

Bright Health Group, Inc.
Compensation and Human Capital Committee Charter
(As adopted on May 21, 2021, 2021)

I. Purpose and Authority

The Compensation and Human Capital Committee is established by and among the board of directors (the “**Board**”) of Bright Health Group, Inc. (the “**Company**”) and is responsible for overseeing the Company’s management compensation philosophies, policies, programs and practices, including:

- a) Review and approval of the compensation payable to the Company’s Chief Executive Officer, the Company’s “**officers**” (as defined by Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)), and certain other members of senior management;
- b) Overseeing the Company’s human capital management matters;
- c) Overseeing the succession of leadership talent for the Company;
- d) Overseeing compliance with the rules and regulations of the Securities and Exchange Commission (“**SEC**”), the New York Stock Exchange (the “**NYSE**”) and other applicable rules and regulations; and
- e) Review the Company’s “Compensation Discussion and Analysis” (the “**CD&A**”) required to be included in SEC filings and produce a Compensation Committee report for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

In carrying out its duties and responsibilities, the Compensation and Human Capital Committee has the authority to engage independent legal counsel or other advisers, to assist in carrying out its responsibilities, and to seek any information it requires from employees, officers, and directors. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the committee and shall have sole authority to approve the advisor’s fees and the other terms and conditions of the advisor’s retention or termination. The Company must provide for appropriate funding, as determined by the committee, for payment of reasonable compensation to any advisor retained by the committee.

The committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the committee taking into consideration all factors relevant to such adviser’s independence from management, including the factors required by the NYSE from time to time. It is expected that the committee will evaluate, on at least an annual basis, whether any work provided by the committee’s compensation consultant raised any conflict of interest. Finally, it is expected that the committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the committee’s compensation consultants.

II. Committee Membership

The Compensation and Human Capital Committee will be comprised of three or more directors as determined by the Board.

Committee members will be appointed by the Board to serve until their successors are elected. Unless a chairman is elected by the Board, the members of the committee may designate a chairman by majority vote.

Each Compensation and Human Capital Committee member will meet the applicable standards of independence under the rules of the NYSE, subject to an election by the Company to rely upon any applicable transition periods, as determined by the Board.

At least two members of the Compensation and Human Capital Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Exchange Act.

III. Committee Meetings

The committee will meet on a regularly scheduled basis and more frequently as circumstances dictate. Each committee member is expected to attend each of the regularly scheduled meetings. A majority of the committee members shall constitute a quorum for the transaction of business. The Compensation and Human Capital Committee shall take action by the affirmative vote of a majority of the committee members present at a duly held meeting or by written action signed in the manner and by the number of committee members required under the Company’s Certificate of Incorporation and Bylaws and applicable law. Meetings of the committee may be held telephonically or by other remote communication means.

The committee chairman will approve the agenda for the committee’s meetings and any member may suggest items for consideration. Briefing materials will be provided to the committee in advance of meetings. Minutes shall be kept of each meeting of the committee, and the committee shall regularly provide reports of its actions and activities to the Board.

Each regularly scheduled meeting will conclude with an executive session of the committee absent members of management.

The committee may form and delegate authority and duties to subcommittees as it deems appropriate; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Exchange Act, any such subcommittee shall be composed solely of two or more members that have been determined to be “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act. The committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any person other than an officer of the Company under the Company’s incentive-compensation or other

equity-based plans as the committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company's incorporation.

IV. Responsibilities and duties

1. Executive and Director Compensation

- a) Oversee the Company's policies and philosophy related to total compensation.
- b) Periodically review and approve a group of companies for executive compensation competitive comparisons, approve target pay and performance objectives against this group (and broader industry references), and monitor the Company's executive compensation levels and its performance relative to this group.
- c) Review and approve, or recommend to the Board for approval, the annual base salaries, annual incentive opportunities and other benefits of the officers at least annually. The CEO shall not be present during any committee deliberations or voting with respect to his or her compensation.
- d) Review and approve, or recommend to the Board for approval, the following as they affect the officers:
 - i. All other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities.
 - ii. Any employment agreements and severance arrangements.
 - iii. Any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits.
 - iv. Any special or supplemental compensation and benefits for the officers and individuals who formerly served as officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- e) Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- f) Review and approve compensation for the CEO, the Company's officers, and such other employees of the Company as determined by the Committee from time to time.
- g) Review the outside directors' compensation program and recommend changes to the Board as appropriate.
- h) Make recommendations to the Board regarding director's and officer's indemnification and insurance matters.

2. Monitoring Incentive and Equity-Based Compensation Plans

- a) Review and approve, or make recommendations to the Board with respect to the adoption of equity-based and incentive compensation plans that are subject to Board approval and administer the plans in accordance with their terms or oversee the activities of the individuals responsible for administering those plans, as applicable.
- b) Review and approve, or recommend to the Board, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to this Charter.
- c) Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
- d) Review and approve any stock ownership guidelines for directors and officers of the Company and any "clawback" policy of the Company and monitor compliance therewith.

3. Succession and Human Resources Policies and Program

- a) Oversee the management succession process for the CEO and officers.
- b) Oversee and advise the Board about the Company's human capital management strategies and policies, including with respect to attracting, developing, retaining and motivating management and employees, employee relations and workplace safety and culture.
- c) Oversee the Company's workplace diversity and inclusion initiatives and annual progress.

4. Other responsibilities

- a) Review and discuss with management the CD&A and determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
- b) Prepare the Compensation Committee report on officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
- c) Consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including senior management, are reasonably likely to have a material adverse effect on the Company.
- d) Monitor the Company's regulatory compliance with respect to compensation matters.
- e) Review and monitor any employee retirement, profit sharing and benefit plans.
- f) Oversee the Company's compliance with rules and regulations of the SEC regarding stockholder advisory votes on executive compensation and the frequency of such votes and make recommendations to the Board with

respect to such matters.

- g) Conduct an annual performance assessment relative to the Compensation and Human Capital Committee's purpose, duties, and responsibilities outlined herein.
- h) Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or Compensation and Human Capital Committee determines are necessary or appropriate.
- i) Review this charter periodically and recommend any necessary amendments to the Board.