### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 11, 2021

## Sharecare, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-39535 (Commission File Number) 85-1365053 (IRS Employer Identification No.)

255 East Paces Ferry Road NE, Suite 700 Atlanta, Georgia 30305 (Address of principal executive offices, including Zip Code)

(404) 671-4000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SHCR	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for	SHCRW	The Nasdaq Stock Market LLC
one share of Common Stock, each at an exercise		
price of \$11.50 per share		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  $\boxtimes$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  $\Box$ 

#### Item 2.02. Results of Operations and Financial Condition.

On August 11, 2021, Sharecare, Inc. (the "Company") issued a press release announcing its financial results for the second quarter ended June 30, 2021, achieved prior to the completion of its business combination with Falcon Capital Acquisition Corp. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The information in this Item 2.02, including the press release attached as Exhibit 99.1 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), except as shall be expressly set forth by specific reference in such filing.

#### Item 7.01. Regulation FD Disclosure.

On August 11, 2021, the Company issued a press release announcing that it entered into and closed a Stock Purchase Agreement acquiring all of the outstanding equity interest of CareLinx Inc. ("CareLinx"). CareLinx is a nationwide home care platform that delivers intermittent on-demand personal care services in the homes of patients, while facilitating rich data capture, population health analytics and real-time care coordination with remote clinical teams. Total purchase consideration is \$65.0 million.

A copy of the press release is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

The information in this Item 7.01, including the press release attached as Exhibit 99.2 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit <u>Number</u>	Description
99.1	Press Release, dated August 11, 2021, reporting the Company's financial results for the second quarter ended June 30, 2021.
99.2	Press Release, dated August 11, 2021, announcing the acquisition of CareLinx.
104.	Cover Page Interactive Data File (formatted as inline XBRL and included as Exhibit 101)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SHARECARE, INC.

By: /s/ Justin Ferrero

Name: Justin Ferrero Title: Chief Financial Officer

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Date: August 11, 2021

# **O**sharecare

#### Sharecare announces second quarter 2021 financial results and operational highlights

Updates FY 2021 revenue outlook to range of \$414 million to \$415 million from \$408 million following the acquisition of CareLinx, a tech-enabled home health company

ATLANTA – August 11, 2021 – Sharecare (Nasdaq: SHCR), the digital health company that helps people manage all their health in one place, today announced financial results for the quarter ended June 30, 2021.

"The second quarter reflects strong financial performance across our entire business and provides a solid foundation for accelerated growth as we enter the second half of the year," said Jeff Arnold, founder, chairman, and CEO of Sharecare. "Our commitment to delivering profitable, organic growth, combined with over \$400 million of cash raised from our recent business combination, enables us to invest in innovation and new strategic opportunities like the acquisition of CareLinx to deliver added value to our customers while enhancing our growth."

#### Second Quarter 2021 Financial Results

All comparisons, unless otherwise noted, are to the three months ended June 30, 2020.

- Revenue of \$98.5 million compared to \$78.2 million, an increase of 26% and coming in at the high end of guidance
  - The acquisition of doc.ai contributed \$5.0 million to revenue in the quarter
- Net loss of \$20.2 million compared to net loss of \$13.7 million
  - Includes non-cash expenses of \$8.9 million for the change in the fair value of warrant liabilities, anti-dilution provisions and other contingent consideration, including \$2.6 million as a result of the doc.ai anti-dilution provision
- Adjusted EBITDA of \$6.6 million compared to \$7.9 million, exceeding the guidance of \$6.5 million, reflecting additional growth
  investments to support product innovation and expanded sales initiatives. Comparability with Adjusted EBITDA in Q2 2020 was impacted
  by temporary cost reductions as a result of furloughed employees, as well as salary and travel reductions due to COVID-19.

#### Second Quarter 2021 Operational Highlights

- Closed \$50 million investment from second largest health plan in U.S. to co-develop next generation multi-payor advocacy solution as an extension to the Sharecare digital platform
- Added new employer, government, provider, and life sciences customers
- Launched several new government-sponsored health plans including Centene's Peach State Health Plan Medicaid line of business and Humana's CarePlus and their Medicare Advantage population
- Won Health Net's Medicare line of business for both California and Oregon, which we believe represents an opportunity to add an estimated 800,000 new members

#### **Financial Outlook**

"By executing across all three of our channels – enterprise, provider, and consumer solutions – we organically grew total year-over-year revenue in the second quarter by approximately 20% while positive Adjusted EBITDA was ahead of our previous guidance," said Justin Ferrero, president and CFO of Sharecare. "We've established a solid foundation and are in a strong position to invest in new opportunities to further accelerate our growth and profitability, and with 97% of our business booked, we remain confident in our full year outlook."

As announced today, Sharecare closed the acquisition of CareLinx, a nationwide home care platform that delivers intermittent on-demand personal care services in the homes of patients, while facilitating rich data capture, population health analytics, and real-time care coordination with remote clinical teams. Positioned to serve patient needs across the entire care continuum – from personal care to clinical care in the home – this acquisition brings a human touch to Sharecare's digital solution with CareLinx's network of more than 450,000 caregivers. Read more in the official <u>press release</u>.

#### Third Quarter 2021 Financial Guidance

For the three months ending September 30, 2021, the Company expects:

- Revenue in the range of \$103 to \$105 million, including approximately a \$2 million contribution from CareLinx, representing greater than 28% growth over Q3 2020
- Adjusted EBITDA in the range of approximately \$6 to \$7 million, which includes significant continued investment in sales and innovation. The Adjusted EBITDA target also includes \$1 million loss in the quarter from the CareLinx acquisition.

#### FY 2021 Financial Guidance

For the twelve months ending December 31, 2021, the Company is updating its outlook to reflect the impact of the CareLinx acquisition and now expects:

- Revenue in the range of \$414 to \$415 million, from approximately \$408 million
- Adjusted EBITDA in the range of \$28 to \$30 million, from approximately \$31 million. The \$2 to \$3 million Adjusted EBITDA reduction is related to the CareLinx acquisition.

#### **Conference Call**

The Company will host a conference call to review the second quarter results today, Wednesday, August 11, 2021, at 8:00 a.m. E.T. The call can be accessed by dialing (844) 284-3435 for U.S. participants, or (914) 800-3939 for international participants, and referencing the conference ID #8885479; or via live audio webcast, available online at https://investors.sharecare.com/. A webcast replay of the call will be available for on-demand listening at the same link and will remain available for approximately 90 days.

#### **Non-GAAP Financial Measures**

In addition to our financial results determined in accordance with U.S. GAAP, we believe Adjusted EBITDA, a non-GAAP measure, is useful in evaluating our operating performance. We use Adjusted EBITDA to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that this non-GAAP financial measure, when taken together

with the corresponding GAAP financial measure, provides meaningful supplemental information regarding our performance by excluding certain items that may not be indicative of our business, results of operations, or outlook. In particular, we believe that the use of Adjusted EBITDA is helpful to our investors as it is a metric used by management in assessing the health of our business and our operating performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measure as a tool for comparison.

The calculation and reconciliation of historic Adjusted EBITDA to net income (loss), the most directly comparable financial measures stated in accordance with GAAP, is provided below and in the accompanying financial tables. Investors are encouraged to review the reconciliation and not to rely on any single financial measure to evaluate our business.

We have not reconciled Adjusted EBITDA guidance to net income (loss) because we do not provide guidance for net income (loss) or for items that we do not consider indicative of our on-going performance, including, but not limited to, the impact of significant non-recurring items, as certain of these items are out of our control and/or cannot be reasonably predicted. Accordingly, a reconciliation of the Adjusted EBITDA guidance to the corresponding U.S. GAAP measure is not available without unreasonable effort.

#### **Adjusted EBITDA**

We calculate Adjusted EBITDA as net income (loss) adjusted to exclude (i) depreciation and amortization, (ii) interest income, (iii) interest expense, (iv) other expense (non-operating), (v) gain/loss from equity method investment, (vi) income tax (benefit) expense, (vii) share-based compensation, (viii) severance, (ix) warrant value for revenue contracts (x) common stock issues for services and (xi) transaction and closing costs. We do not view the items excluded as representative of our ongoing operations.

#### **About Sharecare**

Sharecare is the leading digital health company that helps people – no matter where they are in their health journey – unify and manage all their health in one place. Our comprehensive and data-driven virtual health platform is designed to help people, providers, employers, health plans, government organizations, and communities optimize individual and population-wide well-being by driving positive behavior change. Driven by our philosophy that we are all together better, at Sharecare, we are committed to supporting each individual through the lens of their personal health and making high-quality care more accessible and affordable for everyone. To learn more, visit www.sharecare.com.

#### **Important Notice Regarding Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that are based on beliefs and assumptions and on information currently available. In some cases, you can identify forward-looking statements by the following words: "outlook," "target," "reflect," "on track," "foresees," "future," "may," "deliver," "will," "shall," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" or the negative of these terms, other comparable terminology (although not all forward-looking statements contain these words), or by discussions of strategy, plans, or intentions. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this press release, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain.

Forward-looking statements in this press release include, but are not limited to, our ability to realize the benefits of recent and future acquisitions, including CareLinx, partnerships or other relationships with third parties or customers, and the statements under the caption "Financial Outlook." We cannot assure you that the forward-looking statements in this press release will prove to be accurate. These forward-looking statements are subject to a number of significant risks and uncertainties that could cause actual results to differ materially from expected results. Descriptions of some of the factors that could cause actual results to defer materially from these forward-looking statements are discussed in more detail in our filings with the SEC, including the Risk Factors section of the prospectus for our business combination filed with the SEC on June 3, 2021. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this press release.

#### Media Relations:

Jen Martin Hall jen@sharecare.com

#### **Investor Relations:**

Bob East Bob.east@westwicke.com 443-450-4189

#### SHARECARE, INC. CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) (In thousands, except share and per share amounts)

	Three Months Ended June 30,			d June 30,	Six Months Ended June 30,		
		2021		2020	2021	2020	
Revenue	\$	98,459	\$	78,228	\$ 188,068	\$ 160,156	
Costs and operating expenses:							
Costs of revenue (exclusive of depreciation and amortization below)		48,634		36,557	93,028	80,247	
Sales and marketing		12,046		8,364	23,556	17,889	
Product and technology		15,812		10,080	36,266	21,146	
General and administrative		19,198		22,284	38,752	37,680	
Depreciation and amortization		7,167		6,445	13,850	13,047	
Total costs and operating expenses		102,857		83,730	205,452	170,009	
Loss from operations		(4,398)		(5,502)	(17,384)	(9,853)	
Other income (expense):							
Interest income		21		16	29	53	
Interest expense		(7,095)		(7,569)	(14,105)	(15,423)	
Other expense		(8,852)		(296)	(20,730)	(312)	
Total other expense		(15,926)		(7,849)	(34,806)	(15,682)	
Loss before income tax (expense) benefit		(20,324)		(13,351)	(52,190)	(25,535)	
Income tax (expense) benefit		99		(356)	14	227	
Net loss		(20,225)		(13,707)	(52,176)	(25,308)	
Net (loss) income attributable to non-controlling interest in subsidiaries		24		(300)	(82)	(268)	
Net loss attributable to Sharecare, Inc.	\$	(20,249)	\$	(13,407)	\$ (52,094)	\$ (25,040)	
Net loss per share attributable to common stockholders, basic and diluted	\$	(8.77)	\$	(6.99)	\$ (23.00)	\$ (12.99)	
Weighted-average common shares outstanding, basic and diluted		30		9	2,268	2,108	

#### SHARECARE, INC. CONSOLIDATED BALANCE SHEETS (Unaudited) (In thousands, except share and per share amounts)

		of June 30, 2021	As of December 31, 2020	
Assets				
Current assets:				
Cash and cash equivalents	\$	42,842	\$	22,603
Accounts receivable, net (net of allowance for doubtful accounts of \$5,153 and \$3,874 respectively)		80,875		70,540
Other receivables		2,527		3,152
Prepaid expenses		9,558		3,876
Other current assets		1,835		1,521
Total current assets		137,637		101,692
Property and equipment, net		4,056		4,073
Other long term assets		19,982		6,226
Intangible assets, net		120,433		78,247
Goodwill		155,050		75,736
Total assets	\$	437,158	\$	265,974
Liabilities, Redeemable Non-Controlling Interest, Redeemable Convertible Preferred Stock and				
Stockholders' Deficit				
Current liabilities:		22.422	<b>*</b>	10.04
Accounts payable	\$	30,483	\$	19,346
Accrued expenses and other current liabilities		54,999		41,058
Deferred revenue		30,409		9,902
Contract liabilities, current		4,300		4,045
Debt, current		1,157		1,011
Total current liabilities		121,348		75,362
Contract liabilities, noncurrent		3,983		6,261
Warrant liabilities		11,120		4,963
Long-term debt		166,834		173,769
Other long-term liabilities		47,042		15,070
Total liabilities		350,327		275,430
Commitments and contingencies				
Redeemable non-controlling interest		_		4,000
Redeemable convertible preferred stock, \$0.001 par value; 1,763,656 and 1,726,620 shares authorized;				
884,033 and 877,854 shares issued and outstanding, aggregate liquidation preference of \$189,213				
and \$186,741 as of September 30, 2020 and December 31, 2019, respectively		242,629		190,875
Stockholders' deficit:				,
Common stock, \$0.01 par value; 5,455,000 and 5,250,000 shares authorized; 2,149,417 and 2,083,916				
shares issued and outstanding as of September 30, 2020 and December 31, 2019, respectively		2		-
Additional paid-in capital		287,495		186,279
Accumulated other comprehensive loss		(1,158)		(702
Accumulated deficit		(444,207)		(392,113
Total Sharecare stockholders' deficit		(157,868)		(206,534
Non-controlling interest in subsidiaries		2,070		2,203
Total stockholders' deficit		(155,798)		(204,331
		(133,790)		(204,551
Total liabilities, redeemable non-controlling interest, redeemable convertible preferred stock and stockholders' deficit	\$	437,158	\$	265,974

#### SHARECARE, INC. RECONCILIATION OF GAAP NET LOSS TO ADJUSTED EBITDA (Unaudited) (In thousands)

	Three Months Ended June 30,20212020				Six Months Ended June 30, 2021 2020		
Net loss	\$	(20,225)	\$	(13,707)	(52,176)	\$ (25,308)	
Add:							
Depreciation and amortization		7,167		6,445	13,850	13,047	
Interest income		(21)		(16)	(29)	(53)	
Interest expense		7,095		7,569	14,105	15,423	
Other expense		8,852		296	20,730	312	
Income tax (benefit) expense		(99)		356	(14)	(227)	
Share-based compensation		2,360		5,166	14,386	5,813	
Severance		200		1,584	265	1,797	
Warrants issued with revenue contracts(a)		(2)		133	38	263	
Transaction and closing costs		1,321		99	2,022	188	
Adjusted EBITDA(b)	\$	6,648	\$	7,925	13,177	11,255	

(a) Represents the non-cash value of warrants issued to clients for meeting specific revenue thresholds.

(b) Includes non-cash amortization associated with contract liabilities recorded in connection with acquired businesses.

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#### Sharecare enters home health market with acquisition of CareLinx, augments comprehensive platform with network of over 450,000 techenabled caregivers

ATLANTA and BURLINGAME, Calif. – August 11, 2012 – Sharecare (Nasdaq: SHCR), the digital health company that helps people manage all their health in one place, today announced that it has closed its acquisition of CareLinx, the nation's leading digital on-demand platform of tech-enabled care providers. Sharecare has acquired CareLinx from Europ Assistance, one of the largest global assistance companies.

Through its network of over 450,000 tech-enabled caregivers, CareLinx delivers intermittent on-demand personal care services in people's homes, while leveraging mobile technology to facilitate rich data capture, population health analytics, and the enabling of real-time care coordination with remote clinical teams. The acquisition will bring a human touch to and strengthen Sharecare's digital platform by helping customers manage the "last mile" of care: the home.

"Regulatory and macro changes are driving the shift to home-based care and COVID further accelerated the adoption of telehealth and home-based services; and payors and providers need scalable in-home care provider solutions to manage the total cost of care," said Jeff Arnold, founder, chairman and CEO of Sharecare. "In addition to integrating our offerings to provide our respective customers' members, families, and caregivers with a comprehensive digital experience, the capabilities CareLinx brings to bear will be an additive and distinct component of the multi-payor advocacy solution we are developing."

With an exclusive offering for AARP members and key partnerships with the U.S. Department of Veterans Affairs through the Elizabeth Dole Foundation and three of the largest health plans in the U.S., over one million Medicare Advantage members have access to CareLinx through their health plans. Providing services across the continuum of care, including non-medical, companionship and housework, and personal and clinical, CareLinx' experienced non-medical and skilled medical care providers include Companion Caregivers, Personal Care Providers, Certified Nursing Assistants (CNAs), Medical Assistants (MAs), Licensed Vocational Nurses (LVNs), Licensed Practical Nurses (LPNs), Registered Nurses (RNs), and Nurse Practitioners (NPs).

"For the last decade, we have leveraged our platform to help people navigate the challenges of home care, as well as provide healthcare's scarcest resource – nurses and caregivers – with the ability to earn higher pay and have greater schedule flexibility," said Sherwin Sheik, founder and CEO of CareLinx. "Joining the Sharecare family will enable us to scale across their existing client base of health plans and large employers while working with their world-class engineers to drive operational efficiencies, enhance retention and engagement, and ultimately, fully integrate CareLinx' capabilities and network into the Sharecare platform."

#### **Financial Reporting and Business Outlook**

"CareLinx has shown impressive organic growth to date, and we believe Sharecare is well positioned to continue that trajectory. In fact, CareLinx can be sold into all three of our channels and we already have several of our health plan and provider customers actively looking for this type of solution," said Justin Ferrero, president and CFO of Sharecare. "Ultimately, we believe this acquisition will expand our TAM by over \$7 billion for home care and potentially over \$100 billion if we expand further into home health."

For the year ended December 31, 2020, CareLinx reported revenue of approximately \$5 million. CareLinx expects to report revenue of approximately \$20 million for the year ended December 31, 2021 and grow revenue organically by at least 75% in 2022.

Sharecare provided combined guidance for the full year 2021 on its earnings release, issued today, August 11, 2021, and will provide additional commentary on today's earnings conference call.

#### **Transaction Terms**

Under the terms of the agreement, the transaction is valued at approximately \$65 million, consisting of \$54.6 million in cash and \$10.4 million in Sharecare common stock.

King & Spalding LLP served as legal counsel to Sharecare and K&L Gates LLP served as legal counsel to Carelinx. Oppenheimer & Co. Inc. served as financial advisor to CareLinx.

#### **Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on Sharecare's current beliefs, assumptions and expectations, taking into account the information currently available to it. These statements are not statements of historical fact. You should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the expected benefits of the addition of CareLinx to Sharecare's product offerings, Sharecare's expectations regarding expansion of its total addressable market, CareLinx's expected revenue for the year ended December 31, 2021 and CareLinx's expected 2022 organic growth. These forward-looking statements are subject to various risks and uncertainties. Descriptions of some of the factors that could cause actual results to defer materially from these forward-looking statements are discussed in more detail in Sharecare's filings with the SEC, including the Risk Factors section of the prospectus for Sharecare's business combination filed with the SEC on June 3, 2021. Sharecare assumes no obligation to update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

#### About CareLinx

CareLinx is the nation's leading technology platform of tech-enabled care providers, both clinical and non-medical, who can be dispatched on-demand to any location. The innovative CareLinx platform, including its Nurse OnDemand business, facilitates real-time care coordination driven by actionable data analytics across the care continuum in the post-acute care environment, leading to increased quality of care, better health outcomes, and significantly reduced total cost of care. Amplifying the efficacy of remote clinical care management teams, care providers dispatched through CareLinx, serve as clinician's eyes, ears and arms, caring for patients in the home and in community-based settings across the U.S. To date, CareLinx has built a nationwide network of more than 450,000 tech-enabled, skilled and non-medical care providers, and the company works with several of the largest health plans and providers across the country as their trusted and scalable partner. Visit us at <u>https://www.carelinx.com/</u>.

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Media Relations: Jen Martin Hall jen@sharecare.com

Investor Relations: Bob East <u>Bob.east@westwicke.com</u> 443-450-4189