



## **Charter of the Compensation Committee** (As revised April 29, 2025)

### **PURPOSE AND POLICY**

The primary purpose of the Compensation 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 (i) fulfilling its responsibilities in formulating, evaluating and approving the compensation of the Chief Executive Officer of the Company (the “CEO”) and the Company’s other officers (the “Officers,” which for purposes of this Charter excludes the CEO and otherwise has the meaning given to such term in Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”)) and members of the Board, (ii) overseeing all employee compensation programs (including retirement benefits), and (iii) fulfilling the other responsibilities set forth in this Charter. 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.

### **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 set forth in the NASDAQ rules (including Rules 5605(a)(2) and 5605(d)(2), NASDAQ Listing Rules) and the Securities and Exchange Commission (“SEC”) rules (including Rule 10C-1(b) under the Exchange Act), and (ii) qualify as a “non-employee director” within the meaning of Rule 16b-3 (“Rule 16b-3”) under the Exchange Act (collectively, the “Independent Director Requirements”).

If any member of the Committee shall not satisfy the requirements of a “non-employee director” for purposes of Rule 16b-3, the Committee shall delegate to the Board or to a subcommittee of the Committee consisting of at least two members, each of whom satisfies the requirements of a “non-employee director” for purposes of Rule 16b-3, all approvals, certifications and administrative and other determinations with respect to equity-based compensation intended to satisfy the exception provided under Rule 16b-3, and the Board or such subcommittee shall have the full authority of the Committee with respect to such matters.

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 with or without cause 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 Independent Director 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.

## **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 may hold executive sessions at which no members of management of the company are present.

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, 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, including any compensation consultant, subject to the independence assessment required by the listing standards of NASDAQ. 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. Prior to selecting, or receiving advice from, outside legal counsel, a consultant or other advisor, the Committee will take into consideration the independence factors specified in Rule 10C-1(b)(4) under the Exchange Act, and NASDAQ Listing Rule 5605(d)(3)(D). 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 Company's independent 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:

### ***Compensation Practices***

1. Establish the Company's overall compensation philosophy goals and objectives and oversee the development and implementation of compensation programs and policies.
2. Review, discuss and report to the Board regarding incentive compensation policies and practices and risks related to the Company's compensation programs (i) to confirm that incentive compensation programs do not encourage risk taking that could be reasonably likely to have a material adverse effect on the Company, (ii) to analyze at least annually the relationship between risk management policies and practices and compensation, and (iii) to evaluate compensation policies and practices that could mitigate any such risk.
3. Review and approve goals and objectives relevant to the compensation of the CEO, review and evaluate CEO performance in light of those goals and objectives, and recommend CEO compensation to the Board.
4. Oversee the evaluation of the Officers and recommend to the Board the compensation of such Officers based upon the recommendation of the CEO.
5. Approve the terms and grant of equity awards to the CEO and Officers based on the foregoing evaluations.
6. Review the form and amount of non-employee director compensation for service on the Board and Board committees as the Committee shall deem necessary and to recommend any changes to the Board.
7. Approve cash incentives and deferred compensation plans for the CEO and the Officers (including any modification to such plans) and oversee the performance objectives and funding for such plans.
8. Review, approve, and amend or modify, the terms of other employee compensation programs and benefit plans (including retirement benefits) as appropriate.
9. In consultation with Company management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs.
10. Approve the form of employment contracts, severance arrangements, change in control provisions and other compensatory arrangements with current or prospective Officers

including any material amendments thereto.

### ***Compensation Policies and Compliance***

11. Review and approve the implementation or revision of any clawback policy allowing the company to recoup compensation paid to executive officers and other employees, and administer any such clawback policy.
12. Approve and administer compensation programs and grants involving the use of the Company's stock and other equity securities, including the administration of the Company's Stock Incentive Plans.
13. Review levels of executive officer and director stock ownership with respect to expectations set forth in the Company's stock ownership policy.
14. At least annually, evaluate whether any Committee advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

### ***Compensation Disclosure and Stockholder Matters***

15. Review and discuss with management the Compensation Discussion and Analysis and related disclosures that SEC rules require to be included in the Company's proxy statement in connection with the Company's annual meeting of stockholders and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
16. Review and consider the results of the company's most recent advisory vote on executive compensation ("Say on Pay"), or the frequency thereof, if any.
17. Review and consider any other feedback garnered through the Company's ongoing stockholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the company should respond to Say on Pay vote outcomes and other stockholder feedback.

### ***Other Matters***

18. Conduct an annual evaluation of the performance of the Committee.
19. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
20. 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.
21. Perform such other functions and have such other powers as may be assigned to the

Committee by the Board, or as may be necessary or appropriate in the efficient and lawful discharge of the foregoing responsibilities, consistent with the Company's bylaws, and applicable laws and regulations.

To the extent that any of the above responsibilities involve the compensation of the CEO, the CEO shall not be present during any voting or deliberations of the Committee in respect thereof.

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; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally).

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.