

Charter of the Compensation Committee
of the Board of Directors of
agilon health, inc.

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

Effective as of April 16, 2021

This Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of agilon health, inc. (the “Corporation”). The Board hereby adopts this Compensation Committee Charter (the “Charter”) to establish the governing principles of the Committee.

1. Purpose

The purpose of the Committee is: (a) to discharge the Board’s responsibilities relating to compensation of the Corporation’s executives, (b) to review and approve the “Compensation Discussion and Analysis” and prepare any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), in each case for inclusion in the Corporation’s annual proxy statement or Annual Report on Form 10-K, or any other filing, as required and (c) to review and advise management on other related human resources matters as determined by the Committee from time to time.

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, which shall recommend for Committee membership such directors as it believes are qualified, subject to the terms of 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 for such term or terms as the Board may determine.

Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange; provided, however, during the period in which the Corporation is a “controlled company” under the New York Stock Exchange listing standards, the independence requirements shall not apply to membership on the Committee. Once the Corporation ceases to qualify as a “controlled company,” the membership of the Committee shall meet the director independence requirements of the New York Stock Exchange within any applicable phase-in periods or transition rules. In addition, either each Committee member shall be a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time (the “Exchange Act”), or the Committee shall establish one or

more subcommittees consisting solely of non-employee directors for purposes of fulfilling the Corporation's duties under Rule 16b-3.

3. Structure and Operations

The Board shall designate one member of the Committee as its chairperson. 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. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees. In addition, to the extent permitted by the Corporation's incentive-compensation plans and/or equity-based plans, the Committee may delegate, in its discretion, its authority to grant and administer awards under these plans to executive officers of the Corporation and its subsidiaries.

The Committee shall have at least three regularly scheduled meetings per year, at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable. 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, or exclude, such members of management, consultants, advisors or others as the Committee deems appropriate to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions; provided, however, that the Committee shall meet in executive session when it considers the compensation of the Corporation's Chief Executive Officer (the "CEO").

4. Duties and Responsibilities

The Committee's duties and responsibilities shall include each of the items enumerated in this Section 4 and such other matters as may from time to time be delegated to the Committee by the Board.

(a) The Committee shall establish the Corporation's general compensation philosophy, and, in consultation with senior management, oversee the development and implementation of compensation programs.

(b) The Committee shall, at least annually, (i) review and approve corporate and individual performance goals and objectives relevant to the compensation of the CEO and other executive officers, (ii) evaluate the performance of the CEO and other executive officers in light of those goals and objectives, (iii) report the results of such evaluation to the Board and (iv) have the authority, either as a committee or together with the other independent directors (as directed by the Board), to determine the CEO's and other executive officers' compensation level based on this evaluation.

(c) The Committee shall, at least annually, review and approve all compensation arrangements with the CEO and the other senior executives of the Corporation, including, without limitation: (i) the annual base salary level; (ii) the annual incentive opportunity level; (iii) the long-term incentive opportunity level; (iv) employment agreements, consulting agreements, severance arrangements and change-in-control agreements/provisions, in each case as, when and if appropriate; and (v) any special or supplemental benefits.

(d) The Committee shall review and make recommendations to the Board with respect to the Corporation's incentive-compensation plans and equity-based plans and oversee the administration of these plans and discharge any responsibilities imposed on the Committee by any of these plans.

(e) The Committee shall periodically review the compensation of the Corporation's directors and make recommendations to the Board with respect thereto.

(f) The Committee shall oversee the Corporation's regulatory compliance with respect to compensation matters, including (i) any regulatory matters imposed on the Corporation by the SEC or exchange and (ii) the Corporation's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained.

(g) The Committee shall report to the Board periodically on all matters for which the Committee has responsibility.

(h) The Committee shall prepare and review an annual report regarding executive compensation for inclusion in the Corporation's annual proxy statement in accordance with applicable SEC rules and regulations, and review and approve of any other report on executive compensation required by the SEC for inclusion in any filing.

(i) The Committee shall develop and implement policies with respect to the recoupment of incentive compensation paid or awarded to certain employees to the extent required by applicable law or regulation, or as otherwise determined, consistent with applicable law or regulation, to be in the best interests of the Corporation.

(j) The Committee shall determine stock ownership guidelines, if any, for the executives and non-employee directors and oversee compliance with such guidelines.

(k) The Committee shall oversee actions of the Corporation to seek stockholder approval or input of executive compensation matters, and review the results of any advisory stockholder votes on executive compensation to determine whether to adjust the Corporation's executive compensation policies and practices.

(l) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the

upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(m) The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.

(n) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

5. Authority and Resources

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a compensation consultant to assist in the evaluation of director, CEO or senior executive compensation and to approve any compensation payable by the Corporation to such consultant, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from outside accounting, legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by the Committee may, but need not, be in the case of an outside accountant, the same accounting firm employed by the Corporation for the purpose of rendering or issuing an audit report on the Corporation's annual financial statements, or in the case of outside counsel or other advisor, otherwise engaged by the Corporation for any other purpose. Further, prior to the selection of a compensation consultant, accounting, legal or other advisor, the Committee shall assess the independence of such advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or exchange rules, including but not limited to (i) the provision of other services to the Corporation by the person that employs the Compensation Advisor (the "Advisor's Employer"); (ii) the amount of fees received from the Corporation by the Advisor's Employer as a percentage of total revenue of the Advisor's Employer; (iii) the policies and procedures of the Advisor's Employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of such advisor with any member of the Committee; (v) any stock of the Corporation owned by such advisor; and (vi) any business or personal relationship of such advisor or the Advisor's Employer with an executive officer of the Corporation. The Committee shall evaluate whether any compensation advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor provision). Notwithstanding the foregoing, an independence assessment will not be required prior to seeking advice from in-house counsel for the Corporation or when an advisor is (a) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is available generally to all salaried employees or (b) providing information that is not customized for the Corporation or that is

customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice. The Committee, following an independence assessment as described in this Section 5, shall not be prohibited from retaining an advisor who is not independent and the Committee shall have no obligation to implement or act consistently with the advice or recommendation of any advisor.

The Corporation shall pay to any compensation consultant or outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.

6. Miscellaneous

Nothing contained in this Charter is intended 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 exchange rules applicable to the Corporation, or applicable law, the purposes and responsibilities outlined herein 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. This Charter is intended to be consistent with the Corporation's Corporate Governance Guidelines.