



CORPORATE GOVERNANCE GUIDELINES

Purpose

The board of directors (the "Board") of Genius Sports Limited (the "Company") has adopted these corporate governance guidelines (these "Guidelines") to create a flexible framework within which the Board is able to conduct its business while maintaining its commitment to its values. These Guidelines are not binding legal obligations and should be read in the context of all applicable laws, the Company's Articles of Association (as amended) (the "Articles"), Board charter documents and other governance policies.

We believe that governance is a journey, not a destination. Accordingly, we will review these Guidelines on an annual basis, with a view toward continuous improvement. Any updates will be posted on our website.

Roles & Responsibilities

Board is responsible to shareholders

The Board is the ultimate decision-making body of the Company, except with respect to those matters reserved to the shareholders. Our Board oversees the long-term success of the business and exercises its responsibilities in service of the interests of the Company and its shareholders. Each director is expected to take a proactive, transparent and focused approach to ensuring the Company is committed to its success in furtherance of its values.

Directors must fulfil their responsibilities in a manner which is consistent with their fiduciary duties to the shareowners and in compliance with all applicable laws and regulations. When carrying out their responsibilities the directors have a duty to exercise their business judgment in what they reasonably believe to be in the best interest of the Company and its shareholders when carrying out their responsibilities. Directors will also, as appropriate take into consideration the interests of key stakeholders, including employees and members of communities in which the Company operates.

At all times we expect our Board to act in accordance with the Code of Conduct.

Management Oversight

The primary function of the Board is oversight. The Board oversees management and provides advice and counsel to the Chief Executive Officer and other officers of the Company who implement the Company's strategic plan and carry out key business functions.

In discharging their duties, Directors may rely in good faith on the Company's senior management and outside advisors and auditors. Accordingly, skill and integrity will be important factors in selection of the Company's senior management and other advisors. The Board and its Committees shall be entitled, at the expense of the Company, to engage such external advisors as they deem appropriate to support the performance of their oversight functions.

The Board will review the Company's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company at least one Board meeting each year. Company management is responsible for implementing the Company's strategic plan, safeguarding of the assets of the Company

maintaining appropriate financial and other internal controls, the Company's compliance with applicable laws, regulations and proper governance; all of which the Board oversees.

Board Functions

Management Compensation and Succession Planning. The Board shall select, evaluate, and compensate the Company's Chief Executive Officer and other executive officers and approve the compensation of directors, based on the recommendations of the Compensation Committee. The Board will review management succession plans on an annual bases, based on the recommendations of the Nominating and Corporate Governance Committee.

Reporting and Compliance Systems. The Board shall ensure that Company management maintains an effective system for timely reporting to the Board or appropriate Board committees and to the public as required on the following: (1) the Company's financial and business plans, strategies and objectives; (2) the financial results and condition of the Company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; (4) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies; (5) principal risks associated with the Company's business on an ongoing basis and actions taken by manage such risks.

Corporate Governance, Culture and Sustainability. The Board shall promote a corporate culture that promotes the legal, regulatory and the ethical conduct of the Company's business and oversee that a human capital management system is in place to support the Company's strategy. The Board shall promote the long-term sustainable growth of the Company, including considering the social and environmental goals of the Company and oversee compliance with any social, environmental or governance regulations or laws. The Board shall review and approve any amendments to the Company's Amended and Restated Memorandum of Incorporation, Articles, Code of Ethics, these Guidelines, and other corporate governance policies, based on the recommendations of the Nominating and Corporate Governance Committee and any applicable law or regulatory requirement.

Board Composition

Size. The Board shall determine its size, provided it remains within the number of two and fourteen directors, as required by the Articles. The Board will periodically review its size and composition, considering among other things, the existing Board composition, voting results for directors at the most recent annual general meeting, governance trends, the needs of the business in the short and long term and any other factors the Board may deem relevant.

Selection of Board Nominees. The Board has overall responsibility for the selection of candidates for nomination or appointment and shall receive nomination recommendations from the Nominating and Corporate Governance Committee. The chair of the Board should extend the Board's invitation to join the Board.

Executive Directors. The Company's Chief Executive Officer shall be a member of the Board. The Nominating and Corporate Governance Committee may recommend additional members of the Company's senior management for Board directorship positions. Management directors must resign from the Board upon termination from employment.

Independence. For the purposes of determining which directors constitute the Company's independent directors, the Company abides by the definitions of the Securities and Exchange Commission and the New York Stock Exchange ("NYSE"). The Board shall include such number of independent directors as required by the applicable listing rules of the NYSE and will consider governance trends when assessing the independent composition of the Board.

Over-boarding. No director may serve on more than four public company boards (including the Company's Board). No director that is an executive officer of a public company may serve on more than two public company boards (including the Company's Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee).

Conflicts of Interest. Directors are expected to avoid any action, position or interest that conflicts, or has the reasonable potential to conflict, with an interest of the Company, gives the appearance of a conflict. Furthermore, each director is expected to ensure that other commitments do not conflict with or materially interfere with this or her service as a director. If any conflict arises with respect to a matter before the Board, the director shall generally be expected to disclose the conflict, which shall be recorded in the relevant meeting minutes, and shall recuse themselves from any Board deliberations or decisions related to the matter. The Company operates a Conflicts of Interest Policy for all employees and expects the Board to voluntarily submit to this policy.

Election/Term. The directors shall be appointed, suspended and dismissed in accordance with the Articles and applicable law. The Board is classified with the terms of office of each of the three classes of directors ending in successive years of three year terms, as provided in the Articles. Directors will be nominated for election based on the recommendations of the Nominating and Corporate Governance Committee. The Board does not believe that there should be a fixed term or retirement age for directors, and will consider each director's tenure and the average tenure of the Board.

Appointment. The Nominating and Corporate Governance Committee will review all proposed nominees for the Board, including proposed nominees of shareholders, in accordance with its charter. Their assessment will include a review of any factors as the Committee concludes are pertinent in consideration of the current needs of the Board, including all factors detailed in these Guidelines. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals.

Board Composition. The Board and the Nominating and Corporate Governance Committee will annually review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time, and the skills and expertise needed for effective operation of the Board and its committees. The Board believes that its membership should reflect a diversity of experience, gender, race, ethnicity and age. Diversity in all respects supports the Board in discharging their decision making and oversight duties.

Director Nomination. The Nominating and Corporate Governance Committee will review prospective nominees in consideration of their ethical standing and character, relevant business and professional experience, qualifications and suitability for the Board, relevant skills for effective management and oversight of the Company's management, which may include experience at senior executive levels in comparable companies, public service, professional service firms, or educational institutions.

Board Evaluation. The Board will consider the results of the annual Board evaluation in its Board refreshment strategy and to determine whether the Board and its committees are functioning effectively.

Board Structure and Operations

Board Leadership. The Board will periodically appoint a chair of the Board. Both executive and non-executive directors, including the CEO, are eligible for appointment as the chairperson. If the chairperson is not an independent director, the Board will designate a lead independent director. The Company will appropriately disclose the name of the chairperson and any lead independent director or method by which interested parties may contact the independent directors. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company, taking into account the recommendations of the Nominating and Corporate Governance Committee.

Leadership Structure. A description of the Board's rationale in its chosen leadership structure shall be included in the Company's proxy statement and provided with materials related to its annual general meeting.

Board Committees. The committees of the Board will include the Audit Committee, Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may, from time to time, establish additional committees, taking into account the recommendations of the Nominating and Corporate Governance Committee.

Board Meeting Frequency. The Board shall meet as often as it deems necessary or appropriate.

Board Meeting Formalities. The agenda and materials for Board meetings will be prepared by the Chair of the Board in consultation with the other Board members. All directors are invited to request agenda items or additional information be provided to the Board or any committee upon which they serve. Minutes will be kept of its proceedings. The Board is governed by the rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements set out in the Articles. The Board may invite any individuals to its meetings as it deems appropriate. However, the Board shall meet regularly without such individuals present.

Time/Participation. Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background materials and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings. The Board will consider the participation of and contributions to the activities of the Board for any director recommended for re-nomination.

Attendance. Members are expected to attend all meetings of the Board and of the Committees on which they serve.

Attendance at Annual General Meeting. Our Board members are expected to attend the Company's annual general meeting, unless unusual circumstances make attendance impractical.

Dedication of Time. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

Induction and Ongoing Education. All new directors must participate in the Company's induction program for Board members. This programme will be provided by the Company, at the direction of the Corporate Secretary Team and shall include presentations by senior management to familiarise the directors with the Company's business and strategic plans, significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers and auditors. Any sitting director is welcome to attend this induction. The Directors are encouraged to participate in continuing Director education.

Books, Records and access to Officers, Employees and Information. Directors have full and free access to the Company's books and records. In order to fulfill their oversight responsibilities, directors have free access to Company management and employees and encourage the Chair to invite members of management to make presentations at Board or committee meetings to provide insights into the business or to provide individuals within the Company with exposure to the Board for purposes of management development. Management shall be collaborative and responsive to all requests for information from Board members.

Outside Advisors. The Board shall have the authority, in its sole discretion, to retain and terminate investment banks, outside legal counsel, and such other advisors as it deems necessary to fulfil its duties and responsibilities. However, the Board shall not be required to implement or act consistently with the advice or recommendations of any investment bank, outside legal counsel or other advisor, and the authority granted in

these Guidelines shall not affect the ability or obligation of the Board to exercise its own judgment in fulfillment of its duties. The Board shall set the compensation and retention terms and oversee the work of any investment bank, outside legal counsel or any other advisors. Any communications between the Board and its outside legal counsel will be privileged communications.

Funding. The Board shall receive appropriate funding from the Company, as determined by the Board, for the payment of compensation to any investment bank, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties.

Delegation of Authority. The Board shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more committees as the Board may deem appropriate in its sole discretion.