



Charter of the Audit Committee

(As revised April 29, 2025)

PURPOSE AND POLICY

The primary purpose of the Audit Committee (the “Committee”) shall be to act on behalf of the Board of Directors (the “Board”) of ModivCare, Inc., a Delaware corporation (the “Company”), in discharging the Board’s oversight responsibilities with respect to the Company’s corporate accounting and financial reporting processes, the systems of internal control over financial reporting, and audits of financial statements, as well as the quality and integrity of the Company’s financial statements and reports and the qualifications, independence and performance of the firm or firms of certified public accountants engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (the “Auditors”). The Committee shall also provide oversight assistance in connection with the legal, regulatory and ethical matters that could have a material impact on the Company’s operations and financial statements. In addition, the Committee shall have the primary responsibility for overseeing the Company’s information technology (“IT”), data privacy and cybersecurity risks, controls and procedures. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

In discharging these responsibilities, the Committee shall maintain and foster an open avenue of communication among the Committee, the Auditors and the Company’s financial management.

COMPOSITION

The Committee shall consist of at least three members of the Board. Each Committee member shall (i) be an Independent Director (as defined in the Company’s Corporate Governance Guidelines) and shall satisfy the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any rules and regulations promulgated thereunder by the Securities and Exchange Commission (the “SEC”) applicable to Committee members as in effect from time to time and the NASDAQ Stock Market (“NASDAQ”), including the independence requirements of Rule 5605(a)(2) of the NASDAQ Corporate Governance Requirements, or otherwise qualify for an exemption existing under NASDAQ’s corporate governance standards, (ii) be financially literate and able to read and understand financial statements, including a balance sheet, income statement and cash flow statement, and (iii) have not participated in the preparation of the financial statements of the Company or any current subsidiary thereof at any time during the prior three years (collectively, the “Independent Director Requirements”). At least one member shall qualify as an “Audit Committee Financial Expert” as defined in Item 407(d)(5)(ii) of Regulation S-K under the Securities Act of 1933, as amended. At least one member of the Committee must have past employment experience in

finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication.

The Committee members, including the Chairperson of the Committee, shall be appointed by and serve at the discretion of the Board on the recommendation of the Nominating and Governance Committee of the Board, shall serve for such term or terms on the Committee as the Board may determine or until earlier resignation, removal or death, and may be removed from the Committee only by majority vote of the full Board. Vacancies occurring on the Committee shall be filled by the Board. If the Chairperson is not present at a meeting, the members of the Committee may designate an acting Chairperson. The Chairperson shall be responsible for the leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board.

A member shall promptly notify the Committee and the Board if the member no longer meets any of the requirements set forth in the first paragraph of this section, and such member shall be removed from the Committee unless the Board determines that an applicable exception to the Independent Director Requirements is available with respect to such member's continued membership on the Committee and should be made, including any available transition period.

MEETINGS

The meetings and other actions of the Committee shall be governed by the provisions of the Company's Bylaws applicable to meetings and actions of the committees of the Board. The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate to carry out its duties and responsibilities but shall meet no less than quarterly. A majority of the Committee members shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution. The Committee may take action by unanimous written consent in lieu of a meeting. The Committee will meet periodically in separate executive sessions with each of management, the Auditors and Internal Audit (as defined below).

The Chairperson of the Committee shall report to the Board on the Committee's activities from time to time in the Chairperson's discretion, or whenever requested by the Board to provide a report.

AUTHORITY

The Committee shall have the authority to appoint, determine compensation for, and, at the expense of the Company, retain and oversee the Auditors as set forth in Rule 10A-3(b)(2) of the Exchange Act, and the rules thereunder and otherwise to fulfill its responsibilities under this Charter. The Committee shall have the authority, in its sole discretion, to retain, oversee the work of, and determine the compensation for, at the expense of the Company, outside legal counsel, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other advisor retained by the Committee. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses and costs and fees of its advisors and

consultants that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal, accounting or other advisors and consultants. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities set forth under the Charter or directed to the Committee by the Board to a subcommittee of the Committee or the Chairperson of the Committee, provided that such delegation is permitted under applicable laws, rules and regulations. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and processes and such other matters as may from time to time be delegated to the Committee by the Board:

Audit Matters

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of performing other review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting). In this regard, the Committee will appoint and retain, subject to ratification by the Company's stockholders, compensate, evaluate, and terminate when appropriate, the Auditors. The Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee.
2. Set the tone for the Company's financial reporting and the relationship with its Auditors.
3. Communicate with the Auditors to understand the audit strategy and status, and ask questions regarding issues identified by the Auditors and understand their ultimate resolution.
4. At least annually, obtain and review of a report by the Auditors describing, to the extent permitted under applicable auditing standards, (i) the Auditors' internal quality-control procedures, (ii) any material issues raised by the most recent quality-control review, or peer review, of the Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the Auditors, and any steps taken to deal with any such issues.
5. Approve, prior to commencement of such engagements, all audit and permissible non-audit services to be provided by the Auditors, and establish policies and procedures for

the preapproval of audit and permissible non-audit services to be provided by the Auditors.

6. Monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt and periodically review a policy regarding regular rotation of auditing firms.
7. At least annually, consider the independence of the Auditors, and, consistent with rules of the Public Company Accounting Oversight Board ("PCAOB"), obtain and review written statements from the Auditors delineating all relationships between the Auditors and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the Auditors' independence, and consider and discuss with the Auditors the potential effects of any disclosed relationships or services on the Auditors' objectivity and independence.
8. To consider and, if deemed appropriate, adopt a policy regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Auditors and engaged on the Company's account.

Disclosure and Risk Oversight

9. To review and discuss with the Auditors, all annual audited and quarterly financial statements (including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations) and the Auditors' reports related to the financial statements, including critical audit matters to be disclosed in such reports.
10. Recommend whether or not the Company's financial statements should be included in the Annual Report on Form 10-K.
11. Review and discuss earnings press releases, and the Company's practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies.
12. Review and discuss with management, the Company's guidelines and policies with respect to risk assessment and enterprise risk management, including the Company's major financial risk exposures and the steps taken by management to monitor and control these exposures, including as described below with respect to IT, cybersecurity and data protection.
13. Review and discuss with management (i) the Company's insurance programs, including product liability insurance and general liability insurance (but excluding compensation and benefits related insurance), and (ii) in coordination with the Nominating and Governance Committee of the Board, the Company's director and officer insurance programs.
14. Oversee the Company's programs, policies and procedures related to IT, cybersecurity and data protection and review and discuss with management, at least quarterly, the Company's cybersecurity, IT and data privacy risk assessments, controls, strategies, and

procedures, including any significant cyber incidents that have occurred or are reasonably likely to occur; and to review and discuss with management, on a regular basis, cybersecurity trends and emerging IT threats, if any.

15. Evaluate the cooperation received by the Auditors during their audit examination, including a review with the Auditors of any difficulties or problems with the audit or any restrictions on the scope of their activities or access to required records, data and information.

Internal Audit

16. Monitor and assess the performance of the Company's internal audit function ("Internal Audit"), including the review of the appointment or termination of the head of Internal Audit, the review of all significant reports prepared by Internal Audit personnel, and the oversight of management's action plans
17. Provide guidance and support to Internal Audit as needed and meet with the head of Internal Audit as the Committee deems appropriate.

Internal Controls and Compliance

18. Receive reports from and confer with management and the Auditors, as appropriate, regarding the scope, adequacy and effectiveness of internal control over financial reporting including significant deficiencies or material weaknesses and any fraud, whether or not material, that includes management or other employees who have any significant role in the Company's internal control over financial reporting and any significant changes in internal controls or other factors that could significantly affect internal controls.
19. Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
20. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company, including (i) violations of law or the Company's Code of Conduct, in coordination with the Board's Nominating and Governance Committee; (ii) regarding accounting, internal accounting controls, auditing and federal securities law matters and (3) the confidential and anonymous submission by employees of concerns regarding accounting, internal accounting controls, auditing and federal securities law matters, and establish such procedures as the Committee may deem appropriate for the receipt, retention and treatment of complaints received by the Company with respect to any other matters that may be directed to the Committee for review and assessment.
21. As to any regarding accounting, internal accounting controls, auditing and federal securities law matters or otherwise upon the referral of the Board's Nominating and Governance Committee, (i) oversee management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws, (ii) at least annually, meet with the Enterprise Compliance Officer to review the implementation and effectiveness of the Company's Compliance and Ethics Plan and

Code of Conduct, as amended from time to time, and (iii) review any material correspondence, reports or inquiries from regulatory or governmental agencies.

22. To review with counsel, the Auditors, the Nominating and Governance Committee of the Board and/or management, as appropriate, any significant regulatory, legal, compliance, or accounting initiatives or matters that may have a material impact on the Company's financial statements, if, in the judgment of the Committee, such review is necessary or appropriate.

Other Matters

23. Periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules, review and, if applicable, approve related person transactions and provide oversight of other related-person transactions governed by applicable accounting standards.
24. Review, and recommend to the Board where appropriate, management's proposals concerning the Company's capital structure and capital allocation priorities, including with respect to investments, capital markets activities, share repurchases, leverage and liquidity levels and dividends.
25. To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
26. To prepare and approve the audit committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
27. With respect to the Company's financial accounting and reporting processes, data, controls or other matters that could have a material impact on the Company's financial statements or reporting obligations, or otherwise upon the referral of the Board's Nominating and Governance Committee, to oversee (i) the Company's corporate responsibility programs relating to the governance of sustainability and other material related matters, and (ii) the Company's strategies, initiatives, risks, opportunities, and related reporting obligations with respect to the governance of sustainability and other material related matters.
28. Conduct an annual evaluation of the performance of the Committee.
29. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
30. To review and discuss with the Auditors any other matters required to be discussed by PCAOB Auditing Standards No. 1301, Communications with Audit Committees.

With respect to these responsibilities, and to minimize administrative burdens, the Committee will work with management to define adequate thresholds below which approval for some of these activities and associated matters can be delegated to management without direct Committee

involvement, to the extent permitted under applicable laws, rules and regulations.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of NASDAQ applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.