

**Charter
Nominating and Governance Committee
Evolent Health, Inc.**

The Board (the “Board”) of Evolent Health, Inc. (the “Corporation”) has adopted this charter for its Nominating and Governance 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 Corporation 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.

The members of the Committee shall not be required to meet the independence requirements of the New York Stock Exchange during any period in which the Corporation is a “controlled company” within the meaning of the New York Stock Exchange’s listing standards, unless the Board otherwise determines not to rely on the New York Stock Exchange’s “controlled company” exemption. If the Corporation ceases to be a “controlled company” or the Board determines not to rely on the New York Stock Exchange’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the New York Stock Exchange within the periods required by the New York Stock Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.”

Appointment. The Board, upon the recommendation of the Committee, shall elect the 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 By-laws, remove a member of the Committee, or replace the 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 which 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 governance practices, CEO succession, and matters relating to the composition and evaluation of the Board. The Committee shall, in fulfilling these purposes, have the following authority and responsibilities:

Governance

- **General.** The Committee has the general responsibility, on behalf of the Board, for overseeing the Corporation's corporate governance practices and profile, including, as appropriate, the legal standards, industry practices, investor views and potential benefits and risks associated with such governance practices and profile.
- **Governance Documents.** The Committee is responsible for reviewing and recommending to the Board amendments to the Corporation's By-laws, Certificate of Incorporation, Committee Charters and the Code of Business Conduct and Ethics. The Committee is also responsible for reviewing and recommending to the Board amendments to the Corporation's Corporate Governance Guidelines, which shall address the composition, structure, responsibilities, compensation and processes of the Board.
- **Committee Structure and Appointments.** The Committee is responsible for periodically reviewing and making recommendations to the Board regarding the Board's committee structure. The Committee is also responsible for recommending Directors for appointment or removal by the Board as the chairmen and members of the Board's committees including the creation of new, or the elimination of existing, committees of the Board.

Director Nominations

- **Director Candidates.** The Committee is responsible for identifying, reviewing, and recommending to the Board individuals for election to the Board. This includes the responsibility for reviewing Board candidates proposed by a stockholder or employee of the Corporation.
- **Criteria.** In recommending candidates for election to the Board, the Committee shall take into consideration criteria established by the Board as set forth in the Corporate Governance Guidelines or established by the Committee in the Policy Statement Regarding Director Nominations, or as otherwise may be established by the Board from time to time. In advance of, and at the time of, recommending candidates to the Board, the Committee shall inform the Board of the criteria used in making the recommendation.
- **Policy Statement Regarding Director Nominations.** The Committee shall be responsible for adopting and reviewing the Policy Statement Regarding Director Nominations, which shall set forth: (i) the Committee's policy regarding the consideration of candidates proposed by stockholders; (ii) a description of the minimum criteria, as well as any experience, knowledge, skills, backgrounds, viewpoints and other qualities

that the Committee believes are useful for one or more of the Corporation's Directors to possess; and (iii) a description of the Committee's process for identifying and evaluating Director nominees (including candidates recommended by stockholders).

CEO Succession and Leadership Performance

- **CEO Succession.** The Committee is responsible for overseeing the CEO succession planning process, including an emergency succession plan, in the event of the death or disability of the CEO. The full Board is responsible for selecting the Chairman and CEO (whether those positions are occupied by one or more individuals).
- **Leadership Performance.** The Committee shall oversee the evaluation, at least annually, of management of the Corporation, while the Compensation Committee is responsible for reviewing the performance of management for compensation purposes.

Board Leadership and Performance

- **Leadership Structure of the Board.** The Committee shall review and make recommendations to the Board regarding the leadership structure of the Board.
- **Board Evaluation.** The Committee is responsible for overseeing the Board's self-evaluation of its performance, which shall take place no less than annually.
- **Nominating and Governance Committee Evaluation and Review of Charter.** The Committee shall conduct a self-evaluation of its performance no less than annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness. The Committee shall also review the Committee's charter at least annually. The Committee shall, as appropriate, make recommendations to management and the full Board as a result of its performance evaluation and review of its charter.
- **Other Committee Evaluations.** While each of the other committees of the Board is primarily responsible for conducting its own self-evaluation, the Nominating and Governance Committee shall be responsible for developing the overall framework for such committee evaluations.

Other Matters

- **Stockholder Proposals.** The Committee is responsible for reviewing and making recommendations to the Board regarding the Corporation's

response to stockholder proposals for inclusion in the Corporation's annual proxy statement.

- **Stockholder Communications.** The Committee is responsible for reviewing and making recommendations to the Board in reference to a process by which the Corporation's stockholders may send communications to Directors and the process for determining which communications will be relayed to Directors. The process for stockholder communications with the Board shall be disclosed in the Corporation's annual proxy statement.
- **Regulatory Oversight.** The Committee is responsible for overseeing developments in law and practice relating to corporate governance and the Corporation's response thereto.
- **Orientation and Continuing Education.** The Committee is responsible for developing and maintaining the Corporation's orientation programs for new members of the Board and continuing education programs for new members of 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 Committee member 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 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.

June 2015