

CHARTER OF THE
REGULATORY COMPLIANCE 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 Regulatory Compliance 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 assist the Board of Directors in fulfilling its fiduciary oversight responsibilities relating to the Company’s regulatory compliance activities. The Committee shall be primarily responsible for overseeing, monitoring and evaluating the Company’s compliance with all federal, state and local regulatory obligations of the Company, with the exception of obligations relating to compliance with tax and securities-related laws, rules, and regulations, which are the responsibility of the Audit Committee of the Board of Directors.

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. The Compliance Officer (as defined herein) shall make a copy of this charter available to any interested person upon written request.

B. *Members.* The Committee shall be comprised of at least two members of the Board of Directors. 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.* 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 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.

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. *Regulatory Compliance Program.* The Committee shall ensure the establishment and maintenance of, and oversight of, a regulatory compliance program (the "Regulatory Compliance Program") that constitutes an "effective program to prevent and detect violations of law" as defined by guidelines promulgated by the United States Sentencing Commission. The Committee shall review and approve the annual Regulatory Compliance Program and the related audit plan developed by the Compliance Officer and shall periodically review, but not less frequently than annually, the implementation and effectiveness of the Regulatory Compliance Program, including the "whistleblowing" procedures referred to below.

B. *Establishment of Qualifications, Authority and Responsibilities of Compliance Officer and Oversight and Evaluation of Compliance Officer.* The Committee shall establish the qualifications, authority and responsibilities of the Company's compliance officer (the "Compliance Officer"), with responsibility for developing and implementing the Regulatory Compliance Program. The Committee shall also assist with and oversee the activities of the Compliance Officer and require the Compliance Officer to prepare reports to the Committee on the operation of the Regulatory Compliance Program. The Committee shall also perform an annual evaluation of the performance of the Compliance Officer in carrying out an effective Regulatory Compliance Program and shall be responsible for the appointment, retention and termination of the Compliance Officer.

C. *Monitoring of Corporate Integrity Agreement or Similar Undertaking.* The Committee shall monitor the Company's compliance with any Corporate Integrity Agreement ("CIA"), or similar undertaking, with the Office of Inspector General, U.S. Department of Health and Human Services, or any other government agency.

D. *Periodic Compliance Reports.* The Committee shall receive and review periodic reports from the Compliance Officer, including an Annual Regulatory Compliance Report summarizing compliance-related activities undertaken by the Company during the year and the results of all regulatory compliance audits conducted during the year. The Committee shall also

meet periodically, and may request to meet separately, with the General Counsel, the Compliance Officer and other appropriate legal staff of the Company, and if appropriate, the Company's outside counsel, to review material legal affairs involving the Company and the Company's compliance with applicable law. Each of the General Counsel and the Compliance Officer has express authority to communicate personally with the Chair of the Compliance Committee about any such matters as appropriate.

E. *Whistleblower Procedures; Investigation of Complaints.* The Committee shall establish and publish appropriate mechanisms, such as an anonymous toll free hotline for its directors, officers and employees, to lodge complaints alleging potential violations of the Company's compliance policies and applicable laws and regulations, and shall establish and oversee procedures for the retention and treatment of such complaints. The Committee shall review compliance-related complaints, investigate such complaints where appropriate and, if necessary, prepare a written report of the investigation related to such complaints, which shall include recommendations for any measures deemed necessary as a result of such investigation. All such reports that require action(s) shall be submitted to the Board of Directors.

F. *Review of Regulatory Compliance.* The Committee shall periodically review with management, including the General Counsel and the Compliance Officer, any correspondence with, or action by, regulators or governmental agencies that raise concerns regarding compliance with the Company's internal compliance policies and federal, state or local regulatory obligations.

G. *Regulatory Compliance Risk Assessment and Management.* The Committee will discuss with the Company's management, including the General Counsel and Compliance Officer, the Company's major regulatory compliance risks and the steps management has taken to monitor and control such risks, including the Company's procedures and any related policies with respect to risk assessment and risk management, with the exception of ensuring the Company has an appropriate information risk management program, which is the responsibility of the Audit Committee of the Board of Directors.

H. *Report and Recommendation of Actions to Board of Directors.* The Committee shall report to the Board of Directors as frequently as may be necessary on the activities of the Committee and the effectiveness of the Company's Regulatory Compliance Program. The Committee shall also recommend such actions or measures to be adopted by the Board of Directors that it deems appropriate to improve the effectiveness of the Regulatory Compliance Program.

I. *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.

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

IV. Advisors

A. *Authority to Obtain Advisors.* The Committee shall have the authority to obtain, at the expense of the Company, the advice and assistance of outside advisors, including legal counsel and accounting advisors, as reasonably necessary to fulfill its responsibilities.

B. *Funding.* The Committee shall have the sole authority to approve the terms of any appointment or engagement of any outside advisors and shall be responsible for oversight of and the fees of any such outside advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such outside advisors.