

**Charter of the Compliance and Quality Committee**  
**of the Board of Directors of**  
**agilon health, inc.**

As Amended and Restated, and Adopted by the Board of Directors,

Effective as of November 22, 2021

The Compliance and Quality Committee (the “Committee”) is responsible for assisting the Board in overseeing compliance with the laws, rules and regulations applicable to the business of agilon health, inc. (the “Corporation”) and its subsidiaries and recommending adoption and implementation of, and changes to, the Corporation’s compliance programs, subject in all cases to the oversight and approval authority of the Corporation’s Board of Directors (the “Board”). The Board hereby adopts this Compliance and Quality Committee Charter (the “Charter”) to establish the governing principles of the Committee.

**1. Purpose**

This Charter is created in order to define the Committee’s objectives, the range of its authority, the scope of its activities and its duties and responsibilities. It is intended to give Committee members a clear understanding of their roles.

The Committee is responsible for assisting the Board in overseeing compliance with applicable laws, regulatory requirements, industry guidelines and policies and provide a vehicle for communication between the directors and management of the Corporation with regards to proper operations.

For purposes of this Charter, “compliance” shall be defined as the adherence to all laws, regulations and policies applicable to, and the principal purpose of which is to regulate or establish requirements or standards for, the conduct of the day-to-day operations of the Corporation’s businesses (such as those dealing with Medicare, patient confidentiality and other health care and antitrust matters). Responsibility for Board-level compliance matters relating to laws, regulations and policies of a more general nature (such as those dealing with corporate, securities, tax, pension and financial reporting matters) or not otherwise principally applicable to the day-to-day operations of the Corporation’s business shall be within the functions of the Corporation’s Audit Committee or such other committee(s) of the Board to which they may be assigned. While the Committee has the responsibilities and powers set forth in this Charter, the Committee and the Board must rely on the expertise and knowledge of management, the Corporation’s Chief Compliance Officer and Corporation’s counsel. Accordingly, it is the responsibility of management of the Corporation to ensure compliance with applicable laws, rules and regulations. The Committee may initiate such compliance investigations as it deems appropriate, but it is not the Committee’s responsibility to conduct compliance audits in the ordinary course of the Corporation’s business.

## **2. Membership**

The Committee shall consist of at least three members. The initial members of the Committee shall be appointed by the Board and thereafter, the members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board and may be removed by the Board in accordance with the Corporation's Amended and Restated By-laws (as may be further amended or restated, the "By-laws") and the Stockholders Agreement, dated April 16, 2021, between the Corporation and CD&R Vector Holdings, L.P. Members of the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Committee shall appoint the Committee's Chairperson. No member of the Committee should be an employee of the Corporation, its subsidiaries or affiliates.

## **3. Structure and Operations**

Regular meetings of the Committee will be held no less frequently than on a quarterly basis to fulfill its duties and responsibilities and as required by applicable law, at any place within or outside the State of Delaware that has been designated from time to time by resolution of the Board or by the Committee. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Committee shall be held at any place within or outside the State of Delaware that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other. The Committee may invite such members of management, or other persons to its meetings as it may deem desirable or appropriate. The Committee will make recommendations to the Board after consultation with the Chief Compliance Officer ("CCO") on those findings and matters within the scope of its responsibilities. The CCO will have a direct reporting relationship with the Committee and the CCO will be afforded the opportunity to have an executive session with the Committee at each meeting.

The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.

## **4. Duties and Responsibilities**

The Committee's duties and responsibilities shall include each of the items enumerated below and such other matters as may from time to time be delegated to the Committee by the Board.

- Periodically review and make recommendations to the Board regarding the Corporation's compliance program and compliance practices generally which are intended to foster compliance with all applicable federal and state laws and regulations; and receive periodic reports from the Compliance Department of the Corporation or any of its subsidiaries as to the efforts to educate employees, physicians and other health care professionals, contractors, vendors and others doing business with or on behalf of the Corporation or any of its subsidiaries concerning, and promote adherence to, such laws and regulations. The Committee

shall provide oversight as needed to ensure that the Corporation maintains an effective compliance program that promotes prevention, detection and resolution of all conduct that does not conform to federal and state law, as well as ethical business policies.

- Provide oversight of operational regulatory compliance, including matters related to federal health care program requirements, to promote effectiveness of compliance-related controls.
- Provide oversight to the implementation and operation of the Corporation's compliance program and recommend any revisions as appropriate.
- Annually review the effectiveness of the compliance program according to compliance program guidance documents published by the Office of Inspector General and evaluate whether the compliance program is meeting the expectations espoused by the U.S. Department of Health and Human Services and the U.S. Sentencing Commission.
- Review and approve compliance related policies and procedures, including oversight and periodic review of the Code of Conduct and the whistleblower policy contained in the Code of Conduct.
- Review compliance program effectiveness measures relating to education, training and program auditing to assess the degree to which operations are consistent with regulatory policies and guidelines.
- Assess at least annually the adequacy of resources allocated to the compliance program, whether such resources are sufficient to achieve operational compliance and provide recommendations to management concerning allocation of resources as appropriate.
- Oversee the information, procedures and reporting systems the Corporation has in place, including pursuant to the Code of Conduct, to provide reasonable assurance that (i) the operations of the Corporation comply with applicable laws and regulations, and (ii) the Corporation acts in accordance with appropriate ethical standards.
- Review and assess policies and procedures aimed at ensuring that the Corporation's subsidiaries and/or affiliates as well as all of the Corporation's vendors maintain effective compliance programs, follow ethical business policies and are in compliance with applicable laws and regulations.
- Remain reasonably knowledgeable of laws, regulations and policies related to the operation of the Corporation including those related to fraud and abuse and relationships with health care providers who are referral sources.

- Meet regularly with the CCO to receive reports on compliance matters including any complaints received, evidence of the effectiveness of the compliance program and the activities of the CCO and other compliance personnel.
- Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Corporation regarding compliance matters;
- Report compliance issues that may have significant financial implications to the Corporation's Audit Committee and otherwise assist the Audit Committee in the discharge of such committee's obligations related to such compliance issues.
- Review and assess, at least annually, the adequacy of this Charter and the performance of the Committee, including compliance by the Committee with this Charter, and submit any proposed changes to the Charter to the Board for approval.
- Perform such other functions as may be assigned to the Committee from time to time by the Board.
- The Committee shall report to the Board following regular meetings, including presenting, as appropriate, such measures and recommend such actions as may be necessary or desirable to assist the Corporation in conducting its activities in compliance with all applicable laws, regulations and policies.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Corporation, and each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside the Corporation from which it receives information, (b) the accuracy of the information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (c) statements made by management or third parties.

## **5. Authority**

The Committee derives its authority from the By-laws, and the Committee is hereby given all resources and authority necessary to properly fulfill its duties and responsibilities. The Committee shall act pursuant to the Board's directives and instructions in the matters outlined herein.

The Committee shall have the authority to select, retain and terminate outside counsel and other experts and advisors, including compliance consultants, as it determines appropriate to assist in the full performance of its functions, and to approve any compensation payable by the Corporation to such outside counsel or consultants, including the fees, terms and other conditions for the performance of such services. At the request of the Committee, the Corporation shall provide the Committee with an appropriate level of staff and support to allow the Committee to function appropriately.

The Committee will report to, and take direction from, the full Board, and the Board shall be kept informed of the Committee's activities on a current basis.

The Committee will record and keep minutes of all Committee meetings, which minutes will be available to all members of the Board.

## **6. Miscellaneous**

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility of members of the Committee except to the extent otherwise provided under the applicable laws of Delaware that shall continue to set the legal standard for the conduct of the members of the Committee, or to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. Except as otherwise required by applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.