

## **Amedisys, Inc.**

### **Nominating and Corporate Governance Committee Charter**

The Board of Directors 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 of Directors to:

- Identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board;
- Select, or recommend that the Board select, director nominees to be presented for stockholder approval at the next annual meeting of stockholders;
- Select, or recommend to the Board, director nominees to fill vacancies on the Board as necessary;
- Develop and recommend to the Board of Directors for approval a set of corporate governance principles applicable to the Company;
- Oversee the evaluation of the Board of Directors, its committees and management.

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 two members. The Committee will be composed entirely of directors who meet the definition of “independent” under the listing standards of the NASDAQ. 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 as often as its members deem necessary to perform the Committee’s responsibilities. A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of the quorum (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 Nominating and Corporate Governance 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.

### **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. 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.