

**23andMe Holding Co.
Corporate Governance Guidelines**

Effective June 16, 2021

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, including, without limitation, compliance with the listing rules of the Nasdaq Stock Market (the “**Nasdaq Rules**”) and other legal requirements. 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 change from time to time by the Board.

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 who meet the criteria for independence established by applicable Nasdaq Rules (the “**Independent Directors**”) are responsible for reviewing the background and qualifications of individuals being considered as director candidates and recommending any proposed changes to the Board. Among the qualifications considered in the selection of candidates, the Independent Directors will look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication and conflicts of interest. The Independent Directors may, if they deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates and policies as may be established by the Independent Directors from time to time for consideration of Board candidates recommended by stockholders.

B. Independent Directors

Subject to any permitted cure periods 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. Whether directors are independent will be reviewed annually in connection with the preparation of the Company’s proxy statement.

C. Directors Who Cease to be Independent

Each director shall notify the Board of any change in circumstances that may put their independence at issue. 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.

D. Directors Who Change Their Job Responsibility

When a director's principal occupation or business association changes substantially from that which they held when originally invited to join the Board (including retirement), 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.

E. 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.

F. 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 are no established limits for retirement from the Board.

G. Board Tenure

The Board does not believe it appropriate to institute fixed limits on the tenure of directors because the Company and the Board would thereby be deprived of experience and knowledge. Accordingly, there are no established term limits for service on the Board.

H. 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 that embody diversity in skills, abilities, industry knowledge, experience, gender, race, and ethnicity, as well as such other factors considered useful depending on the needs of the Board at such time. 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.

I. 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 company board. Service on boards and committees of other organizations should be consistent with the Company's Code of Business Conduct and Ethics.

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 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; 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, 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.

III. BOARD MEETINGS AND PROCEDURES

A. Meeting Frequency

The Board will hold at least one regularly scheduled meeting each quarter.

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 the annual meeting of

stockholders. Members are encouraged to attend Board meetings and meetings of committees of which they are members in person, but may also attend such meetings by telephone or video conference.

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 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 Legal and Regulatory 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, 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 the oversight of management on behalf of the Company's stockholders. 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 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 as necessary or appropriate.

B. Committee Charters

Each committee shall discharge its responsibilities in accordance with its own charter. Each committee charter shall set forth: the purposes, goals 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 a non-executive Chair but retains the flexibility to adopt such a structure if it believes it to be in the best interests of stockholders. The Chair will preside over all meetings of the directors, be responsible for the agenda at all meetings of the Board and will preside over meetings of stockholders. The Chair will preview information sent to the Board as necessary and approve meeting schedules to assure that there is sufficient time for discussion of all agenda items.

The Board believes that whether to have the same person occupy the offices of Chair of the Board 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 Chair & 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 Chair & Chief Executive Officer's performance and report its conclusions to the Independent Directors of the Board.

C. Succession Planning

In accordance with the terms of its charter, the Compensation Committee reviews succession planning for the Chair & Chief Executive Officer (including in the event of emergency), and the Chair & Chief Executive Officer reviews succession planning for the other members of senior management. 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.

VIII. BOARD OPERATIONS

A. Attendance of Non-Directors at Board Meetings

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

B. Board Access to Management

Board members have complete access to 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, Press and Customers

Company management is the contact with outside parties. From time to time, directors may be asked by the Chair & Chief Executive Officer or management to speak with others, as appropriate.

E. Board Access to Outside Resources

The Board and Board committees can, if they wish to do so, seek 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 Chair & Chief Executive Officer, but this is not a condition to retaining such advisors.

IX. ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively.

X. COMMUNICATING WITH THE BOARD

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

23andMe Holding Co.
Attention (Board member)
Office of the Corporate Secretary
223 North Mathilda Avenue
Sunnyvale, CA 94086

XI. GUIDELINES

The Board reviews and amends these Guidelines periodically as necessary. These Guidelines are posted on the Company's website.