

**23ANDME HOLDING CO.
COMPENSATION COMMITTEE CHARTER**

Effective May 18, 2023

I. PURPOSES

The Compensation Committee (the "*Committee*") is appointed by the Board of Directors (the "*Board*") of 23andMe Holding Co. (the "*Company*") to: (A) assist the Board in overseeing the Company's employee compensation policies and practices, including (i) determining and approving the compensation of the Company's Chief Executive Officer ("*CEO*") and the Company's other executive officers, and (ii) reviewing and approving incentive compensation and equity compensation policies and programs, and exercising discretion in the administration of such programs; (B) produce the report of the Committee required to be included in the Company's annual proxy statement or Annual Report on Form 10-K in accordance with the rules of the U.S. Securities and Exchange Commission ("*SEC*"); and (C) have oversight of the Company's culture and human capital management, including diversity, equity, and inclusion.

II. COMMITTEE MEMBERSHIP

A. *Composition*

The Committee shall consist of two or more members of the Board. The Board shall appoint the Committee members, and except as otherwise directed by the Board, a director appointed as a Committee member shall continue to be a member for as long as they remain a director or until their earlier resignation or removal from the Committee. The independent directors of the Board shall recommend nominees for appointment to the Committee periodically and as vacancies or newly-created positions occur. Any member may be removed from the Committee by majority vote of the Board, with or without cause, at any time. Any vacancy on the Committee shall be filled by a majority vote of the Board.

B. *Chair*

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board. The Committee Chair shall preside at all meetings of the Committee and shall have the authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. If the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as Chair of the meeting.

C. *Independence*

Each member of the Committee shall: (i) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"); (ii) be an "independent director" as defined by the rules of The Nasdaq Stock Market LLC ("*Nasdaq*"); and (iii) satisfy the applicable rules and regulations of the SEC. In affirmatively

determining the independence of any director who will serve on the Committee, the Board must determine whether such director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company.

III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.

IV. COMMITTEE MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities.

The Committee shall establish its own schedule of meetings. In lieu of a meeting, the Committee may act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of remote communication, provided that all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are useful to the Committee, attend any meeting to provide such information as the Committee requests.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate authority to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and Nasdaq.

In addition, to the extent permitted by applicable laws, rules, and regulations (including limits on the aggregate awards that may be made pursuant to such delegation) and as may be permitted by the Company's incentive compensation plans and equity-based compensation plans, the Committee may delegate to management the administration of such incentive compensation plans and equity-based compensation plans with respect to employees and other persons who are not subject to the reporting requirements of Section 16 of the Exchange Act. Actions by management

in accordance with any such delegation of authority shall be deemed to be the actions of the Committee. Delegation by the Committee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by any subcommittee on such matters.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

- (a) establish and review the objectives of the Company's management compensation programs and its basic compensation policies;
- (b) determine, or recommend to the Board for determination, the compensation of the CEO and all other executive officers of the Company (provided that the CEO may not be present during voting or deliberations on their compensation);
- (c) review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers, including annual and long-term performance goals and objectives;
- (d) review and approve, subject to such further action of the Board as the Board shall determine, any employment, compensation, benefit, or severance agreement with any executive officer;
- (e) evaluate, at least annually, the performance of the CEO and other executive officers against corporate goals and objectives, including the annual performance objectives and, based on this evaluation, determine and approve, subject to such further action of the Board as the Board shall determine, the compensation for the CEO and executive officers based on this evaluation;
- (f) interpret, administer, and make awards to individuals designated as Section 16 "officers" by the Company's Board, under the Company's incentive compensation and equity-based compensation plans and other compensation and benefit plans, including determining eligibility, the number, and type of awards available for grant and the terms of such awards, and to review and approve management's recommendations;
- (g) determine and approve the compensation level (including any awards under any incentive compensation and equity-based compensation plans and any material perquisites) for other members of senior management of the Company as the Committee or the Board may from time to time determine to be appropriate;
- (h) review at least annually the compensation of other employees as the Committee determines to be appropriate (including any awards under any incentive compensation and equity-based compensation plans and any material perquisites);

- (i) periodically review the Company's management compensation programs, including, without limitation, any management incentive compensation plans and plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated, and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans, programs, or policies;
- (j) review, approve, and/or recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan;
- (k) administer the Company's equity-based compensation plans for employees of and consultants to the Company as provided by the terms of such plans, including authorizing all awards made pursuant to such plans;
- (l) review, approve, and recommend to the Board the adoption of any incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans;
- (m) review, approve, and/or recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plan, and any material modification of any such plan;
- (n) review at least annually (a) the Company's compensation policies and practices for executive officers, senior management, and employees generally to assess whether such policies and practices could lead to excessive risk-taking behavior and (b) the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated and adjustments necessary to address changes in the Company's risk profile;
- (o) with respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive officer or non-employee director compensation: (a) annually, or from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the Committee or management) has raised any conflicts of interest; and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all remuneration provided to such consultant;
- (p) review and discuss with management the Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board that such disclosure be included in the Company's annual proxy statement or Annual Report on Form 10-K;
- (q) prepare the compensation committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or Annual Report on Form 10-K;

- (r) review and discuss the results of the most recent stockholder advisory vote on executive compensation ("say-on-pay" vote) required by Section 14A of the Exchange Act;
- (s) at least every six years or more frequently as appropriate, make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote;
- (t) review the form and amount of non-employee director compensation at least annually, and make recommendations thereon to the Board;
- (u) oversee and monitor other compensation related policies and practices of the Company, including: (i) the Company's stock ownership guidelines, if any, for non-employee directors and executive officers; (ii) compliance by management with rules regarding equity-based compensation plans for employees and consultants pursuant to the terms of such plans, and the guidelines for issuance of awards as the Board or Committee may establish; and (iii) the Company's recoupment policy and procedures;
- (v) oversee stockholder communications relating to executive compensation and review and make recommendations with respect to stockholder proposals related to compensation matters;
- (w) assist the Board in the Board's oversight of the Company's hedging and pledging policies applicable to the Company's executive officers and non-employee directors;
- (x) review the Company's talent and human capital strategy, as necessary, including a review of the diversity of the organization's workforce and diversity, equity, and inclusion initiatives, programs, and progress;
- (y) in consultation with the CEO, annually report to the Board on succession planning, which shall include emergency CEO succession, CEO succession in the ordinary course and succession for other members of senior management, working with the entire Board to evaluate potential successors to the CEO; and
- (z) undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

VII. COMPENSATION CONSULTANTS AND OTHER ADVISORS

The Committee shall have the sole discretion to retain or obtain advice from, oversee, and terminate any compensation consultant, legal counsel, or other adviser to the Committee and be directly responsible for the appointment, compensation, and oversight of any work of such adviser retained by the Committee. The Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser and for ordinary administrative expenses that are necessary and appropriate in carrying out the Committee's duties.

Prior to the retention of a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor from management, taking into consideration all factors relevant to such advisor's independence, including factors specified by the Nasdaq rules, including, but not limited to, (i) the provision of other services to the Company by the person that employs the compensation consultant or other external advisor, (ii) the amount of fees received from the Company by the person that employs the compensation consultant or other external advisor, as a percentage of the total revenue of the person that employs the compensation consultant or other external advisor, (iii) the policies and procedures of the person that employs the compensation consultant or other external advisor that are designed to prevent conflicts of interest, (iv) any business or personal relationship of the compensation consultant or other external advisor with a member of the Committee, (v) any stock of the Company owned by the compensation consultant or other external advisor, and (vi) any business or personal relationship of the compensation consultant or other external advisor or the person employing the adviser with an executive officer of the Company. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or the Nasdaq related to the foregoing is included in the Company's proxy statement.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors, and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor, or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting, or other advisors to provide it with advice and information in connection with carrying out its responsibilities.

VIII. GENERAL

- (a) The Committee shall review and reassess the adequacy of this charter annually and recommend to the Board such amendments of this charter as the Committee deems appropriate.
- (b) The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter, and report the results of such evaluation to the Board.
- (c) The Committee shall report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.