

**AMEDISYS, INC.**  
**BOARD OF DIRECTORS**  
**AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER**

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

**Committee Membership**

The Committee will be comprised of at least three directors. The Committee will be composed entirely of directors who meet the independence requirements of the NASDAQ Global Select Market, as amended from time to time, including, without limitation, the specific requirements of NASDAQ Rule 5605(d)(2) for compensation committee members. In addition, the members shall be (i) “non-employee directors” for the purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) “outside directors” for the purposes of Internal Revenue Code §162(m) and the regulations promulgated thereunder.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed by the Board in its discretion.

**Purposes and Responsibilities**

The Committee shall discharge the Board’s responsibilities relating to the compensation of the Company’s principal executive officer (Chief Executive Officer), principal financial officer (Chief Financial Officer) and other “officers,” as such term is defined under Rule 16a-1(f) of the Exchange Act. The Chief Executive Officer, the Chief Financial Officer and such other officers are referred to herein as the “Executive Officers.” The Committee has overall responsibility for approving all compensation plans, policies and programs of the Company as they affect the Executive Officers. The Committee also has overall responsibility for approving and administering Company equity compensation plans and evaluating and approving the compensation of the Company’s Board and members of committees of the Board.

The Committee shall make regular reports to the Board and shall review and assess the adequacy of this Charter no less than annually and recommend any proposed changes to the Board. The Committee will annually evaluate its own performance.

**Committee Responsibilities and Authority**

*Executive Officer Compensation*

1. The Committee shall annually measure the Chief Executive Officer’s performance against each of his or her goals and objectives pursuant to the Company’s plans and, after considering the full Board’s evaluation of his or her performance, approve the Chief Executive Officer’s (i) annual base salary level, (ii) annual short-term (cash bonus) incentive opportunity and (iii) annual long-term (equity-based) incentive opportunity,

taking into account any criteria set forth in his or her employment agreement with the Company and any other criteria deemed appropriate by the Committee. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider many factors including but not limited to, the Company's relative performance and stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.

2. The Committee shall also approve the (i) annual base salary levels, (ii) annual short-term (cash bonus) incentive opportunities and (iii) annual long-term (equity-based) incentive opportunities for the Company's other Executive Officers, after taking into account the recommendations and performance evaluations of the Chief Executive Officer with respect to such persons, any criteria set forth in the respective employment agreements of such persons with the Company and any other criteria deemed appropriate by the Committee.
3. The Committee shall review and approve the following as they affect the Executive Officers: (i) any employment agreements and/or severance arrangements (and all revisions, modifications or amendments thereto, including but not limited to any proposed change to an Executive Officer's title, base salary, employment term or annual incentive bonus criteria), (ii) all other incentive/retention awards and opportunities, including both cash- and equity-based awards and opportunities, (iii) any change-in-control agreements and change-in-control provisions affecting any element of Executive Officer compensation and benefits, (iv) any special or supplemental compensation/benefits (including supplemental retirement benefits and perquisites provided during and after employment) and (v) any policy regarding the adjustment or recovery of incentive awards or payments if the performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of the award.

#### *Regulatory and Other Requirements*

4. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's Proxy Statement and Annual Report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with Company management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
5. The Committee shall produce the annual "Compensation Committee Report" for inclusion in the Company's Proxy Statement in compliance with the rules and regulations promulgated by the SEC.
6. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers.
7. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation ("Say-on-Pay Votes") and the frequency of such votes, and the requirement under the rules of the NASDAQ Global Select Market that, with

limited exceptions, stockholders must approve equity compensation plans. The Committee shall take into account the outcome of Say-on-Pay Votes in reviewing and approving executive compensation.

8. The Committee shall oversee the Company's policies on structuring compensation programs to preserve tax deductibility where appropriate. To the extent that the Company provides for performance-based compensation subject to the requirements of Section 162(m) of the Internal Revenue Code, the Committee shall establish and certify the attainment of performance goals, as required by Section 162(m).
9. The Committee shall adopt or review policies regarding the ability of any director or Executive Officer to pledge Company securities or to purchase financial instruments that are designed to hedge or offset any decrease in the market value of equity securities granted by the Company.
10. As the Committee may deem appropriate, the Committee shall review the Company's incentive compensation arrangements for senior management employees, considering the Company's business objectives and an intention to promote appropriate practices and not excessive risk-taking.

#### *Outside Director Compensation*

11. The Committee shall evaluate no less frequently than annually and report to the full Board annually the status of the Company's outside director compensation practices in relation to other companies of comparable size and within the Company's industry.

#### *Stock Compensation Plan Administration*

12. The Committee shall administer, in accordance with their terms, all equity compensation plans of the Company under which common stock or other equity securities of the Company (or securities exercisable for or convertible into equity securities of the Company) may be issued to directors, officers or key employees. With respect to employees who are not Executive Officers, the Committee may delegate such authority to the Chief Executive Officer.

#### *Authority to Retain Consultants*

13. The Committee may, in its sole discretion, retain and terminate (or obtain the advice of) a compensation consultant, external legal counsel or other advisor.
  - (a) The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by it.
  - (b) The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

- (c) Prior to the retention of a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor, taking into consideration all factors relevant to such advisor's independence, including factors specified in the listing standards of the NASDAQ Global Select Market (including NASDAQ Rule 5605(d)(3)(D)), as amended from time to time. The Committee is not required to assess the independence of any compensation consultant or other external advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors of the Company and that is generally available to all salaried employees or providing information that is either not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee shall oversee the Company's compliance with any disclosure required by the rules and regulations of the SEC related to the foregoing.

The Committee shall also perform such other duties and responsibilities as may be assigned to the Committee by the Board.

### **Meetings and Process**

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities, but the Committee shall meet at least four (4) times a year. 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.

The Chief Executive Officer shall not be present during any Committee voting or deliberations with respect to his or her compensation.

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.

All independent directors on the Board may attend Committee meetings without an invitation. The Committee may invite to its meetings members of Company management, outside experts or consultants and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee or an independent director) from a meeting as the Committee deems appropriate. The Committee shall meet in executive session as part of each quarterly meeting.

The Nominating and Corporate Governance Committee shall designate one member of the Committee as its Chair. The Chair of the Committee shall develop and set the Committee's

agenda, in consultation with other members of the Committee, the Board and appropriate members of management.

The Committee may form and delegate authority to subcommittees as it deems appropriate.

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 approved by the Amedisys, Inc. Board of Directors on December 11, 2018.**