

OPTION CARE HEALTH, INC.
COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Option Care Health, Inc., a Delaware corporation (the “Company”) (1) to review and make recommendations to the independent members of the Board regarding the compensation of our Chief Executive Officer (the “CEO”); (2) to approve the compensation of executive officers other than the CEO; (3) to oversee our overall compensation and benefits programs and policies; and (4) to appoint and oversee the work of any compensation consultant or other advisor retained by the Committee.

Committee Membership

The size of the Committee will be determined by the Board in its sole discretion; provided, that in no event shall it consist of fewer than two members. Subject to the terms of any agreement entered into by the Company, the members of the Committee will be appointed annually by the Board based on recommendations from the Nominating and Corporate Governance Committee, and will serve at the Board’s discretion. Committee members may be removed by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board. The Board will appoint one member of the Committee as its Chair. All members of the Committee will meet the independence requirements of Nasdaq and any other applicable laws or regulations. A majority of the members of the Committee shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities, but not less than four times each year. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee is governed by all other rules regarding the conduct of 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. Members of the Committee will meet regularly in executive session without members of management present.

Committee Responsibilities

1. The Committee will review and approve annually the corporate goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO’s performance in light of those goals and objectives, and make recommendations to the independent members of the Board regarding the CEO’s compensation level based on this evaluation. In evaluating and making recommendations to the independent members of the Board regarding the long-term incentive component of CEO compensation, the Committee may consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company’s CEO in past years. In evaluating and making recommendations to the independent members of the Board regarding CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act.

2. The Committee will review and approve the compensation of all other executive officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
3. The Committee will oversee overall compensation and benefits programs and policies. Named fiduciary responsibility and responsibility for day-to-day administration of such programs is delegated to the Company's principal human resources officer, or individual occupying a similar capacity, including authority to make certain limited amendments, modifications or supplements to designated benefit plans, trusts and related documents. Amendment or modification authority not so delegated shall remain with the Committee or the Board, as appropriate.
4. The Committee will review and approve incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans, and proposals regarding any such plans to be included in the Company's proxy statement, and will make recommendations to the Board on any such matters requiring or appropriate for Board approval. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving, or making recommendations to the Board, regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
5. The Committee will monitor the effectiveness of non-equity based benefit plan offerings, including but not limited to non-qualified deferred compensation, fringe benefits and any perquisites, in particular those pertaining to executive officers, and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company. In its discretion, the Committee may otherwise approve, amend, modify, ratify or interpret the terms of, or terminate, any non-equity based benefit plan or delegate such authority to the extent such delegation is permitted. In regard to employee benefit plans, the Committee's role shall be one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act of 1974 or otherwise.
6. The Committee will determine the composition of the peer company group used for market comparison for executive compensation.
7. The Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, and determine whether or not to recommend the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
8. The Committee will review and approve any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the executive officers (or, in the case of any such arrangements for the CEO, the Committee shall review and make recommendations to the independent members of the Board), which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

9. The Committee will determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
10. The Committee will review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
11. The Committee will review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, to review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.
12. The Committee will review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.
13. The Committee will make regular reports to the Board regarding its actions and recommendations.
14. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Committee will conduct an annual evaluation of the performance of its duties under this Charter and will present the results of the evaluation to the Board.
16. The Committee will perform such other duties as may be delegated by the Board and consistent with this Charter.

Committee Authority

The Committee will have the resources and authority to discharge its responsibilities, including the sole authority (1) to retain and terminate any compensation consultant engaged by the Committee; and (2) to approve the search firm's fees and other retention terms. The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and the Company will provide appropriate funding, as determined by the Committee, for such advice and assistance. The Committee may form and delegate authority to subcommittees when appropriate. The Committee will have access to the Company's books, records, facilities and personnel.

In retaining or seeking advice from compensation consultants, the Committee must take into consideration the factors specified in the rules of Nasdaq. The Committee may retain, or receive advice from, any compensation consultant they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

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