



COMPENSATION COMMITTEE CHARTER

GENIUS SPORTS LIMITED

The board of directors (the "Board") of Genius Sports Limited (the "Company") approved this Compensation Committee Charter (the "Charter") on 20 April 2021.

This Charter shall be posted on the Company's website and is effective as of the above listed date.

Purpose

The Compensation Committee of the Board (the "Compensation Committee") is established by the Board. The purpose of the Compensation Committee is to assist the Board in discharging the Board's responsibilities relating to the oversight of: (1) the Company's policies and strategies relating to culture, talent retention, diversity & inclusion, succession planning and leadership structure and development; (2) the Company's compensation policies, benefits plans; incentive and reward schemes and employee equity plans; (3) setting the management and Chief Executive Officer remuneration and benefits; (4) remuneration and benefits of members of the Board and the Company's executive officers as provided in Section 16 of the Securities Exchange Act of 1934 (and such other individuals as the Compensation Committee may designate from time to time), (5) designing the terms of share-based incentive plans and executive cash incentive plans, and remuneration approach and policy for executive officers and senior management as necessary.

Membership

Composition: the Compensation Committee shall consist of at least two members, with the exact number to be determined by the Board from time to time.

Secretary: the Committee appoints the Chief Legal Officer (and/or such other individual(s) as it may nominate) as secretary of the Committee.

Independence: to the extent required by applicable law, all of the Compensation Committee members shall be independent within the meaning of the New York Stock Exchange ("NYSE") Listed Company Manual Section 303A.02(a) and shall also be "non-employee directors" as defined by Rule 16b3 under the Securities Exchange Act of 1934.

Appointment/Removal: the Board shall appoint and remove members to the Compensation Committee with due consideration being given to the recommendations of the Nominating and Corporate Governance Committee. The Board may remove any member from the Compensation Committee at any time with or without cause.

Attendance by non-members: the Compensation Committee may invite any members of management to its meetings as it deems appropriate, including the Chief Executive Officer, Chief People Officer and the Chief Legal Officer, unless there is a conflict of interest. No director, executive officer or member of management shall be involved in any decision-making as to their own remuneration and shall be asked to leave the room if present when such decisions are considered by the Compensation Committee.

Outside Advisors: the Compensation Committee shall have the authority, in its sole discretion, to retain and terminate a compensation consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall endeavor to appoint fully independent compensation advisors. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Compensation Committee shall set the compensation and retention terms and oversee the work of the compensation consultant, outside legal counsel or any other advisors. Any communications between the Compensation Committee and its outside legal counsel will be privileged communications.

Duties and Responsibilities

The Compensation Committee shall have the following authority and responsibilities delegated by the Board, which shall include:

1. CEO Compensation: to review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer ("CEO"), evaluate at least annually the CEO's performance in light of those goals and objectives, and make recommendations to the Board regarding the CEO's compensation level based on this evaluation. In evaluating and making recommendations to the Board regarding the long-term incentive component of CEO compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years.
2. Director Compensation: at least annually to review and make recommendations with respect to compensation and benefits for service as a member of the Board or a Board committee.
3. Executive Officer Compensation: in consultation with the CEO, to periodically review the compensation arrangements of the other executive officers with respect to (1) annual base salary, (2) bonus arrangements, if applicable, (3) equity compensation, (4) pension arrangements, (5) employment agreement, severance arrangement or change in control arrangement, and (6) any other benefits, compensation or arrangements.
4. Employee Benefit Plans: in regard to employee benefit plans, the Compensation Committee's role shall be one of oversight and, except as the Compensation Committee otherwise expressly determines or applicable law otherwise expressly requires, the Compensation Committee shall not act as a fiduciary with respect to any benefit plans or programs.
5. Incentive/Equity Plans: to review and make recommendations to the Board regarding incentive compensation plans for executive officers and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Compensation Committee shall also have the authority to administer the Company's incentive compensation plans for executive officers and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
6. Peer Group: to set the composition of the peer company group used for market comparison for executive compensation.
7. Attracting and Retaining Talent: the Committee shall monitor and review remuneration approach for executive officers and senior management to help the Company attract and retain the talent that the Company needs, and align reward with the Company's purpose and values and the successful delivery of the Company's strategy.

8. Compensation Committee Report: to prepare and review the Compensation Committee's report for the Board to the extent such report is prepared on a voluntary basis or is otherwise required by applicable law, the rules of the U.S. Securities and Exchange Commission, NYSE requirements or the applicable rules of any other regulatory body.
9. Employment/Severance Agreements: to review and make recommendations to the Board regarding employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, with respect to the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
10. Share Ownership Guidelines: to determine share ownership guidelines for the directors, CEO, and other executive officers and monitor compliance with such guidelines.
11. Risk Management: to review and assess the risks arising from the Company's compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.
12. Human Capital Management: to assist the Board in its oversight of human capital management, including corporate culture, values, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations. The Committee may request updates on these matters from members of management as it deems appropriate, including the Chief People Officer, Chief Legal Officer & Corporate Secretary and Chief Compliance & Ethics Officer, as appropriate, or any other executives as so required or requested by the Board.
13. Compensation Committee Performance: to conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Compensation Committee shall conduct this evaluation in such manner as it deems appropriate and at a minimum, as required by applicable law.
14. Compensation Committee Charter Review: to review this Charter at least annually and recommend any proposed changes to the Board for approval.

Structure and Operation

Chair: the Board shall designate a member of the Compensation Committee as the chair with due consideration being given to the recommendations of the Nominating and Corporate Governance Committee and all relevant governance practices. In the absence of the chair, the Compensation Committee shall appoint a chair for the meeting by a vote of the members present and shall reference the same in the minutes.

Meetings: the Compensation Committee shall meet as often as it determines appropriate to carry out its responsibilities under this Charter, but not less frequently than annually.

Agenda: the agenda and materials for Compensation Committee meetings will be prepared by the Compensation Committee chair in consultation with the other Compensation Committee members.

Minutes: the Compensation Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate.

Regulation of Committee Meetings: subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. Where permitted by the applicable law, the Committee members may determine that any meeting of the Committee conducted in accordance with this Charter and the applicable law shall be deemed to be held in a place other than where the chair of the meeting is present.

Calling Meetings: the chair of the board of directors, a majority of the directors or the Secretary on request of a director may at any time summon a meeting of the Compensation Committee by twenty-four (24) hours'

notice to each Compensation Committee member in person, by telephone, facsimile, electronic email, or in such other manner as the directors may from time to time determine, which notice shall set forth the general nature of the business to be considered unless notice is waived by all the directors.

Waiver of Notice: notice of a meeting need not be given to any director (i) who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (ii) who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such directors. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Use of Technology: any Compensation Committee member may participate in any Compensation Committee meeting by means of telephone or similar communication equipment by way of which all persons participating in such meeting can hear each other and such participation shall be deemed to constitute presence in person at the meeting.

Quorum: the quorum for the transaction of business at a Compensation Committee meeting shall be a majority of Compensation Committee members, but shall not be less than two. Quorum shall occur within 15 minutes of the specified time of the Compensation Committee meeting. Should quorum cease to be present, the meeting shall be adjourned until a time specified by the directors.

Voting: a question which arises at a Compensation Committee meeting shall be decided by a majority of votes. If votes are equal, the chair of the Compensation Committee shall not have a casting vote.

Induction/ Education: the Company will provide new members of the Compensation Committee with appropriate onboarding briefings, and the full Compensation Committee with educational resources and opportunities related to executive compensation and other matters may be appropriate or requested by the Compensation Committee.

Compensation Consultant Independence / Conflicts of Interest: in retaining or seeking advice from compensation consultants, the Committee must take into consideration the factors specified in the rules of the NYSE. The Compensation Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customised for a particular company or that is customised based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Compensation Committee shall evaluate whether a conflict of interest exists with any compensation consultant retained or to be retained by it.

Funding: the Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: the Board may allocate from time to time certain of its tasks and duties to the Compensation Committee pursuant to a resolution to that effect. The Compensation Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Compensation Committee and may delegate all or part of its authority to subcommittees or to the Compensation Committee chairperson, so long as any such committee is comprised entirely of independent directors.

Books and Records: the Compensation Committee will have access to the Company's books, records, facilities and personnel.

Amendments and Deviations

Pursuant to a resolution to that effect, the Board may amend or supplement this Charter and allow temporary deviations from this Charter, subject to ongoing compliance with relevant and applicable laws and NYSE requirements.