

BRIGHTSPRING HEALTH SERVICES, INC.

QUALITY

& COMPLIANCE AND GOVERNANCE COMMITTEE

OF THE BOARD OF DIRECTORS

CHARTER

Purpose

The purpose of the Quality & Compliance and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of BrightSpring Health Services, Inc. (the “Company”) is to review general internal control and risk management procedures and regulatory compliance programs (excluding financial and other matters which are subject to the oversight of the Audit Committee) and clinical/quality services and programs.

Composition

The Committee shall consist of three or more members of the Board, as determined and appointed by the Board. Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly elected and qualified, unless such member shall sooner resign or be removed, with or without cause, by the Board. The chairperson of the Committee shall be designated by the Board. In the absence of the chairperson, the Committee may select another member to preside by majority vote of the Committee membership. The Board may designate one or more members of the Board as alternate members of the Committee, who may replace any absent or disqualified member of the Committee at any meeting of the Committee.

Meetings and Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter but at least four times per year. Meetings of the Committee may be called by the Chairperson or any member of the Committee. The Chairperson of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. All meetings of the Committee may be held telephonically or by other means of remote communication. A majority of Committee members shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held at which a quorum is present, except as specifically provided herein. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Committee shall maintain minutes or other records of meetings and activities of the Committee which shall be filed with the books and records of the Company. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may, in its discretion, delegate any or all of its responsibilities to a subcommittee of the Committee.

Advisors

In carrying out its responsibilities, the Committee shall have the authority to appoint, oversee and terminate consultants, legal counsel or other advisers as the Committee may deem appropriate in its sole discretion. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its consultants, legal counsel or other advisers.

The Committee shall not be required to implement or act consistently with the advice or recommendations of its consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's employees, the Company's outside counsel or any other person, meet with any members of, or advisers to, the Committee.

Reports to the Board

The Committee will periodically report to the Board on any actions taken at its meetings or by unanimous written consent and will provide the Board with any recommendations and additional reports as are appropriate or requested by the Board.

Committee Powers, Authority, Duties and Responsibilities

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures, consistent with its purpose, as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other related responsibilities and duties delegated to it by the Board from time to time. Furthermore, while the Committee shall have the authority to carry out any of the following functions listed below, this Charter does not require that the Committee carry out any function that the Committee does not deem to be necessary or appropriate or that the Board determines to fulfill in its place.

- Assist the Board in its oversight of general internal control and risk management procedures, clinical/quality programs and regulatory compliance programs (excluding financial and other matters which are subject to the oversight of the Audit Committee).
- Assist the Audit Committee with its oversight of the Code of Ethics and Business Conduct (the "Code") and the Company's system to monitor adherence with and enforce the same.
- Review the process for communicating the Code to Company personnel, and for monitoring compliance therewith (provided that the Audit Committee shall retain enforcement authority in respect of the Company's directors and executive officers).

- Oversee the Company’s Hotline Reporting System (provided that the Audit Committee shall retain authority with respect to accounting, internal accounting controls or auditing matters, potential violations of the Code by directors and executive officers, and any alleged retaliation related to the foregoing).
- Assist the Board in monitoring the Company’s state of compliance by reviewing any adverse regulatory and investigative reports and corrective action plans (other than with respect to immaterial matters), material litigation, and significant legislative or regulatory changes.
- Prepare an annual review of the Company’s compliance program and policies for the Board.

Limitation on Committee’s Responsibilities

For the avoidance of doubt, the entire Board (and not this Committee) shall be responsible for any compliance or regulatory matter that is required by law, regulation, agreement or otherwise to be addressed by or to the entire Board.

Annual Performance Evaluation

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter, and review and reassess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: January 25, 2024
