

COTIVITI HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSES

The Compensation Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Cotiviti Holdings, Inc. (the “**Company**”) to: (A) assist the Board in overseeing the Company’s employee compensation policies and practices, including (i) determining and approving the compensation of the Company’s Chief Executive Officer (“**CEO**”) and the Company’s other executive officers, and (ii) reviewing and approving incentive compensation and equity compensation policies and programs; and (B) produce the annual report of the Committee required by the rules of the Securities and Exchange Commission (“**SEC**”).

II. COMMITTEE MEMBERSHIP

Composition. The Committee shall consist of at least three members of the Board. Except as otherwise directed by the Board, a director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation or removal from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time.

Chair. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Independence. So long as the Company remains a “controlled company” under the rules applicable to companies listed on the New York Stock Exchange, each member of the Committee shall not be required to be an “independent” director in accordance with the applicable listing standards of the New York Stock Exchange, including for the purposes of serving on the Compensation Committee. After the Company ceases to be a “controlled company” and subject to any permitted phase-in rules, each member of the Committee must be an “independent” director in accordance with the applicable listing standards of the New York Stock Exchange, including those specifically applicable to compensation committee members. In addition, in selecting the members of the Committee, the Board shall consider whether the director (i) is a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and (ii) satisfies the requirements of an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. AUTHORITY

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.

The Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any compensation consultant, legal counsel or other adviser to the Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Committee, and the

Company will provide appropriate funding (as determined by the Committee) for the payment of reasonable compensation to any such adviser.

IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least two times per year and additionally as circumstances dictate.

The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

The Committee shall meet at least annually with the CEO and any other corporate officers the Committee deems appropriate to discuss and review the performance criteria and compensation levels of key executives.

V. DELEGATION

The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the New York Stock Exchange.

The Committee delegates its authority with respect to equity awards to executive officers and directors pursuant to the Company's incentive and equity-based compensation plans to a subcommittee composed of two members of the Committee, each of whom qualifies as a "non-employee director" under Rule 16b-3 of the Exchange Act.

VI. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

1. oversee the overall compensation philosophy and compensation programs for the Company, CEO and other executive officers;
2. establish, review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers, including annual and long-term performance goals and objectives;
3. evaluate at least annually the performance of the CEO and other executive officers against corporate goals and objectives including the annual performance objectives and, based on this evaluation, determine and approve the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material prerequisites) for the executive officers;
4. review and approve any employment, compensation, benefit or severance agreement with any executive officer;

5. review on a periodic basis the Company's management compensation programs and recommend to the Board any appropriate modifications or new plans, programs or policies;
6. review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan;
7. administer the Company's incentive and equity-based compensation plans, including authorizing all awards made pursuant to such plans;
8. review, approve and recommend to the Board the adoption of any employee retirement plan, and other material employee benefit plan, and any material modification of any such plan;
9. review at least annually the Company's compensation policies and practices for executives, management employees and employees generally to assess whether such policies and practices could lead to excessive risk taking behavior;
10. with respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive or director compensation: (a) annually, or from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest; and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or to management, as well as all remuneration provided to such consultant;
11. prior to the retention of any advisers to the Committee and annually, or from time to time as the Committee deems appropriate, assess the independence of compensation consultants, legal and other advisers to the Committee, taking into consideration factors specified in the listing standards of the New York Stock Exchange;
12. review the Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and any proxy statement for the election of directors; as part of this review, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("say-on-pay" vote) required by Section 14A of the Exchange Act;
13. oversee CEO succession planning;
14. at least every six years or more frequently as appropriate, make a recommendation to the Board regarding the frequency with which the Company will conduct a say-on-pay vote;
15. review the form and amount of director compensation at least annually, and make recommendations thereon to the Board;
16. review and oversee stockholder proposals relating to executive compensation matters;
17. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter;
18. review and reassess the adequacy of this charter periodically and recommend to the Board such amendments as the Committee deems appropriate;

19. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities; and
20. undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

Adopted by the Board on May 10, 2016.