

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS OF**  
**NANTHEALTH, INC.**

(As reviewed and approved on June 8, 2022)

**FUNCTION**

The primary function of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of NantHealth, Inc. (the “**Company**”) shall be to ensure the Board is properly constituted and that the Board's governance and oversight practices meet its fiduciary obligations to stockholders and the Company. In carrying out this function, the Committee shall assist the Board by, among other things:

- Identifying, considering and nominating candidates for membership on the Board.
- Reviewing and, as the Committee deems necessary and advisable, amending corporate governance guidelines and policies applicable to the Company, and assisting the Board in connection therewith.
- Leading and overseeing the Board in its annual review of the performance of the Board and its committees and the Company's management, as appropriate.
- Recommending members of the Board to serve on committees of the Board and evaluating the functions and performance of such committees.
- Ensuring that a succession plan is in place for the position of Chief Executive Officer (“**CEO**”) and other senior management positions.
- Overseeing and, as necessary, amending from time to time the Company's governance documents, including, without limitation, the Corporate Governance Guidelines and the Global Code of Business Conduct and Ethics (“**Code of Ethics**”).

**COMPOSITION**

1. Membership and Appointment. The Committee shall consist of at least three members of the Board. Members of the Committee shall be appointed by the Board and shall serve until the earlier of their resignation or removal by the Board in its discretion. Notwithstanding the foregoing, at least one member shall be rotated off at least once every three years.
2. Qualifications. At least two members of the Committee must meet the independence requirements of the securities exchange on which the Company's securities are listed and such other qualifications as may be established by the Board from time to time. Any additional members of the Committee are not required to be independent.
3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any chairperson designated by the Committee at any time. Notwithstanding the foregoing, the chairperson shall change at least once every three years.

**RESPONSIBILITIES**

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Board Composition, Evaluation and Nominating Activities. The Committee shall:

- Evaluate the independence of members of the Board on an ongoing basis and through a formal annual process
- Oversee the review of the annual process of the submission of questions regarding Board independence, as appropriate.
- Identify criteria for selecting new directors. Such criteria shall include the independence of director candidates, possession of such knowledge, qualifications, qualities, experience, skills, expertise and diversity as may enhance the Board's ability to manage and direct the affairs and business of the Company, including the ability of committees of the Board to fulfill their duties (the “**Director Criteria**”).
- Recommend to the Board director nominees for election by the stockholders or appointment by the Board, as appropriate.
- Review the suitability for continued service as a director of each Board member when his/her term expires and when he or she has a significant change in status, and recommending whether or not the director should be re-nominated.
- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
- Search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nominations and recommendations policies and procedures.
- Review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
- Consider the Board’s leadership structure, including the separation of the Chairman and CEO roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Company’s securities are listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws.

2. Board Committees. The Committee shall:

- Review annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Committee shall:

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Periodically review the Corporate Governance section of the Company's website to ensure public access to, at a minimum: (i) biographical information regarding the Company's officers and directors sufficient to ascertain his/her qualifications; (ii) committee charters; (iii) the Company's Corporate Governance Guidelines; and (iv) the Code of Ethics.
- Periodically review and amend, as necessary, the Company's Corporate Governance Guidelines and Code of Ethics to ensure they are consistent with all applicable laws, regulations and listing standards.
- Recommend Board-level changes regarding the Company's corporate governance policies and programs as the Committee determines to be necessary or desirable.
- Review and update, as appropriate, the Committee Charter on the "Investors" section of the Company's website (under the "Corporate Governance" tab).
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and to oversee the conduct of this annual evaluation.
- Conduct a periodic review of the Company's succession planning process for the CEO and any other members of the Company's executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company's executive management team.
- Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
- Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
- Review the disclosure regarding the operations of the Committee and director independence, to be included in the Company's proxy statement or annual report on Form 10-K.

4. Conflicts of Interest. The Committee shall:

- Review and monitor compliance with the Code of Ethics.
  - Consider questions of possible conflicts of interest of Board members and of corporate officers.
  - Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee.
5. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
  6. Performance Review. The Committee shall review and assess the performance of the Committee on an annual basis.

## MEETINGS AND PROCEDURES

1. Meetings.
  - The Committee will meet at least four times per year, or more frequently as circumstances warrant, at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
  - The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
  - The Committee may request or invite, as appropriate, any director, officer and/or employee of the Company, outside counsel or other consultants and such other persons to its meetings or to meet with any of the Committee's members or consultants as it deems appropriate in order to carry out its responsibilities.
2. Reporting to the Board of Directors. The Committee shall report regularly to the Board regarding its activities and recommendations.
3. Authority to Retain Advisors. The Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any such search firms or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.
4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
5. Compensation. Members of the Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion.