

Compensation Committee Charter

I. Purpose

The purposes of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Cano Health, Inc. (the “Company”) are to:

- discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and non-employee directors,
- oversee the Company’s overall compensation structure, policies, and programs,
- review the Company’s processes and procedures for the consideration and determination of executive and non-employee director compensation, and
- oversee the Company’s strategies and policies related to human capital management.

The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies and the alignment of the interests of management with the long-term interests of the Company’s stockholders.

II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall: (i) satisfy the independence standards established by the Board and applicable laws and regulations, including the New York Stock Exchange Listed Company Manual, (ii) shall qualify as “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and (iii) qualify as “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies occurring, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as Chair of the Compensation Committee.

III. Meetings

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities, which meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear

each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent in accordance with the Company's bylaws and articles of incorporation, as applicable. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter.

IV. Responsibilities

In furtherance of its purpose, the Compensation Committee shall:

A. Compensation Policy Oversight

- The Committee shall have responsibility for developing and maintaining an executive compensation policy that creates an effective relationship between pay levels and corporate performance and returns to shareholders. The Committee shall monitor the results of such policy to assure that the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance shareholder value, rewards superior performance, does not materially increase the Company's risk profile, and is justified by the returns available to shareholders.

B. CEO Compensation

- Review and approve the corporate goals and objectives to be considered in determining the compensation of the CEO.
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on such evaluation. In formulating its recommendation regarding the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.
- Periodically review any severance arrangements, change in control agreements or similar agreements, as well as any special or supplemental benefits, provided to the CEO.
- The CEO may not be present during voting or deliberations concerning his or her compensation.

C. Other Officer Compensation

- In consultation with the CEO, oversee the performance evaluation of all Section 16 officers of the Company other than the CEO and approve the annual compensation, including salary and incentive compensation targets and awards, for such Section 16 officers.
- Review periodically and advise on the aggregate amount of compensation being paid or potentially payable to all key executive officers reporting to the CEO.
- Periodically review and advise on any severance arrangements, change in control agreements or similar agreements with key executive officers reporting to the CEO, as well as any special or supplemental benefits, provided to the key executive officers reporting to the CEO.

D. Non-Employee Director Compensation

- Periodically review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to the compensation of the non-employee directors of the Company, including with respect to any equity-based plans.

E. Equity-Based Plans

- With respect to the Company's equity-based compensation plans, the Committee shall approve any grants of stock options, restricted stock, performance shares, stock appreciation rights, and other equity-based incentives to the extent provided under the compensation plans. To the extent permitted by and consistent with applicable law and the Company's incentive compensation plans and equity-based compensation plans, the Committee may delegate to one or more executive officers of the Company the power to grant options and restricted stock or other equity-linked awards to employees or non-employee service providers of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
- Administer the Company's equity-based compensation plans to the extent provided under those plans, and periodically review and make such recommendations to the Board as the Committee deems advisable with regard to equity-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and recommend to the Board policies and procedures for the grant of equity-based awards.

F. Disclosure Matters

- Review and reassess periodically the Company's processes and procedures for considering and determining non-employee director and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement.
- If and when required, review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement or annual report on Form 10-K. The Committee shall determine, based on such review and discussions, whether to recommend to the Board that the CD&A in the form prepared by management be included in the Company's proxy statement or annual report on Form 10-K.
- Review and execute the report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission and NASDAQ.
- If and when required, the Committee shall review and recommend for approval by the Board (a) the Company's approach with respect to the advisory vote on executive compensation ("say-on-pay"), and (b) how frequently the Company should permit shareholders to have a say-on-pay vote, taking into account the results of shareholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of say-on-pay resolutions and consider any implications.

G. Human Capital Management

The Compensation Committee periodically reviews the Company's human capital strategies, initiatives, and programs with respect to the Company's culture, talent, recruitment, retention, and employee engagement.

H. Performance Evaluation of the Compensation Committee

- Obtain or perform periodic performance evaluations of the Compensation Committee and make appropriate recommendations to the Board.

I. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

J. Compensation Consulting Firms or Other Outside Advisors

- The Committee shall also evaluate the independence of any compensation consultants, and other counsel or advisors, retained by the Committee, in each

case in accordance with applicable regulations and listing standards, before selecting them.

V. General

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.