



**AMEDISYS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**Purpose**

The Board of Directors (the “Board”) of Amedisys, Inc. (the “Company”) has adopted the following guidelines to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders. These guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These guidelines are subject to modification from time to time by the Board.

**Role of the Board and Management**

The Company’s business is conducted by its officers and employees, under the direction of its Chief Executive Officer and under the oversight of the Board, to enhance the long-term value of the Company for its stockholders. The Board is elected by the Company’s stockholders to oversee management and to ensure that the long-term interests of the stockholders are being served.

**Director Qualifications**

A majority of the Board’s members will be “independent,” as such term is defined by the rules of the NASDAQ Global Select Market.

Directors should possess the highest personal and professional ethics, integrity and values. Directors must also have an inquisitive and objective perspective, practical wisdom and mature judgment. Directors must develop an understanding of the Company’s business and have a willingness to devote adequate time to carrying out their duties. The Board seeks directors who represent a mix of backgrounds and experiences that will enhance the quality of the Board’s deliberations and decisions. The Nominating and Corporate Governance Committee of the Board shall monitor the mix of skills, diversity, experience and background to assure that the Board has the necessary composition to effectively perform its oversight function.

**Lead Director**

Whenever the Chairman of the Board is an executive officer of the Company, the Board shall appoint one of the independent directors, within the meaning of the then-effective rules of the NASDAQ Global Select Market, as Lead Director of the Company to lead the Board in fulfilling its

duties effectively, efficiently and independent of management. Specifically, the Lead Director is responsible for the following:

- (A) Enhance Board Effectiveness
  - (1) Ensure the Board works as a cohesive team under his/her leadership.
  - (2) Ensure the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making.
  - (3) Ensure a process is in place to monitor best practices which relate to the responsibilities of the Board.
  - (4) Assess the effectiveness of the overall Board, its committees and individual directors on a regular basis.
  
- (B) Manage the Board
  - (1) Provide input to the Chairman and Committee Chairs on the scheduling and preparation of agendas for Board and committee meetings.
  - (2) Consult with the Chairman, the Chair of the Nominating and Corporate Governance Committee and the Board on the membership of, chairs for, and effectiveness of, Board committees.
  - (3) Consult with the Chairman on the retention of consultants who report directly to the Board.
  - (4) Along with the Chairs of the standing Board committees, ensure that the independent directors meet at least annually to discuss, without management present, (i) whether delegated committee functions are being carried out and reported to the Board, (ii) Chief Executive Officer and Board performance, (iii) succession planning, (iv) strategic planning, and (v) such other issues as the independent directors deem appropriate.
  - (5) Chair Board meetings when the Chairman is not in attendance.
  
- (C) Liaison between Board and Management
  - (1) Communicate to management as appropriate the results of private discussions among independent directors.

### **Director Selection**

The Nominating and Corporate Governance Committee will solicit and receive recommendations for candidates to fill any Board vacancies and will review the qualifications of potential director candidates. The Nominating and Corporate Governance Committee will present any recommended candidates to the full Board for consideration. The Nominating and Corporate Governance Committee may engage the services of third party search firms to assist in identifying or evaluating director candidates.

Stockholders may propose a nominee for consideration by the Nominating and Corporate Governance Committee by sending the following information to the Company's Corporate Secretary, at Amedisys, Inc., 3854 American Way, Suite A, Baton Rouge, Louisiana 70816, who will forward the information to the Chair of the Nominating and Corporate Governance Committee:

- Name, mailing address and telephone number of the stockholder;
- The proposed nominee's name, mailing address and telephone number;
- A statement whether the proposed nominee knows that his or her name is being suggested by the stockholder, and whether he or she has consented to being suggested and is willing to serve;
- The proposed nominee's resume or other description of his or her background and experience;
- The proposed nominee's relationship to the stockholder; and
- The stockholder's reasons for proposing that the individual be considered.

Any candidates submitted by stockholders will be evaluated on the same basis as any other director candidates.

### **Resignation Policy for Directors in Uncontested Elections**

In an uncontested election of directors, if any director nominee receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote"), then the director will promptly tender his or her resignation to the Board following certification of the stockholder vote. Any such resignation shall specify that it will become effective upon Board acceptance of the resignation. An uncontested election of directors is one in which the number of individuals who have been nominated for election as a director is equal to, or less than, the number of directors to be elected.

If a director nominee receives a Majority Withheld Vote and tenders his or her resignation, then the Nominating and Corporate Governance Committee will act to determine whether to accept the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days of the certification of the stockholder vote.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation. If all of the directors who are members of the Nominating and Corporate Governance Committee receive a Majority Withheld Vote in the same election, then the Board shall appoint a committee of independent directors who did not

receive a Majority Withheld Vote in that election to consider such resignation and recommend to the Board whether to accept or reject it, or the Board may take up the issue directly without a previous recommendation.

The Nominating and Corporate Governance Committee and the Board may consider any factors and information they deem relevant in deciding whether to accept a director's resignation, including, without limitation: (i) any reasons given by stockholders for their withhold votes from such director, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the director's tenure, (iv) the director's qualifications, (v) the director's past and expected future contributions to the Board, and (vi) the overall composition of the Board and the composition of its committees, including whether accepting the resignation would cause the Company to fail to meet any applicable standards of the Securities and Exchange Commission ("SEC") or the NASDAQ Global Select Market. If the Board does not accept the resignation, the director will continue to serve until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. If the Board accepts the resignation, the Nominating and Corporate Governance Committee shall recommend to the Board whether to fill the vacancy created by such resignation or to reduce the number of directors constituting the whole Board.

The Company shall disclose publicly the Board's decision and an explanation of the process by which the decision was made and, if applicable, the reasons for not accepting the director's resignation, in a Current Report on Form 8-K filed with the SEC. For clarity, this resignation policy shall not apply in contested director elections, in which the number of director nominees exceeds the number of Board seats open for election.

#### **Term Limits and Retirement Policy; Change in Status; Resignation of Management Directors upon Separation of Employment**

The Board does not believe that arbitrary term limits on directors' service or a mandatory retirement age are the best way to maximize the effectiveness of the Board in carrying out its oversight function. As an alternative, the Board will periodically review the appropriateness of each Board member's continued service.

Any director whose principal occupation changes substantially from the position that he or she held when becoming a member of the Board will promptly notify the Chair of the Nominating and Corporate Governance Committee of this change and volunteer to resign from the Board. The Board does not believe that in every instance directors who substantially change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the changed circumstances.

The Board expects that when a member of Company management who serves on the Board resigns from his or her executive position, he or she will simultaneously submit his or her resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion at that time by the Nominating and Corporate Governance Committee, which will

submit its recommendations regarding the person's continued service to the full Board for consideration.

### **Size of the Board**

The number of directors that constitutes the Board shall be fixed from time to time by a resolution adopted by the Board in conformity with the requirements stated in the Company's Bylaws. The Nominating and Corporate Governance Committee shall periodically review the size and composition of the Board to ensure that the current number of members most effectively supports the Company.

### **Service on Additional Boards**

A non-executive director shall serve on no more than five (5) boards of public companies (or private, not-for-profit or service organization boards that are deemed by the Board to be equivalent), including service on the Company's Board. A director who serves as an executive officer of the Company shall serve on no more than three (3) boards of public companies (or private, not-for-profit or service organization boards that are deemed by the Board to be equivalent), including service on the Company's Board.

Directors must consult with the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee in a timely fashion before accepting an invitation to serve, or to become a nominee to serve, on the board of another company (including public, private, and not-for-profit companies and service organizations). This prior notice allows the Company to review whether such other service would interfere with the director's service on the Company's Board, impact the director's status as an independent director, or create an actual or apparent conflict of interest for the director.

### **Director Responsibilities and Board Functions**

The Board is elected by the stockholders to oversee management and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors, which are reserved to the Company's stockholders.

The full Board has five regularly-scheduled in-person meetings per year and monthly telephone meetings during those months in which no in-person meeting is held, with additional in-person and telephonic meetings held as necessary. The Board will meet with the Company's Chief Executive Officer and selected members of management as determined by the Chief Executive Officer. The Board will meet monthly with the Company's Chief Financial Officer to discuss financial controls and disclosures. Each director is expected to attend each in-person and telephonic meeting, absent illness, family emergency or similar unforeseeable circumstance. At each of the in-person meetings, the independent (non-management) directors will meet in

executive session without management present. Meetings of the independent directors will be chaired (as appropriate) by either the Non-Executive (independent) Chairman of the Board or the Lead Director, who will at all times be an independent director.

Information that is relevant to the Board's consideration of matters to be discussed at a meeting will, whenever possible, be distributed to directors sufficiently in advance of the meeting date to permit directors to prepare for a discussion of such matters.

### **Board Committees**

The Board currently has the following standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, the Quality of Care Committee and the Compliance and Ethics Committee. Each of the members of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, the Quality of Care Committee and the Compliance and Ethics Committee will be "independent" directors, within the meaning of the rules of the NASDAQ Global Select Market and applicable law and will otherwise satisfy all applicable requirements with respect to membership on such committees.

The Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, the Quality of Care Committee and the Compliance and Ethics Committee will each have written charters. The Board will review these charters on an annual basis and approve any changes recommended by the committees. These charters, along with these Corporate Governance Guidelines, will be posted on the Company's website at [www.amedisys.com](http://www.amedisys.com).

The Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, the Quality of Care Committee and the Compliance and Ethics Committee will each meet on at least a quarterly basis. Each such Committee will meet in executive session as a part of each such quarterly meeting.

The Board may establish additional committees as it deems appropriate from time to time.

### **Director Access to Management**

The Board, and any individual director or group of directors, will have full access to all Company employees at all times. The Board encourages the Chief Executive Officer to invite non-director members of management to address the Board in those instances where an officer's expertise can enhance the Board's understanding of an issue under its consideration.

### **Retention of Independent Advisors**

The Board and each of its committees will have the authority to retain, at the Company's expense, independent financial, legal, accounting and other advisors whenever they may deem necessary or appropriate.

## **Director Compensation**

The Compensation Committee will review on an annual basis whether the Company's director compensation practices compare with those of public companies of comparable size and within the Company's industry. Changes in the compensation of directors will be made by the independent (non-employee) members of the Board, acting upon the recommendation of the Compensation Committee. Directors who are also members of management will receive no additional compensation for their service as directors.

## **Director Orientation and Continuing Education; Home Health, Hospice and Personal Care Visits**

The Chair of the Nominating and Corporate Governance Committee will work with management to develop an orientation program for all new directors, which orientation program will provide information with respect to, among other things, (i) the legal obligations of directors and (ii) the history, organizational structure and business of the Company.

The Board believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education, as well as participation in accredited director education programs. The Board will reimburse directors for expenses incurred in connection with these education programs.

In the interest of further developing an understanding of the Company's industry, the Board encourages each director to participate in one home health, hospice or personal care visit annually.

## **Management Succession**

The Board, with input from the Nominating and Corporate Governance Committee, will maintain a succession plan for the Chief Executive Officer in the event of an emergency or the retirement of the Chief Executive Officer.

## **Annual Performance Evaluation of the Chief Executive Officer**

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and recommend to the Board the Chief Executive Officer's compensation levels based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider 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.

## **Annual Performance Evaluation of the Board**

The Board and each of its committees will perform an annual self-evaluation to determine whether they are functioning effectively. As part of this self-evaluation, each Board member

shall also evaluate the performance of each of the other directors. Board evaluations will be confidential and administered by the Chair of the Nominating and Corporate Governance Committee, who shall report to the Board each year concerning the results of all Board evaluations. The Chair of the Nominating and Corporate Governance Committee may, at the Company's expense, enlist the assistance of outside advisors in connection with the Board evaluation process should he or she deem it appropriate.

### **Minimum Share Ownership Requirements**

In an effort to more closely align their interests with those of our stockholders:

- Each non-employee (independent) director shall own Company shares with a fair market value equal to at least three times his or her base annual cash retainer. Each non-employee (independent) director shall have five years from the date that he or she is elected or appointed (as applicable) to the position (or five years from the initial effective date of these Guidelines, whichever date is later) to come into compliance with these ownership requirements.
- The Chief Executive Officer shall own Company shares with a fair market value equal to at least three times his or her base salary. The Chief Executive Officer shall have five years from the date that he or she is elected or appointed (as applicable) to the position (or five years from the initial effective date of these Guidelines, whichever date is later) to come into compliance with these ownership requirements.
- Each executive officer of the Company shall own Company shares with a fair market value equal to at least two times his or her base salary. Each executive officer is required to retain 50% of the net after-tax shares received upon vesting or exercise of his or her equity awards until the holding requirement is met.

For purpose of these ownership requirements, shares held through the Company's 401(k) Plan, Employee Stock Purchase Plan, shares held jointly with a spouse, and shares owned in trust for the economic benefit of the executive officer, spouse or his or her dependent children will be considered "owned." Nonvested shares, shares underlying unvested restricted stock units and shares underlying unexercised options will not be considered "owned."

Once a person subject to the share ownership requirements listed above accumulates shares with a value equal to the required multiple of base salary or annual retainer, he or she must retain the minimum number of shares originally accumulated to meet the threshold requirement on a going-forward basis. If the Company's stock price subsequently declines after the share ownership requirements are met, he or she will not be required to acquire additional shares.



## **Conflicts of Interest**

Directors will disclose any potential conflicts of interest to the Board and refrain from voting on a matter in which they have a conflict.

## **Stockholder Ratification of Company's External Auditor**

The stockholders shall be requested to ratify the Board's selection of the Company's external auditor at each annual meeting of stockholders.

## **Communication with the Board of Directors, Lead Director/Non-Executive (Independent) Chairman of the Board (as appropriate) and the Audit Committee**

The Board may be contacted by any party via mail at the address listed below.

Amedisys, Inc. Board of Directors  
c/o Corporate Secretary  
3854 American Way, Suite A  
Baton Rouge, Louisiana 70816

The Lead Director/Non-Executive (independent) Chairman of the Board (as appropriate) is the presiding director of non-management executive sessions of the Board. This person may be contacted by any party via mail at the address listed below.

Lead Director [or Non-Executive Chairman of the Board] – Amedisys, Inc. Board of Directors  
c/o Corporate Secretary  
3854 American Way, Suite A  
Baton Rouge, Louisiana 70816

The Audit Committee has adopted a process for anyone to send communications to the Audit Committee with concerns or complaints concerning the Company's regulatory compliance, accounting, audit or internal controls issues. The Audit Committee may be contacted by any party via mail at the address listed below.

Chair – Audit Committee of the Amedisys, Inc. Board of Directors  
c/o Corporate Secretary  
3854 American Way, Suite A  
Baton Rouge, Louisiana 70816

*All communications with the Board, the Lead Director/Non-Executive (independent) Chairman of the Board or the Audit Committee are treated confidentially, and stockholders and other interested parties can remain anonymous when communicating their concerns.*

## **Amendment**

The Nominating and Corporate Governance Committee will review and reassess the adequacy of these guidelines on an annual basis and recommend any proposed changes to the Board for approval. These guidelines may be amended by the Board from time to time.

Current as of December 14, 2017 (updated to (i) clarify the Chairman and Committee Chair roles in scheduling and preparation of agendas for Board and committee meetings, (ii) revise the overboarding policy, (iii) add stock ownership guidelines for executive officers and (iv) add the personal care segment to the home health or hospice visits that the directors are encouraged to make annually)