

ROCKLEY PHOTONICS HOLDINGS LIMITED

CORPORATE GOVERNANCE GUIDELINES

A. The Roles of the Board of Directors and Management

1. *The Board of Directors* — The business of Rockley Photonics Holdings Limited (the “**Company**”) is conducted under the oversight of the Board of Directors (the “**Board**”). The Board selects the Chief Executive Officer (the “**CEO**”) and delegates to the CEO the authority and responsibility to manage the Company’s day-to-day operations. The Board serves as elected representatives of the shareholders, acts as an advisor and counselor to the CEO and senior management, and oversees management performance on behalf of shareholders.
2. *Management* — The CEO and senior management are responsible for running the Company’s business operations.

B. Board Composition and Leadership

1. *Chairman of the Board* — The Board shall appoint the Chairman of the Board. The Board shall evaluate whether the positions of Chairman and CEO should be held by the same person and, from time to time in the future, shall consider then-current and relevant circumstances in deciding whether the separation of the positions of Chairman and CEO is in the best interests of the Company and its shareholders. The CEO or another executive leader of the Company may be the Chairman. The Board may determine that, at any time when the title of Chairman is held by an employee director, or there is no current Chairman, one of the Company’s independent directors serve as the lead director.
2. *Lead Independent Director* — If the Chairman of the Board is an independent director, then the Chairman shall also serve as the lead independent director. If the Chairman of the Board is not an independent director, the Board shall appoint an independent director to serve as the Board’s Lead Independent Director. The primary responsibilities of the Lead Independent Director include presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the non-management directors, and serving as a liaison between the Chairman of the Board and/or the CEO and the independent directors. The Lead Independent Director also has the authority to call meetings of the independent directors or non-management directors of the Board or meetings of the Board.
3. *Size of the Board* — The Board’s policy is that the number of directors should not exceed a number that can function effectively. The Nominating and Corporate Governance Committee considers and makes recommendations to the Board concerning the appropriate size of the Board, subject to any limitations set forth in the Company’s certificate of incorporation or memorandum and articles of association.

4. *Board Independence* — The Board believes in having a majority of independent directors on the Board. As such, a majority of the directors shall be “independent directors” as defined by the rules promulgated by the New York Stock Exchange (the “NYSE”), and shall satisfy all applicable independence requirements under the federal securities laws or rules thereunder, or any other applicable law or rule or regulation of any other regulatory body or self-regulatory body applicable to the Company; provided, that less than a majority of the directors may be “independent directors” as defined by the rules promulgated by the NYSE, consistent with the rules of the NYSE, for up to one year following the Company’s initial public offering.
5. *Board Membership Criteria* — The Board’s objective is that its membership be composed of a diverse group of experienced and dedicated individuals. The Nominating and Corporate Governance Committee is responsible for identifying, evaluating, recruiting, and recommending qualified candidates to the Board for nomination or election. In identifying candidates for membership on the Board, the Nominating and Corporate Governance Committee takes into account all factors it considers appropriate, which may include character, judgment, leadership, business acumen, diversity of backgrounds, perspectives, skills, culture, and demographics including but not limited to gender, ethnicity, and professional experience, the Company’s diversity, equity and inclusivity initiatives, the ability of the candidate to devote sufficient time and attention to the affairs of the Company, knowledge of or experience in the industry in which the Company operates in, and the extent to which a particular candidate would fill a present or anticipated need on the Board. Candidates for membership on the Board will be reviewed in the context of the existing membership of the Board, the operating requirements of the Company, and the long-term interests of shareholders. A director’s qualifications in light of these criteria are considered at least each time such director is re-nominated for Board membership. Each nominee for the Board shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgement, and shall be most effective, in conjunction with the other nominees of the Board, in collectively servicing the long-term interests of the shareholders.
6. *Election of Directors* — The nominees for director receiving the highest number of votes will be elected to the Board. However, if the number of shares voted “against” or “withheld” exceeds 50% of the number of votes cast with respect to a director’s election, such director must promptly tender such director’s resignation.

The Nominating and Corporate Governance Committee shall recommend to the Board for nomination or election, and the Board shall nominate or elect, only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective if (i) a majority of the votes cast for the director are marked “against” or “withheld” at the next annual meeting at which such person faces re-election and (ii) the Board accepts such resignation. The Board expects each director to have tendered such an irrevocable resignation.

If a majority of the votes cast for a director are marked “against” or “withheld” in an uncontested election, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether the director’s resignation should be accepted and to make a recommendation to the Board. The Board shall promptly consider that recommendation and make the final determination whether to accept the resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept such resignation, including, as they deem appropriate, any stated reasons why shareholders withheld votes from such director, whether the underlying cause or causes for the withheld votes are curable, the total number of shares voting and the number of broker non-votes, the director’s tenure, the director’s qualifications, the director’s past and expected future contributions to the Company, and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable requirements of the NYSE or the federal securities laws or rules thereunder.

The Board will act on the Nominating and Corporate Governance Committee’s recommendation and publicly disclose (by a press release, a filing with the Securities and Exchange Commission, or other broadly disseminated means of communication) the Board’s decision and the rationale behind the decision within 90 days from the date of the certification of election results.

The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding such resignation. If such director is a member of the Nominating and Corporate Governance Committee and does not agree to abstain from participating in the committee’s deliberations and decision regarding such resignation, then the committee shall act through a sub-committee consisting of one or more members who did not fail to receive the required vote in the election. If such director does not agree to abstain from participating in the Board’s deliberations and decision regarding such resignation, then the Board shall act through a special committee consisting entirely of directors who did not receive a majority of votes marked “against” or “withheld” in the election.

7. *Succession Policies of the Board of Directors* — When a director’s principal occupation or business affiliation changes substantially during such director’s tenure as a director, other than as a result of normal retirement, then such director should offer to resign from the Board so that the Nominating and Corporate Governance Committee may evaluate the appropriateness of such director’s continued service and recommend to the Board acceptance or rejection of the resignation offer.
8. *Service on Other For-Profit Boards* — Independent directors are encouraged to evaluate carefully the time required to serve on other boards, taking into account board and committee meeting attendance, preparation, and participation and effectiveness on these boards. Independent directors should advise the chair of the Nominating and Corporate Governance Committee before accepting an

invitation to serve on another board to permit the Nominating and Corporate Governance Committee to evaluate whether any regulatory issues or potential conflicts are raised by the director accepting such an invitation and to confirm that the director will continue to have the time required for preparation, participation and attendance at Board and Board committee meetings. An independent director shall not serve on more than four public or private company boards without approval of the Nominating and Corporate Governance Committee.

9. *Board Compensation Review* — The Nominating and Corporate Governance Committee and the Compensation Committee will periodically review the compensation of non-employee directors and is responsible for recommending to the Board changes in compensation for non-employee directors. Directors who are employees of the Company shall receive no additional remuneration for serving on the Board.
10. *Other Compensation* – The Board shall review any charitable contributions to be made by the Company to organizations with which any director is affiliated. In addition, the Board shall review all consulting contracts with, or other arrangements that provide other indirect forms of compensation to, any director or former director.
11. *Risk Assessment* — The Board shall maintain oversight of the Company’s risk management processes including enterprise risk management. The Nominating and Corporate Governance Committee shall periodically evaluate the Company’s risk management process and system in light of the nature of the material risks the Company faces and the adequacy of the Company’s policies and procedures designed to address risk, and recommend to the Board any changes deemed appropriate by such committee. The Compensation Committee shall periodically evaluate whether there are any risks arising from the Company’s compensation policies for all employees and overall actual compensation practices which are reasonably likely to have a material adverse effect on the Company, and recommend to the Board any changes deemed appropriate by such committee. The Audit Committee shall periodically assess any major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company’s policies with respect to financial risk assessment and financial risk management. To the extent risk oversight is a focus of one or more committees of the Board, those committees shall report key findings periodically to the full Board.
12. *Board’s Interaction with Stakeholders* — The CEO is responsible for establishing effective communications with the Company’s stakeholders, including shareholders, customers, employees, communities, suppliers, creditors, governments, and corporate partners. It is the policy of the Board that management speaks for the Company. This policy does not preclude independent directors from meeting with stakeholders, but management, where appropriate, should be present at such meetings.

13. *Director Orientation and Continuing Education* — The Company shall provide (at the Company’s expense) directors with an orientation and continuing education program to familiarize them with the Company’s strategy, value creation drivers, industry trends, business operations and corporate governance practices, as well as ongoing education on issues facing the Company and on subjects that would assist the directors in discharging their duties. Each new director who the Nominating and Corporate Governance Committee determines has limited experience with boards of public companies shall be required to attend an educational seminar related to the topic of public company directorships within six (6) months of becoming a director of the Company. The seminar may be conducted internally by management and legal counsel, or the new director may attend a seminar conducted by a third-party provider.
14. *Outside Advisors* – New directors shall be introduced to such management and other employees, as well as representatives of the Company’s outside legal, accounting and other advisors, as is appropriate to familiarize them with the resources available to them.

C. Board Operations

1. *Selection of Agenda Items for Board Meetings* — The Chairman, in consultation with the lead director, sets the agenda for each Board meeting. At least once each year, the Board will focus on the Company’s strategic plan and on the following year’s capital and operating budgets. Members of the Board are encouraged to suggest the inclusion of items on any Board or committee agenda.
2. *Board and Committee Materials Distributed in Advance* — Board members should receive materials related to agenda items sufficiently in advance of Board and Board committee meetings so that the directors may prepare to discuss the items at the meeting. When appropriate, sensitive subject matters may be discussed at a meeting without advance distribution of written materials to the Board or Board committee.
3. *Director Responsibilities* — Directors must exercise their business judgment to act in the best interests of the shareholders and the Company. In discharging this obligation, directors reasonably may rely on the Company’s senior executives and its advisors and auditors. Directors are expected to attend and participate in all meetings of the Board and of committees on which they serve and to spend the time needed and prepare for and meet as frequently as necessary to discharge their responsibilities. The Board shall make the determination that at least one of the members of the Audit Committee meets the Audit Committee financial expert requirements.
4. *Board Presentations and Access to Employees* — Members of senior management may be invited to attend part or all of a Board meeting in order to participate in discussions. Generally, the executive responsible for an area of the Company’s

operations the Board is to consider makes the presentation. Board members have complete access to all other members of management and Company employees.

5. *Board Access to Independent Advisors* — The Board and its committees may seek advice from outside advisors as appropriate.
6. *Executive Sessions of Independent Directors* — Independent directors regularly meet without the presence of non-independent directors. Independent director discussions may include such topics as the independent directors determine. The independent directors generally do not take formal action at these sessions but make recommendations for consideration by the full Board. In addition, director meetings are held with the CEO, and/or the CFO, but not other members of management, for a general discussion of relevant subject matters.

D. Board Committees

1. *Committees* — The current committees are the Audit, Compensation and Nominating and Corporate Governance Committees. Other committees and sub-committees may be established from time to time as appropriate.
2. *Assignment and Term of Service of Committee Members* — The Board is responsible for the appointment of committee members and chairs based on recommendations of the Nominating and Corporate Governance Committee. Every year, at the first meeting following the Annual Meeting of Shareholders, the Board shall elect the members of each committee.
3. *Agenda, Frequency, Length and Reports of Committee Meetings* — The chair of each committee approves the agenda, length of, and attendance at each committee meeting and determines the frequency of meetings. The committee chairs report a summary of their meetings to the Board at the next regularly scheduled Board meeting following such committee meetings.
4. *Membership* — Only independent directors may serve on the Audit, Compensation, and Nominating and Corporate Governance Committees, subject to any available exemptions under the applicable rules that the Board deems appropriate under the circumstances.
5. *Responsibilities* — The Nominating and Corporate Governance Committee periodically reviews the responsibilities of each committee. Upon the recommendation of the Nominating and Corporate Governance Committee, the Board has adopted written charters for each of the Audit, Compensation, and Nominating and Corporate Governance Committees, which set forth the full authority and responsibilities of those committees.
6. *Charter Review* — Every year, at their first meeting following the Annual Meeting of Shareholders, the members of each committee shall review and assess the adequacy of their respective charters. At its meeting, the Nominating and Corporate Governance Committee shall also review and assess the adequacy of

the Audit Committee Charter, the Compensation Committee Charter, and the Insider Trading and Communications Policy, and any other charter or policy as such committee may be directed by the Board.

E. Board and Management Evaluation

1. *Formal Evaluation of the CEO and Other Officers* — The Compensation Committee shall review corporate goals and individual goals and objectives relevant to the compensation of the Company's CEO and other executive officers of the Company. The Compensation Committee shall also evaluate the CEO's and the other executive officers' performance in light of such goals and objectives at least annually and communicate the results to the CEO and the Board. Based on such evaluation, the Compensation Committee shall approve the compensation for the CEO and the other executive officers as set forth in the Compensation Committee Charter. The CEO may not be present during the discussion or approval of the CEO's compensation, but may be present during discussion and approval of, but may not vote on, compensation of the other executive officers.
2. *Board Self-Assessment* — Each Committee shall review on an annual basis the functioning and effectiveness of such respective Committee. The Nominating and Corporate Governance Committee shall oversee the self-evaluation of the Board and its committees performed by the individual members of the Board and, as the committee deems appropriate, recommends changes to increase the effectiveness of the Board and its committees.
3. *Succession Planning* — The Board, with the assistance of the Nominating and Corporate Governance Committee and the Compensation Committee, shall plan the succession to the position of CEO and certain other senior management positions. To assist the Board and the committees, the CEO shall annually assess senior managers and their succession potential. The CEO shall also provide the Board and the committees with an assessment of persons considered potential successors to certain senior management positions.
4. *Management Development* — The CEO annually should report to the Board on the Company's program for management development.

F. Periodic Review of Guidelines

These Corporate Governance Guidelines are subject to periodic review and update by the Nominating and Corporate Governance Committee and the Board.