



Code of Business Conduct and Ethics

Last updated 7/2021

A Message from Sharecare's Compliance Officer

At Sharecare, conducting business with integrity is the underlying principle in all that we do. We embody this when we comply with laws and regulations, when we keep proprietary information confidential, when we provide full and accurate disclosures to outside stakeholders, and also when we respect and treat others how we ourselves want to be treated. **Essentially, we not only strive to consistently do things right, we strive to consistently do the right thing.** Conducting business with integrity is the Sharecare way.

Sharecare's Code of Conduct & Business Ethics supports this mantra by serving as an essential guidebook for making the right ethical and professional choices. **Consider the Code of Conduct as your 'guiding light' for ethical decision-making.** Read it and refer to it often. Reinforcing this theme, Sharecare's policies and procedures provide additional details and guidance for our daily work and can be accessed at policies.sharecare.com.

When in doubt about ethical matters, Sharecare employees, officers and directors should contact the Legal Department directly for further assistance. For more complex matters, Sharecare employees, officers and directors must file a report at incidents.sharecare.com or contact Sharecare's Compliance Hotline at hotline.sharecare.com (available 24/7). **As a rule of thumb – when in doubt, ask – when concerned, report it.**

As professionals in an industry that is highly regulated and complex, it is mandatory that everyone plays their part. **Remember, Compliance is everyone's responsibility.** This means cooperating with compliance investigations and responding promptly to compliance inquiries, completing any assigned compliance training in a timely manner, and being cautious when handling protected health information. While arduous at times, each of these actions continually demonstrates our commitments to our clients and members and further exemplifies the Sharecare way.

Henry M. Jay
General Counsel & Compliance Officer

Sharecare, Inc.

Overview

Sharecare, Inc. and its affiliates (hereafter the “Company” or “Sharecare”) is founded on our commitment to the highest standards of business conduct and ethical behavior. Sharecare places a significant value on honesty, integrity and compliance with the law. This Code of Business Conduct and Ethics (hereafter “Code of Conduct”) endeavors to provide guidance and resources to help colleagues and vendors perform their roles with honesty, integrity, and in alignment with Sharecare’s professional ethics.

Who we are

Simply put, Sharecare’s core values and company culture are built into its vision “All Together Better”. Our Company aims to deliver quality content and encourages a dynamic, innovative and creative work environment. We value open and honest communication and expect every Sharecare employee, officer and director to conduct themselves with the highest degree of integrity. The success of our business is dependent on the trust and confidence we earn from our employees, officers, directors, customers and stockholder. Sharecare expects employees, officers and directors to act lawfully, ethically, and in the best interest of the Company.

Purpose of the code of conduct

The purpose of this Code of Conduct is to provide you guidance in recognizing and dealing with ethical and business conduct issues. It is not meant to cover every conceivable ethical or business conduct situation you might face at Sharecare. Neither does it attempt to prevent you from ever encountering an ethical dilemma. It seeks to provide a mechanism to review potential problems, report unethical behavior and protect the people who provide information about possible violations. This Code of Conduct applies to all employees, officers and directors of Sharecare.

The responsibility lies with you (and us)

Because this Code of Conduct deals with both explicit rules as well as principles, you should carefully read its contents. You are responsible for ensuring that you meet both the letter and spirit of this Code of Conduct. If you ever have a question about a situation, do not hesitate to contact Henry Jay, Sharecare’s General Counsel & Compliance Officer, directly or contact the Compliance Hotline (see page 5).

Stay up to date

While the core principles of ethical behavior and good business conduct remain the same, business conditions change. This Code of Conduct will seek to keep pace with those changes. As changes are made, we will notify you of any updates. Therefore, you should periodically review this Code of Conduct to keep up to-date with changes and refresh your memory as to the expected standards of conduct and ethical behavior at Sharecare.

Core Values

The following principles guide everything we do, including the drafting of this Code of Conduct:

- We respect people and treat others how we ourselves want to be treated;
- We are honest in dealings with each other, our partners, contributors, customers and government authorities;
- We comply with all applicable laws, rules and regulations;
- We respect intellectual property and keep proprietary information confidential;
- We avoid conflicts of interest and the appearance thereof;
- We do not accept gifts or considerations that might affect our business judgment;
- We promptly report violations of this Code of Conduct and promote the honest and ethical handling of actual or apparent violations, including conflicts of interest; and
- Senior managers and directors of Sharecare provide full, fair, timely and accurate financial and operational disclosure to outside stakeholders, including in the Company's periodic reports.

For specific guidance on areas where possible compliance concerns may arise, please see below.

Obeying laws

Every Sharecare employee, officer and director must obey both the letter and spirit of all applicable laws and regulations. While it is probably next to impossible for you to know and to understand every law that applies to your work at Sharecare, it is a good idea for you to familiarize yourself with main regulations and laws that govern our business. If you do not understand or have questions about a particular law, or you believe you or someone you work with has violated any law or regulation Sharecare is subject to, you should notify the Legal Department at compliance@sharecare.com or contact Sharecare's Compliance Hotline (see page 5).

Discrimination and harassment

Sharecare believes diversity is an asset and will not tolerate discrimination or harassment of any kind. Sharecare strictly prohibits any kind of discrimination on the basis of race, color, veteran status, religion, disability, national origin, pregnancy status, ancestry, gender, sex, age, marital status, medical condition, sexual orientation, gender identity or expression, or any other characteristics protected by law. Sexual, verbal, physical or visual harassment is prohibited.

Health and safety

Sharecare wants a safe and healthy work environment. Everyone at Sharecare has a responsibility to maintain this by using common sense and reporting accidents, injuries, unsafe equipment, practices or conditions.

You should report to work prepared to do your job. Drug and alcohol use during working hours will not be tolerated.

Conflicts of interest

You must avoid any situation where you might have (or appear to have) a conflict of interest. A conflict of interest occurs when your private interests influence or appear to influence the interests of Sharecare or when, because of your role within Sharecare, you, your friends or your family benefit.

Here are a few examples of conflicts of interest:

- Accepting part-time employment at a competitor or a business that seeks to do business with Sharecare;
- Giving a Sharecare contract to a business you, your family or your friend owns (unless ownership represents less than 1% of the business receiving the contract);
- Receiving a loan from Sharecare for non-work related expenses; and
- Using non-public information for personal gain.

Sharecare's government contracts subject the Company to compliance with additional laws, rules and regulations. In government relations, the appearance of a conflict of interest or impropriety is considered to be as serious as a violation of those regulations.

Receiving gifts

The appropriate purpose of a gift or entertainment between business partners is to create sound working relationships and foster goodwill. Inexpensive token gifts, meals, entertainment or invitations to events like a concert or sporting event are acceptable, provided that they do not create the appearance of impropriety. Further, in some regions in which we operate, giving modest gifts is a normal part of establishing relationships with business partners. Valuable or extravagant gifts may influence your work at Sharecare or the judgment of a representative of a party Sharecare transacts its business with and should not be exchanged.

Fraud

Sharecare prohibits all fraud by its employees, officers, directors and agents. The term "fraud" as used in this Code of Conduct includes such things as any:

- Dishonest act;
- Embezzlement;
- Forgery or alteration of negotiable instruments such as Company checks and drafts;
- Misappropriation of Company, employee, customer, partner or supplier assets;
- Conversion to personal use of cash, securities, supplies or any other Company asset;
- Unauthorized handling or reporting of Company transactions; and
- Falsification of Company records or financial statements for personal gain or any other reason.

The above list is not all-inclusive but intended to be representative of situations involving fraud.

Bribery; Gifts to government personnel

Sharecare employees, officers and directors are not permitted to bribe anyone for any reason, whether in dealings with governments or the private sector. The U.S. Foreign Corrupt Practices Act, and similar laws in other countries, prohibit offering or giving anything of value, directly or indirectly, to government officials in order to obtain or retain business. Employees, officers and directors are not permitted to make illegal payments to government officials themselves or through a third party. Employees, officers and directors must contact the Legal Department when conducting business with government officials of any country.

Accounting and corporate records and reporting

Sharecare is required to keep books and records that accurately and fairly present its financial condition and results of operations. We will adhere to all applicable rules and regulations, as promulgated by accounting and governmental organizations with jurisdiction over Sharecare financial and reporting matters. It is also our policy to work constructively and openly with our external auditors and to make full, timely, fair, easy to-understand and accurate disclosure, as required by law and government authorities. Sharecare's Accounting and Corporate Records and Reporting Policy is attached hereto as [Appendix A](#).

The Chief Executive Officer and financial officers of Sharecare, including the Chief Financial Officer, Controller and other employees with similar responsibilities, are responsible for safeguarding the integrity and accuracy of Sharecare's financial data. The Code of Ethics for the Chief Executive Officer and Financial Officers is attached hereto as [Appendix B](#).

Reporting, enforcement and “No Retaliation”

If you know or suspect a violation of laws, regulations, this Code of Conduct or other Company policies, you should immediately report that information. You may choose to report **anonymously** using the toll-free Compliance Hotline numbers listed below:

- 844-401-0005 North America
- 800-216-1288 North America (Spanish)
- 800-603-2869 Worldwide

Our Compliance Hotline is administered by an independent company. It is available anywhere in the world, 24 hours a day and 7 days a week. You can file your report in your language.

Sharecare employees can also report compliance concerns via email to compliance@sharecare.com, online at hotline.sharecare.com, or directly to your manager or Sharecare's General Counsel & Compliance Officer. Nothing in this policy in any way prohibits or is intended to restrict or impede you from exercising protected rights or otherwise disclosing information to law enforcement, regulatory or administrative agencies as permitted by law.

Regardless of how you report, Sharecare will strive to maintain the **confidentiality** of individuals who make reports or otherwise provide information in the course of an investigation. However, the Company cannot absolutely guarantee confidentiality as

disclosure may be required in certain circumstances under applicable laws or regulations, or made to facilitate an investigation or take appropriate remedial action.

Sharecare will not tolerate retaliation. Specifically, no director, officer, employee or agent of Sharecare may retaliate, threaten to retaliate, or cause any other person to retaliate or threaten to retaliate against any person who, in good faith, makes any compliance report, assists a colleague in making a report, or participates in any investigation. Sharecare will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against any person because of any such activities. This policy does not excuse employees, officers or directors from the consequences of their own misconduct, and employees, officers and directors may face appropriate disciplinary action for misconduct that is identified in the course of any investigation or otherwise.

Compliance reports will be promptly and appropriately investigated. In addition, if you have questions regarding any laws, regulations, this Code of Conduct or other Company policies, you may send an inquiry seeking guidance via email to compliance@sharecare.com, online at hotline.sharecare.com, or directly to your manager or Sharecare's General Counsel & Compliance Officer.

An explanation on how this Code of Conduct will be administered is attached hereto as [Appendix C](#).

No rights created

This Code of Conduct is a statement of the principles, policies and procedures that Sharecare will strive to conduct its business under. It is not intended to and cannot create any rights for any employee, officer, director, customer, stockholder, user, supplier, competitor or any other person or entity.

APPENDIX A:

Accounting and corporate records and reporting policy

Sharecare's business transactions will be fully and accurately recorded in its financial statements and corporate records. Sharecare will maintain a system of internal accounting and disclosure controls and procedures to ensure the reliability and adequacy of its books and records, the proper recording of all financial transactions, and the accurate and timely reporting of material events and transactions. To that end:

1. The only transactions to be entered into by Sharecare are those which are executed in accordance with management's specific authorization or established, formalized policies and procedures.
2. No transaction will be recorded in the accounts of Sharecare unless it is within the scope of written policies and procedures or is specifically and formally approved by an appropriate and designated employee. Such approval requires the determination that the transaction (i) has been authorized in accordance with this policy and (ii) is supported by documentary evidence to verify the validity of the transaction.
3. All transactions entered into by Sharecare will be recorded in the accounts of the Company in accordance with normal, standard procedures. Each entry will be coded into an account which accurately and fairly reflects the true nature of the transaction.
4. All transactions that have been accounted for in accordance with this policy will be accumulated and processed in a manner which will permit preparation of financial statements, reports and data for purposes of internal, public and regulatory reporting. Such statements, reports and data must be in a form sufficient to reflect accurately and fairly the results of transactions entered into by Sharecare and to permit proper accountability for Sharecare's assets.
5. The implementation and maintenance of internal accounting and disclosure controls, procedures and Sharecare's financial records that are adequate in all respects to satisfy the requirements of this policy will be the primary responsibility of the Chief Financial Officer with oversight by the Audit Committee of the Board of Directors of Sharecare (the "Board").

APPENDIX B:

Code of ethics for Chief Executive Officer and Financial Officers

Sharecare's Chief Executive Officer and financial officers, including the Chief Financial Officer, Controller and other employees performing similar functions, due to their important and elevated role in Sharecare's corporate governance, must comply with the following standards of conduct:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.

2. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated.
3. Create and provide full, fair, accurate, timely and understandable disclosure in reports and documents Sharecare files with or submits to the Securities and Exchange Commission (the "SEC") and NASDAQ as well as in other public communications made by Sharecare.
4. Comply with applicable governmental laws, rules and regulations including private and public regulatory agencies.
5. Comply with applicable accounting rules and pronouncements.
6. Respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose such information. Confidential information acquired in the course of their work may not be used for personal advantage.
7. Use responsibly and as authorized, all assets and resources employed or entrusted to them.

Actual or suspected violations of the Code of Ethics for the Chief Executive Officer and Chief Financial Officers must be reported directly to the Chairman of Sharecare's Audit Committee.

APPENDIX C:

Administration of the Code of Business Conduct and Ethics

Sharecare's Code of Business Conduct and Ethics is administered as follows:

1. Responsibility for Administration; Compliance Officer

The Board, through its Audit Committee, is ultimately responsible for the administration of the Code of Business Conduct and Ethics. The Audit Committee has delegated responsibility for the practical, day-to-day administration of the Code of Conduct to an individual referred to herein as the "Compliance Officer". Working with senior management, the Compliance Officer will establish reasonable procedures in order to discharge his or her responsibility. Such procedures will provide for obtaining advice of outside legal counsel where appropriate. In discharging his or her responsibilities, the Compliance Officer may also delegate responsibilities to committees, officers or other employees and may engage agents and advisors, as appropriate, to discharge his or her responsibilities.

2. Periodic Review of Code of Business Conduct

The Audit Committee will periodically, but not less frequently than every year, review the Code of Conduct, and when necessary or desirable, make recommendations to the Board to ensure (a) its continued conformance to applicable law, (b) that it meets or exceeds industry standards and (c) that any weaknesses revealed through monitoring, auditing and reporting systems are eliminated or corrected.

3. Communication of Policies

To ensure the continued dissemination and communication of the Code of Conduct, the Compliance Officer will take reasonable steps to effectively communicate the

standards and procedures included in the Code of Conduct to Sharecare employees, officers, directors and agents. At a minimum, each employee, officer, director and agent of Sharecare will be given a copy of the Code of Conduct upon his or her election, appointment or hiring, and be asked to acknowledge in writing his or her receipt, review and understanding of the Code of Conduct.

Sharecare employees, officers, directors and agents are encouraged to submit questions, concerns and suggestions regarding the Code of Conduct to the Compliance Officer in order to make it more clear, comprehensive and useful. The Code of Conduct will be available to the public upon request and will be posted on Sharecare's website.

4. Monitoring and Auditing

The Compliance Officer will take reasonable steps to monitor and audit compliance with the Code of Conduct, including the establishment of monitoring and auditing systems that are reasonably designed to detect violations of the Code of Conduct.

To that end:

- a. The information developed by Sharecare's independent accountants in performing their engagement by Sharecare and by its internal auditors in the performance of their assigned responsibilities will be made available to the Compliance Officer to monitor and audit compliance with the Code of Conduct.
- b. The results of periodic risk management, health, safety, and regulatory compliance audits of Sharecare's operations and facilities will be made available to the Compliance Officer to monitor and audit compliance with the Code of Conduct.

5. Internal Reports

The Compliance Officer will report to the Audit Committee at least once each year regarding the general effectiveness of the Code of Conduct. The principal risk management, health, safety, and regulatory compliance officers will each issue a report to the Compliance Officer at least once each year regarding the risk management, health, safety, and regulatory compliance performance of Sharecare as it relates to the Code of Conduct.

6. Communication and Reporting System

The Compliance Officer will work with senior management to establish a communication and reporting system that will encourage and allow employees, officers, directors and agents to raise questions, concerns or comments regarding the Code of Conduct and to report any suspected violations of the Code of Conduct. The communication and reporting system will provide a mechanism for employees, officers and directors to submit information or questions on a confidential basis and allow Sharecare employees, officers and directors to deal objectively with the reported matters. The existence and nature of the communication and reporting system will be communicated to all employees, officers and directors and, to the extent appropriate, to agents of Sharecare. It will be a violation of this Code of Conduct to intimidate or impose any form of retribution on any employee or agent who utilizes such communication and reporting system in good faith to report suspected violations (except that appropriate action may be taken against such employee or agent if such individual is one of the wrongdoers).

7. Investigation of Violations

If Sharecare receives information regarding an alleged violation of the Code of Conduct, the Compliance Officer or the Audit Committee, as appropriate, will work in conjunction with senior management, as appropriate, to:

- a. Evaluate such information as to severity and credibility;
- b. Initiate an informal inquiry or a formal investigation with respect thereto;
- c. Prepare a report of the results of such inquiry or investigation, including recommendations as to the disposition of such matter;
- d. Make the results of such inquiry or investigation available to the Audit Committee or the Board of Sharecare, as appropriate, for action (including disciplinary action) if warranted by the severity of the violation; and
- e. Recommend changes in the Code of Conduct necessary or desirable to prevent further similar violations.

Sharecare may, as appropriate, disclose the results of investigations to law enforcement or regulatory agencies.

8. Disciplinary Actions

Sharecare will consistently enforce the Code of Conduct with appropriate discipline. The Compliance Officer or Audit Committee, as appropriate, will determine with senior management (as set forth in Section 7 above) whether violations of the Code of Conduct have occurred and, if so, will make a recommendation as to whether any disciplinary measures should be taken against any officer, director, employee or agent of Sharecare who has violated the Code of Conduct. Disciplinary measures might include counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, and termination of service or employment.

Persons subject to disciplinary measure may include, in addition to the violator, others involved in the wrongdoing, such as (a) persons who fail to use reasonable care to detect a violation, (b) persons who if requested to divulge information withhold material information regarding a violation, and (c) supervisors who approve or condone the violations or attempt to retaliate against employees or agents for reporting violations or violators.

9. Waivers

The Compliance Officer, in consultation with senior management, or the Audit Committee may grant a waiver of any provision of this Code of Conduct, with the exception that waiver of this Code of Conduct for directors and executive officers can be waived only by the Board.

A request for waiver must be submitted in writing and provide sufficient details to allow an informed decision to be made. Any waiver, if granted, must be recorded in the minutes of the body granting the waiver.

The Compliance Officer, in consultation with senior management, will review the status of all waivers on at least an annual basis to determine compliance with the terms of the waiver and the advisability of continuing the waiver. Any waiver

granted to an executive officer or director of Company must be publicly disclosed in the manner required by the SEC and NASDAQ.

10. Employment at Will

This Code of Conduct will not be construed or interpreted as creating an implied contract with any employee that he or she may be discharged only for cause. Employment with Sharecare is voluntarily entered into, and the employee is free to resign at will at any time, for any or no reason, with or without notice. Similarly, Sharecare may terminate the employment relationship at will at any time, for any or no reason, with or without notice, so long as there is no violation of applicable federal, state or local law.

11. Amendment

This Code of Conduct may be amended only by the Board. Any amendment must be publicly disclosed promptly if and in the manner required by law.