

**ADDUS HOMECARE CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Addus HomeCare Corporation (the “Company”) is a standing committee whose purpose is to exercise general oversight with respect to the governance of the Board and assist in shaping the corporate governance of the Company. The Committee shall assist the Board by:

1. Recommending the slate of director nominees for election to the Board at the annual meeting of stockholders.
2. Identifying and recommending candidates to fill vacancies occurring between annual stockholder meetings.
3. Taking a leadership role in shaping the Company’s corporate governance policies and practices.
4. Overseeing management’s development and succession planning.

This Charter defines the role, authority and responsibility of the Nominating and Corporate Governance Committee.

**Committee Membership**

The Committee shall be comprised of at least one member. The members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion with or without cause. The Board shall designate one member of the Committee as its chairperson. The members of the Committee shall comply with the independence and other member qualification requirements of the Nasdaq Stock Market (subject to certain phase-in periods provided for therein) and all legal requirements.

**Committee Structure and Operations**

The Committee shall meet as often as the Committee or its chair deems necessary to perform the Committee’s responsibilities. The Committee may meet by telephone or video conference and may take action by written consent. All meetings of the Committee shall be governed by the same rules regarding notice, quorum and voting requirements as are applicable to the full Board. Written minutes shall be kept for all meetings of the Committee and shall be duly filed in the Company records. The Committee may delegate authority to one or more members when appropriate, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next scheduled meeting.

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 retained by the Committee.

### **Committee Authority and Responsibilities**

The Committee's duties and responsibilities shall include the following:

#### *Board Nominees*

1. Identify individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board and otherwise as set forth herein, including but not limited to:
  - independence and no conflict of interest that would interfere with performance as a director;
  - character and integrity;
  - financial literacy, and whether the individual would qualify as an "audit committee financial expert";
  - level of education and business experience;
  - sufficient time to devote to Board matters; and
  - a commitment to represent the long-term interests of the Company's stockholders.
2. Select, or recommend that the Board select, candidates for election to the Board at the annual meeting of stockholders.
3. Select, or recommend to the Board, candidates to be appointed by the Board to fill vacancies on the Board as necessary.
4. Review candidates recommended by stockholders.

#### *Board Committees*

5. Annually review the composition of each Board committee and present recommendations for committee memberships to the Board, as appropriate.
6. Annually review the Board's committee structure, and recommend to the Board changes after consultation with the respective committee chairs.

#### *Management Development and Succession Planning*

7. Oversee the succession planning of the Chief Executive Officer and senior executive officers.

#### *Board Composition, Operations and Compensation*

8. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board.
9. Oversee the evaluation of the Board of Directors, its committees and management.

10. Annually review and make recommendations to the Board with respect to the compensation and benefits of directors (for service on the full Board and Board committees), including with respect to awards under any incentive compensation plans or equity-based compensation plans and the adoption of any such plans applicable only to directors.

*Committee Matters*

11. Make regular reports to the Board and propose any necessary action to the Board.
12. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. Annually evaluate its own performance.

Adopted by the Board on September 24, 2009 to be effective upon completion of the Company's initial public offering.