

## ALIGNMENT HEALTHCARE, INC.

### NOMINATING, CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE CHARTER

As Adopted by the Board of Directors on February 24, 2023

The board of directors (the “Board”) of Alignment Healthcare, Inc., a Delaware corporation (the “Company”), at a meeting of the Board on February 24, 2023, adopted this revised charter (“Charter”) as the Charter of the Nominating, Corporate Governance and Compliance Committee (the “Committee”).

#### I. Purpose

The Committee shall:

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements, including that certain Stockholders Agreement, dated on or about March 26, 2021 by and among Alignment Healthcare Holdings, Inc., a Delaware corporation (the “Company”), General Atlantic (ALN HLTH), LP, a Delaware limited partnership and Warburg Pincus Private Equity XII, L.P., WP XII Partners, L.P., Warburg Pincus Private Equity XII-B, L.P., Warburg Pincus XII Partners, L.P., Warburg Pincus Private Equity XII-D, L.P. and Warburg Pincus Private Equity XII-E, L.P. (the “Stockholders Agreement”);
- (c) to the extent the Committee determines it appropriate or required by applicable stock exchange listing standards, develop, recommend to the Board for approval and monitor compliance with corporate governance guidelines applicable to the Company;
- (d) oversee the evaluation of the Board; and
- (e) assist the Board in fulfilling its oversight responsibilities with respect to (i) compliance with the laws and regulations applicable to the Company’s business, (ii) approval of compliance-related codes, directives and policies, (iii) investigation of reported violations of Company codes, directives and policies, and applicable law, and (iv) performance of any additional compliance-related tasks deemed necessary and appropriate by the Board.

## **II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Company's corporate governance guidelines, the Nasdaq Global Select Market (the "Exchange") and any other applicable regulatory requirements, subject to the phase-in periods permitted under the rules of the Exchange; provided that one director who does not satisfy the applicable independence requirements of the Exchange may be appointed to and serve on the Committee, subject to compliance with the requirements of Nasdaq Listing Rule 5605(e)(3).

At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee's chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines, the Exchange and any other applicable regulatory requirements.

## **III. Meetings**

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

## **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

### ***Board Criteria and Nominees***

1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board. Candidates are to be selected for, among other things, their independence, diversity of experience, demonstrated leadership and the ability to exercise sound judgment. Criteria to be considered by the Committee include any specific qualities or skills the Board believes are necessary for one or more of the Board members to possess and the desired qualifications, expertise, experience and characteristics of Board members, with the goal of

developing an experienced and highly qualified Board. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process the Committee shall formally review each director's continuation on the Board every three years. As part of its formal review of directors, the Committee shall consider all factors which it deems appropriate, including director performance, any other directorships held by the director, whether the director undertook continuing director education and any other criteria approved by the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines, if applicable, and any other criteria approved by the Board. The Committee shall also consider the guidelines set forth on Appendix A hereto.
3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by stockholders of the Company, including pursuant to the terms of the Stockholders Agreement, and review the qualifications of such candidates pursuant to these policies and procedures.

***Board Composition, Organization and Procedures***

1. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board, including the chairperson of the Board and each committee of the Board.
2. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.
3. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the Exchange or any other applicable regulatory requirements.
4. Review and make recommendations to the Board with respect to any directors who are invited to serve on the board of directors of another public company or who change the role, position or areas of responsibility

with another company that they held when they were elected to the Board, including making recommendations to the Board as to whether the director should cease holding any potentially conflicting position with another company.

5. Review and make recommendations to the Board with respect to any actual or potential conflict of interest involving a director or other circumstances that may adversely reflect upon a director, unless such actual or potential conflict of interest involves a related party transaction including, but not limited to, (i) requesting that the director should cease the conflicting activity or (ii) requesting that the director submit his or her resignation from the Board if continuing service on the Board is not consistent with the criteria deemed necessary for continuing service on the Board.
6. Review any director resignation letter tendered and evaluate and recommend to the Board whether such resignation shall be accepted.
7. Develop and maintain the Company's orientation programs for new directors and continuing education programs for directors.

#### ***Board Evaluation***

1. Oversee the annual evaluation of the Board and its committees and report the results of such evaluation, including any recommendations for proposed changes, to the Board.

#### ***Succession Planning***

1. Develop and recommend to the Board for approval a Chief Executive Officer ("CEO") and executive officer succession plan (the "Succession Plan"), develop and recommend to the Board for approval an interim CEO succession plan in the event of an unexpected occurrence and, as the Committee deems appropriate, to review the Succession Plan from time to time with the CEO and any other executive officers and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan.

#### ***Corporate Governance***

1. Develop and oversee the Company's corporate governance policies and practices, including compliance with the corporate governance rules of the Exchange.
2. To the extent required by Exchange rules or otherwise deemed appropriate by the Committee, develop, review and assess the adequacy of the Company's written corporate governance principles and guidelines annually and recommend to the Board any changes the Committee deems

appropriate, and monitor, on an ongoing basis, compliance with such corporate governance principles and guidelines.

3. Periodically review and oversee the Company's strategy, initiatives, risks, opportunities and related reporting on material environmental, social and governance matters, and provide updates and make recommendations on such matters to the Board, as needed.
4. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
5. Resolve conflict of interest questions involving executive officers and other key employees in accordance with SEC rules and the Company's conflict of interest policies and guidelines.

### ***Risk Management***

1. Review and discuss with management the Company's major risk exposures, including financial, operational, privacy, security, business continuity and legal and regulatory risks, the steps the Company has taken to monitor and control such exposures, and the Company's risk assessment and risk management policies; and regularly report to the Board the substance of such reviews and discussions.

### ***Legal and Regulatory Compliance***

1. Oversee compliance with the laws and regulations applicable to the Company's business, including, without limitation, Centers for Medicare and Medicaid Services rules, fraud and abuse laws, and state health plan licensure requirements.
2. Develop, review and assess the adequacy of policies designed to ensure that the Company and its personnel will comply with all laws applicable to the Company, its business and ownership of its assets, including all policies and procedures required by the Company's by-laws and governing law.
3. Identify aspects of the Company's regulatory scheme that work well and those that need improvement, and, as necessary, make recommendations to the Board for changes that would ensure fair, vigorous and effective compliance.
4. Review options and recommendations for the Company regarding potential engagement with outside regulatory authorities and

governmental authorities, including informal discussions or preemptive or voluntary engagement with such authorities.

5. Review and discuss with senior management the key guidelines and policies governing the Company's legal and regulatory compliance activities, including any risk assessment, monitoring and management applicable to such activities.
6. Review and discuss with senior management, including the Company's compliance, risk and internal audit personnel, the implementation and effectiveness of each of the Company's compliance and ethics policies and programs, including the processes for resolution of compliance and ethics issues.
7. Provide senior compliance, risk and internal audit personnel of the Company with direct lines of communication and unrestricted access to the Committee.
8. Unless expressly under the purview of another committee of the Board, receive reports from senior management and other applicable Company personnel on (i) significant correspondence with, or other action by, governmental authorities regarding the Company, any material legal affairs of the Company, and the Company's compliance with applicable law; (ii) the schedule and results of significant regulatory examinations in the jurisdictions in which the Company operates, including the nature and status of corrective actions; (iii) ongoing regulatory projects, including long-term or remediation projects in response to particular regulatory issues or concerns; (iv) business decisions or significant issues that arise in areas or activities on which the regulators are or are likely to be focused or that are reasonably likely to generate regulatory scrutiny or action with respect to the Company; (v) key controls and processes in business and functional areas that are likely to be the subject of regulatory review; (vi) existing or proposed regulations in the jurisdictions in which the Company operates that could significantly impact the Company's current and proposed business activities; and (vii) senior management's assessment of the effectiveness of the Company's policies, systems and procedures with respect to managing compliance with regulatory requirements.
9. Assist the Board in the investigation (formal or informal) of reported violations of Company codes, directives and policies, and applicable law.
10. Review and periodically update Alignment's Code of Business Conduct and Ethics and review management's monitoring of Alignment's compliance with its Code of Business Conduct and Ethics and amendments and waivers in connection therewith. Review and approve any public disclosure made regarding such change or waiver and advise

the Board with respect to the Company's policies and procedures regarding compliance with such code.

11. Review and take appropriate action with respect to any reports to the Committee from legal counsel for the Company concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf.
12. Oversee the Company's public affairs and policy strategy.
13. Perform duties similar to the duties listed in items 1 to 12 above for the Company's subsidiaries, as applicable.

***Other Matters***

1. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
2. Conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
3. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

**V. Resources**

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the "Advisors") to assist it in carrying out its duties. The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **APPENDIX A**

### **General Criteria for Nomination as a Director**

#### **General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.

2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.

3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.

4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public and to act in the interests of all stockholders.

5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.

6. The Committee shall actively consider nominees who can contribute to the diversity of the Board in terms of gender, race, ethnicity, and professional background both individually and collectively. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, gender identity, sexual orientation, age, disability, political affiliation or any other basis proscribed by law.

#### **Application of Criteria to Existing Directors**

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating, Corporate Governance and Compliance Committee shall consider the existing directors' performance on the Board and any Committee, which may include consideration of the extent to which the directors undertook continuing director education.