

SHARECARE, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As adopted on July 1, 2021)

Role

The Nominating and Corporate Governance Committee (the “Committee”) of Sharecare, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) as a permanent committee to carry out the responsibilities delegated to the Committee by the Board, including but not limited to, (1) discharging the responsibilities of the Board with respect to director nominations process and procedures, (2) developing and maintaining the Company’s corporate governance policies and (3) any related matters required by the federal securities laws.

Membership

The Committee shall be comprised of not less than two members of the Board (the “Members”), each of whom, in the judgement of the Board, shall be independent in accordance with the rules of the Nasdaq Stock Market LLC (“NASDAQ”).

The Chair of the Committee shall be designated by the Board, provided that if the Board does not designate a Chair, the Members, by a majority vote, may designate a Chair. The Members shall be elected by the Board, based on the recommendation of the Committee. Each Member shall serve for such term or terms as the Board may determine or until his or her earlier resignation, removal or death. Any vacancy on the Committee shall be filled by the Board. No Member shall be removed as a Member except by the Board.

Operations

The Committee will meet at least two times per year, or on a more frequent basis as necessary to carry out its responsibilities. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum and voting requirements and removal and vacancies as are applicable to the Board.

Authority

The Committee may, at its sole discretion, engage director search firms, at the Company’s sole expense, and has the sole authority to approve the fees and other retention terms with respect to any such firms. The Committee also has the authority, as necessary and appropriate, to consult with other counsel and outside advisors to assist in its duties to the Company. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Company must provide for appropriate funding, as determined by the Committee for the payment of reasonable fees to any such consultant, legal counsel or other adviser retained by the Committee.

The Committee has the authority to delegate any of its responsibilities to another committee, officer and/or subcommittees, as the Committee may deem appropriate in its sole discretion, subject to applicable law, rules and regulations (including applicable NASDAQ rules).

Responsibilities

The functions set forth below shall be the common recurring activities of the Committee in carrying out its oversight responsibilities. In particular, the Committee shall undertake the responsibilities and duties prescribed by the rules and listing standards of NASDAQ or the regulatory body of any national securities exchange on which the Company's securities are traded, the SEC or other regulatory bodies having jurisdiction over the financial affairs of the Company. The functions set forth below shall be deemed to include such responsibilities and duties, as they may be promulgated from time to time, as if they were specifically listed below. The Committee shall assist the Board in fulfilling its oversight responsibilities by accomplishing the following:

- Develop and recommend to the Board the criteria for Board membership.
- Identify, consider, recruit and recommend candidates to fill new positions on the Board.
- Review candidates recommended by stockholders.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
- Recommend director nominees for approval by the Board and election by the stockholders at the next annual meeting.

The Committee's additional functions include:

- To consider questions of possible conflicts of interest of Board members and of senior executives.
- To monitor and recommend the functions of the various committees of the Board.
- To recommend members and chairs of the committees of the Board.
- To consider and make recommendations regarding the composition and size of the Board, and determining the relevant criteria (including any minimum qualifications) for Board membership including issues of character, integrity, judgment, diversity & inclusion (including gender, nationality, ethnicity, and age), independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business and other commitments and the like.
- To review the structure and composition of the Board's committees to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and the appointment of Chairs of such committees.
- To make recommendations on the structure of Board meetings.
- To consider director qualification standards.
- To make recommendations with respect to director resignations.

- To review the outside activities of senior executives.
- To coordinate and oversee the annual self-evaluation of the Board, its committees, individual directors and management in the governance of the Company.
- To review on a regular basis the Company's overall corporate governance and recommend improvements, as necessary.
- To consider matters of corporate governance and to review, at least annually, the Company's Corporate Governance Guidelines, ensure compliance by management and recommend changes to the Board, as necessary.
- To review the disclosure regarding nomination procedures included in the Company's proxy statement.
- To oversee the board level stockholder engagement process, including the way stockholders send communications to the Board and what the Board's response, if any, should be.
- To investigate, or to authorize on its behalf, an investigation of any matter relating to the Committee's authority, duties and responsibilities under this charter. Such investigation shall, if required, have unrestricted access to the Company's books, records and employees.
- To oversee director orientation and continuing education.
- To review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
- To oversee the Company's strategy on global corporate social responsibility and sustainability, including evaluating the impact of Company practices on communities and individuals, and to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities.
- Annually evaluate the Committee's performance and annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes to the Charter or the Committee.

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While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.