

YEXT, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

The Nominating and Corporate Governance 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.

Purpose of the Nominating and Corporate Governance Committee

The purpose of the Committee is to exercise general oversight with respect to the governance of the Board by:

1.1 Reviewing the qualifications of, and recommending to the Board, proposed nominees for election to the Board, Board composition, and appointment to committees of the Board, consistent with criteria approved by the Board and subject to any commitments made by the Corporation by contract or in its certificate of incorporation;

1.2 Developing, evaluating and recommending to the Board corporate governance practices applicable to the Company;

1.3 Leading the Board in its annual performance review of the Board, its committees and management;

1.4 Assisting management to organize appropriate orientation for new directors; and

1.5 Reviewing and making recommendations to the Board regarding Board compensation and conflicts of interest.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Section 2.

Committee Composition and Member Qualifications

2.1 Membership. The Committee shall consist of two 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 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. The Committee shall consist entirely of members of the Board who do not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall satisfy all other requirements applicable under the New York Stock Exchange (“*NYSE*”) definitions of independence for directors.

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 Nominating and Corporate Governance 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 Board Composition. The Committee shall make recommendations to the full Board regarding the size and structure of the Board; the composition of the Board; the criteria for Board membership, including any minimum qualifications and issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company’s business, and other commitments; and the process for filling vacancies on the Board. In all cases, Committee recommendations are subject to any commitments made by the Corporation by contract or in its certificate of incorporation.

3.2 Board Members. The Committee shall establish procedures for the submission of candidates for election to the Board, including recommendations by stockholders of the Company; review the disclosure included in the Company’s proxy statement regarding the Company’s nomination process; identify individuals qualified to become Board members (taking into consideration, if applicable, the criteria for Board membership); and recommend to the Board nominees to fill vacancies and newly created directorships on the Board and the nominees to stand for election as directors. In all cases, the actions of the Committee are subject to any commitments made by the Corporation by contract or in its certificate of incorporation.

3.3 Stockholder Matters. The Committee will oversee management’s proposals to stockholders and management’s response to proposals received from stockholders, and in connection with the foregoing, in matters concerning executive compensation or as it deems appropriate, the Committee shall perform such duties in conjunction with the Compensation Committee. The Committee will review the results of stockholder votes and consider any implications in connection with the Committee’s recommendations regarding the Company’s corporate governance practices.

3.4 Composition of the Board and its Committees. The Committee shall review the duties, composition, and charters of committees of the Board, including a review of the criteria for composition of the Audit Committee, the Compensation Committee and this

Committee, and shall identify and recommend to the Board directors qualified to become members of each Board committee, taking into account such listing (if applicable), regulatory (if applicable) and other criteria as the Committee deems appropriate under the circumstances, in all cases subject to any commitments made by the Corporation by contract or in its certificate of incorporation.

3.5 Corporate Governance Principles. The Committee shall review and recommend to the Board the Corporate Governance Principles of the Board and any proposed changes to such Principles and make recommendations for continuing education of Board members and management. The Committee will recommend to the Board for approval any changes, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.

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

3.7 Board Performance. The Committee shall oversee the evaluation of the Board, its committees and management and report such evaluation to the Board.

3.8 Conflicts of Interest. The Committee shall review and approve the Company's Code of Business Conduct and Ethics; consider questions of possible conflicts of interest of Board members and other corporate officers; review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

3.9 Disclosure: The Committee will review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

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

3.11 Succession Planning. In connection with its review of the Board and committee membership, the Committee shall:

(a) oversee succession planning for the Board and Board leadership appointments, including the Board chair, any independent lead director and committee chair;

(b) actively seek as appropriate and identify individuals qualified to become Board members for recommendation to the Board;

(c) retain and terminate, in its sole discretion, any search firm used to identify director candidates and any compensation consultant used to assist in the evaluation of director compensation, and to approve the fees and other retention terms for such firms and consultants; and

- (d) oversee any orientation program for newly elected or appointed directors.

**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 Securities and Exchange Commission requirements.

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 Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Members of the 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.

4.8 The Committee shall be authorized to engage independent legal, search firms, and other advisers as it determines necessary to carry out its duties. The Corporation shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisers engaged by the Committee pursuant to this subsection. Notwithstanding the foregoing, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.