

SPROUT SOCIAL, INC.
COMPENSATION COMMITTEE CHARTER

(Effective as of July 26, 2023)

I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Sprout Social, Inc. (the “**Company**”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers and directors, administer the Company’s incentive plans, review disclosure of compensation plans, policies and programs, and monitor certain other matters relating to the Company’s human capital management function.

The term “**compensation**” includes salary, long-term incentives, bonuses, perquisites, equity incentives, retirement benefits and other related benefits and benefit plans. The term “**executive officer**” means the individuals designated by the Company as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended from time to time (the “**Exchange Act**”).

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy (i) the independence requirements of the Nasdaq Stock Market LLC (the “**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules and (ii) the requirements of a “non-employee director” within the meaning of Rule 16b-3 promulgated under Section 16 of the Exchange Act. The Board may also consider whether a member of the Committee meets other eligibility or independence requirements of applicable laws, regulations or guidelines. Committee members must be appointed and may be removed, 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 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, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

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 has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by 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 deviate from them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities. Notwithstanding the previous sentence, the Board or Committee may take such actions only to the extent consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

1. *Compensation Philosophy.* The Committee will establish, review and modify, as appropriate, the Company's compensation philosophy and general policies relating to executive compensation.

2. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

3. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

4. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

5. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements, including modifying any such plans and arrangements. In addition, the Committee will administer and interpret the Company's incentive compensation and equity-based plans and arrangements, including granting awards thereunder and setting the terms and conditions of such awards.

6. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

7. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

8. *Say on Pay.* The Committee will oversee the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. In addition, the Committee will consider the results of shareholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.

9. *Risk Assessment.* The Committee will oversee the management of risks associated with the Company's compensation policies, programs and practices, including the review of an annual compensation risk assessment and whether any of the Company's compensation policies, programs or practices encourages inappropriate risk-taking.

10. *Stock Ownership.* The Committee will periodically review Company stock ownership of executive officers and, if appropriate, establish and oversee stock ownership and/or retention guidelines for executive officers.

11. *Compensation Recovery.* The Committee will consider, and to the extent appropriate, establish and oversee the Company's executive compensation recovery policy.

12. *Human Capital Management.* The Committee will oversee the Company's talent and employee development programs, employee recruitment, retention and attrition, and the development, implementation and effectiveness of the Company's policies and strategies regarding diversity, equity and inclusion.

13. *Succession Planning.* The Committee will periodically review the succession planning for the role of Chief Executive Officer and other key roles at the Company.

14. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

15. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

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

17. *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. Without limiting the generality of the foregoing, the Committee may delegate to one or more executive officers or one or more members of the Board the authority to grant awards of equity securities, in each case to any persons who are not executive officers, under such of the Company's equity incentive or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans, applicable law and such guidelines and/or policies as may be approved by the Committee.