

## TALKSPACE, INC. AUDIT COMMITTEE CHARTER

(As of September 7, 2023)

### I. Purpose

The purpose of the Audit Committee (the “*Committee*”) is to oversee the accounting and financial reporting processes of Talkspace, Inc. (the “*Company*”) and the audits of the financial statements of the Company.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“*GAAP*”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

### II. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of The Nasdaq Stock Market LLC (“*Nasdaq*”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “*SEC*”), subject in each case to any applicable exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be a financial expert as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by the Board of Directors of the Company (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 up to six (6) times annually, including meetings prior to commencement and completion of the annual independent audit. Additionally, the Audit Committee shall meet at least four (4) times annually prior to filing each quarterly report with the SEC on Form 10-Q and each annual report with the SEC on Form 10-K.

The Committee has the authority to establish its own rules and procedures for 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 the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest

services, 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, the Company's bylaws and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

#### **IV. Duties and Responsibilities**

##### *Interaction with the Independent Auditor*

1. *Appointment and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules. The Committee will review the outside auditor engagement teams technical competence, industry knowledge and experience, communication, performance and independence.

2. *Annual Report on Independence.* The Committee must ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

##### *Interaction with Disclosure Committee*

3. *Oversight.* The Disclosure committee or representative shall report to the Committee. In addition, the Committee shall meet with the Disclosure Committee (or an appropriate subcommittee or designee(s) of the Disclosure Committee) as necessary to effectively supervise the Company's disclosure function and specific disclosure issues of particular importance.

4. *Review of Disclosure Committee Approved Financial Statements.* The Committee shall review the approved Disclosure Committee draft of any financial statements, including, but not limited to, any SEC Form 10-Q, Form 10-K, Form 8-K, and annual Proxy Statement issued by the

Company and will discuss with the Internal Auditor for the truthfulness, completeness, and accuracy of disclosures. In addition, the Committee will review with the Internal Auditor the adequacy of the internal financial control mechanisms.

Annual Financial Statements and Annual Audit

5. *Audit Problems.* The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

6. *Form 10-K Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

7. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

Quarterly Financial Statements

8. *Form 10-Q Review.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Other Duties and Responsibilities

9. *Review of Earnings Releases.* The approval of the Committee or its designee shall be required prior to press releases made or authorized by the Company, its officers, and/or its directors, referencing the Company's financial results.

10. *Risk Assessment and Risk Management.* The Committee must discuss the Company's policies with respect to risk assessment and risk management, including but not limited to cybersecurity.

11. *Hiring of Independent Auditor Employees.* The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

12. *Review of Accounting Pronouncements.* The Committee will review with management and the Independent Auditor on a quarterly basis, any new accounting pronouncements that are likely to impact the Company and discuss pending technical and regulatory matters that could affect the financial statements.

13. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

14. *Review of Related Person Transactions.* The Committee must review all related person transactions as defined by Item 404 of Regulation S-K on an ongoing basis and all such transactions must be approved or ratified by the Committee.

15. *Review of Code of Business Conduct and Ethics.* The Committee must periodically consider and discuss with management and the independent auditor the Company's Code of Business Conduct and Ethics (the "**Code**") and the procedures in place to enforce the Code. The Committee must also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board.

16. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

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

17. *Minutes of Committee Meetings.* The Committee meeting minutes shall be retained by the Chief Legal Officer of the Company for a minimum of seven (7) years.

## **V. Delegation of Duties**

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