

MOLINA HEALTHCARE, INC.

CORPORATE GOVERNANCE GUIDELINES

(As Amended April 30, 2025)

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Molina Healthcare, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board’s commitment to monitoring the effectiveness of policy and decision-making both at the Board and management level, and to enhancing stockholder value over the long term. These Guidelines are a statement of policy and are not intended to change or interpret any federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or Bylaws of the Company. These Guidelines are subject to periodic review by the Corporate Governance and Nominating Committee of the Board (the “Corporate Governance and Nominating Committee”) and to modification from time to time by the Board.

BOARD COMPOSITION

1. Selection of Chair of the Board

The Board shall be free to choose its Chair in any way that seems best for the Company at any given point in time, provided that the Chair shall be an independent director.

2. Size of the Board

The Board believes that it should generally have no fewer than seven and no more than eleven directors, subject to the provisions of the Company’s Certificate of Incorporation and Bylaws. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. All directors shall be elected for a one-year term expiring at the next annual meeting of stockholders.

3. Selection of New Directors

The entire Board shall be responsible for nominating candidates for election to the Board at the Company’s annual meeting of stockholders and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance and Nominating Committee is responsible for identifying, screening, and recommending candidates to the Board for election. When formulating its Board membership recommendations, the Corporate Governance and Nominating Committee shall also consider any advice and recommendations offered by the Chief Executive Officer, the stockholders of the Company, or any independent advisors the Corporate Governance and Nominating Committee may retain.

An orientation process for all new directors shall be maintained. This process shall include comprehensive background briefings on the Company and its business. In addition, continuing education information, materials, and opportunities shall be made available to all directors. The orientation and continuing education programs shall be the responsibility of the Chief Legal Officer.

4. Board Membership Criteria

Nominees for director shall be selected on the basis of broad experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties.

Board members are expected to rigorously prepare for, attend, and participate in all Board and applicable committee meetings.

Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the members' service as a director.

The Corporate Governance and Nominating Committee shall be responsible for assessing the appropriate mix of skills and characteristics represented on the Board.

Directors should reflect diverse viewpoints and perspectives, and possess a variety of skills, professional experience, and backgrounds, so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of the committees of the Board to fulfill their duties and/or to satisfy any independence or other requirements imposed by law, regulation, New York Stock Exchange listing standards and the Company's Bylaws and other corporate governance documents..

Significant time and energy are required to be a fully participating and effective member of the Board. Therefore, a director may not hold more than two (2) directorships of public companies in addition to the Company. Prior to accepting any position on the board of directors of any public company, current directors should notify the Corporate Governance and Nominating Committee. In its discretion and on a case-by-case basis, the Corporate Governance and Nominating Committee may determine that a director's service on the Board is not impaired by serving on more than two other public company boards and thus may waive this requirement. Service on other boards, including on any committees thereof, should be consistent with the Company's conflict of interest policies.

5. Percentage of Independent Directors on Board

Independent directors shall constitute a majority of the Board.

6. Definition of Director Independence

In making its independence determinations, the Board shall observe all applicable requirements, including the corporate governance listing standards established by the New York Stock Exchange. Under the New York Stock Exchange listing standards applicable to the Company, no director of the Company qualifies as "independent" unless the Board affirmatively determines that the director has no material relationship with the Company, including its

consolidated subsidiaries, either as a director or as a partner, shareholder or officer of an organization that has a relationship with the Company. The Board shall review annually the relationships that each director has with the Company and shall carefully consider all relevant facts and circumstances in making an independence determination.

7. Chair of the Board

The Chair of the Board is the primary spokesperson for the Board. The Chair shall have the following duties and responsibilities:

- preside at all meetings of the Board (including executive sessions) and the stockholders;
- serve as the liaison between the Chief Executive Officer and the independent directors;
- approve meeting agendas, schedules, and materials for the Board;
- approve the quality, quantity, and timeliness of the information sent to the Board;
- have the authority to call meetings of the Board and independent directors;
- be available upon request, when appropriate for consultation and direct communication with major stockholders of the Company, in accordance with procedures developed by the Company and the Chair; and
- perform such other duties, and exercises such powers, as prescribed in the Bylaws of the Company or by the Board from time to time.

8. Vice-Chair of the Board

The Board may appoint a Vice-Chair of the Board. If the Board appoints a Vice-Chair, such Vice-Chair shall be an independent director. The Vice-Chair shall assist the Chair of the Board in performing his/her duties and responsibilities, and perform such other duties as may be prescribed by the Board from time to time. The Vice-Chair shall perform the responsibilities of the Chair of the Board during his/her absence or disability.

9. Board Service

. The Corporate Governance and Nominating Committee may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

10. Term Limits

To facilitate the addition of new directors to the Board, independent directors elected for the first time to the Board beginning with the Company's 2020 annual meeting of stockholders shall not stand for re-election after they have served on the Board for twelve years. The Board retains the right to waive this standard, in its discretion, on a case by case basis, as agreed upon by a majority of the Board (excluding the affected member(s)) and on recommendation from the Corporate Governance and Nominating Committee, if it determines that doing so is in the best interest of the Company.

11. Board Compensation

The Company's employees shall not receive additional compensation for their service as directors. Director compensation shall be reviewed annually as determined by the Compensation Committee.

The Company believes that compensation for non-employee directors should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. Further, the Company believes is in the best interest of its stockholders that a portion of annual director compensation be paid in Company stock.

12. Evaluation of Board

Each year the Board shall conduct a self-evaluation. The Corporate Governance and Nominating Committee shall be responsible for establishing the criteria and implementing the process for that evaluation.

13. Evaluation of Committees of the Board

The Corporate Governance and Nominating Committee shall each year cause to be conducted a review of each Board committee's performance and contribution to the Company. The Corporate Governance and Nominating Committee shall be responsible for establishing the criteria and implementing the process for those evaluations.

14. Evaluation of Directors

The Corporate Governance and Nominating Committee shall be responsible for establishing the evaluation criteria and implementing the director evaluation process.

15. Board Contact with Management and Independent Advisors

Board members shall have complete access to management. Board members shall use sound business judgment to ensure that such contact is not distracting, and, if in writing, shall be copied to the Chief Executive Officer and the Chair of the Board.

Furthermore, the Board and its committees encourage management, from time to time, to bring employees into Board and/or committee meetings who: (a) can provide additional insight concerning the items being discussed because of personal involvement and/or expertise in these areas; (b) represent significant aspects of the Company's business; (c) assure the Board of exposure to employees with future potential to assure adequate plans for management succession within the Company; and provide the Board with continuing education respecting the Company.

The Board may retain independent advisors necessary for the performance of its duties to the Company.

16. Board Interaction with Institutional Investors and Press

The Board believes that management generally should speak for the Company, consistent with all regulations governing such communications and with common sense. Unless otherwise agreed to or requested by the Chair of the Board, each director shall refer all inquiries from institutional investors and the press to designated members of senior management or to the Chair of the Board.

BOARD MEETINGS

17. Frequency of Meetings

There shall be at least four regularly scheduled meetings of the Board each year. It is the responsibility of the Directors to attend and prepare for the meetings.

18. Strategic Planning

The Board shall discuss long-range strategic planning at least once per calendar year.

19. Executive Sessions

The Board's policy is to have a separate meeting time for the independent directors regularly scheduled at least twice a year during the regularly scheduled Board meetings. The Chair will preside over all executive sessions.

20. Board Materials Distributed in Advance

Information and data are important to the Board's understanding of the business and essential to prepare Board members for productive meetings. Presentation materials relevant to each meeting shall be distributed in writing to the Board and where possible at least 5 days in advance of the meeting unless doing so would compromise the confidentiality of competitive information. In the event of a pressing need for the Board to meet on short notice, it is recognized that written materials may not be available in advance of the meeting. Management shall make every effort to provide presentation materials that are brief and to the point, yet communicate the essential information.

COMMITTEE MATTERS

21. Number and Names of Board Committees

The Company shall have five standing committees: Audit, Corporate Governance and Nominating, Compensation, Compliance and Quality, and Finance. Each committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. The Board may form a new committee or disband a current committee depending on circumstances.

22. Independence of Audit, Corporate Governance and Nominating, and Compensation Committees

Each of the Audit Committee, Corporate Governance and Nominating Committee, and Compensation Committee shall be composed entirely of independent directors.

23. Assignment of Committee Members

The Corporate Governance and Nominating Committee shall be responsible, after consultation with the Chair of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Corporate Governance and Nominating Committee's recommendations, the Board shall be responsible for appointing the chairs and members to the committees on an annual basis.

24. Governance Review by Committees

Each Board committee shall periodically review its charter and recommend to the Board any changes it deems necessary or advisable. In addition, each Board committee shall annually review these Guidelines and recommend to the full Board any changes the committee believes necessary or advisable.

LEADERSHIP DEVELOPMENT

25. Succession Planning

The Company understands the importance of succession planning. Therefore, the Board, in consultation with the Chief Executive Officer, shall analyze the current senior management, identify possible successors to management, and develop a succession plan. The plan shall include policies and principles for Chief Executive Officer selection and succession in the event of an emergency or the retirement of the Chief Executive Officer.

CONFLICTS OF INTEREST

26. Procedures for Interested Directors

If a director, directly or indirectly, has a financial or personal interest in a contract or transaction to which the Company is to be a party, or is contemplating entering into a transaction that involves use of corporate assets or competition against the Company, the director may be considered to be interested in the matter. The director should contact the Chief Executive Officer, the Corporate Secretary, or the Chair of the Corporate Governance and Nominating Committee. The director's involvement or interest shall be reviewed by the Company's Chief Legal Officer, and then referred for resolution to the Corporate Governance and Nominating Committee. The decision of the Corporate Governance and Nominating Committee on all matters of "interest" shall be final.