ACCENDRA HEALTH, INC.

AUDIT COMMITTEE CHARTER

The following shall constitute the Audit Committee Charter (the "Charter") of the Board of Directors of Accendra Health, Inc. (the "Company"):

I. ORGANIZATION

There shall be constituted a standing committee of the Board of Directors of the Company (the "Board") to be known as the Audit Committee (the "Audit Committee" or the "Committee").

II. COMPOSITION AND SELECTION

The Audit Committee shall be comprised of three or more directors. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange ("NYSE"), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission ("SEC") as then in effect.

All members of the Audit Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, in compliance with the rules of the NYSE. At least one member of the Committee shall be an audit committee financial expert as such term is defined by the SEC. If an audit committee member simultaneously serves on the audit committee of more than three public companies, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee and disclose such determination in the Company's annual proxy statement or on the Company's website.

The members of the Audit Committee shall be appointed by the Board, at the Board's annual meeting, on the recommendation of the Governance & Nominating Committee, and may be removed by the Board. The members of the Audit Committee shall serve for one year and until their successors are duly elected and qualified. Unless a Chair of the Committee is elected by the full Board, the members of the Audit Committee shall designate a Chair by majority vote of the full Audit Committee membership. The Chair should be an audit committee financial expert as defined by the SEC.

The duties and responsibilities of Audit Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The primary function of the Audit Committee shall be to assist the Board in discharging its oversight responsibilities relating to the accounting, reporting, and financial practices of the

Company and its subsidiaries by monitoring:

(1) these practices, generally;

(2) the integrity of the financial statements and other financial information provided by the Company to any governmental body or the public;

(3) the Company's compliance with legal and regulatory requirements;

(4) the independent auditor's qualifications and independence;

(5) the performance of the Company's independent auditors and internal audit functions; and

(6) issues involving the Company's ethical and legal compliance responsibilities.

IV. COMMITTEE OBJECTIVES

The Audit Committee's primary objectives include providing an independent, direct and open avenue of communication among the Company's independent auditors, management, internal auditing department, and the Board; serving as an independent and objective party to review the Company's financial reporting processes and internal control systems; overseeing with management the reliability and integrity of the Company's accounting policies and financial reporting and financial and material non-financial disclosure practices; reviewing and considering the work of the Company's independent auditors and internal auditing department; and reviewing the adequacy of the internal audit department's staffing and the qualifications of its personnel.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Audit Committee shall have the sole authority to appoint, retain, compensate, evaluate and terminate the independent auditor and shall approve all audit, internal control and permissible non-audit engagements, including fees and terms, with the independent auditor. The Audit Committee shall be responsible for oversight of the work of the independent auditor, which shall report directly to the Audit Committee. The Audit Committee shall consult with management but shall not delegate these responsibilities to management.

The Audit Committee may form subcommittees and delegate authority to subcommittees when appropriate, provided that any such subcommittee is composed entirely of independent directors.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from internal, external or independent legal, accounting, financial or other advisors. The Audit Committee shall have the sole authority, to the extent that it deems necessary or appropriate, to retain, compensate and terminate such external or independent

legal, accounting, financial or other advisors without seeking further approval and shall receive appropriate funding, as determined by the Audit Committee, from the Company for the payment of compensation to such advisors and for payment to the independent auditors for the purpose of rendering or issuing an audit report and internal control attestation report, as well as payment for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain outside advisors to assist the Committee in the conduct of any investigation.

The Audit Committee shall make regular reports to the Board, and shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

The Audit Committee shall review and reassess the adequacy of this Charter, at least annually, and shall recommend any proposed changes to the Board for approval.

The Audit Committee shall prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.

The Audit Committee shall annually review its own performance.

The Audit Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor accounting policies and financial reporting issues and judgments that may be viewed as critical; review and discuss analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; consider and approve, when appropriate, any significant changes in the Company's accounting and auditing policies; review and discuss any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports; review and discuss major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

2. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited

financial statements should be included in the Company's Annual Report on Form 10-K (the "10-K").

3. Review and discuss with management any subsequent events occurring during the period of time between the Committee's recommendation to include the Company's financial statements in the Form 10-K and the filing of Form 10-K with the SEC.

4. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements, including reviewing the Company's specific financial and material non-financial disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's reviews of the quarterly financial statements, prior to the filing of its Quarterly Report on Form 10-Q (the "Form 10-Q").

5. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's related attestation report prior to the filing of the Form 10-K.

6. Review any disclosures made by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

7. Review and discuss with management and the independent auditor: (a) any material financial or non-financial arrangements of the Company which do not appear in the financial statements of the Company; and (b) any transactions or courses of dealing with parties related to the Company which transactions are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties and which are relevant to an understanding of the Company's financial statements.

8. Review separately with the Company's management, the independent auditor and the internal auditing department, following completion of the Company's annual audit, any significant difficulties encountered during the course of the audit, including:

   (a) difficulties with management's response;

   (b) any restrictions on the scope of work or access to required information; and

(c) the nature and extent of any significant changes in accounting principles or the application therein.

9. Review any significant disagreement among the Company's management and its independent auditor or the internal auditing department in connection with the preparation of the Company's financial statements.

10. Review with the independent auditor any audit problems or difficulties and management's response, including any accounting adjustments that were noted or proposed by the auditor but were "uncorrected" (as immaterial or otherwise); review any "management" or "internal control" letters issued, or proposed to be issued, by the audit firm to the Company and any discussions with the independent auditor's national office regarding auditing or accounting issues presented by the engagement.

11. Review with the Company's independent auditor, the internal auditing department and management the extent to which changes or improvements in financial or accounting practices and standards, as approved by the Audit Committee, have been implemented, with such review to be conducted at an appropriate amount of time subsequent to implementation of any changes or improvements thereto, as decided by the Audit Committee in its discretion.

12. Review and discuss with management its policies and practices regarding its financial and material non-financial disclosure, including its earnings press releases, as well as financial information and earnings guidance given to analysts and ratings agencies, giving attention to any use of "pro forma" or "adjusted" non-GAAP information. Such review and discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

13. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

14. Assume oversight of the use of artificial intelligence ("AI") applications and its impact on financial reporting, internal control over financial reporting, and financial and material non-financial disclosure.

15. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.

16. Review and update, as necessary, on an annual basis the Company's Code of Conduct including its system of enforcement.

Oversight of the Company's Relationship with the Independent Auditor

17. Obtain and review a formal written report by the independent auditor, at least annually, which report shall include descriptions of:

    (a) the independent auditor's internal quality-control procedures;

    (b) any material issues raised by the most recent internal quality control review, or peer review, or by any inquiry or investigation by governmental or professional authorities in the preceding five years respecting one or more independent audits carried out by the firm;

    (c) any steps taken to deal with such issues;

    (d) all relationships between the independent auditor and the Company;

    (e) any other relationships that may adversely affect the independence of the auditor; and

    (f) all other matters required to be communicated by the independent auditors to the Committee under the standards of the Public Company Accounting Oversight Board

    The Audit Committee should assess the independence of the independent auditor, including that of the independent auditor's lead partner, based on a review of the written report and taking into consideration the opinions of management and the internal auditors, and recommend to the Board that it take appropriate action in response to the report to satisfy the independence requirements.

18. Evaluate the qualifications, experience, performance and independence of the senior members of the independent auditor team, including that of the independent auditor's lead and concurring partners, taking into consideration the opinions of management and the internal auditors; present its conclusions with respect to such evaluations to the full Board.

19. Set hiring policies of the Company for employees or former employees of the independent auditors.

20. Review and discuss with the independent auditor the audit planning and procedures, including the scope, fees, staffing and timing of the audit; review and discuss the results of the audit exam and management letters, and any reports of the independent auditor with respect to any interim period.

21. Discuss with the independent auditor its ultimate accountability to the Board through the Audit Committee.

22. Pre-approve all auditing services, internal control-related services and permissible non-audit services (including the terms thereof) to be performed for the Company by its independent auditor, subject to the policies and procedures referred to below in paragraph 22 and applicable SEC rules.

23. Establish policies and procedures for the engagement of the independent auditor to provide permissible non-audit services; consider whether the independent auditor's performance of permissible non-audit services is compatible with the auditor's independence.

24. Assure the regular rotation of the lead and concurring audit partners as required by law, and consider whether there should be regular rotation of the independent auditing firm itself, in order to assure continuing independence of the independent auditor.

Oversight of the Company's Internal Audit Function

25. Review the appointment, replacement, reassignment or dismissal of the members of the Company's internal auditing department, including the appointment and replacement of the senior internal auditing executive.

26. Review the results of internal reports issued to management prepared by the internal auditing department and management's responses.

27. Discuss with the independent auditor the internal audit department's responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit.

28. Review with the Company's internal auditors and the independent auditor the coordination of their audit efforts to assure completeness of coverage, reduction of redundant efforts and effective use of audit resources.

Oversight of Legal and Ethical Compliance Issues

29. Obtain from the independent auditor assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.

30. Discuss with management, the senior internal auditing executive and the independent auditor the Company's procedures to ensure that its subsidiaries and foreign affiliates (if any) are in conformity with applicable legal requirements and the Company's Code of Conduct; advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.

31. Review and approve all transactions between the Company and any related person that are required to be disclosed pursuant to SEC Regulation S-K, Item 404

("Item 404"). The terms "related person" and "transaction" shall have the meanings given in Item 404, as amended from time to time.

32. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

33. Review any material pending legal proceedings involving the Company and other contingent liabilities; discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements, internal controls or the Company's compliance policies.

34. Establish procedures for (a) the receipt, retention, and investigation of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

35. Assume oversight responsibility for the evaluation and investigation of any complaints received by the Company regarding accounting, internal accounting, controls or audit matters, which responsibility includes the authority to retain outside counsel and/or outside experts or consultants as may be appropriate to the evaluation or investigation.

36. Review legal compliance matters, including corporate securities trading policies with the Company's counsel.

37. Review the procedures established by the Company that monitor the Company's compliance with its loan and indenture covenants and restrictions.

<u>Oversight over the Company's Enterprise Risk Management Activities</u>

38. Review and discuss management's activities to establish and maintain an appropriate environment and culture at the Company for sound business risk practices.

39. Engage with the Company's management, as and when appropriate, to enhance the effectiveness of policies, guidelines and processes to identify, assess and manage the Company's enterprise risks (including financial, operational, commercial, commodity, environmental, regulatory, social, governance, business continuity, cybersecurity, and AI risks).

Other Responsibilities

40. Review the appointment and replacement of the Chief Financial Officer, the Chief Accounting Officer, the Vice President of the internal audit department and any other senior personnel responsible for financial reporting.

41. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

42. Make regular reports to the Board.

VI. MEETINGS

The business of the Audit Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Audit Committee shall meet separately, as often as may be deemed necessary or appropriate in its judgment, but at least quarterly, with the Company's management, internal auditors and independent auditors. The Chair or a majority of the members of the Audit Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. Following each meeting, the Audit Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

In addition, the Audit Committee (or the Chair of the Audit Committee) shall meet in person or by telephone with the Company's independent auditors and the Company's CFO quarterly to review the Company's financial statements.

VII. LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, to certify the Company's financial statements or to guarantee the auditor's report. These are the responsibilities of management and the independent auditor.

VIII. CONSISTENCY WITH ARTICLES OF INCORPORATION OR BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Company, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

IX. AMENDMENT

This Charter may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by the Bylaws.

X. CERTIFICATION

This Audit Committee Charter as amended was duly approved and adopted by the Board of the Company on the 28th day of October, 2026.

Corporate Secretary