

CHANGE HEALTHCARE INC.

CORPORATE GOVERNANCE GUIDELINES

INTRODUCTION

The Board of Directors (the “Board”) of Change Healthcare Inc. (the “Company”) has adopted these corporate governance guidelines, which describe the principles and practices that the Board is expected to follow in carrying out its responsibilities. It is expected that these guidelines will be reviewed by the Nominating and Corporate Governance Committee from time to time to ensure that they comply with all applicable laws, regulations and stock exchange requirements.

These guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws, other corporate governance documents and any stockholders agreement to which the Company is a party (each as amended, restated and in effect). These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these guidelines from time to time.

A. The Board’s Mission

The Board’s mission is to build long-term value for the Company’s stockholders and to grow and maintain the success of the Company for its employees, customers and other stakeholders. To achieve these goals, the Board will monitor the Company’s performance on its financial objectives, strategies, goals, compliance and risk mitigation and handling of environmental, social and governance (“ESG”) matters, as well as the performance of management. The Board is committed to overseeing the Company’s management and employees in upholding the highest standards of business conduct and assuring the Company’s values—be agile, include all, earn trust, pursue purpose and champion innovation—guide the way they think and act.

B. Role and Responsibility of the Board

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stockholders. The Board’s responsibility is one of oversight, and in performing its oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved for the Company’s stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company. The Board exercises direct oversight of strategic risks to the Company.

C. Board Composition, Structure and Policies

1. ***Independence of Directors.*** The Company defines an “independent” director in accordance with Rule 5605(a)(2) of the Nasdaq Stock Market (“Nasdaq”). Subject to applicable transition periods under the applicable rules of the Nasdaq, the Board shall make an affirmative

determination at least annually as to the independence of each director. The Nasdaq independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board also is responsible for determining affirmatively, as to each independent director, that no material relationships exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding. Each director shall notify the Board of any change in circumstances that may put his or her independence at issue. In the event of such notification, the Board will evaluate such director's independence as promptly as practicable thereafter.

2. ***Selection of Chairperson of the Board.*** The Board shall select its chairperson ("Chairperson") in the manner it considers in the best interests of the Company. The Board believes that it is important to retain its flexibility to address the needs of the business at any given point in time. Therefore, the Board does not have a policy on whether the roles of Chairperson and Chief Executive Officer ("CEO") should be separate or combined and, if it is to be separate, whether the Chairperson should be selected from the independent directors.

3. ***Director Qualification Standards.*** The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and selecting or recommending for the Board's selection those candidates to be nominated for election to the Board, subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders agreement to which the Company is a party. The Nominating and Corporate Governance Committee may consider (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 with the other members of the Board and (b) all other factors it 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 Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. Stockholders also may nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's bylaws, whose qualifications the Nominating and Corporate Governance Committee will consider.

4. ***Change in Primary Employment.*** If a director significantly changes his or her primary employment or responsibilities during his or her tenure, that director must notify the

chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to any action to be taken with respect to such circumstances. Directors who are officers of the Company shall tender their resignation upon termination of employment with the Company. Whether the individual continues to serve on the Board is a matter for determination by the Board.

5. ***Retirement Age for Directors.*** It is the general policy of the Company that no director having reached the age of 75 years shall be nominated for re-election or appointed to the Board. However, on the recommendation of the Nominating and Corporate Governance Committee, the Board may waive this requirement as to any director in individual cases if it deems such waiver to be in the best interests of the Company.

6. ***Director Orientation and Continuing Education.*** Management, working with the Board, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation programs are designed to familiarize new directors with, among other things, the Company's businesses, strategies, significant financial, accounting and risk management issues, compliance programs, code of conduct, corporate governance policies, principal officers, internal auditors and independent auditors and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management shall make opportunities for additional educational sessions for directors on matters relevant to the Company and its business, as well as educational programs relevant to their board membership responsibilities.

7. ***Lead Director.*** Whenever the Chairperson of the Board is also the Chief Executive Officer or is a director who does not otherwise qualify as an "independent director", the independent directors may elect from among themselves a Lead Director of the Board. Following nomination by the Nominating and Corporate Governance Committee, the Lead Director will be elected by a plurality vote and generally should serve in such capacity for a minimum of one year. Service as Lead Director, however, generally should not exceed five consecutive years but is subject to the Board's discretion to set other guidelines in specific instances. The responsibilities of the Lead Director (if one has been elected) shall be determined from time to time by the Board, upon the recommendation of the Nominating and Corporate Governance Committee.

8. ***Term Limits.*** The Board does not have a policy to impose term limits for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations. It is expected that the Nominating and Corporate Governance Committee will consider the tenure of continuing directors when selecting or recommending for the Board's selection those candidates to be nominated for election to the Board.

D. Board Meetings

1. ***Frequency of Meetings.*** The Board currently plans to hold at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. During those meetings, Board committees may meet, as well as the full

Board. Meetings may be scheduled as in-person or telephonically, and the Board and committees may also act by unanimous consent in lieu of meeting.

2. ***Selection of Board Agenda Items.*** The Chairperson of the Board shall in consultation with management set the agenda for Board meetings with the understanding that the other members of the Board may provide suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Any member of the Board may request that an item be included on the agenda.

3. ***Access to Management and Independent Advisors.*** Board members shall have access to all members of management and other employees of the Company. Generally, any meeting or contact that a director wishes to initiate with an employee should be arranged through the Company's CEO or General Counsel. Board members will use their reasonable judgment in seeking access to management and other employees that contact is not distracting to the business operations of the Company. In addition, the Board and each committee has the power to retain, terminate and approve the fees of independent consultants, legal, financial, accounting and other advisors, at the Company's expense, as necessary and appropriate and in accordance with the Board committee charters, to assist in their duties to the Company and its stockholders.

4. ***Executive Sessions.*** To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive session with no members of management present from time to time. The Chairperson will convene and chair such sessions. If the non-management directors include directors who have not been determined to be independent, the independent directors shall separately meet in a private session at least once a year that excludes management and directors who have not been determined to be independent. .

E. Committees of the Board

It is expected that the Board will have at least three standing committees: the Audit Committee; the Compensation Committee and the Nominating and Corporate Governance Committee, and will add such other standing committees as determined by the Board is in the best interests of the Company. The current standing committees are the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Compliance Committee. Each committee shall have a written charter that describes the responsibilities of the committees and shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Each committee shall be composed of no fewer than the number of members set forth in the relevant committee charter. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter and all applicable legal, regulatory and stock exchange requirements. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee shall be responsible, after

consultation with the Chairperson and the Chief Executive Officer, for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the view of the Chairperson and the recommendation of the Nominating and Corporate Governance Committee, shall designate one member of each committee as chairperson of such committee. If the Board does not designate a chairperson of a committee, then the members of such committee shall designate a chairperson by the majority vote of the full committee membership. Committee chairpersons shall be responsible for setting the agendas for their respective committee meetings.

F. Expectations of Directors

The business and affairs of the Company shall be conducted under the direction and oversight of the Board in accordance with state and other applicable laws, rules, regulations and listing standards. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business, including, but not limited to, the following items:

1. ***Commitment and Attendance.*** All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and any meeting of stockholders. When applicable, directors are encouraged to attend Board meetings, meetings of committees of which they are members and any meeting of stockholders in person but may also attend such meetings by telephone or video conference.

2. ***Participation in Meetings.*** Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks, regulations and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and be prepared to discuss the issues presented.

3. ***Loyalty and Ethics.*** In their roles as directors, all directors owe a duty of loyalty to the Company and its stockholders. The Company has adopted a Code of Conduct (the "Code"), and directors are expected to adhere to the Code.

4. ***Other Directorships and Significant Activities.*** Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. It is expected that, without specific approval from the Board, no director will serve on more than five public company boards (including the Company's Board). In addition, directors who also serve as executive officers or in equivalent positions generally should not serve on more than two public company boards (including the Company's Board). Directors should advise the chairperson of the Nominating and Corporate Governance Committee and the Chairperson before accepting membership on other boards of directors or other significant commitments involving affiliation with other

businesses, non-profit entities or governmental units.

5. **Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential.

G. Management Succession Planning

The Chairperson will oversee and facilitate, in consultation with CEO and the Company's Chief People Officer, annual review of a succession plan relating to the CEO and other executive officers that is developed by management. The Board may also delegate oversight of the succession plan developed by management to a committee of the Board. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO. In addition, the Board shall approve and maintain a process regarding CEO succession in the event of an emergency or other sudden temporary or permanent absence of the CEO.

H. Evaluation of Board Performance

The Board, acting through the Nominating and Corporate Governance Committee and with the assistance of the Chairperson, is expected to periodically conduct a self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee should periodically consider the mix of skills and experience that each director brings to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

It is expected that each committee of the Board will periodically review and evaluate its performance and report the results to the Board, acting through the Nominating and Corporate Governance Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

I. Board Compensation

The form and amount of director compensation will be determined by the Board. The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate.

J. Communications with Interested Parties

The CEO is responsible for establishing effective communications with all interested parties, including stockholders of the Company. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors, including the Chairperson from communicating with stockholders or other interested parties, but it is expected that, in most circumstances, any such communications will be coordinated with management. In all cases, any communications by directors or employees of the Company are subject to the Company's disclosure policies.

K. Communications with Non-Management Directors

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the chairperson of any of the Audit, Nominating and Corporate Governance and Compensation Committees, the Chairperson or the director designated by the non-management or independent directors as the presiding director, or to the non-management or independent directors as a group, may do so by addressing such communications or concerns to the Company's Corporate Secretary, 3535 Piedmont Road, Building 1400, Suite 600, Atlanta, Georgia 30305 who will forward such communications to the appropriate party.

Effective Date: June 26, 2019