

## **CORPORATE GOVERNANCE GUIDELINES OF BETTER HOME & FINANCE HOLDING COMPANY**

### **I. Introduction**

The Board of Directors (the “Board”) of Better Home & Finance Holding Company (the “Company”), acting on the recommendation of its Corporate Governance and Nominations Committee, has developed and adopted a set of corporate governance guidelines (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

### **II. Board Composition**

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully;
- The composition of the Board should encompass a broad range of factors, including judgment, skill, expertise, industry knowledge, diversity (including racial and gender diversity), education, diversity of opinion, achievements, experience with businesses and other organizations of comparable size, the interplay of the candidate’s skills and experience with the skills and experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board, and contacts relevant to the Company’s business; and
- A majority of the Board shall consist of directors who are neither officers nor employees of the Company or its subsidiaries (and have not been officers or employees within the previous three years), do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and are otherwise “Independent Directors” under the rules of the Nasdaq Stock Market and any other independence standards adopted by the applicable Board. (“Nasdaq”).

### **III. Board Leadership**

The Board is free to select its chairperson (the “Chairperson”) and the Company’s Chief Executive Officer (the “CEO”) in the manner it considers in the best interests of the Company at any given point in time.

If the Chairperson is the CEO, then the Board may, in its discretion, elect a lead independent director from among its members that are independent directors (such director, the “Lead Independent Director”). If elected, the Lead Independent Director will preside

at all meetings at which the Chairperson is not present and may exercise such other powers and duties as may from time to time be assigned to such person by the Board or as prescribed by the Company's bylaws (the "Bylaws").

#### **IV. Selection of Directors**

*Nominations.* The Corporate Governance and Nominations Committee is responsible for selecting, or recommending for the Board's selection, the slate of director nominees for election to the Board and for filling vacancies occurring between annual meetings of stockholders.

*Criteria.* In selecting, or recommending for the Board's selection, individuals for nomination, the Corporate Governance and Nominations Committee will take into account the following criteria, among others:

- Current knowledge, competency, or subject matter expertise in the Company's lines of business, industry or other industries relevant to the Company's business;
- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and experience with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;
- Diversity of viewpoints, background, experience and other demographics (including racial and gender diversity); and
- Tenure of existing directors and potential need to refresh the Board.

The Corporate Governance and Nominations Committee will give appropriate consideration to candidates for Board membership proposed by eligible stockholders and will evaluate such candidates in the same manner as other candidates identified by or submitted to the Corporate Governance and Nominations Committee.

*Orientation and Continuing Education.* The Corporate Governance and Nominations Committee will develop and oversee a Company orientation program for new directors and a continuing education program for current directors, and periodically review these programs and update them as necessary.

## **V. Continuation as a Director**

*Election Term.* The election terms of directors will be as set forth in the Bylaws.

*Retirement.* The Board does not believe it should establish a mandatory retirement age.

*Majority Voting.* As provided in section 1.7 of the Bylaws, a nominee for director is elected to the Board if the number of votes cast “for” such nominee’s election exceed the number of votes cast “against” such nominee’s election (with “abstentions” and “broker non-votes” (or other shares of capital stock of the Company similarly not entitled to vote) not counted as a vote cast either “for” or “against” that director’s election); provided, however, that directors are elected by a plurality of the votes cast at any meeting of stockholders for which (a) the Secretary of the Company receives a notice that a stockholder has nominated a person for election to the Board in compliance with the advance notice requirements for nominations set forth in section 1.11 of the Bylaws and (b) such nomination has not been withdrawn by such stockholder on or before the fourteenth (14th) day preceding the date the Company files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission for the applicable meeting of stockholders. If directors are to be elected by a plurality of the votes cast, stockholders are not permitted to vote against a nominee. For purposes of this paragraph, votes cast “for” or “against” and “abstentions” with respect to a given matter are counted as shares of stock of the Company entitled to vote on such matter, while “broker nonvotes” (or other shares of stock of the Company similarly not entitled to vote) are not counted as shares entitled to vote on such matter.

*Resignation Policy.* Each nominee standing for election or re-election as a director of the Company must, if the director nominee fails to receive the requisite vote contemplated by the Bylaws, promptly tender a written offer of resignation to the Board following certification of the stockholder vote from the meeting at which the election occurred. The Corporate Governance and Nominations Committee will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. In evaluating the director’s resignation, the Corporate Governance and Nominations Committee shall consider all factors they deem relevant, including (i) the perceived reasons for the failure to receive the requisite vote contemplated by the Bylaws, (ii) the qualifications and tenure of the director, (iii) the director's past and expected future contributions to the Company, (iv) the overall composition of the Board and whether accepting the resignation would cause the Company to violate any applicable rule or regulation (including Nasdaq listing standards and federal securities laws) or any of its material agreements, and (v) whether the resignation would be in the best interests of the Company and its stockholders. In accordance with the foregoing, the Corporate Governance and Nominations Committee may establish additional procedures under which any director nominee who is not elected in accordance with the Bylaws shall offer to tender such director nominee’s resignation to the Board.

The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance and Nominations Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board shall have the discretion to accept or reject the offer of resignation of any director.

## **VI. Board Meetings**

The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.

The agenda for each Board meeting will be prepared by the Office of the Corporate Secretary, and approved by the Chairperson and, if elected, the Lead Independent Director. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and in certain cases may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

## **VII. Executive Sessions**

To ensure free and open discussion and communication among the independent directors of the Board, the independent directors will meet in at least two regularly scheduled executive sessions, at which only independent directors are present, each year, and more frequently as deemed necessary, in conjunction with the regularly scheduled meetings of the Board. The Chairperson, if independent, shall preside at the executive sessions and if not, the Lead Independent Director shall preside at the executive sessions; provided, however, if the Chairperson is not independent and the Board has not elected a Lead Independent Director, the independent directors shall designate an independent director who will preside at the executive sessions as the Lead Independent Director.

## **VIII. The Committees of the Board**

The Company shall have at least the committees required by the Nasdaq rules. Currently the Audit Committee and Compensation Committee are required; in addition, our Corporate Governance and Nominations Committee must conform to the requirements of Nasdaq rules. Each of these committees must have a written charter satisfying Nasdaq rules. The Audit Committee must also satisfy the requirements of Rule 10A-3 under the Exchange Act of 1934, as amended (the "Exchange Act").

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to

request that an item from a committee agenda be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

Except as permitted by Nasdaq Rule 5605, each of the Corporate Governance and Nominations Committee, the Audit Committee and the Compensation Committee shall be composed of directors who are not officers or employees of the Company or its subsidiaries (and have not been officers or employees within the previous three years), who do not have relationships which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "Independent Directors" under Nasdaq rules. Audit Committee members must satisfy the additional eligibility requirements of Rule 10A-3 under the Exchange Act, and Compensation Committee members must satisfy the additional eligibility requirements imposed by Nasdaq rules. The required qualifications for the members of each committee shall be set out in the respective committee's charter. A director may serve on more than one committee for which he or she qualifies.

## **IX. Management and Director Succession**

The Corporate Governance and Nominations Committee shall develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"); review the Succession Plan periodically with the CEO, as may be needed; develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

The Corporate Governance and Nominations Committee shall also periodically review and oversee director succession planning, including succession plans for key leadership positions on the Board (such as the Chairperson, the Lead Independent Director (if one has been appointed) and the chair of each committee).

## **X. Executive Compensation**

1. *Evaluating and Approving Salary for the CEO.* The Board, acting through the Compensation Committee, evaluates the performance of the CEO and the Company against the Company's goals and objectives and determines the compensation level of the CEO.

2. *Evaluating and Approving the Compensation of Management.* The Board, acting through the Compensation Committee, evaluates and approves the proposals for overall compensation policies applicable to executive officers.

## **XI. Board Compensation**

The Board should conduct a review at least once every three years of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

## **XII. Expectations for Directors**

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Delaware law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference to mitigate scheduling conflicts.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about aspects of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director.

The Company has adopted a Code of Business Conduct and Ethics (the "Code"), including a compliance program to enforce the Code. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, and the taking of corporate opportunities for personal use. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's General Counsel or the Board's own outside counsel, as applicable, in the event of any issues.

4. *Other Directorships.* The Company values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts or legal issues. Directors should advise the chairperson of the Corporate Governance and Nominations Committee and the Chairperson before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental entities.

5. *Directors Who Change Their Present Job Responsibility.* The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director will notify the Chairperson or the Lead Independent Director and the

chairperson of the Corporate Governance and Nominations Committee of such circumstances. The Corporate Governance and Nominations Committee will consider the circumstances, and may, in certain cases, make a recommendation to the Board that the director submit his or her resignation, at which time the Board (excluding the director in question) will consider the Corporate Governance and Nominations Committee's recommendation and make a determination as to whether such director will be asked to submit his or her resignation. The affected director is expected to act in accordance with the Corporate Governance and Nominations Committee's recommendation.

6. *Contact with Management.* All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages management to, from time to time, bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

7. *Contact with Other Constituencies.* It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson for the Company.

8. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

9. *Reviewing and Approving Significant Transactions.* Board approval of a particular transaction may be appropriate because of several factors, including, but not limited to:

- legal or regulatory requirements,
- the materiality of the transaction to the Company's financial performance, risk profile or business,
- the terms of the transaction, or
- other factors, such as entering into a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board shall develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

### **XIII. Evaluating Board Performance**

The Board, acting through the Corporate Governance and Nominations Committee, should establish procedures for the Corporate Governance and Nominations Committee to exercise oversight of the evaluation of the Board and management. The Corporate Governance and Nominations Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Corporate Governance and Nominations Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any. The Board and each committee will review each committee's respective evaluations annually and determine if any updates should be made on the basis of these evaluations.

### **XIV. Reliance on Management and Outside Advice**

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.