



COMPLIANCE AND ETHICS COMMITTEE CHARTER

I. General Statement of Purpose

The Compliance and Ethics Committee of the Board of Directors (the “Board CEC”) of Surgery Partners (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to the Company’s compliance with laws, regulations, internal procedures and industry standards that may cause significant business, regulatory, or reputational damage to the Company, as well as legal and business trends and public policy issues. The primary function of the Board CEC is to oversee the development and implementation of compliance and ethics policies and practices at the Company.

While the Board CEC has the responsibilities and powers set forth in this Charter, it is not the duty of the Board CEC to design the risk management system and related policies and procedures (including the identification and prioritization and management of risks). These are the responsibility of management. The Audit Committee of the Board oversees the Company’s accounting and financial reporting related policies, processes and procedures, and has the other responsibilities set forth in the Charter of the Audit Committee.

II. Board CEC Composition

The Board CEC shall consist of no fewer than two members. A majority of the members of the Board CEC shall be independent as defined in the Nasdaq Listing Rules. The Board CEC’s membership should, unless the Board determines otherwise, include at least one member of the Audit Committee of the Board. If the Board CEC does not include a member of the Audit Committee, then the Chair of the Board CEC and Chair of the Audit Committee shall meet on a regular basis to update each other on the key activities of each of their Committees. The Chair of the Board CEC shall be independent and shall have relevant experience in law, corporate compliance, regulatory or governmental affairs or academia or service on the board of a healthcare institution, pharmaceutical company or other highly regulated company.

The members of the Board CEC shall be appointed annually by the Board and may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Board CEC. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Board CEC to serve as Chair of the Board CEC. All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Board CEC in their capacities as directors of the Company shall be fully applicable with respect to their service on the Board CEC or any subcommittee thereof.

III. Meetings

The Board CEC shall meet at least four times per calendar year. The Board CEC generally is to meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary by the Board CEC. A majority of the members of the Board CEC shall constitute a quorum for purposes of holding a meeting and the Board CEC may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Board CEC may act by unanimous written consent in accordance with the Company's by-laws. The Chair of the Board CEC, in consultation with the other members, as he or she deems necessary and subject to the requirements of this Section, may determine the frequency and length of the Board CEC meetings and may set meeting agendas consistent with this Charter. The Board CEC shall meet periodically in separate executive sessions with management, the Chief Compliance Officer and the Chief Legal Officer, and have such other direct and independent interaction with such persons from time to time as the members of the Board CEC deem appropriate.

IV. Board CEC Activities

The following responsibilities are set forth as a guide to fulfilling the Board CEC's purposes, with the understanding that the Board CEC's activities may evolve as appropriate given the circumstances. The Board CEC's purpose and responsibilities shall be as set forth below.

- A. Oversight of Surgery Partners Compliance Program
 - i. Ensure the establishment and maintenance of a Compliance and Ethics Program that constitutes part of an "effective program to prevent and detect violations of law" as defined by guidelines promulgated by the United States Sentencing Commission;
 - ii. Oversee the activities of a Chief Compliance Officer with responsibility for developing and implementing the Compliance and Ethics Program described above;
 - iii. Review and approve an Annual Compliance and Ethics Program and Audit Plan developed by the Chief Compliance Officer;
 - iv. Receive and review periodic reports from the Chief Compliance Officer, including an Annual Compliance and Ethics Report summarizing compliance-related activities undertaken by the Company during the year and the results of all regulatory compliance audits conducted during the year;



- v. At least annually, receive a report from the Chief Compliance Officer regarding the results of risk management reviews and assessments, as well as any significant compliance investigations and disciplinary actions.
- vi. Review and approve an Annual Quality Program Description developed by the Chief Clinical Officer;
- vii. Receive and review periodic reports from the Chief Clinical Officer regarding the Company's efforts to advance quality patient care and patient safety;
- viii. Ensure the development of a comprehensive Quality of Care Program by the Chief Clinical Officer designed to measure and improve the quality of care and safety furnished to patients.
- ix. Receive regular reports from the Chief Legal Officer and the Chief Compliance Officer on key legal and compliance matters, and provide guidance and oversight on such matters and the management thereof.
- x. Review the status of the Company's compliance with relevant laws, regulations and internal procedures; except for the review and overview of laws, regulations and internal procedures allocated to other committees of the Board, such as the Audit Committee. The review shall include, without limitation, compliance with U.S. federal healthcare program requirements. In addition, the Committee shall exercise oversight with respect the Company's implementation of and compliance with any agreements entered into with government in connection with the settlement of various compliance issues.
- xi. Receive details and reports on internal investigations or government or regulatory actions that may cause significant financial or reputational damage to the Company or that otherwise indicate a significant compliance or regulatory issue within the Company. Such reports should be provided promptly to the Board CEC and should provide details of any significant non-compliance involving Company employees and any regulatory actions or claims against the Company, and an assessment of whether the actions in question reflect a continuing compliance issue at the Company.
- xii. Report at least twice annually, or more frequently as may be necessary, to the Board of Directors on the activities of the Committee and the effectiveness of the Company's Compliance and Ethics Program and Quality of Care Program;

- xiii. Recommend such actions or measures to be adopted by the Board as the Committee deems appropriate to improve the effectiveness of the Compliance and Ethics Program or the Quality of Care Program;
 - xiv. Recommend to the Board or any relevant committee of the Board corrective actions or programs directed at resolving issues of non-compliance or encouraging a culture focused on compliance, including the terms and objectives of incentive compensation plans and any recommendations regarding the extent, if any, to which incentive-based compensation should be reduced or restructured in response to issues regarding risk management and compliance.
- B. Oversight of Company Compliance Policies and Procedures
- i. Oversee that management has established, documented and maintained, and periodically reevaluates, its policies and procedures to assure that an adequate system of compliance and risk management is functioning within the Company.
 - ii. Review and assess the adequacy of the Company's Code of Conduct periodically, but at least annually, and recommend any proposed changes to the Board for approval.
 - iii. Review and assess the adequacy of the Company's Conflict of Interest and Commitment policy periodically, but at least annually, and recommend any proposed changes to the Board for approval.
 - iv. Review and assess the adequacy of the Company's FWA and Whistleblower Protection policy periodically, but at least annually, and recommend any proposed changes to the Board for approval.
- C. Oversight of Open Lines of Communication
- i. Review reporting chains that seek to provide a protected channel for reporting compliance related concerns to management and the Board. Review the policies and procedures designed to provide protection against retaliation for raising compliance related concerns within such reporting chains.
 - ii. Receive reports from management summarizing employee training and internal messaging efforts to employees regarding the Company's commitment to behavior and practices that comply with the Company's compliance policies and applicable laws and regulations, as well as the



Company's efforts to promote a culture focused on compliance.

D. Board CEC Report

The Board CEC shall report at least annually to the Board on (i) the Company's compliance functions, (ii) relevant compliance issues involving the Company of which the Board CEC has been made aware, including a summary of the results of any compliance investigations conducted by the Company, (iii) any potential patterns of non-compliance identified within the Company, (iv) any significant disciplinary actions against any employee, and (v) any other issues that may reflect any problems in compliance or regulatory matters exposing the Company to substantial compliance risk.

E. Review of Charter

Review and assess the adequacy of this Charter on a periodic basis and submit any proposed changes to the Board for approval.

F. Disclosure of Charter

This Charter shall be made available on the Company's website. The Chief Compliance Officer and Chief Clinical Officer shall make a copy available to any interested person upon written request.

G. Annual Performance Evaluation of the Board CEC

Perform an annual performance evaluation of the Board CEC and report to the Board on the results of such evaluation.

V. General

A. The Board CEC may form and delegate authority to one or more subcommittees consisting of one or more of its members, when the Board CEC deems it appropriate to do so in order to carry out its responsibilities.

B. The Board CEC shall maintain minutes and other records of the Board CEC's meetings and activities.

C. In discharging its role, the Board CEC is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Board CEC shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company



attend a meeting of the Board CEC or meet with any members of or advisors to the Board CEC.

- D. The Board CEC is authorized, in its discretion, to require management to conduct audits on compliance, regulatory and/or legal concerns to carry out its responsibilities. The Board CEC may also, in its discretion, direct whether or not the Board CEC should be the direct recipient of the results of such an audit.
- E. In carrying out its responsibilities, the Board CEC shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Board CEC may consult. The Board CEC shall also have the authority to engage legal or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- F. The Board CEC may perform such other functions as may be requested by the Board from time to time.
- G. While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

Approved By: Surgery Partners Board of Directors 6/26/2019