



Oscar Health, Inc. Talent and Compensation Committee Charter

A. PURPOSE

The purpose of the Talent and Compensation Committee of the Board of Directors (the **“Board”**) of Oscar Health, Inc. (the **“Company”**) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers, the Company’s compensation plans, and the Company’s talent management strategies.

B. STRUCTURE AND MEMBERSHIP

1. **Number.** The Talent and Compensation Committee shall consist of at least two members of the Board.
2. **Independence.** Each member of the Talent and Compensation Committee shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws.
3. **Chair.** Unless the Board elects a Chair of the Talent and Compensation Committee, the Talent and Compensation Committee shall elect a Chair by majority vote
4. **Compensation.** The compensation of Talent and Compensation Committee members shall be as determined by the Board.
5. **Selection and Removal.** Members of the Talent and Compensation Committee shall be appointed by the Board. The Board may remove members of the Talent and Compensation Committee from such committee, with or without cause.
6. **Rules and Procedures.** The Talent and Compensation Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Talent and Compensation Committee.

C. AUTHORITY AND RESPONSIBILITIES

General

The Talent and Compensation Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Compensation Matters

1. **CEO Evaluation and Compensation.** The Talent and Compensation Committee shall review and approve the corporate goals and objectives with respect to the compensation of the Company's Chief Executive Officer (the "**CEO**"). The Talent and Compensation Committee will evaluate the CEO's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the CEO's compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits, and other forms of executive officer compensation (collectively, "**Compensation**").
2. **Other Executive Officer Evaluation and Compensation.** The Talent and Compensation Committee will oversee an evaluation of the executive officers other than the CEO. After considering the foregoing evaluation, the Talent and Compensation Committee will review and set, or make recommendations to the Board regarding, the Compensation of the Company's other executive officers.
3. **Employment Agreements and Severance Arrangements.** The Talent and Compensation Committee will review and approve all offer letters, employment agreements and severance arrangements for the executive officers of the Company.
4. **Plan Recommendations and Approvals.** The Talent and Compensation Committee shall periodically review and approve new compensation plans or programs that are not subject to stockholder approval or approval by the Board, review and approve changes to existing compensation plans or programs to the extent stockholder or Board approval of such changes is not required, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to stockholder or Board approval, and discharge any responsibilities imposed on the Talent and Compensation Committee by any of these plans.
5. **Administration of Equity-Based Plans.** The Talent and Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof and to grant options and make stock and other equity-based awards thereunder, except to the extent the terms of any such plan require administration by the full Board. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Talent and Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock or equity-based awards pursuant to

such equity-based plan to employees of the Company or any subsidiary of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, the “**Exchange Act**”) or directors of the Company. The Talent and Compensation Committee shall approve, or recommend for approval by the Board, any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NYSE Rule 303A.08.

6. **Director Compensation.** The Talent and Compensation Committee shall periodically review and make recommendations to the Board with respect to director compensation.

7. **Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board.** To the extent that the Company is required to include the “Compensation Discussion and Analysis” required by Item 402(b) of Regulation S-K (“**CD&A**”) in the Company’s Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C (collectively, the “**Proxy Documents**”), the Talent and Compensation Committee shall review and discuss with management the Company’s CD&A and shall consider whether it will recommend to the Board that the Company’s CD&A be included in the Proxy Documents.

8. **Compensation Committee Report.** If required, the Talent and Compensation Committee shall prepare the annual Compensation Committee Report pursuant to Item 407(e)(5) of Regulation S-K.

9. **Clawback Policy.** The Talent and Compensation Committee will administer and oversee the Company’s compliance with the compensation recovery policy required by applicable SEC and NYSE rules.

Talent Strategy

1. **Talent Strategies.** The Talent and Compensation Committee shall provide oversight for the Company’s talent strategies, including related to executive recruiting, retention, talent management, and talent diversity, equity and inclusion.

2. **Succession Planning.** The Talent and Compensation Committee will periodically work with the Chief Executive Officer to evaluate the Company’s succession plans for the Chief Executive Officer and other executive officers, including an emergency succession plan for the Chief Executive Officer.

Other

1. **Compensation Consultants, Counsel and Other Advisors.** The Talent and Compensation Committee shall have the authority, in its sole discretion and without further action by the Board, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the

Talent and Compensation Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, other than in-house legal counsel, the Talent and Compensation Committee shall take into consideration the factors affecting independence required by applicable laws, Securities and Exchange Commission rules and NYSE rules. The Talent and Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Talent and Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Talent and Compensation Committee.

2. Additional Duties. In addition to the duties and responsibilities expressly delegated to the Talent and Compensation Committee in this Charter, the Talent and Compensation Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Talent and Compensation Committee, the Company's bylaws and applicable NYSE rules.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Talent and Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Talent and Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Talent and Compensation Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Talent and Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder).

3. Reports to Board. The Talent and Compensation Committee shall report regularly to the Board.

4. Charter. The Talent and Compensation Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Investigations. The Talent and Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Talent and Compensation Committee or any advisors engaged by the Talent and Compensation Committee.

6. Self-Evaluation. The Talent and Compensation Committee shall annually evaluate its own performance.