



## **Corporate Development Committee**

### **I. PURPOSE**

The purpose of the Corporate Development Committee (the "Committee") of the Board of Directors (the "Board") of LHC Group, Inc. (the "Company") shall be to assist the Board in discharging its responsibilities with respect to developing strategic plans for corporate development and executing merger, joint venture, acquisition, disposition, or other strategic transactions ("Strategic Transactions") that further those plans. The Committee shall be responsible for facilitating the development and execution of the Company's strategic business plans and for reviewing, recommending to the Board, and, where within its authority, approving Strategic Transactions that further the Company's development strategies.

### **II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of not less than three members and not more than five members. At least a majority of the members of the Committee must be independent, non-employee directors of the Company (as defined by the requirements of the NASDAQ Stock Market). The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee in its discretion. The Board shall designate one member of the Committee as Chairman of the Committee (the "Chairman"). The Committee may form subcommittees and delegate any of its responsibilities to subcommittees as appropriate.

### **III. COMMITTEE MEETINGS AND PROCEDURES**

1. The Committee shall meet as often as its members deem necessary to fulfill the Committee's responsibilities, but not less frequently than two times per year. Such meetings may be by telephone or video conference. The Chairman shall establish the agenda and preside over each Committee meeting. The Committee shall keep minutes of each meeting.
2. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also take action by unanimous written consent in lieu of a meeting.
3. The Committee may determine additional rules and procedures, including designation of a chairman pro tempore in the absence of the Chairman and designation of a secretary of the Committee, at any meeting thereof. Each year the Committee shall review the need for changes to this charter and recommend any proposed changes to the Board for approval. Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.
4. The Committee shall have the authority, to retain, engage and obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder and to determine the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist in performance of its duties hereunder shall be borne by the Company.

### **IV. AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE**

#### **A. Corporate Development Function**



1. The Board has primary responsibility for developing long-term corporate development strategies for the Company, and the Company's officers and managers ("Management") have primary responsibility for executing these strategies. The Committee shall be responsible for facilitating the process of developing, executing, and reviewing the Company's strategic business plans.
2. The Committee shall assist the Board in reviewing potential strategies for corporate development and in developing the Company's strategic plans. The Committee shall review strategic proposals prepared by Management and identify other possible strategies for Board consideration. The Committee will periodically present its recommendations to the Board for discussion and review.
3. The Committee shall assist Management in executing the strategic plans developed and approved by the Board. The Committee shall work with Management to create an acquisition strategy that advances the Company's corporate development strategies. This acquisition strategy should outline potential acquisitions as well as opportunities for dispositions, investments or other Strategic Transactions that further the Company's strategic plans.
4. The Committee shall review progress on the Company's development strategies and periodically report its evaluations and recommendations to the Board.

#### **B. Strategic Transaction Function**

1. The Committee shall have primary responsibility for ensuring that the Company pursues Strategic Transactions that are consistent with and in furtherance of its corporate development strategies and long-term business plans. The Committee shall work with Management to develop an acquisition strategy that advances the Company's development plans.
2. The Committee shall be responsible for reviewing potential Strategic Transactions which the Committee has identified or which Management has presented to the Committee. The Committee may work with Management and other Company employees to review business, financial, technical, operational, legal, and any other information necessary to conduct a full and complete review of potential Strategic Transactions.
3. The Committee shall have the authority to approve or reject Strategic Transactions valued in an amount up to \$10,000,000 in cash, debt, stock, or a combination thereof, for any particular Strategic Transaction. Upon its review the Committee may approve or reject such Strategic Transactions in its sole discretion, unless the approval of the Board is required by applicable law or pursuant to the Company's Certificate of Incorporation as amended or Bylaws as amended. For any such Strategic Transaction for which the Committee's approval is required pursuant to the above parameters, the Committee shall have the authority to delegate approval of any such Strategic Transaction to a specific member of the Committee, a subcommittee or such members of management as are specified by the Committee.
4. Strategic Transactions valued in excess of, for any particular Strategic Transaction, \$10,000,000 in cash, debt, stock, or a combination thereof, shall require approval of the Board. For such Strategic Transactions, the Committee shall review the potential Strategic Transaction and make recommendations to the Board. The Board will have final authority to approve or reject such Strategic Transactions in its discretion.
5. The Committee shall work with Management to execute all approved Strategic Transactions and to integrate acquired businesses. The Committee shall monitor the progress of these Strategic Transactions and periodically report to the Board how Strategic Transactions completed by the Company have supported the Company's development strategies and strategic business plans.



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### **C. Miscellaneous**

The Committee shall have such other rights and responsibilities as may be lawfully delegated to it by the Board with respect to Strategic Transactions and related corporate development strategy.

(as of August 14, 2014)