Privia Health Group, Inc.

Compensation Committee Charter

As amended and approved,
effective as of August 12, 2026

Purpose and Scope

The Compensation 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. In addition, the Board may require that members must also qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Rule 16b- 3 under the Exchange Act, then all compensation that is intended to be exempt from Section 16 of the Exchange Act shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors.

The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. 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

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.

Executive Compensation

- The Committee shall determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer and each of the Company's other executive officers. In determining, or recommending for determination, executive officer compensation, the Committee shall, among other things:
    - identify, review and approve corporate goals and objectives relevant to executive officer compensation;

- review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;

- evaluate each executive officer's performance in light of such goals and objectives and determine each executive officer's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and

- determine any long-term incentive component of each executive officer's compensation.

Director Compensation

- The Committee shall review and approve the compensation for the Company's directors, taking into account market data and practices with respect to the form and amount of such compensation.

Compensation Policies and Plans

- The Committee shall review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans for the CEO and other named executive officers, including any benefits to be provided in connection with a change in control, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

- The Committee shall develop and recommend to the Board stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

- The Committee shall oversee and administer the Company's Policy for Recovery of Erroneously Awarded Compensation and, for Section 16 Officers of the Company, the Company's Discretionary Policy for Recovery of Incentive Compensation.

Disclosure

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K.

- The Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, if applicable.

Risk Assessment

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Stockholder Engagement

- The Committee shall oversee, in conjunction with the Board, engagement with stockholders and proxy advisory firms on executive compensation matters.

- In evaluating and recommending executive compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say-on-Pay Vote") required by Section 14A of the Exchange Act, if applicable.

- The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement, if applicable.

Reporting to the Board; Committee and Charter Evaluations

- The Committee shall report to the Board periodically.

- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- 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 or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors enumerated by the Nasdaq rules.

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

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock units or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans. The Committee may delegate to one or more officers of the Company responsibility for day-to-day administration of the Company's incentive-compensation, other equity-based plans or benefit plans as it deems appropriate and in accordance with the terms of such plans.

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.

No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.