

VERADIGM INC.
CORPORATE GOVERNANCE GUIDELINES

Amended and Restated as of May 20, 2025

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Veradigm Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making at both the Board and management levels, with the objective of enhancing stockholder value over the long term. These guidelines also aim to assure that the Board will have the necessary practices in place to review and evaluate the Company’s business operations as needed and to make decisions that are independent of the Company’s management. The Board intends that these guidelines serve as a flexible framework, not as a set of binding legal obligations, and that these guidelines should be interpreted in the context of all applicable laws and regulations and the Company’s governing documents. The guidelines are subject to modification from time to time as the Board may find necessary or advisable.

Board Composition and Selection; Independent Directors

1. **Board Responsibilities.** The Board is elected by the stockholders to oversee the Company’s management and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors, that are reserved for the Company’s stockholders. Each director is expected to discharge his or her duties in good faith and in a manner the director reasonably believes is in the best interests of the Company.
2. **Board Size.** The Board believes that a board of directors consisting of 6 to 9 members is an appropriate size based on the Company’s present circumstances. The Board may adjust the size of the Board from time to time in order to accommodate the availability of an outstanding director candidate or otherwise in accordance with the Company’s certificate of incorporation and by-laws then in effect.
3. **Selection of Board Members.** The Board is responsible for nominating candidates for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Board’s selection of director nominees is based on its determination (using advice and information supplied by the Nominating and Governance Committee) as to the suitability of each individual to serve as a director of the Company, taking into account the needs of the Board and the qualifications of the candidates in light of the membership criteria discussed below. Upon the recommendation of the Nominating and Governance Committee, the Board’s approval of nominations must be by a majority of the directors. The Board, based on the recommendation of the Nominating and Governance Committee, will review each director’s continuation on the Board on an annual basis. The Company’s stockholders may recommend nominees for consideration by the Nominating and Governance Committee by submitting the names and supporting information to: the Company’s Corporate Secretary at 222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654.
4. **Board Membership Criteria.** The Nominating and Governance Committee works with the Board on an annual basis to determine the appropriate characteristics, skills, and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Nominating and Governance Committee and the Board take into account many factors as approved by the Board from time to time, such as the individual’s business and professional accomplishments, integrity, demonstrated ability to make independent analytical inquiries, ability to understand the Company’s business, willingness to devote the necessary time to Board duties, and ability to act in and

represent the balanced best interests of the Company and its stockholders as a whole, rather than special constituencies. The Board also believes that diversity of thought is important to the effectiveness of the Board's oversight of the Company. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that is best equipped to help ensure the Company's success and represent stockholder interests through the exercise of sound judgment. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

5. **Board Composition – Independent Directors.** It is the policy of the Board, consistent with the listing standards of The Nasdaq Stock Market LLC ("Nasdaq"), that a substantial majority of the Board shall be comprised of independent directors. In determining the independence of a director, the Board will apply the definition of "independent director" in the Nasdaq listing standards and applicable laws and regulations. The Board shall determine on an annual basis whether each director qualifies as an "independent director" pursuant to Nasdaq listing standards. Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his or her independence.
6. **Term Limits.** Subject to Section 11 below, the Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history, policies, and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.
7. **Selection of Chief Executive Officer and Chairperson.** The Board selects the Company's Chief Executive Officer (the "CEO") and Chairperson of the Board ("Chairperson") in the manner that it determines to be in the best interests of the Company's stockholders.
8. **Limitation on Other Board Service.** Directors who are currently serving as the chief executive officer or other executive officer of a public company may serve on a total of no more than one other public company board. Directors who are not currently serving as a chief executive officer or other executive officer of a public company may serve on a total of no more than four public company boards. The Company values the experience directors bring from other boards on which they serve but recognizes that those boards may also present demands on a director's time and availability and may present conflicts, or potential conflicts, of interest. Accordingly, directors must inform the Company's General Counsel prior to accepting an offer to serve on the board of directors of any private or not-for-profit company, and, given the significant time and attention required for service on the Board, all directors should obtain Board approval prior to agreeing to serve on the board of directors of any other public company.
9. **Significant Job Changes; Conflicts of Interest.**
 - Directors with Significant Job Changes. The Board believes that any director who retires from his or her present employment, materially changes his or her position, or experiences another significant change in personal circumstances, in each case, that reasonably may have an adverse effect on the director's service (including his or her independence), or the Company's business or reputation, should promptly inform the Company's General Counsel of such event and should offer to tender a written resignation to the Board. The Board, and specifically the Nominating and Governance Committee, would then evaluate whether the Board should seek and accept the resignation based on a review of whether the individual continues to satisfy the Board's

membership criteria in light of his or her changed status, including whether any actual or potential conflict of interest exists.

- **Conflicts of Interest.** All directors and executive officers must comply with the applicable Company policies, including the Company's Code of Conduct and Conflict of Interest policy. If an actual or potential conflict of interest involving a director or executive officer develops for any reason, including because of a change in the business operations of the Company or a subsidiary, or in a director's or executive officer's circumstances, the director or executive officer should immediately report such matter to the Company's General Counsel and Chairperson of the Nominating and Governance Committee for evaluation. A director shall recuse himself or herself from Board or committee information, discussion, or voting related to a particular matter if requested to do so by the Board on account of an actual, apparent, or potential conflict of interest involving such director. Many conflicts can be managed appropriately through recusal from related information, discussions, and voting. If, however, a significant conflict involving a director cannot be resolved to the satisfaction of the Board, after discussion with appropriate legal counsel, then the director having such conflict should offer to tender a written resignation to the Board. The Nominating and Governance Committee would then review the appropriateness of that director's continued service on the Board in light of the conflict and make a recommendation to the Board as to whether the Board should seek and accept the resignation.
- **Personal Interest in Matters before the Board.** If a director or executive officer has a personal interest in a matter before the Board, the director or executive officer must disclose the interest to the Board, excuse himself or herself from participation in the discussion (which may involve leaving the Board meeting), and, in the case of a director, not vote on the matter. A director or executive officer will be deemed to have a personal interest in a matter before the Board by virtue of the director's or executive officer's material affiliation with an entity that is expected to be in a business relationship or other transaction with the Company or with an entity that is (or owns a substantial stake in) a competitor of the Company.

10. Majority Voting; Resignation Policy. The Company's by-laws provide for majority voting in uncontested director elections. Majority voting means that directors are elected by a majority of the votes cast – that is, the number of shares voted “for” a director must exceed the number of shares voted “against” that director. Any incumbent director who is not re-elected in an election in which majority voting applies shall tender his or her resignation promptly following certification of the stockholders' vote. The Nominating and Governance Committee shall consider the tendered resignation and recommend to the Board whether to accept or reject the resignation, or whether other action should be taken. The Board shall act on the recommendation within 120 days following certification of the stockholders' vote and shall promptly disclose (by press release, filing of a Current Report on Form 8-K, or any other public means of disclosure deemed appropriate) its decision regarding whether to accept the director's resignation. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board with respect to his or her resignation.

11. Retirement Age. No director shall stand for re-election to the Board if he or she has reached the age of 72; provided, however, that the Board shall have the authority to make an exception to this policy if the Nominating and Governance Committee and the Board, in their discretion, believe such exception would best serve the interests of the Company. The Board, based on the recommendation of the Nominating and Governance Committee, will review any exception made to this policy on an annual basis with respect to any individual director standing for re-election.

Board Meetings; Involvement of Senior Management

12. **Board Meetings – Agenda.** The Chairperson and the CEO, in consultation with and subject to the approval of the lead independent director (if any), will set the agenda for each Board meeting, and will distribute this agenda in advance to each director. The Chairperson and the CEO shall, as appropriate, solicit suggestions from other directors as to agenda items for Board meetings.
13. **Advance Distribution of Materials; Review by Directors.** All information relevant to the Board’s understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. This will help facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as is reasonable under the circumstances, yet give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate. Directors are expected to review all material provided in advance prior to Board meetings to facilitate the use of meeting time for discussion and deliberation.
14. **Director Attendance.** Directors are expected to attend all regularly scheduled Board meetings and meetings of the committees on which they serve. On a rare occasion when a director is unable to attend a regularly scheduled meeting, the director should notify the Chairperson in advance and explain the reason for the absence. Special meetings of the Board and its committees may be necessary from time to time on relatively short notice. Directors should use their best efforts to attend all such meetings and let the Chairperson know in advance if they are unable to attend. Directors who attend fewer than 75% of regular and special meetings combined will be contacted by the Chairperson (or the lead independent director, if any) to discuss the circumstances and whether continued Board service is appropriate. Each director is also expected to attend the Company’s annual meeting of stockholders.
15. **Access to Management and Employees.** The Company’s management will afford each director full access to the Company’s management and employees in order to ensure that directors can ask all questions and ascertain all information necessary to fulfill their duties. Directors shall use judgment to ensure that any such contact is not unduly disruptive to the business of the Company. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.
16. **Executive Sessions of Independent Directors.** Each regular meeting of the Board shall include an executive session at which only independent directors, as defined under the Nasdaq listing standards, are present, presided over by the Chairperson, if an independent director, or, in the absence of an independent Chairperson, the lead independent director. These executive sessions may include such topics as the independent directors determine. During these executive sessions, the independent directors shall have access to members of management and other guests as the independent directors may determine.
17. **Board Leadership.** The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders. In the event the Chairperson is not an independent director, then the Board shall appoint a lead director who shall be independent.

Performance Evaluation; Succession Planning; Compensation

18. **Annual CEO Evaluation.** The Chairperson (or an independent director designated by the Chairperson) shall perform a review at least annually of the performance of the CEO. The results of this review shall be communicated to the CEO and to the other independent directors.

19. **Succession Planning.** As part of the annual executive officer evaluation process, the Nominating and Governance Committee works with the CEO to facilitate the Board's planning for succession for the CEO (and for other members of senior management), as well as to develop plans for interim or emergency succession for the CEO (and for other members of senior management) in the event of retirement or an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted.
20. **Board Self-Evaluation.** The Nominating and Governance Committee is responsible for facilitating an annual evaluation of the performance of the full Board and the performance of its committees and individual directors, and then reporting its conclusions to the Board. The Nominating and Governance Committee's report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.
21. **Director Compensation.** The Company's management should report annually to the Compensation Committee, or the full Board, as to how the Company's director compensation practices compare with those of comparable public corporations. The Compensation Committee shall lead the Board, as necessary, in reviewing its director compensation practices and considering whether changes to such practices are appropriate. It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. Directors who are also members of management will receive no additional compensation for their service as directors.
22. **Stock Ownership Guidelines.** The Board believes that, in order to more closely align the interests of directors with the interests of the Company's other stockholders, all directors should achieve a minimum level of ownership of shares of the Company's common stock. The Nominating and Governance Committee is responsible for establishing and periodically reviewing the stock ownership guidelines for directors. As of the date hereof, those guidelines call for directors to own shares with a minimum value of five times the annual cash retainer paid to directors within five years of becoming a director.

Committees

23. **Number and Type of Committees.** The Board has three standing committees – an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. The Board may add new committees or remove existing committees as it deems advisable, subject to the Company's by-laws, applicable laws, and Nasdaq listing standards. Each committee will perform its duties as assigned by the Board in compliance with the Company's governing documents and each committee's charter. Committee duties are described briefly as follows:
 - **Audit Committee.** The Audit Committee oversees the Company's accounting and audit processes. The committee is directly responsible for the appointment, compensation, retention, and oversight of the Company's independent auditors.
 - **Compensation Committee.** The Compensation Committee (i) discharges the Board's responsibilities relating to compensation of the Company's executive officers and (ii) reviews and recommends to the Board compensation plans, policies, and programs intended to attract, retain, and appropriately reward employees.
 - **Nominating and Governance Committee.** The Nominating and Governance Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be directors of the Company. It is also responsible for (i) developing and recommending to the Board policies and practices with respect to corporate governance and (ii) reviewing and

assessing the Company's policies, practices and disclosure regarding corporate citizenship that are of significance to the Company and its stakeholders.

- 24. Composition of Committees; Committee Chairpersons.** The Audit Committee, the Compensation Committee, and the Nominating and Governance Committee will consist solely of independent directors, as defined herein and in applicable listing standards, laws, and regulations, unless otherwise provided in the charter of such committee. Upon the recommendation of the Nominating and Governance Committee, the Board is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interests of the Company and its stockholders. Any action duly taken by a Board committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described in its charter shall nevertheless constitute a duly authorized action of such committee and shall be valid and effective for all purposes, except to the extent required by applicable listing standards, laws, and regulations. The Nominating and Governance Committee and the Board consider the rotation of committee members and committee chairs from time to time, and upon the recommendation of the Nominating and Governance Committee, the Board makes adjustments as it deems necessary or advisable. The chair of each committee convenes, sets the meeting agenda, and presides over meetings of the committee.
- 25. Committee Meetings and Agendas.** The chairperson of each committee is responsible for developing, together with relevant members of Company management, the committee's agenda for committee meetings. The chairperson and committee members will determine the frequency and length of committee meetings consistent with the committee's charter. Materials related to agenda items shall be given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. The committee chairpersons shall report a summary of committee meetings to the Board.
- 26. Delegation.** Each Board committee may delegate any of its duties and responsibilities to a subcommittee comprised of one or more committee members unless otherwise prohibited by applicable laws or listing standards. Each subcommittee shall provide a written or oral report to the relevant committee regarding any activities undertaken pursuant to such delegation.
- 27. Audit Committee Qualifications.** The Audit Committee will have at least one member who qualifies as an "audit committee financial expert" as defined by applicable rules of the Securities and Exchange Commission, and all members of the Audit Committee will satisfy the listing standards of Nasdaq with respect to service on the Audit Committee. The Board is responsible for determining the qualification of an individual to serve on the Audit Committee as a designated "audit committee financial expert."
- 28. Ability to Retain Outside Advisors.** The Board will have all resources and authority necessary to discharge its duties, including the authority to retain outside counsel or other experts, consultants, or advisors, as it deems appropriate, and at the Company's expense.
- 29. Orientation for New Board Members.** The Nominating and Governance Committee is responsible for developing and overseeing the orientation process for new directors. This process may include but is not limited to cultural orientation; background material on strategies, risks, competition, and financial history; technology demonstrations; meetings with senior management; and visits to Company facilities.
- 30. Director Education.** The Board believes that continuing education is essential to valuable Board participation and decision making. The Nominating and Governance Committee is responsible for developing and overseeing the continuing education program for all directors. The Company will, as appropriate, make available educational programs for directors. In addition, portions of certain Board

meetings will be devoted to educational topics at which senior management and outside subject matter experts present information regarding matters such as the Company's industry, business operations, strategies, objectives, risks, opportunities, competitors, and important legal and regulatory issues. The Company encourages directors to periodically pursue or obtain appropriate programs, sessions, or materials, and the Company will reimburse directors for reasonable expenses in accordance with Company policy.

- 31. External Communication.** It is the policy of the Board that the CEO and the Company's Chief Financial Officer speak for the Company, although management or the Board may, from time to time, request individual directors to meet or otherwise communicate with various constituencies that are involved with the Company. Directors should refer inquiries from investors, analysts, the press, customers, suppliers, and others outside the Company to the CEO or his or her designee. Individual directors may only speak with investors, analysts, the press, customers, suppliers, and others outside the Company about the Company if expressly authorized by the Board and in accordance with the policies of the Company. Stockholders shall have reasonable access to directors at the Company's annual meetings of stockholders and an opportunity to communicate directly with directors on appropriate matters. The Board welcomes feedback from stockholders and will generally respond, or cause the Company to respond, in writing to *bona fide* communications from stockholders addressed to one or more members of the Board. Stockholders and other interested parties may communicate with the Board or any of its committees or directors by writing to: the Company's Corporate Secretary at 222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654.
- 32. Confidentiality.** The proper functioning of the Board requires a candid and open exchange of information, ideas, and opinions among directors in an atmosphere of trust, confidence, and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information (whether or not material to the Company) entrusted or obtained by a director by reason of his or her position as a director of the Company. Accordingly, except as expressly agreed by the Company otherwise in writing:
- no director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
 - no director shall disclose Confidential Information to any person or entity outside the Company (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a director of the Company, except (a) pursuant to the terms of a confidentiality agreement among the Company, the applicable director and such other person or entity outside the Company or (b) with express prior authorization of the Company's General Counsel or the Chairperson or as may be otherwise required by law (in which event a director shall promptly advise the General Counsel and the Chairperson of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the General Counsel or the Chairperson may consider, among other things, whether sharing the information would give rise to a conflict or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these guidelines, "Confidential Information" includes, but is not limited to:

- information regarding Board and committee meetings, discussions, deliberations, and decisions;

- information received from or relating to third parties with which the Company has or is contemplating a relationship or a transaction, such as current or potential customers, operators, suppliers, or strategic partners;
- information, documents, or other materials received pursuant to a confidentiality agreement, non-disclosure agreement, or other agreement that includes confidentiality or non-disclosure obligations that relate to such information, documents, or other materials;
- technology, products, concepts, valuable ideas, trade secrets, technical information, strategies, business, and product plans;
- customer information;
- employee information; and
- information that might be of use to competitors or harmful to the Company, its customers, suppliers, or other stakeholders if disclosed.

33. Review of Governance Guidelines. The Board will periodically review these guidelines, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board.