

## **APOLLO MEDICAL HOLDINGS, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Nominating and Corporate Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Apollo Medical Holdings, Inc. (the “Company”) on December 2, 2014.

#### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board to provide leadership relating to the corporate governance of the Company and to advise and make recommendations to the Board regarding candidates for election as directors of the Company.

#### **II. MEMBERSHIP**

The Committee shall consist of at least three directors, each of whom shall meet the independence requirements of the NASDAQ Stock Market and applicable laws. The members of the Committee and the Chairman of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed and qualified by the Board. The Board shall appoint a new member or members in the event of a vacancy on the Committee that reduces the number of members below three, or in the event that the Board determines that the number of members on the Committee should be increased. The Board may remove any member of the Committee with or without cause at any time.

#### **III. COMMITTEE RESPONSIBILITIES AND AUTHORITY**

The specific responsibilities of the Committee shall include, but are not limited to, the following:

- A. Developing recommendations to the Board as to the skills and qualifications required of directors and other criteria to be potentially considered in selecting candidates for director positions on the Board, consistent with any criteria approved by the full Board;
- B. Identifying recruits and screening candidates for future Board membership;
- C. Annually evaluating candidates to be nominated to serve on the Board and recommending the slate of nominees for election at the annual meeting of shareholders;
- D. Filling vacancies or new positions on the Board, as necessary or advisable;
- E. Establishing procedures for consideration of, and considering any nominations of, director candidates validly made by the shareholders in accordance with the Company’s bylaws and applicable laws, rules or regulations;
- F. Reviewing and recommending to the Board, retirement and other tenure policies for directors;
- G. Reviewing and making recommendations to the Board with respect to proposals properly presented by shareholders for inclusion in the Company’s annual proxy statement.

- Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations;
- H. At least annually recommending whether the Board alter the composition of any Board committees, including reviewing and making recommendations to the Board concerning any removal of committee members or appointment of new members;
  - I. Annually recommending to the other independent directors (if any) for their selection the independent director who will preside at all meetings of the independent directors and exercise such other responsibilities as may be determined by a majority of the independent directors;
  - J. At least annually reviewing the Company's Corporate Governance Principles and Practices in light of changing conditions and shareholders' interests and making recommendations to the Board regarding appropriate modifications;
  - K. Monitoring compliance with the Corporate Governance Principles and Practices;
  - L. At least annually evaluating the overall effectiveness of the organization of the Board (including the effectiveness of the committee structure) and the Board's (and committees') effectiveness in the performance of its governance responsibilities and report such findings to the Board;
  - M. At least annually review the type and amount of Board compensation, retirement and other benefits for non-employee directors and committee members, as appropriate, in relation to other comparable companies, making recommendations to the full Board regarding such compensation, and reviewing and approving disclosures regarding directors' compensation required by the Securities and Exchange Commission (the "SEC") and other government agencies and the NASDAQ Stock Market;
  - N. Adopting and implementing a policy or policies, as appropriate, governing service on the Board of other companies, charities and institutions applicable to members of the Board and executive officers of the Company;
  - O. At least annually reviewing the Company's corporate charitable and political contributions and expenditures to ensure alignment with Company policies and values;
  - P. At least annually reviewing and assessing the effectiveness of the Company's environmental and social responsibility policies, goals and programs and making recommendations as deemed appropriate based on such review and assessment;
  - Q. At least annually reviewing the performance of the chief executive officer and meeting with such officer to share the findings of such review.
  - R. Reviewing the Company's succession plans for the CEO and other executive officers and updating or revising such plans as appropriate.

The Committee shall have the authority in the performance of its responsibilities to:

- A. Retain, at the Company's expense, and terminate any search firm or firms to be used to identify director candidates and authority to approve any such firm's fees and other retention terms.
- B. Retain, at the Company's expense, legal counsel, accounting or other advisors as appropriate to assist in the performance of its duties hereunder, and approve the fees and other retention terms of such advisors.

#### **IV. OPERATIONS**

The Committee shall meet as often as it deems desirable. The Committee shall take written minutes of its meetings and activities and submit such minutes to the Secretary of the Company for filing. The Committee Chairman shall preside at each meeting and shall report to the Board as requested by the Chairman of the Board. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one member as the acting chair of such meeting.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and such management members shall not be present at meetings under circumstances when the independence of Committee determinations may be compromised.

#### **V. DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

#### **VI. PERFORMANCE EVALUATION**

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically (and no less frequently than annually) the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate.