

Effective March 5, 2021

INNOVAGE HOLDING CORP.

COMPLIANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Compliance Committee (the “Compliance Committee”) of the board of directors (the “Board”) of InnovAge Holding Corp. (the “Company”) is to:

- assist the Board in its oversight of the Company’s compliance with applicable legal and regulatory requirements, including, but not limited to, those regarding health care compliance, information privacy and security. The Audit Committee of the Board shall have sole oversight over matters of financial compliance (e.g. accounting, auditing, financial reporting and investor disclosures). As to all other areas of compliance (“Non-Financial Compliance”), the Compliance Committee shall have oversight responsibility in the first instance, with a primary focus on health care compliance, information security and privacy;
- be generally knowledgeable about compliance issues facing the Company, including the review of new developments and current and emerging trends relating to Non-Financial Compliance that affect or could affect the Company;
- oversee the Company’s information security and privacy compliance program as well as other Non-Financial Compliance programs, and monitor their performance; and
- provide an avenue of communication among management, the Company’s Non-Financial Compliance functions and the Board.

MEMBERSHIP

Size: The Compliance Committee shall consist of two or more members of the Board.

Independence: At least one member of the Compliance Committee shall satisfy the independent director requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of Nasdaq; provided, however, that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of the Nasdaq, including the “controlled company” exemption.

Appointment/Term/Removal: Subject to the terms and conditions of the Director Nomination Agreement entered into by and among the Company and the Sponsors (as defined therein), entered into on March [], 2021 (the “Director Nomination Agreement”), the members of the Compliance Committee shall be appointed by the Board based on recommendations from the Compensation, Nominating and Corporate Governance Committee. The members of the Compliance Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Compliance

Committee at any time with or without cause. At least one member of the Compliance Committee shall serve concurrently on the Audit Committee of the Board.

STRUCTURE AND OPERATIONS

Leadership: Subject to the terms and conditions of the Director Nomination Agreement, the Board shall designate one member of the Compliance Committee as the chairperson based on recommendations of the Compensation, Nominating and Governance Committee.

Meetings: The Compliance Committee shall meet at least twice a year at such times and places as it deems necessary to fulfill its responsibilities. The agenda for Compliance Committee meetings will be prepared by management in consultation with the Compliance Committee members. The Compliance Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Compliance Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Compliance Committee may meet in executive session outside the presence of the Company's executive officers. The Compliance Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Compliance Committee, including the non-voting management liaison to the Compliance Committee designated by the Board, if any, attend any meeting of the Compliance Committee to provide such information as the Compliance Committee requests. The Compliance Committee and the Audit Committee shall meet jointly at least once per year to review the major Non-Financial Compliance matters, including (i) the overall state of compliance; (ii) significant legal or regulatory exposures; and (iii) material reports or inquiries from regulators regarding compliance.

Onboarding / Education: The Company will provide new members of the Compliance Committee with appropriate onboarding briefings, and the full Compliance Committee with educational resources and opportunities related to Non-Financial Compliance and other matters may be appropriate or requested by the Compliance Committee.

Outside Advisors: The Compliance Committee shall have the authority, in its sole discretion, to retain and terminate a consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Compliance Committee shall not be required to implement or act consistently with the advice or recommendations of the consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compliance Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Compliance Committee shall set the compensation and retention terms and oversee the work of the consultant, outside legal counsel or any other advisors. Any communications between the Compliance Committee and its outside legal counsel will be privileged communications.

Funding: The Compliance Committee shall receive appropriate funding from the Company, as determined by the Compliance Committee in its capacity as a committee of the Board, for the payment of compensation to any consultant, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Compliance Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement, the Compliance Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Compliance Committee may deem appropriate in its sole discretion, so long as any such committee has at least one independent directors and has a written charter.

Books and Records: The Compliance Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Compliance Committee shall have the following authority and responsibilities:

- ensure proper communication of significant Non-Financial Compliance issues to the Board;
- review significant Non-Financial Compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
- monitor the effectiveness of the Company's Non-Financial Compliance program, recommend improvements as necessary or appropriate and periodically evaluate such compliance program resource allocation and effectiveness;
- review management's process for evaluating and responding to identified violations of the Company's Non-Financial Compliance Policies, as well as applicable federal and state laws;
- meet at least quarterly with the Company's corporate compliance officer to discuss Non-Financial Compliance program activities;
- oversee and receive reports on the procedures by which employees, consultants and contractors are encouraged to communicate any potential Non-Financial Compliance concerns to the Company;
- conduct any investigation appropriate to fulfill the Company's responsibilities;
- annually review and assess the effectiveness of the Compliance Committee and the adequacy of the reporting and information flows it is receiving, and make such changes as are necessary to maintain and enhance the Compliance Committee's effectiveness, including recommending to the Board any changes to this Charter or the Compliance Committee's composition; and

- perform such other activities from time to time as are consistent with this Charter, the Company's Bylaws and applicable laws as delegated by the Board relating to Non-Financial Compliance.