

ASTRANA HEALTH, INC.

Lead Independent Director Charter

Adopted April 2, 2024

The independent members of the Board of Directors will annually elect an independent director to serve in a lead capacity on the Board of Directors (the “Lead Independent Director”). Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board of Directors.

For purposes of this Charter, “independent” means meeting the requirements for independent directors under Nasdaq Stock Market Listing Rule 5605(a)(2).

The specific powers and responsibilities of the Lead Independent Director include the following:

- preside at all meetings of the Board of Directors at which the Chairman and, if applicable, Vice Chairman are not present, including executive sessions of the independent directors;
- provide leadership to the Board of Directors in any situation where the Executive Chairman’s and, if applicable, Vice Chairman’s role may be perceived to be in conflict;
- call and lead independent director meetings without any management directors or Company employees present;
- serve as the principal liaison between the Chairman and the independent directors;
- review and, when appropriate, make changes to (i) all information sent to the Board of Directors, including the quality, quantity, appropriateness and timeliness of such information, (ii) meeting agendas for the Board of Directors, and (iii) the frequency of Board of Directors meetings and meeting schedules, assuring there is sufficient time for discussion of all agenda items;
- interview, along with the chair of the Nominating and Corporate Governance Committee, all director candidates and make recommendations to the Nominating and Corporate Governance Committee;
- be available, when appropriate, for consultation and direct communication with stockholders; and
- perform other duties and engage in other responsibilities as the Board of Directors or the independent directors may determine from time to time.

The Lead Independent Director may receive additional compensation, as determined from time to time by the Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee.

To the extent requested by the Lead Independent Director and where appropriate, the general counsel of the Company, if any, or the Company’s outside counsel, shall provide advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director’s duties. In addition, the Lead Independent Director may, at the Company’s sole expense, select, retain and consult with outside counsel and other advisors as the Lead Independent Director deems appropriate.

On a regular basis, the Lead Independent Director shall review this Charter and recommend any modifications or changes to the Board of Directors for approval.