



Privia Health Group, Inc.

Nominating and Corporate Governance Committee Charter

Purpose and Scope

The Nominating and Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Privia Health Group, Inc. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least two members and be comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the Nasdaq, subject to the applicable transition period rules. The 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 Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and, subject to the terms and conditions of any agreement governing the composition of the Board or the Company’s committees, shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - review candidates’ qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or Nasdaq rules for Audit Committee or other committee membership purposes);
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;

- periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
 - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
 - consider rotation of committee members and committee chairs, as appropriate; and
 - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.
- To the extent any agreement governing the composition of the Board or the Company's committees exists, the Committee shall act appropriately to make recommendations to fill vacancies on the Board and such committees in accordance with such agreement and with respect to such other matters as may be specified in any such agreement.
 - The Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

Management Succession

- The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

Evaluating the Board and its Committees

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board.

- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall develop and recommend to the Board stock ownership guidelines for non-employee directors and monitor compliance with such guidelines.
- The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's primary employment.
- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
- The Committee shall review shareholder proposals and recommend Board responses pursuant to Rule 14A-8 of the Exchange Act.
- The Committee shall assist the Board in its oversight of human capital management, including corporate culture, diversity and inclusion, recruiting, retention, attrition, talent management, career development and progression, succession, and employee relations.

Director Orientation and Continuing Education

- The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

Reporting to the Board

- The Committee shall report to the Board periodically.
- The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates, and legal counsel, including sole authority to approve all such advisers' fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it to be 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. 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.