

FOXO TECHNOLOGIES INC.

RELATED PERSON TRANSACTIONS POLICY

Effective September 15, 2022

I. INTRODUCTION

The Board of Directors (the “**Board**”) of FOXO Technologies Inc. (the “**Company**”) recognizes that certain transactions present a heightened risk of conflict of interest or the perception thereof. Therefore, the Board has adopted this Related Person Transactions Policy (the “**Policy**”) to ensure that all Related Person Transactions (as defined below) shall be within the scope of this policy and subject to review, approval or ratification in accordance with the procedures set forth below.

II. PURPOSE

This Policy is designed to assist the Board in reviewing, approving and ratifying related person transactions and assist the Company in preparing the disclosure that the U.S. Securities and Exchange Commission (“**SEC**”) rules require to be included in the Company’s applicable filings as required by the Securities Act of 1933, as amended (the “**Securities Act**”), and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the related rules promulgated thereunder.

Moreover, this Policy is intended to provide guidance to the executive officers and directors of the Company to help them recognize and deal with actual or apparent conflicts of interests. Conflicts may arise when an executive officer or director, or a member of the officer or director’s immediate family, has or could have a material interest in a transaction with the Company. This Policy is further intended to supplement, and not to supersede, our Code of Conduct and Ethics.

III. DEFINITIONS

For purposes of this Policy, the following terms shall have the following meanings:

“**Immediate Family Member**” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.

“**Related Person**” means:

- Any person who is (or was at any time since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement or such earlier time as required by Item 404(d) of Regulation S-K under the Exchange Act to the extent the Company is a “smaller reporting company” under applicable SEC rules) a director, director nominee or executive officer of the Company;

- Any Immediate Family Member of a director, director nominee or executive officer of the Company;
- Any stockholder beneficially owning more than 5% of any class of the Company’s voting securities (a “**Significant Stockholder**”), or an Immediate Family Member of any such person; or
- Any firm, corporation or other entity in which any of the foregoing persons is a partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

“**Related Person Transaction**” means any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any subsidiary or entity in which the Company or any subsidiary has a 50% or greater interest, or voting power or profits) was, is or will be a participant, (a) the amount of which involved exceeds either (i) the lesser of \$120,000 or 1% of the average of the Company’s total assets at year end for the last two completed fiscal years, if the Company is a “smaller reporting company” under applicable SEC rules or (ii) \$120,000, if the Company is not a “smaller reporting company,” and (b) in which any Related Person had, has or will have a “direct or indirect material interest” (as defined and discussed below). This also includes any material amendment or modification to an existing Related Person Transaction.

A “*direct or indirect material interest*” depends on the individual facts and circumstances of the transaction, relationship, arrangement or series thereof. Since potentially difficult and complex materiality determinations may arise, this Policy requires that all Related Person Transactions in excess of \$120,000 be reported to the Company’s General Counsel prior to the completion of any such Related Person Transaction. The question of whether the transaction, relationship or arrangement (or series of similar transactions, relationships or arrangements) constitutes a material direct or indirect interest will initially be determined by the General Counsel of the Company (or officer designated by the Audit Committee of the Board (the “**Audit Committee**”) from time to time). This also includes any material amendment or modification to an existing Related Person Transaction.

IV. PROCEDURES

A. NOTICE.

Prior to entering into a Related Person Transaction, the Related Person (or if the Related Person is an Immediate Family Member of an executive officer or director of the Company, such executive officer or director) shall notify the General Counsel of the facts and circumstances of the proposed transaction. This notice shall include:

- the name of the Related Person and the basis on which the person is a Related Person;

- the Related Person’s interest in the transaction with the Company, including the Related Person’s position(s) or relationship(s) with the other party to the transaction;
- the parties to the transaction, and if the Company is not a party, then the nature of the Company’s participation in the transaction;
- the approximate dollar amount at issue in the transaction;
- the approximate dollar value of the amount of the Related Person’s interest in the transaction;
- the purpose and timing of the transaction; and
- any other pertinent information relating to the transaction or Related Person that could be material to investors in light of the circumstances of the particular transaction.

B. STANDARDS FOR REVIEW AND APPROVAL OF RELATED PERSON TRANSACTIONS.

A Related Person Transaction will be considered approved if, after full disclosure of the Related Person interest in the transaction, it is authorized in accordance with the standards and processes set forth in this Section IV. For those Related Person Transactions presented to the Audit Committee, the Audit Committee shall review all relevant information available to it about the Related Person Transaction and either approve or disapprove of the entry into the Related Person Transaction. The Audit Committee may approve a Related Person Transaction presented to it only if it determines in good faith that, based on all the information presented and under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of the Company as a whole. The Audit Committee may, in its sole discretion, impose such terms and conditions as it determines appropriate on the Company or the Related Person in connection with its approval of a Related Person Transaction. Audit Committee review of a Related Person Transaction shall take into consideration the following in determining whether to approve such transaction:

- whether the transaction was undertaken in the ordinary course of business of the Company and the Related Person;
- whether the Related Person Transaction was initiated by the Company, a subsidiary of the Company or the Related Person;
- whether the transaction with the Related Person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;

- the availability of other sources of comparable products or services;
- the purpose of, and the potential benefits to the Company of, the Related Person Transaction;
- the approximate dollar value of the amount involved in the Related Person Transaction, particularly as it relates to the Related Person;
- the Related Person’s interest in the Related Person Transaction; and
- any other information regarding the Related Person Transaction that would be material to investors in light of the circumstances of the particular transaction.

Proposed Related Person Transactions involving any executive officer shall be referred to the Audit Committee for review, approval or ratification.

Proposed Related Person Transactions involving 5% stockholders, directors, or director nominees (and/or their Immediate Family Members) shall be referred to the Audit Committee for review, approval or ratification.

If the proposed Related Person Transaction is submitted to the Audit Committee, the Audit Committee shall then consider all of the relevant facts and circumstances available to the Audit Committee, including those set forth above, the impact on a director’s independence in the event the Related Person is a director, an Immediate Family Member of a director or an entity in which a director is a partner, stockholder or officer, and any other matter the Audit Committee considers relevant. No member of the Audit Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of their Immediate Family Members is the Related Person. However, such director may be counted in determining the presence of a quorum at a meeting of the Board that considers such transaction. The Audit Committee shall approve only those Related Person Transactions that are in, or not inconsistent with, the best interests of the Company and its stockholders, as the Audit Committee determines in good faith. The Audit Committee shall report its decision in connection with approving or ratifying the proposed Related Person Transaction to the Board at the next scheduled Board meeting.

If a Related Person Transaction will be ongoing, the Audit Committee may establish guidelines for the Audit Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to ensure that they are in compliance with the Company's guidelines and that the Related Person Transaction remains appropriate.

C. PROCESS FOR REVIEW, APPROVAL AND RATIFICATION OF RELATED PERSON TRANSACTIONS.

Upon learning of any transaction involving a Related Person, the General Counsel or designee shall gather the necessary information regarding the transaction and determine whether it is a Related Person Transaction within the meaning of this Policy, and, if so, whether it requires Audit Committee review. If the General Counsel is unable to make this determination due to unavailability or involvement in the pending transaction then an officer as may be designated by the Audit Committee from time to time shall gather the necessary information regarding the transaction and determine whether it is a Related Person Transaction within the meaning of this Policy, and, if so, whether it requires Audit Committee review. For the purposes of this Policy, the person who performs this function is referred to as the “Determining Officer”.

- (a) Related Person Transactions that do not Require Audit Committee Review. If the Determining Officer determines that a transaction involving a Related Person is not a Related Person Transaction within the meaning of this Policy, or that either the Related Person Transaction or the Related Person’s interest therein falls into one of the following exceptions, the transaction will be handled in accordance with the Company’s existing Conflict-of-Interest policies without Audit Committee review. Consistent with the foregoing and the SEC’s rules and regulations, the following categories of Related Person Transactions and Related Person Interests do not need to be presented to the Audit Committee for review and approval because the Audit Committee has determined that they do not present a “direct or indirect material interest” on behalf of the Related Person:
- i. Interests arising solely from the Related Person’s position as a director, trustee or similar overseer of another corporation, foundation, charitable organization or similar entity that is a party to the transaction;
 - ii. Interests arising solely from the direct or indirect ownership by the Related Person and all other Related Persons in the aggregate of less than a 10% equity or similar ownership interest (other than a general partnership interest which, even if less than 10%, shall be deemed a material interest) in another entity which is a party to the transaction;
 - iii. Interests arising solely from the Related Person’s position as an employee other than an executive officer of another entity that is a party to the transaction, where (a) the Related Person and all other Related Persons own in the aggregate less than a 5% equity or similar ownership interest in such, (b) the Related Person and his or her Immediate Family Members are not involved in the negotiations of the terms of the transaction and do not receive any special benefits as a result of the transaction, and (c) the amount involved in the

transaction equals less than the greater of \$1,000,000 or 2% of the consolidated annual gross revenues of the other entity that is a party to the transaction (and of which the Related Person is an executive officer or employee);

- iv. Interests arising solely from the ownership of a class of the Company's equity securities if all holders of that class of equity securities receive the same benefit on a pro rata basis;
- v. Interests arising solely from indebtedness of a Significant Stockholder or an Immediate Family Member of a Significant Stockholder;
- vi. A transaction that involves compensation to an Executive Officer, if such compensation has been approved by the compensation committee of the Board;
- vii. A transaction that involves compensation to a director of the Company for services as a director if such compensation will be reported pursuant to Item 402(k) of Regulation S-K;
- viii. A transaction where the rates or charges involved in the transaction are determined by competitive bids;
- ix. A transaction that involves the rendering of services as a common carrier or public utility at rates or charges fixed in conformity with law or governmental regulations;
- x. A transaction that involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services; and
- xi. Indemnification and advancement of expenses made pursuant to the Company's certificate of incorporation or bylaws or pursuant to any agreement.

(b) Related Person Transactions that Require Audit Committee Review.

- i. If the Determining Officer determines that a transaction is a Related Person Transaction and that it does not fall into one of the exceptions above, then the Determining Officer, where practicable, shall present the transaction to the Audit Committee. The Audit Committee shall promptly: (a) determine whether the Related Person "has or will have a direct or material interest" in the transaction; and (b) review and approve or reject the transaction in accordance with this Policy. In order to facilitate this review and approval process, the Determining Officer may present a potential Related Person Transaction to the members of the Audit Committee

during periods between regularly scheduled meetings of the Audit Committee.

- ii. If the Determining Officer determines that approval of a Related Person Transaction by the entire Audit Committee prior to the effectiveness of the transaction is impracticable under the circumstances, the Determining Officer shall present the Related Person Transaction to the Chair of the Audit Committee, who shall review and may approve of the transaction at their discretion. In the event of such occurrence, the Chair of the Audit Committee shall report any such Related Person Transaction to the Audit Committee at its next regularly scheduled meeting, including the rationale for approving or disproving the transaction prior to full Audit Committee review.
- iii. In connection with (i) and (ii) above, the Audit Committee shall report its decision in connection with approving or ratifying the proposed Related Person Transaction to the Board at the next scheduled Board meeting.

D. CHARITABLE CONTRIBUTIONS.

Any proposed charitable contribution or pledge of charitable contributions in excess of an annual amount of \$50,000 by the Company to a charitable or non-profit organization shall be subject to prior review and approval by the Board at the next Board meeting or, in those instances in which the General Counsel or Chief Executive Officer determines that it is not practicable or desirable for the Company to wait until the next Board meeting, by the Audit Committee. In addition, each “named executive officer” (as defined by rules and regulations promulgated by the SEC) shall report to the General Counsel or designee, and the General Counsel or designee shall consolidate the information and report to the Board, on a quarterly basis, charitable contributions by the Company’s named executive officers and their spouses to charitable or non-profit organizations.

E. DISCLOSURE.

All Related Person Transactions shall be disclosed in the Company’s applicable filings to the extent required by the Securities Act and the Exchange Act and related rules.

V. QUESTIONS, REVIEW

All questions concerning the interpretation of this Policy shall be directed towards the General Counsel. The Audit Committee shall review this Policy from time to time, and in no event less than annually, and make changes as are appropriate.

* * * * *