

MOLINA HEALTHCARE, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSES

The Corporate Governance and Nominating Committee's purposes include, but are not limited to:

- Identifying and recommending qualified nominees for election to the Company's Board of Directors (the "Board") and its committees, consistent with criteria approved by the Board.
- Developing and overseeing the Company's corporate governance processes, including overseeing the evaluation of the Board.
- Assisting the Board in fulfilling its oversight responsibilities with regard to health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company (collectively, "Public Policy Matters").

COMPOSITION AND QUALIFICATIONS

The Corporate Governance and Nominating Committee shall be appointed by the Board and shall be comprised of three or more Directors (as determined from time to time by the Board), each of whom shall be an "independent" director pursuant to the requirements of the New York Stock Exchange and any additional requirements that the Board deems appropriate. The Board shall designate one of the members of the Corporate Governance and Nominating Committee as its chairperson. The Board may, by majority vote, remove members of the Corporate Governance and Nominating Committee.

POWERS, RESPONSIBILITIES AND DUTIES

The Corporate Governance and Nominating Committee's powers, responsibilities and duties include, but are not limited to:

1. Corporate Governance

General

- Recommending to the Board ways to improve communications and relations with the Company's stockholders.
- Considering matters of corporate governance and conducting annual reviews of the Company's Corporate Governance Guidelines, and the Company's Code of Business Conduct and Ethics, and submitting any recommended changes to the Board for consideration and, if deemed appropriate, approval.

- Overseeing the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.
- Overseeing the Company's strategy, practices, policies and management of risks related to Public Policy Matters, and, if appropriate, making recommendations to the Board regarding the same.
- Providing regular reports of its activities to the Board.
- Developing and recommending to the Board for approval a Company policy for the review and approval of related party transactions and reviewing, approving, and overseeing any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related party transaction approval policy.
- Having authority to form, and where legally permissible delegating authority to, a subcommittee of the Corporate Governance and Nominating Committee.
- Periodically reviewing its charter and recommending to the Board any changes it deems necessary or advisable.

Board Oversight

- Establishing evaluation criteria for the annual evaluation of the Board and recommending to the Board ways to improve effectiveness in the corporate governance of the Company.
- Establishing evaluation criteria for reviews of each Director and evaluating each Director's performance, if such reviews are conducted.
- Monitoring the functions of the committees of the Board and establishing evaluation criteria and causing to be conducted annual evaluations of each committee's performance and contributions to the Company, including an annual performance evaluation of the Corporate Governance and Nominating Committee itself.
- Developing programs for continuing education for all Directors and for the orientation of new Directors.
- Evaluating each request for a waiver of the application of the Company's Code of Business Conduct and Ethics and reporting the Corporate Governance and Nominating Committee's findings and recommendations to the full Board.

- Considering questions of possible conflicts of interest of Directors and of the Company's "officers"¹ ("Section 16 Officers"), and resolving these issues with respect to Directors and Section 16 Officers.
- Evaluating the independence of Directors who experience a material change in employment circumstances.
- Making recommendations to the Board regarding the size and composition of the Board.
- Determining, in its discretion on a case-by-case basis, whether a Director's service on the Board is not impaired by serving on more than two other public company boards, and if so waiving the requirement that a Director may not hold more than two (2) directorships of public companies in addition to the Company.

Nomination of Officers

- Nominating officers for election by the Board.

2. Nomination of Directors

- Determining the qualifications, qualities, skills, and other expertise required to be a director, and developing and recommending to the Board for its approval, criteria to be considered in selecting nominees for director (the "Director Criteria").
- Identifying, screening, and recommending qualified individuals to fill new positions on the Board, consistent with the Director Criteria.
- Reviewing Director candidates recommended by a Board member, the Chief Executive Officer, the stockholders of the Company, or an independent adviser retained by the Corporate Governance and Nominating Committee or the Board for that purpose.
- Recommending Director nominees for selection by the Board for election at the next annual meeting of stockholders.
- Recommending Director nominees for appointment to committees of the Board and/or committee chair positions.
- Assessing the appropriate balance of skills and characteristics required of directors.

¹ 1 As defined in 17 CFR 240.16a-1(f).

MEETINGS AND ACTION BY WRITTEN CONSENT

The Corporate Governance and Nominating Committee shall meet at least two times annually or more frequently if circumstances dictate. A majority of the members of the Corporate Governance and Nominating Committee shall constitute a quorum. A majority of the members present shall decide any question brought before the Corporate Governance and Nominating Committee. At the discretion of the Corporate Governance and Nominating Committee, the non-voting management liaison to the Corporate Governance and Nominating Committee designated by the Board shall attend Corporate Governance and Nominating Committee meetings. The Corporate Governance and Nominating Committee may act outside of meetings by unanimous written consent of its members.

OUTSIDE ADVISERS

The Corporate Governance and Nominating Committee, in its sole discretion, shall have the authority to engage a search firm to be used to identify director candidates, and to retain or obtain the advice of one or more consultants, independent legal counsel or other advisers. The Corporate Governance and Nominating Committee shall be directly responsible for the appointment, compensation, retention, and oversight of the work of any such consultants, independent legal counsel, and advisers retained by the Corporate Governance and Nominating Committee. In addition, the Company shall provide appropriate funding, as determined by the Corporate Governance and Nominating Committee, for the payment of reasonable compensation to such advisers retained by the Corporate Governance and Nominating Committee.

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