

**Charter of the Nomination and Governance Committee  
of the Board of Directors of  
CorVel Corporation**

**Last Amended and Restated as of July 22, 2021**

**1. Purpose.**

The primary purpose of the Nomination and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CorVel Corporation (the “*Company*”) is to (i) establish minimum qualifications for director nominees, (ii) assist the Board in identifying, evaluating, and nominating qualified individuals to serve on the Board, and (iii) assist the Board in assessing and developing corporate governance policies for the Company.

**2. Composition.**

(a) At Least Two Members; Chairperson. The Committee shall consist of a minimum of two “independent” directors (as defined in Section 2(b) below), with the exact number determined by the Board. The Board shall designate a Committee member as the chairperson of the Committee (the “*Chairperson*”), or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All Committee members shall be “*independent*” as determined by the Board and as defined in the listing standards of the Nasdaq Stock Market or such other national securities exchange on which the Company’s securities are then listed, as the same may be amended from time to time (the “*listing standards*”), the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and any other laws applicable to the Company.

(c) Appointment. Committee members shall be appointed by the Board for one-year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. Any Committee member may be removed, with or without cause, by the approval of a majority of the independent directors then serving on the Board. The Board may fill any vacancies on the Committee by a majority vote of the directors then in office.

**3. Meetings; Reports; Advisors.**

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less than once annually. The Committee may act by written consent in lieu of a meeting. Committee meetings shall be held in person or telephonically. The Chairperson or a majority of the Committee members may call Committee meetings. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company’s Amended and Restated Bylaws (“*Bylaws*”), applicable laws or regulations, or the listing standards. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Corporate Secretary of the Company for inclusion in the Company’s minute books. The Committee may meet separately with other directors, the Chief Executive Officer and other Company employees, agents or representatives.

(b) Reports. The Committee shall report to the Board on significant matters related to the Committee’s responsibilities. The Committee shall recommend to the Board director nominees for election at the next annual meeting of stockholders and for inclusion in the Company’s annual proxy statement. The Committee shall disclose to the Board information regarding the category or categories of persons or entities that recommended, and persons or entities that caused to be recommended, each director nominee, specifically noting those instances where a nominee was recommended by the Chief Executive Officer of the Company. The Committee also shall disclose to the Board whether any third parties received compensation in connection with identifying and evaluating candidates.

(c) Authority to Retain Advisors; Resources. The Committee shall have direct, independent and confidential access to the Company's directors, management and personnel, as well as to the Company's books, records and facilities, to carry out its duties. The Committee shall have authority, in its sole discretion, to retain, oversee and terminate any search firm, legal counsel and other advisors as it deems necessary or appropriate to carry out its duties, and to approve related fees and retention terms. The Company shall provide the Committee with funding, as the Committee deems appropriate, for payment of compensation to any such search firm, legal counsel and other advisors retained by the Committee.

#### **4. Authority and Responsibilities.**

The following are general guidelines establishing the Committee's responsibilities and authority of the Committee. This list is not intended to be exhaustive, and the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purpose and carry out its duties.

The Committee shall:

(a) Assist the Board in establishing the minimum qualifications for a director nominee, including the qualities, skills and characteristics that Board members are expected to possess; lead the search for and identify individuals qualified to become Board members, consistent with criteria approved by the Board; and select, or recommend that the Board select, the director nominees to be presented for stockholder approval at the next annual meeting of stockholders, and one or more director nominees for each vacancy on the Board that occurs between annual meetings of stockholders (subject, in each case, to any legal rights of third parties to nominate or appoint directors).

(b) Select or recommend individuals as director nominees who (i) meet the minimum qualifications approved by the Board; (ii) have high personal and professional integrity; (iii) are financially literate or who have other professional or business experience relevant to an understanding of the Company and its business; (iv) have demonstrated an ability to think and act independently and with sound judgment; and (v) shall be effective, in conjunction with the other director nominees, in collectively serving the long-term interests of the Company and its stockholders.

(c) Review and recommend to the Board a determination with respect to each director's "independence" under the listing standards, SEC rules and regulations, and any other laws applicable to the Company.

(d) Receive, review and respond to director nominations submitted in writing by the Company's stockholders, and evaluate such director nominees in accordance with the same criteria set forth in this Charter, or as otherwise approved by the Committee or the Board.

(e) Review and evaluate the composition and organization of each committee of the Board and make recommendations to the Board regarding a change in mandate or dissolution of existing committees, or the creation of additional committees. The Committee shall annually recommend to the Board for its approval qualified directors to serve as members of each committee giving consideration to the criteria for service on each committee as set forth in such committee's charter, and recommend committee members to fill vacancies as needed.

(f) Consider and recommend changes in the size or composition of the Board and matters relating to the Company's succession plans for the Board.

(g) Review the narrative disclosure regarding the director nomination process implemented by the Committee or the Board to be included in any SEC filing.

(h) Develop, assess annually, and make recommendations to the Board concerning, the Company's corporate governance policies. The Committee shall regularly review issues and developments related to matters of corporate governance and monitor compliance with the Company's corporate governance guidelines.

- (i) Annually evaluate its own performance as a committee and report to the Board the results of such evaluation and any recommended changes.
- (j) Review and reassess, at least annually, the adequacy of this Charter and submit any recommended changes to the Board for its consideration.
- (k) Perform any other activities, consistent with this Charter, the Bylaws, and applicable listing standards and laws as the Committee or the Board deems necessary or appropriate.
- (l) Have the authority to form and delegate any of its responsibilities to a subcommittee.