

**CHARTER OF THE CLINICAL COMMITTEE  
OF THE BOARD OF DIRECTORS OF CLOVER HEALTH INVESTMENTS,  
CORP.  
(As Amended and Restated December 6, 2023)**

**1. Purpose**

1.1 The purpose of the Clinical Committee (the “Committee”) of the Board of Directors (the “Board”) of Clover Health Investments, Corp. (the “Company”) shall be to assist the Board in its oversight of the Company’s medical and other health-related strategies and initiatives, and matters relating to (1) the advancement of quality medical care, patient safety and patient experience, (2) the enhancement of access to cost-effective quality health care, (3) promoting member health, and (4) enhancing clinician experience and decision making. The Company is committed to good corporate citizenship and improving the health and quality of life of the communities it serves. The Committee’s primary purpose is to carry out and perform the responsibilities and duties set forth in this Charter.

1.2. The Board and management shall ensure that the Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Committee.

**2. Committee Membership & Organization**

2.1 The Committee shall consist of at least three (3) members. At least two (2) members of the Committee shall meet the (i) independence requirements of the Nasdaq Stock Market, and  
(ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 (“Section 16”) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

2.2 The members of the Committee will be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and will serve at the discretion of the Board and may be replaced by the Board at any time or for any reason. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee (the “Chair”).

**3. Committee Responsibilities**

In addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

3.1 Review significant medical strategies and initiatives of the Company, and matters concerning efforts to (1) advance the quality of medical care and member experience, (2) enhance access to cost-effective quality health care, (3) promote member health, and (4) enhance clinician experience and decision making;

- 3.2 Review and recommend to the Board policies, positions and practices concerning broad public policy issues, including those that relate to health care policy and regulatory issues, including health care reform and modernization;
- 3.3 Oversee the Company's clinical practices and policies, including quality, key clinical trends and priorities, and provide a forum for the Company's clinicians to discuss such practices, priorities and trends with the Board
- 3.4 Oversee management's efforts and initiatives to expand access to health care, improve health care affordability and clinical care, enhance the health care experience, achieve better health outcomes, advance health equity, and reduce health disparities;
- 3.5 Assist in developing strategies and oversee the Company's progress related to the U.S. Centers for Medicare and Medicaid Services' Star Ratings;
- 3.6 Oversee the Company's external communications related to the clinical efficacy of its care programs and Clover Assistant Tool;
- 3.7 Gather and evaluate information necessary to facilitate Board-level oversight of: (1) compliance with all applicable state and federal healthcare laws and regulations; (2) compliance with Medicare regulations; and (3) compliance with the federal Anti-Kickback Statute and the federal False Claims Act;
- 3.8 Report regularly to the Board on Committee actions and any significant issues considered by the Committee;
- 3.9 Perform such other functions as assigned by law, the Company's Certificate of Incorporation or Bylaws, or the Board;
- 3.10 Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- 3.11 Review annually its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

#### **4. Authority**

The Committee shall have the authority to form, and delegate authority to, one (1) or more subcommittees, comprised of one (1) or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters, unless otherwise prohibited by applicable laws or listing standards.

## **5. Meetings & Minutes**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than three times per year. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Bylaws. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **6. Reports**

The Committee will make regular reports to the Board related to its activities.

## **7. Compensation**

Members of the Committee shall receive such compensation, if any, for their service as Committee members in accordance with the Company's standard compensation arrangements for non-employee directors. Such compensation may include retainers or per meeting fees as well as equity awards. Fees may be paid in such form of consideration as is determined by the Board.