

**MERGERS AND ACQUISITIONS COMMITTEE CHARTER
OF
PORCH GROUP, INC.
(the “Company”)**

As adopted by the Board of Directors, effective January 12, 2021

Purpose

The purpose of the Mergers and Acquisitions Committee (the “Committee”) of the Board of Directors of the Company (the “Board”) is to assist the Board in discharging its responsibilities relating to the review, evaluation, recommendation and approval of mergers, acquisitions, dispositions, investments, joint ventures or similar transactions or arrangements, whether by transfer of equity, assets, or otherwise (each, a “Transaction”) proposed by the Company’s management, as set forth herein.

The Committee is authorized to approve any Transaction involving a business within the Company’s current market verticals or operations (including any letter of intent related to such Transaction) in which the total consideration to be paid or received, including any milestone payments, royalties, earn-out payments, incentive compensation or other contingent payments, whether in cash, securities, or a combination thereof (the “Total Consideration”), does not exceed \$10,000,000, or such other limit as may be established from the Board from time to time.

Composition of the Committee

The Committee shall be composed of at least three members. Each of the Committee’s members shall have experience that, in the business judgment of the Board, would be helpful in addressing the matters delegated to the Committee. No person may be made a member of the Committee if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the United States Securities and Exchange Commission.

The Board shall appoint the members of the Committee for such term or terms as the Board may determine. The members of the Committee may be replaced or removed by the Board at any time in the Board’s sole discretion.

Each member of the Committee shall have one vote. Subject to compliance with the notice and other requirements below under the heading “Meetings,” one-third of the Committee members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of all of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall appoint a chairperson, and the chairperson shall preside over the meetings of the Committee. In the event the chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more Committee members when it deems appropriate.

Duties and Responsibilities

The following shall be the principal responsibilities of the Committee:

1. Review the Company's acquisition pipeline, Transaction strategies, candidate Transactions with the Company's management and the strategy and timing for executing Transactions.
2. Consider risks associated with the Company's merger and acquisition activities and the strategy and business models of Transaction candidates.
3. Authorize and approve Transactions by the Company involving a business within the Company's current verticals of operations in which the Total Consideration does not exceed \$10,000,000, or such other limit as may be established from the Board from time to time, subject to paragraph 4 below.
4. Advise and make recommendations to the Board regarding Transaction strategies and candidate Transactions (x) in which the Total Consideration would equal or exceed \$10,000,000 and/or (y) involving a business not within the Company's current verticals or operations, or such other limit as may be established from the Board from time to time.
5. Advise and make recommendations to the Company's management regarding Transaction strategies and candidate Transactions for which management has the requisite authority to act; provided that no recommendation will be necessary as a pre-approval.
6. Periodically review the performance of completed Transactions with the Company's management in the manner the Committee deems necessary and appropriate.
7. Evaluate its performance on a periodic basis and develop criteria for such evaluation and periodically recommend any proposed changes to the Board for approval.

8. Report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
9. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of Nasdaq, the federal securities laws and such other requirements applicable to the Company, as may be delegated to the Committee by the Board from time to time.

The Committee shall have full access to all books, records, facilities, personnel and management of the Company as the Committee deems appropriate in order to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisors in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.