

CORPORATE GOVERNANCE GUIDELINES OF ENVISION HEALTHCARE CORPORATION

Adopted December 1, 2016 and Amended February 24, 2017 and January 4, 2018

The Board of Directors (the “Board”) of Envision Healthcare Corporation (the “Corporation”), is elected by the stockholders of the Corporation to oversee the Corporation’s management and operations. The Board sets policy for the Corporation, assists with strategic planning, selects the Chief Executive Officer and President and monitors the performance of the Chief Executive Officer and President, and provides management with appropriate advice and feedback concerning the business and operations of the Corporation.

The Board has adopted these Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law, or the Corporation’s Certificate of Incorporation or By-laws. These guidelines may be modified from time to time by the Board as it deems appropriate.

1. Director Qualifications and Selection of Board Members

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board annually the requisite skills and characteristics of the new Board members as well as the Board as a whole. This assessment will take into consideration any requirements of independence, as well as the skills and experience of candidates and the needs of the Board.

The Nominating and Corporate Governance Committee will recommend to the Board appropriate criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria. The Nominating and Corporate Governance Committee will identify and select, or recommend that the Board select, Board candidates whom the Nominating and Corporate Governance Committee believes are qualified and suitable to become members of the Board consistent with the criteria for selection of new directors adopted from time to time by the Board.

Director candidates should demonstrate strong values and discipline, high ethical standards, a commitment to full participation on the Board and its committees, and relevant career experience, along with other skills and characteristics that meet the current needs of the Board. The Nominating and Corporate Governance Committee will consider whether candidates meet applicable independence standards where appropriate and evaluate any potential conflicts of interest with respect to each candidate.

2. Director Independence

The Board will have a majority of “independent” directors who will satisfy the independence requirements of the New York Stock Exchange relating to directors. The Board will review and determine the independence of each director annually.

3. Board Size

The Board presently has 12 members. The number of Directors shall not be less than one. In conducting its annual assessment of the composition of the Board, the Nominating and Corporate Governance Committee shall make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

4. Additional Board Service

No director will serve on more than three other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity) without the prior consent of the Board, and directors who are a chief executive officer, chief financial officer or other senior executive of another public company who is designated as an “executive officer” of the public company for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, may serve on no more than two other public company boards without the prior consent of the Board. Directors will advise the Chairman of the Board and the Chair of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board, whether a public or closely-held company.

Service on boards and committees of other organizations should be consistent with the Corporation’s Conflict of Interest Policy and the Corporation’s Code of Business Conduct and Ethics. If a member of the Corporation’s Audit Committee serves on more than three public company audit committees, the Board will determine whether such simultaneous service impairs the director’s ability to serve effectively on the Corporation’s Audit Committee.

5. Office of Chairman

The Chairman will be elected by the Board from among its members to preside at all meetings of the Board. It is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chairman and Chief Executive Officer and President on a case-by-case basis.

The Chairman will lead the agenda-setting process for Board meetings. As set forth in the By-laws of the Corporation, as amended from time to time (the “By-laws”), the Chairman or the Chief Executive Officer and President or, in the absence or disability of the Chairman and the Chief Executive Officer and President, the Secretary, or one-third of the directors then in office may call special meetings of the Board.

6. Lead Independent Director Responsibilities

If the Chairman is not an independent director, a Lead Independent Director will be appointed annually by the independent directors, who will review all relevant facts and circumstances to ensure the Lead Independent Director, if and when appointed, is in fact independent. Although elected annually, the Lead Independent Director, if and when appointed, is generally expected to serve more than one year.

If and when a Lead Independent Director is appointed, the role of the Lead Independent Director would be as follows:

- Preside over executive sessions of the independent directors;
- Preside and act as chairman of Board meetings when the Chairman of the Board is not in attendance;
- Serve as a liaison for the independent directors with respect to agenda items or other matters they wish to raise;
- Call additional meetings of independent directors as he or she deems appropriate;
- Make himself or herself available for consultation and direct communication with major stockholders, if requested; and
- Perform such other responsibilities as the Board may assign.

In performing the duties described above, the Lead Independent Director, if and when appointed, will consult with the Chairman and the Chairs of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibilities of such directors.

7. Term Limits and Director Retirement

There are no established term limits for service on the Board.

8. Director Responsibilities

Each director will act in the best interests of the Corporation and its stockholders. Directors will preserve the confidentiality of confidential material given or presented to the Board. Directors must disclose to other directors any potential conflicts of interest they may have with respect to any matter under discussion and, if appropriate, refrain from voting on a matter in which they may have a conflict.

Each director, will, in the performance of such director's duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

9. Changes in Principal Business Responsibilities

Directors are expected to report changes in their principal business responsibilities, including retirement, to the Chairman and the Chair of the Nominating and Corporate Governance Committee. Together with such report, the reporting director will also tender his or her resignation to the Chairman and the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review whether the new occupation, or retirement, of the director is consistent with the specific rationale for originally selecting that individual and the guidelines for board membership. The Nominating and Corporate Governance Committee will recommend action to be taken by the full Board

regarding the resignation based on the circumstances of retirement, if that is the case, or in the case of a new position, the responsibility and type of position and industry involved. The bias of the Nominating and Corporate Governance Committee will be to accept the resignation if the basis for originally selecting the individual no longer exists. The director who has experienced the change in circumstance shall not participate in the deliberations by the Nominating and Corporate Governance Committee and the Board with respect to the resignation.

10. Resignation of Chief Executive Officer and President

If the Corporation's Chief Executive Officer and President leaves that office, that person will tender to the Chairman and the Chair of the Nominating and Corporate Governance Committee his or her resignation from the Board. Upon receipt of that resignation, the Nominating and Corporate Governance Committee will recommend action to be taken by the full Board based on the circumstances of the former Chief Executive Officer and President's departure from that office, taking into consideration the advisability of retaining the former Chief Executive Officer and President as a director for a period of time to facilitate the transition of leadership to his or her successor, as well as the ability of the former Chief Executive Officer and President to continue to contribute to the effective oversight of the Corporation as a director. The former Chief Executive Officer and President shall not participate in the deliberations of the Nominating and Corporate Governance Committee and the Board with respect to the resignation.

11. Board Meetings

Regular meetings of the Board shall be held on such dates, and at such times and places as are determined from time to time by resolution of the Board. Additional meetings may be called in accordance with the By-laws. The Board may also take action from time to time by unanimous written consent in accordance with the By-laws. Directors are expected to attend all or substantially all Board meetings and meetings of committees on which they serve each year, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

12. Board Materials

To the extent practicable, appropriate materials and data will be distributed to the directors before Board meetings and committee meetings so as to allow adequate time for consideration of key issues and general preparation for the meeting. Directors should review any such materials in advance of the meeting.

13. Agenda

The Chairman will establish the agenda for each Board meeting and, to the extent practicable, distribute it in advance of each meeting. Board members may request that additional items be included on the agenda, and may raise items for discussion and consideration that are not on the agenda for that meeting.

14. Executive Sessions

The non-management directors will meet in executive session without management present at each regularly scheduled Board meeting. The directors may also meet in executive session with one or more members of management present. The Chairman will preside over executive sessions of the Board in which he is a participant. The Lead Independent Director will preside over each executive session in which the Chairman does not participate. The Chair of a Board Committee will preside over each executive session in which the Chairman and the Lead Independent Director do not participate, with the Chair in each such session to be selected on a rotating basis. If at any time there are non-management directors who are not independent directors, an executive session including only independent directors will be held at least once a year.

15. Board Committees

There are currently four Board Committees: Audit Committee, Compensation Committee, Compliance and Quality Committee, and Nominating and Corporate Governance Committee. Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee.

Each committee will have its own charter. The charters will set forth the purposes and responsibilities of the committees, qualifications for committee membership, procedures for appointing committee members, procedures for annual evaluation of the committee performance and such other matters as the Board deems appropriate.

The Chairman will consult with the chairperson of each committee and develop the committee's agenda and meeting schedule. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

16. Audit Committee

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the New York Stock Exchange and Securities and Exchange Commission rules, providing assistance to the Board in satisfying its fiduciary responsibilities relating to the financing and capital allocation strategies, capital structure, financial policies and financial condition of the Corporation, and such other matters as may from time to time be delegated to the Audit Committee by the Board. Each member of the Audit Committee will satisfy the independence and other requirements of the New York Stock Exchange and the Securities and Exchange Commission relating to directors and Audit Committee members.

17. Compensation Committee

The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under the New York Stock Exchange rules and such other matters as may from time to time be delegated to the Committee by the Board. Each member of the Compensation

Committee will satisfy the independence requirements of the New York Stock Exchange relating to directors.

18. Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's duties and responsibilities will be set forth in the Nominating and Corporate Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under the New York Stock Exchange rules and such other matters as may from time to time be delegated to the Committee by the Board. Each member of the Nominating and Corporate Governance Committee will satisfy the independence requirements of the New York Stock Exchange relating to directors.

19. Compliance and Quality Committee

The Compliance and Quality Committee's duties and responsibilities will be set forth in the Compliance Committee Charter, including ensuring proper communication of compliance issues to the Board and its committees, reviewing significant compliance risk areas and management's efforts to monitor, control and report such risk exposures, monitoring the effectiveness of our ethics and compliance department; and reviewing and approving compliance related policies and procedure and such other matters as may from time to time be delegated to the Committee by the Board.

20. Director Access to Officers and Employees

The Corporation shall provide the Board will full and free access to the Corporation's senior management employed in policy-making capabilities, and, as necessary and appropriate, independent advisors. The Board will request the regular attendance at each Board meeting of the senior management of the Corporation as it deems appropriate.

21. Director Compensation

All directors of the Corporation who are not simultaneously employed as officers by the Corporation will be properly compensated and reimbursed for their services as directors. Any employee of the Corporation who is elected a director of the Corporation will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Corporation.

The Board will be responsible for setting director compensation. The Compensation Committee will be responsible for periodically reviewing the compensation of the Corporation's independent directors and making recommendations to the Board with respect thereto.

Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Corporation. In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Corporation makes substantial

charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

22. Director Orientation and Continuing Education

The Corporation will have an education and orientation program for new Directors addressing the Corporation's corporate structure, operations, key legal and financial issues, and the Corporation's industry in general. Directors will be provided with information regarding corporate governance issues, the compliance program and the structure and procedures of the Board and the committees on which the Directors will serve.

23. Loans to Officers and Directors

The Corporation shall not, directly or indirectly, extend or maintain credit, arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

24. Chief Executive Officer and President Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the Chief Executive Officer and President's performance, in accordance with the provisions of its charter. The Board will be provided with a copy of such review.

The Board will consider from time to time the strength in management to achieve the Corporation's goals.

Every year the Chief Executive Officer and President will report to the Board on succession planning. The report will include policies and principles for chief executive officer and president selection and performance review, as well as policies regarding succession in the case of an emergency or the retirement of the Chief Executive Officer and President.

25. Annual Performance Evaluation

The Board will conduct an annual self-evaluation and evaluate each committee to determine whether it is functioning effectively. The Nominating and Corporate Governance Committee will oversee the evaluation and report findings to the Board.

26. Board Interaction with Stockholders, the Press, Customers, Etc.

Generally, the Chief Executive Officer and President and, as appropriate, designated members of senior management will speak for the Corporation. The Corporation's Chairman will also be available for consultation and direct communication with major stockholders. The Board will establish methods by which interested parties may communicate directly with the Chairman or with the non-management directors of the Board as a group and cause such methods to be disclosed publicly.