

**AMEDISYS, INC.**  
**BOARD OF DIRECTORS**  
**AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Amedisys, Inc. (the “Company”) shall appoint from its members a Nominating and Corporate Governance Committee. This Charter defines the role, authority and responsibility of the Nominating and Corporate Governance Committee.

**Purposes and Responsibilities**

The Nominating and Corporate Governance Committee is appointed by the Board to:

*Membership — Board of Directors and Board Committees*

- Identify individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee will solicit and receive recommendations for candidates to fill any Board vacancies and will review the qualifications of potential director candidates. The Committee will consider director candidates recommended by the Company’s stockholders pursuant to the procedures in the Company’s Corporate Governance Guidelines.
- Select, or recommend to the Board for selection, director nominees to be presented for stockholder approval at the next annual meeting of stockholders.
- Select, or recommend to the Board for selection, director nominees to fill vacancies on the Board as necessary.
- Periodically review the size and composition of the Board, including the mix of skills, diversity, experience and background, and make recommendations to the Board as necessary.
- Review any director resignation letters tendered in accordance with the Company’s director resignation policies set forth in the Company’s Corporate Governance Guidelines, and discuss and submit its recommendation regarding the person’s continued service to the Board.
- Review the structure of the committees of the Board and select, or recommend to the Board for selection, directors to be appointed as members on each Board committee and the chair of each Board committee.

*Corporate Governance*

- Develop and recommend to the Board for approval a set of Corporate Governance Guidelines applicable to the Company; review and reassess the adequacy of such Corporate Governance Guidelines on an annual basis and recommend any proposed changes to the Board for approval.
- Monitor the Company’s compliance with sound principles of corporate governance, consistent with applicable law and best practices.
- Annually, receive reports from each Committee regarding proposed changes to the Committee charters. Review and approve the disclosures related to corporate governance appearing in the Company’s annual Proxy Statement.

### *Stockholder Proposals*

- Review and make recommendations to the Board concerning proposals received from stockholders for consideration at meetings of stockholders and inclusion in the Company's Proxy Statements.

### *Board Member Evaluation and Education*

- Develop and oversee programs for an annual evaluation of the Board and its committees and management (as part of this evaluation, each Board member shall evaluate his or her performance, as well as the performance of each of the other directors).
- The Chair of the Committee shall report annually to the Board with an assessment of the performance of the Board as a whole, each member of the Board and each Committee of the Board (it being understood that management's performance and compensation and the Board's compensation are evaluated by the Compensation Committee of the Board).
- Develop and oversee programs for the orientation and continuing education of the members of the Board and its committees.

### *Succession Planning*

- Identify candidates qualified to become Chief Executive Officer of the Company as part of a succession plan or in the event the existing Chief Executive Officer is unable to perform his or her duties.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate its own performance.

### **Committee Membership**

The Committee will be comprised of at least three members. The Committee will be composed entirely of directors who meet the definition of "independent" under the listing standards of the NASDAQ Global Select Market. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees, as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

### **Meetings**

The Committee shall meet at least five (5) times per year (quarterly plus a year-end meeting) and may call additional meetings as often as its members deem necessary to perform the Committee's responsibilities. The Committee shall meet in executive session as part of each quarterly meeting. A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of those present at a meeting (or, in case a quorum at the time consists

of two members of the Committee, both members present) shall be required to take formal action of the Committee. Written minutes shall be kept for all formal meetings of the Committee.

As permitted by Section 141 of the Delaware General Corporation Law, the Committee may act by unanimous written consent and may conduct meetings via conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

### **Committee Authority**

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors, including legal advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

It is the intention of the Board and the Committee that any communications with the Company's General Counsel (or other in-house attorney) be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney-client communications.

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*As most recently amended by the Amedisys, Inc. Board of Directors on December 14, 2017.*