

**Charter of the Audit Committee  
of the Board of Directors of  
CorVel Corporation**

**Amended and Restated as of July 22, 2021**

**1. Purpose.**

The primary purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of CorVel Corporation (the “*Company*”) is to oversee (i) the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements, (ii) the performance of the Company’s internal accounting and financial controls function, and (iii) the engagement, independence and performance of the Company’s independent auditors.

**2. Composition.**

(a) At Least Three Members; Chairperson. The Committee shall consist of a minimum of three “independent” directors (as defined in Section 2(b) below), with the exact number determined by the Board. The Board shall designate a Committee member as the chairperson of the Committee (the “*Chairperson*”), or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized number of Committee members.

(b) Independence. All Committee members shall be “*independent*” as determined by the Board and as defined in the listing standards of the Nasdaq Stock Market or such other national securities exchange on which the Company’s securities are then listed, as the same may be amended from time to time (the “*listing standards*”), Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and any other applicable rules or regulations of the Securities and Exchange Commission (the “*SEC*”).

(c) Financial Literacy. Each Committee member shall, upon his or her appointment to the Committee, be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one Committee member shall be an “*audit committee financial expert*” as defined in applicable SEC rules and regulations, or otherwise meet the “*financial sophistication*” requirements set forth in the listing standards.

(d) Prohibition Against Past Involvement in Company Financial Statements. No Committee member shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the preceding three years.

(e) Appointment. Committee members shall be appointed by the Board for one-year terms and until their successors are appointed and qualified, or until their earlier retirement, resignation or removal. Any Committee member may be removed, with or without cause, by the approval of a majority of the independent directors then serving on the Board. The Board shall fill any vacancies on the Committee by a majority vote of the directors then in office.

**3. Meetings; Reports; Advisors.**

(a) Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less frequently than once quarterly. The Committee may act by written consent in lieu of a meeting. Committee meetings shall be held in person or telephonically. The Chairperson or a majority of Committee members may call Committee meetings. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company’s Amended and Restated Bylaws (“*Bylaws*”), applicable laws or regulations, or the listing standards. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Corporate Secretary of the Company for inclusion in the Company’s minute books. The Committee shall periodically meet separately with management, the internal auditors and the independent auditors. The Committee

may request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditors or any other advisor retained by the Company to render advice to the Company attend a Committee meeting or meet with any members of the Committee.

(b) **Reports.** The Committee shall report to the Board on significant matters related to the Committee's responsibilities, including 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, and the performance and independence of the Company's independent auditors, as well as any other matters as requested by the Board from time to time. The Committee shall prepare a Committee report pursuant to SEC rules and regulations for inclusion in the Company's annual proxy statement.

(c) **Authority to Retain Advisors; Resources.** The Committee shall have direct, independent and confidential access to the Company's directors, management and personnel, as well as to the Company's books, records and facilities, to carry out its duties. The Committee shall have the authority, in its sole discretion, to retain, oversee and terminate legal counsel, accounting or other advisors as it deems necessary or appropriate to carry out its duties, and to approve related fees and retention terms for any such legal counsel, accounting or other advisor. The Company shall provide the Committee with appropriate funding, as the Committee determines, for payment of fees and other compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, compensation to any legal counsel, accounting or other experts or advisors employed by the Committee, as well as for the Committee's ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

#### **4. Authority and Responsibilities.**

The following are general guidelines establishing the Committee's responsibilities and authority of the Committee. This list is not intended to be exhaustive, and the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purpose and carry out its duties.

The Committee shall:

##### ***Financial Statements and Disclosures; Internal Controls***

(a) Review the Company's financial statements and (i) review and discuss with management and the independent auditors, prior to public release: (A) the Company's annual audited and quarterly financial statements to be filed with the SEC; (B) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; (C) any certifications by the Company's principal executive officer and principal financial officer regarding the Company's financial statements, internal accounting and financial controls and procedures, and disclosure controls and procedures, that will be filed with or furnished to the SEC; (ii) discuss with the independent auditors the matters of which the independent auditors inform the Committee and that are required to be discussed under applicable auditing standards; and (iii) make a recommendation to the Board regarding the inclusion of the annual audited financial statements in the Company's annual report on Form 10-K to be filed with the SEC.

(b) Discuss with management and the Company's independent auditors the following:

- Critical accounting policies and practices used;
- Alternative treatments of financial information within generally accepted accounting principles ("GAAP"), the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
- Material written communications between the independent auditors and management, such as any management letter, any report on observations and recommendations on internal controls, any schedule of unadjusted audit differences and any listing of adjustments and reclassifications not recorded;
- Any significant financial reporting issues that have arisen in connection with the preparation of the Company's audited financial statements; and

- Any changes in accounting principles.

(c) Discuss generally with management and review the Company's press releases regarding financial results, including the use of any "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies, prior to any public disclosure thereof.

(d) Review and discuss with management and the independent auditors the existence and effect of any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with entities of which the Committee is made aware whose accounts are not consolidated in the Company's financial statements and that may have a material current or future effect on the Company's financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses.

(e) Discuss with management and the independent auditors any significant new or unusual transactions or other significant matters or events not in the ordinary course of business that have occurred and their views of the accounting treatment given thereto.

(f) Review and discuss periodically with legal counsel any legal and regulatory matters that may have a material impact on the Company's financial statements, or the Company's compliance policies and programs. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements, financial disclosures or accounting policies.

(g) Discuss with management and the independent auditors the Company's significant financial risks or exposures and assess the steps management has taken to monitor, control and minimize such risks or exposures. Discuss with management and the independent auditors the Company's systems and policies with respect to risk monitoring, assessment and management.

(h) Discuss with the independent auditors, before filing with the SEC any periodic report containing financial statements, the matters required to be discussed by Auditing Standard No. 16 as adopted by the Public Company Accounting Oversight Board ("*PCAOB*"), including the independent auditors' judgments about the quality, as well as the acceptability, of the accounting principles used and the judgments made in the preparation of the Company's financial statements.

(i) Consider and review separately with the independent auditors and management (i) the adequacy and effectiveness of the Company's disclosure controls and procedures and internal controls and any remedial steps being undertaken to address any material weaknesses or significant deficiencies in internal control over financial reporting; (ii) any problems or difficulties encountered in the course of the audit work, such as any restrictions on the scope of activities or access to requested information; (iii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; (iv) the adequacy and effectiveness of those portions of the Company's Code of Ethics and Conduct that relate to the integrity of the Company's financial reporting, including any changes to or waivers provided under the code since the last review; and (v) the related findings and recommendations of the independent auditors together with management's responses on such matters.

### ***Oversight of the Company's Relationship with the Independent Auditors***

(j) Have the direct authority and responsibility to select, appoint, retain, compensate, evaluate and oversee the work of the Company's independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and, if necessary or advisable in the Committee's sole discretion, to terminate and replace the Company's independent auditors. The Committee shall have the sole authority to approve all audit engagement fees and terms. The Company's independent auditors shall report directly and be accountable to the Committee.

(k) At least annually, request and obtain from the independent auditors a formal written statement describing (i) all relationships between the independent auditors and the Company; (ii) the independent auditors' internal quality-control procedures; and (iii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues. The Committee shall require that the independent auditors provide the Committee written affirmation that the independent auditors are, as of the date of affirmation, independent in compliance with PCAOB Rule 3520. The Committee shall actively engage in a dialogue with management and the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and shall take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditors.

(l) Consider and pre-approve all audit, non-audit and tax services of the independent auditors permitted by applicable laws, rules, regulations and listing standards. The Committee may establish pre-approval policies and procedures, and may delegate the authority to grant pre-approvals to one or more Committee members (but not to management), whose decisions shall be presented to the Committee at its next scheduled meeting.

(m) Review, evaluate and confirm the regular rotation of the lead or coordinating audit partners having primary responsibility for the audit, or of the audit partners responsible for reviewing the audit, as required by the rules and regulations of the SEC.

(n) Establish policies, consistent with the rules and regulations of the SEC, for the Company's hiring of current or former partners, principals, shareholders or employees of the independent auditors, or their close family members.

(o) Review and discuss with the independent auditors and management (i) all significant findings during the year, including the status of previous audit recommendations; (ii) the overall scope and plans for the audit (including the audit budget and the adequacy of compensation, resources and staffing); (iii) any changes required in the planned scope of the audit; and (iv) the coordination of audit efforts to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

### ***Compliance Oversight***

(p) Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by the Company's employees of concerns regarding accounting or auditing matters.

(q) Review any reports brought to the Committee by management, the independent auditors or the Company's legal counsel regarding evidence of any material violation by the Company, or by any officer, director, employee or agent of the Company, of applicable law.

(r) Review for potential conflict of interest situations and discuss with management and the independent auditors, on an ongoing basis, any proposed related party transactions (as defined in the listing standards and the applicable rules and regulations of the SEC) or courses of dealing. Upon completion of such review, the Committee shall either approve or disapprove each related party transaction or course of dealing and recommend such approval or disapproval to the Board.

(s) Annually evaluate its own performance as a committee and report to the Board the results of such evaluation and any recommended changes.

(t) Review and assess, at least annually, the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

(u) Perform any other activities, consistent with this Charter, the Bylaws and applicable listing standards and laws as the Committee or Board deems necessary or appropriate.

(v) Have the authority to form and delegate any of its responsibilities to a subcommittee.

## **5. Limitations on Committee Responsibilities.**

Notwithstanding the Committee's authority and oversight responsibilities set forth in this Charter, it is not the Committee's responsibility to plan or conduct audits of the Company's financial statements or to determine whether the Company's financial statements are complete, accurate or prepared in accordance with GAAP. Rather, the Company's management is responsible for the preparation and accuracy of the Company's financial statements and for designing the Company's internal controls and procedures, and the Company's independent auditors are responsible for auditing the Company's financial statements in accordance with GAAP. Each Committee member is entitled to rely, without independent verification, on the information provided to them and on the representations made by the Company's management and independent auditors, absent actual knowledge to the contrary. In addition, the Committee members are not independent auditors and the term "review" as used in this Charter is not intended to be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing a review of financial statements.