

Effective March 20, 2024

INNOVAGE HOLDING CORP.

QUALITY AND COMPLIANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Quality and Compliance Committee (the “Quality and Compliance Committee”) of the board of directors (the “Board”) of InnovAge Holding Corp., (the “Company”) is to:

- assist the Board in its oversight of the Company’s compliance with applicable legal and regulatory requirements, including, but not limited to, those regarding healthcare compliance. The Audit Committee of the Board shall have sole oversight over matters of financial compliance (e.g. accounting, auditing, financial reporting and investor disclosures) and information security and privacy, and the Compensation, Nominating and Governance Committee of the Board shall have sole oversight over matters relating to workplace policies and practices (e.g., recruitment, retention and development and diversity and inclusion) and workplace misconduct. As to all other areas of compliance and quality (“Healthcare and Quality Compliance”), the Quality and Compliance Committee shall have oversight responsibility in the first instance, with a primary focus on health care compliance and quality program activities;
- be generally knowledgeable about compliance issues facing the Company, including the review of new developments and current and emerging trends relating to Healthcare and Quality Compliance that affect or could affect the Company;
- oversee the Company’s Quality Improvement Program as well as other Healthcare and Quality Compliance programs, and monitor their performance; and
- provide an avenue of communication among management, the Company’s Healthcare and Quality Compliance functions and the Board.

MEMBERSHIP

Size: The Quality and Compliance Committee shall consist of two or more members of the Board.

Independence: At least one member of the Quality and Compliance Committee shall meet the criteria for independence as defined by the rules of Nasdaq.

Appointment/Term/Removal: Subject to the terms and conditions of the Director Nomination Agreement entered into by and among the Company and the Sponsors (as defined therein), entered into on March 3, 2021 (the “Director Nomination Agreement”), the members of the Quality and Compliance Committee shall be appointed by the Board based on recommendations from the Compensation, Nominating and Governance Committee. The members of the Quality and Compliance Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Quality and Compliance

Committee at any time with or without cause. At least one member of the Quality and Compliance Committee shall serve concurrently on the Audit Committee of the Board.

STRUCTURE AND OPERATIONS

Leadership: Subject to the terms and conditions of the Director Nomination Agreement, the Board shall designate one member of the Quality and Compliance Committee as the chairperson based on recommendations of the Compensation, Nominating and Governance Committee.

Meetings: The Quality and Compliance Committee shall meet at least twice a year at such times and places as it deems necessary to fulfill its responsibilities. The agenda for Quality and Compliance Committee meetings will be prepared by management in consultation with the Quality and Compliance Committee members. The Quality and Compliance Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Quality and Compliance Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

The Quality and Compliance Committee may meet in executive session outside the presence of the Company's executive officers. The Quality and Compliance Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Quality and Compliance Committee, including the non-voting management liaison to the Quality and Compliance Committee designated by the Board, if any, attend any meeting of the Quality and Compliance Committee to provide such information as the Quality and Compliance Committee requests. The Quality and Compliance Committee and the Audit Committee shall meet jointly at least once per year to review the major Healthcare and Quality Compliance matters, including (i) the overall state of compliance; (ii) significant legal or regulatory exposures; (iii) material reports or inquiries from regulators regarding compliance or quality; and (iv) the annual Quality Improvement Plan.

Onboarding / Education: The Company will provide new members of the Quality and Compliance Committee with appropriate onboarding briefings, and the full Quality and Compliance Committee with educational resources and opportunities related to Healthcare and Quality Compliance and other matters may be appropriate or requested by the Quality and Compliance Committee.

Outside Advisors: The Quality and Compliance Committee shall have the authority, in its sole discretion, to retain and terminate a consultant, outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Quality and Compliance Committee shall not be required to implement or act consistently with the advice or recommendations of the consultant, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Quality and Compliance Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Quality and Compliance Committee shall set the compensation and retention terms and oversee the work of the consultant, outside legal counsel or any other advisors. Any communications between the Quality and Compliance Committee and its outside legal counsel will be privileged communications.

Funding: The Quality and Compliance Committee shall receive appropriate funding from the Company, as determined by the Quality and Compliance Committee in its capacity as a committee of the Board, for the payment of compensation to any consultant, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Quality and Compliance Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: Subject to the terms and conditions of the Director Nomination Agreement, the Quality and Compliance Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Quality and Compliance Committee may deem appropriate in its sole discretion, so long as any such committee has at least one independent directors and has a written charter.

Books and Records: The Quality and Compliance Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The Quality and Compliance Committee shall have the following authority and responsibilities:

- ensure proper communication of significant Healthcare and Quality Compliance issues to the Board;
- review significant Healthcare and Quality Compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
- monitor the effectiveness of the Company's Healthcare and Quality Compliance program, recommend improvements as necessary or appropriate and periodically evaluate such compliance program resource allocation and effectiveness;
- review management's process for evaluating and responding to identified violations of the Company's Healthcare and Quality Compliance Policies, as well as applicable federal and state laws;
- meet at least twice a year with the Company's Corporate Compliance Officer to discuss Healthcare and Quality Compliance program activities;
- oversee and receive reports on the procedures by which employees, consultants, contractors, participants and others are encouraged to communicate any potential Healthcare and Quality Compliance concerns to the Company and conduct any investigation appropriate to fulfill the Company's responsibilities;
- monitor the effectiveness of the Company's Quality Improvement Program and annually recommend and approve the Quality Improvement Plan and other quality activities as necessary or appropriate and periodically evaluate such Quality Program resource allocation and effectiveness;

- annually review and assess the effectiveness and the adequacy of the reporting and information flows the Quality and Compliance Committee is receiving, and make such changes as are necessary to maintain and enhance its effectiveness;
- perform such other activities from time to time as are consistent with this Charter, the Company's Bylaws and applicable laws as delegated by the Board relating to Healthcare and Quality Compliance;
- conduct an annual evaluation of the performance of its duties under this Charter in such manner as the Quality and Compliance Committee deems appropriate, and to present the results of such evaluation to the Board; and
- review this Charter at least annually and recommend any proposed changes to the Board for approval.