



Privia Health Group, Inc.
Compliance Committee Charter

Effective as of August 9, 2022

Purpose

The Compliance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Privia Health Group, Inc. (the “**Company**”) to assist the Board in fulfilling its oversight responsibility regarding the Company’s compliance programs, including compliance with federal and state laws and regulations relating to healthcare.

Membership

The Committee shall consist of at least one member and be comprised solely of directors. At least one member of the Committee shall, in the judgment of the Board, have a background in healthcare.

The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Subject to the terms and conditions of any agreement governing the composition of the Company’s committees, Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

To carry out its purposes, the Committee shall have general oversight of the Company’s compliance with the legal and regulatory requirements applicable to its business activities. This shall not include compliance with financial reporting and disclosure requirements, which shall be the responsibility of the Audit Committee.

To carry out its purposes, the Committee shall have the power and authority (which shall be non-exclusive and in addition to the power and authority of the Board) to:

General

- Review and approve the structure and operation of the Company’s Corporate Ethics and Compliance Program (the “**Program**”);
- Review on a regular basis significant risk exposures or potential compliance violations, including those relating to alleged violations of the Company’s Code of Conduct and the steps that have been taken to monitor, correct and/or mitigate such potential violations or risks;

- Review the annual plans for the Program and approve the compliance budget;
- Review, in conjunction with the Chief Compliance Officer and the relevant departments of the Company, the development of internal systems and controls to carry out the Company's standards, policies and procedures relating to ethics, regulatory and corporate (including legal) compliance;
- Review the Company's data security programs, including cyber security and procedures regarding disaster recovery and critical business continuity, and review the Company's programs and plans that management has established to monitor compliance with data security compliance programs and test preparedness;
- Meet periodically with the Chief Compliance Officer, including in executive session, as deemed necessary or appropriate by the Chair of the Committee;
- Ensure that the Company is in good standing and in compliance with all directives and regulations of all applicable regulatory bodies;
- Ensure that the Company is in compliance with all applicable regulatory statutes;
- Provide an objective and unbiased authority to evaluate and oversee the Company in responding to any inquiries, complaints, investigations, litigation, or other actions involving the Company and/or the employees of the Company; and
- Authorize and in certain circumstances conduct investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee, or consultant to meet with the Committee or any advisors engaged by the Committee.

Reporting and Recommendations

- Regularly report on its activities to the Board and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate. In particular, the Committee should review with the Board any issues that arise with respect to the Company's compliance with state and federal statutes and regulations. The report to the Board may take the form of a verbal report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report. The Committee shall report to the Board on at least an annual basis.
- Report to the Audit Committee regarding compliance with federal and state laws and regulations relating to healthcare that may have a material effect on the Company's business, financial statements or compliance policies, including the results of any investigations or any material reports or inquiries from regulatory or governmental agencies.

Other Matters

- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Evaluations

- At least annually, evaluate its own performance and report to the Board on such evaluation.
- Annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chair of the Committee shall preside at each meeting and, in the absence of the Chair, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chair of the Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to retain or obtain the advice of such outside counsel, consultants and other advisers, as it deems appropriate, without seeking approval of the Board or management. The Committee shall have full access to all books, records, facilities and personnel of the Company and the Company will provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for the payment of (a) compensation to any advisers employed by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate to carrying out its duties.

This Charter, and each of the provisions contained herein, are not intended nor should be construed to limit or restrict the protections or requirements of the Sarbanes-Oxley Act of 2002, including the ability of any member of the Committee, any attorney of the Company or any other individual to report to the Audit Committee a possible or actual material breach of fiduciary duty, material violation of federal or state laws or regulations or other material violation.