



ADAPTHEALTH CORP.

BOARD COMPLIANCE COMMITTEE CHARTER

I. Purpose

- A. The Compliance Committee (the “**Committee**”) assists the Board of Directors (“**Board**”) of AdaptHealth Corp. (the “**Company**”) in overseeing the Company’s activities in the areas of corporate responsibility and compliance.
- B. The Committee shall assist the Board in fulfilling its fiduciary responsibilities by making recommendations to the Board regarding the formulation or reformulation of and the implementation, maintenance and monitoring of the Company’s programs that: (i) are designed to ensure compliance with the Company’s policies, and legal rules and regulations, including compliance with requirements of federal health care programs; or (ii) may impact the Company’s business operations or public image, in light of applicable government and industry standards. (the “**Compliance Program**”).
- C. The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as the law, the Company’s certificate of incorporation, its bylaws, or the Board may assign.

II. Membership

- A. The Committee shall be composed of at least two (2) members, or such greater number as the Board may designate from time to time; one (1) of whom the Board shall designate as the Chair of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such member is no longer a Board member.
- B. Each Committee member shall be an independent, non-employee director of the Company who, in the judgment of the Board, is free from any relationship that would interfere with the exercise of his or her independent judgment and in accordance with independence requirements of the New York Stock Exchange corporate governance listing requirements, as amended from time to time.
- C. Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chair with a copy to the Company’s Secretary. Any such resignation shall take effect at the time specified therein, or, if such resignation does not specify a time when it shall become effective, then at the time received by the Chair; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board may remove a member of the Committee. The Board shall fill any vacancy in the Committee, which appointment shall be effective upon delivery of a written designation of such appointment to the Company’s Secretary.

III. Meetings and Procedures

- A. The Committee will meet at such times and places as it deems necessary but not less frequently than quarterly. A quorum shall be established when a majority of the Committee's members are present, whether physically, by telephone or by any other means that allows such member to hear and participate in the deliberations. The vote of the majority of the Committee's members present at a meeting in which a quorum was established shall be the resolution of the Committee. In lieu of a meeting, the Committee may act by the written unanimous consent of its members.
- B. The Committee shall work with Company management to ensure that the Board appoints a Chief Compliance Officer for the Company. The Committee shall meet with the Chief Compliance Officer and, at the discretion of the Chair, the Company's management and staff. The Committee shall meet periodically, but not less frequently than annually, with the Chief Compliance Officer in a separate executive session to discuss those matters that the Committee members believe should be considered privately.
- C. In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and replace outside advisors to provide independent advice to the Committee.
- D. The Committee shall maintain written minutes or other records of its meetings and activities. The Secretary shall distribute minutes of each Committee meeting to each member of the Committee. The Company's Secretary shall retain the original signed minutes for filing with the Company's corporate records.
- E. The Chair of the Committee shall report to the Board periodically, but not less frequently than annually, and as otherwise requested by the Chair of the Board.

IV. Responsibilities

- A. The Committee shall oversee the Company's Compliance Program activities.
 - 1. The Committee shall periodically assess management's implementation of the Compliance Program elements, including:
 - a. The Chief Compliance Officer's direct access to senior management and the allocation of sufficient funding, resources and staff to fully perform his or her responsibilities;
 - b. The Company's ongoing internal investigations, which investigations may be prompted by hotline calls, audits, employee exit interview questionnaires, emails or other disclosure methods;
 - c. The Company's auditing, training and other compliance activities related to federal and state health care laws, requirements under federal and state health care programs and any other health care regulatory compliance risk areas.
 - d. The Company's written ethics, conduct and compliance policies and procedures that guide the Company and the conduct of its staff in day-to-

- day operations, and relevant education and training for the Board and all affected staff and the Company's agents;
- e. Appropriate mechanisms for staff to seek guidance and to report concerns;
 - f. The Company's systems and processes that are designed to:
 - (i) Periodically assess the Company's compliance obligations and associated risks;
 - (ii) Monitor and audit the Company's systems, processes and transactions;
 - (iii) Investigate alleged misconduct; and
 - (iv) Promote and enforce standards through incentive and disciplinary action;
 - g. Necessary modifications to the Compliance Program; and
 - h. Efforts made to promote an ethical culture.
2. The Chief Compliance Officer shall promptly report to the Committee any data suggesting significant non-compliance that could affect the Compliance Program or the Company. The Chief Compliance Officer shall immediately report to the Committee's Chair any data suggesting significant non-compliance involving any of the Company's officers.
- B. The Committee also shall oversee the Company's activities in the area of corporate responsibility that may have an impact on the Company's business operations or public image, in light of political and social trends and public policy issues. The Committee shall assess management's implementation of the corporate responsibility program.
 - C. The Committee shall conduct a periodic, but not less frequent than annual, evaluation of its effectiveness.
 - D. The Committee shall review and reassess its Charter on a periodic basis, but not less frequently than annually, and submit any recommended changes to the Board for its consideration.
 - E. The Committee shall perform such other functions and have such other powers as may be necessary or convenient for efficient discharge of its duties or as required by applicable law or regulation.