

SURGICAL CARE AFFILIATES, INC.

CORPORATE GOVERNANCE GUIDELINES

(AS ADOPTED BY THE BOARD OF DIRECTORS ON OCTOBER 30, 2013,
AND LAST AMENDED BY THE BOARD OF DIRECTORS ON FEBRUARY 13, 2017)

I. Roles and Responsibilities of the Board of Directors

The Board of Directors (the “Board of Directors” or the “Board”) of Surgical Care Affiliates, Inc. (the “Company”), elected by the stockholders, is the ultimate decision-making body of the Company, except with respect to matters reserved to the stockholders. The primary function of the Board is oversight. The Board, in exercising its business judgment, acts as an advisor and counselor to senior management and defines and enforces standards of accountability, all with a view to enabling senior management to execute their responsibilities fully and in the interests of stockholders. Consistent with that function, the following are the primary responsibilities of the Board:

- Overseeing and reviewing the Company’s strategic direction and objectives, taking into account (among other considerations) the Company’s risk profile and exposures and its relationships with key stakeholders;
- Overseeing the conduct of the Company’s business in the best interests of stockholders;
- Selecting, evaluating and compensating the Chief Executive Officer (the “CEO”) and other key executives, and planning for CEO and key executive succession;
- Monitoring the Company’s accounting and financial reporting practices and reviewing the Company’s financial and other controls; and
- Overseeing the Company’s compliance with applicable laws and regulations and the processes that are in place to safeguard the Company’s assets and manage material risks.

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management, counsel, auditors and outside experts. In that regard, the Board and its Committees shall be entitled, at the expense of the Company, to engage such independent legal, financial or other advisors as they deem appropriate, without consulting or obtaining the approval of any officer of the Company, with respect to any matters subject to their authority.

A. Roles of the Chairperson, CEO and Senior Management

1. Role of the Chairperson

The Directors shall annually elect the Chairperson of the Board (the “Chairperson”). The Chairperson shall be a member of the Board of Directors and may or may not be an officer or teammate of the Company. A non-executive Chairperson shall not be an officer or teammate of the Company. The Board of Directors shall be free to choose its Chairperson in any way that it deems best for the Company at any given point in time. The principal duty of the Company’s

Chairperson is to lead and oversee the Board of Directors, and the Chairperson shall preside at all meetings of the Board and the stockholders. The Chairperson, in consultation with the CEO or the Company's lead Independent Director (as elected pursuant to the Company's Lead Director Charter, the "Lead Independent Director"), as applicable, shall also establish an agenda for each meeting of the Board.

2. Role of the CEO and Senior Management

The Company's day-to-day operations are conducted by its teammates under the direction of senior management and led by the CEO. The person holding the office of CEO shall tender to the Board his or her resignation as a Director at the same time that his or her service as CEO ends.

II. Structure and Operation of the Board of Directors

A. Size and Composition

The Company's Certificate of Incorporation (as amended from time to time, the "Certificate of Incorporation") provides that the Board of Directors shall consist of not less than 5 nor more than 11 members, as established by resolution of the Board. The Board shall periodically review its structure, considering (among other things) the existing composition of the Board, voting results for Directors in recent elections by stockholders, staggered terms, obligations under any agreements entered into with stockholders granting such stockholders the right to nominate directors to the Board of Directors, legislative and regulatory developments, trends in governance, the Company's circumstances at the time, and such other factors as the Board may deem relevant.

B. Qualifications and Selection of Director Candidates

The Nominating and Corporate Governance Committee is responsible for selecting candidates for Board membership, subject to Board approval, and for extending invitations to join the Board. In evaluating candidates, the Board seeks individuals of high integrity and good judgment who have a record of accomplishment in their chosen fields, and who provide practical insights and diverse perspectives. The Nominating and Corporate Governance Committee is responsible for screening candidates, for establishing criteria for nominees, for evaluating candidates recommended or nominated by stockholders, and for recommending to the Board a slate of nominees for election to the Board at the Annual Meeting of Stockholders and action with respect to candidates nominated by stockholders, which recommendations shall be consistent 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 of Directors.

The Nominating and Corporate Governance Committee may apply several criteria in selecting nominees. At a minimum, the Nominating and Corporate Governance Committee shall consider any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board (including its size and structure) and principles of diversity. Additional factors which the Nominating and Corporate Governance Committee may consider

include a candidate's specific time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board of Directors.

C. Independence

Subject to the provisions of the Certificate of Incorporation and the By-Laws of the Company (as amended from time to time, the "By-Laws"), and the applicable rules, regulations and listing requirements of the NASDAQ Stock Market (the "NASDAQ Listing Rules"), at least a majority of Directors shall be independent ("Independent Directors"), as determined by the Board in the exercise of its business judgment in light of all the facts and circumstances. If a change in circumstance affects a Director's continuing independence, he or she is expected to tender his or her resignation to the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board whether to accept or reject such offer.

D. Term Limits; Retirement

Each Director's continuation on the Board shall be reviewed at the expiration of his or her term and before that Director is reconsidered for election. In connection with its annual recommendation of a slate of nominees, the Nominating and Corporate Governance Committee shall assess the contributions of those Directors selected for re-election. The Board does not believe that it is advisable to establish term limits for its Directors because they may deprive the Company and its stockholders of the contribution of Directors who have been able to develop valuable insights into the Company and its operations over time.

III. Responsibilities and Conduct of Directors

A. Director Responsibilities

In discharging their responsibilities, Directors must exercise their business judgment to act in a manner that they believe in good faith is in the best interests of the Company and its stockholders. Directors are expected to use their reasonable best efforts to attend all or substantially all Board meetings (including at least three quarterly Board meetings in each year in person) and meetings of the Committees of the Board on which they serve, as well as the annual meeting of stockholders of the Company. Directors are also expected to spend the time necessary to discharge their responsibilities appropriately.

B. Other Board Service by Directors

The Company does not have a policy with respect to the number of boards of directors on which a Director may serve. Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to membership on the Board of Directors and expects that the members of its Board of Directors be fully committed to devoting all such time as is necessary to fulfill their accompanying responsibilities, both in terms of preparation for, and attendance and participation at meetings. A Director must notify the Chairperson of the Board of his or her acceptance of an invitation to serve on the board of

directors of any other company. It is expected that, before accepting another board position, a Director shall consider whether that service may compromise his or her ability to perform his or her responsibilities to the Company.

C. Change of Circumstances

The Board does not believe that Directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the Director must notify the Nominating and Corporate Governance Committee, which shall review the continued appropriateness of the affected Director remaining on the Board under the circumstances. The affected Director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

D. Ethics and Code of Conduct

The Board expects Directors to act ethically at all times and to adhere to the Company's Standards of Legal and Regulatory Conduct.

E. Conflicts of Interest

Except as permitted and contemplated by the Certificate of Incorporation and By-Laws, Directors shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. Except as permitted and contemplated by the Certificate of Incorporation and By-Laws, if an actual or potential conflict of interest arises, the Director shall promptly inform the Chairperson of the Board and the Chair of the Nominating and Corporate Governance Committee (or in the event a potential conflict arises with the Chair of the Nominating and Corporate Governance Committee, he or she shall notify the Chair of the Audit Committee) and recuse himself or herself from any Board deliberations or decisions related to the matter that is the subject of the conflict of interest. If an actual or potential conflict exists, other than a conflict that is permitted by the Certificate of Incorporation or By-Laws, and cannot be resolved by a Director's recusal from participation in discussions or deliberations related to the matter or in any other reasonable manner, the Director is expected to tender his or her resignation to the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall recommend to the Board whether to accept or reject such offer. The Board shall resolve any conflict of interest question involving the CEO or any other executive officer.

IV. Functioning of the Board

A. Board Meetings

1. Frequency and Conduct of Meetings

The Board of Directors currently plans to hold at least four regularly scheduled meetings each year, with the actual number of meetings to occur as the Board or its Chairperson deems appropriate. The Chairperson of the Board shall, in consultation with the CEO or Lead Independent Director, as applicable, and the General Counsel, prepare an annual schedule of

meetings for the Board and its standing Committees. To the extent practicable, the schedule shall reflect all typically recurring agenda items.

The Board shall address some matters at least annually, including the Company's strategic plan and objectives and the principal current and future risk exposures of the Company. The proposed annual schedule of meetings of the Board and its standing Committees shall be presented to the Board for approval.

2. Executive Sessions

The Board refers to meetings of the Independent Directors as "executive sessions." The Board shall meet in executive sessions without any members of management, whether or not they are Directors, or any non-Independent Directors present. The Independent Directors shall determine the frequency, length and agenda of executive sessions, which shall be generally scheduled immediately before or after each regular Board meeting. The Lead Independent Director shall also be authorized to call meetings of the Independent Directors. There shall be a single presiding Director at all executive sessions, with the presiding Director to be selected by (i) the Board in accordance with the Company's Lead Director Charter or (ii) in the absence of a Lead Director Charter, by and from among such Independent Directors as are permitted to participate in executive sessions (the "Eligible Directors"), pursuant to any manner for selecting such presiding Director as the Eligible Directors deem appropriate, or, in the absence of any such designated manner, the presiding directorship shall rotate, from executive session to executive session, among the Eligible Directors in alphabetical order (unless the Director who would otherwise be presiding Director at any applicable session is not present, in which case the next Director in alphabetical order shall preside in such session).

Any interested parties desiring to communicate with the Independent Directors regarding the Company may directly contact such Independent Directors by U.S. mail or such other method as may be established by the Board of Directors.

3. Agenda

The Chairperson of the Board, in consultation with the CEO (if not the same as the Chairperson) or the Lead Independent Director (if the Chairperson of the Board is the same as the CEO), shall establish an agenda for each meeting of the Board, which may include matters additional to those contemplated by the annual schedule of meetings of the Board. Directors may at any time suggest the addition of any matters to a meeting agenda. Each Director may also raise at any meeting or executive session any subject that is not on the agenda for that meeting or executive session.

4. Information to be Distributed Prior to Meetings

Information regarding the Company's business and performance shall be distributed to all Directors on a regular basis. In addition, business updates and information regarding recommendations for action by the Board at a meeting shall be made available to the Board a reasonable period of time before meetings. Information should be relevant, concise and timely.

5. *Minutes*

The Secretary of the Company shall record minutes of all meetings of the Board and stockholders. In the absence or incapacity of the Secretary, the Chairperson may designate an Assistant Secretary, a Director, the General Counsel or outside counsel for the Company to record the minutes of meetings of the Board or stockholders.

With respect to any matter, a Director voting against a proposal may ask to have his or her dissent recorded in the minutes of the meeting, and the Secretary shall do so.

B. Committees of the Board

1. Committee Structure

There are currently five standing Committees of the Board: Audit, Compensation, Nominating and Corporate Governance, Regulatory Compliance and Transactions. From time to time, the Board may designate *ad hoc* Committees in conformity with the Company's By-Laws. Each standing Committee shall have the authority and responsibilities delineated in the resolutions creating them, the Company's By-Laws, and any applicable charter. The Board shall have the authority to disband any *ad hoc* or standing Committee when it deems it appropriate to do so, provided that the Company shall at all times have Audit and Compensation Committees, and such other Committees as may be required by applicable law or listing standards.

2. Committee Membership

Committees and their Chairs shall be appointed by the Board annually at the meeting of the Board taking place at the Annual Meeting of Stockholders, on recommendation of the Nominating and Corporate Governance Committee. The members of the Audit, Compensation and Nominating and Corporate Governance Committees shall also at all times meet the independence and other requirements, if any, of applicable law and listing requirements.

3. Committee Charters

Each standing Committee shall have a written charter, which shall be approved by the Board. Each charter shall state the purpose of the Committee and the responsibilities that the Committee has undertaken. Each Committee shall review its charter not less frequently than annually to reflect changes in applicable law or regulation and other relevant considerations, and proposed revisions to the charters shall be approved by the Board.

4. Committee Meetings

Subject to the provisions of the applicable Committee charter, the Chair of each Committee, in consultation with the Committee members, shall determine the frequency and length of Committee meetings. The Chair of each Committee, in consultation with appropriate Company officers, shall determine the agenda for each Committee meeting. Committee members and other Directors may suggest the addition of any matter to the agenda for any Committee meeting upon reasonable notice to the Committee Chair.

Information regarding matters to be considered at Committee meetings shall be distributed to Committee members a reasonable period of time before such meetings. Each Committee Chair shall designate an individual of his or her choice to act as secretary at, and to record the minutes of, Committee meetings. The Chair of each Committee shall periodically report on the activities of the Committee to the Board.

V. Compensation of Directors

The Compensation Committee shall advise the Board of Directors with respect to the form and amount of Director compensation and perquisites in accordance with the principles contained in its charter or any related policies. As provided by its charter, the Compensation Committee shall review the form and amount of Director compensation and recommend changes thereto to the full Board from time to time, but not less frequently than biennially.

Directors who are Company teammates shall not be compensated for their services as Directors.

VI. Leadership Development

A. Annual Review of CEO Performance

The Board of Directors, acting in conjunction with the Compensation Committee, will annually conduct an evaluation of the performance of the Company's Chief Executive Officer against the Company's goals and objectives. The Board shall oversee such evaluation, and the Compensation Committee shall determine and approve, or recommend to the Board of Directors for approval, the Chief Executive Officer's compensation level based on this evaluation. In determining incentive compensation for the Chief Executive Officer, the Compensation Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative stockholder return (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to management in prior years.

B. Succession Planning

The Board shall regularly review leadership development initiatives and short- and long-term succession plans for the CEO and other senior management positions, including in the event of unanticipated vacancies, based on recommendations of the Compensation Committee.

C. Selection of CEO

The Board is responsible for the selection of the CEO. To assist the Board in fulfilling its role in the selection of the CEO, the Compensation Committee shall make recommendations for the selection process and the selection of individuals to occupy the position of CEO. In assessing CEO candidates, including as part of its annual review of succession plans, the Compensation Committee, in coordination with the independent Directors, shall identify and

periodically update the skills, experience and attributes that they believe are required to be an effective CEO in light of the Company's business strategy, prospects and challenges. The Board shall also take into account perspectives provided by the incumbent CEO relating to the performance of internal candidates.

D. Board Self-Evaluations

Consistent with its charter, the Nominating and Corporate Governance Committee shall annually evaluate the performance of the Board as a whole. Individual Directors shall be evaluated periodically, but in no event less often than each time they are slated for re-election. The Chair of the Nominating and Corporate Governance Committee shall report the Committee's conclusions to the Board and may make recommendations to the Chairperson of the Board regarding changes that the Committee deems appropriate for consideration by the Board.

E. Committee Self-Evaluations

Each of the Audit, Compensation, Nominating and Corporate Governance, and Regulatory Compliance Committees shall annually evaluate its performance as a Committee. The Chair of each respective Committee shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.

F. Director Orientation and Education

The Company shall provide new Directors with a director orientation program to familiarize such Directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, Standards of Legal and Regulatory Conduct, these Corporate Governance Guidelines, principal officers, internal auditors and independent auditors. Each Director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

VII. Communications

A. Access to Management, Management Information and Teammates

In order to fulfill their oversight responsibilities, Directors shall have free access to management, management information and teammates. Management is expected to be responsive to requests for information from Directors. The Board encourages the Chairperson of the Board to invite management to make presentations at Board meetings in order to provide insight into the Company's business or to provide individuals with exposure to the Board for purposes of leadership development.

B. Board Interaction with Constituencies

It is important that the Company speak to teammates and outside constituencies with a single voice, and that management serve as the Company's primary spokesperson. Directors shall refrain from communicating with various constituencies involved with the Company without prior approval from the Chairperson and appropriate members of management. In

situations where public comments from the Board may be appropriate, they should come only from the Chairperson.

The Board of Directors shall provide a means by which persons, including stockholders and teammates, may communicate directly with the Directors with regard to matters relating to the Company's corporate governance and performance. The Board's independent Directors shall approve a process to be maintained by the Company's management for collecting and distributing communications with the Board. The means of communications with the Board shall be disclosed in the Company's annual proxy statement.

C. Confidentiality

The proceedings and deliberations of the Board of Directors and its committees are confidential. Each Director shall maintain the confidentiality of information received in connection with his or her service as a director.

VIII. Other Guidelines and Policies

A. Revisions to these Governance Guidelines

Each year, the Nominating and Corporate Governance Committee shall review these Guidelines and recommend to the Board such revisions as it deems necessary or appropriate for the Board to discharge its responsibilities more effectively.

B. Other Procedures, Guidelines and Policies

In addition to these Guidelines and the Committee charters, the Board and its Committees may from time to time establish other procedures, guidelines and policies that pertain to their respective oversight functions. The Secretary of the Company is charged with maintaining copies of these procedures, guidelines and policies.