

MOLINA HEALTHCARE, INC.

TECHNOLOGY AND CYBERSECURITY COMMITTEE CHARTER

PURPOSE

The Technology and Cybersecurity Committee (the “Committee”) is an advisory and oversight committee of the Board of Directors of Molina Healthcare, Inc. (the “Board”). The Committee’s primary duties and responsibilities shall include but not be limited to the following:

- Enhancing the Board’s understanding and oversight of the systems (i.e., policies, controls and procedures) that management has put in place to (i) identify, manage and mitigate risks related to cybersecurity, privacy, and disaster recovery; (ii) respond to incidents with respect thereto; and (iii) protect critical infrastructure assets.
- Providing a forum to review, evaluate, monitor, and provide feedback on technology related matters, including but not limited to strategies, objectives, capabilities, initiatives, and policies.
- Performing such other tasks related to the oversight of the Company’s technology and cybersecurity functions as the Board may delegate to the Committee from time to time.

COMPOSITION AND QUALIFICATIONS

The Committee shall be comprised of two or more Directors, as determined from time to time by the Board, and up to three members of the Company’s management team, as selected by a majority vote of the Director members of the Committee. Director members of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee. The Board shall designate one of the Director members of the Committee as its chairperson. The Board may, by majority vote, remove Director members of the Committee and the Director members of the Committee by majority vote may remove management members of the Committee.

RESPONSIBILITIES AND DUTIES

The Committee’s duties and responsibilities shall include, without limitation, the following:

1. Meet at least semi-annually with the Company’s Chief Information Officer and the Company’s Chief Security Officer to discuss technology risks, programs, activities, opportunities, and developments.
2. Work with senior management to understand the Company’s cybersecurity risks, including the potential likelihood, frequency, and severity of cyberattacks and data breaches.
3. Discuss the Company’s technology and cybersecurity policies as to risk assessment and risk management, including the review of the guidelines and policies established by the Company to assess, monitor, and mitigate the Company’s significant technology risk exposures.

4. Oversee activities related to cyber risks, such as reviewing adequacy of the cyber risk budget, assessing security programs and top-level policies; assessing roles, responsibilities, and reporting relationships for privacy and security issues; and ensuring development and adequacy of an incident response plan and adequacy of resources to respond to a breach.
5. Review significant cybersecurity and technology investments and expenditures and make recommendations, where appropriate.
6. Receive, as and when appropriate, reports, and recommendations from management regarding, among other things, breaches, technology initiatives, impacts, trends, cybersecurity, and IT risks.
7. Make such recommendations to the Board and management with respect to any of the above and other matters as the Committee deems necessary or appropriate.

MEETINGS

The Committee shall meet at least two times annually or more frequently if circumstances warrant, at such times and places as the Committee determines. At least one meeting each year shall be conducted in person. Two of the members of the Committee, so long as at least one member is a Director, shall constitute a quorum. A majority of the Board members present may decide any question brought before the Committee. An executive session, attended by the Board members of the Committee in attendance, shall be held following each meeting.

REPORTING

The chairperson of the Committee shall report the recommendations, deliberations, and actions of the Committee at the meetings of the Board and on such other additional occasions as deemed appropriate by the chairperson.

OUTSIDE ADVISERS

The Committee shall have the authority to retain or obtain the advice of one or more consultants, independent legal counsel, or other advisers. The Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of any such advisers retained by the Committee. In addition, the Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such advisers retained by the Committee.

The Committee's responsibilities and powers as delegated by the Board are set forth in this Charter. The Committee relies to a significant extent on the information and advice provided by management and independent advisors.