

**Charter
Compliance and Regulatory Affairs Committee
Evolent Health, Inc.**

The Board (the “Board”) of Evolent Health, Inc. (the “Corporation”) has adopted this charter for its Compliance and Regulatory Affairs Committee (the “Committee”).

Composition

Number and Qualifications. The Committee shall have at least three members. Except as otherwise permitted by applicable phase-in rules and exemptions, each director who serves on the Committee must be affirmatively determined by the Board to satisfy the requirements established by the Corporation’s Corporate Governance Guidelines, as well as by the New York Stock Exchange, to be considered an “independent” member of the Board.

Appointment. The Board, upon the recommendation of the Committee, shall elect the chairman (the “Committee Chairman”) and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Corporation’s annual stockholders meeting.

Removal. The Board may, pursuant to the Corporation’s By-laws, remove a member of the Committee, or replace the Committee Chairman, provided that the Board must, at all times, assure that the Committee will have, as soon as practicable, a chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

Purpose and Responsibilities

Consistent with the Corporation’s Corporate Governance Guidelines, in addition to any other responsibilities that may be assigned from time to time by the Board, the Committee shall assist the Board in carrying out its responsibilities relating to the Corporation’s monitoring of its regulatory compliance and corporate ethics. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

- **General.** The Committee has the general responsibility, on behalf of the Board, for overseeing the Corporation’s compliance program, including policies and practices designed to ensure the Corporation’s compliance with all applicable legal, regulatory and ethical requirements, except with respect to matters of financial compliance (*i.e.*, accounting, auditing and financial reporting), which are the responsibility of the Audit Committee.
- **Code of Business Conduct and Ethics.** The Committee shall be responsible for reviewing and recommending the Corporation’s Code of Business Conduct and Ethics for approval by the Board.

- **Corporate Compliance Plan.** The Committee is responsible for annually reviewing and recommending for approval the Corporate Compliance Plan. In making its recommendation, the Committee shall communicate to the Board how the Corporate Compliance Plan will align with initiatives across the Corporation to achieve compliance objectives.
- **Regulatory Action and Investigations.** Unless otherwise determined by the Board, the Committee (i) shall have the authority to oversee the Corporation's response to regulatory actions and investigations (except with respect to financial, accounting and internal control matters, which are the responsibility of the Audit Committee) and (ii) may investigate any matter within the scope of its responsibilities that it determines appropriate.
- **Reporting Procedures.** The Committee is responsible for reviewing the processes and procedures for reporting concerns by employees, health plans, vendors and others, and for overseeing significant complaints and other matters raised through the Corporation's compliance reporting mechanisms (other than those involving accounting, auditing and financial reporting, which are the responsibility of the Audit Committee).
- **Evaluation of Compliance Activities.** The Committee is responsible for reviewing and evaluating findings and recommendations from completed compliance activities, including management responses and action plans, and for reviewing the metrics used by management to provide insight into the Corporation's compliance systems and activities.
- **Current and Emerging Trends.** The Committee is responsible for reviewing and evaluating new developments and current and emerging trends relating to compliance that affect or could affect the Corporation.
- **Review and Resources.** The Committee is responsible for reviewing with the Compliance Lead and Chief Executive Officer, at least annually, the organization, implementation and effectiveness of the Company's compliance programs, and the adequacy of the resources for those programs.
- **Availability to Compliance Lead.** The Committee shall be available to the Compliance Lead to address urgent compliance issues or decisions requiring consideration by the Board.

Committee Operations

Meeting Schedule. The Committee shall approve its schedule of meetings and shall meet at least four times per year. The Committee may hold additional meetings at the direction of the Committee Chairman or at the request of any Committee member.

The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.

Agenda and Materials. The Committee Chairman shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Attendance at Meetings. The Committee, at the discretion of the Committee Chairman, may invite members of management and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee's meetings.

Executive Sessions. Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting.

Voting. A majority of the Committee members shall constitute a quorum. Each of the Committee members shall have one vote, and actions at meetings shall be approved by a majority of the members present.

Delegation. Except as otherwise prohibited by law, the applicable regulations of the New York Stock Exchange, the Corporation's Certificate of Incorporation or the Corporation's By-laws, the Committee may delegate its responsibilities to subcommittees or individuals.

Minutes. The Corporation's Office of the Corporate Secretary shall maintain minutes and other records of meetings and activities of the Committee.

Reporting to the Board. At the Board meeting following each Committee meeting, the Committee Chairman (or the Committee Chairman's designee) shall report to the full Board on the Committee's actions and recommendations.

Committee Resources

To assist the Committee in fulfilling its responsibilities, (i) the Committee shall have access to the books and records of the Corporation and its consolidated subsidiaries, (ii) each Committee member shall have full access to any member of management, and (iii) the Committee may, in its sole discretion, retain consultants, counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors.

The Corporation will provide appropriate funding, as determined by the Committee, for the administrative expenses of the Committee, and any advisors that the Committee may employ in carrying out its duties.

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