

LIMEADE, INC.
RELATED PERSON TRANSACTION POLICY AND PROCEDURES

Overview

The Board of Directors of Limeade, Inc. (the “Company”) recognizes that transactions between the Company’s directors, executive officers and greater than 5% shareholders, on the one hand, and the Company on the other can present potential or actual conflicts of interest and create the appearance that certain Company transactions may not be as favorable to the Company as arms’ length transactions. Accordingly, the Board has adopted this policy (this “Policy”) regarding the review, approval and/or ratification of transactions with related parties.

Reporting of Related Person Transactions

The Company’s directors, executive officers and beneficial owners of more than 5% of the Company’s common stock (“5% beneficial owners”) are expected to disclose the material facts of any transaction that could potentially be considered a Related Person Transaction (as described below) to the Company’s General Counsel. Directors, executive officers and 5% beneficial owners should disclose the potential Related Person Transaction promptly upon gaining knowledge that the transaction may occur or has occurred.

Who Is A Related Person?

- Any person who is, or at any time since the beginning of the Company’s last fiscal year was, an executive officer, director or nominee to become a director of the Company;
- Any 5% beneficial owner; or
- Any immediate family member of any of the individuals described above. Immediate family members include a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

What Is A Related Person Transaction?

For purposes of this Policy, a “Related Person Transaction” is any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which:

- The Company or any of its subsidiaries is, was or will be a participant;
- The aggregate amount involved will, or may be expected to, exceed \$120,000 in any calendar year; and
- Any Related Person has, had or will have a direct or indirect material interest.

Notwithstanding the foregoing, a Related Person will not be deemed to have an indirect material interest in a transaction if the interest arises solely as from being (i) a director of another corporation or organization that is a party to the transaction, (ii) the direct or indirect owner (together with the Related Persons immediate family members) of a less than 10% equity interest in a corporation or other entity (other than a partnership) that is a party to the transaction, (iii) both (i) and (ii), or (iv) a limited partner of a partnership that is a party to the transaction so long as the interest of the Related Person (together with the Related Person’s immediate family) in the partnership is less than 10% and the Related Person is not a general partner of, or hold another position in, the partnership.

For purposes of this Policy, the following transactions do not constitute “Related Person Transactions”

and need not be reported to the General Counsel:

- Executive employment and related compensation. Employment by the Company of an executive officer unless he or she is an immediate family member of a Related Person, including compensation plans or arrangements with such executive officer that (i) are approved by the Board of Directors or the Remuneration & Nomination Committee and (ii) are required to be disclosed in the Company's annual proxy statement under Item 402 of Regulation S-K (or would be required to be disclosed other than the fact that the executive officer is not a "named executive officer" as defined in such item).
- Director compensation. Any compensation paid by the Company to a director if the compensation is consistent with the Company's director compensation policies and is required to be disclosed in the Company's annual proxy statement under Item 402 of Regulation S-K.
- Shareholder benefits. Transactions in which the Related Person's interest arises solely from the ownership of equity securities and all holders of those securities receive the same benefit on a pro rata basis (e.g., dividends).

Review and Approval and/or Ratification Procedures

Step 1: Initial Determination By General Counsel

Upon receipt of a report from a director, executive officer or 5% beneficial owner of a potential Related Person Transaction, or when the General Counsel otherwise becomes aware of a potential Related Person Transaction, the General Counsel will determine (1) if the transaction is a Related Person Transaction and (2) if the Related Person Transaction is required to be disclosed in the Company's annual proxy statement or annual report on Form 10-K, in each case under the Related Person Transaction disclosure regulations of the Securities and Exchange Commission. If such disclosure is not required, the transaction will constitute an approved transaction, and the General Counsel will report the transaction to the Audit & Risk Committee (the "Committee") at its next regularly scheduled meeting. If such disclosure is required, the General Counsel will submit such Related Person Transaction for review to the Committee.

Step 2: Review and Approval or Ratification By Committee

The Committee will review and determine whether to approve or ratify any Related Person Transaction that is submitted by the General Counsel to the Committee under Step 1 above. If the Related Person Transaction to be reviewed and acted upon by the Committee involves a member of the Committee (including the Chair), such Committee member shall recuse himself or herself from deliberations related to such Related Person Transaction and the other members of the Committee shall take appropriate action.

Standards of Review and Approval or Ratification

Whenever a Related Person Transaction is submitted for review and approval or ratification to the Committee, the Committee will review relevant facts regarding the Related Person Transaction in determining whether to approve or ratify the transaction, including:

- The nature and extent of the Related Person's interest in the Related Person Transaction;
- Whether the terms are comparable to those generally available in arms' length transactions;
- Whether the Related Person Transaction was undertaken in the ordinary course of business of the Company;
- The approximate dollar value of the amount involved in the Related Person Transaction;
- The business purpose of, and the potential benefits to the Company of, the Related Person Transaction;
- Whether the Related Person Transaction would impair the independence of an outside director;
- Whether the Related Person Transaction is consistent with the best interests of the Company; and

- Any other information regarding the Related Person Transaction or the Related Person in the context of the proposed transaction that would be material to the Committee's decision, in its business judgment, in light of the circumstances of the particular transaction.

The Related Person involved in the Related Person Transaction may participate in the approval/ratification process only to provide additional information as needed for the Committee's review.

If any Related Person Transaction is ongoing or is part of a series of transactions, the Committee may establish guidelines as necessary to appropriately review the ongoing Related Person Transaction. After initial approval/ratification of the transaction, the Committee will review the Related Person Transaction on a regular basis (at least annually).

If any Related Person Transaction is not approved or ratified by the Committee, the Committee may take such action in respect of the transaction as it may deem necessary or desirable in the best interests of the Company and its shareholders.

The review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

Authority of Committee

The Committee is authorized to administer this Policy, and may amend, modify and interpret this Policy, and take such other action in connection with the administration of the Policy, as it deems necessary or desirable; provided, however, any material amendments or modifications to this Policy will be recommended to the full Board for its review and approval.

Review and Assessment of Policy

The Committee will conduct an annual review and assessment of this Policy.