**OMADA HEALTH, INC.**
**COMPENSATION COMMITTEE CHARTER**

(Amended as of March 26, 2026)

This Compensation Committee Charter (the "Charter") has been adopted by the Board of Directors (the "Board") of Omada Health, Inc. (the "Company").

## I. PURPOSE

The purpose of the Compensation Committee (the "Committee") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's directors, those officers covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Executive Officers") and other C-level leaders of the Company ("Senior Management"), and the Company's policies, programs, and initiatives regarding compensation, leadership development, succession, diversity, and belonging. The primary objectives of the Committee are to oversee the compensation of the Company's Chief Executive Officer, other Executive Officers, and members of Senior Management and to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company's corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company's stockholders.

## II. COMPOSITION

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the Nasdaq Stock Market LLC (the "Nasdaq"), except as otherwise permitted by applicable Nasdaq rules, and meet all other applicable independence standards for members of compensation committees, unless otherwise determined by the Board.

Committee members shall be appointed and may be removed, with or without cause, by the Board. Unless a Chairperson is designated by the Board, the Committee may designate a Chairperson by majority vote of the full Committee membership.

## III. MEETINGS, PROCEDURES, AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel, or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee shall take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation, and oversight of any advisor it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws, and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

## IV. DUTIES AND RESPONSIBILITIES

1. *CEO Evaluation and Compensation*. The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation, will review and approve, or make recommendations to the Board regarding, the Chief Executive Officer's compensation, provided, that, for any payout at higher than pre-established levels under the Company-wide cash-based bonus program (the "Corporate Bonus Program"), the Committee shall make recommendations to the Board for approval. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer and Senior Management Evaluation and Compensation*. The Committee will oversee an evaluation of the Executive Officers (other than the Chief Executive Officer) and other members of Senior Management and, after considering such evaluation, will review and approve, or make recommendations to the Board regarding, the compensation of such Executive Officers and members of Senior Management, including whether awards have been earned, provided, that for any payout at higher than pre-established levels under the Corporate Bonus Program, the Committee shall make recommendations to the Board for approval.

3. *Director Compensation*. The Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors.

4. *Incentive and Equity Compensation*. The Committee will review and approve, or make recommendations to the Board regarding, the Company's incentive compensation and equity-based plans and arrangements for the Company's Chief Executive Officer, other Executive Officers, employees, and other service providers, including, without limitation, the granting of equity awards pursuant to such plans or outside of such plans (the "Plans"). The Committee shall review and make recommendations to the Board regarding the design, adoption, and approval of, and amendments to, the Corporate

Bonus Program. The Committee shall determine whether, and/or to what extent, any Company-wide metrics under the Corporate Bonus Program have been achieved and approve the resulting payouts; provided, that for any payout at higher than pre-established levels under the Corporate Bonus Program, the Committee shall make recommendations to the Board for approval. The Committee shall have concurrent authority with the Board to adopt non-material amendments to the Corporate Bonus Program. The Committee will review and approve or make recommendations to the Board regarding any other guidelines, structures, and frameworks under which incentive or equity-based awards would be made, including any further delegations of the ability to grant awards within the parameters approved by the Committee (if permitted and in accordance with applicable law). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board) and to make grants of cash-based and equity-based awards under the Plans.

5. *Compensation Discussion and Analysis*. To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Clawback Policy*. The Committee will administer and oversee the Company's compliance with the compensation recovery policy required by applicable U.S. Securities and Exchange Commission and Nasdaq rules.

7. *Employment Agreements and Severance Agreements*. The Committee will review and approve all employment agreements, offers of severance, and severance agreements for the Executive Officers of the Company and will review and approve offers of severance for members of Senior Management.

8. *Compensation and Benefits Policies, Plans, Programs, and Philosophy; Alignment with Stockholders*. The Committee will provide oversight of the Company's key compensation policies, plans, and benefits programs, and overall compensation philosophy. The Committee should review and discuss periodically with management and the Board (and any committees thereof the Committee deems appropriate) the Company's compensation philosophy and practices, including executive and employee incentive compensation plans and arrangements, including whether such philosophy and practices are appropriately aligned with the Company's goal of serving the long-term interests of the Company's stockholders.

9. *Compensation Committee Report*. The Committee will prepare the annual Compensation Committee Report, to the extent that the Company is required to include CD&A in the Company's Annual Report on Form 10-K or annual proxy statement.

10. *Reports to the Board of Directors*. The Committee should report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation*. The Committee should annually perform an evaluation of the performance of the Committee.

12. *Review of this Charter*. The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize one or more officers of the Company to grant rights, options, or other equity awards to officers (other than Executive Officers), employees, and other service providers, in a manner that is in accordance with applicable laws and applicable Nasdaq rules.