

MOLINA HEALTHCARE, INC.

FINANCE COMMITTEE CHARTER

PURPOSE

The purposes of the Finance Committee (the “Committee”) shall include, but not be limited to:

- Assisting the Company’s Board of Directors (the “Board”) in fulfilling its responsibilities to monitor and oversee the Company’s financial affairs with respect to the Company’s capital structure, investments, and transactions, as well as capital and financing plans, policies, and requirements.
- Evaluating and approving certain financial proposals, plans, strategies, transactions, and other initiatives as requested by the Board or Company management.
- Reviewing, assessing, and approving certain agreements, documents, filings, and actions related to, executed in connection with, or deemed by the Committee to be necessary or advisable in connection with the foregoing.

COMPOSITION AND QUALIFICATIONS

The members and chairman of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee. The Committee 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, a “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and shall satisfy any additional requirements that the Board deems appropriate. The Board may, by majority vote, remove members of the Committee.

RESPONSIBILITIES AND DUTIES

Except as provided below under “Limitations on Powers,” the Committee shall have and exercise all the powers and authority of the Board with respect to the following matters:

1. Capital Transactions.

- Review and, as deemed appropriate, approve certain proposed transactions designed to further the Company’s business and strategic goals, including, without limitation: (i) a merger, acquisition, joint venture, or disposition involving the Company’s business that is individually in an amount or value in excess of \$25 million; and (ii) any public or private issuance of the Company’s securities including, without limitation, financings, re-financings, public and private equity and debt security offerings, exchange offers, and other acquisition, disposition and financing transactions involving the Company’s equity and debt securities (each, a “Capital Transaction” and, collectively, “Capital Transactions”).

- Serve as the “Pricing Committee” as necessary in connection with a Capital Transaction.
- Review and, as deemed appropriate, approve appropriate authority levels for various officials of the Company with respect to Capital Transactions and similar types of transactions that do not meet the threshold value or amount to constitute a Capital Transaction.

2. **Capital Plan and Related Activities.**

- Review and approve the Company’s capital plan as part of the Company’s annual operating and financial plan, and make recommendations to management regarding the development and execution thereof. In connection with such review and approval, the Committee shall:
 - Review the capital structure and financing requirements of the Company as well as the Company’s debt ratings and bank credit arrangements. As deemed appropriate, approve actions to be taken with respect to the liquidity needs of the Company, including any agreements relating thereto.
 - Provide advice and guidance on the sources and uses of the Company’s available capital, including, without limitation, the Company’s investment portfolio and the invested asset guidelines, asset classes, and duration thereof.
 - Review information about uncertainties around projections of capital needs or limitations within the Company’s capital planning process. Review and approve mitigating steps to address capital planning process weaknesses.
 - Periodically review the Company’s plans for share repurchase and dividends, and approve any share repurchase or dividend programs deemed necessary or advisable by the Committee.
 - Review and approve proposed capital expenditures and long term capital commitments (each, including contracts to outsource major Company functions, a “Capital Expenditure” and, collectively, “Capital Expenditures”) that are outside of the ordinary course of business, and that are individually in an amount or value in excess of \$25 million.

3. **Additional Responsibilities and Duties.**

- Perform all other duties and responsibilities delegated to the Committee by the Board.

MEETINGS AND ACTION BY WRITTEN CONSENT

The Committee shall meet as often as it deems necessary to fulfill its responsibilities. A majority of the Directors then serving on the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for transaction of business by the Committee.

The vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. The Committee, at its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information, as necessary. The Committee may act outside of meetings by unanimous written consent of its members.

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 consultants, independent legal counsel, and other advisers retained by the Committee.

LIMITATIONS ON POWERS

Notwithstanding anything in this Finance Committee Charter to the contrary, the Committee shall have no power or authority with respect to any of the following:

1. Except in its capacity as the “Pricing Committee,” approving a Capital Transaction, a Capital Expenditure, or a series of related Capital Transactions or Capital Expenditures, that exceed \$75 million;
2. Adopting an agreement of merger or consolidation involving the Company;
3. Recommending to the stockholders of the Company the sale, lease or exchange of all or substantially all of the property and assets of the Company;
4. Recommending to the stockholders of the Company a dissolution of the Company or a revocation of a dissolution; or
5. Taking any action related to the approval or determination in connection with any business combination that requires the Company to seek the approval of its stockholders.

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