

YELP INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Yelp Inc., a Delaware corporation (the “**Company**”), shall be to (i) oversee the Company’s corporate governance functions on behalf of the Board, (ii) make recommendations to the Board regarding corporate governance issues, (iii) identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate the performance of the Board, (iv) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management, (v) recommend candidates to the Board for appointment or to serve as nominees for director for the annual meeting of shareholders and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including committee composition and membership and succession planning for the Board.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board, each of whom shall satisfy any independence requirements imposed by the SEC and the New York Stock Exchange (the “**NYSE**”), giving effect to any exemption, cure period or transition period permitted by such requirements. The members of the Committee and the Chair of the Committee shall be appointed by the Board, on the recommendation of the Committee, and may be removed by the Board in its discretion. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. Vacancies occurring on the Committee shall be filled by the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute such individual’s resignation or removal from the Committee. The Board may designate a Chair of the Committee. In the absence of that designation, the Committee may designate the Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time. The Chairperson will chair all regular sessions of the Committee.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee will meet at least once every year, unless otherwise determined by the Committee. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The Chair of the Committee shall report to the Board from time to time, or whenever so requested by the Board or as required by the Company’s Corporate Governance Guidelines. A majority of the Committee members will be a quorum for the transaction of business.

AUTHORITY

The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have authority to retain and determine compensation for, at the Company's expense, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties, including sole authority to retain and terminate executive search firms to help identify director candidates and sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to pay, at the Company's expense, ordinary administrative expenses, including expenditures for external resources, that, as determined by the Committee, are necessary or appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and any action by the Committee on any matter so delegated shall not limit or restrict any future action by such subcommittee, unless otherwise determined by the Committee. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law (or any successor provision).

RESPONSIBILITIES

The Committee's functions and procedures should remain flexible to address changing circumstances most effectively, and the Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time. To implement the Committee's purpose and policy, the Committee shall have the following responsibilities, which the Committee may supplement or, except as otherwise required by applicable law or the requirements of the NYSE, deviate from these activities as appropriate under the circumstances:

1. ***Nomination of Directors.*** To identify, review and evaluate candidates to serve on the Company's Board consistent with criteria set forth in the Company's Corporate Governance Guidelines and approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence, diversity and experience qualifications. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, to fill vacancies and newly created directorships, as well as monitoring the size of the Board. The Committee shall also recommend candidates to the Board for appointment or to serve as nominees

for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. ***Assessment of Management and Board.*** To annually review, discuss and assess the performance of management and the Board, including Board committees, seeking input from senior management, the full Board and others, to determine whether the Board and its committees are functioning effectively. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors and possible conflicts of interest of directors and executive officers, including whether a majority of the Board continue to be independent from management in both fact and appearance and in accordance with the requirements of the NYSE. The results of these reviews shall be provided to the Board for further discussion as appropriate.
3. ***Board Committee Composition and Membership.*** To oversee the Board's committee structure and operations, which may be delegated to subcommittees and committees reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of the NYSE, the rules and regulations of the SEC and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
4. ***Director Orientation and Continuing Education.*** To implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and such other orientation activities as it deems appropriate, and to institute a plan or program for the continuing education of directors that provides at least three (3) hours on a biennial basis of information relevant to the understanding of their fiduciary duties as directors and the appropriate exercise of corporate action to protect the Company from outside corporate threats.
5. ***Corporate Governance Guidelines.*** To periodically review and assess the Company's Corporate Governance Guidelines and their application, and recommend any changes deemed appropriate to the Board for its consideration. The Committee shall also monitor compliance with such guidelines and periodically review Company policies to determine their adherence to the

Company's Code of Business Conduct and Ethics and make recommendations to the Board and management for improvement as appropriate.

6. ***Environmental, Social, and Governance ("ESG").*** To regularly monitor significant ESG trends and review and discuss with management the Company's annual Sustainability Accounting Standards Board (SASB) report and any reports or other disclosure that may be required by regulatory authorities.
7. ***Stockholder Proposals.*** Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any statements by the Company in response. Consider stockholder nominees for election to the Board at the Company's annual meeting of stockholders.
8. ***Certificate of Incorporation and Bylaws.*** Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
9. ***Governance Developments.*** Evaluate developments in corporate governance and shareholder engagement, and review the Company's governance documents, disclosures and other actions related thereto.
10. ***Indemnification.*** Review and make recommendations regarding the indemnification of directors and officers.
11. ***Procedures for Information Dissemination.*** To oversee and review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
12. ***Management Succession and Talent Development.*** To periodically review with the Chief Executive Officer and Chief People Officer the plans for succession for the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions. Review and discuss with management the Company's policies and practices related to management of its human capital resources, including its talent and leadership development programs, to support the identification, development and readiness of potential successors and future leaders of the Company.
13. ***Annual Charter Review.*** To review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

14. ***Annual Committee Evaluation.*** To conduct an annual evaluation of the performance of the Committee, including by reviewing the compliance of the Committee with this Charter.
15. ***General Authority.*** To perform such other functions and to have such other powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

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Amended by the Board of Directors of Yelp Inc. on September 12, 2025.