

# **THE BEACHBODY COMPANY, INC.**

## **CORPORATE GOVERNANCE GUIDELINES**

### **I. Board of Directors**

The business and affairs of The Beachbody Company, Inc. (the “Company”) are managed under the direction of the Board of Directors of the Company (the “Board”). The Board represents the interests of its stockholders in optimizing the Company’s long-term value by providing oversight of management performance in the operation of the Company. The Board’s responsibilities in performing this oversight function include a duty of care and a duty of loyalty. It discharges its obligations through various committees and as a whole, through regular and special meetings throughout the year. It appoints the Chief Executive Officer and other senior officers of the Company.

### **II. Director Responsibilities**

A director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Company, making decisions and taking other actions. In meeting the duty of care, directors are expected to:

- Attend and participate in Board and committee meetings. Personal participation is required.
- Remain properly informed about the Company’s business and affairs. Directors should review and devote appropriate time to studying Board materials.
- Rely on others. Absent knowledge that makes reliance unwarranted, directors may reasonably rely on Board committees, management employees and professional advisors.
- Make inquiries. Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

A director’s duty of loyalty refers to the responsibility to act in good faith and in the Company’s best interests, not the interests of the director, a family member or another organization with which the director is affiliated. Directors should not use their positions for personal gain.

In addition to the above responsibilities as members of the Board, the Chairs of the Board committees are expected to:

- Set the tone for committee work
- Ensure that committee members have the information needed to perform their duties
- Oversee the logistics of the committee's operations

- Report to the Chairperson of the Board, and to the full Board on committee decisions/recommendations
- Work closely with the Chief Executive Officer and other staff as agreed to by the Chief Executive Officer
- Assign work to committee members, sets agenda and leads meetings, and ensure distribution of meeting minutes
- Initiate and lead committee's annual evaluation

### **III. Board Leadership**

#### **Selection of Chairperson & Chief Executive Officer**

The Board annually selects the Chairperson of the Board and the Chief Executive Officer of the Company, and may terminate either position at its discretion. At times, these positions may be combined and at times they may be separated; currently, the positions are combined. The Board considers the combination or separation of these offices in its annual selection of the Chairperson and the Chief Executive Officer and as part of the succession planning process, and reserves the right to make this determination on a case-by-case basis as it deems appropriate in light of existing circumstances at the time the decision is made.

#### **Lead Director**

If the Chairman of the Board is a member of management or does not otherwise qualify as independent, the independent directors may elect a lead director. The lead director's responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chairman of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the Independent Directors and the Chief Executive Officer and Chairman of the Board. At such times as the Chairman of the Board is an independent director, the Chairman of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

### **IV. Selection and Composition of the Board**

#### **A. Number of Directors**

Pursuant to the Company's bylaws, the total number of directors shall be determined by the Board from time to time. The current number of directors of the Company is seven (7).

#### **B. Qualifications; Independence**

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Exhibit A to these Corporate Governance

Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Exhibit A.

Except as otherwise permitted by the applicable New York Stock Exchange (“NYSE”) rules, the Board will be comprised of a majority of directors who qualify as independent directors as required under NYSE rules.

### **C. Separate Sessions of Independent Directors**

The independent directors will meet in executive session without non-independent directors or management present on a regularly scheduled basis. The Company will hold an executive session including only independent directors at least once per year.

### **D. Change of Position**

A director whose primary job position changes from that which he or she occupied at their most recent election to the Board must notify the Board of such change and must tender his or her resignation from the Board. The Nominating and Corporate Governance Committee determine whether the effect such change in job position has on the director’s ability to fulfill his or her obligations to the Board, and will recommend to the full Board whether to accept or reject the offered resignation.

### **E. Director Tenure, Retirement and Succession**

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company’s business and therefore can provide an increasingly significant contribution to the Board.

A director who resigns or retires prior to the completion of his or her term may be replaced by a vote of a majority of the directors still in office.

A director may be removed for cause only and may only be removed the Board.

### **F. Service on Other Boards**

The Board has not set a maximum number of other boards on which directors of the Company may serve. Each director must decide whether he or she can continue to meet his or her duty of care to the Company prior to accepting a position on another company’s board of directors, and should notify the Chairperson of the Nominating and Corporate Governance Committee and the Chairperson of the Board prior to accepting an invitation to serve on another board. In addition, each director must disclose its membership on other boards of directors to the Board on an annual basis, and the Board may determine that the number of boards on which a director sits impairs the director’s ability to be an active, contributing member of the Board of the Company. The chairperson of the Nominating and Corporate Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

## **V. Board Meetings**

### **A. Frequency of Meetings**

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

### **B. Agenda of Meetings**

The chairperson of the Board establishes the agenda for each meeting, in consultation with the Lead Independent Director, if any. In addition, the chairperson, in consultation with the chairperson of each Board Committee, establishes the agenda for each committee meeting. Any Board or committee member may suggest additional items for the agenda, and any Board or committee member may bring up any matter that is not on the agenda for discussion and action at any meeting.

### **C. Director Attendance**

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits, with the understanding that, on occasion, a director may be unable to attend a 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.

### **D. Distribution of Materials for Board Meetings**

To the extent practicable, materials to be considered at Board or committee meetings are distributed prior to the meeting to give directors the opportunity to review such materials before the meeting.

### **E. Executive Sessions**

The Board regularly holds executive sessions without attendance of employee directors immediately after regularly scheduled Board meetings, and after special meetings if the circumstances require. In addition, each Board committee holds an executive session immediately after a committee meeting, without the presence of employee directors, as the committee determines may be required.

### **F. Access to Senior Management and Outside Advisors**

The Board and any committee of the Board, as a whole or through individual directors, has the authority to reach out to any of the Company's senior management to discuss or investigate any matter it wishes to pursue. In addition, the Board and any committee of the Board may retain outside legal counsel or other outside advisors whenever it deems necessary or advisable to do so.

#### **G. Attendance of Non-Directors**

The Board encourages the Chairperson of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

### **VI. Board Committees**

#### **A. Number of Committees**

The Board is required by its bylaws to establish a Nominating and Corporate Governance Committee. The Board also may create any additional committees it deems necessary or advisable. Currently, the Board has three committees: the Nominating and Corporate Governance Committee; the Audit Committee; and the Compensation Committee.

Each Committee has a written charter setting forth the duties of the committee, the minimum number of members for the committee, and the requirements for conducting meetings of the Committee.

(i) Nominating and Corporate Governance Committee – Among other duties, the Nominating and Corporate Governance Committee shapes the Company's governance policies; oversees an annual assessment of the Board and its committees; recommends the slate of director nominees for election at the annual shareholders' meeting; identifies qualified candidates for new membership on the Board of Directors; reviews the appropriateness of the size and composition of the Board; establishes criteria for determining Director independence; recommends the composition of each of the Board committees and the Chair of each committee for the consideration of the full Board; and reviews the long-term succession planning for the Chairperson, the Chief Executive Officer and the President of the Company. The full duties of the Nominating and Corporate Governance Committee are set forth in the committee's charter.

(ii) Audit Committee – Among other duties, the Audit Committee selects the independent accounting firm to act as external auditor of the Company and sets the terms of the firm's engagement; it selects the head of the internal audit function within the Company; it reviews the reports of the external and internal auditors; it reviews and approves the Company's Code of Conduct and the policies and procedures implementing the Code; it reviews the Company's reporting systems and practices and its internal financial controls; it reviews the Company's risk assessment and risk management guidelines and policies; it reviews the Company's fraud

prevention policies and procedures and its litigation risk exposure. The full duties of the Audit Committee are set forth in the committee's charter.

(iii) Compensation Committee – Among other duties, the Compensation Committee reviews and approves the benefit and incentive plans of the Company; the salary, bonus and other benefits of the senior executives of the Company; and the compensation for outside directors. The full duties of the Audit Committee are set forth in the committee's charter.

## **B. Committee Membership**

The charter of each Committee provides that the Committee must have at least three members. Currently, the Nominating and Corporate Governance Committee has three members, the Compensation Committee has three members and the Audit Committee has three members.

The Nominating and Corporate Governance Committee is charged with recommending committee appointments to the full Board, which approves the assignments on an annual basis.

## **C. Committee Meetings**

The Audit Committee is required by its charter to have at least four meetings per year. The Compensation Committee and Nominating and Corporate Governance Committee meet as determined by their Chairpersons.

The Chair of each committee sets the agenda for the Committee meeting, in consultation with the Chairperson of the Board. Directors who are not members of a committee are invited to attend the committee meetings as non-voting observers.

## **VII. Director Compensation**

Employee directors are not compensated for their service as a member of the Board. The amount of compensation is reviewed periodically by the Compensation Committee of the Board, with the assistance of an outside compensation consultant.

Except as otherwise permitted by the applicable NYSE rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

## **VIII. Director Orientation and Continuing Education**

An orientation session is held for all new members of the Board, to review the history of the Company, its current business activities, its risk profile and its strategic plan for the future growth of the Company. Directors are encouraged to participate in continuing education programs to assist them in the performance of their duties as directors of the Company. In addition, the Company periodically provides training to the Board on matters of significance to the Company.

## **IX. Board and Chief Executive Officer Evaluation**

The Board undertakes an annual evaluation of its performance, led by the Chairperson of the Nominating and Corporate Governance Committee. In addition, each committee of the Board undertakes an annual evaluation of the committee's performance and of the adequacy of its charter.

The Compensation Committee undertakes an annual evaluation of the Chief Executive Officer. This review is undertaken as part of the Board's determination of the annual compensation of the Chief Executive Officer.

## **VIII. Management Succession**

The Nominating and Corporate Governance Committee of the Board on a periodic basis reviews with the Chairperson of the Board and the Chief Executive Officer both the long-range and the short-term succession plans for the position of Chairperson, Chief Executive Officer and President.

## **IX. Review Of These Guidelines**

The Nominating and Corporate Governance Committee shall review these guidelines on an annual basis, and recommend any changes it deems necessary or advisable to the Board for consideration and approval.

## **EXHIBIT A**

### **Board of Directors Position Description**

#### ***Director Qualification Standards***

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board of Directors (the “Board”) of The Beachbody Company, Inc. (“Beachbody”), and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

#### ***Key Selection Criteria***

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- The candidate’s experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- The candidate’s experience as a board member of another publicly held company;
- The candidate’s professional and academic experience relevant to the Company’s industry;
- The strength of the candidate’s leadership skills;
- The candidate’s experience in finance and accounting and / or executive compensation practices; and
- Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- The candidate’s geographic background, gender, age and ethnicity.

#### **Personal Characteristics**

- Intelligent with ability to communicate complex thoughts succinctly
- Humble, thoughtful
- Willing to speak out
- Collaborative, collegial
- Broad and strategic thinker
- Respectful, strong reputation
- Engaging, with a good understanding of risk

The Board will also consider the diversity of the candidate, which is defined broadly to include experience, background and other factors including gender, age, race and other characteristics. In addition, the Board will consider whether there are potential conflicts of interest with the candidate’s other personal and professional pursuits.



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 Beachbody's business and structure.