

## ENHABIT, INC.

### CORPORATE GOVERNANCE GUIDELINES

#### PURPOSE

**Introduction.** The Board of Directors (the “**Board**”) of Enhabit, Inc. (the “**Company**”) has developed corporate governance policies to help fulfill its responsibilities to stockholders, including the review, evaluation and oversight of the Company’s business operations and risk management. These guidelines are intended to serve as a framework within which the Board may conduct its business and not as a set of legally binding obligations. These guidelines should be interpreted in the context of all applicable laws, regulations and listing requirements of the New York Stock Exchange or any exchange or market on which the Company’s common stock is listed (the “**Exchange**”), as well as in the context of the Company’s Certificate of Incorporation (the “**Certificate of Incorporation**”) and Amended and Restated Bylaws (the “**Bylaws**”) and other corporate governance documents.

The Board recognizes that the role of the Board is to oversee the performance of the Company’s management, and to ensure that the best interests of stockholders are being served. To satisfy this responsibility, directors are expected to take a proactive approach to their duties and to function as active monitors of corporate management. The Board may amend these guidelines as necessary or advisable to achieve its objectives.

**Corporate Authority and Responsibility.** The business and affairs of the Company shall be managed under the direction of the Board. The Board may exercise that authority through delegation to committees of the Board and the Company’s management, all in accordance with applicable law and the Certificate of Incorporation and the Bylaws. The Board shall provide advice and counsel to management of the Company in carrying out management’s delegated responsibilities.

#### BOARD OF DIRECTORS COMPOSITION AND SELECTION; INDEPENDENT DIRECTORS

**Board Size.** The Board shall, in accordance with the Bylaws, determine the size of the Board that is optimal to allow the Board to operate in an effective fashion, to accomplish all of its goals and to fulfill all of its responsibilities. The Board believes that the size of the Board should generally be between seven (7) and eleven (11) members.

**Selection of Members of the Board.** The Board shall be elected in the manner prescribed in the Bylaws of the Company. The Nominating & Corporate Governance Committee shall identify, and recommend to the Board, candidates who are qualified to become members of the Board in accordance with the policies and principles set forth in the Bylaws, the Certificate of Incorporation and these guidelines.

#### Board Membership Criteria.

(a) The Nominating & Corporate Governance Committee shall assist the Board in determining the appropriate characteristics, skills and experience for the individual members of the Board and the Board as a whole. In assessing potential Board candidates, the

Nominating & Corporate Governance Committee seeks to consider individuals with a broad range of business experience and backgrounds.

(b) In evaluating the suitability of individual candidates and nominees, the Nominating & Corporate Governance Committee and the Board shall consider relevant factors, including, but not limited to:

- A general understanding of marketing, finance, corporate strategy and other elements relevant to the operation of a public company;
- An understanding of the Company's business;
- Educational and professional background;
- The nature and extent of any outside activities and commitments, including other directorship positions; and
- Any individual skills, expertise, perspectives, and experience that would complement or expand that of the current members of the Board and enhance the effectiveness of the Board as a whole.

(c) The Nominating & Corporate Governance Committee and the Board shall evaluate each individual candidate and nominee in the context of the Board as a whole, with the objective of recommending a slate of nominees who can best oversee the management of the business and represent stockholder interests through the exercise of sound judgment using their diversity of experience in these various areas.

(d) In determining whether to recommend a member of the Board for re-election, the Nominating & Corporate Governance Committee and the Board also shall consider such member's past attendance at meetings and participation in, and contributions to, the activities of the Board.

**Board Composition.** At least a majority of the members of the Board must be independent. The Nominating & Corporate Governance Committee is responsible for conducting an annual evaluation of whether each director qualifies as independent under applicable standards. For purposes of these guidelines, a member of the Board may be considered independent if, and only if, such member satisfies the definition of "independent" set forth in the rules, as then in effect, of the Exchange and:

- Has not been employed by the Company within the last three (3) years;
- Does not have an immediate family member that has been employed by the Company as an executive officer within the last three (3) years;
- Has not received in a twelve (12) month period more than \$120,000 in direct compensation from the Company within the last three (3) years, other than for services as a member of the Board, interim officer, or from deferred compensation from prior services;

- Is not, and has not been within the last three (3) years, an executive officer or an employee of a significant customer or supplier of the Company;
- Is not, and has not been within the last three (3) years, affiliated with or employed by the Company’s present or former internal or external auditor;
- Is not affiliated with any not-for-profit entity which, in the business judgment of the Board, receives significant contributions from the Company;
- Is not employed as an executive officer of a public company at which an executive officer of the Company serves as a member of such public company’s board of directors;
- Has not had any of the relationships described above with any affiliate of the Company;
- Is not a member of the immediate family of any individual, or have an immediate family member, with any of the relationships described in the bulleted paragraphs above; and
- Has no other material relationship which, in the business judgment of the Board, would impair his or her ability to exercise independent judgment.

In addition to the independence requirements, the Board shall affirmatively determine, on an annual basis, that each “independent” member of the Board has no material relationship with the Company (either directly or as a partner, significant stockholder or officer of an organization that has a relationship with the Company), except as may be otherwise permitted under the rules and listing standards of the Exchange or other applicable law.

Each member of the Board shall promptly advise the Chair of the Board and the Nominating & Corporate Governance Committee of any matter which, at any time, may affect such member’s qualification for membership under the criteria imposed by the Exchange, any other laws and regulations or these guidelines, including, but not limited to, such member’s independence. The Board shall review the appropriateness of the continuation of such individual’s membership on the Board. In some cases, it may be appropriate for such member to be removed as a member of one or more of the committees on which he or she serves but be retained as a member of the Board.

**New Directors and Continuing Education.** All new members of the Board must participate in the Company’s director orientation program, which generally commences promptly after the meeting at which a new member of the Board is elected. The Nominating & Corporate Governance Committee oversees an orientation process developed by management to familiarize new members of the Board with the Company’s business and strategic plans, significant financial matters, core values including ethics, compliance programs, technology management, corporate governance and sustainability practices, and other key policies and practices through a review of background material and meetings with senior management.

## **Limitations on Service.**

(a) Members of the Board and executive officers of the Company may serve on the boards of other entities, subject to the limits and conditions set forth below.

(b) Members of the Board and executive officers must disclose all external board memberships to the Nominating & Corporate Governance Committee. This disclosure requirement applies to all external board memberships including, without limitation, membership on the boards of non-profit, private for-profit, regulatory entities, and public companies. The duty to disclose is continuing, and members and executive officers are under an affirmative duty to update disclosures to reflect changes in circumstances or other developments. A member of the Board or an executive officer entertaining an offer or considering an opportunity for a new board membership or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company, must disclose the offer or opportunity to the Nominating & Corporate Governance Committee prior to acceptance. The person considering the offer or opportunity is responsible for providing sufficient time for the Nominating & Corporate Governance Committee's review and discussion of the matter.

(c) The Nominating & Corporate Governance Committee shall review all external board memberships for conflicts and for compliance with these guidelines, the Company's Standards of Business Ethics and Conduct and any related policies, and all applicable laws, rules and regulations, including, without limitation, those of the Exchange and the Securities and Exchange Commission. If the Nominating & Corporate Governance Committee makes a determination that a particular board membership presents no conflict and is otherwise advisable, the Nominating & Corporate Governance Committee shall report the determination to the full Board. If the Nominating & Corporate Governance Committee makes a determination that a particular board membership presents a conflict or otherwise is not advisable, the Nominating & Corporate Governance Committee may, in its sole discretion, recommend a waiver to the Board, which shall have sole authority to approve such a waiver. All determinations of conflict and compliance, approvals, and waivers, if any, are subject to review at all times based on changing circumstances or developments. All determinations, approvals, and waivers shall be conditional upon updated review in the event of changed circumstances or developments, and all members serving on external boards have an affirmative duty to update the Nominating & Corporate Governance Committee of any changed circumstances or developments material to an existing determination, approval or waiver.

(d) Public company executive officers (of the Company or another public Company) should not hold more than one (1) public company directorship, other than the Company; and other members of the Board should not hold more than three (3) public company directorships other than the Company.

(e) A member of the Company's management serving on the Board who ceases to serve as a member of the Company's management shall offer his or her resignation from the Board effective with the last date of employment. The Board need not accept such offer of resignation; however, generally, a member of the Company's management shall not continue to serve as a member of the Board following such cessation.

(f) A member of the Board may not stand for election after serving on the Board for fifteen (15) years measured from the initial date of service but need not resign until the end of his or her current term. On the recommendation of the Nominating & Corporate Governance Committee, the Board may waive this requirement with respect to any member of the Board if it deems such waiver to be in the best interests of the Company.

(g) A member of the Board may not stand for election after reaching the age of seventy-five (75); a member of the Board elected to the Board prior to his or her 75th birthday may continue to serve until the end of his or her current term. On the recommendation of the Nominating & Corporate Governance Committee, the Board may waive this requirement with respect to any member of the Board if it deems such waiver to be in the best interests of the Company.

**Directors with Significant Career Changes.** The Board should consider whether a significant change in the professional responsibilities of a member of the Board directly or indirectly impacts the ability of such member to fulfill his or her responsibilities as a member of the Board. Should any member of the Board experience a significant change in his or her professional responsibilities, such as ceasing to hold the business position that he or she held upon initial election to the Board, such member should submit to the Board written notification of such change and, if the Board requests, a resignation from the Board and each of the committees on which such member serves.

**Stock Ownership Guidelines.** Members of the Board are strongly encouraged to have substantial equity ownership in the Company, through both the investment of their own funds and the accumulation of equity-based compensation granted by the Company. In general, within five (5) years after initial election or appointment to the Board, each member of the Board should have and maintain a minimum investment in the common stock of the Company equal in value to five (5) times the annual base cash retainer, notwithstanding an individual member's election to receive the annual base cash retainer in stock, if applicable.

## **CHAIR OF THE BOARD OF DIRECTORS**

**Non-Executive Chair.** The Board shall select the Chair of the Board from among the independent members of the Board. The Chair of the Board shall be responsible for:

- Setting the agenda for, and presiding over, meetings of the Board;
- Coordinating the work of the committees of the Board;
- Advising on the scope, quality, quantity and timeliness of the flow of information between management and the Board; and
- Performing such other duties as the Board may from time to time delegate to assist the Board in the fulfillment of its duties.

The Chair of the Board may be removed from that position at any time by a majority of the members of the Board.

**Resources of the Chair of the Board.** The Chair of the Board will be provided adequate staff and resources, as determined by the Board, to discharge his or her duties.

## **BOARD OF DIRECTORS MEETINGS**

**Board Meeting Agenda.** The Chair of the Board will set the agenda for each meeting of the Board. Each member of the Board is encouraged to suggest for inclusion on the agenda any items which such member feels bears consideration by the Board. In the event the Chair of the Board cannot be present at a meeting, the independent members of the Board may select a member of the Board to preside at such meeting. In such event, such presiding member of the Board shall set the agenda for such meeting.

**Number of Meetings.** The frequency and length of Board meetings are determined by the Chair of the Board and committee chairs with input from all members of the Board. Additional unscheduled meetings of the Board may be called by the Chair of the Board or a majority of the other members of the Board to address specific requirements or needs of the Company.

**Non-Management Board Session.** To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive sessions at each regular meeting, with no members of management present.

## **ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

(a) The Board, its committees and its members shall have access to any member of the Company's management to discuss any subject that the Board, its committees, or its members desire. Any such contact should not be disruptive to the operations of the Company.

(b) The Board and its committees may rely upon the advice of outside advisors and shall be protected in so relying to the extent provided by applicable law. The Board and each of its committees shall have the power and authority to engage outside advisors (including counsel) as they deem necessary or appropriate, without consulting, or obtaining the approval of, any members of the Company's management.

## **RESPONSIBILITIES OF MEMBERS OF THE BOARD**

(a) Members of the Board are expected to attend all regularly scheduled meetings and other meetings for which reasonable advance notice is given. Where it is impracticable to give reasonable advance notice of meetings, members of the Board are expected to use reasonable efforts to attend and participate in such meetings.

(b) Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting under normal circumstances will be distributed to the members of the Board sufficiently in advance of the meeting to permit meaningful review, and members of the Board are expected to thoroughly review all materials, information, and data distributed in advance of each meeting.

(c) Members of the Board must recuse themselves from any discussion or decision that affects their personal, business or professional interest. The non-interested

members of the Board shall consider and resolve any issues involving conflicts of interest of members of the Board.

(d) Members of the Board shall discharge their duties as directors in compliance with the duties imposed on public company directors by Delaware law.

(e) Members of the Board will maintain confidentiality of the proceedings and deliberations of the Board and its committees, as well as any confidential information received in connection with Board member service.

(f) Each member of the Board is expected to be familiar with and to follow the standards and guidelines contained in the Company's Standards of Business Ethics and Conduct, Related Party Transaction Policy, Stock Ownership Guidelines, Insider Trading Policy, and other policies applicable to members of the Board that may be adopted from time to time.

## **CEO PERFORMANCE EVALUATION AND SUCCESSION PLANNING**

**Annual Evaluation of the Chief Executive Officer.** The Compensation & Human Capital Committee of the Board shall review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, conduct an annual review and evaluation of the performance of the Chief Executive Officer in light of those goals and objectives, with input from the other members of the Board, and propose to the Board the compensation level of the Chief Executive Officer based on such evaluation. The Compensation & Human Capital Committee shall consider any recommendations of the Board regarding such review and evaluation process and the specific criteria on which the performance of the Chief Executive Officer is evaluated.

**Succession Planning.** The Nominating & Corporate Governance Committee shall develop and recommend to the Board for approval a plan for Chief Executive Officer succession, as well as plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence.

## **BOARD EVALUATION**

The Board, in consultation with the Nominating & Corporate Governance Committee, shall conduct an annual evaluation of the Board to determine whether it and its committees are composed appropriately and function effectively.

## **BOARD MEMBER COMPENSATION**

(a) The Compensation & Human Capital Committee will annually review, and, when it deems appropriate, recommend to the Board changes in the amount and type of compensation and benefits of the members of the Board. In making its recommendations, the Compensation & Human Capital Committee may seek the advice of outside counsel and advisors to assure that its director compensation is fair and equitable and enables the Company to attract qualified members to its Board.

(b) Compensation paid to non-management Directors for service to the Board shall be fixed annually by the Board and shall be competitive and recognize the significant commitment required for service as a member of the Board.

(c) The Board may establish additional compensation for non-management Directors who serve as Chair of the Board, on specific committees of the Board, or chair of such committees where the Board determines that such additional compensation is appropriate to reflect the additional responsibilities associated with service.

## BOARD COMMITTEES

**Committees.** The Board currently has four (4) standing committees, each of which is to be chaired by an independent member of the Board, the: (i) Audit & Finance Committee, (ii) Compensation & Human Capital Committee, (iii) Care, Compliance & Cybersecurity Committee, and (iv) Nominating & Corporate Governance Committee. The Board may establish new committees or, except as otherwise required by law, regulation, or listing standards of the Exchange, eliminate or combine existing committees or modify their duties and responsibilities as it deems advisable for purposes of fulfilling its duties and responsibilities. To the extent required by law or the Exchange listing standards, such committees will be entirely composed of members of the Board who are independent, and unless otherwise determined by the Board, all such committees will include a majority of members of the Board who are independent.

**Charters.** Each of the standing committees of the Board shall have its own charter setting forth the purposes, duties and responsibilities of the committee as well as qualifications for committee membership, procedures for committee member appointment and removal and committee structure and operation. Such charters shall be approved by the Board and shall comply with all applicable laws, rules and regulations.

**Composition of Committees; Committee Chairs.** The Board shall select the members of each committee and a chair for each committee, upon the recommendation of the Nominating & Corporate Governance Committee, considering specific committee duties and responsibilities and the experience and qualifications of the proposed members and giving due consideration to recommendations by the Chair of the Board with respect to such selections. The members of each of the committees must meet the qualifications for membership on such committees as set forth in the charter for such committees and as may be required under any laws, rules or regulations applicable to the Company. The committee chair, in consultation with the members of the committee, will determine the frequency and length of the committee meetings, consistent with any requirements set forth in the committee's charter. The committee chair, in consultation with the members of the committee, will develop the agenda for the committee meetings.

*[Adopted by the Board of Directors on December 16, 2025]*