

CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE OF ENHABIT, INC.

PURPOSE, OBJECTIVES AND RESPONSIBILITIES

The purpose and objectives of the Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Enhabit, Inc. (the “Company”) are to assist the Board in fulfilling its responsibilities to the Company and its stockholders, particularly with respect to the manner in which it conducts its stewardship of the Company, and to ensure the Board is properly constituted to fulfill such responsibilities and follows appropriate corporate governance principles and practices.

The specific responsibilities of the Committee are to:

- (a) review and make recommendations to the Board regarding the composition and size of the Board and assist the Board in determining the appropriate characteristics, skills and experience for the individual members of the Board and the Board as a whole;
- (b) create a process that will allow the Committee to identify and evaluate individuals qualified to become members of the Board, consistent with the criteria approved by the Board, including individuals proposed for consideration by the Company’s stockholders;
- (c) review the suitability for continued service as a director of each Board member when his or her terms expires, including considering such member’s past attendance at meetings and participation in, and contributions to, the activities of the Board, and recommend whether or not the director should be re-nominated;
- (d) recommend to the Board the nominees for membership on the Board to be submitted by the Board to the stockholders at each annual meeting of stockholders, taking into account the criteria for membership on the Board and other relevant factors to be considered as set forth in the Corporate Governance Guidelines (as defined below);
- (e) recommend to the Board candidates to fill vacancies on the Board and newly created positions on the Board resulting from any increase in the authorized number of Directors in the manner provided in the Company’s Bylaws;
- (f) develop and recommend to the Board a set of corporate governance principles applicable to the Company, which shall be consistent with applicable laws and listing standards (the “Corporate Governance Guidelines”). At a minimum, the Corporate Governance Guidelines shall address: (i) director qualification standards; (ii) director responsibilities; (iii) director access to management and, as necessary and appropriate, independent advisers; (iv) director compensation; (v) director orientation and continuing education; (vi) management succession; and (vii) annual performance evaluation of the Board;
- (g) periodically (and at least annually) review the Corporate Governance Guidelines to assure they are appropriate for the Company and comply with the requirements of the New York Stock Exchange or any exchange or market on which the Company’s stock is listed (the “Exchange”), and recommend to the Board such changes in the Corporate Governance Guidelines as the Committee deems necessary or advisable;

- (h) review proposed changes to the Company’s Certificate of Incorporation, Bylaws, Standards of Business Ethics and Conduct and other corporate governance policies (including this Charter) and recommend changes to the Board as necessary or advisable, and review and consider stockholder proposals that relate to corporate governance and recommend to the Board the Company’s response to such proposals;
 - (i) monitor the functioning of the committees of the Board and make recommendations to the Board regarding the composition of each standing committee of the Board, taking into account specific committee duties and responsibilities and the experience and qualifications of the proposed members, review annually committee assignments and the policy with respect to rotation of committee memberships and/or chairs, and report any recommendations to the Board;
 - (j) assist the Board in considering whether a transaction between a member of the Board and the Company presents an inappropriate conflict of interest and/or impairs the independence of any member of the Board and conduct a prior review of any such transactions and prohibit any such transaction if it determines it to be inconsistent with the interests of the company and its shareholders in accordance with the rules of the Exchange;
 - (k) oversee the evaluation of the Board and the management of the Company;
 - (l) perform an annual performance evaluation of the Committee and the members of the Committee;
 - (m) form succession plans for the Company’s officer positions at the senior management level and
- higher – taking into account the responsibilities, evaluations of performance by existing executive officers, experience, and qualifications of proposed candidates for those positions – and review such management succession planning with the Board on at least an annual basis;
 - (n) periodically (and at least annually) review the company’s political contributions, lobbying expenses and charitable donations;
 - (o) report to the Board on a regular basis, as determined by the Committee or the Board; and
 - (p) fulfill such other duties as may be specified in this Charter, including the evaluation duties specified below, and such other duties as may be delegated to it from time to time by the Board.
- The Committee will coordinate its effort with those of the other committees in areas in which the responsibilities of the Committee and such other committees overlap.

COMMITTEE COMPOSITION

The Committee shall consist of no fewer than three (3) members.

Each member of the Committee shall be appointed by the Board. Each member of the Committee will serve at the discretion of, and may be replaced at any time by, the Board. The Board may fill vacancies on the Committee by a majority vote of the Board.

Each member of the Committee must qualify as an independent director under the Corporate Governance Guidelines of the Company and otherwise meet the qualifications for membership on a nominating/corporate governance committee imposed by the Exchange and any other laws and regulations applicable to the Company, except as otherwise permitted by applicable phase-in rules and exemptions of the Exchange and other applicable law.

The Board shall designate one member of the Committee as its chairperson (the “Chair”), provided

that if the Board does not designate a Chair, the members of the Committee, by majority vote, may designate a Chair. Except as may be expressly provided to the contrary in the Bylaws of the Company or in this Charter, the Committee shall determine the rules of procedure under which the Committee shall operate.

COMMITTEE STRUCTURE AND OPERATION

The Committee shall meet as often as it deems necessary to carry out its duties and responsibilities, but in any event not less than four (4) times per year. A majority of the members of the Committee present in person or by means of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at the meeting at which a quorum is present shall constitute the action of the Committee.

The Chair shall preside over the meetings of the Committee and shall appoint a secretary (who need not be a member of the Committee) to take written minutes of the meetings.

The Chair, in consultation with the other members of the Committee and subject to the requirements set forth in this Charter, will determine the frequency and duration of the meetings of the Committee and the agenda of items to be addressed at each meeting. In advance of each meeting and to the extent practicable, the Chair shall circulate the agenda for each meeting to each member of the Committee. In addition, if requested by the Board, the Chair shall call a meeting of the Committee and place on the agenda such items as may be requested by the Board.

The Committee may invite to its meetings other members of the Board, members of the Company's management and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee) from a meeting as the Committee deems appropriate.

The Committee may form and delegate any of its authority and/or responsibilities to one or more subcommittee(s) as deemed appropriate by the Committee; provided, however, that no subcommittee shall consist of fewer than two (2) members and any such subcommittee shall consist solely of Committee members; and provided further that the Committee

shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Committee as a whole.

AUTHORITY

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify candidates for membership on the Board and to approve such search firm's fees and other retention terms, such fees to be borne by the Company.

The Committee shall have the authority to (a) obtain, at the expense of the Company, the advice and assistance of outside advisers, including legal and accounting advisers, as reasonably necessary to fulfill its responsibilities (including to approve such advisers' fees and other engagement terms), and (b) perform all acts necessary or appropriate to fulfill its responsibilities and achieve its objectives under this Charter and as otherwise directed by the Board, provided such acts are not in violation of the Bylaws and Certificate of Incorporation of the Company, this Charter, the Corporate Governance Guidelines, the Company's Standards of Business Ethics and Conduct or any laws and regulations applicable to the Company.

QUALIFICATIONS OF DIRECTORS

The Committee shall develop and recommend to the Board, as part of the Corporate Governance Guidelines, the criteria for the selection of new members of the Board and its committees, in accordance with the policies of the Committee, the Bylaws of the Company and all laws and regulations applicable to the Company, including criteria relating to (a) conflicts of interest applicable to the members of the Board, (b) expertise required for members of the Board, (c) outside demands on members of the Board, including other directorships and (d) diversity.

The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates. Such procedures may include whether and how a stockholder may participate in the Company's nomination process, and the manner in which stockholder nominees are evaluated, including differences, if any, between how stockholder nominees and how other nominees are evaluated. If the Committee does not have a policy with regard to the consideration of Board candidates nominated by stockholders, the Committee may make a statement

of that fact and a statement of the basis for the view of the Board that it is appropriate for the Company not to have such a policy.

liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

REVIEWS AND EVALUATIONS

The Committee shall be responsible, at least on an annual basis, for reviewing and evaluating (a) the performance of the Committee and the members of the Committee, (b) whether this Charter appropriately addresses the matters that are or should be within its scope and recommend changes as it deems necessary or appropriate, and (c) with management, the Company's material risk exposures in any areas assigned to the Committee by the Board and the steps management takes to monitor and mitigate any such exposures. The Committee shall also oversee the evaluation of the Board and the evaluation process for management.

In performing the reviews and evaluations set forth above, the Committee may solicit, to the extent practicable, comments from all members of the Board. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

DISCLOSURE OF CHARTER

This Charter shall be made available on the Company's website.

DATE OF ADOPTION

This Charter was approved by the Board on July 1, 2022 and amended May 7, 2024.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or