

ROCKLEY PHOTONICS HOLDINGS LIMITED

COMPENSATION COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of August 11, 2021)

Purpose

The purpose of the Compensation Committee, and its subcommittees, as applicable (the “**Committee**”), of the Board of Directors (the “**Board**”) of Rockley Photonics Holdings Limited (the “**Company**”) shall be to assist the Board in meeting its responsibilities with regard to oversight and determination of executive compensation and to review and make recommendations to the Board with respect to major compensation plans, policies, and programs of the Company.

The Committee has overall responsibility for approving and evaluating all compensation plans, policies, and programs of the Company as they affect the compensation of the Chief Executive Officer (the “**CEO**”) and the Company’s other executive officers within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (collectively, including the CEO, “**Executive Officers**”). The Committee shall also oversee the Company’s management of human capital.

Membership and Organization

The Committee shall consist of at least three members of the Board, with the exact number to be determined by the Board. Committee members shall be appointed from time to time by the Board subject to any exceptions or transition periods for committee composition compliance available under the New York Stock Exchange (“**NYSE**”) and Securities and Exchange Commission (the “**SEC**”) rules as deemed appropriate or necessary, and having given consideration to the recommendations, if any, from the Nominating and Corporate Governance Committee, but not less than annually at its first meeting following the annual meeting of shareholders. Also having given consideration to the recommendation of the Nominating and Corporate Governance Committee, if any, the Board shall designate a Chair of the Committee, provided that if the Board does not so designate a Chair the members of the Committee, by a majority vote, may designate a Chair. The Chair (or in such person’s absence a member designated by the Chair) shall preside at all meetings of the Committee.

Committee members may be removed, without cause, by the affirmative vote of the majority of the Board at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary, or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

Each member of the Committee shall meet the independence standards that may be established from time to time by the NYSE and the SEC and are applicable to the Committee, provided that any exemptions from the independence requirements set forth in such rules and regulations shall also be applicable to members of the Committee. Each member of the Committee shall also meet any additional independence standards that may be established from time to time by the Board or the Nominating and Corporate Governance Committee. No member shall grant equity

to an Executive Officer or director unless such member qualifies as a “non-employee director” as such term is defined in Section 16 of the Exchange Act, or any successor provisions thereto.

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. All meetings shall be held at the call of the Chair of the Committee. Except as the Board may otherwise determine, the Committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, the business of the Committee shall be conducted as nearly as possible in the same manner as is provided in the bylaws of the Company.

Delegation to Subcommittee

The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any such subcommittee shall be presented to the full Committee at the next scheduled Committee meeting.

Resources and Authority

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its responsibilities. The Committee shall have the authority, in its sole discretion, to select, retain, or obtain the advice of, any adviser to assist it in the performance of its duties, including any outside compensation, legal, accounting, or other consultants or advisers (collectively, “**Advisers**”), but only after taking into consideration all factors relevant to any such Adviser’s independence from management including those specified in NYSE Rule 303A.05(c) and any other applicable NYSE listing standard. The Committee shall be directly responsible for the appointment, compensation, oversight and termination of the work of any Adviser retained by the Committee and shall have sole authority to approve such Adviser’s fees and other terms and conditions of such Adviser’s retention. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or NYSE related to the foregoing is included in the Company’s proxy statement. The Committee shall have the sole authority to conduct investigations into any matters within the scope of its responsibilities. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee and other administrative expenses.

The Committee may request any director, officer, or employee of the Company, the Company’s outside counsel, independent auditors, or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants or Advisers to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The CEO shall not be present during, nor participate in, deliberations or voting in connection with any compensation matters related to the compensation of the CEO. Directors shall not participate in deliberations or voting in connection with any compensation matter relating to their individual compensation. The Committee shall have full access to all books, records, facilities, and personnel of the Company in connection with the discharge of its responsibilities.

Duties and Responsibilities

In addition to the foregoing, the following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight function, which duties and responsibilities are a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation, or listing standard:

CEO and Executive Officer Compensation

- Review and consider for recommendation to the Board the corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of such goals and objectives at least annually, and make recommendations to the Board as appropriate.
- Review and approve the corporate goals and objectives relevant to the compensation of the other Executive Officers (excluding the CEO), evaluate the performance of such other Executive Officers in light of such goals and objectives at least annually, and communicate the results to the Board and to the CEO.
- Review and consider for recommendation to the Board the compensation levels for the CEO, including, as applicable, (i) base salary; (ii) bonus, (iii) all incentive awards and opportunities; including cash-based and equity-based awards and opportunities and long-term incentive and equity compensation; (iv) any employment and/or severance agreements and arrangements; (v) any change-in-control agreements or arrangements or change-in control provisions affecting any elements of benefits and compensation, including any severance payments or arrangements in connection therewith; and (vi) any other compensation, perquisites, and special or supplemental benefits for the CEO or individuals who formerly served as the CEO, and make recommendations to the Board as appropriate.
- Review and approve the compensation levels for the other Executive Officers (excluding the CEO), including, as applicable, (i) base salary; (ii) bonus, (iii) all incentive awards and opportunities; including cash-based and equity-based awards and opportunities and long-term incentive and equity compensation; (iv) any employment and/or severance agreements and arrangements; (v) any change-in-control agreements or arrangements or change-in control provisions affecting any elements of benefits and compensation, including any severance payments or arrangements in connection therewith; and (vi) any other compensation, perquisites, and special or supplemental benefits for such other Executive Officers or individuals who formerly served as Executive Officers.
- Establish all rules necessary or appropriate for implementing and conducting the Company's executive compensation plans, including any executive severance plans and agreements of the Company, and maintain sole discretionary authority to interpret provisions of the Company's executive compensation plans, including any executive severance plans and agreements of the Company.

- Establish and modify the terms and conditions of employment of the Executive Officers, by contract or otherwise (other than with respect to compensation of the CEO, which shall be determined by the Board).

Other Compensation

- Review annually the compensation of and payment of any other fees to non-employee directors and recommend to the Board changes in compensation for non-employee directors.
- Review annually and approve the Company's compensation strategy to ensure it promotes shareholders' interests and supports the Company's strategic and tactical objectives, and that it provides appropriate rewards and incentives for management and employees of the Company, including review of compensation-related risk management.
- In consultation with the CEO and CFO, establish guidelines for the review of the performance of, and the establishment of compensation policies for, all other employees of the Company.
- Provide general oversight of the Company's incentive compensation plans and practices and recommend changes in such plans and practices, provided that the responsibility for approval and day-to-day administration thereof will be delegated to Company management.
- The Committee may delegate to the Executive Officers of the Company the determination of compensation for all employees of the Company who are not Executive Officers.
- Provide general oversight of the Company's other employee benefit plans, provided that the responsibility for day-to-day administration of the employee benefit plans and the investment of any assets, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, will be the sole responsibility of Company personnel.

Equity Plans

- Approve equity compensation plans and the grant of equity awards not subject to shareholder approval under applicable listing standards.
- Administer the share and other equity-based compensation plans of the Company (other than with respect to cash compensation or equity awards to members of the Board, which shall be determined by the entire Board) in accordance with the terms of such plans and provide necessary approval in order to qualify the Company's equity compensation plans for various exemptions that may be established by the SEC under Section 16 of the Exchange Act.
- Determine, as applicable in connection with the Company's equity plans, such matters as eligibility for participation; persons to receive awards; the amount, form, and other terms

and conditions of awards; the form of agreements pertaining to such awards; the manner and form of deferral elections; or, when appropriate, the authorization of the Company's purchase of its shares for allocation to the accounts of persons to whom awards have been made under such plans.

- Review the Company's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board.
- Review and consider for recommendation to the Board share ownership guidelines applicable to non-employee members of the Board and officers, review on an annual basis compliance with any such share ownership guidelines and make recommendations to the Board as appropriate.

SEC and Compliance Matters

- If and when applicable to the Company, review and discuss with management the Company's Compensation Disclosure and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board whether the Company's CD&A should be included in the Company's annual proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee report as required by rules of the SEC for inclusion in the Company's annual proxy statement and annual report on Form 10-K filed with the SEC. If and when applicable to the Company, review and recommend to the Board for approval the frequency with which the Company will conduct a shareholder advisory vote to approve the compensation of the Company's named executive officers ("**Say on Pay Vote**"), taking into account the results of the most recent shareholder vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote to be included in the Company's proxy statement. If and when applicable to the Company, evaluate Say on Pay Vote outcomes and other shareholder input on executive compensation pay programs as part of the Committee's ongoing assessment of executive compensation programs and policies.
- Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation, the frequency of such votes, and the requirement under the NYSE rules that, with limited exception, shareholders approve equity compensation plans.
- Monitor the Company's compliance with the requirements under Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

Human Capital Management including Diversity, Equity, and Inclusion Efforts

- Oversee the development and implementation of the Company's human capital management, including those policies and strategies regarding recruiting, retention,

career development, opportunity, and advancement, and succession, diversity, equity, inclusion, organization structure updates and employment practices. This includes discussion of any significant trends or regulatory events or risks.

- Review and monitor the Company's diversity, equity, and inclusion philosophy, commitment, and results.
- Discuss with management, as appropriate, their reports regarding the development, implementation and effectiveness of the Company's policies relating to human capital management, including key initiatives and key culture topics such as engagement and wellness.

Other Duties and Responsibilities

- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board. Conduct an annual evaluation assessing the Committee's performance with respect to its duties and responsibilities set forth in this Charter, which evaluation shall be reported to the Board. This self-assessment shall be conducted in such manner as the Committee deems appropriate.
- Make regular reports on the major activities of the Committee to the Board.
- It is the Committee's responsibility and duty to appropriately advise, manage and support environmental, social and corporate governance programs for governance and regulatory oversight.