



R1 RCM Inc.
Technology Committee Charter

A. Purpose

The purpose of the Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of R1 RCM Inc. (the “Company”) is to assist the Board in overseeing the Company’s technology and product innovation, data, and intellectual property strategies (the “Tech Program”), and related investments aligned with execution of the Company’s overall objectives. The Committee coordinates with the Audit and Compliance & Risk Management Committees in oversight responsibilities with respect to financial and reporting controls and procedures, risk management, and data governance.

B. Structure and Membership

1. **Members.** The Committee shall consist of at least three non-employee members of the Board.
2. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. **Compensation.** The compensation of Committee members shall be as determined by the Board.
4. **Selection and Removal.** Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee from the Committee, with or without cause.

C. Authority and Responsibilities

1. The Committee shall have the authority to, among other things:
 - a. advise on the Company’s technological evolution and related investments;
 - b. approve the Company’s Tech Program including the Company’s data strategy;
 - c. verify the Tech Program is aligned with the Company’s overall business strategy;
 - d. evaluate the Company’s technology position in a competitive environment and advise on long-term strategic goals;
 - e. provide oversight and input as to how technology applies to the Company’s broader operations in the United States, India, and other global locations;
 - f. advise on the Company’s intellectual property strategy; and,
 - g. approve technology policies, controls, and procedures.
2. The Committee shall oversee, and periodically review, the structure, operation, and efficacy of the Tech Program, including the Technology and Product departments, with full access to Company management and the ability to inquire into any matter that it considers to be of material concern to it or the Board.



3. The Committee shall advise, evaluate and/or review, among other things:
 - a. the Chief Information Officer's ("CIO") and Chief Technology Officer's ("CTO") respective spans of responsibility, reporting lines and direct access to senior management;
 - b. the work of the Technology Investment Executive Steering Committee, which is chaired by the CIO and comprised of designated members of the Company's management team including the CTO;
 - c. significant technology and product investments and expenditures and the related strategies thereof, including understanding and, where applicable, recommending key ROI metrics;
 - d. ways in which management can continue to accelerate operations effectiveness and efficiency opportunities through the application of technology;
 - e. operations productivity metrics (e.g., cost/FTE, productivity/FTE, etc.);
 - f. talent strategy for future executive leaders and staff;
 - g. the acquisition and maintenance of technology positions, including contracts, strategic alliances, mergers and acquisitions, and intellectual property protections;
 - h. existing and future emerging technologies that may disrupt the Company's existing business;
 - i. technology-related policies, controls, and procedures to meet the Company's obligations with respect to data management;
 - j. key metrics from the Company's Information Security and Risk Management Programs; and
 - k. the Company's budget, significant information system investments, as well as investments around training, and staffing levels as they relate to technology and information systems.

4. The Committee shall consider, review and, as appropriate, receive periodic reports on, among other things:
 - a. the progress of major technology related proposals, plans and projects;
 - b. technology operations including performance, major outages, customer disruptions and technology architecture;
 - c. significant risk management reports and findings of internal auditors and regulators including remediation plans and progress against such plans;
 - d. the adequacy of the resources that are dedicated to the Tech Program including quality and effectiveness of technology processes and internal control systems; and,



- e. the effectiveness of the Company's crisis preparedness with respect to technology and information security, including communication plans, disaster recovery capabilities, and overall business continuity.

5. Periodically, the Committee shall convene an executive session, either with no members of management present or with the CIO and/or the CTO and no other members of management present, to discuss such matters that the Committee may deem appropriate.

6. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).

3. Reports to Board. The Committee shall report regularly to the Board.

4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Advisors. The Committee is authorized, without further action by the Board, to engage such legal, accounting, and other advisors as it deems necessary or appropriate to carry out its responsibilities. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

E. Alignment and Coordination with the Audit and Compliance & Risk Management Committees

The Committee will coordinate with the Audit and Compliance & Risk Management Committees to ensure appropriate collaboration with respect to financial and reporting controls and procedures, risk management, and data governance. The Audit and Compliance & Risk Management Committees shall retain all those responsibilities as are outlined in their respective Committee Charters.