OMADA HEALTH, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Amended as of March 26, 2026

This Nominating and Corporate Governance Committee Charter (the "Charter") has been adopted by the Board of Directors (the "Board") of Omada Health, Inc. (the "Company").

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to identify individuals qualified to become members of the Board consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of corporate governance guidelines (the "Corporate Governance Guidelines"), to oversee the evaluation of the Board, and to perform the other duties and responsibilities described in this Charter.

II. COMPOSITION

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq"), subject to any available exception.

Committee members shall be appointed and may be removed, with or without cause, by the Board. Unless a Chairperson is designated by the Board, the Committee may designate a Chairperson by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES, AND AUTHORITY

The 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 Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Company's bylaws.

IV. DUTIES AND RESPONSIBILITIES

1. *Director Nominees*. The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors*. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Corporate Governance Guidelines, and such other criteria as the Board or Committee may determine necessary or appropriate in light of applicable U.S. Securities and Exchange Commission and Nasdaq requirements or other relevant considerations.

3. *Board Committee Structure and Membership*. The Committee will periodically review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Board Leadership Structure*. The Committee will periodically review the Board leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company and recommend any proposed changes to the Board.

5. *Corporate Governance Guidelines*. The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Director Changes in Position or Circumstances*. The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon such director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request that such director submit his or her resignation from the Board.

7. *Board and Committee Evaluations*. The Committee will oversee the annual evaluations of the Board and Board committees.

8. *Executive Officer Succession Plan*. The Committee will periodically work with the Chief Executive Officer to evaluate the Company’s succession plans upon the Chief Executive Officer’s and other Executive Officers’ retirement or in the event of an unexpected occurrence.

9. *Other Corporate Governance Matters*. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

10. *Healthcare Regulatory and Data Privacy Risks*. The Committee shall periodically review and discuss with management the Company's policies and processes with respect to major healthcare regulatory and data privacy risks, and shall discuss with management the steps management has taken to monitor and control these risks.

11. *Environmental and Social Matters/Corporate Responsibility*. The Committee will periodically review, and provide oversight with respect to, the Company's strategy, initiatives, policies, and risks concerning environmental and social matters (with the Compensation Committee of the Board having primary responsibility for matters relating to human capital management).

12. *Reports to the Board of Directors*. The Committee shall report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation*. The Committee shall annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter*. The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.