
CLARITEV CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Claritev Corporation (the “Company”) shall provide assistance to the Board of Directors by, among other things:

- A. identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors, and recommending for the Board of Directors’ selection, those director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. developing and recommending to the Board of Directors a set of corporate governance guidelines applicable to the Company, assisting the Board of Directors in complying with them and evaluating those guidelines from time to time and recommending changes, as needed;
- C. overseeing the evaluation of the Board of Directors, the committees of the Board of Directors and the Company’s management;
- D. recommending members of the Board of Directors to serve on committees of the Board of Directors;
- E. overseeing the management continuity process and succession planning; and
- F. otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND OPERATIONS

Membership Requirements

The Committee shall be comprised of two or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to meet the criteria for independence under the applicable rules of the New York Stock Exchange, subject to an election by the Company to rely on the exemption available to “controlled companies” and any applicable transition periods.

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. The Chairperson 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, 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 also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of nominees for election as directors to serve on the Board of Directors.
2. Subject to paragraph 4 below, identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend to the Board of Directors those candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with other members of the Board and (b) all other factors the Committee considers appropriate, which may include age, diversity of background, existing commitments to other businesses, service on other boards of directors or similar governing bodies of public or private companies or committees thereof, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board of Directors. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

3. Evaluate candidates for nomination for election to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations by shareholders as it deems appropriate.
4. To the extent there are one or more stockholders agreements or investor rights agreements to which the Company is a party (as such may be amended from time to time) governing the composition of the Board of Directors, the Committee shall act appropriately to nominate individuals to serve as directors of the Board of Directors, to fill vacancies on the Board of Directors and to comply with such other matters as may be specified in each such agreement, in each case, in accordance with such stockholders agreement or investor rights agreement, as applicable.

5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
6. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse backgrounds.
8. Oversee the evaluation of the Board of Directors and its committees.
9. Recommend to the Board of Directors as necessary and appropriate an individual to serve as a lead director of the Board of Directors, if applicable, as described in the Company's Corporate Governance Guidelines.

Committee Selection, Composition and Evaluation

10. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, Securities and Exchange Commission rules and applicable rules of the New York Stock Exchange, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
11. Recommend members of the Board of Directors to serve as the Chairpersons of the committees of the Board of Directors.
12. Establish, monitor and recommend the purpose, structure and functions of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
13. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

Corporate Governance

14. Review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
15. Develop and recommend to the Board of Directors a set of corporate governance guidelines to be set out in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to

the Board of Directors changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.

16. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.

Continuity / Succession Planning Process

17. Oversee and approve the management succession planning process for executive officers (as defined by Section 16 of the Securities Exchange Act of 1934, as amended). Review and evaluate policies and principles for CEO selection, as well as policies regarding CEO succession.

Reports

18. 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 minute 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.

19. Maintain minutes or other records of meetings and activities of the Committee.

V. PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, 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 evaluations and reviews in such manner as it deems appropriate.

Adopted by the Board of Directors

Effective Date: March 19, 2025