

SPROUT SOCIAL, INC. CODE OF ETHICS AND CONDUCT

(Effective as of July 26, 2023)

In accordance with the requirements of the Securities and Exchange Commission (the “**SEC**”) and the National Association of Securities Dealers Automated Quotations Stock Market (“**Nasdaq**”) Listing Standards, the Board of Directors (the “**Board**”) of Sprout Social, Inc. (the “**Company**”) has adopted this Code of Ethics and Conduct (the “**Code**”) to encourage:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely, and understandable disclosure;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of any violations of law or the Code;
- Accountability for adherence to the Code, including fair process by which to determine violations;
- Consistent enforcement of the Code, including clear and objective standards for compliance;
- Protection for persons reporting any such questionable behavior;
- The protection of the Company’s legitimate business interests, including its assets and corporate opportunities; and
- Confidentiality of information entrusted to directors, officers, and employees by the Company and its customers.

All directors, officers, and employees (each a “**Covered Party**” and, collectively, the “**Covered Parties**”) of the Company and all of its subsidiaries are expected to be familiar with the Code and to adhere to those principles and procedures set forth below. Covered Parties must conduct themselves accordingly, exhibiting the highest standard of business and professional integrity, and seek to avoid even the appearance of improper behavior. This Code is intended to supplement and support the Company’s other corporate governance and operational policies and procedures related to proper conduct including, but not limited to, the Insider Trading Compliance Policy (the “**Insider Trading Policy**”), the Global Anti-Corruption Compliance Policy (the “**Anti-Corruption Policy**”), the Policy for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters (the “**Whistleblower Policy**”) and the Related Party Transactions Policy.

For purposes of this Code, the Company’s Board of Directors and officers (e.g. Senior Leadership Team) are referred to as the “**Senior Company Officials**.”

I. **Honest and Ethical Conduct**

The Company expects every employee, officer and director to not only read and understand the business practices and principles described in this Code, but to also apply good judgment and the highest personal ethical standards in making business decisions, in accordance with the Company’s standards, values, and global leadership model. Covered Parties should consider not only their own conduct, but also that of family members, significant others and other people in their household.

II. Avoiding Conflicts of Interest

A conflict of interest occurs when the private interests of a Covered Party interfere, or appear to interfere, with the interests of the Company as a whole.

For example, a conflict of interest can arise when a Covered Party takes actions or has personal interests that may make it difficult to perform their Company duties objectively and effectively. A conflict of interest may also arise when a Covered Party, or a member of their immediate family,¹ receives improper personal benefits as a result of their position at the Company.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when a Covered Party is also an executive officer, a major shareholder, or has a material interest in a company or organization doing business with the Company.

Each Covered Party has an obligation to conduct the Company's business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest between a Senior Company Official and the Company should be disclosed promptly to the Company's Audit Committee of the Board (the "Audit Committee"), the Chairman of the Board and the Company's General Counsel. Situations that involve, or may reasonably be expected to involve, a conflict of interest between any other employee and the Company should be disclosed promptly to the Company's Chief People Officer and General Counsel.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common conflicts from which Covered Parties must refrain are set out below:

- Covered Parties may not engage in any conduct or activities inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- Covered Parties may not accept compensation, in any form, for services performed for the Company from any source other than the Company.
- No Covered Party may take up any management or other employment position with, or have any material interest in, any firm or company in direct or indirect competition with the Company.

III. Disclosures

The information in the Company's public communications, including in all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely, and understandable.

¹ Item 404(a) of SEC Regulation S-K defines "immediate family member" as a person's child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the person's household.

To ensure the Company meets this standard, all Covered Parties (to the extent they are involved in the Company's disclosure process) must maintain familiarity with the disclosure requirements, processes, and procedures applicable to the Company commensurate with their duties. Covered Parties are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit material facts about the Company to others, including the Company's independent auditors, governmental regulators, and self-regulatory organizations.

IV. Compliance with Laws, Rules and Regulations

The Company must comply with all applicable laws, rules, and regulations. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules, and regulations in performing their duties for the Company.

The Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer or Controller (or persons performing similar functions) of the Company (together, the "**Senior Financial Officers**") are also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

Covered Parties located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act ("**FCPA**") and U.S. export control laws, in addition to applicable local laws.

V. No Insider Trading

Trading on inside information is a violation of federal securities law and is prohibited by the Company's Insider Trading Compliance Policy. Covered Parties in possession of material non-public information about the Company or companies with whom we do business must abstain from trading or advising others to trade in the respective company's securities from when they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. To use non-public information for personal financial benefit or to "tip" others, including family members, who might make an investment decision based on this information is unethical and illegal. Covered Parties who trade stock based on insider information may be subject to Company imposed sanctions, including removal or dismissal for cause, and may be personally liable for damages totaling up to three times the profit made or loss avoided by the respective Covered Party.

VI. Corporate Opportunities

VII. All Covered Parties owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises. Except as provided in the Company's Certificate of Incorporation or bylaws, Covered Parties are prohibited from directly or indirectly (a) taking personally for themselves opportunities that are discovered through the use of Company property, information or positions; (b) using Company property, information or positions for personal gain; or (c) competing with the Company for business opportunities; provided, however, if the Company's disinterested directors of the Board determine that the Company will not pursue an opportunity that relates to the Company's business, a Covered Party may do so, after notifying the disinterested directors of the Board of intended actions in order to avoid any appearance of conflict of interest. **Confidentiality**

In carrying out the Company's business, Covered Parties may learn confidential or proprietary information about the Company, its customers, distributors, suppliers, or joint venture partners. Confidential or proprietary information includes all non-public information relating to the Company, or other companies, including financial results or prospects, information provided by a third party, trade secrets, new product or marketing plans, research and development ideas, potential acquisitions or investments, or information of use to our competitors or harmful to our customers or us if disclosed.

Covered Parties must maintain the confidentiality of all information entrusted to them, except when disclosure is authorized or legally mandated. Covered Parties must safeguard confidential information by keeping it secure, limiting access to those who need to know to do their job, and avoiding discussing confidential information in public areas such as public transportation, elevators, restaurants, and on mobile phones. This prohibition includes but is not limited to, inquiries made by the press, analysts, investors, or others. Covered parties also may not use such information for personal gain. These confidentiality obligations continue even after employment or service with the Company ends and in no way diminish any additional confidentiality obligations that may apply to Covered Parties through their employment agreements, separate confidentiality agreements with the Company, or otherwise at law.

VIII. Fair Dealing

Each Covered Party should deal fairly with the Company's customers, service providers, suppliers, competitors, and employees. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. Inappropriate use of proprietary information, misusing trade secret information obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is also prohibited.

IX. Protection and Proper Use of Company Assets

All Covered Parties should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste directly impact the Company's profitability. All Company assets should be used only for legitimate business purposes. The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes

intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, customer and vendor information, engineering ideas, designs, databases, roadmaps, records, salary information, and any unpublished financial data and reports.

X. Waivers

Before an employee, or an immediate family member of any such employee, engages in any activity that would be otherwise prohibited by the Code, they are strongly encouraged to obtain a written waiver from the Chief People Officer or General Counsel.

Before a Senior Company Official, or an immediate family member of a Senior Company Official, engages in any activity that would be otherwise prohibited by the Code in provisions I through IX above, they must obtain a written waiver from the disinterested members of the Board. Such waiver must then be disclosed to the Company's shareholders, along with the reasons for granting the waiver.

XI. Accuracy of Business Records

All financial books, records, and accounts must accurately reflect transactions and events, and conform both to generally accepted accounting principles (GAAP) and to the Company's system of internal controls. No entry may be made that intentionally hides or disguises the true nature of any transaction. Covered Parties should therefore be as clear, concise, truthful, and accurate as possible when recording any information.

XII. Corporate Loans or Guarantees

Federal law prohibits the Company from making loans and guarantees of obligations to directors, executive officers, and members of their immediate families.

XIII. No Improper Influence

The purpose of business gifts and entertainment in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. Covered Parties must act in a fair and impartial manner in all business dealings. Gifts and entertainment should further the business interests of the Company and not be construed as potentially influencing business judgment or creating an obligation.

The Anti-Corruption Policy sets forth key principles and procedures regarding anti-corruption compliance and refers to practices that should be incorporated into all of the Company's business activities globally. Subject to the Anti-Corruption Policy, gifts must not be lavish or in excess of the generally accepted business practices of one's country and industry nor may gifts ever be used to improperly influence, or give the appearance of improperly influencing, any business decision. Receiving gift cards with an aggregate value of more than \$25 per person per tax year is not permitted. Gifting gift cards with an aggregate value of more than \$25 per customer per tax year is not permitted. Gifts of cash are never permitted. Gift cards must not be gifted to government officials. Requesting or soliciting personal gifts, favors, entertainment, or services is unacceptable. Covered Parties should contact the Company's General Counsel to discuss if they are not certain that a gift is appropriate.

The FCPA prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity violating these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

XIV. Personal Investments

Covered Parties may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with or is in competition with the Company without providing advance notice. Senior Company Official's should provide advance notice to the Audit Committee, the Chairman of the Board and the Company's General Counsel. All other employees should provide advance notice to the Company's Chief People Officer and General Counsel. Investments in publicly traded securities of companies not amounting to more than one percent (1%) of that company's total outstanding shares are permitted without such advanced approval.

XV. Antitrust Laws and Competition

The purpose of antitrust laws is to preserve fair and open competition and a free market economy, which are goals that the Company fully supports. Covered Parties must not directly or indirectly enter into any formal or informal agreement with competitors that fixes or controls prices, divides or allocates markets, limits the production or sale of products, boycotts certain suppliers or customers, eliminates competition or otherwise unreasonably restrains trade.

XVI. Political Contributions

Covered Parties may participate in the political process as individuals on their own time. However, Covered Parties must make every effort to ensure that they do not create the impression that they speak or act on behalf of the Company with respect to political matters. Contributions by companies to politicians, candidates, political parties, political action committees, or other political organizations are highly regulated. For this reason, all political contributions by or on behalf of the Company must be pre-approved by the General Counsel. A Covered Party may not receive any reimbursement from corporate funds for a personal political contribution.

XVII. No Discrimination and Harassment

The Company is an equal opportunity employer and will not tolerate illegal discrimination or harassment. The Company is committed to providing a workplace free of discrimination or harassment based on actual or perceived race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, disability, genetic information, and any other basis prohibited by applicable law.

Harassment can take many forms, including verbal or written statements, derogatory comments, inappropriate jokes or language, bullying, physical conduct, or unwanted sexual

advances. Harassment can occur through a series of repetitive actions or from a single isolated event.

If you believe you have been unlawfully harassed or discriminated should report such concerns to your manager, your People Business Partner, any member of the Company's management, the Chief People Officer, the General Counsel or anonymously as detailed in this Code. If you are a manager and receive a complaint, you must promptly report it to a People Business Partner.

All reports will be treated respectfully, seriously, and confidentially to the greatest extent possible. The Company will promptly investigate and determine whether any corrective or other action is appropriate.

XVIII. Environmental Protection

The Company is committed to managing and operating its assets in a manner that is protective of human health and safety and the environment. It is our policy to comply with both the letter and the spirit of the applicable health, safety, and environmental laws and regulations and to attempt to develop a cooperative attitude with government inspection and enforcement officials. Covered Parties are encouraged to report conditions that they perceive to be unsafe, unhealthy or hazardous to the environment.

XIX. Personal Conduct and Social Media Policy

Covered Parties should take care when presenting themselves in public settings, as well as online and in web-based forums or networking sites. Each Covered Party is encouraged to conduct themselves in a responsible, respectful, and honest manner at all times. The Company understands that Covered Parties may wish to create and maintain a personal presence online using various forms of social media. However, in so doing Covered Parties should include a disclaimer that the views expressed therein do not necessarily reflect the views of the Company. Covered Parties should be aware that even after a posting is deleted, certain technology may still make that content available to readers.

Covered Parties are prohibited from using or disclosing confidential, proprietary, sensitive or trade secret information of the Company, its partners, vendors, consultants or other third parties with which the Company does business. Harassment of other directors, officers or employees will also not be tolerated.

XX. Questions, Reporting, Accountability, and Enforcement

The Company promotes ethical behavior at all times and encourages Covered Parties to talk to your manager, your People Business Partners and other appropriate personnel, including the officers, the General Counsel, Chief People Officer, and the Board or the relevant committee thereof, when in doubt about the best course of action in a particular situation. Covered Parties should feel free to discuss any questions or concerns, including about the applicability of this Code, with the Company's General Counsel.

Covered Parties should promptly report suspected violations of laws, rules, regulations, or the Code or any other unethical behavior. Suspected violations involving Senior Company Officials should be reported to the Company's Audit Committee, care of the General Counsel, while those involving all other employees should be reported to both the Company's Chief People Officer and General Counsel..

Covered Parties may also submit a report anonymously through the Company's Fraud and Whistleblower Portal link on the Company's intranet site or by calling the toll-free numbers listed below:

- English-speaking USA and Canada: 833-782-7031
- Spanish-speaking USA and Canada: 800-216-1288
- French-speaking Canada: 855-725-0002
- Spanish-speaking Mexico: 01-800-681-5340
- All other countries: 800-603-2869 (must dial [country access code](#) first)
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Additional information about how to report concerns regarding the Company's audit and accounting matters can be found in the Company's Whistleblower Policy.

The Company must ensure prompt and consistent action against violations of this Code.. After receiving a report of an alleged violation, the Company's General Counsel or Chief People Officer, as applicable, will promptly take all appropriate actions necessary to investigate. If the report of an alleged violation involves a Senior Company Official, the Audit Committee shall investigate and determine or shall designate appropriate persons to investigate and determine the legitimacy of such reports. All Covered Parties are expected to cooperate in any internal investigation of misconduct.

If any investigation indicates that a violation of this Code is more probable than not, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee, or Senior Company Official is responsible for a Code violation, they will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any Covered Party for a report made in good faith of any suspected violation of laws, rules, regulations, or this Code is cause for appropriate disciplinary action.

XXI. Amendments

Any changes to this Code may only be made by approval by the Board. All changes must be promptly disclosed as required by law or regulation.

XXII. No Rights Created

This Code is a statement of certain fundamental principles, policies, and procedures that govern the Company's Covered Parties in the conduct of the Company's business. It is not intended to and does not create any rights for any employee, customer, client, visitor, supplier, competitor,

shareholder, or any other person or entity. The Company believes that the Code is robust and covers most conceivable situations.