

SPROUT SOCIAL, INC.
AUDIT COMMITTEE CHARTER

(Effective as of October 24, 2023)

I. Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Sprout Social, Inc. (the “**Company**”) is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The Committee’s responsibilities are limited to oversight, and the Committee may rely on the expertise and knowledge of the Company’s management and the independent auditor in carrying out its oversight responsibilities. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“**GAAP**”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC (“**Nasdaq**”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “**SEC**”), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be a financial expert as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and

for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

IV. Duties and Responsibilities

The principal responsibilities and duties of the Committee are set forth below. These duties are provided as a guide with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Board or Committee may supplement them and carry out any other responsibilities, as appropriate, and may deviate from them to the extent permitted under the rules and regulations of Nasdaq and applicable law and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

Interaction with the Independent Auditor

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Financial Review and Disclosure

3. *Annual Audit Results.* The Committee will review with management and the auditors the results of the Company's annual financial statement audit, including: (i) the auditor's assessment of the quality of the Company's accounting principles and practices; (ii) the auditors' views about qualitative aspects of the Company's significant accounting practices and the reasonableness of significant judgments and estimates; (iii) any

misstatements identified during the audit; (iv) the adequacy of the disclosures in the financial statements; and (v) any other matters that the auditors must communicate to the Committee under applicable accounting or auditing standards.

4. *Audited Financial Statement Review; Quarterly and Annual Reports.* The Committee will review the annual audited financial statements, the quarterly financial statements and the Company's "Management's Discussion and Analysis of Financial Condition and Results of Operations" and, as appropriate, "Risk Factors," with management and the auditors. In connection with the Committee's review of quarterly financial statements, discuss significant issues, events and transactions, and any significant changes regarding accounting principles, practices, policies, judgments, or estimates, with management and the auditors.

5. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

6. *Review of Earnings Releases.* The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

Internal Controls and Procedures

7. *Internal Control over Financial Reporting; Disclosure Controls.* The Committee shall review and discuss with management, the internal auditors, if applicable, and the independent auditor the adequacy and effectiveness of the Company's internal controls. The Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

8. *Risk Assessment and Risk Management.* The Committee shall oversee the management of risks associated with the Company's financial reporting, accounting and auditing matters. The Committee may review the Company's processes and policies with respect to risk identification, management and assessment in all areas of the Company's business, but the Board shall continue to have overall responsibility for evaluating key business risks faced by the Company.

Other Duties and Responsibilities

9. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

10. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

11. *Related Person Transactions.* The Committee shall review the relevant facts and circumstances of each Related Person Transaction, as defined in the Company's Related Person Transaction Policy and Procedures ("Related Person Transaction Policy") (other than pre-approved transactions as described in the Related Person Transaction Policy), and either approve or disapprove the Related Person Transaction.

12. *General Authority.* The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

V. Delegation of Duties

Except to the extent inconsistent with any laws and rules applicable to the Company, including the rules of Nasdaq or any specific prohibitions set forth in this Charter, in fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities, as appropriate, to a subcommittee of the Committee, including to the chairperson of the Committee, to a subcommittee composed of one or more Committee members and/or to a committee composed of one or more Board members.