

**VERADIGM INC.  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**Amended and Restated as of November 16, 2022**

**Purpose**

The purpose of the Nominating and Governance Committee (the “Committee”) of Veradigm Inc. (the “Company”) is to:

- assist the Company’s Board of Directors (the “Board”) in identifying and evaluating qualified individuals to become Board members, and to recommend to the Board the director nominees to stand for election at each annual meeting of stockholders (or to fill any vacancies on the Board);
- develop and recommend to the Board the corporate governance policies applicable to the Company;
- lead the Board in its annual review of the Board’s performance; and
- make recommendations to the Board with respect to the assignment of individual directors to various committees, consistent with the Certificate of Incorporation and By-laws of the Company, and as and when requested by the Board.

**Composition of the Committee; Meetings**

The Committee shall consist of no fewer than three members of the Board as may be determined and appointed from time to time by a majority of the entire Board, each of whom shall be “independent” as determined by the Board consistent with the listing standards of the Nasdaq Stock Market LLC. The Committee members will serve for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed. The Board shall select the Chairperson of the Committee. The Chairperson, or in his or her absence such other member as the Committee may select, shall preside at Committee meetings.

A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of all of the members of the Committee (in person or by telephone or videoconference) shall be the act of the Committee. Actions may be taken by unanimous written consent (including electronically) in lieu of a meeting of the Committee.

**Authorities and Responsibilities**

1. The Committee shall make recommendations to the Board from time to time as to the size and composition of the Board or any committee thereof.
2. The Committee shall have the authority to, from time to time, identify and evaluate individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting

of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board a nominee to fill such vacancy. The Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates. Director nominees shall be selected based on their business and professional accomplishments, integrity, demonstrated ability to make independent analytical inquiries, diversity, ability to understand the Company's business, willingness to devote the necessary time to Board duties, and other appropriate factors.

3. The Committee shall establish procedures for the regular ongoing reporting by Board members of any developments that may be deemed to affect their independence status.
4. The Committee shall have the authority to develop and no less frequently than annually assess and make recommendations to the Board concerning appropriate corporate governance principles. The Committee will have oversight over the Company's Corporate Governance Guidelines and other corporate governance documents.
5. The Committee shall review and assess the Company's policies and practices regarding corporate responsibility and sustainability that are of significance to the Company and its stakeholders, including environmental, social and governance matters.
6. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee, consistent with the Company's corporate governance documents. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
7. The Committee shall have the authority to retain and terminate any search firm to assist in identifying director candidates, and to retain other outside advisors as it deems necessary or appropriate in its sole discretion, in each case at the Company's expense. The Committee shall have sole authority to approve related fees and retention terms.
8. The Committee shall oversee the annual performance evaluation of the Board and its committees and report annually to the Board with an assessment of the performance of the Board and its committees and recommendations for improvement.
9. The Committee shall oversee an orientation program for new directors and a continuing education program for all directors.
10. The Committee shall review and assess any questions regarding potential conflicts of interest involving directors or executive officers, and shall suggest any action that it deems necessary or appropriate.

11. The Committee shall facilitate the Board's annual review and assessment of the Company's management succession planning for the CEO and other members of senior management, including plans for interim succession in the event of an unexpected occurrence, and recommend any action that it deems necessary or appropriate.
12. The Committee shall establish and periodically review the share ownership guidelines for the Company's directors, as outlined in the Company's Corporate Governance Guidelines.
13. The Committee shall consider and make recommendations to the Board with respect to any resignation offered or tendered by a director pursuant to the Company's Corporate Governance Guidelines.
14. The Committee shall review and make recommendations to the Board with respect to stockholder proposals properly submitted for inclusion in the Company's proxy statement. The Committee may refer any such proposal to another committee of the Board for review and recommendation as deemed appropriate.
15. The Committee shall keep regular minutes of its meetings, report its activities to the full Board on a regular basis and make such recommendations with respect to the matters addressed in this Charter and other matters as the Committee may deem necessary or appropriate.
16. The Committee shall review and assess the adequacy of this Charter at least annually and recommend any changes to the Board.
17. The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents, and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.