

ANNUAL MEETING OF SHAREHOLDERS OF

Evolent Health, Inc.

June 14, 2016

GO GREEN

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NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at http://ir.evolenthealth.com/Annual-Reports-Proxy-Statements

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS YOU VOTE "FOR" ALL NOMINEES UNANIMOUSLY IN THE ELECTION OF CLASS I DIRECTORS AND "FOR" PROPOSALS 2 AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

- 1. Election of Directors: FOR AGAINST ABSTAIN
a) David Farner
b) Michael Kirshbaum
c) Norman Payson, MD
2. Proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016.
3. Proposal to approve an amendment to the Company's Amended and Restated Certificate of Incorporation to remove Section 11.03, the litigation costs provision.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

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This section must be completed for your vote to be counted. Date and Sign Below.

Signature of Shareholder

Date:

Signature of Shareholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, custodian or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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EVOLENT HEALTH, INC.

Proxy for Annual Meeting of Shareholders on June 14, 2016

Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Jonathan D. Weinberg, with full power of substitution, with the powers the undersigned would possess if personally present, to vote, as designated on the reverse side of this form and, in their discretion, to vote upon such other business as may properly come before such meeting, all shares of Common Stock of the undersigned in Evolent Health, Inc. at the Annual Meeting of Stockholders of the Company to be held on June 14, 2016 at 10:00 a.m. local time, at the Company's headquarters, 800 N. Glebe Road, Suite 500, Arlington, VA 22203, and at any adjournments or postponements thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

(Continued and to be signed on the reverse side.)

ANNUAL MEETING OF SHAREHOLDERS OF EVOLENT HEALTH, INC.

June 14, 2016

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

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COMPANY NUMBER	
ACCOUNT NUMBER	

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↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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- | | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| 1. Election of Directors: | | | |
| a) David Farner | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Michael Kirshbaum | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Norman Payson, MD | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Proposal to approve an amendment to the Company's Amended and Restated Certificate of Incorporation to remove Section 11.03, the litigation costs provision. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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