

---

## CLARITEV CORPORATION

---

### **RISK COMMITTEE CHARTER**

#### **I. PURPOSE**

The Risk Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Claritev Corporation (the “Company”) shall fulfill its responsibilities and duties outlined in this Charter, including, without limitation, the Committee’s oversight of:

- A. enterprise-wide risk assessment and management, including with respect to cybersecurity, information security, artificial intelligence and data privacy; and
- B. the risk management policies and procedures of the Company that are designed to identify, prioritize, assess, monitor, and mitigate the various risks the Company confronts.

It is not the responsibility of the Committee to conduct any risk or compliance assessments or manage any risk or compliance, in each case with regard to cybersecurity, information security, and data privacy. Rather, the Committee is responsible for reviewing management’s processes for assessing and managing such risk and compliance, and management’s implementation thereof, and for providing guidance to management and the Board of Directors with respect thereto.

#### **II. STRUCTURE AND OPERATIONS**

##### **Membership Requirements**

The Committee shall be comprised of two or more members of the Board of Directors.

##### **Appointment and Removal**

The members of the Committee shall be appointed by the Board of Directors. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

##### **Chairperson**

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all meetings of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

### Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority held by the Committee as the Committee deems appropriate.

### **III. MEETINGS**

The Committee shall meet periodically as circumstances dictate, but no less than once per year. The Chairperson or lead director of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee in office from time to time shall constitute a quorum for the transaction of business. Each member of the Committee shall have one vote on all matters brought before the Committee. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study, review or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any outside counsel or other adviser to the Committee. The Committee may also utilize the services of the Company's regular internal and/or external counsel or other advisors to the Company. The Committee shall be directly responsible for the appointment of, authorization of the compensation for and oversight of any outside counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, outside counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be responsible for the following areas:

- a. Reports to Board - Report regularly to the Board of Directors including:
  - i. periodically following meetings and written resolutions of the Committee; and
  - ii. with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. Subject always to the obligation to maintain minutes of meetings and activities of the Committee, the report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report;

- b. Minutes - Maintain minutes or other records of meetings and activities of the Committee;
- c. Particular Recommendations - Make recommendations to the Board of Directors with respect to the adequacy of and resources allocated to the Company's enterprise-wide risk management functions, including risks with respect to related to cybersecurity, information security, data privacy and technology;
- d. Enterprise Risk - Discuss with management and evaluate the adequacy of the Company's approach to enterprise-wide risk assessment and enterprise-wide risk management (including, where applicable, the Company's related guidelines and policies), including risks related to cybersecurity, information security and data privacy, as outlined in further detail below;
- e. Cybersecurity - Review with management and oversee: (i) the Company's cybersecurity threat landscape, risks, and cybersecurity programs, including the prevention or mitigation of such threats; and (ii) the Company's compliance with applicable cybersecurity laws, regulatory requirements, client requirements and industry standards;
- f. Information Security - Review with management and oversee the Company's policies, procedures, plans, and execution intended to provide security, confidentiality, availability, and integrity to its information technology and network systems, including but not limited to, encryption, network security, data security, internal access control systems, and physical, organizational, and technical security;
- g. Artificial Intelligence - Review with management and oversee the risk management implications resulting from the use by the Company (or its clients, vendors or other commercial partners) of artificial intelligence or machine learning, including in: (i) the Company's products, services and offerings; and (ii) the operation of the Company's business. These implications may include ethical considerations, data privacy and security, transparency and explainability, bias and discrimination,

- accountability and liability, safety and control, continuous monitoring and improvement, and compliance with laws and regulations;
- h. Data Privacy - Review with management and oversee the Company's programs regarding data privacy and the Company's compliance with applicable data privacy and protection laws and industry standards;
  - i. Technology - Discuss with management and advise on the risk management implications of technology maturity plans and operations, including, without limitation, Cloud migration and operation, identity access management, telephony, code development, outsourcing of IT functions, physical security systems and related staff training, awareness and education.
  - j. Other Risks - Review with management and oversee the company's programs regarding other areas of enterprise risk identified by the committee or management as areas of focus in risk management.
  - k. Third Parties - Discuss with management and evaluate the adequacy of the Company's approach to risks relating to critical third parties' (e.g., vendors) information technology systems and processes, including with respect to cybersecurity, information security, data privacy, technology and risk management frameworks;
  - l. Audits - Discuss with management and evaluate the adequacy of the Company's approach to any internal or third party audits of its and critical third parties (e.g., vendors) risk assessment and management systems and processes to ensure that management has established appropriate processes to monitor compliance in this area, including with respect to cybersecurity, information security, data privacy and technology programs as well as test preparedness;
  - m. Incident Response and Disaster Recovery - Discuss with management and evaluate the adequacy of the Company's ability to respond to any incidents or disasters, in particular discussing and evaluating: (i) the Company's information technology security program, compliance and controls and response to any identified vulnerabilities or breaches; and (ii) the Company's major technology risk exposures and the steps management has taken to monitor and control such exposures, including procedures regarding management of systemic risk, incident response, communication plans, disaster recovery and business continuity, and business resiliency capabilities;
  - n. Periodic and Annual Reports - Receive periodic reports from the heads of the Company's risk management functions, including but not limited to the cybersecurity, information security, data privacy and technology functions, including in connection with any significant breach of the Company's cybersecurity, information security or data privacy systems or protocols, and receive periodic (but not less than annual) reports from management regarding enterprise level risk of the Company and its subsidiaries;

- o. Risk Management Plan - Review and approve the risk management plan for each upcoming year with a particular focus on cybersecurity, information security, data privacy and technology risk management;
- p. Communications with Audit Committee - Work closely and coordinate regularly with the Audit Committee of the Board of Directors (the “Audit Committee”) and other committees of the Board, as appropriate, with respect to the oversight of the Company’s risks covered by the scope of the Committee’s responsibilities and refer to the Audit Committee any matters that have come to the attention of the Committee that fall under the oversight of the Audit Committee or are otherwise relevant for noting or consideration by the Audit Committee, including any matters relating to the Company’s internal control over financial reporting; and
- q. Insurance - In coordination with the Audit Committee, review and advise management and the Board of Directors regarding relevant insurance policies, including, without limitation, cybersecurity, to ensure appropriate coverage.

## **V. CHARTER REVIEW**

The Committee shall periodically review and reassess the adequacy of this Charter and recommend to the Board of Directors any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such reviews in such manner as it deems appropriate.

Adopted by the Board of Directors

Effective Date: March 19, 2025