

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OPERATING POLICIES AND PROCEDURES

1. PURPOSE.

The Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Inovalon Holdings, Inc. (“Company”) has the following purposes:

- identifying, considering and nominating candidates for membership on the Board;
- developing and recommending corporate governance guidelines and policies for the Company;
- overseeing the evaluation of the Board and management of the Company, including an annual evaluation of the Committee; and
- advising the Board on corporate governance matters and Board performance matters, including recommendations regarding the structure and composition of the Board and Board committees.

This charter (“Charter”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

2. MEMBERSHIP.

The Committee will consist of two or more members of the Board, with the exact number determined from time to time by the Board. Each member of the Committee will be an “independent director” as defined under the applicable rules, regulations and listing requirements of the NASDAQ Global Select Market (“Exchange”), as amended from time to time (“Exchange Standards”).

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson of the Committee (“Chair”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for Committee meetings and conduct the proceedings of those meetings. The Committee may delegate any of its responsibilities to a subcommittee of its members when appropriate in its determination.

3. RESPONSIBILITIES AND DUTIES.

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section 1 of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may engage in other activities,

and establish policies and procedures, from time to time as it deems necessary or advisable in implementing this Charter.

The Committee will:

3.1. Recommend to the Board for approval the criteria to be used by the Committee to identify individuals qualified to become directors, including specific minimum qualifications, if any, that the Committee believes are necessary for one or more of the Company's directors to possess.

3.2. Identify and evaluate individuals qualified to become directors of the Company, consistent with criteria approved by the Board.

3.3. Adopt a policy with regard to the Committee's consideration of director candidates recommended by the Company's stockholders, and prescribe the procedures to be followed by stockholders in submitting those recommendations.

3.4. Recommend to the Board the number of directors to be elected and a slate of nominees for election as directors at the Company's annual meeting of stockholders and, when necessary, persons to be appointed as directors in the interval between the Company's annual meetings of stockholders.

3.5. Recommend to the Board categorical or other standards for determining director independence consistent with the requirements of the Exchange and other legal or regulatory corporate governance requirements, and review and reassess these standards on a periodic basis.

3.6. Review and discuss disclosure for the Company's annual proxy statement or annual report on Form 10-K, as required, regarding director independence and qualifications, criteria for nomination, board leadership and the operations of the Committee.

3.7. Review the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition and size of the Board as a whole and make any recommendations the Committee may deem appropriate from time to time concerning any nominations to, or changes in, the composition or size of the Board and its committees.

3.8. Recommend to the Board any changes to the Board's committee structure and committee functions as the Committee deems advisable.

3.9. Oversee the implementation of a continuing education program for all directors, including an orientation program for new directors, and oversee and maintain the program.

3.10. Periodically consider the adequacy of the Certificate of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the Certificate of Incorporation and Bylaws for consideration by the stockholders.

3.11. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, and review and reassess the adequacy of the Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.

3.12. Review and assess the Company's compliance with the corporate governance requirements (other than those falling within the authority of another committee) established by the Exchange and the Securities and Exchange Commission ("Commission") as applicable to each of the Company and its subsidiaries and controlled affiliates.

3.13. Review waivers of the code of conduct for directors and executive officers, other than where the potential waiver involves a member of the Committee, in which event, that waiver will be subject to the review of the Board.

3.14. Review and approve any proposed transaction between the Company and any related party where the potential waiver involves a member of the Company's Audit Committee.

3.15. Establish a process for and oversee the annual evaluation of the performance of the Board and its committees and report to the Board on the evaluation results each calendar year.

3.16. Review directors' compliance with the requirements of the Corporate Governance Guidelines relating to service on other boards or audit committees of publicly-traded companies, and approve, or recommend to the Board for approval, exceptions or other actions as may be appropriate with respect to that service.

3.17. Recommend to the Board any additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.

3.18. Annually review the Committee's performance.

3.19. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes.

4. ADVISERS.

The Committee has the sole authority and right, at the expense of the Company, to retain legal and other consultants, experts and advisers of its choice to assist the Committee in connection with its functions. The Committee will have the sole authority to approve the fees and other retention terms of those advisers. The Company will provide for appropriate funding, as determined by the Committee, for:

- payment of compensation to any advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

5. MEETINGS.

The Committee will meet as often as it determines necessary, but at least semi-annually. The Chairman of the Board or any member of the Committee may call meetings of the Committee. The Chair, in consultation with the other member(s) of the Committee will set the dates, times and places of those meetings. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws. Subject to the requirements of this Charter, applicable law, the Exchange Standards and the rules and regulations of the Commission, the Committee and the Chair may invite any director, executive or employee of the Company, or other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities.

6. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent. The minutes and copies of written consents will be filed with the minutes of the meetings of the Board. The Chair will report to the Board from time to time with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.