



## *COMPENSATION COMMITTEE CHARTER*

### **1. Purpose**

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Nobilis Health Corp. (the “**Corporation**”) to assist in:

- the evaluation of the performance of the executives of the Corporation; and
- the oversight and evaluation of compensation, including benefits, of the executives of the Corporation including compensation plans, policies and programs.

### **2. Reports**

The Committee shall:

- report to the Board on a regular basis and before any public disclosure by the Corporation on compensation matters; and
- prepare and approve any reports on executive compensation, prior to their public disclosure, as required by applicable legislation and regulation and/or pursuant to the Corporation’s undertaking to provide necessary information to comply with its disclosure obligations.

### **3. Composition**

The members of the Committee shall be two or more members of the Board who are appointed (and may be replaced) by the Board. The Chair shall be determined by the Board. The Committee shall meet the independence requirements of all applicable regulatory, stock exchange and securities laws.

### **4. Responsibilities**

The Committee shall:

- At least annually, review with the Chairman of the Board and Chief Executive Officer the long term goals and objectives of the Corporation in relation to compensation.
- At least annually, review and approve the position description of the Chief Executive Officer and the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and recommend to the Board the Chief Executive Officer’s compensation levels based on that evaluation. In determining the Chief Executive Officer’s compensation, including long term incentive components, the Committee shall consider the Board’s performance and relative investor return, the value of similar incentive awards to Chief Executive Officers at comparable companies, the achievement of individual as well as Corporation objectives and the awards given to the Chief Executive Officer in past years.
- At least annually, review and make recommendations to the Board with respect to the compensation of the Chief Executive Officer, and all senior managers of the Corporation who report directly to the Chief Executive Officer, including incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change of control arrangements or

provisions, and any special or supplemental benefits. In reviewing and making recommendations to the Board, the Committee shall ensure that a process is in place to maintain a compensation program for the senior executives of the Corporation at a fair and competitive level, consistent with the best interests of the Corporation.

- The Committee shall review and make recommendations to the Board with respect to the compensation of Directors, including incentive compensation plans.
- Recommend awards to employees of units and share appreciation rights, and any other equity-based and other incentives, pursuant to the Board's approval of total periodic awards under any of the Corporation's Long Term Compensation Plan and Share Appreciation Rights Plan, and any other incentive compensation and equity-based plans.
- From time to time, as appropriate, review key human resources policies and programs in place and under development related to manpower planning, management development, succession planning, career path planning and performance evaluation and their consistency with the strategy of the Corporation.
- From time to time, review the Corporation's policies on salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommend changes to the Board if appropriate.
- Review management's policies and practices for ensuring that the Corporation and related parties comply with legal prohibitions, disclosure and other requirements on making or arranging for personal loans and amending or extending any such loans or arrangements.
- Select, engage and compensate any outside compensation consultants the Committee determines to be necessary to permit it to carry out its duties.
- Provide advice concerning the above-listed matters in respect of management of the subsidiaries.

## **5. Meetings**

The Committee shall meet at least semi-annually and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. The Committee shall meet separately, periodically, with management and may request any officer or employee of the Corporation or any of its direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Chief Executive Officer may be present at meetings of the Committee to provide input on executive compensation other than his own. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

## **6. Independent Advice**

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

## **7. Annual Evaluation**

At least annually, the Committee shall, in a manner it determines to be appropriate:

- Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.
- Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.