

CENTENE CORPORATION

COMPENSATION AND TALENT COMMITTEE CHARTER

As of August 24, 2022

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"), as well as certain other senior executives who report to the Chief Executive Officer (collectively, the "Executive Officers"). The Committee has overall responsibility for approving and evaluating Executive Officer compensation and compensation plans, policies and programs of the Company. The Committee is also responsible for producing an annual report on executive compensation 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 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. 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, unless the Board directs the independent directors to do so on the recommendation of the Committee, approve or recommend to the Board the Chief Executive Officer's compensation levels based on this evaluation. In determining 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, unless the Board directs the independent directors to do so on the recommendation of the Committee, approve or make a recommendation to the Board regarding the Chief Executive Officer's (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, for all other Executive Officers, (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 immaterial amendments, or review and recommend material amendments to the Board, with respect to such plans.

4. Equity and Long-Term 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 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 long-term cash incentive awards thereunder.

5. Director Compensation. The Committee shall periodically review and make a recommendation to the Board with respect to the form and amount of compensation for non-employee directors.

6. Compensation Risks. The Committee shall oversee the management by the Company of risks associated with the Company's compensation plans and policies.

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.

9. Disclosure. The Committee shall annually review and discuss with management the Compensation Discussion and Analysis section of the proxy statement and prepare for inclusion in the appropriate filing with the Securities and Exchange Commission 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. The Committee shall coordinate with the Audit and Compliance Committee the evaluation of the Company's financial management 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.

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. 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 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 review 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, and may, in its sole discretion, 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.