

**Charter of the Audit Committee
of the Board of Directors
of agilon health, inc.**

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

Effective as of December 29, 2025

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

1. Purpose

The Committee assists the Board in overseeing: (a) the integrity of the Corporation’s financial statements and disclosures; (b) the qualifications, independence, and performance of the independent auditor; (c) the internal audit function; (d) accounting, financial reporting, and related compliance; (e) financial risk, internal controls, and cybersecurity risk as each relates to financial reporting and disclosure controls; and (f) preparation of the Committee report required by the rules of the U.S. Securities and Exchange Commission (the “SEC”).

2. Membership

The Committee shall consist of at least three directors. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board (“Nominating & 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. (the "Stockholders Agreement"). Members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine, and may be removed by the Board in accordance with the Amended and Restated By-laws of the Corporation (as may be further amended or restated, the "By-laws") and Stockholders Agreement.

Each member of the Committee shall satisfy, as determined from time to time by the Board, the director “independence” requirements under the New York Stock Exchange listing standards, the SEC rules, and the Corporation's Corporate Governance Guidelines. Additionally, each member must satisfy the additional independence requirements relating to audit committee members under Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any related rules and regulations promulgated thereunder by the SEC. Each member of the Committee shall be financially literate, as such qualification is determined by the Board, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall qualify as an "audit committee financial expert," as such term is defined by rules and regulations of the SEC.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

3. Structure and Operations

The Board shall appoint one member of the Committee as chairperson, who shall supervise meetings and have such other responsibilities as set forth herein or as determined by the Committee. The chairperson, with input from management and the Board, will set the agenda for each meeting. Each Committee member shall have one vote and the affirmative vote of a majority of members present at a meeting at which a quorum is present is required to adopt any resolution. The Committee may create subcommittees, which must be composed entirely of directors meeting the Committee's independence standards, if applicable, and may delegate any of its duties or responsibilities to them at its discretion; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall meet at least four times per year, at times and places determined by the chairperson, with additional meetings as needed. Members may participate by conference call, virtual meeting, or similar communications arrangements. The Committee may request any officer, employee, outside counsel, independent auditor, or other advisor of the Corporation to attend meetings or provide information as deemed necessary.

The Committee shall meet in separate sessions at least quarterly with management, the Corporation's internal auditors (or equivalent personnel), and the independent auditor, and may hold additional independent interactions as appropriate. The Committee shall hold at least one executive session annually without management present.

Meetings and actions of the Committee are governed by the By-laws applicable to Board committees.

4. Responsibilities

The Committee's 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.

The Committee shall:

Financial Reporting and Disclosure Matters

- (a) Meet to review and discuss the Corporation's annual financial statements and quarterly financial statements with management and the independent auditor, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's audit of the annual financial statements and reviews of the quarterly financial statements, including any difficulties encountered or significant disagreements with management and management's responses to such matters. This review shall specifically include consideration of the use of "pro forma" or "adjusted" non-GAAP information and earnings guidance provided to analysts and rating agencies.
- (b) Review and discuss with management and the independent auditor:
- (i) prior to the annual audit, the scope, staffing, locations, reliance upon management, internal audit and general audit approach and the scope of all audit-related services, for the current year and the following year;
 - (ii) significant issues regarding accounting and auditing principles and practices and financial statement presentations, including all critical accounting policies and estimates, any significant changes in the Corporation's selection or application of accounting principles and any significant issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting;
 - (iii) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including, where applicable, analyses of the effects of alternative GAAP methods on the financial statements;
 - (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;
 - (v) any material written communications between the independent auditor and management, including management letters and schedule of unadjusted audit differences;
 - (vi) any significant changes to the Corporation's auditing and accounting principles and practices suggested by the independent auditor, internal audit personnel or management; and
 - (vii) management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act, as amended, and Item 308 of Regulation S-K.

(c) Recommend to the Board whether the annual audited financial statements should be included in the Corporation's Annual Report on Form 10-K.

(d) Prepare, review and approve the report of the Committee required by the SEC to be included in the Corporation's annual proxy statement.

(e) Review and discuss with management the Corporation's practices regarding earnings press releases and the provision of financial information and earnings guidance by management to analysts and ratings agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).

(f) Review and discuss with the Corporation's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") the procedures undertaken in connection with the CEO and CFO certifications for the Corporation's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including their evaluation of the Corporation's disclosure controls and procedures and internal controls.

(g) Annually obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

(h) Review and approve or ratify all "related party transactions" as required to be disclosed under Item 404 of Regulation S-K.

The Corporation's Relationship with the Independent Auditor

(i) Possess sole responsibility for the appointment or replacement (subject, if applicable, to shareholder ratification) retention, termination, compensation, evaluation and oversight of the work of each independent auditor engaged by the Corporation for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Corporation, and each such independent auditor shall report directly to the Committee.

(j) Be responsible for resolving disagreements between management and each such independent auditor regarding financial reporting.

(k) Have the responsibility and authority to approve, in advance of the provision thereof, all audit services and, subject to the de minimis exception of Section 10A(i) of the Exchange Act and the SEC rules promulgated thereunder, all permitted non-audit services to be provided to the Corporation by any such independent auditor. This shall include pre-approval of statutory or regulatory audit engagements performed by other accounting firms. The Committee shall establish appropriate policies and procedures for such pre-approvals, which may include delegating to one or more designated members of the Committee, to the extent consistent with applicable laws and regulations, the authority to grant pre-approvals of audit and non-audit services, which pre-approvals shall be presented to the full Committee at the next scheduled meeting. The Committee may consult with management regarding the pre-approval of audit and non-audit services but shall not delegate these responsibilities to management.

(l) Have the sole authority to approve any compensation payable by the Corporation for

any approved audit or non-audit services to any such independent auditor, including the fees, terms and conditions for the performance of such services.

- (m) At least annually:
 - (i) obtain and review a written report by the independent auditor describing, to the extent permitted under applicable auditing standards:
 - (1) the independent auditor’s internal quality-control procedures;
 - (2) any material issues raised by the most recent quality-control review, peer review, or the Public Company Accounting Oversight Board (“PCAOB”) review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years and any steps taken to deal with any such issues;
 - (3) any publicly available reports issued within the past five years by the PCAOB or other governmental or professional authorities concerning the independent auditor; and
 - (4) all relationships between the independent auditor and the Corporation consistent with the applicable requirements of the PCAOB to assess the auditor’s independence; and
 - (ii) review the foregoing report and the independent auditor’s work throughout the year and evaluate the independent auditor’s qualifications, performance, independence and quality control procedures, including a review and evaluation of the lead partner on the independent auditor’s engagement with the Corporation and present its conclusions. The results of this review should be presented to the Board and, if so determined by the Committee, the Committee will recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent auditor.
- (n) At least annually, discuss with the independent auditor, out of the presence of management if deemed appropriate:
 - (i) the matters required to be communicated to audit committees in accordance with the auditing standards of the PCAOB, as they may be modified or supplemented, relating to the conduct of the audit, including under Auditing Standard No. 1301 and Auditing Standard No. 1305 (as the same may be amended or superseded);
 - (ii) the audit process, including, without limitation, any problems or difficulties encountered in the course of the performance of the audit, including any restrictions on the independent auditor’s activities or access to requested information imposed by management, and management’s response thereto and any significant disagreements with management; and

(iii) the Corporation's internal controls and the responsibilities, budget and staffing of the Corporation's internal audit function, including any "management" or "internal control" letter issued or proposed to be issued by such auditor to the Corporation.

(o) Establish, and periodically review, policies for the Corporation's hiring of employees or former employees of the independent auditor.

(p) Review, and discuss as appropriate with management, the internal auditors and the independent auditor, the report of the independent auditor required by Section 10A(k) of the Exchange Act.

(q) Review and evaluate the lead partner of the independent audit team and ensure proper rotation of audit partner, lead partner and concurring partner. In addition, the Committee shall consider whether it is appropriate to adopt a policy of rotating the independent auditing firm. At least every ten years, the Committee shall conduct a formal review comparing the incumbent independent auditor with other firms to evaluate auditor independence, quality and appropriateness.

Internal Audit, Compliance Matters and Other

(r) Review the appointment and termination of the Corporation's head of internal audit, and review the charter, audit plans, deviations from plan, activities, budget, staffing and organizational structure of the internal audit function and all significant reports to management prepared by internal audit personnel, and management's responses, actions and outstanding recommendations or restrictions on work or access to required information. Review at least annually internal audit compliance with the Institute of Internal Auditors standards for Professional Practice Framework.

(s) Establish and maintain procedures for:

(i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(t) Review reports of any significant whistleblower incidents, fraud investigations, and ethics program trends, and oversee management's corrective actions.

(u) Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.

(v) Review with the Corporation's Chief Legal Officer any legal matters that may have a material impact on the financial statements or the compliance policies of the Corporation and its subsidiaries, and any material reports or inquiries received by the Corporation or any of its subsidiaries from regulators or governmental agencies.

(w) Obtain reports from management, the internal auditor and the independent auditor regarding compliance with all applicable legal and regulatory requirements, and inquire of the independent auditor whether any officer or director of the Corporation, or any person acting under their direction, has sought to fraudulently influence, coerce, manipulate or mislead the independent auditor for purposes of rendering the Corporation's financial statements materially misleading.

(x) Review with management and any outside professionals as the Committee considers appropriate the scope, planning and staffing of the compliance and ethics program.

Risk Oversight

(y) Periodically review and discuss with management the Corporation's guidelines and policies with respect to the framework and process by which the Corporation undertakes risk assessment and the Corporation's enterprise risk management program, including discussion of the Corporation's major financial risk exposures and the steps management has taken to identify, assess and monitor such exposures. Such risks and management thereof, include, but are not limited to, threatened and pending litigation, claims against the Corporation or any of its subsidiaries, cybersecurity risks, key business risks, any claims by any regulatory or governmental authorities, review of the Corporation's insurance programs, and matters that could materially impact the Corporation's internal control over financial reporting.

(z) Have primary oversight responsibility for cybersecurity, data privacy, and artificial intelligence risks, including their potential impact on the Corporation's financial statements, internal control over financial reporting, and disclosure controls and procedures.

(aa) Coordinate with other Board committees as appropriate to ensure comprehensive oversight of risk areas that may overlap with the responsibilities of other committees.

Reports to Board; Review of Committee Performance and Charter

(bb) Maintain minutes or other records of its meetings and report regularly to the Board and review with the Board any issues that arise with respect to:

- (i) the quality or integrity of the Corporation's financial statements;
- (ii) the performance and independence of the Corporation's independent auditor;
- (iii) the execution of the Corporation's internal audit function; and
- (iv) the Corporation's compliance with legal and regulatory requirements as such requirements pertain to the accounting, financial and external reporting policies and practices of the Corporation.

Reports to the Board may take the form of oral reports by the chairperson or any other member of the Committee designated by the Committee to give such report.

(cc) Undertake and review with the Board an annual performance evaluation of the Committee, based on the process developed by the Nominating and Governance 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 report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

(dd) Review and re-assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(ee) Perform such other functions as may be assigned to the Committee from time to time by the Board.

5. Authority and Resources

The Committee shall have sole authority, without further Board approval, to select, retain, and terminate outside accounting, legal, or other advisors (including for special audits, reviews, or procedures) as it deems necessary or advisable to fulfill its responsibilities. Such advisors may, but need not, be the same firms otherwise engaged by the Corporation. The Committee has authority to set and direct payment of their compensation.

The Corporation shall pay all compensation, expenses, and charges for any independent auditor or advisor retained by the Committee, as well as the Committee's ordinary administrative expenses, as determined by the Committee.

The Committee has the authority to conduct or authorize any investigation into any matters within the scope of its responsibilities as it deems necessary or appropriate to fulfill its responsibilities.

6. Reliance; Standard of Care; No Expansion of Duties

The Committee's responsibilities are primarily of an oversight nature. The Corporation's management is responsible for preparing the Corporation's financial statements and maintaining effective internal control over financial reporting, and the independent auditor is responsible for auditing the Corporation's financial statements. The Committee's role is to oversee and review these processes in accordance with the responsibilities set forth in this Charter.

In carrying out its responsibilities, the Committee is entitled to rely in good faith on the integrity, expertise, reports, representations and opinions of management, the independent auditor, legal counsel, and other advisors, as well as on the accuracy of information provided by such persons.

Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for directors or members of the Committee. This Charter is intended to serve as a flexible framework to assist the Committee in the discharge of its responsibilities; it does not create by itself any legally binding obligations on the part of the

Committee, the Board, or the Corporation.

The Committee may adopt additional procedures as needed and will act consistently with the Corporation's Corporate Governance Guidelines.