

**Bright Health Group, Inc.**  
**Nominating and Corporate Governance Committee Charter**  
(As adopted on May 21, 2021)

**I. Purpose and authority**

The Nominating and Corporate Governance Committee is established by and among the board of directors (the “**Board**”) of Bright Health Group, Inc. (the “**Company**”) for the primary purpose of assisting the Board in:

- a) Identifying individuals qualified to become Board members;
- b) Evaluating and recommending to the Board individuals for (i) the Board to nominate for election as directors at either an annual or special meeting of shareholders, and (ii) election to the Board to fill vacancies existing on the Board;
- c) Developing and recommending to the Board a set of corporate governance principles, including the Board’s composition and evaluation process;
- d) Overseeing the evaluation of the Board and management;
- e) Performing a leadership role in shaping and overseeing the Company’s corporate governance, corporate social responsibility and public policy strategies.

In carrying out its duties and responsibilities, the Nominating and Corporate Governance Committee has the authority to engage outside legal, accounting, 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 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.

**II. Composition Membership**

The nominating and corporate governance 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 Nominating and Corporate Governance Committee member will meet the applicable standards of independence under the rule of the New York Stock Exchange (“NYSE”), subject to an election by the Company to rely upon any applicable transition periods, as determined by the Board.

### **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 audit committee shall constitute a quorum for the transaction of business. The nominating and corporate governance 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.

### **IV. Responsibilities and Duties**

#### **1. General**

- a) Develop and recommend to the Board criteria for identifying and evaluating candidates for the Board. These criteria are set forth in the Company’s corporate governance principles. The committee considers such criteria in the context of an assessment of the operation and goals of the Board as a whole and seeks to achieve diversity of occupational and personal backgrounds on the Board, including race and gender diversity.
- b) Identify, review the qualifications of, and recruit candidates for the Board.
- c) Recommend candidates to the Board for election or reelection to the Board at each annual meeting of shareholders, which will include assessing the qualifications, attributes, skills, contributions and independence of individual incumbent directors.
- d) Review and consider any Board candidates recommended by the Company’s shareholders on a substantially similar basis as it considers

other nominees.

- e) Develop procedures for shareholders and other interested parties to communicate with the Board.
- f) Consider and recommend to the Board the action to be taken with respect to any resignation tendered by a director.
- g) Review the Company's independence standards and recommend to the Board any modifications to these standards that the Nominating and Corporate Governance Committee deems appropriate.
- h) Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
- i) Oversee the Board's succession planning.
- j) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the reporting channels through which the Board receives information and the quality and timeliness of the information.
- k) Review the Board's leadership and leadership structure, and recommend changes as appropriate.
- l) Recommend directors to the Board for appointment to Board committees and as committee chairs.

## **2. Corporate Governance**

- a) Develop and recommend to the Board a set of corporate governance principles applicable to the Company and annually review and recommend changes to these principles, as appropriate.
- b) Conduct the annual process for evaluation of the Board's effectiveness and performance.
- c) Oversee the evaluation of management.
- d) Oversee the orientation process for new directors and ongoing education for directors.
- e) Review regulatory developments in corporate governance principles in respect of director independence, related party transactions, proxy advisory firms, institutional investors' voting policies and make recommendations to management and the Board regarding the Company's approach in response to such developments and policies.

## **3. Corporate Governance**

- a) Oversee the Company's environmental sustainability and other corporate citizenship activities.
- b) Oversee the Company's policies and practices regarding political expenditures, including an annual review of the Company's political contributions policy and corporate political contributions and trade association dues and payments.

## **4. Other Responsibilities**

- a) Conduct an annual performance assessment relative to the Nominating and Corporate Governance Committee's purpose, duties, and responsibilities outlined herein.
- b) Oversee the performance assessments of the Board's other committees and their charter reviews.
- c) Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or Nominating and Corporate Governance Committee determines are necessary or appropriate.
- d) Review this charter periodically and recommend any necessary amendments to the Board.