

SHARECARE, INC.

CORPORATE GOVERNANCE GUIDELINES

(As adopted on July 1, 2021)

Sharecare, Inc. (the “Company”) is committed to developing effective, transparent and accountable corporate governance practices. These Corporate Governance Guidelines (these “Guidelines”) were approved by the Company’s Board of Directors (the “Board”) as a set of guiding principles by which the affairs of the Company will be governed. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations.

These Guidelines do not change or interpret the Company’s Certificate of Incorporation or any amendment or restatement thereof, or any other governing documents, including, without limitation, the Bylaws of the Company or the charters of any committee of the Board, as may be amended from time to time. These Guidelines are not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or rules and regulations of the applicable stock exchange on which the Company’s securities are then listed or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

These Guidelines are subject to modification by the Board.

1. BOARD RESPONSIBILITIES

(a) Responsibilities of the Board

The business of the Company is conducted by management under the direction of the Chief Executive Officer. The Board’s responsibility is to oversee, on behalf of stockholders, the conduct of the Company’s business, to provide advice and counsel to the Chief Executive Officer and senior management, to protect the Company’s best interests and to foster the creation of long-term value for stockholders.

Among other things, the Board’s decision-making responsibilities include:

- (i) review and approve the Company’s plans, strategies, objectives and policies, as developed by the Chief Executive Officer and senior management;
- (ii) approve director candidates recommended by the Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) for election by stockholders at the annual meeting;
- (iii) approve material investments or divestitures, strategic transactions, related party transactions and other significant transactions not in the ordinary course of the Company’s business;
- (iv) oversee the Company’s performance in relation to its strategic plan, and financial and non-financial objectives;
- (v) oversee the performance and effectiveness of the Company’s senior management team;

- (vi) oversee the succession and development plans for key Company executives, including the Chief Executive Officer and for the Board;
- (vii) oversee the evaluation and compensation of the Chief Executive Officer;
- (viii) oversee the Company's financial reporting processes and internal controls;
- (ix) oversee the Company's compliance with legal and regulatory requirements; and
- (x) assess major risks that the Company is facing and oversee the management of these risks.

Among other things, the Board's oversight responsibilities include monitoring and/or making inquiries concerning:

- (i) the Company's performance in relation to its plans, strategies, financial and nonfinancial objectives;
- (ii) the performance and effectiveness of the Company's management team;
- (iii) the various Committees of the Board;
- (iv) through the Audit Committee of the Board (the "Audit Committee"), evaluating the integrity of the Company's accounting and financial reporting systems, including the audit of the Company's annual financial statements by the independent auditors, and that appropriate systems of control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes the actions that are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that appropriate controls are in place; and
- (v) the Company's compliance with legal and regulatory requirements.

In carrying out their responsibilities, Board members will exercise their business judgment and act in ways that they reasonably believe will serve the best interests of the Company and its stockholders. As appropriate, the Board may also consider the interests of other stakeholders, including employees, customers, lenders and the members of the communities in which the Company operates.

(b) Expectations of Board Members

Board members are expected to:

- (i) become and remain informed about the Company, its business and its industry;
- (ii) attend all meetings of the Board and of Board committees on which they serve, having read and considered any materials distributed in advance of the meeting; and
- (iii) participate constructively in Board and committee meetings, drawing upon their individual experience, knowledge and background, as appropriate, to provide perspectives and insights.

2. BOARD OPERATIONS

(a) Board Size

The number of directors which shall constitute the Board shall be fixed from time to time in accordance with the provisions of the Certificate of Incorporation and Bylaws of the Company then in effect.

(b) Board Independence

It is the Board's policy that a majority of the directors will be "independent" as that term is defined in the listing standards of the Nasdaq Stock Market LLC ("NASDAQ"). The Board must weigh all relevant facts and circumstances that will contribute to effective oversight and decision-making by the Board in evaluating the independence of its members, provided, however, such determinations by the Board will conform to and the Company will at all times be in compliance with, applicable NASDAQ rules and requirements with respect to director independence.

(c) Board Meetings

The Board plans to hold four regular meetings each year and may hold additional or special meetings whenever necessary. Regular Board meetings and special meetings may be held either in person, by conference call or virtually. The Board may also act by unanimous written consent.

(d) Board Leadership

The chair of the Board (the "Chair"), or the lead director of the Board (the "Lead Director") when the Chair is not present, shall preside at all meetings of the Board and of the stockholders, and shall perform such other duties, and exercise such powers, as prescribed by the Bylaws or by the Board from time to time. The Board may select its Chair in its discretion at any time. The Chair will fulfill the other duties set forth in these Guidelines, the Company's Certificate of Incorporation and Bylaws, or as otherwise assigned from time-to-time by the Board. The Board will periodically review its leadership structure to ensure that it continues to meet the Company's needs.

(e) Lead Director

If the Chair is not an independent director, then the independent directors shall appoint a Lead Director on an annual basis, who shall be an independent director. The responsibilities of the Lead Director shall include presiding at all meetings of the Board at which the Chair is not present, presiding at executive sessions of the independent directors, serving as the liaison between the Chair and the independent directors, and generally approving information sent to the Board, including meeting agendas and meeting schedules to ensure that there is sufficient time for discussion of all agenda items. The Lead Director shall also work in conjunction with the Compensation and Human Capital Committee (the "Compensation Committee") to review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, determine and approve the Chief Executive Officer's compensation (including base salary, bonus, long term incentives, and other applicable prerequisites) based upon such evaluation, and communicate with the Chief Executive Officer regarding the foregoing. The Board is also authorized to designate additional responsibilities to the Lead Director from time to time.

(f) Board Agendas

In preparation for meetings of the Board, the Chair, with support from the Chief Executive Officer (if not also serving as the Chair) and the Chief Financial Officer of the Company and such other officers as the Chief Executive Officer or Chief Financial Officer shall designate, shall, to the extent applicable, disseminate to directors on a timely basis briefing materials regarding matters to be included in the meeting agenda, which may include minutes from prior meetings and any written reports by committees. With respect to any Board meeting, each Board member may suggest inclusion of items on the agenda or raise subjects that are not specifically on the agenda at such meeting.

(g) Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable and appropriate, be distributed sufficiently in advance of the meeting to permit prior review by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

(h) Board Committees

The Board shall have at least the following standing committees: Audit Committee; Nominating Committee; and Compensation Committee. Committee charters for each of these standing committees shall be posted on the Company's website. From time to time, the Board may form a new committee or disband a current committee depending on the circumstances. Each committee will comply with the independence and other requirements established by applicable law and regulations, including Securities and Exchange Commission and NASDAQ rules, within any required timeframes.

The Nominating Committee may make recommendations to the Board relative to committee members and chairs consistent with the membership criteria outlined in the applicable committee charter. Committee appointments are subject to approval of the Board. The Board may replace any committee chairs or members or add additional members to a Board committee at any time during the year.

The chair of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with such committee's charter, determine the frequency and length of committee meetings and develop the agenda for such committee's meetings.

(i) Separate Sessions of Independent Directors

NASDAQ rules require independent Board members to meet in regularly scheduled executive sessions without non-independent directors at least twice a year. The Board's policy is to hold executive sessions without the presence of management, including the Chief Executive Officer and other non-independent directors, in connection with each regularly scheduled Board meeting or as is otherwise required by NASDAQ rules and regulations, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate.

3. DIRECTOR QUALIFICATIONS AND BOARD COMPOSITION

(a) Director Criteria

The Company seeks to align Board composition with the Company's strategic direction so that Board members bring skills, experience and backgrounds that are relevant to the key strategic and operational issues that they will oversee and approve. Director candidates are typically selected based for

their integrity and character, sound, independent judgment, track record of accomplishment in leadership roles, as well as their professional and corporate expertise, skills and experience. Criteria that are typically considered by the Board in the selection of directors include:

- (i) should have demonstrated notable or significant achievements in business, education or public service;
- (ii) should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and
- (iii) should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the stockholders.

The Company strives to maintain a Board that reflects a diversity of experience and personal backgrounds. These criteria will vary over time depending on the needs of the Board. Accordingly, the Board may adopt new criteria and amend or abandon existing criteria as and when it determines such action to be appropriate

(b) Nominating Process

The nominating process outlined herein applies only with respect to the nomination of director candidates who will be presented to the Company's stockholders for election at the annual meeting, if any. Where a third party has the right to propose for nomination one or more directors to the Company's Board, the selection and nomination of such directors need not be subject to this process.

- (i) The Nominating Committee is responsible for screening and recommending to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company. When formulating its Board membership recommendations, the Nominating Committee will consider advice and recommendations from stockholders, management, and others as it deems appropriate, and will also take into account the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
- (ii) After the completion of interviews (including, as appropriate, with other Board members, the Chief Executive Officer and other members of senior management) and reference checks of identified candidates, the Nominating Committee will meet in person or by conference call to discuss and make recommendations to the Board with respect to the candidates. The full Board will then vote on the committee's recommendations. Those candidates approved by a majority of the Board shall be nominated for election by the Company's stockholders at the next annual meeting.

The Chair of the Company will contact any candidate(s) so approved, invite them to attend the Company's annual meeting and to join the Board at its first meeting thereafter, if they are elected by the Company's stockholders at the annual meeting. In the case of a Board candidate appointed between annual meetings, the same nominating process will generally apply except that the approved candidate will be invited to join the Board at its next meeting after his or her approval by the Board.

(c) Director Terms

The Board is divided into three classes. As a result, approximately one-third of the Board will stand for election by the stockholders of the Company each year at the Company's annual meeting of stockholders for three year terms. At each annual meeting after the first annual meeting of stockholders, each director elected to the class of directors expiring at such annual meeting shall be elected to hold office until the third succeeding annual meeting and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, removal or retirement. Even though each director is periodically subject to nomination by the Board and election by stockholders, the Board may establish, if it determines it is in the best interests of the Company, term limits or mandatory retirement ages of its directors.

(d) Change of Position

The Board does not believe that directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Nominating Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Nominating Committee's recommendation following such review.

(e) Limitations on Board Service

Directors who also serve as Chief Executive Officer or in equivalent positions at the Company or other companies should not serve on more than two boards of public companies in addition to the Board, and other directors should not serve on more than four other boards of public companies in addition to the Board, unless the Board determines in its business judgment that such simultaneous service will not impair the director's ability to serve on the Company's Board and that such simultaneous service is otherwise in the best interests of the stockholders. Members of the Audit Committee shall not serve on the audit committees of more than two other public company audit committees in addition to the Company's Audit Committee, unless the Board determines in its business judgment that such simultaneous service will not impair the director's ability to serve on the Company's Audit Committee and that such simultaneous service is otherwise in the best interests of the stockholders.

It is expected that before accepting another board position a director will consider whether that service will compromise his or her ability to perform his or her present responsibilities for the Company and provide advance notice to the Board of acceptance of an invitation to serve on the board of any other public company. In the event that the Board determines that the additional directorship constitutes a conflict of interest or interferes with such director's ability to carry out his or her responsibilities as a director of the Company, such director, upon the request of the Board, shall either offer his or her resignation or not accept the other directorship.

4. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

(a) Access to Management

Directors shall have full and unrestricted access to any relevant Company records and may request that any officer or other employee of the Company or the Company's outside counsel or accountants meet with any members of, or consultants to, the Board or any committee thereof. As a courtesy, directors will exercise their judgment to ensure that this access does not impede or interfere with the conduct of the Company's business and is coordinated, where possible, through the Chief Executive Officer, so as not to undermine normal lines of management authority.

(b) Access to Independent Advisors

In their sole discretion, the Board and each of its committees shall have the sole authority and responsibility to select, employ, retain and terminate any financial, legal, executive search, consulting and other professional advisors as they deem necessary or appropriate to assist in the discharge of their responsibilities. The Company shall pay the professional fees and reasonable expenses of any such independent advisors retained by the Board or any of its committees.

5. DIRECTOR COMPENSATION

The Compensation Committee shall establish the amount and form of compensation to be paid to Company directors (if any). In establishing such compensation, the Compensation Committee shall consider the director compensation policies at the Company's competitors and other comparable companies to ensure that the total compensation the Company pays to its directors is reasonable. The Board shall review its directors' compensation policy annually. Members of management who are also members of the Board shall not receive any additional compensation for their service as directors, committee members or committee chairs.

6. EQUITY OWNERSHIP

The Board believes that ownership of the Company's stock by the senior executives and directors strengthens their commitment to the future of the Company and further aligns their interests with those of the stockholders of the Company. Accordingly, the Board expects that, to the extent practicable, (a) the Chief Executive Officer shall own Company stock, options to purchase Company stock, or other equity-based instrument (b) each other senior executive officer shall own Company stock or options to purchase Company stock, or other equity-based instrument and (c) each director shall own Company stock, options to purchase Company stock, or other equity-based instrument. The Board believes that the number of shares of the Company's stock owned by each director and executive officer is a personal decision. Nothing in this policy shall be construed to obligate the Compensation Committee or the Board to grant any stock or stock options or other type of equity-based award to any person.

7. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

(a) Director Orientation

New directors shall review such material as is provided by the Company and participate in an orientation session designed jointly by the Nominating Committee and the Company's senior management in order to become familiar with the Company, specifically including its:

- existing operations and financial performance;
- strategic plans and businesses;
- financial plans, goals and projections;
- core values, including its Code of Business Conduct and Ethics; and
- corporate governance practices, procedures and policies.

(b) Continuing Education

The Nominating Committee shall endeavor to assure that all directors' continuing education is adequate to permit them to fulfill their responsibilities. Management shall make presentations to or arrange educational programs for the Board on different aspects of the business of the Company, which may include business strategy, risk management, financial reporting, products and services, industry trends and developments, corporate governance and other relevant topics. Such presentations or sessions may be provided by management on its own initiative or at the request of, or in conjunction with, the Nominating Committee. Directors are also encouraged to take advantage of any other available educational opportunities that would further their understanding of the business of the Company and enhance their performance on the Board.

8. EXECUTIVE SUCCESSION PLANNING AND RETENTION

The Board will receive updates and recommendations from the Compensation Committee regarding retention and succession planning for the Chief Executive Officer and other key members of the Company's senior management team. The plan of succession includes an assessment of the experience, performance, skills and planned career paths for possible successors for the Chief Executive Officer position and other key executive roles. The Compensation Committee leads the annual review of the Chief Executive Officer's performance, in which all Board members provide input, and oversees the Chief Executive Officer's performance review of senior executives for purposes of compensation decisions, succession planning and leadership development. The Chief Executive Officer shall also provide the Board with an assessment of potential successors to key executive positions within the Company.

9. ANNUAL SELF-EVALUATION

The Board and each committee thereof shall perform an annual self-evaluation of its performance, with a particular focus on overall effectiveness. The Nominating Committee is responsible for overseeing the self-evaluation process and for proposing any modifications or alterations in Board or committee practices, procedures or charters. The self-evaluation results and any recommendations made by the Nominating Committee to enhance the Board's functioning will be discussed by the full Board.

10. INTERACTIONS WITH THE INSTITUTIONAL INVESTORS, PRESS, CUSTOMERS, ETC.

The Board believes that management generally speaks for the Company. Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that these directors would do this with the knowledge of management and, in most instances, at the request of management.

Stockholders and other interested parties may communicate with directors by writing to them care of the Corporate Secretary of the Company, who will receive the correspondence and deliver as soon as practicable such correspondence to the identified director(s). The Corporate Secretary will transmit all generated responses to the submitting individual.

11. CONFIDENTIALITY

The proceedings and deliberations of the Board and its committees, including any and all non-public information entrusted to or obtained by a director by reason of his or her position on the Board, are confidential and maintaining the confidentiality of Company information and Board deliberations is imperative. All such proceedings, deliberations and discussions and any other information learned during the course of service on the Board shall be held in strict confidence, including after Board service has ceased, and used solely in furtherance of the Company's business and not for any personal benefit or to benefit persons or entities outside of the Company, in accordance with the Company's Code of Business Conduct and Ethics. These obligations continue even after service on the Board has ended.

* * *