

CHANGE HEALTHCARE INC.

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 Change Healthcare Inc. (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, from time to time, and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of stockholders 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 principles applicable to the Company and assisting the Board of Directors in complying with them;
- C. Overseeing the evaluation of the Board of Directors and management;
- D. Recommending members of the Board of Directors to serve on committees of the Board of Directors and evaluating the functions and performance of such committees; and
- E. Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be composed of three 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 set forth in Nasdaq Rule 5605(a)(2), subject to an election by the Company to rely on applicable transition periods or as may otherwise be permitted by the Nasdaq Listing Rules.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and 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 of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas of 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 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 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 it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and 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 are expected to 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 may 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 or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate any consultant, legal counsel or other advisors for this purpose, including the authority to approve the fees payable to such consultant, legal counsel or advisor and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal 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. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the nominees for all directorships to be filled by the Board of Directors or by the stockholders 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, familiarity with the Company's business and industry, independence of thought and an ability to work collegially and (b) all other factors the Committee considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, technology background, healthcare background, compliance background, executive compensation background and the size, composition and combined expertise of the existing Board. 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.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any stockholders agreement to which the Company is a party.

3. Evaluate candidates for nomination for election to the Board of Directors, including those recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board of Directors.
5. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
6. 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 and independent backgrounds.

7. Recommend to the Board of Directors an individual to serve as Chairman of the Board of Directors.
8. 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.
9. Oversee evaluations of the Board of Directors, with the input and assistance of the Chairman of the Board of Directors or lead director, as applicable.

Committee Selection, Composition and Evaluation

10. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, including the chairperson of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, 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. 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.
12. 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.

Implementation of Provisions of Stockholders Agreement

13. To the extent there is a stockholders agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's 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 such agreement, in each case, in accordance with such stockholders agreement.

Corporate Governance

14. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and by-laws.
15. Develop and recommend to the Board of Directors a set of corporate governance principles to be included 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.
17. Review director's and officer's indemnification and insurance matters.

Reports

18. Report regularly to the Board of Directors including:
 - (i) following meetings 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. 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. EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter, and review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: June 26, 2019