

# CENTENE CORPORATION

## AUDIT AND COMPLIANCE COMMITTEE CHARTER

As of May 14, 2024

### I. Purpose

The Audit and Compliance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Centene Corporation (the "Company") to assist the Board's oversight of: the integrity of the Company's financial statements; the qualifications and independence of the Company's independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 10-K (the "independent auditor"); the performance of the Company's internal audit function and independent auditor; the Company's enterprise risk management framework and the Board's process for overseeing the Company's exposure to risks; the Company's compliance with legal and regulatory requirements; the Company's ethics and compliance programs and the effectiveness of its compliance function, including compliance with its Code of Conduct; and cybersecurity, business continuity, disaster recovery and other risks related to information technology ("IT"). The Committee is also responsible for preparing an audit committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

### II. Committee Membership

1. Number. The Committee shall consist of no fewer than three members.
2. Independence. Each member of the Committee shall be an "independent director" as defined by the applicable rules of the New York Stock Exchange ("NYSE") and be qualified to serve on the Committee pursuant to the requirements of the NYSE and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
3. Financial Literacy. Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment or must become financially literate within a reasonable period of time after appointment to the Committee. In addition, at least one member of the Committee must be designated by the Board to be an "audit committee financial expert," as defined by Item 407(d) of Regulation S-K.
4. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
5. Selection and Removal. The members of the Committee shall be appointed by the Board, upon the recommendation of the Governance Committee. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company's annual proxy statement), no member of the Committee may serve on the audit committee of more than

two other public companies. 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 to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members, will determine the frequency and length of the Committee meetings consistent with any requirements set forth in this Charter, and develop the Committee's agenda in consultation with the appropriate Committee members and management. 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. The Committee shall meet separately on a periodic basis with (i) management, (ii) the head of the Company's internal auditing department or other person responsible for the internal audit function, (iii) the Company's Chief Risk, Ethics & Compliance Officer and (iv) the independent auditor, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

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**

1. General. The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the independent auditor, in accordance with its business judgment. Management is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audits, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's reports.

#### **2. Oversight of Independent Auditors.**

- a. *Selection.* The Committee shall be directly responsible for appointing, evaluating, retaining, overseeing and, when necessary, terminating the engagement of the

independent auditor. The Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.

- b. *Independence.* At least annually, the Committee shall assess the independence of the Company's independent auditor under applicable rules. In connection with this assessment, the Committee shall obtain and review a report by the independent auditor describing all relationships between the independent auditor and the Company, including the disclosures required by the applicable rules of the Public Company Accounting Oversight Board ("PCAOB") concerning independence as may be in effect from time to time. The Committee shall engage in an active dialogue with the independent auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the independent auditor.
- c. *Lead Audit Partner Rotation.* The Committee shall oversee the rotation of the lead audit partner as required by applicable law and SEC rules.
- d. *Quality-Control Report.* At least annually, the Committee shall obtain and review a report by the independent auditor describing:
  - the firm's internal quality-control procedures; and
  - any material issues raised by the most recent internal quality-control review, peer review or PCAOB review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
- e. *Compensation.* The Committee shall be directly responsible for setting the compensation of the independent auditor. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditor engaged by the Committee.
- f. *Pre-approval of Services.* The Committee shall pre-approve all audit services to be provided to the Company by the principal independent auditor and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor; provided, however, that *de minimis* non-audit services may instead be approved in accordance with applicable SEC rules. In addition, the Committee shall pre-approve all subsidiary audit services for which the Committee has been designated as the audit committee of the subsidiary business unit.
- g. *Oversight.* The independent auditor shall report directly to the Committee, and the Committee shall be directly responsible for oversight of the work of the independent auditor, including resolution of disagreements between Company

management and the independent auditor regarding financial reporting. In connection with its oversight role, the Committee shall, from time to time as appropriate:

- Receive and consider the reports required to be made by the independent auditor regarding:
  - critical accounting policies and practices;
  - any critical audit matters arising from the current period audit;
  - alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  - other material written communications between the independent auditor and Company management.
- Review with the independent auditor:
  - any audit problems or difficulties the independent auditor encountered in the course of the audit work and management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management;
  - major issues as to the adequacy of the Company's internal control over financial reporting and any special audit steps adopted in light of material control deficiencies;
  - 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 analyses of the effects of alternative GAAP methods on the financial statements; and
  - the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Company; and
  - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.

3. Audited Financial Statements.

- a. *Review and Discussion.* The Committee shall meet to review and discuss with the Company's management and independent auditor the Company's audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Additionally, the Committee shall discuss with the independent auditor the results of the annual audit and any other matters required to be communicated to the Committee under auditing standards of the PCAOB and SEC rules.
- b. *Recommendation to Board Regarding Financial Statements.* The Committee shall consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
- c. *Audit Committee Report.* The Committee shall prepare a committee report for inclusion in the annual proxy statement of the Company.

4. Review of Other Financial Disclosures.

- a. *Quarterly Financial Statements.* The Committee shall meet to review and discuss with the Company's management and independent auditor the Company's quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee shall direct the independent auditor to discuss promptly with the Committee and the Chief Financial Officer any matters identified in connection with the independent auditor's review of quarterly financial information which are required to be discussed by applicable auditing standards.
- b. *Earnings Release and Other Financial Information.* The Committee shall discuss generally the type and presentation of information to be disclosed in the Company's earnings press releases, paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information, as well as financial information and earnings guidance provided to analysts, rating agencies and others.

5. Controls and Procedures.

- a. *Oversight.* The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures and Code of Conduct.
- b. *Oversight of Internal Audit Function.* The Committee shall assist the Board in overseeing the performance of the Company's internal audit function, including

the following:

- Review the reporting relationship of the internal audit function and periodically meet separately with the Company's internal audit executive.
  - Review and approve the internal audit function's plan, budget and activities for the upcoming fiscal year and evaluate the internal audit function's responsibilities and staffing.
  - Review the status of any existing or newly identified significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting on a quarterly basis.
  - Review the compensation arrangements for the internal audit function.
- c. *Hiring Policies.* The Committee shall establish policies regarding the hiring of current or former employees of the Company's independent auditor.
- d. *Procedures for Complaints.* The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- e. *Evaluation of Financial Management.* The Committee shall coordinate with the Compensation and Talent Committee the evaluation of the Company's financial management personnel.
- f. *Funding.* The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:
- compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
  - compensation to any advisers employed by the Committee; and
  - ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6. Risk Management.

- a. Review the Company's enterprise risk management reporting processes designed to provide visibility to the Board of the identification, assessment, prioritization and management of critical risks and management's risk mitigation strategies.

- b. Oversee the monitoring of risk exposures and the effectiveness of the enterprise risk management framework.
- c. Meet periodically with management to review the Company's significant financial, regulatory, reputational or other risk exposures, and the steps management has taken to identify, monitor, assess and control or avoid such exposures.

7. Financial Matters.

- a. The Committee shall periodically review with management, and provide oversight of, the Company's capital structure and liquidity position, including its cash flows.
- b. The Committee shall make recommendations to the Board regarding any changes to the Company's capital structure that the Committee determines, in its business judgment, to be necessary or advisable. This responsibility includes, without limitation, oversight of the following:
  - transactions involving the Company's equity securities such as public offerings, stock buyback programs or stock splits (but not including equity compensation plans);
  - transactions involving the Company's debt securities and other material debt obligations undertaken by the Company;
  - the Company's dividend policies and practices; and
  - statutory capital requirements applicable to the Company's regulated subsidiaries.
- c. The Committee shall oversee the Company's investment policies and strategy.
- d. In connection with the Committee's risk management oversight responsibilities, the Committee shall review the Company's major insurance programs, such as errors and omissions liability coverage, directors and officers liability coverage and significant forms of property and other insurance.
- e. The Committee shall review significant financial activities, including the use of swaps and derivatives and similar risk management vehicles.
- f. The Committee shall oversee the implementation and execution of the Company's corporate tax policies.
- g. The Committee shall perform such other financial oversight responsibilities as the Board may request.

8. Mergers and Acquisitions. The Committee shall review and approve mergers,

acquisitions, strategic investments and divestures in accordance with the Company's delegation of authority policy, as amended by the Board from time to time.

9. Sustainability Reporting. The Committee shall oversee the Company's sustainability financial reporting disclosures and discuss with management the controls and procedures concerning the Company's sustainability financial reporting disclosures.

10. Ethics & Compliance Program.

- a. The Committee shall oversee matters related to the Company's compliance with laws and regulations, including those concerning fraud, waste and abuse and federal and state healthcare program requirements. This oversight responsibility shall include inquiries from, and audits, investigations and surveys by, federal and state regulatory and enforcement agencies and related legal and administrative proceedings.
- b. The Committee shall oversee the Company's Ethics & Compliance Program (the "Program"), including the performance of the Chief Risk, Ethics & Compliance Officer, and shall review and concur in the appointment, promotion or dismissal of the Chief Risk, Ethics & Compliance Officer, who has direct reporting authority to the Board. In fulfilling this responsibility, the Committee shall consider, among other things, the relevant expectations and requirements of federal and state regulatory and enforcement agencies.
- c. At least annually, the Committee shall review the design, dedicated resources and operational effectiveness of the Program. In connection with this assessment, the Committee shall obtain and consider reports by the internal audit department as it deems appropriate. If the Committee determines that it is necessary to retain one or more external experts to assist the Committee with the evaluation, it shall do so.
- d. The Committee shall oversee, and periodically review, the process that the Company has developed for identifying, assessing, prioritizing and mitigating legal, regulatory and compliance risks.
- e. The Committee shall annually review, and approve, the compliance audit, testing and monitoring plan developed by management.
- f. The Committee shall review periodically the effectiveness of the Company's process for screening individuals and/or entities that have been excluded, debarred, suspended from or otherwise deemed ineligible for, participation in any applicable state or federal healthcare, procurement and/or non-procurement programs.
- g. The Committee shall receive periodic reports from the Chief Risk, Ethics &



Compliance Officer, who has express authority to communicate directly with the Committee as necessary, and other members of management, on, among other topics:

- Management’s assessment of the efficacy of the Program;
  - Key Program initiatives, including the development and execution of the Company’s Annual Compliance Work Plan;
  - Management’s annual review of the Company’s Code of Conduct and compliance policies and procedures;
  - The development and implementation of the Company’s annual ethics and compliance training and education program;
  - Reports of ethics and compliance concerns received through “open door” channels and mechanisms (such as hotlines), including potential violations of laws, regulations, administrative directives, federal and healthcare program requirements, the Code of Conduct and/or the Company’s compliance policies and procedures;
  - The process established for assessing, investigating and resolving reports of ethics and compliance concerns;
  - Findings and conclusions of compliance audits, tests and monitoring activities, including related root cause analyses;
  - Key remedial initiatives undertaken by the Company, including the development and execution of corrective actions plans; and
  - Disclosures to regulators and enforcement agencies.
- h. The Committee shall meet quarterly in executive session with the Chief Risk, Ethics & Compliance Officer and other members of management, as it deems appropriate.

11. Technology and Cybersecurity.

- a. The Committee shall review and provide feedback on the Company's programs to identify, manage, respond to and mitigate the Company's IT risks, including risks related to cybersecurity, artificial intelligence, privacy, critical infrastructure assets and disaster recovery, as well as identifying the potential likelihood, frequency and severity of cyberattacks and breaches.
- b. The Committee shall oversee the Company's cybersecurity and other IT controls and procedures, and the Company's management of risks associated with the

Company's systems and technology, including risks related to cybersecurity.

12. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

**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 evaluate its own performance.

**VII. Investigations and Studies; Outside Advisers**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee. The Committee is authorized (without seeking Board approval) retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary or appropriate to carry out the Committee's responsibilities.