

**ADDUS HOMECARE CORPORATION**  
**COMPENSATION COMMITTEE CHARTER**

**Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors of Addus HomeCare Corporation (the “Company”) is a standing committee whose purpose is to discharge the Board’s responsibilities relating to the compensation of the Company’s senior executive officers and to consider, recommend, administer and implement the Company’s compensation plans, policies and programs, including incentive-compensation plans and equity-based plans. This Charter defines the role, authority and responsibility of the Committee.

**Committee Membership**

The Committee shall be comprised of no fewer than two members. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee 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. Additionally, each member shall be (1) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), and (2) an “outside director” within the meaning of §162(m) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder relating to members of compensation committees.

For purposes of this Charter, the term “senior executive officers” shall refer to those employees of the Company who are identified as “officers” of the Company for purposes of Section 16 of the Exchange Act.

**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 of the meetings of the Committee shall be duly filed in the Company records. The Chief Executive Officer and Vice President of Human Resources of the Company may attend the meetings of the Committee when asked to do so, but may not be present during voting or deliberations on his or her compensation or performance. 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 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 Committee may select, or receive advice from, a compensation consultant, legal counsel, or other adviser only after taking into consideration the factors prescribed by the rules of the Securities and Exchange Commission and the NASDAQ Stock Market. The Company must 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. This paragraph shall not be construed to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

### **Committee Authority and Responsibilities**

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

#### *Senior Executive Officer Compensation*

1. Annually review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officers' compensation level based on this evaluation and in accordance with any applicable employment agreement then in effect. In determining the long-term incentive component of the Chief Executive Officers' compensation, the Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies, and all equity-based and cash bonuses awarded to the Chief Executive Officer in past years and may consider such other factors as it deems necessary or advisable.
2. Annually review and approve the corporate goals and objectives and the compensation of all other senior executive officers and other key executives, including as provided in the Company's incentive-compensation plans, non-equity bonus plans and equity-based plans.
3. Annually review and approve, for the senior executive officers of the Company, (i) the annual base salary level, (ii) the annual incentive opportunity level, (iii) the long-term incentive opportunity level, (iv) employment agreements, severance arrangements and change-in-control agreements/provisions, in each case as, when and if appropriate and (v) any special or supplemental benefits.
4. Approve all annual incentive bonuses (if deemed appropriate) granted each senior executive officer in accordance with (i) the criteria set forth in their respective employment agreements and bonus plans with the Company and (ii) any other criteria deemed appropriate by the Committee.
5. Review and approve or recommend compensation packages for new senior executive officer hires.
6. Approve all revisions, modifications or amendments to any employment agreement between the Company and a senior executive officer, including but not limited to any proposed change to a senior executive officer's base salary, employment term or annual incentive bonus criteria.
7. Annually review and recommend to the Board any changes with respect to any existing compensation plans of the Company and annually assess the desirability of proposing, and make recommendations to the Board with respect to, any new

compensation plans and any increase in shares reserved for issuance under existing equity-based plans.

*Stock Compensation Plan Administration*

8. Administer, in accordance with their terms, all equity compensation plans of the Company under which common shares or other equity securities of the Company may be issued to directors, officers or key employees, including but not limited to equity incentive compensation plans, and director stock option plans.
9. Grant options and make awards of shares in accordance with the terms of the Company's equity compensation plans.

*Regulatory and Other Requirements*

10. Oversee regulatory compliance with respect to compensation, including structuring compensation programs in a manner that preserves tax deductibility for the purposes of Section 162(m) of the Internal Revenue Code and Section 16 of the Exchange Act, where doing so will further the purposes of the Company's executive compensation program.
11. Review and discuss with the Company's management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement, and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission.

*Committee Matters*

12. Prepare the annual Compensation Committee Report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
13. Annually review its own performance.
14. Make regular reports to the Board.
15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Adopted by the Board on September 24, 2009 to be effective upon completion of the Company's initial public offering and amended on June 9, 2014.