

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Mountcastle David</u> (Last) (First) (Middle) PRIVIA HEALTH GROUP, INC. 950 N. GLEBE RD., SUITE 700 (Street) ARLINGTON VA 22203 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/21/2022	3. Issuer Name and Ticker or Trading Symbol <u>Privia Health Group, Inc. [PRVA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share ⁽¹⁾	32,271	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)						
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Purchase)	(2)	08/27/2028	Common Stock	127,593	2	D
Stock Option (Right to Purchase)	(3)	03/31/2029	Common Stock	96,997	2	D
Stock Option (Right to Purchase)	(4)	12/03/2029	Common Stock	37,173	2	D
Stock Option (Right to Purchase)	(5)	09/07/2030	Common Stock	41,666	2	D
Stock Option (Right to Purchase)	(6)	04/28/2031	Common Stock	102,534	23	D

Explanation of Responses:

- Includes 22,826 restricted stock units granted under the Issuer's 2021 Omnibus Incentive Plan that will vest in substantially equal annual installments on the second, third and fourth anniversaries of the grant date. The restricted stock units were granted on April 28, 2021.
- Reflects stock options to purchase shares of common stock, \$0.01 par value per share, of the Issuer under the Issuer's Second Amended and Restated PH Group Parent Corp. Stock Option Plan (the "Plan"), 76,556 of the stock options are fully vested and exercisable. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. 62,509 stock options are fully vested and exercisable. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. 21,804 of the stock options are fully vested and exercisable. 2,493 of the stock options will vest December 4, 2022. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Plan. 20,000 of the stock options are fully vested and exercisable. 4,166 of the stock options will vest on September 8, 2022 and 4,167 of the stock options will vest on September 8, 2023. The remaining unvested stock options are scheduled to vest and become exercisable 50% on the 12 month anniversary of the Issuer's initial public offering and 50% on the 18 month anniversary of the Issuer's initial public offering.
- Reflects stock options to purchase shares of common stock of the Issuer under the Issuer's 2021 Omnibus Incentive Plan that will vest in equal installments on the second, third and fourth anniversaries of the grant date. The stock options were granted on April 28, 2021.

Remarks:

Ex. 24 - Power of Attorney

/s/ Thomas Bartrum, as attorney-in fact 04/01/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Thomas Bartrum and Anita Beth Adams, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Privia Health Group, Inc. (the "Company"), Forms 3, 4, and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in



Privia Health
950 N. Glebe Road, Suite 700
Arlington, VA 22203

securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9 day of March, 2022.

By: /s/ David Mountcastle

Name: David Mountcastle

Title: Chief Financial Officer

