

ASSETMARK FINANCIAL HOLDINGS, INC.

Nominating and Corporate Governance Committee Charter

Adopted December 6, 2019

Purpose

The Nominating and Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of AssetMark Financial Holdings, Inc. (the “**Company**”) to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- establish criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria, including the consideration of nominees submitted by shareholders, taking into account the listing standards of the New York Stock Exchange and applicable regulations and exemptions, including those related to “controlled companies”;
- recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- establish criteria for the selection and appointment of the CEO, and identify individuals qualified to serve as CEO in the event of a vacancy or replacement;
- provide guidance to the CEO and the Company’s human resources department regarding succession planning related to the Company’s executive management;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board; and
- develop and recommend to the Board the Corporate Governance Guidelines, the Corporate Standards and the Code of Ethics and Business Conduct for the Company and oversee compliance with such Guidelines, Standards and Code.

At the time of the Company’s initial public offering, the Company will be a “controlled company” within the meaning of the applicable rules of the New York Stock Exchange and, as a result, will qualify for and may rely on exemptions from certain corporate governance requirements that would otherwise be applicable, including without limitation as described herein.

Membership

The Committee shall consist of at least three members. Subject to such exceptions as permitted by any phase-in provisions under the New York Stock Exchange rules available to “controlled companies,” at such time that the Company is no longer a “controlled

company” under the applicable rules of the New York Stock Exchange or no longer wishes to avail itself of the exemption from such rules requiring that the Committee be composed solely of independent directors, the Committee shall be composed solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall designate the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - review candidates’ qualifications for membership on the Board or a committee of the Board based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for Audit Committee or other committee membership purposes);
 - evaluate the “independence” of directors and director nominees against the independence requirements of the New York Stock Exchange, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws (to the extent the Company is not a “controlled company”);
 - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
 - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;

- consider rotation of committee members and committee chairs, as appropriate; and
- consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

Evaluating the Board and its Committees

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

Selection and Appointment of the CEO

- In the event of a vacancy in the CEO position, the Committee will manage, with input from the Board, the process of selecting a new CEO, including the review of candidates' qualifications to serve in such role. The Committee will recommend qualified candidates to the Board for final selection and appointment.

Management Succession

- The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development of plans for, any potential successors to the Chief Executive Officer and each other executive officer.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines, the Corporate Standards and the Code of Ethics and Business Conduct for the Company. At least annually, the Committee shall review and reassess the adequacy of such Guidelines, Standards and Code and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Company's Corporate Governance Guidelines, Corporate Standards and Code of Ethics and Business Conduct and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines, Corporate Standards or Code of Ethics and Business Conduct for the Company's directors, executive

officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.

- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

Director Orientation and Continuing Education

- The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee may choose to forego an annual evaluation of itself pursuant to the exemption provided to "controlled companies" under the rules of the New York Stock Exchange for so long as the Company remains a "controlled company."
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates, compensation consultants as to director compensation and legal counsel, including sole authority to approve all such advisers' fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it to be appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.