

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
ARDENT HEALTH PARTNERS, INC.
(the “Company”)**

As adopted by the Board of Directors, effective July 17, 2024

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) identify, evaluate, and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and (iv) oversee the annual performance evaluation of the Board and its committees and management. The Committee shall also recommend directors eligible to serve on all committees of the Board.

Composition of the Committee

The Committee shall be comprised of three or more directors, each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Notwithstanding the foregoing, the members of the Committee shall not be required to meet the independence requirements of the NYSE during any period in which the Company is a “controlled company” within the meaning of the NYSE’s listing standards, unless the Board otherwise determines not to rely on the NYSE’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the NYSE’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the NYSE within the time periods required by the NYSE’s phase-in rules applicable to companies who cease to be “controlled companies.”

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal, and (iii) may be removed by the Board in its discretion.

Meetings

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The Board shall designate one member of the Committee to serve as its chairperson. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. At every Committee meeting, the presence of a majority of all Committee members shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

Delegation

The Committee may from time to time, as it deems appropriate and to the extent permitted by applicable law, the rules and regulations of the NYSE and the Securities and Exchange Commission, and the Company's certificate of incorporation and bylaws, (i) form and delegate authority to subcommittees consisting of one or more members and (ii) delegate authority to any officer of the Company.

External Advisors

The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense but at funding levels determined by the Committee, any outside legal counsel, expert, or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted access to Company books, records, and facilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review periodically and make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.

2. Recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and screening Board nominee candidates and the process and criteria used to evaluate director independence.
3. Identify, recruit, screen, and interview individuals that the Committee believes are qualified to become Board members, consistent with criteria approved by the Board, and select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
4. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
5. Assess annually the composition of the Board in light of the Company's operating requirements and other considerations the Committee deems appropriate, as approved by the Board, and recommend any appropriate changes to the Board.
6. Review director independence and the financial literacy and expertise of Audit and Compliance Committee members and nominees who may be asked to serve on the Audit and Compliance Committee, and make recommendations to the Board relating to such matters.
7. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
8. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend directors for appointment to any such committee.
9. Review periodically the committee structure of the Board and recommend to the Board any changes to committee structure, the appointment of directors to Board committees and the assignment of committee chairs.
10. Review the Board's leadership structure and review and approve Company disclosures relating to Board leadership.
11. Monitor any changes in the outside commitments of directors and consider whether such changes may impact their ability to effectively serve on the Board, including service on outside for-profit boards or committees thereof.
12. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and monitor compliance with such guidelines.
13. Develop and recommend to the Board a code of business conduct and ethics applicable to the Company and monitor compliance with such code, including review of conflicts of interest.
14. Make recommendations in connection with directors' and officers' indemnification and insurance matters.

15. Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board and management.
16. Lead the Board through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board.
17. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
18. Oversee the Company's environmental, sustainability, and governance efforts, progress, and disclosures.
19. Develop procedures for stockholders and other interested parties to communicate with the Board, and advise the Board on appropriate engagement with stockholders.
20. Oversee the Company's policies and practices regarding political expenditures, including an annual review of the Company's corporate political contributions, lobbying activities, and trade association dues and payments.
21. Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
22. Report regularly to the Board on the activities of the Committee.
23. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
24. Review the adequacy of this Charter, at least annually, and recommend any proposed changes to the Board for approval.
25. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
26. Review at least annually key inclusion and diversity initiatives, including those related to organizational engagement and effectiveness and employee development programs.
27. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the NYSE, the federal securities laws, and such other requirements applicable to the Company, as may be delegated to the Committee by the Board from time to time.

Nominating Criteria

The Committee shall recommend to the Board for approval the criteria and policies for consideration and selection of directors to the Board and the Board committees. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account the listing standards of the NYSE and any other applicable law, regulation or rule.