

**Charter of the Nominating and Corporate Governance Committee
of the
Board of Directors
of
Surgery Partners, Inc.**

1. Purpose. The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Surgery Partners, Inc. (the “Company”) is to (i) identify and recommend individuals qualified to serve as directors of the Company, (ii) review the composition of the Board, (iii) review performance of Board members, (iv) review senior management succession plans, (v) assist the Board in the oversight of environmental, social and governance (“ESG”) matters, (vi) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, and (vii) carry out such other responsibilities delegated by the Board relating to the Company’s director nominations process and procedures and governance matters.

2. Composition of the Committee. The Committee shall consist of at least three directors appointed by the Board. If the Board does not appoint a Chairperson for the Committee, then the members of the Committee may elect a Chairperson by majority vote. Members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. Committee members may be removed by the Board in its discretion. Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee shall satisfy the independence requirements of the Securities Exchange Act of 1934, as amended, and the Nasdaq Stock Market (“Nasdaq”), as such requirements are interpreted by the Board in its business judgment, and the Board shall annually review the Committee’s compliance with such requirements.

3. Meetings of the Committee. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes. The Committee shall meet in executive session without members of management or non-independent members of the Board at least on an annual basis. The Committee shall report regularly regarding the Committee’s activities and actions to the Board. The Committee Chairperson will approve the agenda for the Committee’s meetings and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of the meetings as practicable. The Committee may meet in person or by telephone or video conference.

4. Responsibilities of the Committee. The Committee’s primary responsibilities include, but are not limited to, the following:

(a) Identify, recruit and recommend qualified candidates for new or vacant positions on the Company’s Board, consistent with the minimum qualifications for director nominees approved by the Committee or the Board. In selecting candidates for recommendation to the Board, the Committee considers all aspects of each candidate’s qualifications and skills in the context of the needs of the Company at that point in time with a focus on having a Board with a diversity of experience, professions, skills, backgrounds and perspectives, including diversity with respect to race, gender and ethnicity.

(b) Review the qualifications and performance of incumbent directors to determine whether to recommend them as nominees for reelection.

(c) Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder of the Company, provided that such review

is consistent with this Charter, the Company's certificate of incorporation, bylaws, any applicable stockholders agreement, applicable laws and any guidelines developed by the Committee or the Board.

(d) Recommend, after reviewing their qualifications and relevant experience, directors to serve as members of the various committees of the Board.

(e) Periodically review considerations related to board composition, including size of the Board and the minimum qualifications for director nominees. The Committee's review includes an assessment of whether the composition of the Board as a whole reflects the appropriate balance of independence, business specialization, technical skills, backgrounds, perspectives, diversity (including diversity with respect to race, gender and ethnicity) and other desired qualities.

(f) Oversee and review periodically the orientation process and the continuing education program for all directors.

(g) Evaluate all properly submitted stockholder proposals to determine whether each such proposal is in the Company's best interests, recommend to the Board whether to support or oppose each such stockholder proposal and provide to the Board the Committee's reasons for such recommendation.

(h) Establish criteria and processes for, and oversee the Board and each committee of the Board in, its annual performance self-evaluation. Each performance self-evaluation shall be discussed with the Board.

(i) Periodically review, assess and provide recommendations to the Board on senior management succession plans.

(j) Review and provide oversight of the Company's programs and policies relating to significant ESG and sustainability matters, and periodically receive updates from the Company's management regarding significant ESG and sustainability undertakings.

(k) Review and consider the Company's policies and practices regarding political activities, including political contributions and lobbying.

(l) Oversee the Company's engagement efforts with stockholders and other key stakeholders.

(m) Monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, and make such recommendations to the Board as the Committee may consider appropriate and advisable.

(n) Carry out such other responsibilities delegated by the Board relating to the Company's director nominations process and procedures and governance matters.

(o) Periodically review and reassess this Charter and submit any material recommended changes to the Board for its consideration.

5. Actions of the Committee. In order to fulfill its role, the Committee shall be entitled to act in the following manner, to the fullest extent permitted under the General Corporation Law of the State of Delaware and in each case in accordance with the Company's certificate of incorporation and bylaws:

(a) Action may be taken by the Committee upon the affirmative vote of a majority of the members.

(b) Members constituting a majority of the Committee or the Chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting.

(c) A majority of the members of the Committee shall constitute a quorum. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee, provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such other member satisfies all applicable criteria for membership on the Committee.

(d) No action of the Committee shall be void or deemed to be without authority solely because of a failure of any member to meet the qualification requirements set forth in this charter.

(e) Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission.

(f) The Committee shall have the authority to delegate to subcommittees comprising one or more members of the Committee any of the responsibilities of the full Committee, and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with Nasdaq listing rules.

6. Authority and Resources of the Committee. The Committee shall have the authority, resources and reasonable funding (which shall be provided by the Company) necessary to discharge its duties and responsibilities, including the authority to select, retain, oversee the work of, terminate and approve the fees, costs and other retention terms of outside counsel, search firms, consultants, experts and other professional advisors it deems appropriate to assist in the performance of its functions, as determined by the Committee, without seeking approval from the Board or management; provided, that the Committee shall keep the Company's chief legal officer reasonably apprised as to the general range of anticipated expenses. The Company shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered confidential and privileged communications of the Company and the Committee will take all necessary steps to preserve the confidential and privileged nature of those communications. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company. The Committee shall have full, unrestricted access to Company records.

Adopted: January 20, 2023