

CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE 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 December 2, 2015)

I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board” and each member of the Board, a “Director”) of Surgical Care Affiliates, Inc. (the “Company”). The primary purpose of the Committee is to identify individuals qualified to become members of the Board, to recommend Director nominees for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board and to address any related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the Board’s performance.

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 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 members of the Committee shall be appointed by the Board. The Committee shall be comprised of at least two members. Committee members may be replaced or removed by the Board at any time in the Board’s sole discretion. The Board shall also designate a Committee Chairperson. The Committee shall comply with all of the independence requirements of applicable law and the listing standards of the NASDAQ Stock Market (the “Independence Requirements”) as determined by the Board.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. All meetings of the Committee may be held in person or by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

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 only two members are present, 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 Committee Chairperson shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. 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. The Committee shall make regular reports to the Board.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall establish criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law or the listing standards of any exchange on which the Company's equity securities are listed, as well as a candidate's integrity, strength of character, judgment, business experience, specific areas of expertise, ability to devote sufficient time for attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure), principles of diversity and other factors deemed relevant by the Committee in its business judgment.

B. *Director Recruitment; Evaluation of Third-Party Recommendations or Nominations.* The Committee shall consider (in consultation with the Chairman of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board or otherwise. The Committee shall also review any candidate recommended or nominated by shareholders in light of the Committee's criteria for selection of new Directors, as well as requirements under the Company's organizational documents and applicable law. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee.

C. *Consideration of Incumbent Directors for Further Term.* In connection with its annual recommendation of a slate of Director nominees, the Committee shall assess the contributions of incumbent Directors eligible for nomination for a further term, including in light of the criteria for Board candidates and other perceived needs of the Board.

D. *Recommendation to Board.* The Committee shall recommend to the Board all Director nominees to be proposed by the Company for election to the Board. The Committee shall recommend to the Board actions with respect to individuals recommended or nominated by third parties in accordance with the Company's organizational documents or applicable law, which recommendations shall be consistent with the criteria for selecting directors established by

the Board from time to time and with the Company's obligations under any agreement(s) entered into with stockholders granting to such stockholders the right to nominate directors to the Board.

E. *Governance Guidelines.* The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.

F. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board. The Committee shall also make recommendations to the Board regarding which Directors should serve on the various committees of the Board.

G. *Evaluation of Board.* The Committee shall oversee the evaluation of the Board. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation.

H. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

I. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

IV. Access to Records, Consultants and Others

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall have the ultimate authority and responsibility to engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of members to the Board and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.