

CHARTER OF THE  
TRANSACTIONS COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SURGICAL CARE AFFILIATES, INC.

(As adopted by the Board of Directors on October 30, 2013  
and last amended on March 3, 2016)

I. Statement of Purpose

The Transactions Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board of Directors”) of Surgical Care Affiliates, Inc. (the “Company”). The purpose of the Committee is to review and approve certain investment, merger and acquisition transactions (collectively, “Transactions”) proposed by the Company’s management. The Committee is authorized to approve Transactions by the Company valued in an amount not to exceed, for any particular Transaction, \$30,000,000 in cash, stock or a combination thereof.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval. This charter shall be made available on the Company’s website. A copy of this charter shall be made available to any interested person upon written request.

B. *Members.* The Committee shall be comprised of at least two members. Each member of the Committee shall be appointed by the Board of Directors. Committee members may be replaced or removed by the Board of Directors at any time in the Board of Directors’ sole discretion. The Board of Directors may fill vacancies on the Committee by a majority vote of the Board of Directors. The Board of Directors shall designate one member of the Committee as its chairperson (the “Chairperson”).

C. *Meetings.* The Committee shall meet as often as it deems necessary to carry out its duties and responsibilities. All meetings of the Committee may be held in person or telephonically.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where the Committee consists of only two members, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chairperson, in consultation with the other members of the Committee, shall determine the frequency and duration of meetings of the Committee and the agenda of items to be addressed at each meeting. In advance of each meeting, the Chairperson shall circulate the agenda for that meeting to each member of the Committee. In addition, if requested by the Board of Directors, the Chairperson shall call a

meeting of the Committee and place on the agenda such items as may be requested by the Board of Directors. The Chairperson shall preside over the meetings of the Committee and shall appoint a secretary (who need not be a member of the Committee) to take written minutes of the meetings. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors.

### III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Review of Transaction Strategies.* The Committee shall review Transaction strategies and analyses with the Company's management and investigate Transaction candidates on behalf of the Company.

B. *Recommendation of Transaction Strategies.* The Committee shall recommend Transaction strategies and candidates to the Board of Directors, as appropriate.

C. *Authorization and Approval of Transactions.* The Committee shall have the power to authorize and approve Transactions by the Company valued in an amount not to exceed, for any particular Transaction, \$30,000,000 in cash, stock or a combination thereof.

D. *Communication with Development Team and Company Executives.* The Committee shall have full access to the Company's development team and executives as necessary to carry out its responsibilities.

E. *Report and Recommendation of Actions to Board of Directors.* The Committee shall periodically report to the Board of Directors on the activities of the Committee.

F. *Other Delegated Responsibilities.* The Committee shall also perform all other acts necessary or appropriate to fulfill its responsibilities and achieve its objectives under this charter and as otherwise directed by the Board of Directors, provided such acts are not in violation of any lawful agreements by which the Company is bound or any laws or regulations applicable to the Company.