

CANO HEALTH, INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Cano Health, Inc. (the “**Company**” or “**Cano Health**”) has adopted these Corporate Governance Guidelines (as amended, restated or otherwise modified from time to time, the “**Guidelines**”) to assist and guide the Board in the exercise of its oversight responsibilities. These Guidelines should be interpreted in accordance with the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “**Charter**”) and the Company’s By-laws, as amended, restated or otherwise modified from time to time (the “**By-laws**”), the charters of the committees of the Board (consisting of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee (the “**NCGC**” and together with such other committees, the “**Committee(s)**” and such charters, as amended, restated or otherwise modified from time to time, being the “**Committee Charters**”), any requirements imposed by applicable federal or state law or regulation, and all applicable rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange (the “**NYSE**”).

The policies and procedures set forth in these Guidelines, in conjunction with the Company’s Charter, By-laws and Committee Charters, form a core element within the Company’s governance framework. The Company’s governance framework is designed to enable principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

A. Overview

The fundamental role of Directors is to exercise their business judgment in what they reasonably believe, on an informed basis, to be in the best long-term interests of the Company and its stockholders. In fulfilling that responsibility, Directors may reasonably rely on senior management and may retain and reasonably rely upon expert legal, accounting, financial and other advisors.

The Company’s stockholders select the Board to provide oversight of, and strategic guidance to, senior management. Specifically, the Board oversees the CEO and senior management, oversees the Company’s competent and ethical operations, and oversees the Company’s efforts to serve the stockholders’ long-term interests. A Board member’s core responsibility is to fulfill their fiduciary duties of care and loyalty and to exercise their reasonable business judgment in the best interests of the Company and its stockholders. The Board has delegated to the Company’s CEO and senior management the authority and responsibility for managing the Company’s everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the CEO or senior management.

B. Board Composition

The NCGC is responsible for reviewing the qualifications of potential director candidates and recommending to the Board candidates to be elected to the Board. The NCGC Charter states, among other things, that the Board will consider the individual’s background, skills and abilities, and whether such characteristics qualify the individual to fulfill the needs of the Board. The Board should monitor the mix of skills and experience of its directors over time, so that the Board continues to have the necessary tools to effectively perform its oversight functions. Candidates for director should be selected for, among other things, their independence, character, ability to exercise sound judgment, diversity, demonstrated leadership, and relevant skills and experience, including financial literacy, and other experience in the context of fulfilling the Board’s needs, as they may evolve over time. The following are examples of desirable qualifications for a director:

- CEO experience or experience leading major company
- CFO experience

- Finance expertise
- Public company accounting expertise
- Healthcare industry expertise
- Government / regulatory expertise
- Compliance expertise
- Board / governance expertise
- Marketing expertise
- Technology expertise
- International business / relations expertise
- Other relevant operational or leadership experience

C. Process For Identifying and Selecting Directors:

The Board has delegated to the NCGC the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these Guidelines and the NCGC's Charter. The NCGC will recommend Director candidates for the Board's consideration and review the prospective candidates' qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a Director or to fill any vacancy that may occur. In identifying Director candidates, the NCGC may consider all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the Director candidate, their depth and breadth of business experience or other background characteristics, their independence and the Board's needs, as they may evolve over time.

D. Director Independence

The Board must consist of at least a majority of independent directors. No director shall qualify as independent unless the Board determines that the director meets the test for independence set forth in NYSE Listed Company Manual Section 303A.01 and 303A.02 or any successor provision. To assist the Board in making determinations about director independence, and Lead Independent Director (if any) independence, the NCGC shall require that, on an annual basis, all incumbent directors and each nominee for election as a director must complete a questionnaire reasonably designed to seek the information required for the Board to evaluate a director's independence pursuant to the NYSE's independence rules. The Board will consider all relevant facts and circumstances in making a determination of independence for each director and may consider, as appropriate, imposing independence requirements more stringent than those required by the NYSE, including, without limitation, the Cano Health, Inc. Board of Directors Guidelines for Assessing Director Independence in the form attached as Annex A, as amended from time to time (the "Independence Guidelines").

E. Attendance at Meetings

Each Director is expected to make reasonable efforts to attend all regularly scheduled meetings of the Board and the Committee on which they serve, and to participate in video/telephonic conference meetings or other special Board and Committee meetings. If a Director is unable to make at least 75% of those regular or special meetings (together with the meetings of Committees on which such Director serves), the Company will disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the NCGC and the Board in connection with their annual assessments of Director candidates for renomination as Directors.

F. Limit on Number of Other Boards

Carrying out the duties and fulfilling the responsibilities of a Director requires a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the Directors may serve, or on other activities the Directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform their duties effectively. In connection with its assessment of Director candidates for nomination, the Board will assess whether the performance of any Director has been or is likely to be adversely impacted by excessive external time commitments, including service on other boards of directors. Directors must notify the Chair of the NCGC prior to accepting a seat on the board of directors of another business corporation, so that, among other things, the NCGC and/or the Board may fully assess the potential for conflicts or other factors that may compromise the Director's ability to perform their duties for the Company.

G. Term and Age Limits

The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve or on the Directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the NCGC in light of relevant factors in connection with assessments of candidates for nomination to be Directors.

H. Succession

The NCGC shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances. The NCGC shall also be responsible for developing a CEO succession plan for consideration by the Board and reporting on the plan to the Board.

I. Size of Board

The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the By-laws, depending on an assessment of the Board's needs as they may evolve over time and other relevant circumstances at any given time.

J. Board Leadership

The Board shall fill the positions of Chair and CEO based upon its view of what is in the Company's best interests. The Chair and CEO may, but need not be, the same person.

K. Executive Sessions

The non-management Directors will meet at regularly scheduled executive sessions, without management's presence or participation and, at least once each year, the Board will meet in an executive session with only independent Directors present. If the Board Chair is a non-management Director and an independent Director, then the Board Chair will preside at these meetings. If the Board Chair does not so qualify, then the Lead Independent Director will serve as the Chair of such meetings. If no Board Chair or Lead Independent Director is then appointed, the non-management Directors present at such meeting will choose the Director who presides as Chair at these meetings. In either case, the Director who presides at these meetings, and their name, or the process by which they are selected, will be disclosed in the annual proxy statement or, if the Company does not file an annual proxy statement, in the Company's Annual Report on Form 10-K filed with

the SEC. In order that interested parties may be able to make their concerns known to the non-management Directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the Directors.

L. Lead Independent Director

While the Board recognizes the important role that management directors play on the Board, the Board demonstrates its commitment to strong independent leadership by requiring that the Board designate a Lead Independent Director (the “*Lead Independent Director*”), which position shall not be required if at such time the Board is led by an independent Board Chair. The Lead Independent Director shall have the duties and powers which are commonly incident to the position of Lead Independent Director and which are delegated to them by the Board, which may include the following authority and/or responsibilities:

- Presides at all Board meetings at which the Board Chair is not present;
- Presides at all executive sessions of the independent directors and takes the lead role in communicating to the Board Chair any feedback, as appropriate;
- Assists in the recruitment of Board candidates;
- Actively works with the NCGC on Board and individual director evaluations and conducts interviews during the annual director self-evaluation;
- Actively works with the NCGC in establishing Committee membership and Committee Chairs;
- Participates in succession planning for the CEO and Board Chair;
- Works with Committee Chairs to ensure Committee work is conducted at the Committee level and succinctly reported to the Board;
- Communicates with directors between meetings when appropriate;
- Serves as the principal liaison on issues between the directors and the Board Chair;
- Participates with at least one other director in providing the Board performance feedback to the Board Chair;
- Develops, in consultation with the Board Chair, an annual Board agenda;
- Assists the Board Chair to develop Board meeting agendas and ensures critical issues are included;
- Advises the Board Chair on the quality, quantity, appropriateness and timeliness of information provided to the Board;
- Reviews meeting schedules in advance to ensure that there is sufficient time for discussion of all agenda items;
- Recommends to the Board the retention of outside advisors and consultants who report directly to the Board on applicable matters;
- Is available, when appropriate, for consultation and direct communication with rating agencies, regulators and other external constituencies, as needed;
- Attends the annual stockholders’ meeting; and
- Serves, at the Board’s request, as a contact for the Company’s stakeholders, including investors, wanting to communicate with the Board.

The Lead Independent Director must be independent and will be elected by a majority of the non-employee Directors of the Board. In addition, the Board must also affirmatively determine that the Lead Independent Director: (i) has no material relationship with the Company (either directly or indirectly as a partner or officer of an organization that has a relationship with the Company); and (ii) is not significantly aligned with any particular stockholder group(s) such that there is even the appearance that the Lead Independent Director may not objectively represent the interests of all stockholders.

The Lead Independent Director shall have experience in corporate governance issues. The Chair of the NCGC

is considered by the Board to be a good position to obtain the knowledge and experience to be the Lead Independent Director, but chairing the NCGC is not a prerequisite.

The NCGC, in conjunction with the Board Chair, are responsible for recommending a candidate for the position of Lead Independent Director from among the independent members of the Board. The Lead Independent Director shall serve in that position for a term of 3 years until a successor has been duly elected or appointed by the Board or until the Lead Independent Director resigns, or is otherwise removed from or replaced in that office by a simple majority of the Board. At its discretion, the Board may extend the Lead Independent Director's term as it sees fit.

If the Lead Independent Director is absent or unavailable to perform the duties of Lead Independent Director, or if a Lead Independent Director has not been designated by the Board (where one is required), the NCGC Chair shall act as Lead Independent Director.

M. Conflicts of Interest

Board members are required to immediately disclose interests potentially conflicting with the Company's interests. These potential conflicts of interest include relationships or responsibilities (personal, financial and others). The Company's Conflict of Interest Policy is published as part of the Company's Code of Business Conduct and Ethics, which all Directors are expected to adhere to.

N. Committees

The Board will have 3 standing committees:

- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee

From time to time, the Board may form new standing or special committees and disband such committees, as it deems appropriate. Any Director may attend a Committee meeting even if they are not a member of the Committee, to the extent appropriate and in the Committee Chair's discretion.

O. Committee Charters

Each standing committee will have its own charter, approved by the Committee Chair and then presented to the full Board of Directors for approval. Each Committee Charter will set forth the purpose, authority and responsibilities of each Committee and the qualifications for membership on each Committee. Membership on such committees is limited to independent Directors meeting the independence requirements of the NYSE Listed Company Manual, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the SEC.

P. Committee Member Qualifications

All Committee members will meet the criteria for independence established by the NYSE, the Board's Independence Guidelines and, in the case of: (i) the Audit Committee, the independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended; and (ii) the Compensation Committee, the additional independence requirements set forth in Section 303A.02(a) of the NYSE Listed Company Manual or any successor provision. The Committee members must also meet the other membership criteria specified in the Committee Charters.

Committee meetings will generally occur the same week as the general board meeting. Prior to Committee meetings, there should be a pre-meeting between the CEO and the Committee Chair to ensure that all questions are addressed and materials provided.

Q. Director Access to Management and Management Liaisons

In carrying out its responsibilities, the Board, and each of its Committees, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such Committee, may consult. The Board, and each of its Committees, shall have the authority to request that any Company officer or employee, 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 Board or Committee meetings or meet with any members of or advisors to the Board. For convenience, the CEO may appoint management liaisons as appropriate to assist the Committee Chairs.

R. Director Compensation

The Compensation Committee will periodically (at least annually) review the form and amount of Director compensation and make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of Director compensation. The Company's executive officers shall not receive additional compensation for their service as Directors.

S. Performance Evaluation of the Board and Committees

The Board and each Committee will periodically conduct self-evaluations to assess whether they are functioning effectively. These evaluations will consider the Board's and each Committee's performance as a unit. The NCGC will oversee any such evaluation process.

T. Miscellaneous

The Company will conduct an orientation program for each new Director. The orientation will be designed to familiarize new Directors with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its Code of Business Conduct and Ethics. The NCGC will be responsible for periodically providing materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties.

The Board believes that management should be responsible for communications with the press, media and other outside parties made on the Company's behalf, although individual Board members may, at management's or the Board's request, communicate with outside parties on the Company's behalf.

These Guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights as may be available to the Directors under applicable law and/or the Company's Charter and/or By-laws. Although these Guidelines have been approved by the Board, it is expected that these Guidelines will evolve over time as customary practice and legal requirements change. In particular, these Guidelines, encompassing legal, regulatory and exchange requirements as they currently exist, will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. The Board, with support and recommendations from the NCGC, may periodically update or amend these Guidelines from time to time.

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Effective Date: June 3, 2021

Last Reviewed: November 30, 2023

Last Revised: November 30, 2023

**CANO HEALTH, INC. BOARD OF DIRECTORS GUIDELINES FOR ASSESSING DIRECTOR
INDEPENDENCE**

I. GENERAL BOARD OF DIRECTORS INDEPENDENCE STANDARDS

Any member of the Board of Directors satisfying the following guidelines shall be deemed to be “independent”:

- 1. No Material Relationship with the Company.** Such Director does not have any material relationship with the Company and/or the Company’s Chief Executive Officer (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), as determined by the Board of Directors after taking into account all relevant facts and circumstances. For purposes of these guidelines, any transaction, relationship or arrangement involving a director that does not violate the guidelines set forth in Sections (2) to (7) herein are immaterial and are not required to be considered by the Board.
- 2. Employment with the Company.** Such director is not, and within the last 3 years has not been, employed by the Company, nor are any of their Immediate Family members employed, or within the last 3 years have been employed as an executive officer of, the Company.
- 3. Direct Compensation from the Company of Less than \$120,000.** The Director has not received, and none of their Immediate Family members have received, more than \$120,000 in direct compensation from the Company during any 12-month period within the last 3 years. In calculating such compensation, the following will be excluded: (i) Director and committee fees and pension or other forms of deferred compensation for prior Board of Directors service (provided, that such deferred compensation is not contingent in any way on continued service), (ii) compensation paid to a Director for former service as an interim Chairman, CEO or other executive officer, (iii) compensation paid to an Immediate Family member for service as an employee of the Company (other than as an executive officer), and (iv) dividend or interest income and bona fide and documented reimbursed business expenses.
- 4. No Material Business Dealings.** The Director is not a current employee of, nor are any of the Director's Immediate Family members a current executive officer of, a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last 3 fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues (as reported for the last completed fiscal year of such other company).
- 5. No Affiliation with the Company's Auditor.** The Director is not a current partner or employee of a firm that is the Company's internal or external auditor; no Immediate Family member of the Director is a current (i) partner of such a firm or (ii) employee of such a firm and personally works on the Company's audit; and the Director and his or her Immediate Family members must not have been within the last 3 years a partner or employee of such a firm and who personally worked on the Company's audit within that time.
- 6. No Interlocking Directorates.** The Director is not, and within the last 3 years has not been, employed, and no Immediate Family member of the Director is, and within the last 3 years has not been, employed, as an executive officer of another company where either the Company's Chief Executive Officer or Chief

Financial Officer or any other executive officer of the Company at the same time serves or served on such other company's compensation committee.

7. **No Material Charitable Contributions.** The Director has not been an executive officer of a tax exempt organization to which the Company has made charitable contributions exceeding the greater of (i) \$1 million per year or (ii) 2% of the tax exempt organization's annual consolidated gross revenues from all sources, in each case as measured during the tax exempt organization's last completed fiscal year.

II. ADDITIONAL AUDIT COMMITTEE INDEPENDENCE REQUIREMENTS:

Any member of the Audit Committee, in addition to satisfying the General Board of Directors Independence Standards, will be deemed to be "independent" for purposes of serving on the Audit Committee if they also satisfy the following guidelines:

1. **No Receipt of Consulting or Advisory Fees.** The Director must not receive any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, regardless of whether such payments are made:
 - i. to the Director;
 - ii. to such Director's spouse, minor children, stepchildren or children or stepchildren sharing the Director's home; or
 - iii. to a company in which the Director is a partner, member, officer (such as a managing director occupying a comparable position or executive officer) or occupies a similar position, which company is providing accounting, consulting, legal, investment banking or financial advisory services to the Company or its subsidiaries.

Such rules would not prohibit a Director from receiving annual retainer fees (including equity grants) or meeting fees for serving as a member of the Company's Board of Directors or any of its committees, or from receiving fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company or its subsidiaries, provided that such deferred compensation is not contingent in any way on continued service to the Company or such subsidiaries.

2. **Not an Affiliated Person.** The Director must not be an "affiliated person" of the Company or any of its subsidiaries, as defined under Rule 10A-3 of the Exchange Act of 1934, including a person that directly, or indirectly through one or more intermediaries, has the power to direct or cause the direction of the management and policies of the Company or any of its subsidiaries. Among other requirements, a Director would have to be an executive officer of the Company or own at least 10% of the Company's voting stock, to be considered an "affiliated person."

III. ADDITIONAL COMPENSATION COMMITTEE INDEPENDENCE REQUIREMENTS:

Any member of the Compensation Committee, in addition to satisfying the General Board of Directors Independence Standards, will be deemed to be "independent" for purposes of serving on the Compensation

Committee if they also satisfy the following guidelines:

1. The Director must not receive compensation from any person or entity (including any consulting, advisory or other compensatory fees paid by the Company to the Director) that would impair the Director's ability to make independent judgments about the Company's executive compensation; and
2. The Director must not have an affiliate relationship places the Director under the direct or indirect control of the Company or its senior management or that creates a direct relationship between the Director and senior management, in each case of a nature that would impair the Director's ability to make independent judgments about the Company's executive compensation.

IV. DEFINITIONS

For purposes of these guidelines—

1. references to the "Company" includes Cano Health, Inc. and any parent and subsidiary entities within Cano Health Inc.'s consolidated group;
2. references to a member of a Director's "Immediate Family" include his or her spouse, parents, children, siblings, mother- and father-in-law, daughters- and sons-in-law, sisters- and brothers-in-law and anyone who shares such Director's home (excluding employees); provided that individuals who are no longer Immediate Family members as a result of legal separation or divorce, or those who have died or become incapacitated, as well as step-children that do not share such Director's home or the in-laws of such step-children, do not need to be considered; and
3. the term "executive officer" means a president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller) of the Company, any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Officers of the Company's parent or subsidiaries shall be deemed "executive officers" of the Company if they perform such policy-making functions for the Company.

Adopted as of May 17, 2023

Amended November 30, 2023