

## EXHIBIT 2.2(b)

## Governance Structure and Reserve Powers

The TopCo Board will retain certain reserve powers (collectively, the “Reserve Powers”) with respect to the SCAN Companies and the CareOregon Companies, which shall be in addition to those otherwise required by law, rule or regulation, including the following:

a. approval and removal of the directors of CareOregon, *provided* that (i) with respect to such approval, each nominee shall be recommended by the nominating committee of the CareOregon Board of Directors and approved by the CareOregon Board, and (ii) removal of a director of CareOregon shall either be (A) for cause (as defined in the Governing Documents of CareOregon) as determined in good faith by the TopCo Board following consultation with the Chair of the CareOregon board, or (B) with or without cause upon approval of a majority of the board of directors of CareOregon. For the avoidance of doubt, the election and removal of directors of the board of each CareOregon Company shall be approved by the immediate parent of such entity, and in accordance with the Governing Documents of such entity and applicable law, and if TopCo rejects a CareOregon board nominee, including at the end of the term of any current director, CareOregon shall nominate and approve a different candidate in accordance with the process described above, and the position will be or remain vacant until a candidate is approved by the TopCo Board in accordance with such process;

b. authorization and approval of amendments to the Governing Documents of the SCAN Companies and the CareOregon Companies following the Closing, *provided* that prior to such authorization and approval (i) any amendment to the Governing Documents of CareOregon shall be recommended and approved by the CareOregon board of directors, (ii) any amendment to the Governing Documents of any other of the CareOregon Companies or SCAN Companies shall be recommended and approved by the immediate parent of the respective SCAN Company or the CareOregon Company to which such amendment applies and the respective boards of such entities, and (iii) in each case, approval of any amendment shall be subject to requirements under applicable law and the Governing Documents of such entities;

c. authorization and approval of any sale, lease, exchange or other disposition of all or substantially all of the assets of one or more of the SCAN Companies or the CareOregon Companies, or of any merger, consolidation or non-judicial dissolution of one or more of the SCAN Companies or the CareOregon Companies, in each case subject to approval by the respective board(s) of the SCAN Companies and the CareOregon Companies to which such matter applies to and in accordance with applicable law and the Governing Documents of such entities;

d. approval of the operating and capital budgets proposed by the management and approved by the boards of the SCAN Companies and the CareOregon Companies, including any material amendments or modifications thereto or any material deviations therefrom;

e. authorization and approval of the creation of any new legal entities or entry into any new lines of business by any of the SCAN Companies or the CareOregon Companies, subject to approval of the respective board(s) of the SCAN Companies and the CareOregon Companies to which such matter applies; and

f. approval of material related party agreements, material distributions or capital transfers, material third party investments, and settlement of material litigation, subject to approval of the respective board(s) of the SCAN Companies and the CareOregon Companies to which such matter applies.

For the purpose of clarity, the above shall not be construed to amend in any way the current reserve powers or other rights held by CareOregon with respect to any Coordinated Care Organizations (CCOs). In addition, where any action requires the approval of the TopCo Board and the board of directors or CareOregon or any CareOregon Company under the “reserve” provisions set forth above, such action shall not be effective unless and until approved by the TopCo Board and the respective board of CareOregon or the applicable CareOregon Company.