

HEALTH CATALYST, INC.

TRANSACTIONS COMMITTEE CHARTER

I. General Statement of Purpose

The purposes of the Transactions Committee (the “Transactions Committee”) of the Board of Directors (the “Board”) of Health Catalyst, Inc. (the “Company”) is to review and recommend for approval or further consideration by the Board merger and acquisitions transactions and investment transactions proposed by Company management.

II. Composition

The number of directors serving on the Transactions Committee shall be fixed by the Board from time to time but shall consist of no fewer than two directors.

The members of the Transactions Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Transactions Committee. Vacancies, for whatever reason, may be filled by the Board. The Board shall designate one member of the Transactions Committee to serve as Chair of the Transactions Committee.

III. Meetings

The Transactions Committee shall meet as often as it deems appropriate. The Transactions Committee may meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Transactions Committee shall constitute a quorum for purposes of a meeting, and the Transactions Committee may act by a vote of a majority of members present at a meeting. The Transactions Committee may also act by unanimous written consent (which may include electronic consent) in lieu of a meeting to the extent permitted by the Company’s bylaws, as may be adopted and amended by the Board from time to time.

IV. Transactions Committee Activities

The Transactions Committee’s purposes and responsibilities shall be to:

A. Review and Recommendation of Acquisition and Capital Raise Strategies

- Review acquisition and capital raise strategies with the Company’s management and, in conjunction with Company’s management, investigate acquisition candidates and/or explore capital raises on behalf of the Company.
- Recommend acquisition and capital raise strategies and acquisition candidates to the Board, as appropriate

B. Access Company Management

- Access the Company’s Corporate Development, Finance, and Growth executive leaders, and other Company executives, as necessary to carry out its responsibilities.

C. Review of Charter

- Review the Transactions Committee charter from time to time and recommend any changes to the Board.

D. General

- Establish and delegate authority to subcommittees consisting of one or more of its members, when it deems appropriate to discharge its responsibilities.
- Report regularly to the Board on matters for which it has been given responsibility.
- In performing its responsibilities, rely on advice and information it receives from management and any experts, advisers and other professionals whom it may consult.
- Perform such other functions as the Board may request from time to time.

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Adopted by the Board of Directors of Health Catalyst, Inc. on _____, 2021.