MarketWise

AUDIT COMMITTEE CHARTER

Last Updated October 26, 2026

1. PURPOSE

The primary purposes of the Audit Committee (the "***Committee***") of the Board of Directors (the "***Board***") of MarketWise, Inc. (the "***Company***") are to oversee the Company's accounting and financial reporting processes and the audit of the Company's financial statements and to:

(a) Assist the Board in its oversight of:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;
- the independent auditor's qualifications and independence;
- the adequacy of the Company's internal controls;
- the performance of the Company's internal audit function and independent auditors; and

(b) Prepare the report required by the Securities and Exchange Commission ("***SEC***") for inclusion in the Company's Annual Proxy Statement and/or Annual Report on Form 10-K (the "***Annual Report***").

The Committee is not responsible for the planning or conduct of audits or for any determination that the Company's financial statements and disclosures are complete and accurate or are in accordance with Generally Accepted Accounting Principles ("***GAAP***"). This is the responsibility of the Company's management and independent auditors.

2. MEMBERSHIP

The Committee shall consist of at least three directors from the Company's Board, subject to any grace period from such requirement available to the Company under the rules of the Nasdaq Stock Market LLC ("***Nasdaq***") or the Securities Exchange Act of 1934, as amended (the "***Exchange Act***").

All Committee members shall (i) meet the applicable independence requirements of Nasdaq and the Exchange Act (including Rule 10A-3 thereto or any successor provision) subject to any grace period from such requirements available to the Company under the Nasdaq rules or the Exchange Act, (ii) meet the membership qualification requirements contained in this Audit Committee Charter (this "***Charter***"), and (iii) be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. No Committee member can have participated in the preparation of the Company's or any of its current subsidiaries' financial statements at any time during the past three years.

Committee members shall be appointed by the Board annually and when a vacancy exists, in each case, in accordance with the Company's Certificate of Incorporation and Bylaws, and may be removed from the Committee by the Board at any time for any reason with or without cause.

At least one Committee member shall have accounting or related financial management expertise, which is interpreted by the Board in its business judgment to include, without

limitation, experience as a Certified Public Accountant, Chief Executive Officer ("***CEO***"), Chief Financial Officer ("***CFO***"), controller or other executive officer, and other senior personnel with financial reporting oversight responsibilities. A member designated as an audit committee financial expert, who satisfies the definition of an audit committee financial expert as set forth in the federal securities laws, is presumed to have accounting or related financial management expertise.

The Board will determine whether a director's simultaneous service on multiple audit committees will impair the ability of such member to serve on the Audit Committee.

3. STRUCTURE AND OPERATIONS

The Board shall designate one of the members of the Committee to serve as Chairperson of the Committee. The Committee shall meet periodically at such times as it determines to be necessary or appropriate and shall periodically report to the Board and provide pertinent information, as appropriate, regarding any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, the performance of the internal audit function or any other issues, recommendations or findings as it deems appropriate.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee may invite the Chairperson of the Board, CEO or others to attend all or a portion of its meetings. As part of its responsibility to foster open communication, the Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. In addition, the Committee shall meet periodically with management, with an internal audit representative from the Company, and with the independent auditors in separate executive sessions to discuss any matters that the Committee or each of these persons or groups believes should be discussed privately. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and Nasdaq rules.

4. AUTHORITY AND RESOURCES

The Committee is directly responsible for the appointment (subject, if applicable, to shareholder ratification), compensation, retention, and oversight of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent registered public accounting firm must report directly to the Committee.

The Committee also shall have the authority to engage outside legal, accounting or other advisers as the Committee determines to be advisable in carrying out its responsibilities hereunder. The Company shall pay to any independent registered public accounting firm, outside legal or other adviser retained by the Committee such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

5. RESPONSIBILITIES

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time:

Financial Statements and Other Financial Disclosures

(a) Review and discuss with management and the independent auditors:

- The Company's annual audited financial statements and quarterly unaudited financial statements. This review must be conducted at a meeting and must include a review of the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" proposed to be included in the Company's Annual Report or Quarterly Report on Form 10-Q, as applicable. The Committee shall recommend to the Board whether the annual audited financial statements should be included in the Annual Report.
- The independent auditors' report mandated by Section 10A of the Exchange Act, regarding: (i) illegal acts; (ii) related party transactions; (iii) critical accounting policies and practices; (iv) alternative treatments of financial information within GAAP that have been discussed with management, along with the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (v) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy and effectiveness of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
- Analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

(b) Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be general (i.e., in terms of the types of information to be disclosed and the type of presentation to be made, paying particular attention to the use of "pro forma" or "adjusted" non-GAAP financial information), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

(c) Discuss the Company's policies governing the process by which risk assessment and risk management is undertaken. The Committee should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(d) Review disclosures made by the CEO and the CFO regarding any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information, and any fraud that involves management or other employees that have a significant role in the Company's internal control over financial reporting.

(e) Review contingent liabilities and risks that may be material to the Company (including, without limitation, risks relating to cybersecurity), and relevant major legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks.

(f) Consider the risk of management's ability to override the Company's internal controls.

Ethical and Legal Compliance

(a) Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

(b) Oversee such portions of the Code of Conduct and Business Ethics as the Board may designate from time to time, including the Company's system to monitor compliance with and enforcement of the Code of Conduct and Business Ethics and the whistleblower function, platform, and hotline.

(c) Discuss with the Company's General Counsel (or such other person having responsibility for oversight of the Company's legal matters if the Company does not have a General Counsel) legal matters that may have a material impact on the Company's financial statements or compliance policies.

Independent Auditors

(a) Appoint, retain, determine the compensation of, and oversee the Company's independent auditors. As part of its oversight function, the Committee shall resolve any disagreements between management and the independent auditors regarding financial reporting. The Committee also shall propose and approve the discharge of the independent auditors when circumstances warrant.

(b) Approve the annual audit fees to be paid to the independent auditors. Pre-approve all audit services, as well as all permitted non-audit services to be performed for the Company by the independent auditors as and to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002. The Committee must consider whether the provision of permitted non-audit services by the independent auditors is compatible with maintaining the auditors' independence and shall solicit the input of management and the independent auditors on that issue. The Committee Chairperson (or any Committee member if the Chairperson is unavailable) may pre-approve such services in between Committee meetings; provided, however, that the Chairperson (or such other Committee member) must disclose all such pre-approved services to the full Committee at the next scheduled meeting.

(c) At least annually, obtain and review a report by the independent auditors

describing (i) the audit firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry, review, or investigation by governmental or professional authorities (including the Public Company Accounting Oversight Board – "***PCAOB***"), within the last five years, respecting one or more independent audits carried out by the audit firm, and any steps taken to address any such issues, and (iii) all relationships between the audit firm and the Company, to assess the auditor's independence.

(d) In addition to actively engaging in a dialogue with the independent auditors regarding any relationships or services that may impact the independent auditors' objectivity and independence, obtain from the independent auditors the written disclosures and the letter required by applicable requirements of the PCAOB regarding the independent auditors' communications with the Committee concerning independence, and take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditors.

(e) After reviewing the independent auditors' report referred to in Paragraph (c) above and such auditors' work throughout the year, annually evaluate the qualifications, performance, and independence of the independent auditors, including a review and evaluation of the lead partner on the audit, taking into account the opinions of management and the Company's internal auditors. As part of this independence review, the Committee should ensure the rotation of the lead, concurring, and other audit partners as required by law, and review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditors' independence. The Committee also should periodically consider whether, in order to ensure continuing auditor independence, there should be a regular rotation of the independent registered public accounting firm. The Committee shall present its conclusions with respect to the independent auditors to the Board.

(f) At least annually, discuss with the independent auditors, out of the presence of management if deemed appropriate:

- The overall audit strategy, scope, planning, and staffing of the annual audit.
- The matters required to be discussed by applicable requirements of the PCAOB and the SEC, relating to the conduct of the audit.
- Any audit problems or difficulties, and management's response, including a discussion regarding: (i) any restrictions on the scope of the independent auditors' activities or on access to requested information; (ii) any significant disagreements with management; (iii) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise); (iv) any communications between the independent audit team and the independent auditors' national office respecting auditing or accounting issues presented by the engagement; (v) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company; and (vi) the responsibilities, budget, and staffing of the Company's internal audit function.

(g) Set clear hiring policies for current and former employees of the independent auditors.

Internal Auditors

(a) Review the Company's internal audit department activities, organizational structure and staff qualifications.

(b) Approve internal audit department projects and annual budget and receive updates regarding significant changes thereto.

(c) Review with the internal audit department the status and results (including remedial actions) of audit projects.

(d) Review all significant reports to management prepared by the internal audit department, and management's responses.

Other Responsibilities

(a) Work with the Nominating and Corporate Governance Committee to perform a periodic self-assessment of the Committee.

(b) Prepare the audit report required by the rules of the SEC to be included with the Company's Annual Proxy Statement and/or Annual Report.

(c) Review and reassess the adequacy of this Charter at least once a year, and recommend any proposed changes to the Board.

(d) Review the Company's use of derivative instruments, the purpose and risks of such use, and the impact on the Company's financial statements.

(e) Perform any other activities consistent with this Charter as the Committee or the Board deem necessary or appropriate.

(f) Review with management and the independent auditors, and approve or ratify as appropriate, all related party transactions (as defined in, and in accordance with, the Company's Related Party Transactions Policy).

6. ADOPTION

This Charter was approved and adopted by the Board via resolution on August 1, 2024, and last updated on October 26, 2026.

This Charter supersedes and replaces any and all prior Audit Committee Charters of the Company.