

**INNOVAGE HOLDING CORP.**

**COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Compensation, Nominating and Governance Committee (the “Compensation, Nominating and Governance Committee”) of the board of directors (the “Board”) of InnovAge Holding Corp. (the “Company”) is to:

- assist the Board in discharging its responsibilities relating to compensation of the Company’s Board members and officers;
- review and evaluate the Company’s overall compensation philosophy and oversee the Company’s equity, incentive and other compensation and benefits plans;
- prepare the compensation committee report on executive officer compensation required by the Securities and Exchange Commission (the “SEC”) for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K;
- identify and assess persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- recommend to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;
- recommend to the Board the structure and membership of Board committees;
- recommend to the Board persons to fill Board and committee vacancies;
- oversee annual evaluations of the Board and committees of the Board; and
- develop and recommend to the Board, and review periodically, the Guidelines applicable to the Company and amendments thereto and make other recommendations to the Board relative to corporate governance issues.

**MEMBERSHIP**

Size: The Compensation, Nominating and Governance Committee shall consist of two or more members of the Board.

Independence: Each member of the Compensation, Nominating and Governance Committee shall be independent in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of Nasdaq. In the event that any member of the Compensation, Nominating and Governance Committee does not qualify as a “non-

employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as nonemployee directors.

Onboarding / Education: The Company will provide new members of the Compensation, Nominating and Governance Committee with appropriate onboarding briefings, and the full Compensation, Nominating and Governance Committee with educational resources and opportunities related to executive compensation and other matters may be requested by the Compensation, Nominating and Governance Committee.

Appointment/Term/Removal: The members of the Compensation, Nominating and Governance Committee shall be appointed by the Board. The members of the Compensation, Nominating and Governance 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 Compensation, Nominating and Governance Committee at any time with or without cause.

## **STRUCTURE AND OPERATIONS**

Leadership: The Board shall designate a member of the Compensation, Nominating and Governance Committee as the chairperson based on recommendations of the Board.

Meetings: The Compensation, Nominating and Governance Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The agenda for Compensation, Nominating and Governance Committee meetings will be prepared by the Compensation, Nominating and Governance Committee chairperson in consultation with the other Compensation, Nominating and Governance Committee members. The Compensation, Nominating and Governance 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. A majority of the members of the Compensation, Nominating and Governance Committee shall constitute a quorum for the transaction of business. The Compensation, Nominating and Governance Committee may act only upon approval of a majority of its members constituting a quorum. The action of the Compensation, Nominating and Governance Committee at a meeting at which a quorum is present shall be the act of the Compensation, Nominating and Governance Committee. The Compensation, Nominating and Governance Committee may act in writing by the unanimous consent of its members. The Compensation, Nominating and Governance Committee is otherwise governed by the same rules regarding meetings (including meetings in person or by telephone or other similar or electronic communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Compensation, Nominating and Governance Committee may invite any members of management to its meetings as it deems appropriate. However, the Compensation, Nominating and Governance Committee shall meet regularly without such individuals present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

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

Compensation Consultant, Director Search Firm and other Advisor Independence/Conflicts of Interest: In retaining or seeking advice from compensation consultants, the Compensation, Nominating and Governance Committee must take into consideration the factors specified in the rules of Nasdaq. The Compensation, Nominating and Governance Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Compensation, Nominating and Governance Committee is not required to assess the independence of any compensation consultant, director search firm or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Compensation, Nominating and Governance Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest.

Funding: The Compensation, Nominating and Governance Committee shall receive appropriate funding from the Company, as determined by the Compensation, Nominating and Governance Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, director search firm, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Compensation, Nominating and Governance 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 Compensation, Nominating and Governance 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 Compensation, Nominating and Governance Committee may deem appropriate in its sole discretion, so long as any such committee is comprised entirely of independent directors and has a written charter.

Books and Reports: The Compensation, Nominating and Governance Committee will have access to the Company's books, records, facilities and personnel.

## DUTIES AND RESPONSIBILITIES

The Compensation, Nominating and Governance Committee shall have the following authority and responsibilities:

### **Compensation:**

1. CEO Compensation: To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and recommend to the Board the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation, Nominating and Governance Committee may consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company’s CEO in past years. In evaluating and recommending CEO compensation, the Compensation, Nominating and Governance Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act, if applicable.
2. Executive Officer Compensation: To determine and approve the compensation of all other executive officers. In evaluating and determining executive compensation, the Compensation, Nominating and Governance Committee shall consider the results of the most recent Say on Pay Vote, if applicable.
3. Compensation and Benefits Programs: To oversee overall compensation and benefits programs and policies. Named fiduciary responsibility and responsibility for day-to-day administration of such programs is delegated to the Company’s chief people officer, or individual occupying a similar capacity, including authority to make certain limited amendments, modifications or supplements to designated benefit plans, trusts and related documents. Amendment or modification authority not so delegated shall remain with the Compensation, Nominating and Governance Committee or the Board, as appropriate.
4. Incentive/Equity Plans: To review, and make recommendations to the Board regarding, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be included in the Company’s proxy statement. To administer the Company’s incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. To consider the results of the most recent Say on Pay Vote, if applicable, when reviewing and making recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans.
5. Employee Benefit Plans: To monitor the effectiveness of non-equity based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to executive officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial

commitment by the Company. In its discretion, the Compensation, Nominating and Governance Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted. To oversee employee benefit plans, except as the Compensation, Nominating and Governance Committee otherwise expressly determines or applicable law otherwise expressly requires. The Compensation, Nominating and Governance Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.

6. Peer Group: To set the composition of the peer company group used for market comparison for executive compensation.
7. Compensation Disclosure: To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, as required, and produce the Compensation, Nominating and Governance Committee report, as required, on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
8. Employment/Severance Agreements: To review, and make recommendations to the Board regarding, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
9. Stock Ownership Guidelines: To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
10. Risk Management: To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
11. Say-on-Pay Frequency: To review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement, if applicable.
12. Director Compensation: To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.
13. Compensation, Nominating and Governance Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the

results of the evaluation to the Board. The Compensation, Nominating and Governance Committee shall conduct this evaluation in such manner as it deems appropriate.

14. Compensation, Nominating and Governance Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.

### **Nominations and Governance:**

1. Director Qualifications: To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”). To periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time as set forth in the Guidelines.
2. Director Nominee Identification/Screening: To identify, recruit, screen and recommend individuals qualified to become members of the Board, consistent with the Director Criteria. To identify, recruit and recommend to the Board only those candidates that the Compensation, Nominating and Governance Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. To review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
3. Third Party Director Nomination Rights: To fill vacancies on the Board in accordance with any stockholders agreement (as such may be amended from time to time) governing the composition of the Board or the Company’s committees (including the Compensation, Nomination and Governance Committee) exists, including the Director Nomination Agreement. Compensation, Nominating and Governance Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
4. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board of Directors or submitted to a stockholder vote at an annual or special meeting of stockholders.
5. Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.
6. Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity and tenure are included in each pool of candidates from which Board nominees are chosen, and to review the Company’s policies, programs and initiatives for employee diversity and inclusion and provide guidance to the Board on diversity matters.
7. Shareholder Director Nominations: To consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s bylaws and described in the Company’s proxy statement.

8. Shareholder Proposals: To review shareholder proposals and recommend Board responses pursuant to Rule 14A-8 of the Exchange Act.
9. Shareholder Engagement: To oversee engagement with stockholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.
10. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
11. Board Committee Membership and Structure: To review the Board's committees sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually. To periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.
12. Board and Committee Vacancies: To propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or expansion of the Board or committee.
13. Changed Circumstances of Directors: To review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.
14. Corporate Governance Documents: To renew, propose changes to the Board, or develop, as needed, the Company's Certificate of Incorporation, Bylaws, Code of Ethics, Corporate Governance Guidelines, and diversity, sustainability other corporate governance policies.
15. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Compensation, Nominating and Governance Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
16. Corporate Governance Trends: To review emerging corporate governance trends and practices, and recommend changes to the Company's corporate governance practices to the Board.
17. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
18. Succession Planning: To develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate

potential candidates for the CEO position and recommend to the Board any changes to and any candidates for succession under the Succession Plan.

19. Board and Management Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and to oversee the conduct of this annual evaluation.
20. Compensation, Nominating and Governance Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Compensation, Nominating and Governance Committee shall conduct this evaluation in such manner as it deems appropriate.
21. Compensation, Nominating and Governance Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.