

OLO INC.

RELATED PERSON TRANSACTIONS POLICY

**APPROVED BY THE BOARD OF DIRECTORS
MARCH 5, 2021**

Olo Inc. (“*Olo*”) has adopted this Related Person Transactions Policy to set forth the procedures for the identification, review, consideration, and approval or ratification of transactions involving Olo and any “Related Person” (as defined below) by the Audit Committee of the Board of Directors or by such other committee of the Board as may be designated by the Board of Directors (such committee, the “*Committee*”). In the absence of such alternative designation, the Committee shall be the Audit Committee.

DEFINITIONS

“*Related Person*” means any:

- person who is, or at any time since the beginning of Olo’s last fiscal year was, a director or executive officer of Olo or a nominee to become a director of Olo;
- securityholder known by Olo to be the beneficial owner of more than 5% of any class of Olo’s voting securities (a “*significant stockholder*”);
- “*immediate family member*” of any of the foregoing, which means (i) any dependent child, dependent stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, brother-in-law, or sister-in-law of such person sharing the household of such person, and (ii) any other person (other than a tenant or employee) sharing the household of such person; or
- firm, corporation or other entity in which any of the foregoing persons is an executive officer, partner or principal or holds a similar control position or in which such person has a 5% or greater beneficial ownership interest (an “*affiliate*”).

“*Related Person Transaction*” is a transaction, arrangement, or relationship (or any series of similar transactions, arrangements, or relationships) in which Olo and any Related Person are, were or will be participants in which the amount involved exceeds \$120,000. Transactions involving compensation for services provided to Olo as an executive officer or director shall not be considered Related Person Transactions under this policy.

IDENTIFICATION OF RELATED PERSONS AND DISSEMINATION OF INFORMATION

Each director and executive officer shall notify all of his or her “affiliates” and “immediate family members”, as well as any “significant stockholder” with which he or she is associated, requiring that, before they or any of their “affiliates” may engage in any Related Person Transaction, they must inform the director or executive officer in advance and may not proceed with the transaction in the absence of approval pursuant to this policy. The director or executive officer shall report the proposed transaction to the management of Olo for consideration and approval by the Committee as a Related Person Transaction in accordance with the terms of this policy. In addition, if any director or executive officer becomes aware of a potential Related Party Transaction involving a “significant stockholder” or its “affiliate” that is not otherwise

associated with a director or executive officer, he or she shall be obligated to report the proposed transaction to the management of Olo for consideration and approval by the Committee as a Related Person Transaction in accordance with the terms of this policy.

ADVANCE APPROVAL OF RELATED PERSON TRANSACTIONS

Under this policy, any proposed transaction that has been identified as a Related Person Transaction may be consummated or materially amended only following approval by the Committee in accordance with the provisions of this policy. In the event that it is inappropriate for the Committee to review the transaction for reasons of conflict of interest or otherwise, after taking into account possible recusals by Committee members, then the Related Person Transaction shall be approved by another independent body of the Board of Directors. The approving body shall be referred to in this policy as the “Committee.”

RATIFICATION OF RELATED-PERSON TRANSACTIONS

Under this policy, any Related Person Transaction, if not a Related Person Transaction when originally consummated, or if not initially identified as a Related Person Transaction prior to consummation, shall be submitted to the Committee for review and ratification in accordance with the approval policies set forth above as soon as reasonably practicable. The Committee shall consider whether to ratify and continue, amend and ratify, or terminate or rescind such Related Person Transaction.

APPROVAL PROCESS AND GUIDELINES

1. In the event that Olo proposes to enter into, or materially amend, a Related Person Transaction, management of Olo shall present such Related Person Transaction to the Committee for review, consideration, and approval or ratification. The presentation shall include, to the extent reasonably available, a description of (a) all of the parties thereto, (b) the interests, direct or indirect, of any Related Person in the transaction in sufficient detail so as to enable the Committee to fully assess such interests, (c) a description of the purpose of the transaction, (d) all of the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction, or, in the case of indebtedness, that amount of principal that would be involved, (e) the benefits to Olo of the proposed Related Person Transaction, (f) if applicable, the availability of other sources of comparable products or services, (g) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to or from, as the case may be, an unrelated third party or to employees generally, and (h) management’s recommendation with respect to the proposed Related Person Transaction. In the event the Committee is asked to consider whether to ratify an ongoing Related Person Transaction, in addition to the information identified above, the presentation shall include a description of the extent of work performed and remaining to be performed in connection with the transaction and an assessment of the potential risks and costs of termination of the transaction, and where appropriate, the possibility of modification of the transaction.

2. The Committee, in approving or rejecting the proposed Related Person Transaction, shall consider all the relevant facts and circumstances deemed relevant by and available to the Committee, including, but not limited to (a) the risks, costs, and benefits to Olo, (b) the impact on a director’s independence in the event the Related Person is a director, immediate family member of a director, or an entity with which a director is affiliated, (c) the terms of the transaction, (d) the availability of other sources for comparable services or products and (e) the terms available to or from, as the case may be, unrelated third parties or to or from employees generally. The Committee shall approve only those Related Party Transactions that, in light of known circumstances, are in, or are not inconsistent with, the best interests of Olo and its stockholders, as the Committee determines in the good faith exercise of its discretion.

SEC COMPLIANCE

All executive officers and directors will abide by the securities laws that govern related party transactions. As a result, the actions or relationships that will be considered covered by this policy with respect to our executive officers and directors are those that meet the requirement for disclosure in our periodic filings with the Securities and Exchange Commission pursuant to Item 404 of Regulation S-K, referred to as “related party transactions.” Such related party transactions must be approved by the Committee as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this policy or other Company policies.