

# CENTENE CORPORATION

## Charter of the Nominating and Governance Committee

### **1. Purpose**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors of Centene Corporation (the “Board”) to:

- assist the Board by identifying individuals qualified to become directors, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- lead the Board in its annual review of the Board’s performance; and
- recommend to the Board nominees for each Board committee.

### **2. Committee Membership**

The Committee shall consist of such number of directors as the Board shall from time to time determine, but in no event, shall it consist of less than 2 members. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Committee shall be “independent” as defined by such rules.

The compensation of the Committee members shall be as determined by the Board.

The members of the Committee shall be appointed and replaced by the Board, with or without cause.

### **3. Committee Authority and Responsibilities**

The Committee shall have the following authority and responsibilities, together with any additional authority or responsibilities delegated to the Committee by the Board from time to time:

- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board nominees for election as directors at the annual meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding

candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.

- The Board's criteria for selecting directors are set forth herein and in the Company's Corporate Governance Guidelines. The Board is responsible for approving such criteria. The Committee shall use such criteria and the principles set forth in such Guidelines to guide its director selection process. The Board believes that it is important to have Directors with various backgrounds, skills and perspectives in order to ensure that the Board has a wealth of experiences to inform its decisions.
- The Committee shall be responsible for reviewing with the Board, on an annual basis, a matrix of the experiences and skills of its existing members (the "Experience Matrix"). The Committee is tasked with analyzing the Experience Matrix, along with considerations of succession planning for Board leadership and considerations of diversity (including age, gender and ethnicity), in coming up with recommended criteria, priorities and strategies to be used in identifying and recruiting new Board members. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
- To deliberate and take such actions with respect to incumbent directors who fail to receive the required vote for re-election, including accepting or not accepting any previously tendered resignation on behalf of the Company or requesting that any such director submit his or her resignation to the Company, and taking such other actions as are contemplated by the Company's Corporate Governance Guidelines, unless the Board has established that an alternative committee take the foregoing actions.
- The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
- The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, at least annually review and reassess the adequacy of the Guidelines and recommend any proposed changes to the Board for approval.
- The Committee shall oversee an annual report review by the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy.
- The Committee shall review on an annual basis the diversity of individuals recruited from local communities to serve as directors on the governing boards of its regulated health plan subsidiaries.
- The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall make regular reports to the Board.

- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.