

## ATI PHYSICAL THERAPY, INC.

### NOMINATING AND CORPORATE GOVERNANCE CHARTER

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “**Board**”) of ATI Physical Therapy, Inc. (the “**Company**”) effective June 16, 2021.

#### I. PURPOSES

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board to: (i) identify and screen individuals qualified to serve as directors and recommend to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) develop, recommend to the Board and review the Company’s Corporate Governance Guidelines; (iii) coordinate and oversee the annual self-evaluation of the Board and its committees; and (iv) review on a regular basis the overall corporate governance of the Company and recommend improvements for approval by the Board where appropriate.

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company Group. The Committee has the power to retain outside counsel or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

#### II. COMMITTEE MEMBERSHIP

**Composition.** At all times, the Committee shall consist of at least three (3) members of the Board, appointed pursuant to the provisions of the Company’s Bylaws, as amended, modified or supplemented from time to time. Any member may be removed from the Committee by the Board, with or without cause, at any time.

**Chair.** The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

**Independence.** So long as the Company remains a “controlled company” under the rules applicable to companies listed on the New York Stock Exchange (“**NYSE**”), each member of the Committee shall not be required to be an “independent” director in accordance with the applicable listing standards of the NYSE. After the Company ceases to be a “controlled company,” and subject to any permitted phase-in rules, each member of the Committee shall be an “independent” director in accordance with the applicable listing standards of the NYSE and the Company’s Corporate Governance Guidelines. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**Delegation.** The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and the NYSE.

### **III. COMMITTEE MEETINGS**

The Committee shall meet on a regularly scheduled basis at least four (4) times per year or more frequently as circumstances dictate.

The Committee may act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

To fulfill its purposes, the Committee shall:

1. identify, screen and recommend to the Board director candidates for election or re-election consistent with criteria approved by the Board;
2. oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders;
3. periodically review and recommend to the Board for approval or modification (as appropriate), and review disclosure concerning: (a) the Company's policies and procedures for identifying and screening Board nominee candidates, (b) the criteria used to evaluate Board membership and director independence and (c) any policies with regard to diversity on the Board;
4. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the NYSE;
5. assess the appropriateness of a director continuing to serve on the Board upon (i) a substantial change in the director's principal occupation or business association from the position such director held when originally invited to join the Board, or (ii) the director's failure to receive a majority of the votes cast

in an uncontested election at a shareholder meeting, and recommend to the Board any action to be taken with respect thereto;

6. assess periodically the size and composition of the Board as a whole and recommend any appropriate changes to the Board;
7. (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval, (b) discuss in coordination with the Audit Committee the effect on the Board's leadership structure of the Board's role in the risk oversight of the Company, and (c) review and approve Company disclosure relating to Board leadership;
8. review periodically the committee structure of the Board and recommend to the Board for approval the appointment of directors to Board committees and assignment of committee chairs;
9. develop, oversee and coordinate with management on appropriate director orientation programs;
10. recommend to the Board and its committees the methodology for and coordinate and oversee the annual self-evaluation of the role and performance of the Board and its committees;
11. develop and recommend to the Board, and periodically review and recommend modifications to, the Corporate Governance Guidelines and other governance policies of the Company;
12. review on a periodic basis, and as necessary when specific issues arise, the Company's stockholder engagement plan, if any, and relations with the Company's stockholders generally, including by reviewing and making recommendations to address stockholder proposals;
13. review, and report on or make recommendations to the Board about, when considered appropriate, significant emerging corporate governance issues and practices;
14. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter;
15. review and assess the adequacy of this charter periodically and recommend to the Board such amendments of this charter as the Committee deems appropriate;
16. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
17. undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.