MarketWise

Corporate Governance Guidelines

Last Updated October 26, 2026

1. ROLE OF THE BOARD OF DIRECTORS

1.1 These Corporate Governance Guidelines (the "***Guidelines***") are established by the Board of Directors (the "***Board***") of MarketWise, Inc. (the "***Company***") to provide a structure within which our directors and management can effectively pursue MarketWise's objectives for the benefit of its shareholders. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Guidelines should be interpreted in the context of all applicable laws, the Company's charter documents and other governing legal documents, and its policies.

1.2 The Company's executive officers, under the direction of the Chief Executive Officer ("***CEO***"), are responsible for the operations of the Company; implementation of the strategic, financial and management policies of the Company; identification, assessment and management of risk and risk mitigation strategies; preparation of financial statements and other reports that accurately reflect requisite information about the Company and timely reports, which inform the Board about the foregoing matters.

2. BOARD STRUCTURE AND COMPOSITION

2.1 *Size of the Board*. The Board will periodically review the appropriate size of the Board. The Board is classified with the terms of office of each of the three classes of directors ending in successive years of 3-year terms, as provided in the Company's Certificate of Incorporation.

2.2 *Majority of Independent Directors*. Except as otherwise permitted by the applicable Nasdaq Stock Market LLC ("***Nasdaq***") rules, the Board will be comprised of a majority of directors who qualify as independent directors ("***Independent Directors***") as required under Nasdaq rules.

2.3 *Affirmative Determination of Independence*. The Board will affirmatively determine annually and at other times required by Nasdaq listing standards that the Independent Directors designated as independent have no material relationships to the Company (either directly or with an organization in which the Independent Director is a partner, stockholder or officer, or is financially interested) that may interfere with the exercise of their independence from management and the Company.

2.4 *Board Membership Criteria*. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals of responsibility to its stockholders, industry leadership, positive working environment and integrity in financial reporting and business conduct. The Board and the Nominating and Corporate Governance Committee will, from time to time, review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time and the skills and expertise needed for effective operation of the Board and its committees.

Basic requirements for membership on the Board may include the following:

- Ethics. Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's Code of Conduct and Business Ethics.
- Business and Professional Activities. Directors should maintain a professional

life active enough to keep them in contact with the markets, the business and technical environments and the communities in which the Company is active. Because this exposure is a main factor in selecting and retaining directors, a significant position or title change may be seen as reason to review a director's membership on the Board.

- Experience, Qualifications and Skills. Directors should have experience, qualifications and skills relevant for effective oversight of the Company's executive officers, which, acquired through education, training, experience, self-study or other means, may include experience at executive officer levels in comparable companies, public service, professional service firms, educational institutions or other organizations. The Board should monitor the mix of specific experience, qualifications, and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.
- Time. Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background material and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings.

3. SELECTION, TENURE AND RETIREMENT OF BOARD MEMBERS

3.1 *Selection of Board Nominees.* The Nominating and Corporate Governance Committee will recommend the individuals to be nominated to serve on the Board for election by stockholders at each annual meeting of stockholders, and to be appointed to fill vacancies on the Board, subject to approval by the Board and subject to legal rights, if any, of third parties to nominate or appoint directors as provided for in the Company's Certificate of Incorporation.

3.2 *Continuing Directors.* The Board, based on recommendations by the Nominating and Corporate Governance Committee, will review each director's continuation on the Board in connection with the director's renomination. This review will include determination of independence as well as consideration of skills, experience, number of other public and private company boards on which the individual serves, composition of the Board at that time, and other criteria in the context of the needs of the Company and the membership requirements described above.

3.3 *Directors Who Change Their Present Job Responsibility.* Any director who experiences a material change in his/her job responsibilities or the position he/she held when he/she came on the Board should deliver a notice of such change in status to the Chairperson of the Board and/or the Lead Independent Director. The Nominating and Corporate Governance Committee will then evaluate whether the individual continues to satisfy the Board's membership criteria and independence requirements in light of his/her new occupational status and shall recommend to the Board the action, if any, to be taken with respect to such individual.

3.4 *Director Tenure.* As an alternative to term limits, the Nominating and Corporate Governance Committee shall evaluate each existing director's performance and contributions to the Board, as well as the director's qualifications, skills, independence and competence, prior to recommending such director to the Board for renomination.

4. BOARD LEADERSHIP

4.1 *Board Meetings*. All meetings of and other actions by the Board shall be held and taken pursuant to the Certificate of Incorporation of the Company, including provisions governing notice of meetings and waiver thereof, the number of Board members required to take actions at meetings and by written consent, and other related matters.

4.2 *Agenda*. The Chairperson of the Board will have primary responsibility for establishing the agenda for each meeting and arranging for the agenda to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The Chairperson and the full Board separately have authority to require the Board to meet in executive sessions outside the presence of management to discuss sensitive matters with or without distribution of written materials.

4.3 *Meetings of Non-Management Directors*. Non-management directors will meet on a regularly scheduled basis in executive sessions without the CEO or other members of the Company's management.

4.4 *Chairperson and Lead Independent Director.* The Board will periodically appoint a Chairperson of the Board. Both independent and management directors, including the CEO, are eligible for appointment as the Chairperson. If the Chairperson is not an Independent Director, the Board will designate an Independent Director as Lead Independent Director to preside at the meetings of Independent Directors. The Company will appropriately disclose the name of this Lead Independent Director or method by which interested parties may contact the Independent Directors.

5. BOARD COMPENSATION

5.1 *Compensation*. The Compensation Committee will recommend to the Board compensation programs for non-employee directors, committee chairpersons and committee members, consistent with any applicable requirements of the listing standards for Independent Directors and including consideration of cash and equity components of this compensation. The Board will determine the form and amount of non-employee director compensation upon recommendation from the Compensation Committee.

6. BOARD COMMITTEES

6.1 *Committees*. The committees of the Board are the Audit Committee, Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may, from time to time, establish additional committees.

6.2 *Committee Member Selection.* After considering the recommendations of the Nominating and Corporate Governance Committee, the Board will designate the members and the Chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. Each member of the Audit, Compensation, and Nominating and Corporate Governance Committees will be independent as defined in the applicable listing standards, laws and regulations, including SEC and Nasdaq rules.

6.3 *Committee Functions.* Each of the Audit, Compensation, and Nominating and Corporate Governance Committees will have a written charter approved by the Board in compliance with applicable listing standards, laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the respective committee's charter, the authority delegated by the Board to the respective committee, and legal, regulatory, accounting or governance principles applicable to that committee's function. The Company will afford access to the Company's employees, professional advisers and other resources, if needed, to enable committee members to carry out their responsibilities.

6.4 *Audit Committee Financial Expert/Financial Literacy.* The Audit Committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC under Section 407 of the Sarbanes-Oxley Act and all members should be "financially literate" in accordance with the listing standards. The Board shall be responsible for determining the qualification of an individual to serve on the Audit Committee as a designated "audit committee financial expert" and whether such person is "financially literate." In light of this responsibility of the Board, the Nominating and Corporate Governance Committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

7. DIRECTOR RESPONSIBILITIES

7.1 *General Responsibilities.* A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company.

7.2 *Disclose Relationships.* Each Independent Director is expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) that could affect the independence of the director under applicable listing standards or any additional standards as may be established by the Board from time to time, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.

7.3 *Reporting and Compliance Systems.* Based on information available to the director, each director should be satisfied that management maintains an effective system for timely reporting to the Board or appropriate Board committees on the following: (i) the Company's financial and business plans, strategies and objectives; (ii) the recent financial results and condition of the Company and its business segments; (iii) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; and (iv) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies. Each director is expected to have a basic understanding of the foregoing matters to the extent information is furnished by management or otherwise available to the Board.

7.4 *Attendance.* Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

7.5 *Access to Information.* The Company's management will afford each Board member access to the Company employees and the outside auditors, legal counsel and other professional advisers for any purpose reasonably related to the Board's responsibilities. Each director is entitled to inspect the Company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties; and to receive notice of all meetings in which a director is entitled to participate, and copies of all Board and committee meeting minutes.

7.6 *Independent Inquiries and Advisers.* The Board is authorized to conduct investigations, and to retain, at the expense of the Company, independent legal, accounting, investment banking or other professional advisers selected by the Board, for any matters relating to the purpose or responsibilities of the Board.

7.7 *Reliance on Information.* In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

7.8 *Transactions Affecting Director Independence.* Without the prior approval of a majority of disinterested members of the full Board, and, if required by the listing standards and/or the Audit Committee, the Company will not:

- Make significant charitable contributions to organizations in which a director or a family member of the director is a board member, controlling officer, manager, or trustee, or materially financially interested;
- Enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director; or
- Enter into any relationships or transactions (other than service as a director and Board committee member) between the Company and a director (or any business or nonprofit entity or organization in which the director is a general partner, board director, controlling stockholder, officer, manager or trustee, or materially financially interested).

7.9 *Orientation and Continuing Education.* The Board is expected periodically to review appropriate policies and procedures for providing orientation sessions for newly elected or appointed directors, and recommending on an as-needed basis continuing director education programs for Board or committee members.

7.10 *Annual Evaluation.* The Board is expected to evaluate annually these Guidelines and whether the Board and its committees are functioning effectively.

7.11 *Risk Oversight.* The Board should understand the principal risks associated with the Company's business on an ongoing basis, and it is the responsibility of management to assure that the Board and its committees are kept well informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.

8. MANAGEMENT RESPONSIBILITIES

8.1 *Management Succession Planning.* The CEO will review with the Board management succession and development plans for executive officers. The Board may from time to time ask the Compensation Committee to undertake specific reviews concerning management succession planning.

8.2 *Financial Reporting and Legal Compliance.* The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management to: (1) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) devise and maintain an effective system of internal accounting controls; (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting; (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operation and cash flows of the Company; and (5) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

8.3 *Corporate Communications.* Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers, and employees.

8.4 *Communication of Corporate Governance Guidelines.* Management will ensure that the Company's website will include a copy of these Guidelines, copies of the charters of the Audit, Compensation, and Nominating and Corporate Governance Committees and, if applicable, other key committees of the Board, and a copy of the Company's Code of Conduct and Business Ethics. Management will also include in the Company's annual report to stockholders statements to the effect that this information is available on the Company's website and in print to any stockholder who requests it.