels since the date of the prior report. The report will be reviewed by the Audit Committee at its next regularly-scheduled meeting.

Complaints Submitted by Directors, Officers or Employees of the Company

The directors, officers and employees of the Company are encouraged to follow the reporting channels set forth in the Company’s Code of Business Conduct and Ethics (the “**Code of Conduct**”) and any related information regarding the compliance reporting system provided to employees.

All employees will be instructed through postings and the Company’s Code of Conduct that Complaints may be made anonymously, to the extent permitted by applicable law, and in a confidential manner in accordance with one or more of the procedures set forth above. Employees will also be notified that, if they do not feel comfortable submitting a Complaint in accordance with these procedures or if they feel that a previously submitted Complaint was not adequately addressed, they may contact the Chairperson or any other member of the Audit Committee directly by telephone or mail. The Company will provide notice on a current basis through postings, the Company’s Code of Conduct and/or such other manner as is determined by the Audit Committee from time to time of the names, phone numbers and addresses of the designated recipients to whom Complaints may be submitted. Managers and, in the case of Complaints submitted by non-U.S. employees, members of local management who receive a Complaint are required to promptly report, in accordance with applicable law, such Complaint directly to the Compliance Officer or through any of the reporting channels identified in the Code of Conduct or herein.

II. Procedures for Treating Complaints

Following receipt of a Complaint, the Chairman of the Audit Committee will begin to conduct an initial evaluation of the Complaint. The Chairman may delegate this authority to another member of the Audit Committee. In connection with the initial evaluation, the Chairman or his or her designee will make a determination of:

- whether the Complaint requires immediate investigation;
- whether it can be held for discussion at the next regularly-scheduled meeting of the Audit Committee or whether a special meeting of the Audit Committee should be called; or
- whether it does not relate to accounting, internal accounting controls or auditing matters or potential violations of the U.S. federal securities laws or the Anti-Corruption Laws and should be reviewed by a party other than the Audit Committee in accordance with the Company’s Code of Conduct or other policies.

In any event, each Complaint will be discussed at the next meeting of the Audit Committee. At that meeting, the Audit Committee will make a determination as to whether and how such Complaint will be investigated, or if the investigation has commenced, how to proceed with such investigation. The Audit Committee may elect among the following options or may investigate the Complaint in another manner determined by the Audit Committee:

- The Audit Committee may choose to investigate the Complaint on its own.
- The Audit Committee may select a responsible designee within the Company to investigate the Complaint. Under no circumstances should a member of the division of the Company that is the source of the Complaint be charged with its investigation. If the Complaint was not made on an anonymous basis, the Audit Committee will determine whether it is appropriate to provide the designee with the identity of the complaining party.
- The Audit Committee may retain an outside party (other than the Company's independent auditor) to investigate the Complaint and assist in the Complaint's evaluation.
- The Audit Committee may retain outside counsel to initiate an investigation and work either with internal parties or an outside financial/forensic auditing company to assist in such investigation.

The investigating party designated by the Audit Committee will be permitted reasonable access to the Company and its documents and computer systems for purposes of conducting the investigation. At the conclusion of its investigation, the investigating party will be responsible for making a full report to the Audit Committee with respect to the Complaint and, if requested by the Audit Committee, to make recommendations for corrective actions, if any, to be taken by the Company.

The Audit Committee will consider, if applicable, the recommendations of the investigating party and determine whether any corrective actions should be taken. The Audit Committee will report to the Board of Directors not later than its next regularly-scheduled meeting with respect to the Complaint for which such investigation has been completed and, if applicable, any recommended corrective actions. In the event that the Complaint involves any Director of the Company (whether in his or her role as a director, employee or officer of the Company or otherwise), the Audit Committee will make its report in an Executive Session of the Board of Directors (exclusive of any Director involved in such Complaint).

III. Procedures for Retaining Records Regarding Complaints

The Audit Committee will seek to ensure that all Complaints received by the Audit Committee, together with all documents pertaining to the Audit Committee's or its designee's investigation and treatment of any such Complaint, are retained in a secure location in accordance with any applicable record retention policies. If a Complaint becomes the subject of a criminal investigation or civil litigation, all documents related to that Complaint will be retained until such investigation or litigation is resolved, including all appeals. The Audit Committee

may delegate this record retention obligation to an independent advisor or entity or the Compliance Officer.

IV. Protection for Whistleblowers

At no time will there be any retaliation by the Company or at its direction against any employee for making a complaint in good faith pursuant to the procedures described herein regarding accounting, internal accounting controls or auditing matters, or potential violations of the U.S. federal securities laws or the Anti-Corruption Laws.

V. Disciplinary Action

Nothing in these procedures shall limit the Company or the Board or a committee or designee thereof in taking such disciplinary or other action under the Company’s Code of Conduct or other applicable policies of the Company as may be appropriate with respect to any matter that is the subject of a Complaint.

VI. Periodic Review of Procedures

The Audit Committee will review the procedures outlined above and consider changes to such procedures periodically.

Adopted by the Audit Committee of the Board of Directors of SEMrush Holdings, Inc. on [●], 2021, subject to effectiveness of its Registration Statement on Form-1.