

**CHARTER OF  
COMPENSATION, CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
GENTIVA HEALTH SERVICES, INC. (the “Corporation”)**

**I. Statement of Policy**

The Committee seeks to:

- (i) establish and put into practice competitive human resource compensation programs to attract, retain and motivate qualified senior executives and to align those executives’ financial interests with the interests of the Corporation’s shareholders;
- (ii) put into practice guidelines representing the highest standards of corporate governance; and
- (iii) identify and attract highly qualified candidates to serve on the Board of Directors.

**II. Organization and Membership**

The Compensation, Corporate Governance and Nominating Committee (the “Committee”) shall be a committee of the Board of Directors of the Corporation (the “Board”) comprised of three directors, each of whom must be an “Independent Director” (as defined below) and free of any relationship that, in the opinion of the Board, would interfere or appear to interfere with their exercise of independent judgment in carrying out the responsibilities of a member of the Committee or a Director. In addition, each member of the Committee must be a “Non-Employee Director” (as defined below).

The full Board shall appoint the initial members of the Committee at a meeting called for such purpose, each of whom shall serve until the Board’s next annual meeting. Members of the Committee shall thereafter be appointed by the full Board at the Board’s annual meeting and shall serve one-year terms. Upon the removal or resignation of a member, the full Board may appoint a successor to serve the remainder of the unexpired term. One member of the Committee will be appointed chairperson by the Board.

**III. Meetings**

The Chairperson of the Committee will establish the agenda for each committee meeting. The Committee will hold at least two meetings per year or more frequently as circumstances dictate. The Committee shall meet in executive session to discuss and approve the compensation of the Chief Executive Officer.

#### **IV. Powers and Responsibilities**

##### Executive Officer and Director Compensation

The Committee will:

- Determine the compensation of the Corporation's Chief Executive Officer, including awards of stock options, bonuses and other incentives and discuss its determination with the Board in executive session. In determining the appropriate compensation to be awarded to the CEO, the Committee will consider:
  - the evaluation of the CEO's performance in light of the corporate goals and objectives;
  - the Corporation's performance, including the level of achievement of quantitative objectives;
  - the recommendations of independent consultants;
  - reviews of compensation paid to CEOs at companies determined by the Committee.

In addition, in determining the long-term incentive compensation of the CEO, the Committee will consider, among other factors, the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to Company's CEOs in past years.

- Review and approve goals and objectives relevant to the compensation of the Corporation's other executive officers, evaluating such executive officers' performance in light of those goals and objectives and determining such executive officers' compensation based on this evaluation.
- Advise the Board on trends in compensation programs for directors, with a view towards aligning such compensation with shareholder interests.
- Produce an annual report on executive compensation for inclusion in the Corporation's proxy statement.

##### Benefit Plans

The Committee will:

- Make recommendations to the Board with respect to incentive compensation plans and equity-based plans.
- Approve option grants and stock awards, and seek shareholder approval as necessary, under the Corporation's 1999 Stock Incentive Plan and Stock & Deferred Compensation Plan for Non-Employee Directors, which provide for option grants and stock awards, respectively.

- Administer the Corporation's Executive Officers' Bonus Plan.
- Exercise general oversight of the Corporation's benefit plans and evaluate any proposed new retirement or executive benefit plans.

### Corporate Governance

The Committee will:

- Monitor and safeguard the Board's independence.
- Monitor compliance by the members of the Board with director continuing education requirements.
- Oversee and review the Corporation's processes for providing information to the Board.
- Devise and propose to the full Board corporate governance guidelines setting forth standards regarding director qualification, tenure, resignation and succession; standards regarding the number of boards on which a director may serve; duties and responsibilities of directors; guidance regarding certain director compensation matters, including the amount and type of compensation for each director; guidelines regarding director orientation and continuing education; standards for the selection and evaluation of the Chief Executive Officer and planning for succession of management; requirements that the Board conduct an annual self-evaluation to review its committees and to ensure that the Board and its committees are conducting themselves in an efficient manner.
- Devise and propose to the full Board a code of business conduct and ethics for directors, officers and employees addressing conflicts of interest transactions and compliance with applicable laws with enforcement mechanisms for violations.
- Consult with management and the Board on matters of corporate culture and values.

### Director Nominations

The Committee will:

- Establish standards for evaluating management and selecting new board members.
- Recommend the director nominees for the next annual meeting of the shareholders of the Corporation, subject to the approval of the Independent Directors of the Board.

- Have sole authority, without requiring action by the full Board, to retain and terminate outside advisors, such as search firms, to identify director candidates.

### Miscellaneous

The Committee will:

- Have sole authority, without full Board action, to retain and terminate outside advisors, such as compensation consultants.
- Cooperate in an annual performance evaluation of the Committee by the Board.
- Have the authority to establish a committee organizational structure.
- Advise the Board of its actions on a regular basis and submit minutes of all meetings to the Board.
- Recommend proposed changes to the Corporation's certificate of incorporation or bylaws.
- Review and reassess this Charter and submit any suggested changes to the Board for its review.
- Post this Charter on the Corporation's website.

### **Definitions**

- For purposes of this Charter, the term "Independent Director" means: a person other than an officer or employee of the Corporation or its subsidiaries or any other individual having a relationship which, in the opinion of the Corporation's Board of Directors, would interfere with or appear to interfere with the exercise of independent judgment in carrying out the responsibilities of a member of the Committee or a director. The following persons shall not be considered independent:
  - (a) a director who is or has been employed by the Corporation or any parent or subsidiary of the Corporation within the past three years;
  - (b) a director who accepts or who has a non-employee Family Member who accepts any payment from the Corporation or any of its affiliates, including political contributions, in excess of \$60,000 in the current year or any of the past three fiscal years, other than compensation for board or board committee service;

- (c) a director who is a Family Member of an individual who is, or within the past three years was, employed by the Corporation or by any parent or subsidiary of the Corporation as an officer;
  - (d) a director who is a partner in, or a controlling shareholder or an executive officer of, any business organization, including a non-profit entity, to which the Corporation made, or from which the Corporation received, payments (other than those arising solely from investments in the Corporation's securities) that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, in the current fiscal year or if such relationship existed within the past three fiscal years;
  - (e) a director who is employed by another company while any of the Corporation's executive officers serve on that other company's compensation committee, or if such relationship existed within the past three years;
  - (f) a director who was a partner or employee of the Corporation's outside auditor, and worked on the Corporation's audit within the past three years.
- For purposes of this Charter, the term "Family Member" means any person who is a relative by blood, marriage or adoption or who has the same residence.
  - For purposes of this Charter, the term "non-employee director" means an independent director who is not one or more of the following persons:
    - (a) a director who has, or whose Family Member has, an interest in any transaction or payment made in the Corporation's last fiscal year or proposed in the current year in which the amount involved exceeded \$60,000 to which the Corporation or any of its subsidiaries was a party;
    - (b) a director who is or during the last fiscal year was an executive officer or 10% equity owner of any entity that has made to, or received from, the Corporation in the Corporation's last fiscal year, or proposes to make in the current year, payments for property or service in excess of 5% of the Corporation's gross revenue for its last full fiscal year or such entity's gross revenues for its last full fiscal year;
    - (c) a director who is or during the last fiscal year was an executive officer or 10% equity owner of any entity to which the Corporation or any of its subsidiaries was indebted at the end of the Corporation's last fiscal year in excess of 5% of the Corporation's total assets at the end of such year;

- (d) a director who is or during the last fiscal year was a partner or executive officer of any investment banking firm that has performed services for the Corporation, other than as a participating underwriter in a syndicate, during the last fiscal year, or that the Corporation proposes to have perform services during the current year;
- (e) a director who is or during the last fiscal year was a member of, or of counsel to, a law firm that the Corporation has retained during the last fiscal year or proposes to retain during the current fiscal year;
- (f) a director with any relationship similar to those listed above.