

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF SOC TELEMED, INC.**

(As Adopted on October 30, 2020)

1. Purpose

- 1.1 The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of SOC Telemed, Inc. (the “**Company**”) is to ensure that the Board of Directors (the “**Board**”) is properly constituted to meet its fiduciary duties. To carry out this purpose, the Committee shall: (1) assist the Board by identifying prospective director nominees and recommending to the Board the director nominees for the next annual meeting of stockholders; (2) recommend to the Board the directors that shall serve on each committee of the Board; (3) develop and recommend to the Board the governance principles applicable to the Company; (4) oversee the evaluation of the Board and its committees; and (5) monitor and oversee governance and compliance matters.
- 1.2 The Board and management shall ensure that the Committee has adequate funding and other resources and authority to discharge its responsibilities as determined by the Committee.

2. Membership & Organization

- 2.1. The Committee shall be comprised of at least two (2) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, except as otherwise permitted by the rules of the Nasdaq Stock Market.
- 2.2. The members of the Committee shall be appointed by, and serve at, discretion of the Board and may be replaced by the Board at any time or for any reason. Unless a chair is designated by the Board, the members of the Committee may appoint a chair of the Committee (the “**Chair**”).

3. Responsibilities

In addition to such other responsibilities as may be delegated to the Committee from time-to-time by the Board, the Committee shall:

- 3.1. At least annually review and make recommendations to the Board concerning the composition and organization of the Board and its committees, and determine future requirements;
- 3.2. Determine on a periodic basis the desired qualifications, expertise and characteristics for potential directors, with the goal of developing an experienced and highly qualified Board, with a diverse background and skillset, and conduct searches for director candidates that have corresponding attributes; and assess the independence of any candidates identified for consideration;
- 3.3. Evaluate and recommend nominees for election to the Board, consistent with criteria approved by the Board, and consider and evaluate stockholder nominees for election to the Board;

- 3.4. Review the disclosure included in the Company's proxy statement regarding the Company's nomination process;
- 3.5. Make recommendations for new director orientation and continuing education for Board members;
- 3.6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review those guidelines from time to time as appropriate;
- 3.7. Evaluate the governance of the Board and its committees and oversee compliance by the Board and its committees with applicable laws and regulations;
- 3.8. Review proposed changes to the Company's Certificate of Incorporation and Bylaws and make recommendations to the Board;
- 3.9. Determine the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and what the Board's response, if any, should be;
- 3.10. Oversee an annual process for evaluation of the performance of the Board and each of its committees, including conducting surveys of director observations, suggestions and preferences;
- 3.11. Review the disclosure included in the Company's proxy statement regarding the Company's governance matters;
- 3.12. Consider questions of possible conflicts of interest of Board members and of executive officers; review actual and potential conflicts of interest of Board members and executive officers, other than related party transactions subject to review by the Audit Committee; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity;
- 3.13. Periodically review this Charter and make recommendations to the Board with respect to any proposed changes; and
- 3.14. Review annually its own performance against the responsibilities outlined in this Charter and as otherwise established by the Board.

4. Authority

The Committee shall:

- 4.1. Have the authority to form, and delegate authority to, one (1) or more subcommittees, comprised of one or more Committee members, which subcommittee(s) shall have the responsibilities and authority delegated to them, including, if so designated, the full responsibility and authority of the Committee with respect to delegated matters;
- 4.2. Have the sole authority, at the Company's expense, to retain and terminate any search firm to be used to identify director candidates; and

- 4.3. Have the authority to obtain advice, reports or opinions from internal or external counsel and other expert advisors at the Company's expense.

5. Meetings & Minutes

The Committee shall meet at least once per year and will also meet, as required, in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice in accordance with the Bylaws. A majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

6. Reports

The Committee will make regular reports to the Board related to its activities.

7. Compensation

Members of the Committee shall receive such compensation, if any, for their service as Committee members in accordance with the Company's standard compensation arrangements for non-employee directors. Such compensation may include retainers or per meeting fees as well as equity awards. Fees may be paid in such form of consideration as is determined by the Board.