

# CENTENE CORPORATION

## VALUE CREATION COMMITTEE CHARTER

As of May 10, 2023

### I. Purpose

The Value Creation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Centene Corporation (the “Company”) to assist and advise, in consultation with the senior management of the Company, the Board in its responsibilities relating to long-term value creation, technology, digitization and artificial intelligence strategy, and quality and member experience, all as set forth in this Charter.

### II. Committee Membership

1. Number. The Committee shall consist of no fewer than three members.
2. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. Selection and Removal. The members of the Committee shall be appointed by the Board on the recommendation of the Governance Committee. Committee members may be removed by the Board, with or without cause.

### III. Meetings and Procedures of the Committee

Absent extraordinary circumstances, the Committee should meet no less than quarterly during the year and more frequently as appropriate. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

### IV. Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities, together with any additional authority or responsibilities delegated to the Committee by the Board from time to time:

1. Value Creation.

- (a) The Committee shall monitor, and consult with and advise the Board and senior management of the Company regularly on, the Company's long-term value creation (including margin expansion), growth and strategic initiatives and plans, and the Company's execution thereon.
- (b) The Committee shall monitor, and consult with and advise the Board and senior management of the Company regularly on, the impact of external developments and factors on the Company's long-term value creation (including margin expansion), growth and strategic initiatives and plans, including, without limitation, the impact of changes in economic and market conditions, competitive activity, technology, legislative and regulatory considerations and any other external development that the Committee believes is relevant. For the avoidance of doubt, the Committee shall not have any authority with respect to any review of any mergers, acquisitions, divestitures, joint ventures or similar transactions, and authority over such matters shall remain vested in the Board, subject to any delegation of authority from the Board to senior management of the Company or any other committee of the Board.

2. Technology. The Committee shall oversee and monitor, and consult with the Board and senior management of the Company regularly on, (a) information technology, digitization, artificial intelligence and cybersecurity programs, strategy and initiatives for the Company's products and services, (b) the associated budget and expenditures therefor, (c) management's establishment and administration of policies and procedures therefor and (d) the Company's execution on such programs, strategy and initiatives.

3. Quality and Member Experience. The Committee shall oversee and monitor, and consult with the Board and senior management of the Company regularly on, the Company's quality and member experience initiatives and plans, including, without limitation, maintaining and increasing the Centers for Medicare & Medicaid Services Star Ratings for the applicable health plans of the Company's subsidiaries and the Company's progress thereon.

4. General. For the avoidance of doubt, the Committee's authority with respect to the matters discussed in this Section IV is advisory, and, except as specifically set forth in resolutions of the Board, the Committee does not have authority to direct or cause management of the Company to take any actions with respect to such matters or to cause the Company to incur any binding obligation.

**V. Subcommittees; Delegation of Authority**

The Committee may form and delegate authority to subcommittees (consisting of at least two members) when appropriate; *provided* 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.

## **VI. Evaluation of Committee Charter and Performance**

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.