

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>BOTHA ROELOF</u>  (Last) (First) (Middle) <u>C/O 23ANDME HOLDING CO.</u> <u>349 OYSTER POINT BLVD</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>23andMe Holding Co. [ ME ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/26/2024</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/26/2024		A		658,485 <sup>(1)</sup>	A	\$0	658,485	D	
Class A Common Stock	08/26/2024		A		179,586 <sup>(2)</sup>	A	\$0.3341 <sup>(3)</sup>	483,526	I	By estate planning vehicles

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Restricted stock units ("RSUs") issued pursuant to the 23andMe Holding Co. Amended and Restated Outside Director Compensation Policy, effective as of September 6, 2023 (the "Director Compensation Policy"), all of which vest on the earlier of (a) the first anniversary of the grant date and (b) the date of the issuer's 2025 annual meeting of stockholders. Each RSU represents the contingent right to receive one share of Class A common stock of the issuer.
- RSUs issued to the reporting person in lieu of cash retainer fees, at the election of the reporting person (the "RSU Election"), pursuant to the Director Compensation Policy and the 23andMe Holding Co. RSU Conversion and Deferral Program For Directors as amended and restated on September 6, 2023 (the "Conversion and Deferral Program"). Each RSU represents the contingent right to receive one share of Class A common stock of the issuer and is fully vested.
- Under the the Conversion and Deferral Program, the number of shares issued in lieu of cash retainer fees is determined by dividing the dollar amount of the cash retainer fees subject to the RSU Election by the closing price of a share of Class A common stock of the issuer on the Nasdaq Capital Market on the date of issuance, with any fractional share rounded down to the nearest whole share.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Roelof Botha by Guy Chayoun,  
attorney-in-fact

08/28/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## 23ANDME HOLDING CO.

POWER OF ATTORNEY

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Know all by these present, that I, the undersigned director and/or officer of 23andMe Holding Co., a Delaware corporation (the "Company"), hereby constitute and appoint Guy Chayoun and Savita Pillai, and any assistant or deputy counsel of the Company, and each of them, my true and lawful attorneys-in-fact and agents, with full power to act, together or each without the other, with full power of substitution and resubstitution, for me and in my name, place, and stead, in any and all capacities:

- (i) to execute and file for and on behalf of the undersigned any reports on Forms 3, 4, and 5 (including any amendments thereto and any successors to such Forms) with respect to ownership, acquisition, or disposition of securities of the Company that the undersigned may be required to file with the U.S. Securities and Exchange Commission (the "SEC") in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder;
- (ii) to execute and file for and on behalf of the undersigned any voluntary filings under Section 16(a) of the Exchange Act;
- (iii) to request electronic filing codes from the SEC by filing the Form ID (including amendments thereto) and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to file such reports electronically;
- (iv) to prepare, file, and submit any documents or reports that may be required under SEC Rule 144 to permit the undersigned to sell Company common stock without registration under the Securities Act of 1933, as amended (the "Securities Act") in reliance on Rule 144 as amended from time to time; or
- (v) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorney-in-fact's or attorneys-in-fact's discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) of the Exchange Act or the Securities Act. The Company will use all reasonable efforts to apprise the undersigned of applicable filing requirements for purposes of Section 16(a) of the Exchange Act or the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney revokes and replaces any prior Power of Attorney executed by the undersigned with respect to the ownership, acquisition, or disposition of securities of the Company.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19<sup>th</sup> day of August 2024.

*/s/ Roelof Botha*

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