

**AMSURG CORP.**  
**COMPENSATION COMMITTEE CHARTER**

**Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of AmSurg Corp. (the “Company”) is to enable the Company to attract and retain high quality leadership and to assure that the executive officers of the Company are compensated in a manner consistent with the compensation policies adopted by the Committee, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. The Committee shall also produce an annual report on the Company’s compensation policies and executive compensation (the “Compensation Committee Report”) for inclusion in the Company’s proxy statement or Annual Report on Form 10-K, as required by the Securities and Exchange Commission (the “SEC”).

**Consultants, Legal Counsel and Other Advisors**

The Committee shall have the responsibility and authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor (each, a “Consultant”) and shall be directly responsible for the appointment, compensation and oversight of the work of any such Consultant retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant or administrative support retained by the Committee.

The Committee may select or receive advice from the Consultant that it prefers, including Consultants that are not independent; provided, however, that prior to selecting or receiving advice from the Consultant (other than in-house legal counsel), and on at least an annual basis thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required under the NASDAQ market rules or SEC regulations): (i) the provision of other services to the Company by the person that employs the Consultant; (ii) the amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of the person that employs the Consultant; (iii) the policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Consultant with a member of the Committee; (v) any stock of the Company owned by the Consultant; and (vi) any business or personal relationship of the Consultant or the person employing the Consultant with an executive officer of the Company.

**Committee Access and Resources**

The Committee is at all times authorized to have direct, independent and confidential access to the Company’s other directors, management and personnel to carry out the Committee’s purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

## **Powers and Duties**

The Committee shall have the responsibility to oversee the Company's overall compensation structure and strategy. In carrying out its responsibility, the Committee shall have the following functions, powers and duties:

- Review and approve at least annually the Company's compensation policies to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports Company objectives and shareholder interests.
- Review and approve at least annually the corporate goals and objectives relevant to the chief executive officer of the Company, evaluate the chief executive officer's performance in light of these goals and objectives, and determine the chief executive officer's compensation based on the Committee's evaluation. The chief executive officer shall not be present during voting or deliberations by the Committee on his or her compensation. The Committee shall communicate in its annual Compensation Committee Report to shareholders the factors and criteria on which the chief executive officer's compensation for the last year was based, including the relationship of the Company's performance to the chief executive officer's compensation.
- Review and approve at least annually the corporate goals and objectives relevant for the executive officers of the Company other than the chief executive officer, which shall include (i) all "executive officers," as that term is defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) other officers that report directly to the chief executive officer, and (iii) such other employees as may be identified by the Committee in a formal resolution, evaluate each executive officer's performance in light of these goals and objectives, and determine each executive officer's compensation based on the Committee's evaluation. The chief executive officer may be present, at the election of the Committee, during voting or deliberations by the Committee on each executive officer's compensation. The Committee shall communicate in its annual Compensation Committee Report to shareholders the factors and criteria on which each executive officer's compensation for the last year was based, including the relationship of the Company's performance to each executive officer's compensation.
- Review and approve at least annually the Company's bonus, equity and long-term incentive and employee benefit plans and programs (including those related to retirement and deferred compensation, severance and change-in-control) for executive officers, employees and directors, including any changes thereto (or new or additional plans or programs), subject, where appropriate, to the approval of the Company's shareholders or Board of Directors.
- Review and approve actual awards made to any executive officer under the Company's incentive compensation and equity plans.
- Review and approve any executive officer employment agreements or arrangements.

- Review and approve any special or supplemental compensation and benefits (not otherwise available to employees generally) for executive officers and individuals who formerly served as executive officers of the Company, including supplemental retirement benefits and the perquisites to be provided to them after employment, if any.
- Review the Company’s risk management policies and procedures, including internal controls, as they relate to compensation practices and policies.
- Evaluate and make recommendations to the Board of Directors regarding shareholder proposals that relate to executive compensation or other matters over which the Committee has responsibility.
- Review and make recommendations to the Board of Directors regarding the compensation paid to members serving on the Board of Directors and committees of the Board of Directors, including the terms of any equity-based awards or compensation for the Board of Directors.
- Prepare the Compensation Committee Report required to be included in the Company’s proxy statement or Annual Report on Form 10-K.
- Review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) and determine whether to recommend to the Board of Directors that the disclosures under the CD&A be included in the Company’s proxy statement or Annual Report on Form 10-K (or, if applicable, a registration statement filed with the SEC).
- Review and assess the performance and effectiveness of the Committee at least annually.
- Review and assess the adequacy of this charter at least annually, submit any updates needed to the Board of Directors for approval and have the charter published in accordance with The Nasdaq Stock Market, Inc. (“NASDAQ”) rules and applicable SEC regulations.
- Review at least annually the incentive compensation arrangements of the Company to confirm that incentive compensation arrangements do not encourage unnecessary risk-taking and report the results thereof to the Board of Directors.
- Such other duties and responsibilities (i) as may be assigned to the Committee from time to time by the Board of Directors of the Company and/or the Chairman of the Board of Directors, (ii) as designated in plan documents or otherwise required by law or applicable NASDAQ rules, and (iii) that the Committee may deem appropriate, consistent with its delegated authority.

### **Composition of Committee**

The Committee shall be comprised of not less than three directors, including a Committee Chairman, designated by the Board of Directors, each of whom shall be (a) “independent” within the meaning of the NASDAQ listing standards and any other applicable laws or regulations; (b) a “non-employee director” as defined in Rule 16b-3 of the Exchange Act; and (c) an “outside director” as defined by the regulations applicable to Internal Revenue Code Section 162(m).

### **Meetings**

The Committee shall meet at least twice annually and more frequently as necessary or appropriate, including teleconferences when appropriate. Special meetings of the Committee may be called on one day’s notice by the Chairman of the Board of Directors or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. Attendance by the Chairman of the Board of Directors and/or other members of the Company’s management will be at the invitation of the Committee Chair. The Committee shall maintain minutes of all meetings documenting its activities, decisions and recommendations to the Board of Directors.

*Reviewed May 2013*

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