

**COMPENSATION 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 Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to (i) discharge the Board’s responsibilities relating to compensation of the Company’s executive officers (as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended), corporate executive officers and regional presidents (referred to herein collectively as “Key Officers”), and directors, (ii) review and recommend to the Board compensation plans, policies, and programs, as well as approve individual Key Officer compensation, intended to attract, retain, and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s stockholders, and (iii) review such other key human resources policies and practices as set forth herein. The Committee shall also prepare the compensation committee report on executive compensation required to be included in the Company’s annual report or proxy statement relating to the election of directors.

Composition of the Committee

The Committee shall be comprised of three or more directors, (i) each of whom meets the independence requirements of the New York Stock Exchange (the “NYSE”) and otherwise satisfies the applicable independence standards for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”), and (ii) at least two of whom meet the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Exchange Act. 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.”

Committee members (i) shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance 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 authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel, or other advisor (a "**Committee Advisor**") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating, and overseeing the work of any Committee Advisor retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Advisor. To the extent required by NYSE rules, the Committee shall assess the independence of any Committee Advisor taking into account the factors specified by applicable NYSE rules. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have full, unrestricted access to Company records.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review and approve annually corporate goals and objectives relevant to chief executive officer (“CEO”) compensation, evaluate at least annually the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation, including salary, bonus, fees, benefits, incentive awards, and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Review, determine, and approve the compensation of the Company’s Key Officers, including salaries, bonuses, fees, benefits, incentive awards, and perquisites.
3. Review, approve or, when appropriate, make recommendations to the Board regarding the adoption or material modification of the Company’s compensation plans, including with respect to incentive compensation plans and equity-based plans, policies, and programs.
4. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company’s stock option, incentive compensation, and equity-based plans.
5. Review and approve, for the CEO and other Key Officers of the Company, when and if appropriate, employment agreements, severance arrangements, consulting agreements, and change in control agreements and change in control provisions affecting any elements of Key Officer compensation and benefits.
6. Evaluate and recommend to the full Board appropriate compensation for the Company’s non-employee directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
7. Review and discuss with management the Compensation Discussion & Analysis (CD&A) and other compensation related disclosures (e.g., CEO Pay Ratio) required to be included in the Company’s annual report or proxy statement. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such compensation discussion and analysis shall be included in such annual report or proxy statement and shall prepare the compensation committee report required to be included in such annual report or proxy statement.
8. Consider at least annually whether risks arising from the Company’s compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company’s incentive compensation plans encourage excessive or inappropriate risk taking.

9. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes. Recommend the frequency of the say-on-pay vote.
10. Develop and implement policies, as the Committee may deem appropriate, with respect to the recovery or "clawback" of any excess compensation (including equity and/or equity-based awards) paid to any of the Company's executive officers, including in the event of a financial restatement, misconduct or other events that could require the recoupment or forfeiture of incentive compensation.
11. Determine stock ownership guidelines for the CEO, other Key Officers of the Company, and non-employee directors of the Company, and monitor compliance with such guidelines.
12. Review periodically CEO succession and report its findings and recommendations to the Board, and work with the Board and appropriate members of management in evaluating potential successors to Key Officer positions.
13. Report regularly to the Board on the activities of the Committee.
14. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
15. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
16. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.
17. 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 or required under the provisions of any compensation or benefit plan maintained by the Company.