



ADAPTHEALTH CORP. CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

This Compensation Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of AdaptHealth Corp., a Delaware corporation (the “**Company**”), on the date indicated below.

1. Members. The Compensation Committee (the “**Committee**”) shall be comprised of at least two “independent” directors of the Board who shall also satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission (“**SEC**”), the listing standards of any exchange or national listing market system upon which the Company’s securities are listed or quoted for trading (including, without limitation, the NASDAQ Capital Market) (the “**Principal Market**”), any other applicable laws or regulations, and any additional requirements that the Board deems appropriate. The term “independent director” means a director who (a) meets the definition of “independence” under the rules and regulations of the SEC and the Principal Market, and (b) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Governance Committee of the Board. The members of the Committee shall be appointed for one-year terms and shall service for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Each Committee member shall have one vote.

2. Purpose. In addition to such other duties as may be assigned to the Committee by the Board from time to time, the purpose of the Committee is to represent and assist the Board in (a) discharging its responsibilities for approving and evaluating the officer compensation plans, policies and programs of the Company, (b) reviewing and recommending to the Board regarding compensation to be provided to the Company’s employees and directors, and (c) administering the equity compensation plans of the Company. The Committee shall ensure that the Company’s compensation programs are competitive, designed to attract and retain highly qualified directors, officers and employees, encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

3. Duties and Responsibilities. The Committee shall, among its duties and responsibilities as may be delegated to the Committee by the Board from time to time,

and in addition to any duties and responsibilities imparted to the Committee by the SEC or any applicable Principal Market or any other applicable laws or regulations:

(a) To review and approve on an annual basis the corporate goals and objectives relevant to the CEO's compensation, evaluate performance of the Company's chief executive officer ("**CEO**") in light of such goals and objectives and determine and approve the remuneration (if any) of the CEO based on such evaluation in executive session at which the CEO is not present. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee of his or her compensation.

(b) To review and approve the compensation of the CEO and all other executive officers of the Company, including incentive bonuses, equity compensation, executive perquisites, severance arrangements, change-in-control benefits and other forms of compensation, and evaluate performance of such executive officers of the Company in light of the goals and objectives relative to such executive officers' compensation. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.

(c) To develop and review on at least an annual basis the Company's compensation philosophy, including the amendment of any such philosophy. The Committee shall consider the results of the most recent Say on Pay Vote in reviewing and amending such philosophy.

(d) To approve and, when appropriate, recommend to the Board for approval, incentive compensation plans, deferred compensation and equity-based plans ("**Compensation Plans**"), and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Compensation Plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted, the terms and conditions application to each award or grant, and the delegation of authority pursuant to such Plans, subject to the provisions of each Compensation Plan. In approving and/or making recommendations regarding Compensation Plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

(e) To approve and, when appropriate, recommend to the Board for approval, special perquisites, special cash payments and other special compensation and/or benefits arrangements for the Company's executive officers and employees. In approving and/or making recommendations regarding special perquisites, payments or other compensation or benefits, including whether to adopt, amend or terminate any such compensation or benefits, the Committee shall consider the results of the most recent Say on Pay Vote.

(f) To review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

(g) To approve and, when appropriate, recommend to the Board for approval, any employment, retention, change in control, severance or similar compensation agreements, arrangements and plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans. In approving and/or making recommendations regarding such agreements, arrangements or plans, including whether to adopt, amend or terminate any such agreements arrangements or plans, the Committee shall consider the results of the most recent Say on Pay Vote.

(h) To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

(i) To approve and, when appropriate, recommend to the Board for approval, all employee benefit plans of the Company, which includes the ability to adopt, amend and terminate such plans.

(j) To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

(k) To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

(l) To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

(m) To develop and recommend to the Board for approval an officer succession plan (the "**Succession Plan**"), to review the Succession Plan periodically with the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

(n) To oversee engagement with stockholders and proxy advisory firms on executive compensation matters.

(o) To prepare reports and recommendations to the Board within the scope of its functions and advise the officers of the Company regarding various personnel matters as may be raised with the Committee.

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. To the extent that the Company's securities are not listed or quoted on a Principal Market, the Committee shall determine which of the aforementioned duties and responsibilities it shall undertake or shall be applicable to the Committee.

4. Meetings; Reports. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee members determine. Face to face meetings shall be encouraged at least twice each year. Minutes will be kept of each meeting of the Committee. The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board. The Committee shall also make reports and recommendations to the Board within the scope of its functions. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meeting, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at any portion of a meeting during which their compensation or performance is discussed or determined.

5. Advisors. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

Before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the Committee shall consider the independence of each such adviser by taking into account the following factors and any other factors required

by the Principal Market or the SEC and corresponding rules (including Item 407(e)(3)(iv) of Regulation S-K) that may be amended from time to time, including any exceptions permitted by such rules:

(a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser (the “**Advisory Firm**”);

(b) the amount of fees received from the Company by the Advisory Firm, as a percentage of the total revenue of the Advisory Firm;

(c) the policies and procedures of the Advisory Firm or other adviser that are designed to prevent conflicts of interest;

(d) any business or personal relationship of the compensation consultant, legal counsel or adviser with a member of the Committee;

(e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

(f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the Advisory Firm.

The Committee may retain, or receive advice from, any compensation consultant or other advisor it prefers, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other 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 and that is generally available to all salaried employees or providing information that is 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.

6. Review of Charter. The Committee shall review this Charter at least annually and recommend any changes thereto to the Board.

7. Self-Assessment. The Committee will annually evaluate the Committee’s own performance and report that it has done so to the Board.

8. Delegation by Committee. The Committee may delegate authority consistent with this Charter to one or more Committee members or subcommittees comprised of one or more Committee members when appropriate. Any such member, members or subcommittee shall be subject to this Charter. The decisions of any such member, members or subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

9. Amendment. Any amendment or other modification of this Charter shall be made and approved by a majority of the Board.

10. Disclosure of Charter. If required by the rules of the SEC or any Principal Market, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

DATE: November 8, 2019