

CHARTER OF THE COMPENSATION & HUMAN CAPITAL COMMITTEE OF ENHABIT, INC.

I. PURPOSE, OBJECTIVES AND RESPONSIBILITIES

One of the objectives of Enhabit, Inc. (the “Company”) is to attract and retain high-quality personnel to ensure the long-term success of the Company and the creation of long-term shareholder value. The Compensation & Human Capital Committee of the Board of Directors (the “Board”) of the Company (the “Committee”) oversees the Company’s compensation and employee benefit objectives, plans and policies, reviews and approves (or recommends for approval of the independent directors of the Board in the case of the Chief Executive Officer (the “CEO”) of the Company) the individual compensation of the Company’s officers subject to Section 16 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”) (together with the CEO, the “Executive Officers”) and reviews the Company’s human capital strategy and related management activities.

The specific responsibilities of the Committee are to:

- (a) review at least annually the goals and objectives of the Company’s compensation programs and policies, including the Company’s benefit plans, incentive compensation plans and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;
- (b) review at least annually the Company’s compensation programs and policies, including the Company’s benefit plans, incentive compensation plans and equity-based plans, in light of the Company’s goals and objectives with respect to such plans and the results of any advisory votes by the stockholders of the Company, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, compensation programs and policies;

- (c) annually review and approve a group of peer companies for the purpose of benchmarking compensation plans, policies and practices for Executive Officers and non-employee members of the Board;
- (d) review at least annually and recommend to the independent directors of the Board for approval, corporate goals and objectives relevant to the compensation of the CEO of the Company, and, in light of those goals and objectives, (i) evaluate annually the performance of the CEO of the Company, and (ii) together with the other independent directors (as defined in the Corporate Governance Guidelines), determine and approve the base compensation level of and incentive compensation for the CEO of the Company based on this evaluation;
- (e) review at least annually and approve corporate goals and objectives relevant to the compensation of the Executive Officers of the Company, and, in light of those goals and objectives, (i) evaluate annually the performance of the Executive Officers of the Company and (ii) determine and approve the base compensation level of and incentive compensation for the Executive Officers of the Company based on this evaluation;
- (f) review any perquisites or other personal benefits provided to the Executive Officers and directors and recommend any changes to the Board;
- (g) review all equity compensation plans to be submitted for stockholder approval under the rules and listing standards of the New York Stock Exchange or any exchange or market on which the Company’s common stock is listed (the “Exchange”), and, in the Committee’s sole discretion, approve all equity incentive plans that are exempt from such stockholder approval requirement, and pursuant thereto, (i) act as (or designate) an administrator for equity compensation plans as may be required and (ii) approve, or recommend to the Board for their approval, equity-based awards granted by the Company;

- (h) review and discuss with management the Company's executive compensation related disclosures, including the Compensation Discussion and Analysis required by the Securities and Exchange Commission (the "SEC"), and based on that review and discussion, recommend to the Board that such disclosures be included in the Company's annual proxy statement or annual report on Form 10-K;
- (i) produce a compensation committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K;
- (j) review the description of the Committee's processes and procedures for the consideration and determination of director compensation to be included in the Company's annual proxy statement;
- (k) review and approve (or recommend for approval of the independent directors of the Board in the case of the CEO of the Company) any employment agreements, severance arrangements, termination arrangements or change in control agreements to be made with any Executive Officer of the Company;
- (l) perform an annual performance evaluation of the Committee and the members of the Committee;
- (m) review and recommend to the Board fees and retainers for non-employee members of the Board and non-employee members and chairs of committees of the Board;
- (n) periodically (but not less than bi-annually) review compliance with the Company's stock ownership guidelines applicable to senior officers and non-employee members of the Board;
- (o) perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation plan or other employee benefit plan, including any incentive-compensation or equity-based plan;
- (p) review at least annually the Company's management succession plan as it relates

to or affects compensation and benefits; and

- (q) review at least annually the Company's material compensation and, as may be identified by the Board from time to time, human capital related risk exposures and the steps management takes to monitor and mitigate such exposures.

II. COMMITTEE COMPOSITION

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

Each member of the Committee shall be appointed by the Board, considering the recommendations of the Nominating & Corporate Governance Committee of 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 and otherwise meet the qualifications for membership on a compensation committee imposed by the Exchange and any other laws, rules or regulations promulgated by the SEC applicable to the Company, except as otherwise permitted by applicable phase-in rules and exemptions of the Exchange and other applicable law. Each member of the Committee shall qualify as "outside" directors within the meaning of the Internal Revenue Code Section 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Exchange Act. These membership requirements shall be subject to exemptions and cure or phase-in periods permitted by the rules of the Exchange and the SEC, as in effect from time to time, as well as other applicable law.

The Board shall designate one member of the Committee as its chair (the "Chair"), provided that if the Board does not so designate a Chair, the members of the Committee, by a majority vote, may designate a Chair. Except as may be expressly provided to the contrary in the Bylaws of the Company, this Charter or the Corporate Governance Guidelines of the Company, the Committee shall determine the rules of procedure under which it shall operate.

III. COMMITTEE STRUCTURE AND OPERATION

The Committee will 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.

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. In the event the Chair is not present at a meeting, the members of the Committee present at that meeting shall designate one of those members as the acting chair of such meeting.

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.

IV. COMPENSATION POLICIES

In determining the long-term incentive component of the compensation of the CEO of the Company, the Committee and the independent directors shall consider the Company's performance and relative stockholder return, the value of similar compensation and incentive awards to chief executive officers of comparable companies and the awards given to the CEO of the Company in past years, together with such other factors as the Committee and the independent directors shall deem relevant.

To the extent that long-term incentive compensation is a component of any Executive Officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO.

V. ROLE OF CHIEF EXECUTIVE OFFICER

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans with respect to Executive Officers other than the CEO, and the Company's director compensation arrangements. The Committee shall deliberate on the CEO's compensation in independent session.

VI. AUTHORITY

The Committee shall have the sole authority to retain and terminate any compensation consultant to assist in the evaluation of compensation for members of the Board and Executive Officers (including, for the avoidance of doubt, the CEO) of the Company and to approve such consultant's fees and other retention terms, such fees to be borne by the Company.

The Committee shall have the authority to approve the annual base salary, annual incentive bonus, long-term incentive awards, employment agreements, severance arrangements, change in control agreements and special or supplemental benefits for Executive Officers of the Company, provided, however, that the Committee may delegate authority to management to approve, in accordance with the Company's compensation policies, programs, plans and procedures, ordinary merit increases, changes in broadly applicable compensation and benefit plans,

changes in compensation upon promotion or change of job duties, and similar compensation matters handled in the ordinary course of business.

The Committee shall have the authority to:

- (a) retain, appoint, compensate and oversee the work of outside advisers, including legal, accounting and compensation advisers, at the expense of the Company (and to approve such advisers' fees and other engagement terms);
- (b) conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities; and
- (c) 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 Conduct or any laws and regulations applicable to the Company.

With respect to any advisers engaged, the Committee must consider, prior to such engagement and at least annually thereafter, the independence of such advisers including review of those factors required by the SEC or the rules of the Exchange.

VII. REVIEWS AND EVALUATIONS

The Committee shall be responsible, at least on an annual basis, for reviewing and evaluating the performance of the Committee and the members of the Committee, and whether this Charter appropriately addresses the matters that are or should be within its scope.

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 policies and procedures of the Company or the Board.

VIII. ADDITIONAL RESPONSIBILITIES

The Committee shall adopt, administer and approve awards under equity-based plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans, or recommend to the Board such awards all as provided under the terms of the applicable plans. The Committee shall annually evaluate the possible dilutive effects of equity granted to employees.

The Committee shall make regular reports to the Board.

IX. DISCLOSURE OF CHARTER

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

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