

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF ENVISION HEALTHCARE CORPORATION

Adopted on December 1, 2016.

This Compensation Committee Charter (the “Charter”) Charter sets forth, among other things, the purpose, membership and duties and responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Envision Healthcare Corporation (the “Corporation”).

1. Purpose

The purpose and responsibilities of the Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to (a) the compensation of the Corporation’s Chief Executive Officer (“CEO”), “officers” (as defined in SEC Rule 16a-1(f)) and other members of the Corporation’s senior management (as determined by the Committee from time to time, the “Senior Management Group”) and relating to the compensation of the independent directors of the Board, (b) the “Compensation Discussion & Analysis” to be included in the Corporation’s annual proxy statement or Annual Report on Form 10-K, and any “Report of the Compensation Committee” required by Item 407(e)(5) of Regulation S-K and (c) attracting and retaining high quality leadership for the Corporation. The Committee shall take such actions relating to the compensation and benefits structure of the Corporation as the Committee deems necessary or appropriate.

2. Membership

The Committee shall consist of no fewer than four members of the Board, unless otherwise determined by the Board in accordance with the By-laws of the Corporation (the “By-laws”). The composition of the Committee shall be as set forth in the By-laws. The Committee members and any alternate members will be appointed by the Board on the recommendation of the Board’s Nominating and Corporate Governance Committee and in accordance with the By-laws and may be removed by the Board in accordance with the By-laws. The Committee members and any alternate members shall serve for such term or terms as the Board may determine. The Committee Chair shall be appointed from among the Committee members by the Board in accordance with the By-laws.

Each member of the Committee shall satisfy the director independence standards of the New York Stock Exchange (“NYSE”), in compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules promulgated thereunder by the Securities and Exchange Commission and the NYSE. Unless the Board shall determine otherwise, each member of the Committee shall satisfy the requirements of a “Non-Employee Director” for purpose of Rule 16b-3 under the

Securities Exchange Act of 1934, as amended (“Rule 16b-3”). In addition, unless the Board shall determine otherwise, as to any compensation plan that is intended to be administered in a manner consistent with Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), each member of the Committee shall satisfy the requirements of “outside director” for purposes of Section 162(m) of the Code and the regulations promulgated thereunder (together, the “Section 162(m) Rules”).

The Committee may form, and delegate any of its power or authority to, one or more subcommittees only if so authorized by the Board; provided, however, that no subcommittee shall consist of fewer than two Committee members and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

3. Meetings

Regular meetings of the Committee shall be held on such dates and at such times and places as are determined from time to time by the Committee. Special meetings of the Committee shall be held whenever called by the Chairman of the Board of the Corporation, the Committee Chair or the Chief Executive Officer of the Corporation or, in the event of the absence or disability of the Chairman of the Board of the Corporation, the Committee Chair and the Chief Executive Officer of the Corporation, by the Secretary of the Corporation, or by one-third of the Committee members then in office, at such place, date and time as may be specified in the respective notices or waivers of notice of such meetings. Special meetings of the Committee may also be called by resolution of the Board. Any business may be conducted at a special meeting. All Committee meetings may be held telephonically. A quorum for the Committee shall be a majority of its members, unless the Committee has only one or two members, in which case a quorum shall be one member, or unless a greater quorum requirement is established by the Board. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee shall keep regular minutes of its meetings and report to the Board when required.

The Committee may request that any officer or employee of the Corporation or any representative of the Corporation’s outside counsel or other advisors attend any meetings of the Committee (or any portions thereof) or meet with any members or representatives of the Committee, and may provide to such persons such information as the Committee deems necessary or advisable.

The Committee shall meet in separate executive sessions with members of management of the Corporation, including the Chief Executive Officer and President of the Corporation, and the Committee’s independent compensation consultant, periodically as needed. The Committee Chair shall supervise the conduct of the meetings and shall have such other responsibilities as set forth herein or as the Committee may determine from time to time.

4. Responsibilities

The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time.

(a) Establish and periodically review the Corporation's compensation philosophy, strategy and policies applicable to the Corporation's executives and other members of the Senior Management Group.

(b) Review and approve annual bonus and incentive plans, including equity plans and long-term incentive plans.

(c) Review and approve corporate and individual performance measures and objectives for the Chief Executive Officer of the Corporation (the "CEO") and other members of the Senior Management Group.

(d) Evaluate the CEO's performance in light of the corporate and individual performance measures and objectives, and, based on that evaluation, determine and approve base salary, annual bonus, equity awards and all other compensation or special benefits for the CEO. The CEO shall not be present during voting or deliberations by the Committee on the CEO's compensation. In establishing long term incentive compensation for the CEO, the Committee will consider the Corporation's performance, relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the value of the awards given to the CEO in past years. Following such evaluation, the Committee shall report its decisions regarding the CEO's compensation to the Board.

(e) Review the CEO's recommended compensation structure (i.e., base salaries, annual bonus awards, equity awards and any other compensation or special benefits) for the Corporation's other executives and other members of the Senior Management Group who directly or indirectly report to the CEO (including by reviewing the CEO's process for evaluating these elements of compensation) and, on an annual basis, consider the compensation structure for these individuals.

(f) Annually review with the CEO the performance scores and compensation of the other members of the Senior Management Group who directly or indirectly report to the CEO. Review the CEO's recommendation for compensation, including base salary, short term incentive, and long term incentive and equity, for all other members of the Senior Management Group who directly or indirectly report to the CEO, and make recommendations to the Board with respect to the same.

(g) Develop recommendations with respect to Board compensation, in consultation with the Nominating and Corporate Governance Committee, and make such recommendations to the Board for approval.

(h) Periodically review the terms of the stock ownership guidelines applicable to directors and officers of the Corporation, including compliance therewith, and report to the Board on such review.

(i) On a periodic basis, review the compensation and benefits policies and structures of the Corporation (e.g., material tax-qualified, welfare and other material benefit plans, and all material compensation arrangements), in each case subject to the requirements and limitations of the Second Amended and Restated Certificate of Incorporation of the Corporation and the By-laws.

(j) Review and approve appointments, terminations, employment agreements, consulting agreements, severance arrangements, change in control arrangements and related compensation and benefit packages for the Corporation's executives, other members of the Senior Management Group and former members of the Senior Management Group.

(k) Review and approve major organizational restructurings of the Corporation's employees.

(l) Review and approve management development and succession plans for the CEO and, as the Committee deems appropriate, other members of the Senior Management Group.

(m) Review the results of any advisory stockholder votes on executive compensation and consider whether to adjust (or recommend that the Board adjusts) the Corporation's executive compensation policies and practices in response to such voting results.

(n) Evaluate and make recommendations to the Board regarding stockholder proposals that relate to executive compensation or other matters with respect to which the Committee has responsibility.

(o) Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including equity awards) paid to members of the Senior Management Group as required by the rules of the NYSE or applicable law, or otherwise determined to be in the best interest of the Corporation.

(p) Select and retain services of independent consultants or other advisors to provide advice to the Committee.

(q) Commission special studies, when deemed necessary, on any matter of concern relating to overall corporate organization, compensation practice or compensation policy for the Corporation.

(r) Oversee regulatory compliance with respect to compensation matters, including policies on structuring compensation programs to maximize tax deductibility.

(s) Review and assess whether compensation of the Corporation's employees (including the Senior Management Group) encourages employees to engage in excessive risk.

(t) Prepare, review and approve the "Report of the Compensation Committee", as required by Item 407(e)(5) of Regulation S-K, for inclusion in the Corporation's annual proxy statement or Annual Report on Form 10-K in accordance with applicable SEC rules and regulations.

(u) Periodically report to the Board on all matters for which the Committee has been delegated responsibility pursuant to this Charter.

(v) Undertake and review with the Board, in such manner as the Committee deems appropriate, an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year.

(w) Annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.

(x) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein or as may from time to time be delegated to the Committee.

(y) At least annually, assess the Corporation's compensation policies to evaluate whether such policies create risks that are reasonably likely to have a material adverse effect on the Corporation.

The Committee shall report its actions and any recommendations to the Board after each Committee meeting.

The Committee may consider other matters and engage in other activities in furtherance of fulfilling the purpose and responsibilities described in Section 1 hereof as the Committee or the Board may deem appropriate.

5. Annual Performance Evaluation

At least annually, the Committee shall perform a review and evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and present to the Board a report of such annual performance evaluation. The Committee shall periodically reassess the adequacy of this Charter and recommend to the Board any proposed changes and improvements to this Charter that the Committee deems appropriate.

6. Investigations and Studies; Outside Advisers; Support

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain, at the Corporation's expense, after taking appropriate steps to ensure the absence of any conflicts of interest, such independent counsel, independent compensation consultant or other advisers as it deems necessary. At the request of the Committee, the Corporation shall provide the Committee with an appropriate level of staff and support to allow the Committee to function appropriately. In fulfilling its responsibilities, the Committee shall have full access to all of the Corporation's books, records, facilities, personnel and outside advisors.

7. Miscellaneous

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under the applicable laws of Delaware. Furthermore, nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. Except as otherwise required by laws, rules and regulations applicable to the Committee, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Board's Corporate Governance Guidelines. This Charter is, and any amendments hereto will be, displayed on the Corporation's website and a printed copy will be made available to any stockholder of the Corporation upon request.