

# GOODRX HOLDINGS, INC.

## COMPLIANCE COMMITTEE CHARTER

(As of September 11, 2020)

### I. Purpose

The purpose of the Compliance Committee (the “*Committee*”) is to assist the Board of Directors (the “*Board*”) of GoodRx Holdings, Inc. (the “*Company*”) in discharging its oversight responsibilities with respect to compliance with federal and state laws and regulations relating to healthcare. The Committee has the responsibility of creating, overseeing and evaluating the Company’s compliance program providing for adherence to healthcare related laws and regulations.

### II. Composition

The Committee must consist of at least one director. At least one member of the Committee shall, in the judgment of the Board, have a background in healthcare. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

### III. Meetings, Procedures and Authority

The Committee shall meet at least two times annually or more frequently as necessary. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company’s bylaws.

### IV. Duties and Responsibilities

1. *Oversight of Compliance.* The Committee shall provide general oversight of the Company’s compliance processes and procedures and monitor its performance with respect to the legal and regulatory requirements of its healthcare business operations. While the Committee has the responsibilities and powers set forth in this Charter, the Committee and the Board may rely on the expertise and knowledge of management, including the Company’s healthcare compliance personnel. The Committee may initiate such compliance investigations as it deems appropriate.

As part of its general oversight responsibilities, the Committee shall:

- A. Review and oversee compliance with federal, state and local program requirements that impact the Company's operations;
- B. Ensure proper communication of significant regulatory compliance issues to the Board;
- C. Review significant regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
- D. Review and oversee the Company's compliance program, including monitoring the effectiveness of the compliance program, and recommend to the Company any improvements and changes to the compliance program;
- E. Meet regularly with the Co-CEOs and other officers of the Company to assess the Company's regulatory compliance policies and procedures and recommend any improvements or changes to such policies and procedures;
- F. Review reports of specific material non-compliance issues and approve corrective actions proposed by management;
- G. Review and assess the development of internal systems and controls to carry out the Company's compliance program and related policies and procedures as part of its daily operations; and
- H. Review and assess strategies to promote compliance with the compliance program and the detection of any possible violations, such as through hotlines and other reporting mechanisms.

2. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

3. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.