

ALIGNMENT HEALTHCARE, INC.

COMPENSATION COMMITTEE CHARTER

As Adopted by the Board of Directors on March 24, 2021

The board of directors (the “Board”) of Alignment Healthcare, Inc., a Delaware corporation (the “Company”), by action by written consent dated March 24, 2021, established a compensation committee of the Board (the “Committee”) and adopted this charter (“Charter”) as the Charter of the Committee.

I. Membership

The Committee shall consist of three (3) or more members of the Board, each of whom shall satisfy the applicable independence and other compensation committee membership requirements of the Company’s corporate governance guidelines, the Nasdaq Global Select Market (the “Exchange”) and any other applicable regulatory requirements, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the phase-in periods permitted under the rules of the Exchange.

The members of the Committee shall be appointed by action of a majority of the Board. The members of the Committee shall serve for such term or terms as the Board may determine by resolution or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

At least one member of the Committee shall have experience in matters relating to executive compensation either as a professional or as a business executive. At least two members shall qualify as “non-employee directors” (“Non-Employee Directors”) for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder.

If at any time the Committee includes a member who is not a Non-Employee Director within the meaning of Rule 16b-3 under the Exchange Act and the rules and regulations promulgated thereunder, then the Board shall approve any grants made to any individual who is subject to liability under Section 16 of the Exchange Act.

II. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive, management and employee compensation.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- i. To set, review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“CEO”) and other executive officers, evaluate at least at the end of every fiscal year the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The CEO shall not be present during voting or deliberations relating to his or her compensation.
- ii. To approve and make recommendations to the Board regarding the compensation of all other executive officers.
- iii. To review, approve and, if requested by the Board, recommend to the Board for approval, the Company’s policy with respect to change-of-control or “parachute” payments and incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, in each case, subject to approval by the Board. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
- iv. To review, approve and, if requested by the Board, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- v. To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- vi. To review, approve and, if requested by the Board, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans, in each case, subject to approval by the Board.
- vii. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk. In reviewing the Company’s incentive compensation, equity-based and pension plans, the Committee may consider the plan’s administrative costs, current plan features relative to any proposed new features, the results of the most recent shareholder advisory vote on executive compensation

required by Section 14A of the Exchange Act (the “Say-on-Pay Vote”) and the performance of the plan’s internal and external administrators if any duties have been delegated.

- viii. To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.
- ix. To review and approve executive officer and director indemnification and insurance matters.
- x. To review the Company’s compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the SEC. To review and discuss the Company’s Compensation Discussion and Analysis (“CD&A”) with management and based on such review and discussion, determine whether to recommend to the Board that such compensation disclosures and CD&A be disclosed in the Company’s Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
- xi. To review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act.
- xii. To prepare any report required by applicable rules and regulations or listing standards, including the report required by the SEC to be included in the Company’s annual proxy statement or, if the Company does not file a proxy statement, in the Company’s Annual Report filed on Form 10-K with the SEC.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary 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 the compensation consultant. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. Before retaining an Advisor (other than in-house legal counsel and any Advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such Advisor, including the independence factors relevant to the advisor’s independence from management specified in Nasdaq Listing Rule 5605(d)(3) and any other independence factors that it is required to consider

by law or the Exchange rules. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter and in the best interests of the Company and its member(s).

V. Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least once a year at such times and places as it deems necessary to fulfill its responsibilities. 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. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management and others to its meetings as it deems appropriate. However, the Committee may meet regularly without such members of management present, and may require that the CEO and any other such officers not be present at meetings at which their compensation or performance (or the compensation or performance of other management members) is discussed or determined.

VI. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines and the Exchange.

VII. Evaluation

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall 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.