

# CENTENE CORPORATION

## COMPENSATION AND TALENT COMMITTEE CHARTER

As of May 14, 2024

### I. Purpose

The Compensation and Talent Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Centene Corporation (the "Company") to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer and all other officers of the Company, as defined by Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act" and such individuals, the "Executive Officers"). The Committee has overall responsibility for evaluating Executive Officer compensation and approving and reviewing compensation plans, policies and programs of the Company. The Committee is also responsible for producing an annual report on executive compensation pursuant to Item 407(e) of Regulation S-K in accordance with applicable rules and regulations and overseeing the Company's strategies relating to human capital management.

### 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 a "non-employee director" as defined by Rule 16b-3 under the Exchange Act.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. 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 four times 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 request that members of management or others to attend its meetings (or portions thereof).

A majority of the members of the Committee present in person or virtually 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. Compensation Philosophy. The Committee shall oversee the Company's policies and philosophy related to total compensation for executives.
2. Chief Executive Officer Compensation.
  - (a) The Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and recommend to the independent directors of the Board the Chief Executive Officer's compensation levels based on this evaluation. In recommending the long-term incentive component of Chief Executive Officer compensation, the Committee will consider factors as it determines relevant, including, at a minimum, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards granted to the Chief Executive Officer in past years.
  - (b) The Committee shall periodically review and make a recommendation to the independent directors of the Board regarding the Chief Executive Officer's compensation, including but not limited to: (i) annual base salary level, (ii) annual incentive opportunity and payout level, (iii) long-term incentive opportunity and payout level, (iv) employment agreement, severance arrangement, and change in control agreement or provisions, in each case as, when and if appropriate, and (v) any perquisites or special or supplemental benefits. The Committee shall meet without the presence of executive officers when deliberating on the Chief Executive Officer's compensation.
3. Other Executive Officer Compensation.
  - (a) Taking into account the Chief Executive Officer's input and recommendations, the Committee shall periodically review and approve compensation for all other Executive Officers, including but not limited to: (i) individual performance goals, (ii) annual base salary level, (iii) annual incentive opportunity and payout levels, (iv) long-term incentive opportunity and payout levels, (v) employment

agreements, severance arrangements, and change in control agreements or provisions, in each case as, when and if appropriate, and (vi) any perquisites or special or supplemental benefits. The Committee may invite the Chief Executive Officer to be present during the approval of, or deliberations with respect to, other Executive Officer compensation, but such approval of, or deliberations with respect to, such compensation shall be outside the presence of the other Executive Officers.

- (b) The Committee shall periodically review the aggregate compensation of all other senior vice presidents and operational executives as a group, including incentive-compensation plans and equity-based plans, and may approve amendments to such plans.

4. Equity and Cash Incentive Compensation. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans and short- and long-term cash incentive compensation plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock and other equity-based and short- and long-term cash incentive awards thereunder.

5. Director Compensation. The Committee shall annually review and make a recommendation to the Board with respect to the form and amount of compensation for non-employee directors, taking into account corporate goals and objectives relevant to director compensation and evaluating the performance of the Board in light of such goals and objectives. Director compensation shall be based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

6. Compensation Risks. The Committee shall oversee the management by the Company of risks associated with the Company's compensation plans and policies and whether any such risks are reasonably likely to have a material adverse effect on the Company.

7. Stock Ownership Guidelines. The Committee shall approve, or recommend to the Board for approval, the adoption or amendment of any stock ownership guidelines applicable to the Board, the Chief Executive Officer and the other Executive Officers.

8. Clawback. The Committee shall approve, or recommend to the Board for approval, the adoption or amendment of any clawback policy. The Committee shall review, monitor, administer and interpret any clawback policy in accordance with the terms of such policy.

9. Disclosure. The Committee shall annually review, discuss with management and provide a recommendation to the Board regarding the inclusion of the Compensation Discussion and Analysis section in the Company's annual proxy statement (or other applicable filing with the Securities and Exchange Commission) and approve the Committee Report described in Item 407(e) of Regulation S-K.

10. Say on Pay. The Committee shall review the results of any advisory stockholder vote on executive compensation as required by the Exchange Act (“Say-on-Pay Vote”) and consider whether to make or recommend adjustments to the Company’s executive compensation plans, policies or practices as a result of such vote.

11. Say on Frequency. The Committee shall, at least once every six years, recommend for approval by the Board the frequency with which the Company will conduct its Say-on-Pay Votes, taking into account the results of the most recent frequency of Say-on-Pay Votes.

12. Evaluation of Financial Management and Internal Audit. The Committee shall coordinate with the Audit and Compliance Committee the evaluation of the Company’s financial management and internal audit personnel.

13. Human Capital Management. The Committee shall periodically review the Company’s human capital management strategies, including initiatives for talent diversity, equity and inclusion, equal employment, pay equity and corporate culture and, as appropriate, shall periodically monitor the Company’s progress in these areas.

14. Management Succession Planning: The Committee shall periodically review succession planning for the Company’s management, excluding the Chief Executive Officer.

#### **V. Subcommittees; Delegation of Authority**

The Committee may form and delegate authority to subcommittees when appropriate; *provided* that (a) 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 and (b) such subcommittee shall be comprised of at least two members where such delegated authority relates to the compensation of the Executive Officers. Where permissible under applicable laws, rules or regulations, the Committee may also delegate authority to committees consisting of one or more employees when the Committee deems it appropriate or desirable for the efficient administration of employee compensation and benefit plans and the authority to make equity grants to individuals other than executive officers provided that the delegation shall contain all applicable restrictions on such authority.

#### **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 and report to the Board on such evaluation.

#### **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, and is authorized (without seeking Board approval) to retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the

work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the factors specified in the applicable NYSE listing standards.