



ADAPTHEALTH CORP.

CHARTER OF THE NOMINATING AND GOVERNANCE

COMMITTEE OF THE BOARD OF DIRECTORS

This Nominating and Governance Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of AdaptHealth Corp., a Delaware corporation (the “**Company**”), on the date indicated below.

1. **Members.** The Board shall appoint the members of the Nominating and Governance Committee (the “**Committee**”). The Committee shall be comprised of at least three “independent” directors of the Board who shall also satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission (“**SEC**”), the listing standards of any exchange or national listing market system upon which the Company’s securities are listed or quoted for trading (including, without limitation, the NASDAQ Capital Market) (the “**Principal Market**”), any other applicable laws or regulations, and any additional requirements that the Board deems appropriate. The term “independent director” means a director who (i) meets the definition of “independence” under the rules and regulations of the SEC and the Principal Market, (ii) is a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and (c) is an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Each appointed member of the Committee may be removed by the Board at any time, with or without cause. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. Each Committee member shall have one vote.

2. **Purpose.** In addition to such other duties as may be assigned to the Committee by the Board from time to time, the purpose of the Committee is to represent and assist the Board in relating to the Company’s director nominations process and procedures, periodically assess the functioning of the Board and its committees, and develop and maintain the Company’s corporate governance policies and any related matters required by the federal securities laws.

3. **Duties and Responsibilities.** The Committee shall, among its duties and responsibilities as may be delegated to the Committee by the Board, and in addition to any duties and responsibilities imparted to the Committee by the SEC or any applicable Principal Market or any other applicable laws or regulations:

(a) Identify individuals qualified to become members of the Board consistent with criteria approved by the Board.

(b) Oversee the organization of the Board to discharge the Board's duties and responsibilities properly and efficiently.

(c) Identify best practices and recommend corporate governance principles.

(d) Develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it. To the extent that the Company's securities are not listed or quoted on a Principal Market, the Committee shall determine which of the aforementioned duties and responsibilities it shall undertake or shall be applicable to the Committee.

4. Meetings; Reports. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee members determine. Face to face meetings shall be encouraged at least twice each year. The majority of the members of the Committee constitutes a quorum and shall be empowered to act on behalf of the Committee. Minutes will be kept of each meeting of the Committee. The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board. The Committee shall also make reports and recommendations to the Board within the scope of its functions.

5. Advisors. The Committee may, in its sole discretion, retain or obtain the advice of a director search firm, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any director search firm, legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a director search firm, legal counsel or any other adviser retained by the Committee.

6. Review of Charter. The Committee shall review this Charter at least annually and recommend any changes thereto to the Board.

7. Self-Assessment. The Committee will annually evaluate the Committee's own performance and report that it has done so to the Board.

8. Delegation by Committee. The Committee may delegate authority consistent with this Charter to one or more Committee members or subcommittees

comprised of one or more Committee members when appropriate. Any such member, members or subcommittee shall be subject to this Charter. The decisions of any such member, members or subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.

9. Amendment. Any amendment or other modification of this Charter shall be made and approved by a majority of the Board.

10. Disclosure of Charter. If required by the rules of the SEC or any Principal Market, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

DATE: November 8, 2019

