

23andMe Holding Co.
Corporate Governance Guidelines

Effective May 18, 2023

The Board of Directors (the "**Board**") of 23andMe Holding Co. (the "**Company**") has adopted these Corporate Governance Guidelines (the "**Guidelines**") to assist the Board in its exercise of its responsibilities and provide a framework for the Company's governing principles. These Guidelines reflect the Board's judgment as it relates to sound corporate governance practices by which the Board oversees the Company's business affairs. These Guidelines are subject to further refinement or changes from time to time as the Board may find necessary or advisable.

I. BOARD COMPOSITION AND DIRECTOR QUALIFICATIONS

A. Board Membership Criteria

Subject to the terms of any stockholders' agreement that sets forth procedures governing the nomination of directors to the Board or if the Company is otherwise required to provide third parties with the ability to nominate directors, the members of the Board (the "**Independent Directors**") who meet the criteria for independence established by applicable listing rules of the Nasdaq Stock Market (the "**Nasdaq Rules**") are responsible for reviewing the background and qualifications of individuals being considered as director candidates and recommending any proposed changes to the composition of the Board. The Independent Directors are also responsible for reviewing from time to time the appropriate skills and characteristics required of Board members in the context of the background of existing members and in light of the perceived needs for the future development of the Company and the best interests of the Company and its stockholders. This assessment includes issues of diversity and experience in different substantive areas including, without limitation, risk management, operations, marketing, accounting, legal, finance, investment and capital raising, strategic growth and business development, biotechnology, healthcare, mergers and acquisitions, technology and digital expertise, cybersecurity, environmental, social, and governance (ESG), human capital management, and diversity, equity, and inclusion (DEI). All directors should possess the highest personal and professional ethics, integrity, and demonstrated leadership, and be committed to representing the long-term interests of the Company and its stockholders.

The Independent Directors will review candidates, if any, recommended by stockholders. All candidates are reviewed in the same manner, regardless of the source of the recommendation. Stockholders wishing to suggest director candidates should submit their suggestions in writing to the attention of the Corporate Secretary of the Company in accordance with the provisions of the Company's Second Amended and Restated Bylaws (as may be amended from time to time, the "**Bylaws**").

In the case of incumbent directors whose terms of office are set to expire, the Board shall review such directors' overall service to the Company during their respective terms, including the number of meetings attended, level of participation, quality of performance, and any relationships and transactions that might impair such directors' independence.

B. Diversity

The Board seeks the best director candidates based on the skills and characteristics required without regard to race, color, national origin, religion, disability, marital status, age, sexual orientation, gender, gender identity and expression, or any other basis protected by federal, state, or local law. The Independent Directors actively seek candidates for the Board who embody diversity in skills, abilities, industry knowledge, experience, gender, race, ethnicity, and veteran and disability status, as well as such other factors considered useful depending on the needs of the Company at such time. The Independent Directors and any search firm engaged to assist with director recruitment must include women and minority candidates in the pool from which the Independent Directors select director candidates.

C. Size of the Board

The Board shall establish the number of directors in accordance with the Bylaws. The Board shall periodically review the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the Company's needs. The Board is divided into three classes who serve staggered three-year terms and are as nearly as equal as possible.

D. Independent Directors

Subject to any exceptions permitted under the Nasdaq Rules, the Board will be composed of a majority of Independent Directors. The Board may determine a director to be independent if the Board has affirmatively determined that the director has no material relationship with the Company either directly or indirectly, consistent with applicable Nasdaq Rules. Director independence will be reviewed and determined annually.

E. Directors Who Cease to be Independent

Each director shall notify the Board of any change in circumstances that may impact their independence. If so notified, the Board will reevaluate, as promptly as practicable thereafter, such director's independence. An Independent Director who ceases to qualify as such after election to the Board will be required to tender a resignation as a director promptly to the Board, which will consider whether to accept or reject the resignation, taking into consideration the effect of such change on the interests of the Company.

F. Directors Who Change Their Job Responsibility

When a director's principal occupation or business association changes substantially (including retirement) from that which they held when first elected to the Board, they will be required to tender a resignation as a director promptly to the Board. The Board will consider whether to accept or reject the tendered resignation, taking into consideration the effect of such change on the interests of the Company.

G. Resignation, Retirement, or Refusal to Stand for Reelection

In the event that a director intends to resign or retire from, or refuse to stand for reelection to, the Board, they must tender written notice of such intent directly to the Chair of the Board (the "*Chair*"), who will share such notice with legal counsel. The Board shall determine the action, if any, to be taken with respect to such notice.

H. Retirement Age

It is the Board's view that, while Board refreshment is an important consideration in the Board's assessment of its composition, the best interests of the Company are served by its being able to take advantage of all available talent, and that the Board should not make determinations with regard to its membership solely on the basis of age. Accordingly, there is not a fixed retirement age for directors.

I. Board Term Limits

The Board believes term limits arbitrarily force the loss of contributions from directors who have developed significant institutional knowledge, experience, and insight into the Company and its operations and, therefore, provide a valuable and increasing contribution to the Board. Accordingly, there are no term limits on Board service.

J. Notification of Additional Board Service; Limits on Board and Audit Committee Memberships

Each person serving as a director must devote the time and attention necessary to fulfill the obligations of a director. Key obligations include appropriate attendance at Board and committee meetings and appropriate review of preparatory material. Directors are also expected to attend the annual meeting of stockholders. Directors will advise the Chair in advance of accepting an invitation to serve on another public company board. All service on boards and committees of other organizations should be consistent with the Company's Code of Business Conduct and Ethics (as may be amended from time to time, the "*Code*").

Unless the Board determines that the carrying out of a director's responsibilities to the Company will not be adversely affected by the director's other public company directorships: directors who also serve as an executive officer of a public company will not serve on more than a total of two public company boards (including the Company's Board); and directors who are not executive officers of a public company will not serve on more than four public company boards in addition to the Company's Board.

If a member of the Company's Audit Committee wishes to serve on the audit committees of more than a total of three public companies, the Board must approve such additional service, after determining whether such simultaneous service impairs the director's ability to serve effectively on the Company's Audit Committee, before the director accepts the additional position.

II. BOARD OF DIRECTORS RESPONSIBILITIES

The business affairs of the Company are managed under the direction of the Board. The Board believes that the primary responsibilities of directors are to exercise their business judgment in good faith and to act in what they reasonably believe is in the best interests of the Company and

its stockholders. Directors must fulfill their responsibilities consistent with their fiduciary duty to stockholders and in compliance with all applicable rules and regulations. In forming their judgment, each director is entitled to rely in good faith on the accuracy of the records of the Company and the information, opinions, reports, or statements presented by the Company's officers, employees, Board committees, outside advisors, and auditors. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Members of the Board shall act at all times in accordance with the requirements of the Code, which applies to all employees (including executive officers) and each director in connection with activities relating to the Company. This obligation includes, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings, and respect for and compliance with applicable law. Any waiver of the requirements of the Code with respect to any individual executive officer must be reported to, and be subject to the approval of, the Board and will be disclosed as required by law.

III. BOARD MEETINGS AND PROCEDURES

A. Meetings

The Board will hold at least one regularly scheduled meeting each quarter. Meetings may be held in-person or via remote communication.

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the chair of the committee (or, if the chair is absent, another member of the committee) will present such report.

B. Agenda Items

Each director is free to suggest agenda items to the Chair and to raise at any meeting topics not on the agenda.

C. Attendance

All directors are expected to make reasonable best efforts to attend all meetings of the Board, meetings of the committees of which they are members, and annual meetings of stockholders.

D. Meeting Materials and Preparation

Information and materials important to the Board's understanding of topics expected to be discussed at meetings should, to the extent practical, be distributed sufficiently in advance to permit prior review. In the event of a meeting on short notice, or if materials would contain highly confidential or sensitive information, it is recognized that written materials might not be available in advance.

Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which they serve. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

E. Separate Sessions of Non-Management Directors

Non-management directors will meet regularly, in executive session, without management. If not a member of management, the Chair will preside in executive session. If the Chair is a member of management or is otherwise absent or disqualified, the chair of the Audit Committee will preside. If the chair of the Audit Committee is absent, an Independent Director designated by the other Independent Directors will preside.

In the event that the non-management directors include directors who are not independent, the Company will, at least once a year, schedule an executive session including only Independent Directors.

IV. DIRECTOR COMPENSATION

The Board, upon the recommendation of the Compensation Committee, will establish the form and amount of compensation to be paid to non-management directors, and review this compensation each year.

V. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Chief Administrative Officer, in conjunction with management, is responsible for new director orientation, which generally will take place over the first six months of Board service and are designed to familiarize new directors with the Company's business, strategies, challenges, risks, and corporate governance policies and procedures.

The Board encourages all directors to participate in third-party continuing education programs to assist in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. The Company will pay all reasonable expenses related to the continuing director education.

VI. COMMITTEES OF THE BOARD

A. Number, Structure, and Appointment of Committee Members

The Board as a whole is responsible for overseeing, counseling, and directing the Company's management in the interests and for the benefit of the Company and its stockholders, with appropriate consideration of the interests of other stakeholders, including employees, customers, partners, suppliers, and the communities in which the Company operates. The Board is assisted in its oversight function by Board committees. The Board shall have at all times two standing committees: (i) an Audit Committee; and (ii) a Compensation Committee. All members

of these committees shall be Independent Directors and shall also satisfy the additional applicable independence requirements that are set forth in the Nasdaq Rules and Securities and Exchange Commission rules, and shall be appointed by the Board. Membership on the committees is reviewed each year by the full Board, which also designates a chair or co-chair for each committee. Each committee member and chair serves at the pleasure of the Board. There is no strict committee rotation policy. Changes in committee assignments are made based on committee needs, director experience, interest and availability, and evolving legal and regulatory considerations.

The Board may, from time to time, establish or maintain additional committees or eliminate existing committees, as it deems necessary or appropriate, consistent with these Guidelines, the Bylaws, and applicable laws or regulations.

B. Committee Charters

Each committee shall discharge its responsibilities in accordance with its own charter. Each committee charter shall set forth: the purposes and responsibilities of the committee; qualifications for membership on the committee; and committee structure and operations. Each committee charter shall also specify procedures for committee member appointment and removal, as well as require that the committee annually evaluate its performance and report its assessment to the Board.

C. Committee Meetings

The chair of each committee, in consultation with committee members, shall determine the frequency and length of committee meetings unless otherwise provided in the charter for such committee. The chair of the committee, in consultation with committee members and appropriate members of management, shall establish the committee's meeting agenda. Each committee member may recommend items for inclusion on the committee's meeting agenda.

VII. LEADERSHIP

A. Chair of the Board

The Board currently does not have an independent Chair but retains the flexibility to adopt such a structure if the Board believes it to be in the best interests of the Company and its stockholders. The Chair will: (i) preside over all meetings of the directors, (ii) be responsible for setting the agenda of all meetings of the Board, (iii) preside over meetings of stockholders, (iv) call special meetings of the Board, as appropriate, in accordance with the Bylaws, (v) maintain an effective working relationship with the members of management and the Board, (vi) oversee the process of informing the Board through timely distribution of information and reports, and (vii) perform such other duties as specified or as needed by the Board from time to time. The Board believes that whether to have the same person occupy the offices of Chair and Chief Executive Officer should be decided by the Board, from time to time, in its business judgment after considering relevant factors, including the specific needs of the business and the best interests of the Company and its stockholders.

B. Evaluation of the Chief Executive Officer

The Board makes an evaluation of the Chief Executive Officer at least annually. Such evaluation is conducted by the non-management directors. In accordance with the terms of its charter, the Compensation Committee will conduct an annual review of the Chief Executive Officer's performance and report its conclusions to the non-management directors of the Board.

C. Succession Planning

In accordance with the terms of its charter, the Compensation Committee reviews succession planning for the Chief Executive Officer (including in the event of emergency), and the Chief Executive Officer reviews, in consultation with the Compensation Committee, the succession planning for the other members of senior management. The Company's succession plan for the Chief Executive Officer and other members of senior management may include identifying potential candidates. The Compensation Committee and the Chief Executive Officer shall report on succession planning to the Board, and the Board shall review succession planning, at least annually. The Independent Directors shall periodically review and discuss succession planning for the directors of the Board.

VIII. BOARD OPERATIONS

A. Attendance of Non-Directors at Board Meetings

Non-directors, including members of management and outside advisors, may be present at Board meetings at the invitation of the Chair.

B. Board Access to Management

Board members have complete access to management. Non-employee directors are encouraged to contact senior managers of the Company without senior corporate management present. To facilitate such contact, management will make an effort to provide opportunities for non-employee directors to have direct personal contact with senior managers outside the presence of Company management.

C. Confidentiality of Information

In order to facilitate open discussion, the Board believes maintaining confidentiality of information and deliberations is an imperative.

D. Board Interaction with Institutional Investors, Analysts, Media, and Customers

The Board values meaningful, constructive communication and engagement with the Company's stakeholders and other interested parties. Management is primarily responsible for direct communication and engagement with stockholders. Inquiries from reporters, media, analysts, institutional investors, stockholders, customers, suppliers, and other constituencies shall be referred to management for response. Non-management directors should not communicate with reporters, media, analysts, institutional investors, stockholders, customers, suppliers, and other

constituencies regarding the Company unless requested or approved in advance by the Chief Executive Officer or the Board.

E. Board Access to Outside Resources

The Board and its committees can, if they wish to do so, seek financial, legal, or other expert advice from a source independent of management and shall be provided the resources for such purposes. Generally, this would be with the knowledge of the Chief Executive Officer, but this is not a condition to retaining such advisors.

IX. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board and each of the committees will perform an annual self-evaluation. Each director will be requested to provide their assessment of the effectiveness of the Board and the committees on which they serve. The Board's assessment, along with any recommendations, will be discussed at least annually by the Board at an appropriate meeting of the Board.

X. COMMUNICATING WITH THE BOARD

Stockholders and other interested parties are invited to communicate to the Board, its committees, the Chair, or with non-management and independent directors individually or as a group by writing to:

23andMe Holding Co.
Attention (Board member)
Office of the Corporate Secretary
349 Oyster Point Boulevard
South San Francisco, CA 94080

Depending on the nature of the communication, either the correspondence will be forwarded to the director(s) named or the matter will be presented in a periodic report to the Board. Notwithstanding the foregoing, the Corporate Secretary may determine not to forward or report items that are unrelated to a director's duties and responsibilities as a Board member, including, without limitation, solicitations and advertisements, junk mail, product-related communications, routine customer complaints, job referral materials such as resumes and surveys, and material that is determined to be illegal or otherwise inappropriate.

XI. GUIDELINES

The Board reviews and amends these Guidelines periodically as necessary. A copy of these Guidelines shall be posted on the Company's website.