

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

InnovAge Holding Corp.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required
 - ☐ Fee paid previously with preliminary materials
 - ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Dear Fellow Stockholders,

We are pleased to invite you to attend the Annual Meeting of Stockholders of InnovAge Holding Corp. (“InnovAge” or the “Company”) to be held virtually on Thursday, December 3, 2026, at 9:00 a.m. Eastern Time (the “Annual Meeting”). You will be able to attend the meeting online by visiting www.virtualshareholdermeeting.com/INN2026. You will be able to submit questions and vote your shares electronically during the meeting by logging in using the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, proxy card or the voting instruction form received from your bank or broker. Once you have logged into the virtual meeting, you will be able to submit questions and vote your shares electronically during the meeting.

The accompanying proxy statement provides information about the matters we will ask you to consider at the Annual Meeting, which are:

1. to elect the four director nominees identified in the accompanying proxy statement to serve as Class III directors until the Annual Meeting to be held in 2029 and until their successors are duly elected and qualified;
2. to approve, on a non-binding advisory basis, the frequency of future stockholder advisory votes on the compensation of the Company’s named executive officers;
3. to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers (“Say-on-Pay”), as disclosed in the accompanying proxy statement;
4. to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2027; and
5. to transact other business as may properly come before the meeting or any adjournment of the meeting.

Your vote is important. Whether or not you plan to attend the virtual Annual Meeting, we urge you to vote. You may vote by proxy over the Internet, by telephone, or by mail by following the instructions on the Notice of Internet Availability of Proxy Materials, proxy card or the voting instruction form received from your bank or broker. Voting by proxy will ensure your representation at the Annual Meeting regardless of whether you attend.

Sincerely,

A handwritten signature in blue ink that reads "Tom Scully".

THOMAS SCULLY
Chair of the Board

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 3, 2026:**

This Notice of Annual Meeting, the accompanying proxy statement and our Annual Report on
Form 10-K for the Fiscal Year Ended June 30, 2026 are available at
www.proxyvote.com



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The annual meeting of stockholders of InnovAge Holding Corp. (the “Company”) for 2026 (the “Annual Meeting”) will be held via the internet at www.virtualshareholdermeeting.com/INNV2026 on Thursday, December 3, 2026, at 9:00 a.m. Eastern Time, for the following purposes:

1. to elect the four director nominees identified in the accompanying proxy statement to serve as Class III directors until the Annual Meeting to be held in 2029 and until their successors are duly elected and qualified;
2. to approve, on a non-binding advisory basis, the frequency of future stockholder advisory votes on the compensation of the Company’s named executive officers;
3. to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers (“Say-on-Pay”), as disclosed in the accompanying proxy statement;
4. to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2027; and
5. to transact other business as may properly come before the meeting or any postponement or adjournment of the Annual Meeting.

Stockholders of record as of the close of business on October 12, 2026, are entitled to vote. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder for any purpose relevant to the meeting during ordinary business hours for at least ten days prior to the Annual Meeting, at 8950 E. Lowry Boulevard, Denver, Colorado 80230, and on the date of the meeting, on the virtual platform for the Annual Meeting at www.virtualshareholdermeeting.com/INNV2026.

The Notice of Internet Availability is first being mailed, and the proxy statement is first being filed and made available to the Company’s stockholders of record, on or about October 22, 2026.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Nicole D'Amato", with a stylized flourish at the end.

NICOLE D’AMATO
Chief Legal Officer and Corporate Secretary

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COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: Why did I receive these materials?

The Board of Directors (the “Board”) of the Company is soliciting your proxy to vote at our Annual Meeting of Stockholders to be held on December 3, 2026, at 9:00 a.m. Eastern Time (the “Annual Meeting”) (or at any postponement, adjournment or continuation thereof). Stockholders who own shares of our common stock as of the close of business on the record date, October 12, 2026 (the “Record Date”), are entitled to vote at the Annual Meeting. You should review these proxy materials carefully as they give important information about the proposals that will be voted on at the Annual Meeting, as well as other important information about the Company.

Q: What is included in the proxy materials?

The proxy materials include:

- our proxy statement for the Annual Meeting;
- our Annual Report on Form 10-K for the fiscal year ended June 30, 2026; and
- the proxy card or a voting instruction form for the Annual Meeting.

Q: I share an address with another stockholder. How does that impact the proxy materials I receive?

The Securities and Exchange Commission (“SEC”) rules permit us to satisfy delivery requirements for proxy statements with respect to two or more stockholders of record sharing the same address by delivering a single copy of the Notice of Internet Availability of Proxy Materials (the “Notice”) and, if applicable, the proxy materials addressed to those stockholders, a procedure called “householding.” To take advantage of this opportunity, only a copy of the Notice and, if applicable, a set of proxy materials is being delivered to all of the accounts registered with the same tax identification number or duplicate name and address, unless we received contrary instructions from one or more of the stockholders. We agree to deliver promptly, upon written or oral request, a separate copy of the Notice and, if applicable, proxy materials, to any stockholder to which a single copy of those documents was delivered. In addition, stockholders sharing an address who are currently receiving multiple copies of the Notice and, if applicable, proxy materials, may also request delivery of a single copy. Stockholders may make a request by contacting Broadridge Financial Solutions, Inc. at 1-866-540-7095 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. Beneficial owners of shares held in street name can request information about householding from their broker, bank, trustee or other nominee.

Q: Why did I receive a Notice in the mail regarding the Internet Availability of Proxy Materials instead of a full set of proxy materials?

In accordance with the rules adopted by the SEC, we may furnish proxy materials, including this proxy statement and our Annual Report, to our stockholders by providing access to such documents on the Internet instead of mailing copies. Most stockholders will not receive printed copies of the proxy materials unless they request them. Instead, the Notice, which was mailed to our stockholders, will instruct you as to how you may access and review all of the proxy materials on the Internet. The Notice also instructs you as to how you may submit your proxy on the Internet at www.proxyvote.com. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

Q: Who is entitled to vote?

Stockholders who own shares of our common stock as of the Record Date are entitled to vote at the Annual Meeting. As of the Record Date, the Company had 136,456,506 shares of common stock outstanding. Holders of shares of common stock are entitled to one vote per share on each matter. Cumulative voting is not permitted with respect to the election of directors or any other matter to be considered at the Annual Meeting.

Q: What will I be voting on?

You will be voting on the following proposals, with our voting recommendations:

1. FOR the election of John Ellis Bush, Patricia Fontneau, Ted Kennedy, Jr. and Pavithra Mahesh as Class III directors;
2. ONE YEAR, on a non-binding advisory basis, as the frequency of future shareholder advisory votes on the compensation of the Company's named executive officers, as disclosed in this proxy statement;
3. FOR the approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers ("Say-on-Pay");
4. FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2027.

Q: How do I cast my vote?

Beneficial Stockholders. If you hold your shares through a broker, bank, trustee or other nominee, you are a beneficial stockholder. In order to vote your shares, please refer to the materials forwarded to you by your broker, bank, trustee or other nominee for instructions on how to vote the shares you hold as a beneficial stockholder.

Registered Stockholders. If you hold shares in your own name, you are a registered stockholder and may vote during the virtual Annual Meeting at www.virtualshareholdermeeting.com/INN2026. You will need to log in by entering your unique 16-digit control number included on your Notice, proxy card or on the voting instruction form accompanying these proxy materials. Only one person will be able to log in with that unique control number at any time. You can also vote by proxy before the Annual Meeting in the following ways:

1. via the Internet at www.proxyvote.com;
2. by phone by calling 1-800-690-6903; or
3. by signing and returning a proxy card.

Proxies submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on December 2, 2026. Regardless of whether you plan to attend the virtual Annual Meeting, we encourage you to vote your shares as soon as possible. If you submit a proxy but do not indicate any voting instructions, the persons named as proxies in the proxy card will vote in accordance with the Board's recommendations. The Board's recommendation with respect to each proposal that you are being asked to vote on is set forth above, as well as within the description of each proposal in this proxy statement.

Q: Can I access the proxy materials electronically?

Yes. Our proxy materials are available at www.proxyvote.com. In addition, instead of receiving future copies of our Notice and, if applicable, proxy materials by mail, stockholders of record and most beneficial owners can elect to receive an email that will provide an electronic link to these documents. If you would like to instruct us to send electronic copies of our proxy materials, you should follow the instructions available at www.proxyvote.com.

Our proxy materials are also available on our Investor Relations website at investor.innovage.com/financial-information/annual-reports.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of printing and mailing these materials on the environment. Your election to receive future proxy materials by email will remain in effect until you revoke it.

Q: How may I change or revoke my proxy?

Beneficial Stockholders. Beneficial stockholders should contact their broker, bank, trustee or nominee for instructions on how to change or revoke their proxy vote.

Registered Stockholders. Registered stockholders may change or revoke a properly executed proxy at any time before its exercise:

1. via the Internet at www.proxyvote.com;
2. by phone by calling 1-800-690-6903;
3. by signing and returning a new proxy card;
4. by sending a written notification to our Corporate Secretary at InnovAge Holding Corp., 8950 E. Lowry Boulevard, Denver, Colorado 80230; or
5. by attending and voting at the virtual Annual Meeting (although attendance at the virtual Annual Meeting will not, by itself, revoke a proxy).

Q: How can I attend and participate in the virtual Annual Meeting?

The Annual Meeting is being held as a virtual only meeting.

If you are a stockholder of record as of the Record Date, you may attend, vote and ask questions virtually at the meeting by logging in at www.virtualshareholdermeeting.com/INNV2026 and entering your 16-digit control number. This number is included in your Notice, proxy card, or voting instruction form.

If you are a stockholder as of the Record Date and have logged in using your 16-digit control number, you may submit a question at any point during the meeting (until the floor is closed to questions) by typing your question into the “Ask a Question” field and clicking “Submit.” Stockholder questions or comments are welcome, but we will only answer questions pertinent to Annual Meeting matters, subject to time constraints. Questions regarding personal matters and statements of advocacy are not pertinent to Annual Meeting matters and therefore will not be addressed. Questions or comments that are substantially similar may be grouped and answered together to avoid repetition. Rules of Conduct applicable to the Annual Meeting will be accessible on the virtual meeting website during the Annual Meeting. The audio broadcast of the Annual Meeting will be archived at www.virtualshareholdermeeting.com/INNV2026 for at least one year.

If you are not a stockholder as of the Record Date or do not log in using your 16-digit control number, you may still log in as a guest and listen to the Annual Meeting, but you will not be able to ask questions or vote at the meeting.

Q: What if I run into technical issues while trying to access the Annual Meeting?

The virtual meeting platform is supported across browsers and devices running the most updated version of applicable software and plug-ins. Participants should give themselves plenty of time to log in and ensure they have a strong internet connection, and they can hear streaming audio prior to the start of the meeting.

If you encounter technical difficulties with the virtual meeting platform on the meeting day, please call the technical support number that will be posted on the meeting website. Technical support will be available on the date of the Annual Meeting starting at 8:45 a.m. Eastern Time and until the end of the meeting.

Q: How do I inspect the list of stockholders?

For ten days prior to the Annual Meeting, you will be able to examine the list of stockholders entitled to vote at the Annual Meeting at our principal executive offices. To do so, you must be a stockholder as of the Record Date and will be required to provide a copy of your Notice, proxy card or voting instruction form bearing your unique 16-digit control number and a copy of a valid picture identification, such as a driver’s license or passport, that matches the name on the Notice, proxy card or voting instruction form. You will also be able to examine the list on the date of the meeting on the virtual platform for the Annual Meeting at www.virtualshareholdermeeting.com/INNV2026.

Q: How many shares must be present to transact business at the Annual Meeting?

A quorum of our stockholders must be present at the Annual Meeting for any business to be conducted. Under our Amended and Restated Bylaws (the “Bylaws”), the holders of a majority in voting power of our outstanding capital stock entitled to vote at the Annual Meeting, present in person at the Annual Meeting or represented by proxy, constitute a quorum. If you authorize a proxy to vote electronically or telephonically, or you sign and return a paper proxy or voting

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instruction form, your shares will be counted to determine whether a quorum has been established even if you “withhold” your vote, “abstain”, or fail to vote on a particular item of business. “Broker non-votes” will also be considered present for the purpose of determining whether there is a quorum for the Annual Meeting.

If a quorum is not present or represented by proxy at the scheduled time of the Annual Meeting, (i) the chairperson of the Annual Meeting or (ii) a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present in person or represented by proxy, may adjourn the Annual Meeting until a quorum is present or represented.

Q: What is the voting requirement to approve each of the proposals, and how are the votes counted?

PROPOSAL 1 – ELECTION OF DIRECTORS

A plurality of the votes cast by the voting power of capital stock present in person or represented by proxy at the meeting and entitled to vote thereon is required to elect each nominee named herein. This means that the four nominees receiving the highest number of “FOR” votes at the Annual Meeting will be elected, even if those votes do not constitute a majority of the votes cast. Votes that are “WITHHELD” with respect to one or more director nominees will result in the respective nominee receiving fewer votes, but they will not count as votes against a nominee and will have no effect on the outcome of the election of those nominees. Broker non-votes will not impact the election of the nominees.

PROPOSAL 2 – ADVISORY VOTE ON THE FREQUENCY OF THE SAY-ON-PAY VOTE

For purposes of the proposal regarding the frequency of future advisory votes on the compensation of our named executive officers, the option of every one year, two years or three years that receives the highest number of votes cast by stockholders at the Annual Meeting will be the frequency selected by stockholders on an advisory, non-binding basis. Abstentions and broker non-votes will not count in determining which alternative receives the highest number of votes and therefore will have no effect on the outcome of this Proposal 2. Although the results of Proposal 2 will not be binding on the Board or the Compensation, Nominating and Governance Committee (the “Compensation and Nominating Committee”), the Board and the Compensation and Nominating Committee will consider the outcome when determining the frequency of future advisory votes.

PROPOSAL 3 – ADVISORY APPROVAL OF EXECUTIVE COMPENSATION (“SAY-ON-PAY”)

The affirmative vote of a majority of the voting power of capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon is required to approve Proposal 3, on an advisory, non-binding basis. Abstentions will be counted as present and entitled to vote on this proposal and will therefore have the effect of a negative vote. Broker non-votes are not considered entitled to vote on this proposal and, therefore, will have no effect on the approval of Proposal 3. Although the results of Proposal 3 will not be binding on the Board or the Compensation and Nominating Committee, the Board and the Compensation and Nominating Committee will consider the results when making future decisions regarding the compensation of our named executive officers.

PROPOSAL 4 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The affirmative vote of a majority of the voting power of capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon is required to approve the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2027. Abstentions will be counted as present and entitled to vote on this proposal and will therefore have the effect of a negative vote. Since Proposal 4 is considered a “routine” matter, we do not expect there to be any broker non-votes with respect to this proposal.

Q: When will the results of the vote be announced?

The preliminary voting results will be announced at the virtual Annual Meeting. The final voting results will be published in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

Q: What is the deadline for submitting a stockholder proposal or director nomination for the annual meeting to be held in 2027?

Stockholder proposals pursuant to SEC Rule 14a-8 for inclusion in the Company's proxy statement and form of proxy for the Company's annual meeting of stockholders to be held in 2027 must be submitted by email to our Corporate Secretary at legal@myinnovage.com no later than June 24, 2027.

Stockholders wishing to make a director nomination or bring a proposal before the annual meeting to be held in 2027 (other than pursuant to SEC Rule 14a-8) must deliver written notice of such nomination or proposal to the Corporate Secretary at the Company's principal executive offices, at InnovAge Holding Corp., 8950 E. Lowry Boulevard, Denver, Colorado 80230, no later than the close of business on September 3, 2027 and not earlier than the close of business on August 5, 2027, assuming the Company does not change the date of the annual meeting of stockholders to be held in 2027 more than 30 days before or more than 70 days after the anniversary of this Annual Meeting. If so, written notice of such nomination or proposal must be delivered to the Corporate Secretary not earlier than the close of business on the 120th day prior to the date of the 2027 annual meeting and not later than the close of business on the later of the 10th day following the day on which public announcement of the date of our 2027 annual meeting of stockholders is first made by us and the 90th day prior to the date of our 2027 annual meeting. Any stockholder proposal or director nomination must comply with the other provisions of the Company's Bylaws and be submitted in writing to the Corporate Secretary at the Company's principal executive offices at the address listed above.

In addition to satisfying the requirements under the Company's Bylaws, in order to comply with Rule 14a-19 (the universal proxy rules) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), stockholders who intend to solicit proxies in support of director nominees, other than the Board's nominees, must also provide written notice that sets forth all of the information required by Rule 14a-19(b) under the Exchange Act, which notice must be postmarked or transmitted electronically to the Corporate Secretary at our principal executive offices no later than October 4, 2027. However, if the date of our 2027 annual meeting of stockholders is changed by more than 30 days from December 3, 2027, then written notice must be provided by the later of the 60th day prior to the date of our 2027 annual meeting of stockholders and the 10th day following the day on which public announcement of the date of our 2027 annual meeting of stockholders is first made by us.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business and affairs are managed under the direction of our Board, which is composed of eleven directors. Our Second Amended and Restated Certificate of Incorporation, as amended (our “Certificate of Incorporation”) provides that the authorized number of directors may be changed only by resolution of our Board. Our Certificate of Incorporation also divides our Board into three classes of directors, with the classes as nearly equal in number as possible. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the class whose term is then expiring.

The following table sets forth the director class, name, age as of October 12, 2026, and other information for each member of our Board:

	Class	Age	Position	Year		
				Director Since	Current Term Expires	Expiration of Term For Which Nominated
John Ellis Bush	III	73	Director	2021	2026	2029
Patricia Fontneau	III	64	Director	2023	2026	2029
Ted Kennedy, Jr.	III	65	Director	2021	2026	2029
Pavithra Mahesh	III	36	Director	2026	2026	2029
Andrew Cavanna	I	52	Director	2021	2027	—
			Chair of the			
Thomas Scully	I	68	Board	2021	2027	—
Marilyn Tavenner	I	75	Director	2021	2027	—
Sean Traynor	I	57	Director	2026	2027	—
James G. Carlson	II	74	Director	2022	2028	—
Teresa Sparks	II	57	Director	2023	2028	—
Richard Zoretic	II	68	Director	2021	2028	—

The Board believes that in order for our Board to effectively guide us to long-term sustainable, dependable performance, it should be composed of individuals with sophistication and experience in the many disciplines that impact our business. In order to best serve our stockholders, our Board seeks to, as a whole, be competent in key corporate disciplines, including healthcare regulatory issues, accounting and financial acumen, risk management, leadership, reputational issues, business judgment, governance, social responsibility, strategy and strategic planning. Additionally, we desire that the Board have knowledge related to our industry and specifically related to our business, including expertise in healthcare, particularly around regulatory, government relations and non-profit healthcare businesses, matters relating to Medicare and Medicaid, regulated industries, payor capabilities, pharmacy, technology applied to our industry and others. The Compensation and Nominating Committee believes that all directors must, at a minimum, meet the criteria set forth in the Company’s Code of Ethics and the Corporate Governance Guidelines. We do not have a formal policy on director diversity, however, when considering the selection of director nominees, the Compensation and Nominating Committee considers individuals with diverse professional expertise and skills, viewpoints, accomplishments and backgrounds, that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of our stockholders.

The Compensation and Nominating Committee also will consider a combination of factors for each director, including those nominated by the Company’s stockholders, including (a) the nominee’s ability to represent all stockholders without a conflict of interest, (b) the nominee’s ability to work in and promote a productive environment, (c) whether the nominee has sufficient time and willingness to fulfill the substantial duties and responsibilities of a director, (d) whether the nominee has demonstrated the high level of character, ethics and integrity expected by the Company, (e) whether the nominee possesses the broad professional and leadership experience and skills necessary to effectively respond to the complex issues encountered by a publicly-traded company, and (f) the nominee’s ability to apply sound and independent business judgment.

The Compensation and Nominating Committee has determined that all of our directors meet the criteria and qualifications set forth in the Company’s Code of Ethics, the Corporate Governance Guidelines and the criteria set forth above for director nominees. Moreover, each director possesses the following critical personal qualities and attributes that we believe are essential for the proper functioning of the Board to allow it to fulfill its duties for our stockholders: accountability, ethical leadership, integrity, risk management, and sound business judgment. In

addition, our directors have the confidence to assess and challenge the way things are done and recommend alternative solutions, a keen awareness of our business, and social realities of the environment in which we operate and the regulatory challenges we face, the independence and high performance standards necessary to fulfill the Board's oversight function, and the humility, professional maturity, and style to interface openly and constructively with other directors. Finally, the director biographies below include a non-exclusive description of other key experiences and qualifications that further qualify the individual to serve on the Board. These collective qualities, skills, experiences and attributes are essential to our Board's ability to exercise its oversight function for the Company and its stockholders.

Subject to any earlier resignation or removal in accordance with the terms of our Certificate of Incorporation, our Bylaws and the Director Nomination Agreement, our Class III directors will serve until this Annual Meeting, our Class I directors will serve until the annual meeting of stockholders to be held in 2027 and our Class II directors will serve until the annual meeting of stockholders to be held in 2028. In addition, our Certificate of Incorporation provides that as long as the Principal Shareholders beneficially own (directly or indirectly) 40% or more of the voting power of the Company entitled to vote, directors may be removed with or without cause upon the affirmative vote of at least a majority of the voting power of our outstanding shares of stock entitled to vote thereon. However, once the Principal Shareholders cease to beneficially own in the aggregate (directly or indirectly) 40% or more of the voting power of our outstanding shares of stock, our directors may be removed only for cause upon the affirmative vote of at least 66 ²/₃% of the voting power of our outstanding shares of stock entitled to vote thereon.

Director Nomination Agreement

We are party to a Director Nomination Agreement (the "Director Nomination Agreement"), by and among the Company and Ignite Aggregator LP (an investment vehicle owned by certain funds advised by Apax Partners LLP) and Welsh, Carson, Anderson & Stowe XII, L.P., Welsh, Carson, Anderson & Stowe XII Delaware, L.P., Welsh, Carson, Anderson & Stowe XII Delaware II, L.P., Welsh, Carson, Anderson & Stowe XII Cayman, L.P., WCAS XII Co-Investors LLC, WCAS Management Corporation and WCAS Co-Invest Holdco, L.P. (collectively, "WCAS" and, together with Ignite Aggregator LP, the "Principal Shareholders"). The Director Nomination Agreement provides the Principal Shareholders the right to designate (i) all of the nominees for election to the Company's Board for so long as the Principal Shareholders collectively beneficially own 40% or more of the total number of the Company's shares of common stock collectively beneficially owned by the Principal Shareholders upon completion of our initial public offering, as adjusted for any reorganization, recapitalization, stock dividend, stock split, reverse stock split or similar changes in our capitalization (the "Original Amount"); (ii) 40% of the nominees for election to our Board for so long as the Principal Shareholders collectively beneficially own less than 40% but at least 30% of the Original Amount; (iii) 30% of the nominees for election to our Board for so long as the Principal Shareholders collectively beneficially own less than 30% but at least 20% of the Original Amount; (iv) 20% of the nominees for election to our Board for so long as the Principal Shareholders collectively beneficially own less than 20% but at least 10% of the Original Amount; and (v) one of the nominees for election to our Board for so long as the Principal Shareholders collectively beneficially own at least 5% of the Original Amount. In each case, the Principal Shareholders' nominees must comply with applicable law and stock exchange rules. If the investment vehicle through which the Principal Shareholders hold their investment is dissolved, then each Principal Shareholder will be permitted to nominate (i) up to three directors so long as it owns at least 25% of the Original Amount, (ii) up to two directors so long as it owns at least 15% of the Original Amount and (iii) one director so long as it owns at least 5% of the Original Amount. The Principal Shareholders agree in the Director Nomination Agreement to vote any shares of our common stock held by them in favor of the election to our Board of the directors so designated. At any time when a Principal Shareholder has the right to designate at least one nominee for election to our Board, such Principal Shareholder will also have the right to have one of their nominated directors hold one seat on each Board committee, subject to satisfying any applicable stock exchange rules or regulations regarding the independence of Board committee members. In addition, the Principal Shareholders are entitled to designate the replacement for any of their Board designees whose Board service terminates prior to the end of the director's term regardless of the Principal Shareholders' beneficial ownership at such time. The Director Nomination Agreement also provides for certain consent rights for each of the Principal Shareholders so long as such stockholder owns at least 5% of the Original Amount, including for any change to the size of our Board. The Director Nomination Agreement terminates at such time as the Principal Shareholders own less than 5% of the Original Amount.

Stockholder Recommendations and Nominations for Director Nominees

The Compensation and Nominating Committee will consider candidate recommendations for membership on the Board from other directors, stockholders, management, and other stakeholders as it deems appropriate. The Compensation and Nominating Committee may engage third parties to assist in the search and provide recommendations. Stockholders who wish to recommend a director candidate for consideration by our Compensation and Nominating Committee can send a notice in writing to our Corporate Secretary at the Company's principal executive offices, at InnovAge Holding Corp., 8950 E. Lowry Boulevard, Denver, Colorado 80230.

Subject to the requirements of the Director Nomination Agreement, the Compensation and Nominating Committee will also consider stockholder nominations for membership on the Board under the advance-notice provisions of our Bylaws. For information regarding the submission of director nominees, see "Commonly Asked Questions and Answers About the Annual Meeting—Q: What is the deadline for submitting a stockholder proposal or director nomination for the annual meeting to be held in 2027?"

When filling a vacancy on the Board, the Compensation and Nominating Committee will identify the desired skills and experience of a new director and will nominate individuals who it believes can strengthen the Board's capabilities and further diversify the collective experience represented by the then-current directors. The candidates will then be evaluated based on the process outlined in our Corporate Governance Guidelines and the Compensation and Nominating Committee charter, and the same process will be used for all candidates, including candidates recommended by stockholders.

PROPOSAL 1 – ELECTION OF DIRECTORS

Our Board recommends that the nominees below be elected as members of the Board at the Annual Meeting to serve as Class III directors.

Name	Age	Position	Director Since	Year	
				Current Term Expires	Expiration of Term For Which Nominated
John Ellis Bush	73	Director	2021	2026	2029
Patricia Fontneau	64	Director	2023	2026	2029
Ted Kennedy, Jr.	65	Director	2021	2026	2029
Pavithra Mahesh	36	Director	2026	2026	2029

Each nominee is currently a member of our Board, was recommended for election by the Compensation and Nominating Committee for consideration by the Board and our stockholders, has consented to be named in this proxy statement and has agreed to serve if elected. Each nominee, other than Ms. Mahesh, who was appointed to the Board on January 28, 2026, has been previously elected by our stockholders. Ms. Mahesh and Mr. Traynor, who joined our Board concurrently with Ms. Mahesh, were each selected as directors pursuant to the Director Nomination Agreement.

If, before the Annual Meeting, any nominee becomes unable to serve, or chooses not to serve, the Board may nominate a substitute. If that happens, the persons named as proxies on the proxy card will vote for the substitute. Alternatively, the Board may either let the vacancy stay unfilled until an appropriate candidate is identified or reduce the size of the Board to eliminate the unfilled seat.

Vote Required

Under our Bylaws, a plurality of the votes cast by the voting power of capital stock present in person or represented by proxy at the meeting and entitled to vote thereon is required to elect each nominee named herein. This means that the four nominees receiving the highest number of “FOR” votes at the Annual Meeting will be elected, even if those votes do not constitute a majority of the votes cast. Failure to vote by proxy or to vote electronically at the Annual Meeting and votes that are “WITHHELD” with respect to one or more director nominees will result in the respective nominee receiving fewer votes, but they will not count as votes against a nominee and will have no effect on the outcome of the election of those nominees. Broker non-votes will not impact the election of the nominees.

**THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF
THE CLASS III DIRECTOR NOMINEES.**

Director Nominees to Serve for a Three-Year Term Expiring at the Annual Meeting to be Held in 2029

John Ellis Bush began serving on our Board in March 2021. Mr. Bush served as the governor of Florida from 1999 to 2007. Mr. Bush is on the board of directors of IHS Holding Limited (NYSE: IHS), one of the largest independent owners, operators and developers of shared telecommunications infrastructure. Additionally, Mr. Bush serves as chairman of Finback Investment Partners LLC and Dock Square Capital LLC, both merchant banks headquartered in Coral Gables. Mr. Bush earned a Bachelor of Arts from the University of Texas at Austin.

We believe Mr. Bush’s experience with healthcare regulation and reimbursement, as well as his experience in state government, qualifies him to serve as a director of our Board.

Patricia Fontneau began serving on our Board in March 2023. Ms. Fontneau has served as chief executive officer of Reach Out and Read Colorado, an early literacy nonprofit, since August 2022. Prior to Reach Out and Read Colorado, Ms. Fontneau served as President of the Benefit and Exchange Technology Solutions health plan business at Cigna from 2014 to 2022. From 2011 to 2014, Ms. Fontneau worked as the chief executive officer at a public health insurance marketplace, Connect for Health Colorado. Ms. Fontneau also ran the operations of Holme Roberts & Owen LLP, an international law firm, from 2008 to 2011. Ms. Fontneau is a member of the boards of the Downtown Denver Partnership and the International Women’s Forum of Colorado. Ms. Fontneau earned a Bachelor of Science in Business Administration from the State University of New York at Oswego and a Master of Business Administration in Finance from New York University.

We believe Ms. Fontneau's executive leadership roles in Colorado's public health insurance marketplace as well as on the national and global stage with Cigna, her payor-side and non-profit healthcare business experience, and her significant expertise with regulatory oversight and risk management qualify her to serve as a director of our Board.

Ted Kennedy, Jr. began serving on our Board in March 2021. Mr. Kennedy is a Partner at Epstein Becker Green, a national law firm, in the healthcare and life science practice, where he has practiced since 2014. From 2015 to 2019, Mr. Kennedy served as a State Senator in the Connecticut General Assembly. Mr. Kennedy currently serves on the board of directors of Arvinas, Inc. (Nasdaq: ARVN), a biopharmaceutical company, EmpiRx Health, a pharmacy benefits manager company, the American Association of People with Disabilities (AAPD), where he served as Chair from 2017 to 2021, and other private entity boards. Mr. Kennedy earned a Bachelor of Arts from Wesleyan University, a Master's in Environmental Studies from Yale University, and a Juris Doctor from the University of Connecticut.

We believe Mr. Kennedy's expertise in legal and regulatory matters and experience in the healthcare industry qualifies him to serve as a director of our Board.

Pavithra Mahesh began serving on our Board in January 2026. Ms. Mahesh is a Principal on the services team at Apax Partners, a private equity investment firm that she joined in 2018. Prior to joining Apax Partners, Ms. Mahesh was an investment professional at Goldman Sachs, where she focused on buyouts and growth equity investments in healthcare services and information technology. Ms. Mahesh previously served as a director of the Company, initially joining the Board in 2020, prior to the Company's initial public offering, and continuing in that role through March 2023. Ms. Mahesh earned a Bachelor of Arts in Behavioral Economics from Duke University and a Master of Business Administration from Harvard Business School.

We believe Ms. Mahesh's experience in healthcare investing, governance and healthcare services qualifies her to serve as a director of our Board.

Continuing Directors

Class I Directors (terms expiring at the annual meeting to be held in 2027)

Andrew Cavanna began serving on our Board in March 2021. Mr. Cavanna is the managing partner of Overstory Partners, a healthcare growth equity investment firm, which he founded in 2026. Prior to founding Overstory Partners, Mr. Cavanna spent 27 years working for institutional private equity firms with a focus on healthcare. Most recently, he worked at Apax Partners from 2017 to 2026, where he served as Equity Partner and Co-Head of the healthcare group. Prior to joining Apax Partners, Mr. Cavanna spent eleven years at Vestar Capital Partners where he was a Managing Director and Co-Head of the Healthcare Sector. Mr. Cavanna currently serves on the Advisory Council of the Cornell College of Arts and Sciences, University Council for Cornell University, and as an instructor at the Harvard School of Public Health. Previously, Mr. Cavanna served on various boards in the healthcare sector, including chair of the board of directors of Eating Recovery Center, an eating disorder treatment center, and on the board of Keystone Peer Review Organization, Inc. (Kepro, now part of Acentra Health), a provider of care coordination and quality assurance services for government healthcare programs in the United States. Mr. Cavanna also served as a member of the board for Institutional Shareholder Services and Press Ganey Associates. Earlier in his career, Mr. Cavanna worked at The Blackstone Group, JPMorgan Partners, and Merrill Lynch. Mr. Cavanna earned a Bachelor's Degree from Cornell University and a Master of Business Administration from Columbia Business School.

We believe Mr. Cavanna's experience in finance and the healthcare industry qualifies him to serve as a director of our Board.

Thomas Scully, Chair, began serving on our Board in March 2021 and serves as Chair of the Board. Mr. Scully joined WCAS in 2004 and currently serves as a General Partner in the healthcare group. Mr. Scully currently serves on the board of directors of Liberty Dental, The Health Management Academy, Tuesday Health, and EMERUS Holdings. Among other posts, Mr. Scully served in the White House and Office of Management and Budget as Health Advisor to President George H.W. Bush from 1989 to 1993, and as the Administrator of the Centers for Medicare & Medicaid Services from 2001 to 2004 under President George W. Bush. Mr. Scully previously served as a member of the board of directors and compensation committee of Select Medical Holdings, Corp. (previously

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NYSE: SEM) from 2004 to 2026, when it was taken private, and as a member of the board of directors of Universal America Corp. from 2008 until its sale in 2016 and DaVita (NYSE: DVA) from 1997 to 2001, among others. Mr. Scully earned a Bachelor of Arts from the University of Virginia and a Juris Doctor from The Catholic University of America.

We believe Mr. Scully's expertise in legal and regulatory matters and experience serving on healthcare public company boards qualifies him to serve as a director of our Board.

Sean Traynor began serving on our Board in January 2026. Mr. Traynor currently serves as a General Partner in the healthcare group of Welsh, Carson, Anderson & Stowe, a private equity investment firm that he joined in 1999. Currently, Mr. Traynor serves on the board of directors and as a member of the compensation committee of Amerisafe, Inc. (Nasdaq: AMSF), a holding company that markets and underwrites workers' compensation insurance through its insurance subsidiaries. Mr. Traynor also serves on the board of directors of Constitution Surgery Alliance, Tailorcare, United Musculoskeletal Partners and Valtrius. Mr. Traynor previously served as a director of the Company, initially joining the Board in 2015, prior to the Company's initial public offering, and continuing in that role through August 2023. Mr. Traynor earned a Bachelor of Science in Accounting at Villanova University and a Master of Business Administration from the Wharton School at University of Pennsylvania.

We believe Mr. Traynor's experience in healthcare investing, governance and serving on healthcare company boards qualifies him to serve as a director of our Board.

Marilyn Tavenner began serving on our Board in March 2021. Ms. Tavenner served as acting Administrator for the Centers for Medicare & Medicaid Services from 2010 to 2013, and she was Administrator from 2013 to 2015. From 2015 to 2018, Ms. Tavenner was President and Chief Executive Officer of America's Health Insurance Plans, a national association representing insurers. Ms. Tavenner currently serves on the board of directors and as member and chair of the finance committee and compensation committees, respectively, of Blue Cross Blue Shield of Arizona. Ms. Tavenner previously served on the board of directors and as a member and chair of the quality and safety committee and governance committee, respectively, of Select Medical Holdings, Corp. (previously NYSE: SEM) from 2018 to 2026, when it was taken private. Ms. Tavenner earned a Bachelor of Science in Nursing and a Master's in Health Administration from Virginia Commonwealth University.

We believe Ms. Tavenner's expertise in healthcare and experience working with the Centers for Medicare & Medicaid Services qualifies her to serve as a director of our Board.

Class II Directors (terms expiring at the annual meeting to be held in 2028)

James G. Carlson began serving as a member of our Board in June 2022 and served as our Chair from 2022 through January 2026. Mr. Carlson served as director of Omnicare Inc. (NYSE: OCR) from 2013 through 2015 when the company was acquired by CVS Pharmacy, Inc. Prior to Omnicare Inc., he was the Chief Executive Officer, President and Chairman of the Board of Amerigroup Corp., a multi-state managed healthcare company, from September 2007 through December 2012, retiring after Amerigroup merged with WellPoint Inc. (now known as Elevance Health, Inc. (NYSE: ELV)). He was Amerigroup's President and Chief Operating Officer from 2003 to 2007. Earlier in his career, he was Executive Vice President of UnitedHealth Group, Inc. (NYSE: UNH) and President of its UnitedHealthcare business unit, which served more than ten million members in HMO and PPO plans nationwide. Mr. Carlson's diverse experience also includes over 17 years with Prudential Financial, Inc. (NYSE: PRU). Mr. Carlson is a member of the board of directors of PurFoods LLC, a home meal delivery service, and is co-founder of Guidon Partners. Mr. Carlson attended Morningside University and graduated from Rider University.

We believe Mr. Carlson's extensive experience in the healthcare industry, particularly his decades of experience in coordinated, value-based care, as well as his knowledge of corporate governance and his prior service in boards of public companies similar to the Company, qualify him to serve as a director of our Board.

Teresa Sparks began serving on our Board in August 2023. Ms. Sparks served as the former Executive Vice President and Chief Financial Officer of Envision Healthcare, a leading provider of physician-led services and post-acute services, from October 2018 to August 2020. Prior to Envision, Ms. Sparks was the interim Chief Financial Officer at Brookdale Senior Living and, before that, she served as Executive Vice President and Chief Financial Officer of Surgery Partners, which acquired Symbion, Inc. in November 2014, until January 2018. Ms. Sparks also served in various positions with Symbion, including Senior Vice President and Chief Financial Officer. Ms. Sparks began her career as an auditor at Deloitte. Ms. Sparks served on the board of directors of

ATI Physical Therapy, Inc. (previously NYSE: ATIP), where she also served as a member of the audit committee and chair of the healthcare compliance committee from 2021 until the company was taken private in 2025.

Ms. Sparks also previously served on the board of directors and chair of the audit committee of Harrow Health, Inc. (Nasdaq: HROW) from 2020 to June 2024. Ms. Sparks is a Certified Public Accountant (inactive) and earned a Bachelor of Science in Accounting and Business Administration from Trevecca Nazarene University.

We believe Ms. Sparks' diverse experience in multiple sectors, including in financial services, life sciences, specialty pharmacy, healthcare services, and technology, as well as her decades working with large public and private companies that require sophisticated financial and accounting reporting and operate in highly regulated, healthcare-focused industries qualify her as a director of our Board.

Richard Zoretic began serving on our Board in March 2021. Prior to his retirement in 2014, Mr. Zoretic served as Executive Vice President of WellPoint, Inc. and President of the company's Government Business Division, a business encompassing WellPoint, Inc.'s Medicaid, Medicare, CareMore and Federal Employee Program businesses. Prior to joining WellPoint, Inc., Mr. Zoretic served as Chief Operating Officer of Amerigroup Corporation from 2007 to 2012, where he had overall responsibility for company operations including local health plans, medical management programs, provider networks, health care analytics, information technology and customer service operations. Mr. Zoretic currently serves on the board of directors, Chair of the compliance and quality committee and member of the audit committee of Molina Healthcare, Inc. (NYSE: MOH). Mr. Zoretic previously served on the board of directors and audit committee of Aveanna Healthcare Holdings, Inc. (Nasdaq: AVAH) from 2017 to June 2024. Mr. Zoretic earned a Bachelor of Science in Finance from Pennsylvania State University.

We believe Mr. Zoretic's expertise in healthcare operations and finance and experience working with public company boards qualify him to serve as a director of our Board.

Controlled Company; Independence Status

Our Principal Shareholders control a majority of our outstanding common stock. As a result, we are a "controlled company" under the listing standards of Nasdaq. Under Nasdaq rules, a company of which more than 50% of the voting power for the election of directors is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including the requirements that:

- we have a Board that is composed of a majority of "independent directors," as defined under the rules of Nasdaq;
- we have a compensation committee that is composed entirely of independent directors; and
- nominees to our Board be selected, or recommended for the Board's selection, either by: (a) independent directors constituting a majority of the Board's independent directors in a vote in which only independent directors participate; or (b) a nominations committee comprised solely of independent directors.

We currently rely on certain of these exemptions. Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq corporate governance requirements.

The Board has affirmatively determined that none of the following directors (nor any of his or her family members) has a relationship with the Company which, in its opinion, would interfere with the director's exercise of independent judgment in carrying out the responsibilities of a director of the Company, and therefore, each of the following directors qualifies as an independent director in accordance with Nasdaq's listing standards: Mr. Bush, Mr. Carlson, Ms. Fontneau, Mr. Kennedy, Ms. Sparks, Ms. Tavenner and Mr. Zoretic. In addition, the Board has determined that each of Ms. Sparks, Ms. Tavenner and Mr. Zoretic meets the heightened independence requirements for audit committee membership as set forth in Rule 10A-3 under the Exchange Act and the applicable listing standards of Nasdaq. In making these determinations, the Board considered the relationships (if any) that each director (and any of his or her family members) has with the Company and such other facts and circumstances that the Board deemed relevant in making a determination of independence, including beneficial ownership of our common stock.

Board Meetings and Committees

Our Board has an Audit Committee, a Compensation and Nominating Committee, and a Quality and Compliance Committee. The composition, duties and responsibilities of these committees are as set forth below. In the future, our Board may establish other committees, as it deems appropriate, to assist it with its responsibilities.

For the fiscal year ended June 30, 2026, the Board held five meetings, the Audit Committee held six meetings, the Compensation and Nominating Committee held four meetings and the Quality and Compliance Committee held four meetings. Directors are expected to attend the annual meeting of stockholders and all or substantially all of the Board meetings and meetings of committees on which they serve. For the annual meeting held on December 4, 2025, all directors then in office attended such meeting and during fiscal year 2026 each director attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all of the committees of the Board on which the director served, during such director's tenure.

Each of our standing committees has a written charter which is available on the Investor Relations page of our website at <https://investor.innovage.com>. Our website is not part of the Notice and proxy statement.

The table below sets forth the composition of our Board committees as of October 12, 2026:

Board Member	Audit Committee	Compensation and Nominating Committee	Quality and Compliance Committee
Thomas Scully, Chair		X	X
John Ellis Bush			
James G. Carlson		X	
Andrew Cavanna		X (Chair)	X
Patricia Fontneau			X (Chair)
Ted Kennedy, Jr.		X	
Pavithra Mahesh			X
Teresa Sparks	X (Chair)		
Marilyn Tavenner	X		X
Sean Traynor		X	
Richard Zoretic	X		

Audit Committee

Our Audit Committee is composed of Ms. Sparks, Mr. Zoretic, and Ms. Tavenner, with Ms. Sparks serving as Chair of the committee. Our Board has determined that each of the members of the Audit Committee meet the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of Nasdaq.

In addition, our Board has determined that Ms. Sparks and Mr. Zoretic are each an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act"). This designation does not impose on Ms. Sparks or Mr. Zoretic any duties, obligations or liabilities that are greater than are generally imposed on members of our Audit Committee and our Board.

The Audit Committee is responsible for, among other matters:

1. appointing, approving the compensation of, and assessing the qualifications, performance and independence of our independent registered public accounting firm;
2. pre-approving audit, tax and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
3. discussing the scope and results of the audits with our independent registered public accounting firm and reviewing, with management and that accounting firm, our interim and year-end operating results;
4. reviewing our policies on risk assessment and risk management, including the Company's major financial risk exposures and cybersecurity risks;

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5. reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
6. reviewing the adequacy of our internal control over financial reporting;
7. establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
8. recommending, based upon the Audit Committee's review and discussions with management and the independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;
9. monitoring our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
10. preparing the Audit Committee report required by the rules of the SEC to be included in our annual proxy statement;
11. reviewing all related party transactions for potential conflict of interest situations and approving all such transactions;
12. reviewing and discussing with management and our independent registered public accounting firm our earnings releases and scripts; and
13. annually reviewing and reassessing the adequacy of the committee charter.

Compensation and Nominating Committee

Our Compensation and Nominating Committee is composed of Mr. Cavanna, Mr. Carlson, Mr. Kennedy, Jr., Mr. Scully and Mr. Traynor, with Mr. Cavanna serving as Chair.

The Compensation and Nominating Committee is responsible for, among other matters:

1. annually reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer;
2. evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and determining and recommending for Board approval the compensation of our Chief Executive Officer;
3. determining and approving the compensation of our other executive officers;
4. appointing, compensating and overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Compensation and Nominating Committee;
5. reviewing and recommending to the Board the adoption, amendment or modification of a "clawback" policy;
6. conducting the independence assessment outlined in Nasdaq rules with respect to any compensation consultant, legal counsel or other advisor retained by the Compensation and Nominating Committee;
7. reviewing and establishing our overall management compensation, philosophy and policy;
8. overseeing our compensation and similar plans;
9. reviewing and overseeing the Company's human capital management strategies;
10. reviewing and making recommendations to our Board with respect to director compensation;
11. reviewing and discussing with management the compensation discussion and analysis, if any, to be included in our annual proxy statement or Annual Report on Form 10-K;
12. developing and recommending to our Board criteria for board and committee membership;
13. subject to the rights of the Principal Shareholders under the Director Nomination Agreement, identifying and recommending to our Board the persons to be nominated for election as directors and to each of our Board's committees;

14. developing and recommending to our Board best practices and corporate governance policies;
15. developing and recommending to our Board a set of corporate governance guidelines;
16. reviewing and recommending to our Board the functions, duties and compositions of the committees of our Board; and
17. annually reviewing and reassessing the adequacy of the committee charter.

Quality and Compliance Committee

Our Quality and Compliance Committee is composed of Ms. Fontneau, Mr. Cavanna, Ms. Mahesh, Mr. Scully and Ms. Tavenner, with Ms. Fontneau serving as Chair of the committee.

The Quality and Compliance Committee is responsible for, among other matters:

1. assisting the Board in its oversight with applicable legal and regulatory requirements, including, but not limited to, those regarding healthcare compliance;
2. reviewing management's process for evaluating and responding to identified violations of policies as well as federal and state laws applicable to us;
3. recommending to the Board, and monitoring the implementation of, compliance programs, policies and procedures that comply with local, state and federal laws, regulations and guidelines;
4. reviewing significant compliance risk areas identified by management;
5. discussing periodically with management the adequacy and effectiveness of policies and procedures to assess, monitor, and manage healthcare quality and compliance business risk and programs;
6. monitoring effectiveness of and investigating alleged breaches of and enforcing our healthcare quality and compliance programs;
7. reviewing our procedures for the receipt of complaints regarding healthcare quality and compliance matters; and
8. annually reviewing and reassessing the adequacy of the committee charter.

Board Leadership Structure

The following section describes our Board leadership structure, the reasons our Board considers that this structure is appropriate at this time, the roles of various positions, and related key governance practices. Our Board believes that the mix of experienced independent directors and directors affiliated with our Principal Shareholders that currently make up our Board, our Board committee composition and the separation of the roles of Chair and Chief Executive Officer benefit the Company and its stockholders.

Independence

Our Board has an effective mix of independent directors and non-independent directors. Our Board includes four representatives from our Principal Shareholders and seven independent directors.

Separate Chair and Chief Executive Officer

With respect to the roles of Chair and Chief Executive Officer, the Corporate Governance Guidelines provide that the roles may be separated or combined, and the Board will exercise its discretion in combining or separating these positions as it deems appropriate in light of prevailing circumstances. Since our initial public offering in 2021, the roles of Chair and Chief Executive Officer have been separated. The Board believes that this structure clarifies the individual roles and responsibilities of Chief Executive Officer and Chair, streamlines decision-making, and enhances accountability.

Our Chief Executive Officer, Mr. Patrick Blair, has not been appointed as a member of the Board. The Board believes that not having the Chief Executive Officer be a member of the Board and separating the roles of Chair and Chief Executive Officer is the most effective leadership structure because it allows Mr. Blair to focus on the management of the Company, day-to-day operations and engaging with external stakeholders, including regulators.

Our Chair, Mr. Scully, focuses his attention on the broad strategic issues considered by the Board, leveraging his extensive healthcare and public policy experience to provide strategic guidance and effective oversight of management. He engages frequently with the Chief Executive Officer between Board meetings and provides overall guidance, mentoring and advice to the Chief Executive Officer, as well as insights as to the Board's views and perspectives. Mr. Scully also ensures that directors have opportunities to meet in executive session.

Self-Evaluation

Overseen by the Chair of the Board, our Compensation and Nominating Committee conducts annual performance evaluations to determine whether the Board, its committees, and management are functioning effectively. This evaluation includes survey materials soliciting feedback on a range of issues, including the Board and committee structure and composition, meeting process and dynamics, execution of key responsibilities, interaction with advisors and other parties, such as auditors, and information and resources. The evaluation focuses on the Board's and the committees' contributions to the Company, with an enhanced focus on areas in which the Board or management believes that the Board could improve.

As part of the annual Board self-evaluation, the Board evaluates its leadership structure, the skills and composition of the directors and the Board as a whole, and management growth.

Management Succession

The Compensation and Nominating Committee reviews and approves corporate goals and objectives relevant to Chief Executive Officer's compensation and evaluates the Chief Executive Officer's performance in light of these goals and objectives. The Compensation and Nominating Committee recommends to the Board the Chief Executive Officer's compensation level or changes to such level based on the evaluation of the Chief Executive Officer's performance and any other factors the Compensation and Nominating Committee deems relevant.

The entire Board works with the Compensation and Nominating Committee to evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer and other officers make available their recommendations and evaluations of potential successors, along with a review of any development plans and recommendations for such individuals. The Board's review of Chief Executive Officer succession not only encompasses potential successor candidates but also focuses on senior management's organizational structure.

Hedging and Pledging Transactions

Pursuant to our Insider Trading Policy, we prohibit our employees, directors and officers from engaging in hedging or monetizing transactions, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other stockholders. Additionally, directors, officers and other employees are prohibited from holding our securities in a margin account or otherwise pledging our securities as collateral for a loan.

Risk Oversight

Our Board oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, to improve long-term organizational performance, and to enhance stockholder value. A fundamental part of risk management is not only understanding the most significant risks a company faces and what steps management is taking to manage those risks but also understanding what level of risk is appropriate for a given company. The involvement of our full Board in reviewing our business is an integral aspect of its assessment of the Company's risk profile and also its determination of what constitutes an appropriate level of risk.

While our full Board has overall responsibility for risk oversight, it has delegated primary oversight of certain risks to its committees. The Board assesses committee composition so that those directors with the most valuable experience managing the risks overseen by the respective committees are members of those committees. Our Audit Committee monitors our major financial risk exposures and cybersecurity risks, and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Our Compensation and Nominating Committee oversees the design and

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implementation of our compensation and benefits programs and policies and monitors the incentives created by these programs and policies to determine whether they encourage excessive risk-taking. Our Compensation and Nominating Committee also assesses the relationship between risk management policies and practices and compensation, and evaluates compensation policies and practices that could mitigate any such risk. Our Compensation and Nominating Committee also oversees other risks related to human capital matters, such as talent development and promotion, and our major corporate governance risks. Our Quality and Compliance Committee oversees compliance with regulatory requirements and the Company's strategies and progress. Management provides our Quality and Compliance and Audit Committees periodic reports on our compliance programs.

In connection with its reviews of the operations of our business, our full Board addresses the primary risks associated with our business, including growth while maintaining high quality service, regulatory and legal risks, and strategic planning. At this time, the Board believes that having a Chair separate from the Chief Executive Officer position enhances the Board's oversight of management and the Company's strategic planning and risk mitigation measures at a critical time for the Company's operations as it seeks continued growth while maintaining high quality services. Our Board appreciates the evolving nature of our business and industry and is actively involved with monitoring new threats and risks as they emerge. Our Board has also continued to focus on the Company's response and legal strategy relating to the various legal actions and proceedings the Company has faced.

Our Board dictates strategy and oversees management's efforts relating to growth, including the Company's efforts to open de novo centers, grow participant enrollment, form joint ventures, or pursue acquisition opportunities. In addition, our Board closely monitors the development, response, results and strategies relating to routine and non-routine governmental inspections, reviews and audits, working closely with the Quality and Compliance Committee in overseeing and devising strategy with respect to management's response to such inspections, reviews and audits. The Board also monitors management's engagement with the appropriate authorities to satisfy federal and state government agencies' concerns, and most importantly to enhance the quality of care provided.

We are committed to ensuring our Board and its committees are consistently updated on threats to our business and receive updates on risk mitigation processes. At periodic meetings of our Board and its committees, management reports to and seeks guidance from our Board and its committees with respect to what management believes are significant risks that could affect our business, such as legal and regulatory risks, privacy and cyber risks, and financial, tax and audit-related risks.

Code of Ethics

We have adopted a Code of Ethics that applies to all of our directors, officers and employees, including those officers responsible for financial reporting. Our Code of Ethics is available on the Investor Relations page of our website at <https://investor.innovage.com>. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding any amendments to or waivers from, the Code of Ethics (to the extent applicable to our Chief Executive Officer, Chief Financial Officer or officers responsible for financial reporting) by posting on the Investor Relations page of the Company's website.

Insider Trading Policy

We have adopted our Insider Trading Policy governing the purchase, sale, bona-fide gift and/or other acquisitions or dispositions of our securities (including common stock, options, or any other type that we may issue including preferred stock convertible debentures and warrants, as well as derivative securities that are not issued by the Company) by our directors, officers, and employees, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. A copy of our Insider Trading Policy is filed as Exhibit 19 to our Annual Report on Form 10-K for the fiscal year ended June 30, 2025.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, or in the past fiscal year has served, as a member of the Board or compensation committee of any entity that has one or more executive officers serving on our Compensation and Nominating Committee.

Communications by Stockholders with the Board

Stockholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by sending regular mail to:

InnovAge Holding Corp.
8950 E. Lowry Boulevard
Denver, CO 80230
Telephone: (844) 803-8745
Attention: Board of Directors
c/o Corporate Secretary

Each communication should specify which director or directors the communication is addressed to, as well as the general topic of the communication. The Company will receive the communications and process them before forwarding them to the addressee. The Company may also refer communications to other departments within the Company. The Company generally will not forward to the directors a communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requests general information regarding the Company.

EXECUTIVE OFFICERS

Below is a list of the names, ages as of October 12, 2026, positions, and a brief account of the business experience of the individuals who serve as executive officers of the Company:

Name	Age	Position
Patrick Blair	55	Chief Executive Officer
Benjamin C. Adams	62	Chief Financial Officer
Jennifer Browne	44	President and Chief Operating Officer
Nicole D’Amato	47	Chief Legal Officer and Corporate Secretary
Paul Taheri, MD	64	Chief Medical Officer
Meredith Delk	54	Chief Administrative Officer

Patrick Blair has served as our Chief Executive Officer since January 2022 and served as our President from December 2021 to October 2024. Prior to joining InnovAge, Mr. Blair worked at BAYADA Home Health Care Inc. as the Group President responsible for the overall quality and financial performance of the Home Health, Hospice and Personal Care businesses since August 2020. Prior to BAYADA Home Health Care Inc., Mr. Blair was the Senior Vice President for Commercial Business Segments at Anthem, Inc. (NYSE: ANTM) (now Elevance Health), one of the nation’s largest and most diversified health benefit providers. There, he led the Individual, Small Group and Large Group business segments where he was responsible for driving profitable growth. During his tenure at Anthem, Inc., he also served as Chief Marketing Officer. Mr. Blair was with Anthem, Inc. from December 2012 to July 2020. Prior to that, Mr. Blair was with Amerigroup Corporation from 2004 to December 2012 and served in a number of leadership roles, including Chief Marketing and Business Development Officer and Chief Executive Officer of Specialty Products. Mr. Blair began his career at Ernst & Young LLP and Deloitte Consulting, serving the nation’s leading provider and payer healthcare organizations. Mr. Blair earned a Bachelor’s degree in Economics from Indiana University Bloomington, a Master’s of Health Care Administration and Management from Indiana University-Purdue University Indianapolis and a Master’s of Business Administration from Henley Business School.

Benjamin C. Adams has served as our Chief Financial Officer since July 2023. From 2021 to June 2023, Mr. Adams was the chief financial officer of Kepro (Keystone Peer Review Organization, Inc.), a healthcare company providing technology services to government-sponsored and commercial health payers across the country. Before that, Mr. Adams worked as executive vice president and chief financial officer at RxSense, LLC, a leading healthcare technology company providing direct to consumer pharmacy discount programs and B2B technology solutions, from 2018 to 2021. Previously, Mr. Adams was a senior healthcare investment banker for more than two decades. Mr. Adams earned a Bachelor of Arts in Economics from Tufts University and a Master’s of Business Administration from Columbia Business School.

Jennifer Browne has served as our President and Chief Operating Officer since June 2026. Prior to joining InnovAge, Ms. Browne served as Chief Operating Officer at Strive Health, a healthcare company specializing in value-based kidney care, from March 2025 to May 2026, and previously served as President, Market Operations & Population Health from July 2023 to February 2025. Prior to joining Strive Health, Ms. Browne worked as Senior Vice President, Value & Population Health of Optum Care, a healthcare delivery organization and a division of Optum Health, from June 2019 to July 2023, and as National Vice President, Risk Adjustment at DaVita Medical Group from June 2017 to June 2019 when it was acquired by Optum. From 2005 to 2012, Ms. Browne worked as General Operations Manager and Director, Enterprise Program Management & Integration at Novant Healthcare, a not-for-profit integrated healthcare system. Ms. Browne has a Bachelor of Arts from the College of Charleston.

Nicole D’Amato has served as our Chief Legal Officer and Corporate Secretary since July 2021. Prior to joining InnovAge and since 2015, Ms. D’Amato was Senior Vice President at MacAndrews & Forbes, an operating company which owned the majority shares of Revlon Inc. (NYSE: REV), was the largest stockholder of Scientific Games (Nasdaq: SGMS) and owned other private companies such as Merisant Company. Prior to that, Ms. D’Amato worked as a Director and Senior Counsel at DIAGEO North America, Inc., the world’s leading alcohol beverage business, from 2011 to 2015, and as Global Head of Intellectual Property and Assistant Corporate Secretary at Samsonite, LLC, from 2010 to 2011, where she participated in the company’s initial public offering on the Hong

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Kong Stock Exchange. Ms. D’Amato started her legal career at Ropes & Gray LLP where she practiced as an intellectual property and corporate transactional attorney. Ms. D’Amato earned her Bachelor of Arts at Cornell University, in Ithaca, New York, and a Doctor of Jurisprudence from Vanderbilt University Law School in Nashville, Tennessee.

Paul Taheri, MD, has served as our Chief Medical Officer since November 2025. Dr. Taheri also serves as an operating partner in the healthcare group of Welsh, Carson, Anderson & Stowe, where he has worked since 2019. Dr. Taheri previously served as Chief Executive Officer and Deputy Dean for Clinical Affairs at the Yale School of Medicine. His earlier leadership roles include President and Chief Executive Officer of the University of Vermont Medical Group, Senior Associate Dean for Clinical Affairs, and professor of surgery. Dr. Taheri currently serves as a member of the advisory board for Sevaro Health, a teleneurology provider to health systems, and as a member of the board for U.S. Anesthesia Partners, a physician-owned organization providing anesthesia services, Dartmouth health, and The Health Management Academy. Previously, Dr. Taheri served on the board of directors of Trinity Health. He also held key positions at the University of Michigan in Ann Arbor, where he earned his MBA from the Ross School of Business. Dr. Taheri received his medical degree from New York University and completed his surgical residency at Tulane University.

Meredith Delk, Ph.D., has served as our Chief Administrative Officer since October 2025. From April 2025 to October 2025, Dr. Delk provided services to InnovAge through her self-founded consulting firm, Delk Strategies. Prior to that, Dr. Delk served as Senior Vice President and General Manager leading the state government solutions division at Prime Therapeutics (previously Magellan Rx) from 2018 to 2024. Dr. Delk also led government affairs teams at Magellan Health from 2015 to 2021, Anthem (now Elevance) from 2013 to 2014 and Amerigroup Corporation from 2009 to 2013. Dr. Delk earned a Master’s in Social Work at the University of Central Florida and a Doctor of Philosophy (Ph.D.) at the University of Florida.

PROPOSAL 2 – ADVISORY VOTE ON THE FREQUENCY OF THE SAY-ON-PAY VOTE

In accordance with Section 14A of the Exchange Act and as described in Proposal 3 below, the Company’s stockholders are being provided the opportunity to cast a non-binding, advisory vote on the compensation of the Company’s named executive officers, which is referred to as the “Say-on-Pay” vote. In addition, Section 14A of the Exchange Act requires public companies to solicit the preference of their stockholders as to whether future Say-on-Pay votes should be held every one, two, or three years. The Board and the Compensation and Nominating Committee will take into consideration the outcome of this vote in making a determination about the frequency of future advisory votes on the compensation of the Company’s named executive officers. However, because this vote is advisory and non-binding, the Board and the Compensation and Nominating Committee may determine that it is in the best interests of the Company and its stockholders to hold the advisory vote more or less frequently.

Under this Proposal 2, stockholders may vote to have the Say-on-Pay vote every year, every two years or every three years. The Board and the Compensation and Nominating Committee believe that Say-on-Pay votes should be conducted every year so that stockholders may annually express their views.

The Board believes that an annual advisory vote on the compensation of our named executive officers is consistent with our policy of reviewing our compensation program annually and is the best governance practice for the Company at this time and in the best interests of the Company and its stockholders.

**THE BOARD RECOMMENDS THAT YOU VOTE FOR A FREQUENCY OF EVERY “ONE YEAR”
FOR FUTURE SAY-ON-PAY VOTES.**

PROPOSAL 3 – ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (“SAY-ON-PAY”)

In accordance with Section 14A of the Exchange Act, we are providing stockholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers included in our Summary Compensation Table of the section entitled “Executive and Director Compensation” in this proxy statement. Our executive compensation programs are designed to attract, motivate and retain individuals who are critical to our success, and to pay for performance. Stockholders are urged to read the “Executive and Director Compensation” section included in this proxy statement, which describes our executive compensation philosophy and programs, as well as compensation decisions made by our Compensation and Nominating Committee with respect to the fiscal year ended June 30, 2026.

Our Board is asking stockholders to approve, on a non-binding advisory basis, the following resolution:

RESOLVED, that the compensation paid to InnovAge Holding Corp.’s Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the “Executive and Director Compensation” section, the compensation tables and narrative discussion, is hereby APPROVED.

As an advisory vote, this proposal is non-binding on the Board or the Compensation and Nominating Committee and does not create or imply any duty of or require any action to be taken by the Company, the Board or the Compensation and Nominating Committee. However, the Board and the Compensation and Nominating Committee value the opinions expressed by our stockholders and will consider the outcome of this vote when making future decisions regarding the compensation of our Named Executive Officers. If the annual frequency under Proposal 2 is approved by our stockholders at the Annual Meeting, the Company intends to conduct this non-binding, advisory vote on an annual basis.

**THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE
COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS
AS PRESENTED IN THIS PROXY STATEMENT.**

EXECUTIVE AND DIRECTOR COMPENSATION

The following section provides compensation information pursuant to the scaled disclosure rules applicable to “smaller reporting companies” under the rules of the SEC and may contain statements regarding future individual and company performance targets and goals. These targets and goals should not be understood to be statements of management’s expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

We are currently considered a “smaller reporting company” within the meaning of the Securities Act, for purposes of the SEC’s executive compensation disclosure rules. Accordingly, we are required to provide a Summary Compensation Table and an Outstanding Equity Awards at Fiscal Year-End Table, as well as limited narrative disclosures regarding executive compensation for our last completed fiscal year.

Overview

This section describes the material components of the executive compensation program for our Chief Executive Officer and our two most highly compensated officers other than our Chief Executive Officer (collectively, our “Named Executive Officers”) for the fiscal year ended June 30, 2026. For the fiscal year ended June 30, 2026, our Named Executive Officers and their positions were as follows:

- Patrick Blair, Chief Executive Officer;
- Benjamin Adams, Chief Financial Officer; and
- Nicole D’Amato, Chief Legal Officer and Corporate Secretary.

The Company’s executive compensation programs for our Named Executive Officers generally consist of a base salary, annual cash bonus opportunities, long-term incentive compensation in the form of equity awards and other benefits, as described below. As further described below, our Named Executive Officers are also eligible to receive certain payments and benefits upon a termination of employment under certain circumstances in accordance with the terms of their employment agreements.

Compensation Philosophy

We have designed an executive compensation program that balances short-term versus long-term payments and awards, cash payments versus equity awards and fixed versus contingent payments and awards, in ways that we believe are most appropriate to attract, retain and motivate our executive officers, including our Named Executive Officers. Consistent with our overall compensation philosophy, we seek to provide market-competitive compensation that reflects both internal and external alignment.

Our executive compensation program is designed to:

- attract, motivate, and retain experienced leaders who are critical to the successful execution of the Company’s business strategy;
- reward executives whose knowledge, skills and performance are important to our success;
- align the interests of our executive officers and stockholders by motivating executive officers to increase stockholder value and rewarding executive officers when stockholder value increases;
- support internal consistency among the executive management team by recognizing the contributions each executive makes to our success;
- foster a shared commitment among executives by aligning their individual goals with the goals of the executive management team and our Company;
- compensate our executives in a manner that incentivizes them to manage our business to meet our long-range objectives; and
- promote a balance of responsible risk-taking and compliance.

We seek to promote a long-term commitment to the Company by our executive officers. We believe there is value to the Company in having experience and continuity among our executive officers. Our team-focused culture and management processes are designed to foster this commitment.

Compensation Processes and Procedures

The Compensation and Nominating Committee determines and approves the compensation of our Named Executive Officers, except for our Chief Executive Officer, whose compensation is recommended to the Board by the Compensation and Nominating Committee. During fiscal year 2026, the Compensation and Nominating Committee evaluated our executive compensation programs, including overall compensation and benefits programs and policies, and stayed abreast of broader market practices and trends.

Annually, the Compensation and Nominating Committee evaluates the performance of our Chief Executive Officer based on the corporate goals and objectives relevant to his compensation, which the Board establishes at the start of the respective fiscal year. It is our policy that our Chief Executive Officer does not actively participate in his own performance evaluation undertaken by the Compensation and Nominating Committee, and our Chief Executive Officer does not recommend his own compensation. The Compensation and Nominating Committee annually reviews and evaluates the Company's overall compensation philosophy in determining the compensation for our other Named Executive Officers. Such Named Executive Officers do not play any role in decisions affecting their compensation, except for discussing their annual, individual performance goals with our Chief Executive Officer.

Elements of Compensation

Our current executive compensation program, which is set by our Compensation and Nominating Committee, consists of the following components:

- base salary (for more detail, see "Narrative Disclosure to Summary Compensation Table – Base Salary" below);
- annual cash bonuses (for more detail, see "Narrative Disclosure to Summary Compensation Table – Annual Bonuses" below);
- periodic grants of long-term equity-based compensation, such as RSUs and Profits Interests (each, as defined below) (for more detail, see "Narrative Disclosure to Summary Compensation Table – Equity Compensation" below);
- other executive benefits (for more detail, see "Narrative Disclosure to Summary Compensation Table – Executive Benefits" below); and
- employment agreements, which contain certain termination benefits (for more detail, see "Potential Payments upon Termination or Change in Control – Severance Benefits" below).

We combine these elements in order to formulate compensation packages that provide competitive pay, reward the achievement of financial, operational and strategic objectives and align the interests of our executive officers and other senior personnel with those of our shareholders.

Stockholder Say-on-Frequency and Say-on-Pay Advisory Vote

Pursuant to the "*Advisory Vote on the Frequency of the Say-on-Pay Vote*" included in this proxy statement, our stockholders will be voting for the first time on the frequency of advisory stockholder votes to approve the compensation of our Named Executive Officers.

Pursuant to the "*Say-on-Pay Proposal*" included in this proxy statement, our stockholders will be voting for the first time to approve the compensation of our Named Executive Officers.

Compensation Risk Assessment

In reviewing our compensation programs, the Compensation and Nominating Committee considers whether the programs encourage unnecessary or excessive risk taking. During fiscal year 2026, the Compensation and Nominating Committee assessed the risks associated with the Company's compensation programs. The assessment included a review of program design and features, compensation philosophy, performance management and program governance. After reviewing and discussing the results of the risk assessment, the Compensation and Nominating Committee does not believe that the Company's compensation programs create risks that are reasonably likely to have a material adverse effect on the Company.

Clawback Policy

We adopted a clawback policy effective as of September 7, 2023 that complies with Nasdaq’s clawback rules promulgated under Section 10D of the Exchange Act. In the event that the Company is required to prepare an accounting restatement of its financial statements due to the Company’s material noncompliance with any such financial reporting requirement, our clawback policy requires covered executives to reimburse the Company, or forfeit, any excess incentive-based compensation received during the three completed fiscal years immediately preceding the date on which the Company is required to prepare the restatement. Executives covered by the clawback policy include current and former executive officers, as determined by the Compensation and Nominating Committee in accordance with Section 10D of the Exchange Act and the Nasdaq listing standards. Incentive-based compensation subject to our clawback policy includes any cash or equity compensation that is granted, earned or vested based wholly or in part on the attainment of a financial reporting measure. The amount subject to recovery is the excess of the incentive-based compensation received based on the erroneous data over the incentive-based compensation that would have been received had it been based on the restated results. Our clawback policy only applies to incentive-based compensation received on or after the effective date of Nasdaq Listing Rule 5608.

Equity Award Grant Practices

The Company does not currently grant stock options, stock appreciation rights or similar option-like instruments, and has not granted such Company awards since August 2022. Accordingly, the Company has not adopted a specific policy regarding the timing of such awards in relation to the disclosure of material nonpublic information. In the event that the Company determines to grant any such new awards, the Board will evaluate the appropriate steps to take in relation to the foregoing.

While TCO Group Holdings, L.P., the investment vehicle through which the Principal Shareholders hold their investment (“TCO Group”), granted our Named Executive Officers option-like instruments in the form of Class B Units (“Profits Interests”) during fiscal year 2026, such Profits Interests represent partnership interests in TCO Group.

Fiscal Year 2026 Summary Compensation Table

The following table summarizes the compensation paid to, awarded to, or earned by the Named Executive Officers for our two most recently completed fiscal years.

Name and Principal Position	Fiscal Year	Salary ⁽¹⁾ (\$)	Bonus ⁽²⁾ (\$)	Stock Awards ⁽³⁾ (\$)	Option Awards ⁽⁴⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁵⁾ (\$)	All Other Compensation ⁽⁶⁾ (\$)	Total (\$)
Patrick Blair, <i>Chief Executive Officer</i>	2026	788,577	396,500	599,997	3,583,689	793,000	7,200	6,168,963
	2025	770,000	—	—	—	770,000	7,000	1,547,000
Benjamin Adams, <i>Chief Financial Officer</i>	2026	458,500	138,300	—	1,706,280	276,600	7,130	2,586,810
Nicole D’Amato, <i>Chief Legal Officer and Corporate Secretary</i>	2026	468,308	141,300	525,000	339,715	282,600	7,140	1,764,063
	2025	457,000	27,800	—	—	274,200	7,120	766,120

- (1) Amounts in this column reflect the actual base salaries paid to our Named Executive Officers for the applicable fiscal year.
- (2) Amounts in this column for the applicable fiscal year reflect discretionary annual cash bonuses earned by our Named Executive Officers in recognition of their achievement during the applicable fiscal year of certain individual performance goals.
- (3) Amounts in this column reflect the aggregate grant date fair value of the time-based restricted stock units (“RSUs”) granted to our Named Executive Officers for the fiscal year ended June 30, 2026, as computed in accordance with FASB ASC Topic 718. See Note 10 to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2026 for a discussion of the assumptions made in the valuation of these awards.
- (4) Amounts in this column reflect the aggregate grant date fair value of the Profits Interests of TCO Group granted to our Named Executive Officers in fiscal year 2026, as computed in accordance with FASB ASC Topic 718. The Profits Interests represent partnership interests in TCO Group that are intended to constitute profits interests for U.S. federal income tax purposes. Despite the fact that the Profits Interests do not require the payment of an exercise price, they are most economically similar to stock options. Accordingly, they are classified as “options” under the definition provided in Item 402(a)(6)(i) of Regulation S-K as an instrument with an “option-like feature”.
- (5) Amounts in this column reflect the annual incentive plan cash bonuses earned by our Named Executive Officers in the applicable fiscal year and paid in the subsequent fiscal year. See the section below titled “Annual Bonuses” for further information regarding such bonuses in respect of fiscal year 2026.
- (6) Amounts in this column for fiscal year 2026 reflect the aggregate amount of Company contributions made to each Named Executive Officer’s account under the Company’s 401(k) plan: (i) \$7,200 for Mr. Blair, (ii) \$7,130 for Mr. Adams, and (iii) \$7,140 for Ms. D’Amato.

Narrative Disclosure to Summary Compensation Table*Base Salary*

Each of our Named Executive Officers is a party to an employment agreement with the Company that provides for the payment of an annualized base salary. The base salary payable to each Named Executive Officer is intended to provide a fixed component of compensation reflecting each Named Executive Officer's skill set, experience, role, responsibilities and contributions. During fiscal year 2026, the base salary amounts for our Named Executive Officers were increased from \$770,000 for Mr. Blair, \$448,000 for Mr. Adams, and \$457,000 for Ms. D'Amato to \$793,000, \$461,000 and \$471,000, respectively, as of August 24, 2025.

Annual Bonuses

The Company's annual bonus incentive plan is a cash-based program that rewards employees for achieving certain pre-established business and financial objectives that the Board believes are key indicators of operating performance and drivers of long-term stockholder value. These goals are established at the beginning of the applicable fiscal year and are reviewed and approved by the Compensation and Nominating Committee. For fiscal year 2026, the target bonus amounts for Mr. Blair, Mr. Adams and Ms. D'Amato were equal to 100%, 60% and 60%, respectively, of their base salary as in effect as of fiscal year end. Under the Company's annual bonus incentive plan for fiscal year 2026, target performance (i.e., 100%) of the applicable pre-established performance objectives was achieved, which resulted in payouts under such plan to our Named Executive Officers as follows: \$793,000 for Mr. Blair; \$276,600 for Mr. Adams; and \$282,600 for Ms. D'Amato.

In addition, each Named Executive Officer received a discretionary cash bonus for fiscal year 2026 in recognition of individual performance and contributions to the Company's values and key community initiatives, as follows: \$396,500 for Mr. Blair, \$138,300 for Mr. Adams and \$141,300 for Ms. D'Amato.

The aggregate annual cash bonus payments received by our Named Executive Officers in respect of fiscal year 2026 were as follows: \$1,189,500 for Mr. Blair; \$414,900 for Mr. Adams; and \$423,900 for Ms. D'Amato.

Equity Compensation

We maintain the InnovAge Holding Corp. 2021 Omnibus Incentive Plan, as it may be amended from time to time (the "Incentive Plan") to assist the Company in attracting, retaining, motivating, and rewarding certain employees, officers, directors, and consultants of the Company and promoting the creation of long-term value for stockholders of the Company by closely aligning the interests of such individuals with those of such stockholders. The Incentive Plan authorizes the award of stock-based and cash-based incentives to eligible service providers to encourage such individuals to expend maximum effort in the creation of stockholder value. Each of our Named Executive Officers received a grant of RSUs in July 2025, subject to the terms of the Incentive Plan and the applicable award agreement. For further information regarding the equity compensation paid to our Named Executive Officers, see "Potential Payments upon Termination or Change in Control" below.

During fiscal year 2026, each of our Named Executive Officers has received grants of Profits Interests, as further described below under the section titled "Profits Interests." In addition, following our fiscal year ended June 30, 2026, each of our Named Executive Officers received a grant of RSUs in July 2026 for recognition of performance in fiscal year 2026, subject to the terms of the Incentive Plan and the applicable award agreement.

Other Benefits

We currently provide broad-based welfare benefits that are generally available to all of our employees, including our Named Executive Officers, and include health, dental, life, vision and short- and long-term disability insurance.

In addition, we maintain, and the Named Executive Officers participate in, a 401(k) plan, which is intended to be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Under the Company's 401(k) plan, we match up to 2% of the employee's eligible earnings. Employees' pre-tax contributions and our matching contributions are allocated to each participant's individual account and are then invested in selected investment alternatives according to the participant's directions.

Outstanding Equity Awards at 2026 Fiscal Year End

The following reflects information regarding outstanding equity-based awards held by the Named Executive Officers as of June 30, 2026.

Name	Option Awards							Stock Awards			
	Grant Date	Vesting Commencement Date	Number of Securities Underlying Unexercised Options(#) Exercisable	Number of Securities Underlying Unexercised Options(#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights that Have Not Vested (\$) ⁽¹⁾
Patrick Blair	12/1/2021 ⁽²⁾	—	485,185	69,314	776,299	7.89	11/9/2031	—	—	—	—
	12/1/2021 ⁽³⁾	—	—	—	—	—	—	—	—	258,767	3,066,389
	8/30/2023 ⁽⁴⁾⁽⁵⁾	—	275,000	275,000	550,000	N/A	N/A	—	—	—	—
	6/5/2024 ⁽⁶⁾	6/5/2024	—	—	—	—	—	82,645	979,339	—	—
	7/16/2025 ⁽⁶⁾	7/16/2025	—	—	—	—	—	137,299	1,626,993	—	—
	9/5/2025 ⁽⁵⁾⁽⁷⁾	—	—	1,288,977	2,578,341	N/A	N/A	—	—	—	—
Benjamin Adams	7/10/2023 ⁽⁴⁾⁽⁵⁾	—	215,925	215,925	431,850	N/A	N/A	—	—	—	—
	9/5/2025 ⁽⁵⁾⁽⁷⁾	—	—	613,713	1,227,610	N/A	N/A	—	—	—	—
Nicole D’Amato	12/18/2023 ⁽⁴⁾⁽⁵⁾	—	62,500	62,500	125,000	N/A	N/A	—	—	—	—
	6/4/2024 ⁽⁶⁾	6/4/2024	—	—	—	—	—	32,468	384,742	—	—
	7/15/2025 ⁽⁶⁾	7/15/2025	—	—	—	—	—	125,598	1,488,336	—	—
	9/5/2025 ⁽⁵⁾⁽⁷⁾	—	—	122,188	144,414	N/A	N/A	—	—	—	—

- (1) Amounts reported are based on the fair market value of our common stock on the last day of the fiscal year ended June 30, 2026 (i.e., \$11.85).
- (2) Represents an award of 1,330,798 stock options granted to Mr. Blair on December 1, 2021 that vest as follows: (i) 41 2/3% of the stock options subject to the award are subject to the following vesting conditions: (A) 25% vested on the first anniversary of December 1, 2021, and (B) an additional 6.25% will vest at the end of each three-month period thereafter, such that the time-vesting portion of the award is fully vested on the fourth anniversary of December 1, 2021; (ii) 41 2/3% of the stock options subject to the award will vest on the first date as of which the volume-weighted average price of a share of stock over the 90-consecutive trading day period ending on such date equals or exceeds \$15 per share; and (iii) 16 2/3% of the stock options subject to the award will vest on the first date as of which the volume-weighted average price of a share of stock over the 90-consecutive trading day period ending on such date equals or exceeds \$21 per share.
- (3) Represents RSUs granted to Mr. Blair on December 1, 2021 that vest as follows: (i) 184,833 of the RSUs will vest on the first date as of which the volume-weighted average price of a share of stock over the 90-consecutive trading day period ending on such date equals or exceeds \$15 per share; and (ii) 73,933 of the RSUs will vest on the first date as of which the volume-weighted average price of share of stock over the 90-consecutive trading day period ending on such date equals or exceeds \$21 per share.
- (4) Represents an award of Profits Interests granted to the applicable Named Executive Officer in fiscal year 2024 that vest as follows: (i) 50% based on time-vesting requirements and (ii) 50% based on performance-vesting requirements. The time-vesting Profits Interests vest 25% on each of the first four anniversaries of the grant date. The performance-vesting Profits Interests vest upon the consummation of a Change of Control of TCO Group, subject to satisfying certain performance hurdles.
- (5) For more information on these Profits Interests, see the section titled "Profits Interests" below. The Profits Interests represent partnership interests in TCO Group that are intended to constitute profits interests for U.S. federal income tax purposes. Despite the fact that the Profits Interests do not require the payment of an exercise price, they are most economically similar to stock options. Accordingly, they are classified as "options" under the definition provided in Item 402(a)(6)(i) of Regulation S-K as an instrument with an "option-like feature". Profits Interests awards reflected in the table above as (i) "Unexercisable" are Profits Interests that have not yet time-vested, (ii) "Unearned" are Profits Interests that have not yet fully vested, and (iii) "Exercisable" are Profits Interests that have fully vested and remain outstanding.
- (6) Represents RSUs granted to the applicable Named Executive Officer which vest in substantially equal installments on each of the first three anniversaries of the applicable vesting commencement date, subject to continued employment through each such vesting date. The applicable vesting commencement dates for such RSU grants are set forth in the table above.
- (7) Represents an award of Profits Interests granted to the applicable Named Executive Officer in fiscal year 2026 that vest as follows: (i) 33.33% based on time-vesting requirements and (ii) 66.67% based on performance-vesting requirements. The time-vesting Profits Interests vest in substantially equal installments on each of the first three anniversaries of the grant date. The performance-vesting Profits Interests vest upon any date Ignite Aggregator LP receives certain returns (as determined in accordance with the TCO Group Incentive Plan (as defined below)), subject to satisfying certain performance hurdles.

Profits Interests

During fiscal year 2021, following the consummation of the transaction between us, Ignite Aggregator LP, and our then-existing equity holders entering into a Securities Purchase Agreement, certain of our executives received awards of Profits Interests pursuant to the TCO Group Holdings, L.P. Equity Incentive Plan, as it may be amended from time to time (the “TCO Group Incentive Plan”), which are intended to be treated as “profits interests” for U.S. federal income tax purposes.

The TCO Group Incentive Plan is administered by the board of TCO Group. The board of TCO Group has the authority to administer and interpret the TCO Group Incentive Plan, to determine the individuals who are eligible for a grant of the Profits Interests, to determine, alter, amend, modify or waive the terms and conditions of any award of Profits Interests, and to prescribe the purchase price or Hurdle Amount (as defined in the TCO Group Incentive Plan) applicable to any award of Profits Interests.

During fiscal year 2026, each of our Named Executive Officers received a grant of Profits Interests as follows: (A) 3,867,318 for Mr. Blair, (B) 1,841,323 for Mr. Adams and (C) 366,602 for Ms. D’Amato. In each case, 33.33% of such Profits Interests are subject to time-based vesting, vesting annually in substantially equal installments over three years on the first three anniversaries of September 5, 2025, subject to continued employment through each such vesting date. The remaining 66.67% of such Profits Interests are subject to performance-based vesting, and will vest as follows: (i) 33.33% if, upon a measurement date, Ignite Aggregator LP, the vehicle through which Apax Partners holds its investment in TCO Group, achieves a multiple on invested capital, as calculated pursuant to the Second Amended and Restated Limited Partnership Agreement of TCO Group (“MOIC”) equal to at least 1.04x; (ii) 66.66% if, upon a measurement date, Ignite Aggregator LP achieves a MOIC equal to at least 1.36x and (iii) 100% if, upon a measurement date, Ignite Aggregator LP achieves a MOIC equal to at least 1.68x, in each case, subject to continued employment through the applicable measurement date. None of the performance-based Profits Interests will vest if Ignite Aggregator LP achieves a MOIC less than 1.04x.

The time-based vesting Profits Interests are subject to (A) pro-rata vesting upon a termination without “Cause,” due to death or disability, or for “Good Reason” (each as defined in the applicable employment agreement) that, in each case, occurs prior to the one-year anniversary of the applicable vesting commencement date, and (B) 100% acceleration upon a Change of Control (as defined below) of TCO Group, subject to continued service through the date of such Change of Control. The performance-based vesting Profits Interests will remain eligible to vest for 120 days following a termination without “Cause,” due to death or disability, or for “Good Reason”. If any performance-based vesting Profits Interests do not become vested upon a Change of Control, such performance-based vesting Profits Interests will be cancelled.

A “Change of Control” of TCO Group is generally defined as (a) the sale of all or substantially all of the assets (including shares of common stock of the Company) of TCO Group and its subsidiaries on a consolidated basis to unaffiliated parties, (b) a merger, reorganization, consolidation or other similar corporate transaction of TCO Group as a result of which, unaffiliated parties beneficially own a majority of the outstanding voting securities, and rights to the majority of the residual economic interests in the common equity, of a successor entity, or (c) the acquisition of a majority of the outstanding voting securities, and rights to the majority of the residual economic interests in the common equity, of TCO Group by unaffiliated parties.

Potential Payments upon Termination or Change in Control*Severance Benefits*

We are party to employment agreements with all of our Named Executive Officers, which, among other terms and conditions, set forth each Named Executive Officer’s initial annual base salary and target annual bonus opportunity (with the rate of each for fiscal year 2026 set forth above) and provide for at-will employment, subject to the severance entitlements described below.

The employment agreements provide that, upon termination of the Named Executive Officer’s employment by the Company for any reason other than for “Cause,” or by the Named Executive Officer for “Good Reason,” each as defined therein and summarized below, subject to the Named Executive Officer’s (a) execution, delivery and non-revocation of a general release of claims in favor of the Company and (b) continued compliance with restrictive covenants (as further described below), the Named Executive Officer is entitled to the following severance benefits:

For Mr. Blair, such severance benefits consist of (i) an amount equal to 2x Mr. Blair’s (x) base salary plus (y) target annual bonus for the year in which such termination occurs, payable in substantially equal installments

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over the 24-month period following termination; and (ii) continued payment of premiums required to be paid for his continued participation in the Company's health care benefit plan for a period of 18 months following termination, unless Mr. Blair becomes employed by another company and eligible for coverage under such company's health care plans.

For Mr. Adams and Ms. D'Amato, such severance benefits consist of (i) an amount equal to 1x the applicable executive's (x) base salary plus (y) target annual bonus for the year in which such termination occurs, payable in substantially equal installments over the 12-month period following termination; and (ii) continued payment of premiums required to be paid for the applicable executive's continued participation in the Company's health care benefit plan for a period of 12 months following termination, unless the applicable executive becomes employed by another company and eligible for coverage under such company's health care plans.

Under the Named Executive Officer's employment agreements, "Cause" generally means any of the applicable executive's: (i) failure to perform his or her duties and responsibilities to the Company or any of its affiliates that are consistent with such executive's title and authorities; (ii) material breach of any of the provisions of the employment agreement or any other written agreement between such executive and the Company or any of its affiliates, resulting in material harm to the Company or any of its affiliates; (iii) material breach of any fiduciary duty that such executive has to the Company or any of its affiliates; (iv) gross negligence, intentional misconduct or unethical or improper behavior resulting in material harm to the business, interests or reputation of the Company or any of its affiliates; (v) commission of a felony or other crime involving moral turpitude; (vi) commission of conduct involving fraud, embezzlement, sexual harassment, material misappropriation of property or other substantial misconduct with respect to the Company or any of its affiliates; (vii) intentional or willful failure to comply with applicable PACE, Medicare or Medicaid rules or regulations; or (viii) failure to comply with the Company's Code of Conduct or Corporate Compliance Program.

Under the Named Executive Officer's employment agreements, "Good Reason" generally means the occurrence of any of the following without the applicable executive's written consent: (i) a material reduction in such executive's base salary (unless such reduction affects all similarly situated employees of the Company on a proportionate basis); (ii) a requirement that such executive relocate to a location more than 50 miles from the location where such executive is then providing services (provided, that, a relocation shall not include: (A) such executive's travel for business in the course of performing his or her duties for the Company or any of its affiliates, (B) such executive working remotely or (C) for Messrs. Blair and Adams, the Company or any of its affiliates requiring such executive to report to the office within their principal place of employment (instead of working remotely)); (iii) a material diminution in the nature or scope of such executive's duties, authority and/or responsibilities; or (iv) a material breach by the Company of (A) any of the terms of the applicable employment agreement or (B) any other material written agreement between the Company and such executive.

Pursuant to their applicable employment agreement, each Named Executive Officer is subject to non-competition, non-interference, non-solicitation and non-hire covenants during employment and for 24 months (in the case of Mr. Blair) or 12 months (in the case of Mr. Adams and Ms. D'Amato) following termination, as well as perpetual confidentiality and assignment of inventions covenants (provided that, with respect to Ms. D'Amato, the non-competition covenant will not restrict her practice of law following termination). In addition, the employment agreements for Messrs. Blair and Adams provide for a perpetual non-disparagement covenant (which is mutual for Mr. Adams), and Ms. D'Amato's attached form of release agreement includes a mutual non-disparagement covenant.

Profits Interests

The time-based vesting Profits Interests held by our Named Executive Officers are subject to (A) pro-rata vesting upon a termination without "Cause," due to death or disability, or for "Good Reason" that, in each case, occurs prior to the one-year anniversary of the applicable vesting commencement date, and (B) 100% acceleration upon a Change of Control of TCO Group, subject to continued service through the date of such Change of Control. The performance-based vesting Profits Interests will remain eligible to vest for 120 days following a termination without "Cause," due to death or disability, or for "Good Reason".

Pay Versus Performance

The following table sets forth certain information with respect to the Company’s financial performance and the compensation paid to our Named Executive Officers for the fiscal years ended on June 30, 2026 and 2025, in accordance with the SEC disclosure requirements for a smaller reporting company as set forth in Item 402(v)(8) of Regulation S-K.

Year	Summary Compensation Table Total for PEO ⁽¹⁾	Compensation Actually Paid to PEO ⁽¹⁾⁽²⁾	Average Summary Compensation Table Total for Non-PEO NEOs ⁽³⁾	Average Compensation Actually Paid to Non-PEO NEOs ⁽³⁾⁽²⁾	Value of Initial Fixed \$100 Investment Based on: Total Shareholder Return ⁽⁴⁾	Net Income (Loss) (\$ in thousands) ⁽⁵⁾
2026	\$6,168,963	\$25,967,180 ⁽⁶⁾	\$2,175,437	\$ 8,369,919 ⁽⁷⁾	\$321.14	\$ (683)
2025	\$1,547,000	\$ 957,445 ⁽⁶⁾	\$ 738,075	\$ 853,325 ⁽⁷⁾	\$ 78.18	\$(35,343)

- (1) The name of the Principal Executive Officer of the Company (“PEO”) reflected in these columns for each of the applicable fiscal years is Patrick Blair.
- (2) In calculating the ‘compensation actually paid’ amounts reflected in these columns, the fair value or change in fair value, as applicable, of the equity award adjustments included in such calculations was computed in accordance with FASB ASC Topic 718. The valuation assumptions used to calculate such fair values did not materially differ from those disclosed at the time of grant.
- (3) The names of each of the non-PEO Named Executive Officers reflected in these columns for each applicable fiscal year are as follows: (i) for fiscal year 2026, Benjamin Adams and Nicole D’Amato; and (ii) for fiscal year 2025, Michael Scarbrough and Nicole D’Amato.
- (4) The Company total shareholder return (“TSR”) reflected in this column for each applicable fiscal year is calculated based on a fixed investment of \$100 at the applicable measurement point on the same cumulative basis as is used in Item 201(e) of Regulation S-K.
- (5) Represents the amount of net income (loss) reflected in the Company’s audited GAAP financial statements for each applicable fiscal year.
- (6) For each fiscal year included in this table, the ‘compensation actually paid’ to the PEO reflects each of the following adjustments made to the total compensation amounts reported in the Summary Compensation Table for the applicable fiscal year, computed in accordance with Item 402(v) of Regulation S-K:

	Fiscal Year 2026	Fiscal Year 2025
Total Compensation Reported in Summary Compensation Table	\$ 6,168,963	\$1,547,000
Less, Grant Date Fair Value of Stock and Option Awards Reported in the Summary Compensation Table	(\$ 4,183,686)	\$ —
Plus, Year-End Fair Value of Awards Granted in the Covered Fiscal Year that are Outstanding and Unvested	\$20,716,803	\$ —
Plus, Change in Fair Value of Awards Granted in Prior Years that are Outstanding and Unvested (from Prior Year-End to Year-End)	\$ 3,173,558	(\$ 575,046)
Plus, Vesting Date Fair Value of Awards Granted in the Covered Fiscal Year that Vested in that Year	\$ —	\$ —
Plus, Change in Fair Value of Awards Granted in Prior Years that Vested in the Covered Fiscal Year (from Prior Year-End to Vesting Date)	\$ 91,542	(\$ 14,508)
Less, Prior Year-End Fair Value of Awards Granted in Prior Years that Failed to Vest in the Covered Fiscal Year	\$ —	\$ —
Plus, Dollar Value of Dividends, Dividend Equivalents or other Earnings Paid on Stock and Option Awards in the Covered Fiscal Year Prior to Vesting (if not reflected in the fair value of such award or included in Total Compensation for that year)	\$ —	\$ —
Total Adjustments	\$19,798,217	(\$ 589,555)
Compensation Actually Paid for the Covered Fiscal Year	\$25,967,180	\$ 957,445

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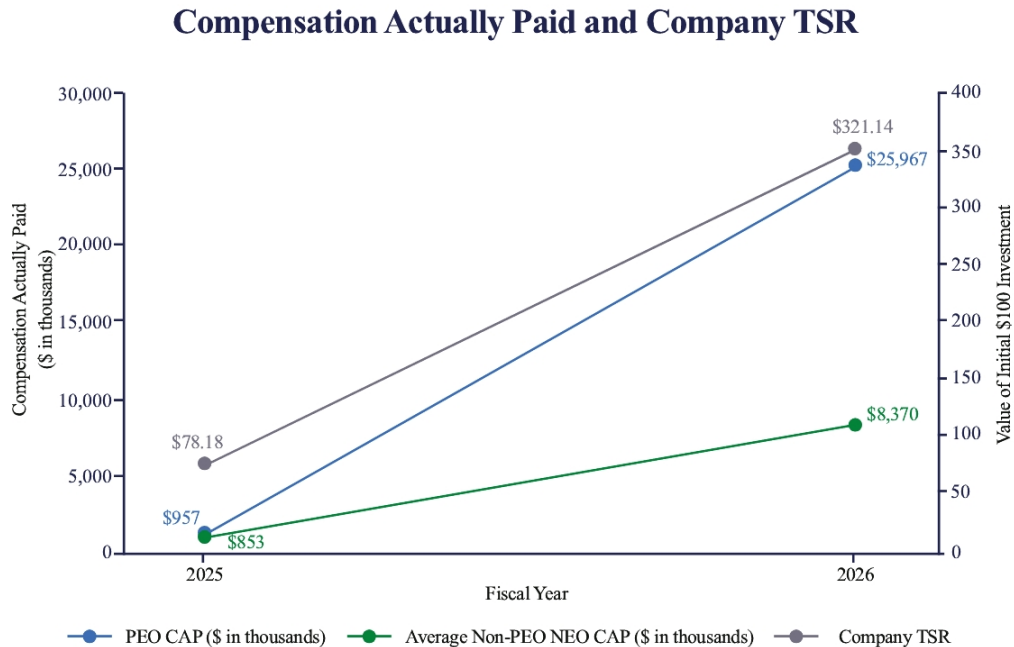
- (7) For each fiscal year included in this table, the average 'compensation actually paid' to the non-PEO Named Executive Officers reflects each of the following adjustments made to the total compensation amounts reported in the Summary Compensation Table for the applicable fiscal year, computed in accordance with Item 402(v) of Regulation S-K:

	Fiscal Year 2026	Fiscal Year 2025
Total Compensation Reported in Summary Compensation Table	\$2,175,437	\$738,075
Less, Grant Date Fair Value of Stock and Option Awards Reported in the Summary Compensation Table	(\$1,285,498)	\$ —
Plus, Year-End Fair Value of Awards Granted in the Covered Fiscal Year that are Outstanding and Unvested	\$5,913,807	\$185,321
Plus, Change in Fair Value of Awards Granted in Prior Years that are Outstanding and Unvested (from Prior Year-End to Year-End)	\$1,531,396	(\$ 65,391)
Plus, Vesting Date Fair Value of Awards Granted in the Covered Fiscal Year that Vested in that Year	\$ —	\$ —
Plus, Change in Fair Value of Awards Granted in Prior Years that Vested in the Covered Fiscal Year (from Prior Year-End to Vesting Date)	\$ 34,776	(\$ 4,680)
Less, Prior Year-End Fair Value of Awards Granted in Prior Years that Failed to Vest in the Covered Fiscal Year	\$ —	\$ —
Plus, Dollar Value of Dividends, Dividend Equivalents or other Earnings Paid on Stock and Option Awards in the Covered Fiscal Year Prior to Vesting (if not reflected in the fair value of such award or included in Total Compensation for that year)	\$ —	\$ —
Total Adjustments	\$6,194,482	\$115,250
Compensation Actually Paid for the Covered Fiscal Year	\$8,369,919	\$853,325

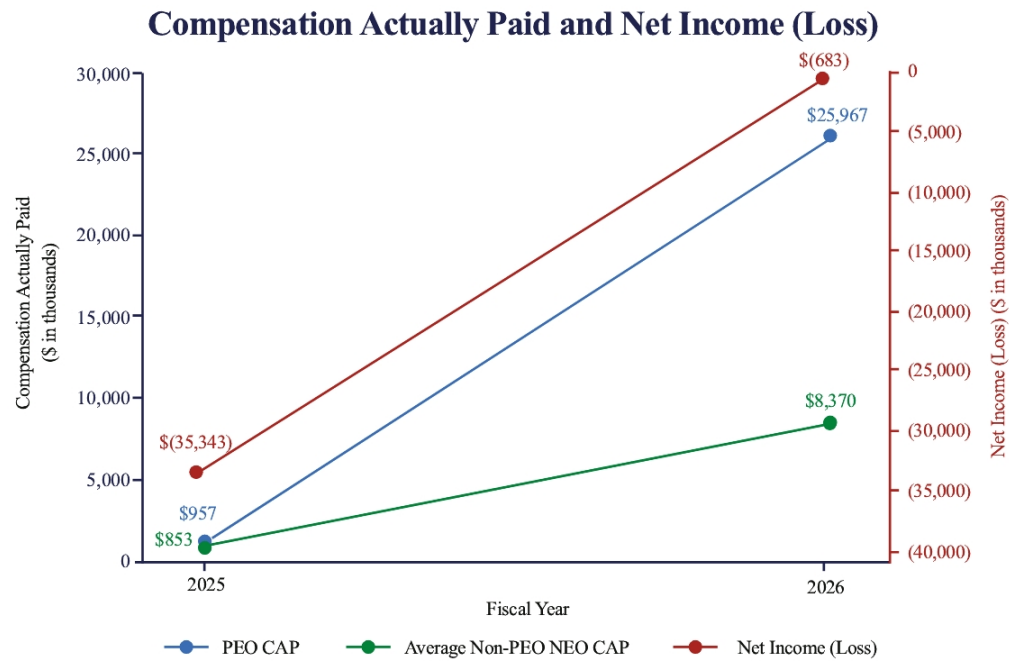
Pay versus Performance Comparative Disclosure

In accordance with Item 402(v)(5) of Regulation S-K, the Company is providing the following descriptions of the relationships between the information presented in the table above.

Compensation Actually Paid and Company TSR



Compensation Actually Paid and Net Income (Loss)



Director Compensation

For fiscal year 2026, our non-employee directors, other than directors affiliated with the Principal Shareholders, received the following compensation: (i) an annual cash payment in the amount of \$100,000, paid quarterly, in respect of service as a member of the Board and its committees; (ii) if applicable, each chairperson of a committee is entitled to an additional annual cash payment in the amount of \$20,000, paid quarterly; and (iii) if applicable, the Chair of the Board is entitled to an additional annual cash payment of \$100,000 per year, paid quarterly.

For fiscal year 2026, all of our non-employee directors, other than directors affiliated with the Principal Shareholders, received an annual incentive equity award with a grant date fair value of \$100,000, provided in the form of RSUs settled in shares of common stock of the Company, which vested on June 30, 2026, subject to the director's continued service on the Board through such vesting date. We also reimburse our non-employee directors for their business expenses incurred in connection with their performance of services.

The table below provides the compensation amounts for our non-employee members of the Board for fiscal year 2026.

2026 Fiscal Year Director Compensation Table

	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Total (\$)
John Ellis Bush	100,000	100,000	200,000
James G. Carlson	150,000	100,000	250,000
Patricia Fontneau	120,000	100,000	220,000
Ted Kennedy, Jr.	100,000	100,000	200,000
Teresa Sparks	120,000	100,000	220,000
Marilyn Tavenner	100,000	100,000	200,000
Richard Zoretic	100,000	100,000	200,000
Andrew Cavanna ⁽²⁾	—	—	—
Pavithra Mahesh ⁽²⁾	—	—	—
Thomas Scully ⁽²⁾	—	—	—
Sean Traynor ⁽²⁾	—	—	—

- (1) Amounts in this column reflect the aggregate grant date fair value of the RSUs granted to certain of our non-employee directors in fiscal year 2026, as computed in accordance with FASB ASC Topic 718. As of June 30, 2026, certain of our non-employee directors held fully vested outstanding Profits Interests under the TCO Group Incentive Plan as of such date in the following amounts: Messrs. Kennedy and Zoretic and Ms. Tavenner - 91,000 Profits Interests, which vested 25% on each of the first four anniversaries of the applicable date of grant (i.e., September 22, 2020), subject to continued service.
- (2) As affiliates or related persons of our Principal Shareholders, Messrs. Cavanna, Scully and Traynor and Ms. Mahesh received no compensation for service as directors.

Equity Compensation Plan Information

The following table sets forth information regarding the Company's equity compensation plans as of the end of fiscal year 2026.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ⁽¹⁾	Number of Securities Remaining Available for Future Issuances Under Equity Compensation Plans (Excluding Securities Reflected in First Column)
Equity Compensation Plans Approved by Security Holders ⁽²⁾	3,044,484	\$7.89	8,102,297
Equity Compensation Plans Not Approved by Security Holders	—	—	—
Total	3,044,484	\$7.89	8,102,297

- (1) Excludes RSUs, which have no exercise price.
- (2) Represents the Incentive Plan.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures for Approval of Related Party Transactions

We have adopted a written policy with respect to the review, approval and ratification of related party transactions, with such policy covering any transaction, arrangement, relationship or any series of similar transactions, arrangements, or relationships with the Company as a participant. Under the policy, our Audit Committee is responsible for reviewing and approving related party transactions. In the course of its review and approval of related party transactions, our Audit Committee considers the relevant facts and circumstances to decide whether to approve such transactions. In particular, our policy requires our Audit Committee to consider, among other factors it deems appropriate:

- the related person's relationship to us and interest in the transaction;
- the material facts of the proposed transaction, including the proposed aggregate value of the transaction;
- the impact on a director's independence in the event the related person is a director or an immediate family member of the director or director nominee;
- the benefits to us of the proposed transaction;
- if applicable, the availability of other sources of comparable products or services; and
- an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

The Audit Committee may only approve those transactions that are in, or are not inconsistent with, our best interests and those of our stockholders, as the Audit Committee determines in good faith.

In addition, under our Code of Ethics, our employees, directors and executive officers must disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

Related Party Transactions

Other than compensation arrangements for our directors and named executive officers, which are described in the section entitled "Executive and Director Compensation" elsewhere in this proxy statement, below we describe transactions during the fiscal years ended June 30, 2026 and 2025 to which we were or are a participant, and in which the amount exceeds the lesser of:

- \$120,000; or
- 1% of the average of our total assets at June 30, 2026 and 2025,

and, in which any of our directors, executive officers, or holders of more than 5% of our capital stock, or any member of the immediate family of, or person sharing the household with, the foregoing persons, had or will have a direct or indirect material interest.

Director Nomination Agreement

In connection with our initial public offering, we entered into a Director Nomination Agreement with the Principal Shareholders that provides the Principal Shareholders the right to designate nominees for election to our Board. The Principal Shareholders may also assign their designation rights under the Director Nomination Agreement to an affiliate. See "*Board of Directors and Corporate Governance—Director Nomination Agreement*" for a description of the Director Nomination Agreement.

Registration Rights Agreement

We are party to a Registration Rights Agreement with the Principal Shareholders pursuant to which the Principal Shareholders are entitled to request that we register the Principal Shareholders' shares on a long-form or short-form registration statement on one or more occasions in the future, which registrations may in certain circumstances be "shelf registrations." The Principal Shareholders will also be entitled to participate in certain of our registered offerings, subject to the restrictions in the Registration Rights Agreement. We will pay certain of the Principal Shareholders' expenses in connection with the Principal Shareholders' exercise of these rights. The

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registration rights described in this paragraph apply to (i) shares of our common stock held by the Principal Shareholders and their affiliates and (ii) any of our capital stock (or that of our subsidiaries) issued or issuable with respect to the common stock described in clause (i) with respect to any dividend, distribution, recapitalization, reorganization, or certain other corporate transactions (collectively, “Registrable Securities”). These registration rights are also for the benefit of any subsequent holder of Registrable Securities; provided that any particular securities will cease to be Registrable Securities when they have been sold in a registered public offering, sold in compliance with Rule 144 of the Securities Act, distributed to the direct or indirect partners or members of a Sponsor Investor, or repurchased by us or our subsidiaries. In addition, with the consent of the Company and holders of a majority of Registrable Securities, any Registrable Securities held by a person other than the Principal Shareholders and their affiliates will cease to be Registrable Securities if they can be sold without limitation under Rule 144 of the Securities Act.

Fiscal Year 2027 Secondary Offering

In September and October 2026, pursuant to the Registration Rights Agreement, TCO Group effected a registered secondary offering whereby it sold an aggregate of 11,500,000 shares of the Company’s common stock to the underwriters party thereto, inclusive of the underwriters’ option to acquire additional shares. The Company did not receive any proceeds from the sale of the shares by TCO Group but bore the expenses of the offering, which totaled approximately \$1.0 million (excluding underwriting discounts and commissions).

Indemnification of Officers and Directors

We have entered into indemnification agreements with each of our executive officers and directors. The indemnification agreements provide the executive officers and directors with contractual rights to indemnification, expense advancement and reimbursement, to the fullest extent permitted under the Delaware General Corporation Law. Additionally, we may enter into (i) indemnification agreements with any new directors or officers that may be broader in scope than the specific indemnification provisions contained in Delaware law and (ii) standard policies of insurance that provide coverage to (1) our directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (2) us with respect to indemnification payments that we may make to such directors and officers.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the beneficial ownership of our common stock as of October 12, 2026, for:

- each person or group known to us who beneficially owns more than 5% of our common stock;
- each of our directors;
- each of our Named Executive Officers; and
- all of our directors and executive officers as a group.

The percentages of beneficial ownership shown in the table below are based on the number of shares of the Company's common stock outstanding as of October 12, 2026.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Common stock subject to options or restricted stock units ("RSUs") that are currently exercisable or will vest within 60 days of October 12, 2026, are deemed to be outstanding and beneficially owned by the person holding the options or RSUs. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as disclosed in the footnotes to this table and subject to applicable community property laws, we believe that each stockholder identified in the table possesses sole voting and investment power over all common stock shown as beneficially owned by the stockholder.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding
5% Stockholders		
TCO Group Holdings, L.P. ⁽¹⁾	102,576,555	75.2%
Named Executive Officers and Directors		
Patrick Blair ⁽²⁾	835,526	*
Benjamin C. Adams	—	—
Nicole D'Amato	137,328	*
John Ellis Bush	45,157	*
James G. Carlson	87,350	*
Andrew Cavanna	—	—
Patricia Fontneau	62,125	*
Ted Kennedy, Jr.	68,157	*
Pavithra Mahesh	—	—
Thomas Scully	100,000	*
Teresa Sparks	59,126	*
Marilyn Tavenner	45,157	*
Sean Traynor	—	—
Richard Zoretic	93,810	*
All Directors and Executive Officers as a Group (17 individuals)⁽²⁾⁽³⁾	1,533,736	1.1%

* Indicates less than 1%.

(1) Represents 102,576,555 shares of common stock held by TCO Group Holdings, L.P., which is the legal name of the investment vehicle through which the Principal Shareholders and certain other holders, including certain directors and members of management, hold their investment. Voting and dispositive power with respect to the common stock held by TCO Group Holdings, L.P. is exercised by a committee of limited partners (the "LP Board"), pursuant to a delegation of authority from its limited partners. The LP Board is to be comprised of up to fourteen persons with four persons currently serving, including Thomas Scully and Sean Traynor (the "WCAS Designees") and Andrew Cavanna and Pavithra Mahesh (the "Apax Designees"). The LP Board exercises its voting and dispositive power by majority vote, so long as one WCAS Designee and one Apax Designee comprise the majority.

The limited partners of TCO Group Holdings, L.P. may control the voting and dispositive power with respect to the common stock if each of Ignite Aggregator LP (an investment vehicle owned by certain funds advised by Apax Partners LLP) and Welsh, Carson, Anderson & Stowe XII, L.P. ("WCAS XII"), Welsh, Carson, Anderson & Stowe XII Delaware, L.P. ("WCAS XII-D"), Welsh, Carson, Anderson & Stowe XII Cayman, L.P. ("WCAS XII-C"), WCAS XII Co-Investors LLC ("WCAS XII-Co"), WCAS Management Corporation and WCAS Co-Invest Holdco, L.P. ("WCAS Co-H") and,

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collectively, the “WCAS Investor”) consent to a change to the delegation of authority described above. The general partner of each of WCAS XII and WCAS XII-DII is WCAS XII Associates LLC (“WCAS XII Associates”). The general partner of each of WCAS XII-D and WCAS XII-C is WCAS XII Associates Cayman, L.P. (“WCAS XII A-C”). The general partner of WCAS XII A-C is WCAS XII Associates. The managing members of WCAS XII Associates are Thomas A. Scully, Sean Traynor, Anthony deNicola, D. Scott Mackesy, Brian Regan, Michael Donovan, Eric Lee, Christopher Hooper, Christopher Solomon, Edward Sobol, Gregory Lau, Frances Higgins, Nicholas O’Leary and Ryan Harper (collectively, the “WCAS GP”). The general partner of WCAS—Co-H is WCAS Co-Invest Associates LLC (“WCAS Co-A”). The managing members of each of WCAS XII-Co and WCAS Co-A is the WCAS GP. Christopher Hooper, D. Scott Mackesy, Brian Regan, Michael Donovan and Edward Sobol (“WCAS Board”) comprise the board of directors of WCAS Management Corporation.

Ignite Aggregator LP is a Delaware limited partnership. Ignite GP Inc., a Delaware corporation, serves as the general partner of Ignite Aggregator LP. Ignite Aggregator LP’s partnership interests are held by Apax X GP Co. Limited on behalf of Apax X EUR L.P., Apax X (Guernsey) USD AIV L.P. and Apax X USD L.P. (collectively, the “Apax X Fund”). Apax X GP Co. Limited, a company incorporated in Guernsey, acts as the investment manager and is responsible for the decision-making on behalf of the Apax X Fund. The directors of Apax X GP Co. Limited are Simon Cresswell, Andrew Guille, Martin Halusa, Paul Meader and David Staples.

Each of the foregoing entities and the individuals, as a result, and by virtue of the relationships described above, may be deemed to share beneficial ownership of the shares owned by TCO Group Holdings, L.P. Each of the foregoing entities and individuals disclaim beneficial ownership of the shares held of record by TCO Group Holdings, L.P. The business address of TCO Group Holdings, L.P. is c/o Apax Partners US, LLC, 601 Lexington Avenue, 53rd Floor, New York, New York, and c/o Welsh, Carson, Anderson and Stowe, 599 Lexington Avenue, Suite 1800, New York, New York 10022.

- (2) Includes 554,499 exercisable options to purchase common stock.
- (3) Includes current directors and executive officers.

**PROPOSAL 4 – RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2027. Services provided to the Company and its subsidiaries by Deloitte & Touche LLP for the fiscal year ended June 30, 2026, are described below and under “Audit Committee Report.”

Fees and Services

The following table summarizes the aggregate fees for professional audit services and other services, if applicable, rendered by Deloitte & Touche LLP for the years ended June 30, 2026 and 2025:

	2026	2025
Audit Fees ⁽¹⁾	\$1,297,193	\$1,230,708
Audit-Related Fees ⁽²⁾	46,500	49,816
Tax Fees	—	—
All Other Fees	—	—
Total	<u>\$1,343,693</u>	<u>\$1,280,524</u>

(1) Consist of fees for the audit and other procedures in connection with the annual financial statements included in our Annual Reports on Form 10-K for the years ended June 30, 2026 and 2025 and the review of our financial statements included in our Quarterly Reports on Form 10-Q for those fiscal years.

(2) Includes the aggregate fees for the audit of the annual financial statements of the Company’s 401(k) plan.

In considering the nature of the services provided by the independent auditor, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent auditor and the Company’s management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

The Audit Committee has adopted a policy that requires advance approval of all audit services as well as non-audit services to the extent required by the Exchange Act and the Sarbanes-Oxley Act of 2002. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent auditor is engaged to perform it. Each year, including in fiscal year 2026, the Audit Committee pre-approves audit services, audit-related services and tax services to be used by the Company.

The Audit Committee approved all services provided by Deloitte & Touche LLP in fiscal years 2026 and 2025. Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so, and we expect that they will be available to respond to questions.

Ratification of the appointment of Deloitte & Touche LLP requires affirmative votes from the holders of a majority of the voting power of capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. If the Company’s stockholders do not ratify the appointment of Deloitte & Touche LLP, the Audit Committee will reconsider the appointment and may affirm the appointment or retain another independent accounting firm. Even if the appointment is ratified, the Audit Committee may in the future replace Deloitte & Touche LLP as our independent registered public accounting firm if it is determined that it is in the Company’s best interests to do so.

**THE AUDIT COMMITTEE AND THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE
RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2027.**

AUDIT COMMITTEE REPORT

The Audit Committee oversees our financial reporting process and Enterprise Risk Management program on behalf of the Board. This report reviews the actions taken by the Audit Committee with regard to our financial reporting process during fiscal year 2026.

In fulfilling its oversight responsibilities, the Audit Committee has reviewed and discussed with management the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended June 30, 2026, including a discussion of the quality, rather than just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

The Audit Committee has also discussed with the independent auditors the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC.

In addition, the Audit Committee discussed with the auditors their independence from management and the Company and received the written disclosures and the letter from the auditors required by applicable requirements of the PCAOB regarding the independent auditors’ communications with the Audit Committee regarding the auditor’s independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended June 30, 2026 for filing with the SEC.

Audit Committee:

Teresa Sparks, Chair
Marilyn Tavenner
Richard Zoretic

OTHER MATTERS

We are not aware of any matters other than those discussed in the foregoing materials contemplated for action at the Annual Meeting. The persons named in the proxy card will vote in accordance with the recommendation of the Board on any other matters incidental to the conduct of, or otherwise properly brought before, the Annual Meeting. The proxy card contains discretionary authority for them to do so.

WHERE TO FIND ADDITIONAL INFORMATION

We are subject to the informational requirements of the Exchange Act and in accordance therewith, we file annual, quarterly and current reports and other information with the SEC. Such information may be accessed electronically by means of the SEC's home page on the Internet at www.sec.gov. We are an electronic filer, and the SEC maintains an Internet site at www.sec.gov that contains the reports and other information we file electronically. These filings are also available on our corporate website at <https://investor.innovage.com>. We make available free of charge, through our website, our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on or accessible through our website is not part of this proxy statement.

COST OF PROXY SOLICITATION

The Company is paying the expenses of this solicitation. The Company will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries to forward Notices and, if applicable, proxy materials to beneficial owners of stock held as of the Record Date. The Company will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such proxy materials. In addition to solicitation by mail, directors, officers and other employees of the Company may solicit proxies in person or by telephone, facsimile, email or other similar means.

INNOVAGE HOLDING CORP.
8950 EAST LOWRY BLVD
DENVER, CO 80230



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. EST on December 2, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/INNV2026

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. EST on December 2, 2026. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

T03949-P56878

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

INNOVAGE HOLDING CORP.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Class III Directors.

Nominees:	For	Withhold
1a. John Ellis Bush	☐	☐
1b. Patricia Fontneau	☐	☐
1c. Ted Kennedy, Jr.	☐	☐
1d. Pavithra Mahesh	☐	☐

The Board of Directors recommends you vote for "1 YEAR" on proposal 2.

	1 Year	2 Years	3 Years	Abstain
2. Advisory vote on the frequency of future say-on-pay votes.	☐	☐	☐	☐

The Board of Directors recommends you vote FOR proposals 3 and 4.

	For	Against	Abstain
3. Advisory vote to approve executive compensation ("say-on-pay").	☐	☐	☐
4. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2027.	☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

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**INNOVAGE HOLDING CORP.
Annual Meeting of Stockholders
December 3, 2026 at 9:00 a.m. EST
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Benjamin C. Adams and Nicole D'Amato, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of INNOVAGE HOLDING CORP. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 a.m. EST on December 3, 2026, at www.virtualshareholdermeeting.com/INN2026, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. If any other matters properly come before the meeting that are not specifically set forth on the proxy card and in the Proxy Statement, the proxies will vote in their discretion.

Please refer to the Proxy Statement for a discussion of the Proposals.

Continued and to be signed on reverse side

