

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

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

**Purposes and Responsibilities**

The primary purposes of the Committee are:

1. To assist the Board in fulfilling its oversight responsibilities relating to (a) the compliance by the Company with all legal requirements to which it is subject, including specifically all applicable federal and state health care laws and regulations, all fraud and abuse laws and all applicable Medicare program requirements, (b) the design, implementation and execution of the Company’s Compliance and Ethics Program, (c) the activities of the Chief Compliance Officer and the operation of the Company’s Compliance Department, and (d) matters relating to the Company’s Corporate Compliance Plan and Code of Ethical Business Conduct; and
2. To assist the Board and Company management in establishing an appropriate “tone at the top” and promoting a strong “culture of compliance” throughout the Company, while also recognizing that other Board committees assist the Board in fulfilling its oversight responsibilities relating to various areas of legal and regulatory compliance.

**Committee Responsibilities:**

In connection with the aforesaid matters, the Committee shall maintain communication concerning such matters as it may deem appropriate with the Company’s Chief Executive Officer, Chief Financial Officer, Chief Compliance Officer, Senior Vice President – Audit/Assurance Services, General Counsel and any other officers or employees deemed appropriate by the Committee, and undertake to be reasonably knowledgeable about the content and operation of the Company’s Compliance and Ethics Program.

The Committee shall review matters, as it may deem appropriate, concerning or relating to the purposes of the Committee. The Committee shall (a) raise to the entire Board material compliance and ethics issues as those issues are brought to the attention of the Committee, and (b) report to the entire Board on at least an annual basis concerning matters relating to the Company’s Compliance and Ethics Program, including, but not limited to, the implementation and effectiveness of the Compliance and Ethics Program. The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board. The Committee will annually evaluate its own performance.

The Committee’s responsibility is oversight. The Committee relies on the expertise and knowledge of management and counsel in carrying out its oversight responsibilities. Management

of the Company, including the Chief Executive Officer, the Chief Compliance Officer and the General Counsel, is responsible for conforming the Company's conduct to legal and regulatory requirements and the Company's internal policies and procedures. Management is also responsible for monitoring the Company's compliance with applicable laws, regulations, policies and procedures, and for ensuring that the Company operates an effective Compliance and Ethics Program. The Chief Compliance Officer, who reports to the Chief Executive Officer, is responsible for the day-to-day management and implementation of the Company's Compliance and Ethics Program. The Committee may initiate such compliance investigations as it deems appropriate, but it is not the duty of the Committee to plan or conduct compliance audits, to assure compliance with applicable laws or regulations or the Company's internal policies and procedures, or to operate the Company's Compliance and Ethics Program, but rather to oversee Company management in the undertaking of these responsibilities. Further, it is the responsibility of the other committees of the Board, including the Audit Committee and the Compensation Committee, to carry out the Board's oversight responsibilities regarding management's compliance with certain securities laws and regulations, including financial reporting and disclosure requirements.

### **Powers and Duties**

In connection with its oversight of the aforesaid matters and its preparation for advising and making recommendations to the Board, the Committee shall, in addition to any other duties or responsibilities the Board may from time to time delegate to the Committee:

- (a) Review regular reports from the Chief Compliance Officer regarding (i) the operations and activities of the Compliance Department, including audits undertaken by the Compliance Department of the Company's operations; (ii) complaints made by Company employees to the Compliance Department, whether by way of the Company's Compliance and HIPAA Hotlines or otherwise; (iii) requests made by management to the Compliance Department for special audits or other assistance; (iv) training and educational initiatives undertaken by the Compliance Department; (v) discipline imposed upon Company employees found to have not complied with law or compliance-related policies or procedures, whether pursuant to the Company's articulated principle of "zero tolerance" or otherwise; (vi) means used by the Compliance Department to solicit employee input concerning compliance matters, including without limitation the Company's Compliance and HIPAA Hotlines, employee polling, and exit interview activities; (vii) metrics or other means used by the Compliance Department to assess compliance risk within the Company; (viii) compliance-related trends observed by the Compliance Department; (ix) changes in laws or regulations applicable to the Company and steps being taken by the Company to respond to same; and (x) such other matters as the Chief Compliance Officer may deem appropriate to bring to the attention of the Committee. The Chief Compliance Officer will provide the Committee with a quarterly summary of calls made to the Compliance and HIPAA Hotline, which may include a summary of the responsive actions taken by the Compliance Department;
- (b) Review significant compliance-related policies, objectives and plans related to the operations of the Company's business and its mode or methods of doing business;

- (c) Review metrics used by management to assess compliance risk and provide insight into the Company's compliance systems and organization;
- (d) Review significant reports of actual and alleged violations of the Company's Corporate Compliance Plan or Code of Ethical Business Conduct, including all significant reports of alleged violations by Executive Officers, as that term is defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934;
- (e) Review various auditing and monitoring systems, reports and protocols implemented by the Company designed to assure compliance with approved corporate policies and applicable laws and regulations;
- (f) Review standards and procedures implemented by the Company designed to reduce the prospect of violation of corporate policies and applicable laws and regulations and the communication of such standards and procedures to all employees and other agents;
- (g) Review results of significant audits and assessments by and on behalf of the Compliance Department and, as necessary, the Audit Committee's or Internal Audit/Assurance Services Department's plans and reports with respect to internal or external audits related to compliance;
- (h) Monitor the Company's compliance with any Corporate Integrity Agreements or similar obligations to which the Company may be subject;
- (i) Periodically retain outside consultants to conduct such evaluations of the Company's Compliance and Ethics Program, Compliance Department or other matters as the Committee may deem appropriate to fulfill its responsibilities. Such evaluations may include, but are not limited to, evaluations of the Company's Compliance and Ethics Program to (aa) confirm that the Company's Compliance and Ethics Program is consistent with the provisions of Section 8B2.1 of the Federal Sentencing Guidelines and the guidance set forth in the OIG Compliance Program Guidance for Home Health Agencies issued by the Office of Inspector General (OIG), Department of Health and Human Services, and (bb) identify what changes, if any, would be necessary for the Company to have an "effective" compliance and ethics program under the aforesaid guidelines and guidance. Upon completion of each such evaluation conducted at the request of the Committee, the consultant shall report to the Committee its findings and recommendations, which the Committee as a whole shall, in good faith, consider and act upon as it determines appropriate;
- (j) Assess and provide feedback to the Chief Executive Officer regarding the performance, responsibilities, plans and resources of the Chief Compliance Officer, including the appointment and replacement of the Chief Compliance Officer; and
- (k) Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

## **Committee Membership**

The Committee will be comprised of at least three members. The Committee will be composed entirely of directors who (a) meet the definition of “independent” under the listing standards of the NASDAQ Global Select Market and (b) are otherwise free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a member of the Committee. The Committee members will be appointed by the Board and/or the Nominating and Corporate Governance Committee of the Board and may be removed by the Board in its discretion.

At least one member of the Committee shall have significant familiarity and experience with applicable Medicare program requirements. The Company, in its annual Proxy Statement to shareholders before each annual meeting, shall identify which director(s) on the Committee have significant familiarity and experience with applicable Medicare program requirements and the basis for that assertion. The Nominating and Corporate Governance Committee will appoint one member of the Committee as Chair.

## **Meetings**

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.

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 member of the Board) from a meeting as the Committee deems appropriate.

The Committee shall meet in executive session at each meeting. In addition, the Committee shall meet with the Chief Compliance Officer and/or General Counsel (or other in-house counsel) and/or Senior Vice President – Audit/Assurance Services and/or Outside Auditor in a separate executive session as it deems necessary or appropriate to discuss such matters which the Committee members believe should be considered privately. It is the intention of the Board and the Committee that all such communications with the Company’s Chief Compliance Officer and/or the Company’s General Counsel (or other in-house counsel) be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney-client communications.

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.

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, as the Chair deems appropriate.

### **Committee Authority**

The Committee shall have the authority to (a) retain, at the expense of the Company, the advice and assistance of outside advisors, including independent compliance consultants and independent legal advisors, as it may deem necessary or appropriate to fulfill its responsibilities (including but not limited to the responsibilities outlined in item (i) under the heading "Powers and Duties," above), (b) conduct or authorize investigations into or studies of matters within the Committee's responsibilities and (c) perform all acts necessary to fulfill its responsibilities and achieve its objectives under this Charter and as otherwise directed by the Board, provided that such acts are not in violation of the Certificate of Incorporation or Bylaws of the Company, the Company's Corporate Governance Guidelines, the Company's Code of Ethical Business Conduct or any laws or regulations applicable to the Company.

### **Amendment**

This Charter shall not be amended except upon approval of a majority of the Company's independent Board members or as otherwise required by law or regulation.

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