

**CASTLIGHT HEALTH, INC.**  
**STOCK OWNERSHIP GUIDELINES**

As Adopted by the Board of Directors of Castlight Health, Inc. on March 3, 2021.

The Board of Directors (the “**Board**”) of Castlight Health, Inc. (the “**Company**”) believes that its executive officers and members of the Board should have a meaningful ownership stake in the Company that will align their interests with those of our stockholders and will promote a long-term perspective in managing our Company. Therefore, the Board has adopted the following Stock Ownership Guidelines (the “**Guidelines**”), effective March 3, 2021.

**1. Participation**

The Guidelines apply to each of the members of the Board, the Company’s Chief Executive Officer and all Senior Vice Presidents and above of the Company (each, a “**Covered Holder**”):

**2. Qualifying Shares for Stock Ownership Guidelines**

Stock that counts toward satisfaction of these Guidelines includes:

- shares purchased on the open market;
- shares held in individual brokerage accounts;
- shares subject to in-the-money stock options (excluding unvested options);
- shares obtained through stock option exercises (excluding unvested);
- vested restricted stock units;
- earned and vested performance based restricted stock units; and
- shares held in trust for the benefit of the Covered Holder or his or her spouse and/or minor children

(the foregoing, “**Qualifying Shares**”).

**3. Stock Ownership Guidelines**

Covered Holders are expected to accumulate shares of company stock toward target ownership levels that are based on a *multiple of salary or dollar amount* and a *retention ratio* for owned shares or shares subject to options. Ownership status for the Covered Holders will be reported to the Compensation and Talent Committee (the “**Committee**”) on an annual basis based on holdings at fiscal year-end.

The market value of the Qualifying Shares each Covered Holder is required to own or hold (the Covered Holder’s “**Stock Ownership Requirement**”) is as follows:

<u>Position</u>	<u>Ownership Level</u>
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<u>Position</u>	<u>Ownership Level</u>
Chief Executive Officer	3x annual base salary
Senior Vice President and above	1x annual base salary
Non-Employee Director	3x annual cash retainer for service as a board member*
* <i>Excludes any additional cash retainer paid as a result of service as a Board chairperson, lead independent director, committee chair or committee member or meeting fees (if any).</i>	

**Compliance Deadline.** Each Covered Holder is expected to meet his or her applicable Stock Ownership Requirement prior to the latest to occur of (i) five (5) years from the date he or she becomes a Covered Holder, or (ii) five (5) years from the Effective Date (the “**Compliance Deadline**”), and is expected to continuously own sufficient shares to satisfy the ownership level once attained for as long as he or she remains a Covered Holder. Compliance will be evaluated by the Committee on a once-per-year basis, as of fiscal year-end each year, based on the then-current annual base salary or annual cash retainer, as applicable; provided, however, that any salary or retainer increase within one fiscal year shall be disregarded until the next fiscal year’s measurement date.

In the event that a Covered Holder also serves as a member of the Board, the Covered Holder will be subject to the stock ownership guidelines applicable to his or her role as an executive and not to stock ownership guidelines applicable to members of the Board.

The number of shares required to be held by an executive officer is equal to the Covered Holder’s base salary at previous year-end times the applicable multiple divided by share value. For members of the Board, the number of shares required to be held is equal to the annual general cash retainer divided by share value. Share value is equal to the average closing share price over the last thirty trading days of the just-completed fiscal year.

Following the Compliance Deadline, if a Covered Holder has not satisfied the Stock Ownership Requirement, including as a result of any promotion, change in base salary/cash retainer, or change in these Guidelines, then the Covered Holder must retain ownership of shares based on the retention ratio.

- The *retention ratio* is 25% of “net profit shares.” Each time a Covered Holder exercises an option, vests in restricted stock or has an RSU settled, he or she is expected to retain 25% of the shares remaining after payment of the option price and taxes owed upon exercise, 25% of newly vested shares of restricted stock after the payment of applicable taxes and/or 25% of shares received on settlement of RSUs after the payment of applicable taxes until the Stock Ownership Requirement is met.
- After the Covered Holder’s Stock Ownership Requirement is met, a Covered Holder may sell shares, provided he/she retains the number of shares that satisfied the Stock Ownership Requirement as of prior fiscal year end. If the Covered Holder is promoted into a position with

a higher multiple, or the value of the shares declines as a result of a decrease in the market price of the Company's common stock or a reverse stock split, stock dividend or similar change in the Company's capital structure, he or she will be required to retain additional shares applying the retention ratio to achieve the Stock Ownership Requirement. In alignment with best practice guidance from organizations such as the National Association of Corporate Directors, Covered Holders are expected to balance the acquisition of meaningful amounts of Company stock with partial portfolio diversification. While a Covered Holder is not discouraged from increasing the absolute level of holdings of Company stock, the Company does not want its stock to comprise a disproportionate percentage of the executive's net worth.

- Prior to any sale of Company stock, Covered Holders are required to seek clearance as specified in the Company's *Insider Trading Policy*. Covered Holders are also expected to comply with all relevant securities regulations at the time of any sale of Company stock.

Once a year, the Committee will review ownership levels of Covered Holders against these Guidelines as of fiscal year-end. Failure to meet or, in unique circumstances, to show sustained progress toward meeting the above ownership requirements after the Compliance Deadline may result in a reduction in future long-term incentive equity grants, and/or payment of future annual and/or long-term cash incentive payouts in the form of stock.

#### **4. Exceptions**

There may be instances where these Guidelines would place a severe hardship on a Covered Holder. The Committee may, in its sole discretion, permit hardship exceptions, which may involve extending the Compliance Deadline or permitting the Covered Holder to sell shares in excess of the retention ratio. Hardship may include divorce, lawsuits, financial burden, and significant stock price decline. The Committee may also approve an alternative stock ownership guideline for the Covered Holder that reflects both the intention of these Guidelines and the personal circumstances of the Covered Holder.

#### **5. Administration**

The Committee will review stock ownership levels at least annually. The Board reserves the right to modify or amend these guidelines at any time.