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AGILON HEALTH, INC.
CORPORATE GOVERNANCE GUIDELINES
Adopted by the Board of Directors, Effect as of April 16, 2021

The Board of Directors (the “Board”) of agilon health, inc. (the “Corporation”), has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Corporation to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. These guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law, as amended (the “DGCL”), the Corporation’s Amended and Restated Certificate of Incorporation, the Corporation’s Amended and Restated By-laws (as may be further amended or restated, the “Bylaws”) or the Stockholders Agreement, dated April 16, 2021, between the Corporation and CD&R Vector Holdings, L.P. (the “Stockholders Agreement”). The Board and the Nominating and Governance Committee will review and amend these guidelines from time to time as they deem necessary and appropriate.

1. Board and Director Responsibilities

The business and affairs of the Corporation will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Corporation and its stockholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation’s officers or associates, or Committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Corporation.

2. Director Qualification Standards

Pursuant to the exemptions provided to “controlled companies” by Section 303A.00 of the listed company manual of the New York Stock Exchange (“NYSE”), for such time that the Corporation qualifies as a “controlled company,” the Corporation will not be required to have a majority of independent directors. Once the Corporation ceases

to qualify as a “controlled company,” and after any permissible phase in period, the Board will have a majority of directors who will be independent. A director is deemed independent if the Board has made an affirmative determination that such director has no material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). The Board will review the independence of each director annually, or more frequently if required by applicable law or stock exchange regulation.

The Board will consider the following criteria for director qualification: (i) the nominee’s independence, judgment, strength of character, ethics and integrity; (ii) the nominee’s business or other relevant experience and skills and knowledge useful to the oversight of the Company’s business; (iii) the Company’s commitment to diversity; and (iv) whether a nominee has sufficient time to carry out the responsibilities of a director. The Board will observe all additional criteria for independence established by the NYSE or other governing laws and regulations.

3. Size of the Board

Subject to the terms, if any, of the Stockholders Agreement, the Board will initially consist of 10 directors, which number may be modified by resolution adopted from time to time by the Board, but shall not be less than one. The Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements imposed by law or stock exchange regulation, or reducing its size if the Board determines a smaller Board would be more appropriate, subject to compliance with the Stockholders Agreement, applicable law and stock exchange requirements. The Nominating and Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board. In conducting its annual assessment of the composition of the Board, the Nominating and Governance Committee will make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

4. Office of Chairman

For so long as CD&R Vector Holdings, L.P. (“CD&R”) beneficially owns at least 25% of the outstanding common stock of the Corporation, a CD&R Designee (as defined in the Stockholders Agreement) shall serve as the Chairman of the Board. Should CD&R beneficially own less than 25% of the outstanding common stock, a Chairman of the Board will be elected by the Board from among its members to preside at all meetings of the Board. It is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chairman and Chief Executive Officer on a case by case basis. The Board believes it is important to retain its flexibility to allocate the

responsibilities of the offices of the Chairman and Chief Executive Officer in any way that is in the best interests of the Corporation at a given point in time. If the Board chooses to combine the offices of Chairman and Chief Executive Officer, a lead director will be appointed annually by the independent directors.

5. Board Membership Criteria

The Nominating and Governance Committee is responsible for reviewing with the Board annually the requisite skills and characteristics of new Board members as well as the Board as a whole. This assessment will take into consideration any requirements of independence, as well as the skills and experience of candidates and the needs of the Board.

Subject to the terms of the Stockholders Agreement, the Nominating and Governance Committee will recommend to the Board criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

Director candidates should demonstrate strong values and discipline, high ethical standards, a commitment to full participation on the Board and its committees, and relevant career experience, along with other skills and characteristics that meet the current needs of the Board.

6. Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Governance Committee, subject to the terms of the Stockholders Agreement. The Nominating and Governance Committee will identify and recommend to the Board candidates the Nominating and Governance Committee believes are qualified and suitable to become members of the Board consistent with the criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders, or, if applicable, at any special meeting of stockholders.

7. Term Limits

There are no established term limits for service on the Board.

8. Mandatory Retirement Age

Subject to the terms of the Stockholders Agreement, a director having attained age 75 is required to retire from the Board effective as of the annual shareholders meeting immediately following such director's 75th birthday. Directors will not be nominated for election or re-election to the Board after their 75th birthday, although the full Board may,

in its discretion, nominate candidates age 75 or older for election or re-election for what it considers appropriate circumstances.

9. Directors who Change their Present Job Responsibility or Cease to be Independent

Directors are expected to report changes in their principal business responsibilities, including retirement, to the Chairman of the Board and the Chairman of the Nominating and Governance Committee. Together with such report, the reporting director will also tender his or her resignation to the Chairman of the Board and the Chairman of the Nominating and Governance Committee. In addition, directors who cease to qualify as independent after election to the Board will be required to tender a resignation as a director promptly to the Chairman of the Board and the Chairman of the Nominating and Governance Committee. The Nominating and Governance Committee will review whether the new occupation, or retirement, of the director, or lost independence is consistent with the specific rationale for originally selecting that individual and the guidelines for board membership. The Nominating and Governance Committee will recommend action to be taken by the full Board regarding the resignation based on, in the case of retirement, the circumstances of retirement, in the case of a new position, the responsibility and type of position and industry involved, or in the case of lost independence, the independence requirements of the Board. The bias of the Nominating and Governance Committee will be to accept the resignation if the basis for originally selecting the individual no longer exists. The director who has experienced the change in circumstance or lost independence shall not participate in the deliberations by the Nominating and Governance Committee and the Board with respect to the resignation.

10. Limitation on Number of Boards a Director may Serve

No director will serve on more than four other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity) without the prior consent of the Board, and any director who is a chief executive officer, chief financial officer or other senior executive of a public company who is designated as an “executive officer” of the public company for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, may serve on no more than two other public company boards without the prior consent of the Board. Directors will advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and committees of other organizations should be consistent with the Corporation’s Code of Conduct. If a member of the Corporation’s Audit Committee serves on more than two public company audit committees, the Board will

determine whether such simultaneous service impairs the director's ability to serve effectively on the Corporation's Audit Committee.

11. Number of Meetings; Attendance of Directors at Board Meetings

The Board will hold a minimum of four meetings per year. Additional meetings may be called in accordance with the Bylaws. Directors are expected to regularly attend meetings of the Board and the committees of which they are members, and to spend the time needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Corporation.

12. Selection of Agenda Items for Board Meeting

The Chairman will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. The Board will review the Corporation's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Corporation's strategic plans and the principal issues (including accounting and risk management issues) that the Corporation is facing or will face in the future during at least one Board meeting each year.

13. Board Materials Distributed in Advance

The Corporation will distribute meeting agendas and appropriate materials and information pertaining to Board and committee meetings in advance of those meetings to the extent practicable. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and the distribution of material on these matters prior to a Board or committee meeting may not be appropriate.

14. Conflicts of Interest

The Corporation expects all directors, officers and employees to act ethically and adhere to the Corporation's Code of Conduct and all other applicable Corporation policies, including the Corporation's Financial Code of Ethics and Related Person Transaction Policy. Each director will avoid taking actions or having interests that might result in a conflict of interest, that is, a situation where a director's private interest interferes in any way—or even appears to interfere—with the interests of the Corporation as a whole. Each director will ethically handle all actual or apparent conflicts of interest between personal and professional relationships, including promptly informing the Chief Compliance Officer if such a conflict arises and recusing himself/herself from any discussion or decision affecting his/her personal interests. The Board will resolve any conflict of interest question involving a non-management director and/or the Chief

Executive Officer and the Company's senior management shall resolve any conflict of interest involving any other officer of the Corporation.

15. Executive Sessions of Non-Management Directors

The independent directors will meet at least once a year in an executive session without management. At least once a year, the non-management directors will meet with the Chief Executive Officer without the other executive officers being present. The Chairman of the Board shall act as chair at such meetings. If the Chairman of the Board is not an independent director, the Board will either designate an independent director to preside at the meetings of independent directors or a procedure by which a presiding director is selected for these meetings.

16. Committees of the Board

There are currently five Board committees: Audit Committee, Compensation Committee, Nominating and Governance Committee, Compliance and Quality Committee and Disclosure Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Bylaws and the DGCL. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the Bylaws, applicable law and stock exchange requirements.

17. Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Governance Committee. The Board believes experience and continuity are more important than rotation. Board members and committee chairs should be rotated only if rotation is likely to increase Committee performance and in compliance with applicable legal, regulatory and exchange requirements.

18. Frequency of Committee Meetings

Each committee will establish its own rules or procedures, which will be consistent with the provisions of the DGCL, the Bylaws, any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters.

19. Committee Agendas

The chairperson of each committee will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

20. Audit Committee

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the NYSE and Securities and Exchange Commission rules and such other matters as may from time to time be delegated to the Audit Committee by the Board. Subject to any permissible phase-in periods, each member of the Audit Committee will satisfy the independence requirements of the NYSE and the Securities and Exchange Commission relating to directors and audit committee members.

21. Compensation Committee

The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under the NYSE rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board. Once the Corporation ceases to qualify as a "controlled company" and subject to any permissible phase-in periods, each member of the Compensation Committee will satisfy the independence requirements of the NYSE relating to directors and compensation committee members.

22. Nominating and Governance Committee

The Nominating and Governance Committee's duties and responsibilities will be set forth in the Nominating and Governance Committee Charter and include all of the responsibilities of a nominating and governance committee under the NYSE rules and such other matters as may from time to time be delegated to the Nominating and Governance Committee by the Board. Once the Corporation ceases to qualify as a "controlled company" and subject to any permissible phase-in periods, each member of the Nominating and Governance Committee will satisfy the independence requirements of the NYSE relating to directors.

23. Compliance and Quality Committee

The Compliance and Quality Committee's duties and responsibilities will be set forth in the Compliance and Quality Committee Charter and include all of the responsibilities as may from time to time be delegated to the Compliance and Quality Committee by the Board.

24. Disclosure Committee

The Disclosure Committee's duties and responsibilities will be set forth in the Disclosure Committee Charter.

25. Board Access to Management and Employees

Directors will have complete access to management and employees of the Corporation; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

26. Board Access to Independent Advisors

The Board and each committee will have complete access to the Corporation's outside advisors as they deem necessary and appropriate. The Board and each of its committees have the authority to hire independent legal, financial or other advisors as they may deem appropriate or advisable, at the Corporation's expense, without consulting or obtaining advance approval of the Corporation.

27. Director Compensation

All directors of the Corporation who are not simultaneously employed as officers by the Corporation will be properly compensated and reimbursed for their services as a director. Any employee of the Corporation who is elected a director of the Corporation will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Corporation.

The Board will be responsible for setting director compensation. The Compensation Committee will periodically review the compensation of the Corporation's directors and make recommendations to the Board with respect thereto based on the considerations set forth in the Compensation Committee Charter. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Corporation. In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Corporation makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

28. Director Orientation and Continuing Education

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Corporation's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

In addition, newly elected and existing directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties as directors.

29. Formal Evaluation of the CEO

The Compensation Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Corporation's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and have the authority, together with the other independent directors, to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider, among such other factors as it believes relevant, the Corporation's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

30. Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include policies and principles for chief executive officer selection and performance review, as well as policies regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

31. Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will establish procedures to oversee the Board's annual self-evaluation and report findings to the Board.

32. Communications with Shareholders

Shareholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by the following means:

by submitting an email to board.communications@agilonhealth.com,

or by mail at the following address:

agilon health, inc.
c/o Attention: Secretary
1 World Trade Center, Suite 2000
Long Beach, CA 90831

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Corporation will initially receive and process the communications before forwarding them to the addressee. The Corporation will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Corporation.

33. Amendments and Waivers

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice (subject to compliance with applicable law and stock exchange regulations), as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.