

Background

Pear Therapeutics, Inc., a Delaware corporation (the “**Company**”), has adopted the following Code of Business Conduct and Ethics (this “**Code**”) for directors, officers, and employees of the Company. This Code is intended to focus each Company director, officer, and employee on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of compliance. Each director, officer, and employee must comply with the letter and spirit of this Code.

Our mission is clear: we are pioneers in Prescription Digital Therapeutics (“**PDTs**”). Our cross-functional team operates at the intersection of biology and software technology. We discover, develop, and deliver clinically validated software to provide better outcomes for patients, smarter engagement and tracking tools for clinicians, and cost-effective solutions for payers. Every day, we push the boundaries of technology to transform medicine. We are redefining medicine and continuing to build trust with patients, colleagues, healthcare professionals, shareholders and society at large.

Bringing PDTs, a new modality, to patients and healthcare professionals is a significant responsibility, and we must operate with the highest values, integrity and quality standards. This Code defines our standards for doing business and provides the foundation for our success as a company. It guides every aspect of our operations and applies to all directors, officers, and employees.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for our directors, officers, and employees. You may have other obligations to the Company pursuant to contractual agreements or applicable laws. This Code is in addition to those obligations.

1 Fiduciary Duties

Directors, officers, and employees must be loyal to the Company and must act at all times in the best interest of the Company and its shareholders and subordinate self-interest to the corporate and shareholder good. No one should use their position to make an improper personal profit. Directors, officers, and employees must perform their duties in good faith, with sound business judgment and with the care of a prudent person.

2 Conflict of Interest

A conflict of interest occurs when the private interest of a director, officer or employee interferes in any way, or appears to interfere, with the interests of the Company as a whole. Conflicts of interest also arise when a director, officer, employee or a member of their immediate family receives improper personal benefits because of their position as a director, officer or employee. Loans to, or guarantees of the obligations of, a director, officer, employee, or a member of their immediate family may create conflicts of interest. Conflicts of interest are not limited to these contexts and may arise in other contexts as well.

Directors, officers and employees must avoid conflicts of interest with the Company. Any situation that involves or may reasonably be expected to involve a conflict of interest with the Company must be disclosed immediately to the Chief Compliance Officer.

This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which directors, officers and employees must refrain, however, are set out below.

- Relationship of the Company with third parties. Directors, officers and employees may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- Compensation from non-company sources. Directors, officers and employees may not accept compensation, in any form, for services performed for the Company from any source other than the Company.

3 Confidentiality

Directors, officers, and employees shall maintain the confidentiality of information entrusted to them by the Company or its suppliers or customers, and any other confidential information about the Company that comes to them, from whatever source, in their capacity as director, officer, or employee, except when disclosure is authorized or required by applicable law or regulation.

In addition, directors, officers and employees may receive material non-public information about suppliers, customers, or partners and must not use such information to trade in the securities of such companies or violate any insider trading laws.

Directors, officers, and employees should respect the privacy rights of patients, employees, physicians, and other stakeholders. Employees will inform individuals when collecting and processing their personal data and will process personal data for specific and legitimate business purposes only and secure such data against unauthorized access.

Directors, officers, and employees may receive third party requests for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, directors, officers, and employees (other than the Company's authorized spokespersons) should not discuss internal company matters with, or disseminate internal company information to anyone outside the Company, except as required in the performance of their company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company should be made only by the Company's authorized spokespersons. Anyone who is not such an authorized spokesperson and who receives any inquiry of this nature should decline to comment and refer the inquirer to their supervisor or to one of the Company's authorized spokespersons.

4 Protection and Proper Use of Company Assets

Directors, officers and employees must protect the Company's assets and ensure their efficient use. Theft, loss, misuse, carelessness and waste of assets can impact the Company's profitability. No one may use company time, resources, supplies, equipment, tools, buildings or other assets for personal benefit without prior authorization from the Chief Compliance Officer.

5 Honest and Ethical Conduct and Fair Dealing

Directors, officers, and employees shall deal fairly, honestly, and ethically and engage in fair dealing. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. No director, officer, or employee shall, in such capacity, breach competition laws and regulations or take unfair advantage of anyone through manipulation, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

6 Compliance with Laws, Rules and Regulations

Directors, officers, and employees shall comply with all laws, rules and regulations applicable to the Company.

7 Bribes, Kickbacks, and Other Improper Payments

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer, or employee should offer, give, solicit or receive any form of bribe or kickback, including money or other items of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. The Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

8 Reporting of any Illegal or Unethical Behavior

Directors, officers and employees should promote ethical behavior and take steps to ensure the Company (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules or regulations to appropriate personnel; and (c) informs employees that the Company will not permit retaliation for reports made in good faith.

9 Compliance Monitoring and Disciplinary Action

The Chief Compliance Officer and the compliance committee shall take reasonable steps to monitor compliance with this Code, and when appropriate, impose and enforce appropriate disciplinary measures for violations. Disciplinary measures for violations of the Code will be determined at the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands,

warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

The Chief Compliance Officer shall periodically report to the Board or a committee of the Board on these compliance efforts including, without limitation, alleged violations of the Code and the actions taken with respect to violations.

Directors, officers, and employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any law, rule or regulation. All directors, officers, and employees are required to bring potential misconduct to the attention of the Company. Persons with knowledge of potential misconduct, or receiving a report of misconduct, must notify the Chief Compliance Officer or report the issue via one of the other channels described below without disseminating the information further.

Directors, officers, and employees can report potential misconduct to the Chief Compliance Officer in person or by letter, direct phone, or e-mail, or through integrity telephone and web-based confidential hotline, found at (844) 739-0097 or at peartherapeutics.ethicspoint.com. Any incidents of misconduct may be reported to the **Chief Compliance Officer, Christopher Guiffre**, at compliance@peartherapeutics.com, the reporting person's supervisor, the Chief People Officer, or any lawyer in the Company's Law Department.

Certifications

Directors, officers, and employees will be required to certify in writing their understanding of and intent to comply with this Code and may be required to certify their compliance with this Code on an annual basis.

Amendments

The Company reserves the right to amend, alter or terminate this Code at any time.

Inquiries

Questions as to any of the matters discussed in this Code should be directed to the Chief Compliance Officer at compliance@peartherapeutics.com.

Adopted: June 26, 2019

PEAR THERAPEUTICS, INC.

Certification of the Code of Business Conduct and Ethics

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the following Code of Business Conduct and Ethics (this "**Code**") of Pear Therapeutics, Inc.
2. I understand the Code and have had sufficient opportunity to discuss any questions about it.
3. I will comply with the terms of the Code.

Date: _____
(Signature)

Location: _____

EACH DIRECTOR, OFFICER, AND EMPLOYEE IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE HUMAN RESOURCES DEPARTMENT.