

**Charter of the Compensation Committee  
of the  
Board of Directors  
of  
Surgery Partners, Inc.**

1. Purpose. The purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board of Directors”) of Surgery Partners, Inc. (the “Company”) in fulfilling its responsibilities relating to oversight of the compensation and benefits of the Company’s officers, employees and directors and administering the Company’s compensation, benefit and equity-based plans. The Committee shall also assist the Board of Directors in management development and succession planning, and assess the adequacy of the Company’s human resources principles and philosophy. The Committee reports to the Board of Directors.

2. Composition of the Committee. The Committee shall consist of at least two directors, appointed to the Committee by the Board of Directors at the recommendation of the Nominating and Corporate Governance Committee, one of whom shall be appointed as Chairperson of the Committee. If the Chairperson is not so appointed, the members of the Committee may elect a Chairperson by majority vote of the full Committee membership. Committee members may be removed by the Board of Directors in its discretion. Unless otherwise permitted by applicable phase-in rules and exemptions, including the “controlled company” exemption, each member of the Committee shall satisfy the independence requirements of the NASDAQ Stock Market (“NASDAQ”). In determining the independence of any director who will serve on the Committee, the Board of Directors will consider, if required, all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In addition, each member of the Committee should generally qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code (“Section 162(m)”) and a “non-employee director” within the meaning of Rule 16b-3 (“Rule 16b-3”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In the event the Board of Directors determines that a director who does not qualify as an “outside director” or a “non-employee” director should nevertheless serve on the Committee, appropriate arrangements may be made for a sub-committee of the Committee to act on behalf of the Committee to the extent necessary to satisfy any applicable requirements of Section 162(m) or Rule 16b-3.

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 at least on an annual basis. The Committee shall report regularly regarding the Committee’s activities and actions to the Board of Directors.

4. Responsibilities and Powers of the Committee. The Committee has direct responsibility and power to perform the following duties:

- Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “CEO”) and the officers of the Company who report directly to the CEO and all officers who are “insiders” subject to Section 16 of the Exchange Act (collectively, the “Senior Officers”), evaluate the performance of the CEO and other Senior Officers in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board of Directors), determine and approve, or recommend to the Board of Directors for approval, the compensation levels for the CEO and other Senior Officers based on this evaluation, with the deliberations and voting on the CEO’s compensation to be conducted without the CEO present;
- Make recommendations to the Board of Directors about the compensation of the directors;
- Review and administer the Company’s equity-based compensation plans, management incentive compensation plans and deferred compensation plans and make recommendations to the Board of Directors about amendments to such plans and the adoption of any new compensation plans;
- Recommend to the Board of Directors any ownership guidelines for the Senior Officers, other executives and non-employee directors, and periodically assess these guidelines and recommend revisions as appropriate;
- Review and establish the Company’s overall management compensation and benefits philosophy and policies;
- Produce a compensation committee report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with Securities and Exchange Commission proxy and disclosure rules;
- Review and approve all Senior Officer employment contracts and other compensatory, severance and change-in-control arrangements for current and former Senior Officers;
- Establish and review periodically policies and procedures with respect to perquisites;
- Review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
- Review and assess the adequacy of this charter and submit any changes to the Board of Directors for approval on an annual basis;
- Maintain minutes of Committee meetings and report its actions and any recommendations to the Board of Directors on a periodic basis; and

- Annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this Compensation Committee Charter, the results of which shall be presented to the Board of Directors.

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 Delaware General Corporation Law and in each case in accordance with the Company's certificate of incorporation and bylaws:

- Action may be taken by the Committee upon the affirmative vote of a majority of the members.
- Any two members 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.
- Any two Committee members shall constitute a quorum. The Board of Directors 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 Directors 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 of Directors 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.
- 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.
- 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.
- The Committee shall have the authority to delegate to subcommittees, comprised of 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 rules.

6. Authority and Resources of the Committee. The Committee has the authority, in its sole discretion, to appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, and the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee. Such funding will be provided by the

Company and determined by the Committee. Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in NASDAQ rules then in effect and any other applicable laws, rules or regulations.