

TELADOC HEALTH, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Teladoc Health, Inc. (the “**Company**”) is to advise and make recommendations to the Board relating to corporate governance matters, to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend to the Board director nominees for the next annual meeting of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines, to oversee the evaluation of the Board and management and to assist the Board in overseeing the Company’s ethics and compliance program.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange and the Company’s other independence and qualification guidelines. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair 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, consistent with criteria approved by the Board, and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently varied and independent backgrounds. The Committee will consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement. The Committee will also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws. 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 Committee will determine, and periodically review, the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines and other Company policies.

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

4. *Corporate Governance Guidelines.* The Committee has developed and recommended to the Board the corporate governance guidelines applicable to the Company (the "**Corporate Governance Guidelines**"). The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

5. *Code of Business Conduct and Ethics.* The Committee will review and reassess the adequacy of the Company's Code of Business Conduct and Ethics, and will, from time to time as it deems appropriate, recommend any proposed changes to the Board for its approval.

6. *Compliance and Ethics Oversight.* The Committee will oversee the Company's compliance and ethics program, including compliance with legal and regulatory requirements (other than those related to accounting, internal accounting controls or financial reporting, which are the responsibility of the Audit Committee). The Committee will at least annually review the implementation and effectiveness of the Company's compliance and ethics program with the Chief Legal Officer and/or the Chief Compliance Officer, as well as review, along with the Board (and/or its other committees), any matters that may have a material impact on the Company's compliance policies, business conduct controls and any material compliance related reports or inquiries received from regulators or government agencies. Matters brought to the Committee's attention that could have a significant impact on the Company's financial statements or may concern the integrity, adequacy or effectiveness of the Company's accounting and financial reporting processes and internal control and external reporting policies and procedures will be reported to the Audit Committee.

7. *ESG and Corporate Responsibility.* The Committee will oversee the Company's overall approach to environmental, social and governance and corporate responsibility matters.

8. *Succession Plans.* The Committee will periodically review the succession plans for the Chief Executive Officer and other key officers (the "***Succession Plans***") and develop and evaluate potential candidates for such executive positions and recommend to the Board any changes to and any candidates for succession under the Succession Plans. The Committee will review and discuss with the Board the following: (1) the development of criteria for the selection and performance review of senior executive officer positions that reflect the Company's business strategy; (2) the Succession Plans and (3) identification of potential successors for senior executive officer positions.

9. *Chief Compliance Officer.* The Committee will review any appointment, replacement, reassignment or dismissal of the Company's Chief Compliance Officer, and at least annually will review the performance of the Chief Compliance Officer.

10. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and its committees and may assist the Board (and/or its other committees) in periodically reviewing the performance of the Company's officers.

11. *Director Resignations.* The Committee will review any offer of resignation made by a director and recommend to the Board whether to accept or reject such offer in accordance with the Company's bylaws.

12. *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 Board's other committees.

13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

14. *Committee Self-Evaluation.* The Committee must at least annually perform an evaluation of the performance of the Committee.

15. *Review of this Charter.* The Committee must 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.