

## **Corporate Governance Guidelines**

These Corporate Governance Guidelines (these “**Guidelines**”) have been approved by the Board of Directors (the “**Board**”) of Teladoc Health, Inc. (the “**Company**”), and along with the Charters of the Board Committees and the Code of Business Conduct and Ethics, provide the framework for the corporate governance of the Company. These Guidelines are intended to be applied in a manner consistent with applicable laws, including the Delaware General Corporation Law, rules and standards of the New York Stock Exchange (the “**NYSE**”) and the certificate of incorporation and bylaws of the Company. These Guidelines are a flexible framework within which the Board may conduct its business and not intended as a set of legally binding obligations. The Board may interpret, modify or make exceptions to the Guidelines from time to time in its sole discretion and consistent with its duties and responsibilities to the Company and its stockholders or as required by applicable law and regulations. The Guidelines are subject to periodic review by the Nominating and Corporate Governance Committee.

### **1. Director Qualifications**

- a) *Selection of Board Members.* The Nominating and Corporate Governance Committee (i) develops, recommends and reviews with the Board qualifications for director candidates, (ii) identifies candidates for director nominees in consultation with management, through the use of search firms or other advisors, through the recommendations submitted by stockholders or current directors or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful to identify candidates, and (iii) recommends director candidates to the Board. Nominees for directorship will be identified by the Nominating and Corporate Governance Committee in accordance with the criteria set forth below and any other criteria that may be identified by the Board or a Board committee, if appropriate, and in accordance with the procedures set forth in the Nominating and Corporate Governance Committee’s charter.
- b) *Board Membership Criteria.* The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. Directors must possess the highest personal and professional ethics, integrity and values. Necessary qualifications may include: the ability to make independent judgments, general understanding of the Company’s business, other Board service, professional background and education. When assessing director candidates, the Nominating and Corporate Governance Committee will consider such nominee’s qualifications, skills and attributes, including depth and breadth of professional experience and independence. Such nominee must, at a minimum, have demonstrated exceptional ability and judgment and, to the extent it can be ascertained, be of the highest personal and professional integrity. The composition of the Board must at all times adhere to the standards of independence promulgated by the NYSE and as further clarified below under “Board Composition”, and reflect a range of talents, ages, skills, character, background and expertise, particularly in the areas of accounting and finance, management, leadership and corporate governance, in the Company’s industry and the markets the Company serves sufficiently to provide sound and prudent guidance with respect to the Company’s operations and interests. The Board seeks to have a Board

that reflects an appropriate balance of knowledge, experience, skills, expertise and variety of viewpoints, as applicable to the Company's industry. The Board assesses its goals through the review of Board composition as part of the Board's annual self-evaluation process.

- c) *Board Composition.* An "independent" director shall be one who meets the qualification requirements for being an independent director under applicable laws and the corporate governance listing standards of the NYSE, including the requirement that the Board have affirmatively determined that the director has no material relationships with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company. The Board shall consist of such number of directors who are independent as is required and determined in accordance with applicable laws and regulations and requirements of the NYSE and rules and regulations of the Securities and Exchange Commission. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee will be composed entirely of independent directors satisfying applicable legal, regulatory and NYSE requirements necessary to serve on such committee, including the special independence requirements for the Audit Committee and consideration of the requisite independence factors for the Compensation Committee.
- d) *Non-Employee Director Age and Tenure Guidelines.* The Board has established Board age and tenure guidelines for service for all non-employee directors such that the average age and median age of the independent directors should not exceed 72 and no more than one third of the non-employee directors should have tenures in excess of nine years. The Board believes that the Board age and tenure guidelines will help with fresh ideas and viewpoints available to the Board.

## 2. Director Responsibilities

Directors are expected to be active and engaged in discharging their duties and to keep themselves informed about Company business and operations. In order for the Board to satisfy its responsibilities, each director, at a minimum, is expected to attend the Company's annual meeting of stockholders, attend a significant majority of Board and Committee meetings and conduct advance review of Board and Committee meeting materials.

## 3. Board Committees

The Board has established Committees to assist the Board in discharging its responsibilities. These committees include: Audit; Compensation; Nominating and Corporate Governance; Quality of Care and Patient Safety; and Executive. Each of the Committees has its own charter, which sets forth the responsibilities of the Committee, the qualifications and procedures of the Committee and how the Committee will report to the Board. Each Committee will conduct a self-evaluation annually.

#### 4. Access to Management and Independent Advisors

Non-management directors shall contact management as needed. The Board and its Committees shall retain independent outside advisors, as needed, and the Company shall provide appropriate funding, as determined by the Board or any Committee, to compensate such advisors, as well as to cover the administrative expenses incurred by the Board and its Committees in carrying out their responsibilities.

#### 5. Compensation of the Board

The Company's executive officers shall not receive additional compensation for their service as directors. The form and amount of non-management director compensation will be determined by the Board upon the recommendation of the Compensation Committee. The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope. Compensation should align directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.

#### 6. Director Orientation and Education

New directors shall participate in an orientation program. In addition, continuing directors shall be provided with education on appropriate subjects as determined by the Board.

#### 7. Management Succession

The Board, either directly or through one or more of its committees, shall approve and maintain a succession plan for the senior executive officers. The Board (1) develops criteria for the selection and performance review of senior executive officer positions that reflect the Company's business strategy; (2) routinely reviews and discusses succession planning and (3) identifies potential successors for senior executive officer positions. The Board also maintains an emergency succession plan that is reviewed periodically.

#### 8. Self-Evaluation

The Board and each of the Committees will perform an annual self-evaluation.

#### 9. Director Service on Other Public Company Boards

Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. A director who also serves as the Chief Executive Officer of the Company should not serve on more than one board of a public company in addition to the Company's Board. Directors other than the Company's Chief Executive Officer should not serve on more than three boards of other public companies in addition to the Company's Board. Prior to accepting service on the board of a private company, all directors should (to the extent practicable) notify the Company's corporate secretary of their intention.

#### 10. Directors with Significant Job Changes

When a director's principal employment, business association or other professional responsibilities change during his or her tenure as a director, that director shall provide the Chairperson of the Nominating and Corporate Governance Committee with prompt notice thereof and tender his or her resignation for consideration by the Nominating and Corporate Governance Committee. If the Chairperson of the Nominating and Corporate Governance Committee changes any such positions, he or she shall provide the required notice and tender his or her resignation to the Chairman of the Board. The Nominating and Corporate Governance Committee shall consider the change and its impact, if any, on the director's continuing service and value to the Board and stockholders and shall report its findings and recommendation to the Board. The Board shall consider the recommendation of the Nominating and Corporate Governance Committee and determine whether the director's continued service is appropriate and in the best interest of the Company and its stockholders or whether to accept the director's resignation.

#### 11. Confidentiality

Directors should protect and keep confidential all of the Company's non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes, without limitation, Board deliberations, information regarding the Company's strategy, business, finances, and operations; minutes, reports, and materials of the Board and its Committees; and other documents identified as confidential by the Company.

#### 12. Review of Corporate Governance Guidelines

The Nominating and Corporate Governance Committee will, from time to time as it deems appropriate review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.