

## SHARECARE, INC.

### COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

(As adopted on July 1, 2021)<sup>1</sup>

#### Role

The Compensation and Human Capital 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 relating to compensation of the Company's executives, (2) issuing an annual report on executive compensation for inclusion in the Company's proxy statement and (3) overseeing and advising the Board on the Company's human capital management and compensation programs, including its stock, stock-based, bonus and incentive plans, programs and policies.

#### 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") and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, (i) each Member shall qualify as a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Exchange Act or (ii) all compensation and any acquisition or disposition of securities that is intended to be exempt from Section 16(b) of the Exchange Act shall also be approved by a subcommittee made up of members of the Committee who qualify as non-employee directors.

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 Nominating and Corporate Governance 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 shall have the power to adopt, administer, amend or terminate compensation plans applicable to any class of employees of the Company and/or any subsidiary of the Company; provided that no adoption, amendment or termination of any compensation plan under which stock may be issued, or in which a member of the Board may be a participant, shall be effective unless the same shall be approved by the Board and, to the extent required by law or NASDAQ rules and listing standards, by the stockholders;

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<sup>1</sup> As amended on August 4, 2022.

provided, further, that no adoption, amendment or termination of any compensation plan may be made that violates this or any other committee charter of the Company.

The Committee may, at its sole discretion, engage a consulting firm (or other experts), at the Company's sole expense, and has the sole authority to approve the fees and other retention terms with respect to any such experts. 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 expert, 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, and without limiting the generality of the foregoing, 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 Securities and Exchange Commission ("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:

- Review the performance of the Chief Executive Officer ("CEO") and executive management.
- Assist the Board in developing and evaluating potential candidates for executive positions (including CEO).
- Review and approve goals and objectives relevant to the CEO and other executive officer compensation, evaluate the CEO's and other executive officers' performance in light of these goals and objectives, and set the CEO and other executive officer compensation levels consistent with its evaluation and the Company philosophy. In evaluating and determining compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, if applicable, and whether incentive or other forms of compensation encourage unnecessary risk taking. For the avoidance of doubt, the CEO may not be present during voting or deliberations on his or her compensation.
- When applicable, review and recommend to the Board for approval the frequency with which the Company should conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- Review the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act or other compensation related stockholder or investor

communications received by the Company and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such input.

- Review and approve the salaries, bonus and other compensation for all executive officers.
- Review and approve compensation packages for new executive officers and termination packages for executive officers as requested by management.
- Review and discuss with the Board and executive officers' plans for executive officer development and corporate succession plans for the CEO and other executive officers.
- Review and approve executive compensation agreements, policies and plans, including any employment, retention, severance, change-in-control, deferred compensation and "claw-back" agreements, policies and plans.
- Review and approve the adoption of or changes to the compensation of the Company's directors.
- Review and approve the awards made under any executive officer bonus plan administered by the Committee and provide an appropriate report to the Board.
- Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity and equity-based awards. Except as otherwise determined by the Board, the Committee will act on behalf of the Board as a "Plan Administrator" or similar function established to administer equity and equity-based plans, including acting as the "Administrator" of the Sharecare, Inc. 2021 Omnibus Incentive Plan, as it may be amended from time to time, and as such, will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.
- Determine and approve the Company's policy relating to change-of-control or "parachute" payments. The Committee may consider, among other relevant factors, the results of the most recent stockholder advisory vote on "parachute" payments.
- Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers and employees.
- Review periodic reports from management on matters relating to the Company's personnel appointments and practices.
- Oversee the Company's human capital management, including the Company's policies with respect to performance management, talent management, diversity, equity and inclusion, work culture and the development and retention of the Company's workforce.
- Assist management in complying with the Company's proxy statement and annual report disclosure requirements. This includes to review and discuss with management, the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement.
- Monitor the Company's compliance with applicable laws pertaining to personal loans to directors and executive officers, including their prohibition under Sarbanes-Oxley Act of 2002.

- Issue an annual Report of the Committee on Executive Compensation for the Company's annual proxy statement in compliance with applicable SEC rules and regulations.
- 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.
- Undertake all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board, the federal securities laws or the rules and regulations of the SEC.
- Annually review a risk assessment of the Company's compensation policies and practices.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

#### Oversight of Compensation Consultant, Legal Counsel, or Adviser

Whenever the Committee chooses to retain or obtain the advice of a compensation consultant, legal counsel or other adviser, then except as specified in the applicable NASDAQ rules, the Committee may select such consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence, including the following:

- The provision of other services to the Company by the entity that employs the compensation consultant, legal counsel or other adviser.
- The amount of fees received from the Company by the entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of such entity.
- The policies and procedures of the entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest.
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee.
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser.
- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the entity that employs the consultant, legal counsel or other adviser with an executive officer of the Company.

With regard to any compensation consultant or other adviser identified or to be identified in the Company's proxy statement, the Committee's duties and responsibilities shall include reviewing whether the retention of such consultant or adviser, or work performed or to be performed by such consultant or adviser raises any conflict of interest and, if so, to determine how to address such conflict of interest.

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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.*