

TABULA RASA HEALTHCARE, INC.

**CHARTER OF THE STRATEGIC REVIEW COMMITTEE
OF THE BOARD OF DIRECTORS**

APPROVED BY THE BOARD OF DIRECTORS SEPTEMBER 13, 2022

I. PURPOSE AND POLICY

A. The Strategic Review Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tabula Rasa HealthCare, Inc. (the “*Company*”) has been established by the Board in connection with the execution of the Cooperation Agreement, dated as of the date hereof, among the Company and Indaba Capital Management, L.P. (“*Indaba*”). The Committee’s purpose is to oversee the Company’s current strategic process relating to the sale of non-core assets and explore other strategic alternatives and value creation opportunities with a view toward maximizing stockholder value.

II. COMMITTEE COMPOSITION

A. Members. The Committee shall consist of no more than three (3) members of the Board. The members of the Committee and the Chair of the Committee will be designated and appointed in accordance with the terms of the Cooperation Agreement.

III. COMMITTEE MEETINGS

A. Meetings. The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, which meetings may be in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.

B. Quorum; Voting. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company’s Bylaws then in effect.

C. Agenda. The Chair of the Committee shall develop and set the Committee’s agenda, in consultation with the other members of the Committee, the Board, and the Chief Executive Officer (“*CEO*”) and Chief Financial Officer (“*CFO*”) (or either of their respective designees selected for such purposes). The agenda and, to the extent practical, information concerning the business to be conducted at each Committee meeting shall be provided to the members of the Committee in advance of each meeting. Additionally, the agenda concerning the business to be conducted at each Committee meeting shall be circulated to all Board members in advance of the meeting.

D. Attendance by Other Directors, Officers, or Employees. Any director who is not a member of the Committee may, in his or her discretion, attend and participate in one or more meetings (or portions thereof) of the Committee. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests. However, the Committee shall meet regularly without such individuals present.

E. Rules of Procedure; Minutes. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company then in effect and this Charter. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting.

F. Report to the Board. The Committee shall report to the Board regularly and make available to the Board the minutes of its meetings.

G. Performance Evaluation; Assessment of Charter. The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.

IV. AUTHORITY

A. The Committee shall have access to all books, records, facilities, and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting, or other advisors and consultants. The Committee shall have the authority to approve fees, costs, and other terms of engagement of such outside resources. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants, or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting, or other advisors or consultants.

V. RESPONSIBILITIES

A. The Committee shall review and evaluate the Company's business and financial strategies and growth opportunities and make recommendations to the Board in respect thereof.

B. The Committee shall review and evaluate, at least quarterly, the Company's performance relative to its business and financial strategies and growth opportunities and work with the CEO and the CFO to address any shortfalls therein.

C. The Committee shall review and make recommendations to the CEO and thereafter to the Board regarding the Company's cash flow, capital expenditures, and financing requirements.

D. The Committee shall review and make recommendations to the CEO and thereafter to the Board regarding potential material mergers, acquisitions, divestitures, and other key strategic transactions outside the ordinary course of the Company's business ("*Corporate Strategic Transactions*").

E. The Committee shall assist the Board with the evaluation of *bona fide* proposals from unaffiliated third parties that could reasonably be expected to result in Corporate Strategic Transactions.

F. The Committee shall review and make recommendations to the CEO and thereafter to the Board on financing for Corporate Strategic Transactions.

G. The Committee shall not (i) be entitled or empowered to authorize, approve, adopt, ratify, negotiate, or otherwise take any action with respect to any transaction, agreement, offer, proposal, arrangement or otherwise, whether preliminary or definitive, or (ii) have or exercise any authority to approve any action of the Company or any of its subsidiaries.

H. The Committee shall not have the authority or power to create or delegate authority to any subcommittees.

I. The Committee shall not report its findings and recommendations publicly or to any person or entity other than the CEO and the Board.

J. The Committee shall oversee the Company's strategic processes related to the sale of non-core assets.

The foregoing list of authorities and duties is not exhaustive, and the Committee may, in addition, perform any other functions it may find necessary or appropriate in furtherance of the Committee's purpose (subject to the limitations set forth above).