



Charter of the Nominating and Governance Committee (As revised April 29, 2025)

PURPOSES AND POLICY

The primary purposes of the Nominating and Governance 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 developing and recommending to the Board corporate governance policies for the Company, establishing criteria for selecting new directors, identifying, screening and recruiting new directors, and providing relevant input regarding any related matters required by the Delaware corporate laws, the U.S. federal securities laws and the listing standards and rules of the Nasdaq Stock Market (“NASDAQ”). In furtherance of the foregoing, the Committee will select nominees for directors and recommend directors for committee membership to the Board. The Committee shall also provide oversight assistance in connection with the Company’s legal and regulatory compliance programs as established by management and the Board, other than with respect to accounting, internal accounting controls, auditing and federal securities law matters, which shall be referred to the Board’s Audit Committee. 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 be an Independent Director (as defined in the Company’s Corporate Governance Guidelines) and shall satisfy the independence requirements of NASDAQ and any rules or regulations promulgated by the Securities and Exchange Commission (the “SEC”) applicable to Committee members as in effect from time to time (including NASDAQ rule 5605(e)) (collectively, the “Independent Director Requirements”), or otherwise qualify for an exemption existing under NASDAQ’s corporate governance standards.

The Committee members, including the Chairperson of the Committee, shall be appointed by and serve at the discretion 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 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.

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 search firm used to identify director candidates. 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 the member's responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants 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 AND DUTIES

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

Selection of Director Nominees and Committee Membership

1. Determine what types of qualities, skills, and other expertise are needed to help strengthen and balance the Board and establish criteria, to be approved by the Board, for selecting new directors. Such criteria shall encompass the Company's business and strategy at the time, shall take into account the current composition of the Board, and shall consider issues of character, integrity, judgment, and diversity of experience and background.
2. Identify and screen individuals who are qualified to become members of the Board, consistent with the criteria approved by the Board and the guidelines set forth herein.
3. Conduct background and qualifications checks of persons it wishes to recommend to the Board as candidates or to fill vacancies.
4. Annually review and assess director performance, including the qualifications, contributions and independence of incumbent directors, prior to re-nomination of directors for election.
5. Assist the Board in overseeing the Company's stockholder engagement efforts.
6. Establish and periodically review procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders and the review of communications received from stockholders.
7. Review and consider potential Board candidates who may be suggested by directors, executive officers or stockholders of the Company from time to time.
8. Review and make recommendations to the Board regarding proposals submitted by stockholders that relate to corporate governance matters, corporate responsibility, and director nominations.
9. Recommend to the Board the slate of nominees of directors to be proposed for election by the stockholders and recommend to the Board individuals to be considered by the Board to fill vacancies.
10. In the event an incumbent director does not receive a majority of the votes cast in an uncontested election, recommend to the Board whether to accept or reject any resignation of such incumbent director or whether action should be taken.
11. Recommend to the Board those directors to be selected for membership on and as Chairpersons the various Board committees.

Develop and Implement Policies Regarding Corporate Governance and Compliance Matters

1. Periodically review and recommend to the Board policies to enhance the Board's effectiveness, including with respect to the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
2. Develop and annually review periodically the Corporate Governance Guidelines to ensure that they are appropriate for the Company and that policies of the Company comply with

applicable laws, regulations, listing standards, and the Company Code of Conduct, and recommend any desirable changes to the Board.

3. Maintain and recommend to the Board from time-to-time appropriate changes to the Company's Code of Conduct applicable to directors, officers, and employees.
4. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company relating to violations of law or the Company's Code of Conduct, in coordination with the Board's Audit Committee
5. Make recommendations with respect to the appointment of an Enterprise Compliance Officer to monitor and address compliance issues with respect to the Company's Code of Conduct and prepare periodic reports thereon.
6. Consider other corporate governance issues that may arise from time to time and recommend appropriate actions to the Board.
7. Review directorships in other public companies held by or offered to directors and senior officers of the Company for compliance with the limitations set forth in the Corporate Governance Guidelines.
8. Review the qualifications of any incumbent director who has a change in principal occupation and make a recommendation to the Board regarding the continued appropriateness of Board membership under the new circumstances.
9. Review and discuss with management the Company's director and officer insurance programs in coordination with the Audit Committee of the Board.
10. Other than as to accounting, internal accounting controls, auditing and federal securities law matters, which shall be referred to the Board's Audit 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.
11. Other than with respect to the Company's financial accounting and reporting processes or other matters that could have a material impact on the Company's financial statements or reporting obligations, which shall be overseen by the Board's Audit 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, including, in each case, with respect to communications with investors and other stakeholders regarding these matters.

12. To review with counsel, the Auditors, the Audit 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 Audit Committee of the Board, such review is necessary or appropriate.

Evaluation of the Board

1. Oversee appropriate performance reviews for the Board as a whole, its committees and the directors generally, including overseeing the Board's annual self-evaluation.
2. Maintain an orientation program for new directors and continuing education programs for directors.

Succession Planning and Other Matters

1. Make recommendations to the Board with respect to the appointment of officers and potential successors for key management positions, including the Chief Executive Officer. In making such recommendations, the Committee shall consider issues of character, integrity, judgment, and the Company's strategic objectives.
2. Conduct an annual evaluation of the performance of the Committee.
3. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
4. 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.
5. Provide guidance and recommendations to the Board regarding current and emerging ESG and public or social policy issues and developments.
6. 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.

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.

