

YEXT, INC.

COMPENSATION COMMITTEE CHARTER

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Yext, Inc. (the “*Corporation*”) shall be appointed by the Board to perform the duties and responsibilities set forth in this charter with respect to the Corporation and its subsidiaries (collectively, the “*Company*”).

Section 1.

Purposes of the Compensation Committee

The purposes of the Committee shall be:

- 1.1 to provide oversight over the Company’s compensation policies, plans, benefits programs, and overall compensation philosophy;
- 1.2 oversight of the compensation of the Company’s Chief Executive Officer (the “*CEO*”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company; and
- 1.3 assist the Board in administering the Company’s equity compensation plans for its employees.

Section 2.

Committee Composition and Member Qualifications

2.1 Membership. The Committee shall consist of three or more members of the Board designated from time to time by the Board. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. The Chairperson of the Committee shall be appointed by the Board. The Board may at any time and in its complete discretion remove any member of the Committee and may fill any vacancy in the Committee.

2.2 Qualifications. Members of the Compensation Committee must meet the following criteria:

- (a) the independence requirements of the Securities and Exchange Commission (the “*SEC*”) and of the New York Stock Exchange (the “*NYSE*”), and the determination of independence will be made by the Board; and
- (b) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended.

2.3 Chairperson. The Chairperson of the Committee (or in his or her absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities.

Section 3. Specific Duties and Responsibilities of the Compensation Committee

The following are the principal recurring responsibilities of the Committee. The Committee may have other duties as are consistent with its function and applicable law, rules and regulations and as the Board and Committee deem appropriate.

3.1 Compensation Strategy. In consultation with management, the Committee shall establish, and periodically review, a general compensation strategy for the Company and its subsidiaries. The Committee shall oversee the development and implementation of the Company's compensation plans, to ensure that these plans are consistent with this general compensation strategy. The Committee shall review and discuss with management the risks arising from the Company's compensation policies and practices for all employees that are reasonably likely to have a material adverse effect on the Company. The Committee shall administer all of the Corporation's equity-based plans and such other plans as shall be designated from time to time by the Board.

3.2 Executive Compensation. The Committee shall at least annually (a) review and approve, for each of the Company's executive officers: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement or provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or arrangements not available to employees generally; (b) review and approve the corporate and individual goals and objectives upon which the compensation of each of the Company's executive officers is based; (c) evaluate each such executive officer's performance in light of these goals and objectives; (d) report its assessment of such performance to the Board; (e) recommend to the Board the compensation level of each such executive officer based on such evaluation; and (f) evaluate, on a periodic basis, the competitiveness of the compensation of the CEO and the executive officers of the Company and the Company's overall compensation plans.

The CEO shall not participate in the review or determination of his or her compensation but may participate in the review or determination of the compensation of each of the other executive officers of the Company.

3.3 Stockholder Matters. The Committee will oversee management's proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and management's response to proposals received from stockholders on executive compensation matters. The Committee will review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practices.

3.4 Evaluate Compensation Risk. The Committee will, at least annually, review and discuss the Company's compensation policies and practices with management to: (i) determine whether the policies and practices encourage excessive risk-taking; (ii) review the relationship between risk management policies and compensation; and (iii) evaluate compensation policies and practices that could mitigate any such risk.

3.5 Board Compensation. The Committee shall at least annually review and recommend to the Board the form and amount of compensation (including perquisites and other benefits), and any additional compensation to be paid, for service on the Board and Board committees and for service as a chairperson of a Board committee.

3.6 Compliance. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters affecting the Company. The Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and related executive compensation information, recommend that the CD&A and related compensation information be included in the Company's annual report on Form 10-K and in its proxy statement, and prepare the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

3.7 Advisors. The Committee shall have the right, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. Such responsibility shall include the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding (which shall be provided by the Company) necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisers retained by the Committee. The Company will provide appropriate funding for the payment of compensation to its compensation consultants, outside legal counsel and other advisers retained by the Committee. In selecting a compensation consultant, independent legal counsel or other adviser providing advice to the Committee, the Committee shall take into consideration all factors relevant to such person's independence from management, in accordance with NYSE listings standards. Once it considers these factors, the Committee may select or receive advice from any compensation consultants, independent legal counsel and other advisers that the Committee prefers, including one that is not independent.

The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

3.8 Committee Evaluation. The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.

3.9 Charter. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

Section 4. General

4.1 The Committee shall meet at such times as the Committee shall determine.

4.2 A majority of the total number of Committee members shall constitute a quorum of the Committee.

4.3 If a quorum is present, a majority of the members of the Committee present shall be empowered to act on behalf of the Committee.

4.4 Minutes shall be kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.

4.5 The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, regulation or NYSE or SEC requirements (collectively, "***Applicable Legal Requirements***"). Subject to Applicable Legal Requirements, the Committee may also delegate to one or more officers of the Company the authority to make equity grants to employees or consultants of the Company who are not directors of the Corporation or executive officers of the Company under the Company's equity plans as the Committee deems appropriate and in accordance with the terms of such plans and such guidelines as may be approved by the Committee.

4.6 The Committee shall have 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 Corporation's bylaws that are applicable to the Committee.

4.7 Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion. Members of the Compensation Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.