

ONTRAK, INC.

Nominations and Governance Committee Charter

(Approved: January 30, 2023)

Purpose

The purpose of the Nominations and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ontrak, Inc. (the “Company”) shall be as follows:

1. To select, or recommend for the Board’s selection, the individuals to stand for election as directors at the annual meeting of stockholders of the Company or, if applicable, a special meeting of stockholders, and to recommend to the Board individuals to fill any vacancy or newly created directorship that may occur between such meetings.
2. To review the Board’s committee composition and structure and make recommendations to the Board regarding the appointment of directors to serve as members and chairpersons of the committees.
3. To assist the Board with oversight of corporate governance matters and, as applicable, oversee management continuity planning processes.
4. To perform such other duties and responsibilities as enumerated in and consistent with this Charter and to take or cause to be taken such other actions and address such other matters as the Board may authorize the Committee to undertake from time to time.

Composition

The Committee shall consist of two or more members of the Board. Each member of the Committee must be determined by the Board to be “independent” in accordance with the applicable listing standards of any stock exchange, quotation system or market on which the Company's securities are listed (the "Exchange Rules"), except as permitted by the Exchange Rules.

Appointment and Removal

The members of the Committee shall be appointed by the Board. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board in accordance with the Company’s Amended and Restated Bylaws, as may be amended from time to time (the “Bylaws”).

Chairperson

Unless a Chairperson is elected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will approve the agenda for the meetings of the Committee and preside over each meeting. In the Chairperson's absence, the members of the Committee may designate another member of the Committee to act as chair of the meeting. The Chairperson may establish such other rules, consistent with this Charter, as may from time to time be necessary and proper for the conduct of the business of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairperson of the Committee or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Bylaws.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate responsibilities to one or more subcommittees of the Committee as it deems appropriate. Any such subcommittee shall keep minutes of its meeting and other written records of its actions and regularly report the same to the Committee or the Board.

Duties, Responsibilities and Authority

The basic duty of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that duty, members are entitled to rely on the honesty and integrity of the Company's management and its outside auditors, attorneys and advisors, to the fullest extent permitted by applicable law. Pursuant to Article 5 of the Bylaws, the Committee shall have and may exercise all the powers and authority of the Board in all matters required, necessary or reasonable in the performance of the Committee's purpose, responsibilities and functions described in this Charter. Notwithstanding the foregoing, except where the authority to make determinations as a Committee is specifically delegated to the Committee in this Charter, the Board shall determine whether the Committee shall make determinations as a Committee or shall make recommendations to the Board.

In discharging its duties and responsibilities and fulfilling its purpose, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain outside counsel, search firms to assist with identifying potential director candidates, and other advisors as the Committee may deem

appropriate in its sole discretion without any further Board approval. The Committee shall be directly responsible for the retention, compensation and oversight of its counsel, search firms and other advisors and shall have sole authority to approve their fees and other terms of retention. In addition to individual compensation to members for serving on the Committee as reasonably determined by the Board, the Company shall provide appropriate funding, as determined by the Committee, for payment of (i) compensation and related expenses of any counsel, search firms and other advisors retained by the Committee, and (ii) ordinary administrative expenses of the Committee that it deems reasonable or necessary in carrying out its duties, subject only to any limitations imposed by applicable laws, rules and regulations.

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

Director Nominations, Board Composition and Annual Evaluation

1. Identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, nominees for election as directors by the stockholders at the next annual or special meeting of stockholders, and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between such meetings. In identifying and evaluating candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include, among other factors, strength of character, mature judgment, career specialization, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board. In any case where the right to nominate a director legally belongs to a third party, the Committee shall not be responsible for oversight of the director nomination.
2. Evaluate and make recommendations to the Board, or determine, whether any individual recommended by a stockholder for consideration as a candidate for director should stand for election to the Board at the next annual or special meeting of stockholders; provided, however, that the stockholder making such recommendation provides, on a timely basis, such information regarding the proposed candidate as may be reasonably requested by the Committee or required in accordance with the Bylaws or applicable law, rules or regulations.
3. Review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps, if any have been established by the Board.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board.
5. Review and oversee matters relating to the independence of Board and Board

committee members and director candidates, keeping in mind the independence standards of the Exchange Rules and any applicable law, rule or regulation.

6. To the extent such responsibility is not delegated to the Audit Committee of the Board, review and oversee matters relating to possible conflicts of interest of Board members, director candidates and executive officers of the Company.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and independence. The Committee will consider issues of diversity among members of the Board in identifying and considering nominees for director, including, among other factors, as appropriate, diversity of backgrounds, perspectives, experience, age, gender, ethnicity and country of citizenship. The Committee will also consider any diversity objectives or requirements under applicable law and the Exchange Rules.
8. Oversee the evaluation, at least annually, and as circumstances otherwise dictate, of the performance of the Board and management.

Board Committee Selection and Composition

9. Review the composition of each committee of the Board and recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and when appropriate, make recommendations regarding the removal of any member of any committee.
10. Recommend members of the Board to serve as the chairpersons of the committees of the Board.
11. Review and make recommendations to the Board regarding the purpose, structure, and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board, and as the Committee deems appropriate, periodic rotation of directors among the committees and any term limitations of service on any Board committee.
12. Periodically review the charter and function of each committee of the Board and make recommendations to the Board regarding the creation of additional committees or the elimination committees of the Board.

Continuity / Succession Planning Process

13. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

14. Report regularly to the Board following meetings of the Committee, (a) with respect to such matters as are relevant to the Committee's discharge of its responsibilities, and (b) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
15. Maintain minutes or other records of meetings and activities of the Committee.

Corporate Governance

To the extent deemed appropriate by the Board and the Committee, the Committee will:

16. Consider the adequacy of the certificate of incorporation of the Company and the Bylaws and make recommendations to the Board, as conditions dictate, regarding potential amendments to the certificate of incorporation and the Bylaws.
17. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
18. Review and assess the Company's Code of Ethics and Business Conduct from time to time and recommend changes for consideration of the Board as the Committee deems appropriate.
19. Consider policies relating to meetings of the Board. This may include meeting schedules, meeting format and locations, meeting agendas, and procedures for delivery of materials in advance of meetings.

Indemnification

The Company shall, to the maximum extent and in the manner permitted by Section 145 of the Delaware General Corporation Law, indemnify each member of the Committee against expenses judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a member of the Committee and/or the Board.