

SEMRUSH HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

The Nominating and Corporate Governance Committee (the “**Nominating Committee**”) of the Board of Directors (the “**Board**”) of SEMrush Holdings, Inc. (the “**Company**”) and the Board, as applicable, has adopted this policy in accordance with proxy disclosure requirements set forth in rules adopted by the Securities and Exchange Commission (“**SEC**”) and the New York Stock Exchange.

I. Security Holder Recommendations and Nominations

A. Candidate Recommendations

The Nominating Committee is responsible for identifying individuals qualified to become members of the Board and its committees and recommending candidates for the Board’s selection as director nominees for election to the Board at the next annual or other properly convened meeting of stockholders. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms or any other source it deems appropriate.

The procedures to be followed by security holders in submitting recommendations to the Nominating Committee for director candidates are set forth below:

- Securityholder recommendations for director candidates must be submitted in writing to the Secretary of the Company at 800 Boylston Street, Suite 2475, Boston, MA 02199, not less than 120 calendar days prior to the date on which the Company’s proxy statement was released to stockholders in connection with its previous year’s annual meeting.
- Securityholders recommendations for director candidates must include the following information:
 - The name and address of record of the securityholder;
 - A representation that the securityholder is a record holder of the Company’s securities or, if the security holder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934;
 - The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the recommended director candidate;
 - A description of the qualifications and background of the recommended director candidate that addresses the criteria for Board membership approved by the Board from time to time and set forth in this Policy;

- A description of all arrangements or understandings between the security holder and the recommended director candidate;
- The consent of the recommended director candidate (i) to be named in the proxy statement for the Company's next meeting of securityholders and (ii) to serve as a director if elected at that meeting; and
- Any other information regarding the recommended director candidate that is required to be included in a proxy statement filed pursuant to the rules of the SEC.

B. Candidate Nominations

A securityholder desiring to nominate a person directly for election to the Board at an annual meeting of the securityholders must meet the deadlines and other requirements in the Company's Amended and Restated By-laws and the rules and regulations of the SEC. The Secretary of the Company will provide a copy of the Company's Amended and Restated By-laws upon written request from a securityholder.

II. Identifying and Evaluating Nominees for Director

The Nominating Committee will use the following guidelines to identify and evaluate any individual recommended for nomination to the Board:

- The Nominating Committee will consider candidates properly recommended by securityholders holding at least three percent (3%) of the Company's common stock continuously for at least twenty four (24) months before the date the recommendation was submitted in the same manner as candidates recommended to the Nominating Committee from other sources.
- In evaluating director candidates, including directors eligible for re-election, the Nominating Committee will consider the following:
 - The current size and composition of the Board and the needs of the Board and its respective committees;
 - Such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and industry, conflicts of interest, and other commitments. The Nominating Committee need not assign any particular weight or priority to any one factor; and
 - Any other factors the Nominating Committee considers appropriate.
- The Committee will consider any individual recommended for nomination to the Board in light of the requirement that a majority of the Board be comprised of directors who satisfy the independence standards established pursuant to Section

303A of the New York Stock Exchange Listed Company Manual, subject to any applicable exceptions in the New York Stock Exchange Listed Company Manual.

- The Nominating Committee requires the following qualifications to be satisfied by any nominee for a position on the Board:
 - High standards of personal and professional ethics and integrity;
 - Proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment;
 - Skills that are complementary to those of members of the existing Board;
 - The ability to assist and support management and make significant contributions to the Company’s success; and
 - An understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.
- If the Nominating Committee decides that an additional or replacement director is required, it may do whatever it considers appropriate to evaluate a director candidate, including interviewing the candidate and the securityholder(s) recommending the candidate, engaging an outside search firm to gather additional information, and relying on the knowledge of the members of the Nominating Committee, other directors and management.
- The Nominating Committee may propose to the Board a candidate recommended or offered for nomination by a securityholder as a nominee for election to the Board.

III. Decision by Board of Directors

After receiving the Nominating Committee’s recommendations, the Board will have final authority to determine the candidates to be nominated by the Board.

IV. Modification of Policies and Procedures

These policies and procedures may be modified at any time by the Committee or the Board.

Adopted by the Board of Directors of SEMrush Holdings, Inc. on March 3, 2021, subject to effectiveness of the Company’s Registration Statement on Form S-1.