

**Corporate Governance Guidelines**  
**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

**BACKGROUND/PURPOSE:**

The Board of Directors (the “Board”) of agilon health, inc. (the “Corporation”), has adopted the following guidelines (the “Guidelines”) to establish the basis for the corporate governance of the Corporation and to comply with applicable law and corporate governance listing standards of the New York Stock Exchange (“NYSE”). 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 “Certificate of Incorporation”), the Corporation’s Amended and Restated By-laws (as may be further amended or restated, the “Bylaws”), the charters of the committees of the Board, 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 of the Board (the “Nominating and Governance Committee”) will review and amend these Guidelines from time to time as they deem necessary and appropriate.

**POLICY:**

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 has an obligation to comply with all relevant terms of the Corporation’s Code of Conduct.

## 2. Classified Board

The Board will be divided into three classes, with one class subject to election at each annual meeting of stockholders. Each director is elected for a three-year term and until his or her successor has been duly elected and qualified, with vacancies filled as provided in the Certificate of Incorporation and the Bylaws.

## 3. Director Independence

The Board will have a majority of directors who are independent, as such term is defined by all regulatory and stock exchange requirements applicable to the Corporation and as in effect from time to time. 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 observe all additional criteria for independence established by the listing standards of the New York Stock Exchange (“NYSE”) or other governing laws and regulations.

In those instances in which a non-employee director has a relationship with the Corporation or any of its subsidiaries (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation or any of its subsidiaries), the Board will determine whether the relationship is material such as to warrant a determination that the director should not be considered independent. The Nominating and Governance Committee will review the independence of each director annually, or more frequently if required by applicable law or stock exchange regulation and report the results of such evaluation to the Board, and, if deemed desirable, make recommendations to the Board.

The Board shall disclose in the Corporation’s annual proxy statement the identity of the independent directors.

## 4. Size of the Board

Subject to the terms, if any, of the Stockholders Agreement and the Certificate of Incorporation, the Board believes that it should have no more than 15 members, which number may be modified by resolution adopted from time to time by the Board. The Nominating and Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board, which may vary from time to time to accommodate the availability of suitable candidates, the current composition of the Board, and the needs of the Corporation.

## 5. Office of Chairman

A Chairman of the Board will be elected by the Board from among its members to preside at all meetings of the Board (the “Chairman”). 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 (the "Lead Independent Director"). The Chairman is not required to be an independent director.

Specific responsibilities of the Chairman include: providing leadership to the Board; establishing the schedules and agendas for meetings of the Board and arranging for the agenda to be sent in advance of the meeting to the directors along with appropriate written information and other materials; chairing meetings of the Board; determining, along with the Chief Executive Officer (if not also the Chairman), attendance of Board meetings, including management and outside vendors; chairing executive sessions of the non-management directors; conducting stockholders' meetings; recommending the retention of advisers and consultants who report directly to the Board when appropriate; communicating with major stockholders as appropriate, including being regularly apprised of inquiries involving stockholders and involved in providing responses to any such inquires, where appropriate; leading the annual performance of the evaluation of the Board, in coordination with the Nominating and Governance Committee; participating in crisis management oversight, as appropriate; and performing such other responsibilities as the Board may from time to time delegate to the Chairman.

If the Board elects a Lead Independent Director, such Lead Independent Director will have the following duties and responsibilities: preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; serve as liaison between the Chairman and the independent directors; develop agendas for and call meetings of the independent directors when necessary or appropriate; and perform such other responsibilities as the Board may from time to time delegate to the Lead Independent Director. The Lead Independent Director shall be compensated in accordance with the Corporation's director compensation program as in effect and approved by the Board from time to time.

## 6. 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.

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

Corporation's business; (iii) whether a nominee has sufficient time to carry out the responsibilities of a director; and (iv) any other traits, characteristics or skills deemed relevant by the Board.

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. In the case of incumbent directors whose terms of office are set to expire, the Board shall review such directors' overall service to the Corporation during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence.

#### 7. 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. The Nominating and Governance Committee will consider director candidates proposed by stockholders on the same basis as recommendations from other sources.

#### 8. Stockholder Voting for Directors

At each annual meeting of the Corporation's stockholders, the Corporation submits to its stockholders the name of each candidate being recommended by the Board for election by the stockholders. In an election of directors, stockholders are asked to vote (or withhold from voting) on each individual director (rather than on a slate of directors).

#### 9. Term Limits and Retirement Age

There are no established term limits or fixed retirement ages for service on the Board.

#### 10. 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 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 and the Chairman of the Nominating and Governance Committee, with such resignation to be accepted or rejected as set forth below. 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 after such loss of independence to the Chairman and the Chairman of the

Nominating and Governance Committee. The Nominating and Governance Committee will review whether the new occupation, retirement, or lost independence of such director materially changes the director's qualifications for Board membership, the specific rationale for originally selecting such 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 such 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 and its committees. 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 such resignation. Management directors shall offer to resign from the Board upon their resignation, retirement or other cessation of employment with the Corporation. The Chairman has discretion as to whether or not to accept such management director's tendered resignation. The Board does not believe any director who experiences such a change in circumstances should necessarily leave the Board or any committee thereof; however, there should be an opportunity for the Board, through the Nominating and Governance Committee, to review and evaluate any conflicts of interest or other issues that may arise in light of a change in the director's circumstances and the continued appropriateness of Board membership under these circumstances.

#### 11. Limitation on Number of Boards Upon Which a Director May Serve

Directors will advise the Chairman of the Nominating and Governance Committee and the Chairman in advance of accepting an invitation to serve on another public company board.

No director shall serve simultaneously on more than five public company boards, including the Corporation's Board (for the avoidance of doubt, a public company is a company with publicly traded equity), without the prior written consent of the Nominating and Governance Committee and approval from the Board. 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 under Rule 3b-7 of the Exchange Act or is designated as an "officer" for the purposes of Section 16 of the Exchange Act, may serve on no more than two other public company boards, including the Corporation's Board, without the prior written consent of the Nominating and Governance Committee and approval from the Board. No member of the Audit Committee of the Board (the "Audit Committee") may serve on the audit committee of more than three public companies, including the Corporation's Audit Committee, without the prior written consent of the Nominating and Governance Committee and approval from the Board.

If a member of the Audit Committee serves on more than three public company audit committees, including the Corporation's Audit Committee, the Nominating and Governance Committee Board, with approval from the Board, will determine whether such simultaneous service impairs the director's ability to serve effectively on the Corporation's Audit Committee.

Service on boards and board committees of other companies should also be consistent with

the Corporation's conflict of interest policies.

#### 12. 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. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman or Lead Independent Director, if any, or the chairman of the appropriate committee in advance of such meeting.

Directors are also encouraged to attend annual meetings of the Corporation's stockholders.

#### 13. Selection of Agenda Items for Board Meeting

The Chairman, in consultation with the Lead Independent Director, if any, will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

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.

#### 14. 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.

#### 15. Code of Ethics and 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 or herself from any discussion or decision affecting his or 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 Corporation's senior management shall resolve any conflict of interest involving any other officer of the Corporation.

The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her services as a director. In addition, in their roles as directors, all directors owe a duty of loyalty to the Corporation.

#### 16. Executive Sessions

The Corporation's "non-management" directors (as defined in Rule 303A.03 of the NYSE listing standards) will meet regularly in scheduled executive sessions without management. Additionally, the independent directors will meet at least once a year in an executive session with only independent directors, if, during such year, the Corporation's "non-management" directors are not all independent. The Chairman or the Lead Independent Director, if any, shall act as chair at such meetings. If the Chairman of the Board is not an independent director, and no such Lead Independent Director has been appointed, 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. The chair of such meetings will provide feedback from such meetings to the Chairman to the extent the Chairman is not present at such meetings.

#### 17. Committees of the Board

There are currently four standing Board committees: Audit Committee, Compensation and Human Capital Committee, Nominating and Governance Committee, and Compliance and Quality 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, re-allocate responsibilities of one committee to another or discontinue any standing or special committee, subject to the requirements of the Bylaws, applicable law and stock exchange requirements.

#### 18. Committee Charters

All standing committees of the Board will operate pursuant to their respective written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to annual review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

#### 19. 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 stock exchange requirements. The Audit Committee, Compensation and Human Capital Committee and Nominating and Governance Committee shall consist solely of independent directors. Each of the Audit Committee, Compensation and Human Capital Committee and Nominating and Corporate Governance Committee shall consist of no fewer than the number of members set forth in the relevant committee charter.

#### 20. 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.

#### 21. Board Access to Management and Employees

Directors will have complete access to management and employees of the Corporation; however, 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.

#### 22. 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.

#### 23. 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 and Human Capital 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 and Human Capital Committee Charter. The Compensation and Human Capital Committee may also retain compensation consultants as needed to assist with the committee's review of director compensation.

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 and Human Capital 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.

#### 24. 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.

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.

#### 25. Formal Evaluation of the Chief Executive Officer

The Compensation and Human Capital 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.

#### 26. Succession Planning

Every year, in conjunction with the Nominating and Governance Committee and the Compensation and Human Capital Committee, 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.

#### 27. 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.

28. Communications with Stockholders

Stockholders 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](mailto:board.communications@agilonhealth.com), or by mail at the following address:

agilon health, inc.  
c/o Attention: Secretary  
440 Polaris Parkway, Suite 550  
Westerville, OH 43082

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.

29. Amendments and Waivers

The Nominating and Governance Committee will periodically review these Guidelines to ensure they remain suitable for the needs of the Corporation. The Board may amend, waive, suspend or repeal any of these 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. These Guidelines, the charters of the Board committees, and other relevant corporate governance information shall be posted for public access on the Corporation's website.