

**CHARTER OF THE  
INNOVATION AND TECHNOLOGY COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
TRUBRIDGE, INC.**

Last amended and restated on October 25, 2024

**I. Purpose**

The purpose of the Innovation and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of TruBridge, Inc. (the “Corporation”) is to aid the Board in fulfilling its responsibility to (i) assess and oversee the management of risks in the areas of information technology, information and data security, cybersecurity, disaster recovery, data privacy and business continuity, (ii) oversee the Corporation’s development of its innovation and technology strategy and (iii) take such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate.

**II. Membership**

The Committee shall be composed of not less than two (2) directors. Appointment to the Committee, including designation of the Committee Chairperson, shall be made on an annual basis by the full Board upon recommendation of the Nominating and Corporate Governance Committee of the Board. Each member of the Committee must satisfy the independence requirements of the listing rules of the Nasdaq Stock Market, as amended and in effect from time to time. The Board shall determine, in its business judgment, whether each member of the Committee satisfies the eligibility requirements of such listing rules. Committee members may be removed by a majority vote of the Board, and vacancies will be filled by a majority vote of the Board. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

**III. Duties and Responsibilities**

The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Corporation’s organizational documents:

1. Technology Risk Management. Review and discuss with management its assessment and management of technology risks and tolerances in the areas of information technology, information and data security, cybersecurity, data privacy, disaster recovery and business continuity, as well as guidelines, policies and processes for monitoring and mitigating such risks. Review the Corporation’s Incident Response Policy, Incident Response Guidance, and related policies and documents, and assess the Corporation’s preparedness for cybersecurity incidents.
2. Technology Corrective Actions. Review and address, as appropriate, management’s corrective actions for technology risk process deficiencies that arise.

3. Technology Risk Reporting. Establish appropriate frequency and content of reporting from management to the Board concerning all areas of technology risk.
4. Innovation and Technology Strategy. Review and discuss with management the Corporation's innovation and technology strategy, budget and key initiatives, including the Corporation's technology position relative to its competitors, significant gaps and plans to address such gaps; make recommendations to the Board with respect to the scope, direction, quality, investment levels and execution of the Corporation's innovation and technology strategy.
5. Information Technology Trends. Monitor and discuss with management existing and future trends in information technology and relevant markets that may affect the Corporation's strategic plans, including monitoring overall industry trends.
6. Stockholder Proposals. Review and make recommendations to the Board with respect to stockholder proposals related to technology and related matters.
7. GRC Committee. Oversee the Corporation's internal Governance, Risk & Compliance Committee (the "GRC Committee") with respect to the GRC Committee's activities relating to information technology and cybersecurity matters. In collaboration with the GRC Committee and the Audit Committee, assess the Corporation's disclosure regarding cybersecurity incidents and risk management.
8. Management Guidance. Provide guidance to management on technology as it may pertain to, among other things, innovation; market entry and exit; investments, mergers, acquisitions and divestitures; new business divisions and spin-offs; research and development investments; and key competitor and partnership strategies.
9. Cybersecurity Breach Insurance. Review the adequacy of insurance coverage for losses associated with cybersecurity breaches.
10. Annual Review; Charter. Conduct an annual performance evaluation of the Committee and the Committee's duties and responsibilities, including a review and assessment of the adequacy of this Charter, and recommend any proposed changes to the Board for approval. Publish this Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
11. Other Actions. Perform any other activities consistent with this Charter, the Corporation's organizational documents and governing law as the Committee or the Board deems necessary or appropriate.

#### **IV. Subcommittees; Delegation**

The Committee shall have the authority to create one or more subcommittees, consisting of one or more members of the Committee, but no subcommittee will have any final decision-making authority on behalf of the Committee or the Board. Any such subcommittee shall keep the Committee advised of its activities. The Committee also is authorized to designate one or more of

its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.

## **V. Meetings**

It is anticipated that regular meetings of the Committee shall be held at least twice each year, but the Committee shall have the authority to alter or amend such schedule and may meet more or less frequently. The Committee shall meet at such times as deemed appropriate by the Chairperson of the Committee, any two (2) members of the Committee or the Chairperson of the Board. A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the members of the Committee shall be the act of the Committee. In addition, the Chairperson and members of the Committee may meet informally or by telephone. Otherwise, unless the Committee or the Board adopts other procedures, the provisions of the Corporation's Bylaws applicable to meetings of the Board will govern meetings of the Committee. The Committee shall keep minutes of each meeting. The Committee shall report regularly to the full Board regarding its actions and make recommendations to the Board as appropriate.

## **VI. Advisors; Reliance; Cooperation**

**A. *Retention of Consultants, Counsel and Other Advisors.*** The Committee has the power, in its sole discretion, to retain or obtain the advice of a consultant, legal counsel or other advisor (an "Advisor"), as it deems necessary or appropriate to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

**B. *Reliance Permitted.*** In carrying out its duties, the Committee may act in reliance on the Corporation's management, independent public accountants and the internal auditors, and any Advisors and experts, as it deems necessary or appropriate.

**C. *Investigations.*** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

**D. *Required Participation of Employees.*** The Committee will have unrestricted access to the Corporation's independent public accountants, internal auditors and outside counsel and anyone else in the Corporation, and may require any officer or employee of the Corporation to attend any meeting of the Committee or to meet with any members of, or Advisors to, the Committee.