

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
COMPUTER PROGRAMS AND SYSTEMS, INC.**

Last amended and restated on July 28, 2023

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Computer Programs and Systems, Inc. (the “Corporation”) is to (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to recommend director nominees for approval by the Board; (b) monitor, oversee and evaluate the corporate governance principles applicable to the Corporation, and recommend to the Board appropriate revisions thereto from time to time; (c) oversee the evaluation of the Board and each Board committee; and (d) take such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate.

**II. Membership**

The Committee shall be composed of not less than two (2) directors. Appointment to the Committee, including designation of the Committee Chairperson, shall be made on an annual basis by the full Board upon recommendation of the Committee. Each member of the Committee must satisfy the independence and other eligibility requirements of the listing rules of the Nasdaq Stock Market, as amended and in effect from time to time. The Board shall determine, in its business judgment, whether each member of the Committee satisfies such eligibility requirements. Committee members may be removed by a majority vote of the Board, and vacancies will be filled by a majority vote of the Board.

**III. Duties and Responsibilities**

The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Corporation’s organizational documents:

1. Board Composition. Make recommendations to the Board regarding the composition of the Board, including such matters as (a) the size of the Board; (b) the mix of inside and outside directors; (c) the Board’s criteria for selecting new directors; (d) the retirement policy for members of the Board; and (e) the independence of existing and prospective members.
2. Candidates and Nominees. Identify and recommend, as appropriate, to the Board new candidates for the Board. Review and develop the Board’s criteria for selecting new directors, including standards for director independence. Review the qualifications of candidates for election to the Board and recommend to the Board a slate of nominees to be proposed for election as directors at annual

meetings of the stockholders. Establish procedures to solicit, review and recommend to the Board potential director nominees proposed by stockholders.

Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate would meet the definition of “independence” required by the Nasdaq Stock Market, as well as the director candidate’s skills, occupation, relevant experience, intelligence, commitment, integrity, diligence, conflicts of interest, diversity, age, compatibility with the Corporation’s management team and culture, prominence, understanding of the Corporation’s business, the ability to act in the interests of all stockholders and other factors deemed relevant. The Committee is committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which Board nominees are chosen.

3. Current Directors. Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status. Review any director resignation letter tendered in accordance with the Corporation’s Director Resignation Policy, and evaluate and recommend to the Board whether such resignation should be accepted.
4. Committees. Evaluate the nature, structure, operations and procedures (including the authority to delegate to subcommittees) of other Board committees and make recommendations to the Board concerning same. Make recommendations to the Board as to qualifications of members of the Board’s committees, committee member appointment and removal, and committee reporting to the Board.
5. Stockholder Proposals. Review and make recommendations to the Board with respect to stockholder proposals related to corporate governance and related matters.
6. Evaluations of the Board and Committees. Develop, subject to approval by the Board, a process for annual evaluations of the Board and each Board committee. Oversee the conduct of these annual evaluations and make recommendations to the Board based on such evaluations as deemed appropriate.
7. Corporate Governance Guidelines and Practices. Oversee the structure of corporate governance of the Corporation, including overseeing the corporate governance guidelines (the “Guidelines”) of the Corporation, monitoring and reassessing the adequacy of the Guidelines at least annually, and recommending to the Board for approval any such changes to the Guidelines as the Committee believes are appropriate. Identify best governance practices and recommend to the Board for approval any changes to the documents, policies and procedures in the Corporation’s corporate governance framework, including its organizational documents.

8. Orientation and Education. Develop with management and monitor the process of orienting new directors and continuing education for existing directors.
9. Board Meetings. Monitor both the effectiveness of the meetings of the Board and the quality of the management reports to the Board and, as appropriate, recommend to the Board and to management actions designed to improve meetings of the Board.
10. Board Succession Planning. Oversee succession planning for the Board and Board leadership, including the lead independent director, if applicable, and Board committee chairpersons, in accordance with the Guidelines. Evaluate various Board succession issues, including refreshment mechanisms, in connection with the Committee's determinations regarding whether directors continue to be a strong fit for the Board and have the skills that continue to be relevant and necessary to the evolving direction of the Corporation.
11. Environmental, Social and Governance Matters. Review and discuss with the Board and management, as applicable, the Corporation's environmental, social and governance ("ESG") policies, programs and public disclosures, and review the Corporation's strategy related to ESG matters. Consider current and emerging ESG trends that may affect the business, operations, performance or public image of the Corporation.
12. Required Disclosure. Review and discuss with management disclosure of the Corporation's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Corporation's proxy statement or annual report on Form 10-K, as applicable.
13. Annual Review; Charter. Conduct an annual performance evaluation of the Committee and the Committee's duties and responsibilities, including a review and assessment of the adequacy of this Charter, and recommend any proposed changes to the Board for approval. Publish this Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
14. Other Actions. Perform any other activities consistent with this Charter, the Corporation's organizational documents and governing law as the Committee or the Board deems necessary or appropriate.

#### **IV. Subcommittees; Delegation**

The Committee shall have the authority to create one or more subcommittees, consisting of one or more members of the Committee, but no subcommittee will have any final decision-making authority on behalf of the Committee or the Board. Any such subcommittee shall keep the

Committee advised of its activities. The Committee also is authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

## **V. Meetings**

It is anticipated that regular meetings of the Committee shall be held at least twice each year, but the Committee shall have the authority to alter or amend such schedule and may meet more or less frequently. The Committee shall meet at such times as deemed appropriate by the Chairperson of the Committee, any two (2) members of the Committee or the Chairperson of the Board. A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the members of the Committee shall be the act of the Committee. In addition, the Chairperson and members of the Committee may meet informally or by telephone. Otherwise, unless the Committee or the Board adopts other procedures, the provisions of the Corporation's Bylaws applicable to meetings of the Board will govern meetings of the Committee. The Committee shall keep minutes of each meeting. The Committee shall report regularly to the full Board regarding its actions and make recommendations to the Board as appropriate.

## **VI. Advisors; Reliance; Cooperation**

**A. *Retention of Director Search Firm, Counsel and Other Advisors.*** The Committee has the power, in its sole discretion, to retain or obtain the advice of a director search firm, consultant, legal counsel or other advisor (an "Advisor"), as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

**B. *Reliance Permitted.*** In carrying out its duties, the Committee may act in reliance on the Corporation's management, independent public accountants and internal auditors, and any Advisors and experts, as it deems necessary or appropriate.

**C. *Investigations.*** The Committee has the power, in its sole discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

**D. *Required Participation of Employees.*** The Committee will have unrestricted access to the Corporation's independent public accountants, internal auditors and outside counsel and anyone else in the Corporation, and may require any officer or employee of the Corporation to attend any meeting of the Committee or to meet with any members of, or Advisors to, the Committee.