

OPTION CARE HEALTH, INC.

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Option Care Health, Inc., a Delaware corporation (the “Company”), to assist the Board with overseeing (1) the integrity of the financial statements of the Company, (2) the independent auditor’s qualifications, independence and performance, (3) the performance of the Company’s internal audit function, and (4) the compliance by the Company with certain legal and regulatory requirements.

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 three members, subject to any grace period from such requirement available to the Company under the rules of Nasdaq or the Securities Exchange Act of 1934, as amended (the “Exchange Act”). 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 based on recommendations from the Nominating and Corporate Governance Committee. The Board will appoint one member of the Committee as its Chair. Each member of the Committee shall: (1) be independent in accordance with the requirements of Rule 10A-3 of the Exchange Act and the rules of the Nasdaq, subject to any grace period from such requirements and (2) otherwise meet the membership requirements contained in this Audit Committee Charter (this “Charter”) and in the Company’s Corporate Governance Guidelines. No member of the Audit Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibility. At least one member of the Committee must be an audit committee financial expert. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. No member of the Committee may serve simultaneously on the audit committee of more than three public companies (including the Company’s Audit Committee).

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, including with the persons set forth below.

Committee Responsibilities

Auditor Appointment and Oversight

1. The Committee will appoint, retain or replace an independent registered public accounting firm to act as the Company's independent auditor for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting or performing other audit, review or attest services for the Company.
2. The Committee will set the compensation of the Company's independent auditor at least annually.
3. The Committee will approve all audit engagement fees and terms.
4. The Committee will oversee the work done by the Company's independent auditor.
5. The Committee will terminate the Company's engagement with the independent auditor, if necessary.
6. The independent auditor shall report directly to the Committee.
7. The Committee will pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditor or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services in compliance with applicable SEC rules and review such pre-approval policies at least quarterly.
8. The Committee will review and discuss with the Company's independent auditor (a) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (b) the overall audit strategy, planning and staffing; (c) the scope and timing of the annual audit; (d) any significant risks identified during the independent auditor's risk assessment procedures; (e) review any communications between the independent auditor's audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (f) when completed, the results, including significant findings, of the annual audit.
9. The Committee will review and discuss with the Company's independent auditor and management (a) any audit problems or difficulties, including difficulties encountered by the Company's independent auditor or internal audit department during their audit work (such as restrictions on the scope of their activities or their access of information); (b) any significant disagreements with management; and (c) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's independent auditor or internal audit department and management.

Financial Reporting

10. The Committee will review and discuss with the Company's independent auditor and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.
11. The Committee shall recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.

12. The Committee will review and discuss with the Company's independent auditor and management the Company's quarterly financial statements (including the related notes) and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.
13. The Committee will review and discuss with management and the Company's independent auditor (a) the Company's earnings press releases, including the type of information to be included and its presentation, and the use of any pro forma, adjusted or other non-GAAP financial information or key performance indicators; and (b) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), provided that each earnings release or each instance in which the Company provides non-GAAP measures or earnings guidance need not be discussed in advance.
14. The Committee will review with management and the Company's independent auditor (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (b) analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative generally accepted accounting principles in the United States ("GAAP") methods on the Company's financial statements; (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; (d) consideration of the judgment of both management and the independent auditor about the quality, not just the acceptability, of accounting principles; and (e) the completeness and clarity of the disclosures in the financial statements.
15. The Committee will (a) review with management, internal audit, and the Company's independent auditor the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, including (i) any significant deficiencies, material weaknesses or other major issues in the design or operation of, and any material changes in, the Company's controls and any special audit steps adopted in light of any material control deficiencies and (ii) any fraud involving management or other employees with a significant role in such internal controls; and (b) review and discuss with management and the Company's independent auditor (i) the disclosure relating to the Company's controls, management's and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting and (ii) the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

Auditor Quality, Independence and Communications

16. The Committee will review and discuss with the Company's independent auditor (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
17. The Committee will discuss with the independent auditor the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such

identified matter will be discussed in the auditor's report.

18. The Committee will, at least annually, obtain and review a report by the Company's independent auditor (a) that describes the independent auditor's internal quality control procedures; (b) that describes any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the independent auditor and any steps taken to deal with any such issues; and (c) to assess the independent auditor's independence, all relationships between the independent auditor and the Company or any of its subsidiaries.
19. The Committee will, at least annually, to evaluate the qualifications, performance and independence of the Company's independent auditor, including an evaluation of the lead audit partner, and taking into account the opinions of management and the internal auditor.
20. The Committee will (a) assure the regular rotation of the lead audit partner at the Company's independent auditor as required by law; and (b) consider regular rotation of the accounting firm serving as the Company's independent auditor.
21. The Committee shall present its conclusions with respect to the independent auditor to the Board.
22. The Committee will set Company hiring policies for employees or former employees of the Company's independent auditor.

Internal Audit

23. The Committee will (a) approve and oversee the functions of the Company's internal audit department, including its purpose, authority, organization, responsibilities, budget, staffing and scope of the Company's internal audit department, at least annually; (b) review and approve the internal audit charter at least annually; (c) review the performance of the department's internal audit plan, including the results of any internal audits, any reports to management and management's response to those reports or internal audit department; and (d) review and approve the hiring, dismissal, evaluation and compensation of the individual leader or external organization fulfilling the internal audit function.

Related Party Transactions

24. The Committee will review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies and procedures.
25. The Company will keep the Company's independent auditor informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company and whether any of the Committee has concerns regarding relationships or transactions with related persons and, if so, the substance of those concerns.
26. The Committee will review and discuss with the Company's independent auditor the independent auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

Audit Committee Report

27. The Committee will (a) produce the audit committee report required to be included in the Company's proxy statement; and (b) review the disclosure in the Company's proxy statement regarding the Committee.

Legal Compliance and Risk Oversight

28. The Committee will (a) monitor compliance with the Company's Code of Business Conduct (the "Code"); (b) investigate any alleged breach or violation of the Code; and (c) enforce the provisions of the Code.
29. The Committee will review, with the General Counsel and outside legal counsel (a) legal and regulatory matters relating to the Company and its subsidiaries that could have a significant impact on the Company's financial statements; and (b) review the Company's compliance with applicable laws and regulations.
30. The Committee will review, with the General Counsel and outside legal counsel and oversee the Company's policies, procedures and programs designed to promote and monitor legal and regulatory compliance and sustainability.
31. The Committee will review reports on the enterprise risk management process and discuss with management the risks faced by the Company, including any major financial risk exposures, and the steps management has taken to monitor and control such exposures, including but not limited to, insurance coverage; provided that the Company's clinical quality, patient safety and healthcare compliance risks and cybersecurity risks shall be primarily overseen by the Quality and Compliance Committee of the Board.
32. The Committee will ensure appropriate procedures are established and maintained for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Tax Planning

33. The Committee will annually review with management the Company's (a) financial statement impact of taxes and (b) policies and processes for tax planning and compliance.

Other

34. The Committee will make regular reports to the Board regarding its actions and recommendations.
35. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
36. 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.
37. 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 authority to conduct and authorize any investigation into any matter within the scope of its responsibilities. Such authority includes 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; provided, however, that the Committee will not be required to implement or act consistently with the advice or recommendations of any such advisors, and the authority granted in this Charter will not affect the ability of the Committee to exercise its own judgment in fulfillment of its duties under this charter. The Committee shall set the compensation and retention terms and oversee the work of the independent auditor, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications. To the extent allowed by applicable law and the rules of Nasdaq, the Committee may form and delegate authority to subcommittees when appropriate; provided, that decisions of such subcommittees to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting. The Committee will have access to the Company's books, records, facilities and personnel.

In general, the Committee shall assist the Board with overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements. However, the Committee shall not be responsible for planning or conducting audits or for any determination that the Company's financial statements and disclosures are complete and accurate or are in accordance with GAAP. Management of the Company is responsible for preparing the Company's financial statements determining that they are complete, accurate, and in accordance with GAAP, and establishing satisfactory disclosure controls and internal control over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the Company's internal control over financial reporting. The Company's internal and outside counsel are responsible for assuring compliance with laws and regulations, and the Company's corporate governance policies. Nothing in this Charter expands the duties and liabilities of any Company directors, officers or employees beyond any duties and liabilities imposed by applicable law, regulation, or listing standard.

Last Updated: December 6, 2023