

# CENTENE CORPORATION

## GOVERNANCE COMMITTEE CHARTER

As of September 28, 2022

### I. Purpose

The Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Centene Corporation (the "Company") to: assist the Board by identifying individuals qualified to become directors, and to recommend to the Board the director nominees for the next annual meeting of stockholders; recommend to the Board the Corporate Governance Guidelines applicable to the Company; lead the Board in its annual review of the Board's performance; recommend to the Board nominees for each Board committee; assist the Board in the development of the Company's strategic plan related to issues of environmental and social importance; and assist the Board in addressing public policy issues and concerns that affect or could affect the Company's business activities, performance or public image.

### 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").
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. 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. Board Nominees.

- (a) Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board nominees for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In connection with the use of a third-party search firm to identify potential director candidates, the Committee shall instruct the search firm to include in its initial list of candidates qualified candidates who reflect diverse backgrounds, including diversity of gender and race or ethnicity. The Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
- (b) The Board's criteria for selecting directors are as set forth in the Company's Corporate Governance Guidelines. The Board is responsible for approving such criteria. The Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.

2. Board Committees.

- (a) The Committee shall make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members and chairs of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- (b) The Committee shall review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board.
- (c) The Committee shall make recommendations for the creation and elimination of committees.

- (d) The Committee shall recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
3. Corporate Governance Guidelines. The Committee shall, at least annually, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
  4. Succession Planning. The Committee shall oversee an annual review by the Board on Board and management succession planning, which shall include transitional leadership in the event of an unplanned vacancy.
  5. Governance Risks. The Committee shall oversee the management by the Company of corporate governance-related risks.
  6. Environmental and Social Responsibility.
    - (a) The Committee shall make recommendations to the Board regarding the Company's position on key public policy issues relating to environmental and social responsibility, social determinants of health and healthcare reform, as well as related risks and opportunities for the Company and its subsidiaries.
    - (b) The Committee shall review the Company's Environmental, Social, Health and Governance Report prior to its publication.
    - (c) The Committee shall oversee the management by the Company of risks related to issues of environmental and social importance.
  7. Government and Regulatory Affairs.
    - (a) The Committee shall make recommendations to the Board regarding the amendment and/or adoption of new policies, procedures and/or practices by the Company in order to respond, anticipate and adjust to legislative, political and regulatory trends and other public policy issues and concerns that affect or could affect the Company's business activities, performance, or public image in order to more effectively achieve its business goals.
    - (b) The Committee shall review and report on the Company's position on key public policy issues relevant to the Company's business under consideration in federal and state legislative, regulatory and judicial forums.
    - (c) The Committee shall review, report on and make recommendations with respect to the Company's relationships with public interest groups, legislatures and

government agencies as they relate to issues of public policy and its efforts to affect identified public issues through analysis, lobbying efforts, political contributions and other political advocacy activities.

- (d) The Committee shall periodically review the political activities and expenditures of the Company and its political action committees.
- (e) The Committee shall review the Company's Political Activity Report prior to its publication.
- (f) The Committee shall oversee the Company's Political Contributions Policy and shall periodically review such policy and recommend any proposed changes to the Board for consideration and approval.
- (g) The Committee shall require that a Company regulatory vision is maintained, that appropriate regulatory compliance measures are maintained, and that the Company's performance is monitored against those measures.
- (h) The Committee shall oversee the management by the Company of political and regulatory risks.

#### **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.

The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

#### **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 may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director and senior management candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.