

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.  
CORPORATE GOVERNANCE GUIDELINES**

**Amended and Restated as of November 16, 2016**

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Allscripts Healthcare Solutions, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making at both the Board and management levels, with the objective of enhancing stockholder value over the long term. The Board intends that these guidelines serve as a flexible framework, not as a set of binding legal obligations, and should be interpreted in the context of all applicable laws and regulations, the Company’s charter documents and other governing documents. The guidelines are subject to future refinement or changes as the Board may find necessary or advisable for the Company in order to achieve these objectives.

**Board Composition and Selection; Independent Directors**

**1. Board Size.** The Board believes 6 to 10 is an appropriate size based on the Company’s present circumstances. The Board periodically evaluates whether a larger or smaller slate of directors would be preferable.

**2. Selection of Board Members.** The Board’s selection of director nominees is based on its determination (using advice and information supplied by the Nominating and Governance Committee) as to the suitability of each individual to serve as a director of the Company, taking into account the membership criteria discussed below. Upon the recommendation of the Nominating and Governance Committee, the Board’s approval of nominations must be by a majority of the directors. Directors will be elected annually by the Company’s stockholders.

**3. Board Membership Criteria.** The Nominating and Governance Committee works with the Board on an annual basis to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individual Board members, the Board takes into account many factors, including their business and professional accomplishments, integrity, demonstrated ability to make independent analytical inquiries, ability to understand the Company’s business, willingness to devote the necessary time to Board duties, and other appropriate factors. The Board also believes that diversity, including differences in backgrounds, qualifications, and personal characteristics, is important to the effectiveness of the Board’s oversight of the Company. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director’s past attendance at meetings and participation in and contributions to the activities of the Board.

**4. Board Composition – Independent Directors.** The Board believes that a substantial majority of its directors must be independent. In determining the independence of a director, the Board will apply the definition of “independent director” in the listing standards of The Nasdaq Stock Market LLC (“NASDAQ”) and applicable laws and regulations.

**5. Term Limits.** Subject to Section 10 below, the Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company’s history, policies, and objectives. The

Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

**6. Selection of Chief Executive Officer and Chairperson.** The Board selects the Company's Chief Executive Officer (the "CEO") and Chairperson in the manner that it determines to be in the best interests of the Company's stockholders.

**7. Limitation on Other Board Service.** Directors who are currently serving as the chief executive officer or other executive officer of a public company may serve on a total of no more than two public company boards. Directors who are not currently serving as a chief executive officer or other executive officer of a public company may serve on a total of no more than four other public company boards.

**8. Conflicts of Interest.**

- **Directors with Significant Job Changes.** The Board believes that any director who retires from his or her present employment, materially changes his or her position, or experiences another significant change in personal circumstances that reasonably may have an adverse effect on the director's service (including his or her independence) or the Company's business or reputation, should promptly inform the Company's General Counsel of such event and should offer to tender a written resignation to the Board. The Board, and specifically the Nominating and Governance Committee, would then evaluate whether the Board should seek and accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her changed status, including whether any potential conflict of interest exists.
- **Conflicts of Interest.** All directors and executive officers must comply with the applicable provisions of the Conflicts of Interest section of the Company's Code of Conduct. If an actual or potential conflict of interest involving a director or executive officer develops for any reason, including, without limitation, because of a change in the business operations of the Company or a subsidiary, or in a director's or executive officer's circumstances, the director or executive officer should immediately report such matter to the Company's General Counsel and Chairperson of the Nominating and Governance Committee for evaluation. If a significant conflict involving a director cannot be resolved, the director should offer to resign.
- **Personal Interest in Matters before the Board.** If a director or executive officer has a personal interest in a matter before the Board, the director or executive officer must disclose the interest to the Board, excuse himself or herself from participation in the discussion (which may involve leaving the Board meeting) and, in the case of a director, not vote on the matter. A director or executive officer will be deemed to have a personal interest in a matter before the Board by virtue of the director's or executive officer's material affiliation with an entity that is expected to be in a business relationship or other transaction with the Company or, in the case of strategic discussions, with an entity that is (or owns a substantial stake in) a competitor of the Company.

**9. Majority Voting; Resignation Policy.** The Company's by-laws provide for majority voting in uncontested director elections. Majority voting means that directors are elected by a majority of the votes cast – that is, the number of shares voted "for" a director must exceed the number of shares voted "against" that director. Any incumbent director who is not re-elected in an election in which majority voting applies shall tender his or her resignation promptly following certification of the stockholders' vote. The Nominating and Governance Committee shall consider the tendered resignation and recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. The Board shall act on the recommendation within 120 days following certification of the stockholders' vote and shall promptly disclose (by press release, filing of a Current Report on Form 8-K, or any other public means of

disclosure deemed appropriate) its decision regarding whether to accept the director's resignation offer. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board with respect to his or her resignation.

**10. Retirement Age.** Beginning with the Company's 2016 Annual Meeting of Stockholders, no director shall stand for re-election to the Board if he or she has reached the age of 72; provided, however, that upon the recommendation of the Nominating and Governance Committee, the Board shall have the authority to extend the retirement of an individual director if the Nominating and Governance Committee and the Board, in their discretion, believe such extension would best serve the interests of the Company.

### **Board Meetings; Involvement of Senior Management**

**11. Board Meetings – Agenda.** The Chairperson of the Board and the CEO will set the agenda for each Board meeting, and will distribute this agenda in advance to each director. The Chairperson of the Board and the CEO shall, as appropriate, solicit suggestions from other directors as to agenda items for Board meetings.

**12. Advance Distribution of Materials.** All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. This will help facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

**13. Access to Management and Employees.** The Board should have access to the Company's management and employees in order to ensure that directors can ask all questions and ascertain all information necessary to fulfill their duties. Directors shall notify the CEO in advance of contacting any employee and shall use judgment to ensure that any such contact is not unduly disruptive to the business of the Company. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

**14. Executive Sessions of Independent Directors.** The independent directors of the Company will meet regularly (at least twice per year) in executive session, *i.e.*, with no management directors or management present. These executive sessions may include such topics as the independent directors determine. During these executive sessions, the independent directors shall have access to members of management and other guests as the independent directors determine.

**15. Lead Director.** In the event the Chairperson is not an independent director, then the Board shall appoint a lead director who shall be independent and shall be responsible for chairing the regular sessions of, and otherwise providing leadership to, the independent directors.

### **Performance Evaluation; Succession Planning; Compensation**

**16. Annual CEO Evaluation.** The independent directors shall perform a review at least annually of the performance of the CEO. The results of this review are communicated to the CEO.

**17. Succession Planning.** As part of the annual officer evaluation process, the Nominating and Governance Committee works with the CEO to plan for CEO succession (and for other members of senior management), as well as to develop plans for interim succession for the CEO (and for other members of

senior management) in the event of an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted.

**18. Board Self-Evaluation.** The Nominating and Governance Committee is responsible for facilitating an annual evaluation of the performance of the full Board and reports its conclusions to the Board. The Nominating and Governance Committee's report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as identification of areas in which the Board could improve its performance.

**19. Director Compensation.** The Company's management should report annually to the Compensation Committee, or the full Board, as to how the Company's director compensation practices compare with those of comparable public corporations. The Compensation Committee shall lead the Board, as necessary, in reviewing its director compensation practices and considering whether changes to such practices are appropriate.

**20. Stock Ownership Guidelines.** The Board believes that, in order to more closely align the interests of directors with the interests of the Company's other stockholders, all directors should achieve a minimum level of ownership of shares of the Company's common stock. The Nominating and Governance Committee is responsible for establishing and periodically reviewing the stock ownership guidelines for directors. As of the date hereof, those guidelines call for directors to own shares with a minimum value of five times the annual cash retainer paid to directors within five years of becoming a director.

## **Committees**

**21. Number and Type of Committees.** The Board has three principal committees – an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its primary responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's governing documents and each committee's charter. Committee duties are described briefly as follows:

- **Audit Committee.** The Audit Committee oversees the Company's accounting and audit processes. The committee is directly responsible for the appointment, compensation, retention, and oversight of the Company's independent auditors.
- **Compensation Committee.** The Compensation Committee (i) discharges the Board's responsibilities relating to compensation of the Company's executive officers and (ii) reviews and recommends to the Board compensation plans, policies and programs intended to attract, retain and appropriately reward employees.
- **Nominating and Governance Committee.** The Nominating and Governance Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be directors of the Company. It is also responsible for developing and recommending to the Board policies and practices with respect to corporate governance.

**22. Composition of Committees; Committee Chairpersons.** The Audit Committee, the Compensation Committee, and the Nominating and Governance Committee will consist solely of independent directors, as defined in the applicable listing standards, laws, and regulations. Upon the recommendation of the Nominating and Governance Committee, the Board is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interests of the Company and its stockholders.

**23. Committee Meetings and Agenda.** The chairperson of each committee is responsible for developing, together with relevant Company managers, the committee's general agenda and objectives and for setting the specific agenda for committee meetings. The chairperson and committee members will determine the frequency and length of committee meetings consistent with the committee's charter.

**24. Audit Committee Qualifications.** The Audit Committee will have at least one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC, and all members of the Audit Committee will satisfy the listing standards of NASDAQ. The Board is responsible for determining the qualification of an individual to serve on the Audit Committee as a designated "audit committee financial expert."

**25. Ability to Retain Outside Advisors.** The Board will have all resources and authority necessary to discharge its duties, including the authority to retain outside counsel or other experts, consultants, or advisors, as it deems appropriate, and at the Company's expense.

**26. Orientation for New Board Members.** The Nominating and Governance Committee is responsible for oversight of the orientation process for new directors. This process includes cultural orientation; background material on strategies, risks, competition, and financial history; technology demonstrations; meetings with senior management; and visits to Company facilities.

**27. Director Education.** The Company will, as appropriate, make available educational programs for directors.

**28. External Communication.** It is the policy of the Board that the CEO and the Company's Chief Financial Officer speak for the Company, although management may, from time to time, request individual directors to meet or otherwise communicate with various constituencies that are involved with the Company.

**29. Confidentiality.** The proceedings and deliberations of the Board and its committees shall be confidential. Each director and executive officer shall maintain the confidentiality of information received in connection with his or her service as a director or, in the case of executive officers who are not directors, his or her attendance at a Board or committee meeting.

**30. Review of Governance Guidelines.** The Board will periodically review these guidelines, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board.