

QUALITY AND COMPLIANCE COMMITTEE CHARTER

OPTION CARE HEALTH, INC.

PURPOSE

The purpose of the Quality and Compliance Committee of the Board of Directors (the “Board”) of Option Care Health, Inc. (the “Company”) is to:

1. Act on behalf of and provide assistance to the Board in overseeing, monitoring, and evaluating:
 - (a) The activities and the effectiveness of the Company's Corporate Compliance and Ethics Program;
 - (b) The Company's compliance with applicable laws, rules, and regulations (collectively, “Applicable Law”) including but not limited to:
 - (1) statutes, regulations, and requirements of Medicare, Medicaid, and all other Federal health care programs (as defined in 42 U.S.C. § 1320a-7b(t)), including but not limited to, laws, regulations and requirements relating to health care fraud and abuse, such as the FCA, AKS and related federal regulations and state requirements;
 - (2) HIPAA and related state laws;
 - (3) statutes, regulations, and requirements of FDA and the DEA;
 - (4) requirements of applicable pharmacy licensing authorities;
 - (c) The Company's compliance with the terms of any settlement agreements that the Company enters with governmental authorities; and
 - (d) The Company's compliance with the Company's own Code of Business Ethics, policies, and procedures, as well as other Compliance and Ethics Program requirements
2. Act on behalf of and provide assistance to the Board by overseeing, monitoring and evaluating the safety and quality of patient care services provided by the Company including:
 - (a) The Company's quality of patient care, patient safety and patient experience strategies and activities.

- (b) The Company's adherence to accreditation standards including but not limited to ACHC and URAC.

MEMBERSHIP

Size: The Quality and Compliance Committee shall consist of at least three members of the Board.

Appointment/Term/Removal: The members of the Quality and Compliance Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Quality and Compliance Committee at any time with or without cause. Members of the Quality and Compliance Committee shall be appointed by the Board. At least one member of the Quality and Compliance Committee shall in the judgment of the Board have a background in healthcare.

STRUCTURE AND OPERATIONS

Leadership: The Board shall designate a member of the Quality and Compliance Committee as the chairperson.

Meetings: The Quality and Compliance Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for Quality and Compliance Committee meetings will be prepared by the Quality and Compliance Committee chairperson in consultation with the other Quality and Compliance Committee members. The Quality and Compliance Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Quality and Compliance Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Quality and Compliance Committee may invite any individuals to its meetings as it deems appropriate. However, the Quality and Compliance Committee shall meet regularly without such individuals present.

Onboarding / Education: The Company will provide new members of the Quality and Compliance Committee with appropriate onboarding briefings, and the full Quality and Compliance Committee with educational resources and opportunities related to corporate governance and other matters may be appropriate or requested by the Quality and Compliance Committee.

Outside Advisors: The Quality and Compliance Committee shall have the authority, in its sole discretion, to retain and terminate outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. However, the Quality and Compliance Committee shall not be required to implement or act consistently with the advice or recommendations of outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Quality and Compliance Committee to exercise its own judgment in fulfillment of its

duties under this Charter. The Quality and Compliance Committee shall set the compensation and retention terms and oversee the work of any outside legal counsel or any other advisors. Any communications between the Quality and Compliance Committee and its outside legal counsel will be privileged communications.

Any advisors retained by the Quality and Compliance Committee shall be independent as determined in the discretion of the Committee.

Funding: The Quality and Compliance Committee shall receive appropriate funding from the Company, as determined by the Quality and Compliance Committee in its capacity as a committee of the Board, for the payment of compensation to any outside legal counsel and any other advisors, and the ordinary administrative expenses of the Quality and Compliance Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: The Quality and Compliance Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Quality and Compliance Committee may deem appropriate in its sole discretion. Any subcommittee, director or other person will provide a written or oral report to the Quality and Compliance Committee regarding any activities undertaken pursuant to such delegation. The Quality and Compliance Committee may terminate any such subcommittee and revoke any such delegation at any time.

Books and Records: The Quality and Compliance Committee will have access to the Company's books, records, facilities and personnel.

DUTIES AND RESPONSIBILITIES

The following responsibilities of the Quality and Compliance Committee are set forth as a guide to the Quality and Compliance Committee with the understanding that the Quality and Compliance Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by law. In discharging its duties and responsibilities, the Quality and Compliance Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace outside advisors to provide independent advice to the Committee.

In general, the Quality and Compliance Committee shall endeavor to promote the Company operating in accordance with Applicable Law and professional standards and industry guidelines on an on-going basis, with an appropriate overall corporate "tone" for quality patient care and safety and compliance and ethical business practices.

The Quality and Compliance Committee shall have the following authority and responsibilities:

1. Code of Business Conduct and Ethics: Oversee, monitor, and evaluate continuing development and implementation of the Company's Corporate Compliance and Ethics Program, including the Company's Code of Business Conduct and Ethics and compliance policies and procedures designed to prevent and detect violations of law

and the Company's Corporate Quality strategies and initiatives.

2. Chief Compliance and Privacy Officer: Approve the appointment and oversee the activities of the Company's Chief Compliance and Privacy Officer, who has responsibility for continually developing and implementing the Company's Corporate Compliance and Ethics Program.
3. Corporate Compliance and Ethics Program: Oversee, monitor, and evaluate the Company's development and implementation as part of its Corporate Compliance and Ethics Program of:
 - (a) Written policies and procedures regarding the Company's compliance with Applicable Law;
 - (b) Appropriate and effective Compliance and Ethics program governance, including a qualified Chief Compliance and Privacy Officer and cross-functional management-level compliance committee;
 - (c) Effective training and education in compliance;
 - (d) Effective lines of communication regarding compliance matters (including systematic evaluation by the Quality and Compliance Committee of the Company's reporting mechanisms and non-retaliation procedures);
 - (e) Appropriately designed internal monitoring and auditing;
 - (f) Regular enforcement of compliance standards; and
 - (g) Prompt responses to detected noncompliance, and undertaking of appropriate corrective action.
4. Quality Initiatives: Oversee, monitor and evaluate the Company's quality initiatives and strategies through review of:
 - (a) Quarterly reports on the status of initiatives and strategies, response to identified quality of care and safety deficiencies, and corrective action;
 - (b) Policies and procedures designed to provide quality of care and patient safety consistent with applicable laws, regulations, standards and guidelines;
 - (c) Training and education related to quality of care and patient safety; and internal controls related to quality of care and patient safety
5. Recommendations: Recommend such actions or measures to be adopted by the Board that the Quality and Compliance Committee deems appropriate to improve the

- effectiveness of the Company's Corporate Compliance and Ethics Program and quality strategies and initiatives.
6. Evaluation of Chief Compliance and Privacy Officer: Not less than annually, the Quality and Compliance Committee shall perform, or have performed, an evaluation of the performance of the Chief Compliance and Privacy Officer and the Company's compliance function/personnel.
 7. Plan: Not less than annually, the Quality and Compliance Committee shall review and approve an annual Corporate Compliance and Ethics Program plan developed by the Chief Compliance and Privacy Officer. Quarterly, the Chief Compliance and Privacy Officer shall provide, and the Quality and Compliance Committee shall review, a Corporate Compliance and Ethics Program report, summarizing compliance-related activities undertaken by the Company during the quarter. On an annual basis, the report shall include, among other features that the Quality and Compliance Committee may require, an identification and assessment of key compliance risks for the Company, and mitigation plans to address those risks, as well as the results of all compliance monitoring, audits and investigations conducted during the year.
 8. Review of Company Programs: At least quarterly, the Quality and Compliance Committee shall meet with, and receive reports from, the Chief Compliance and Privacy Officer regarding the Chief Compliance and Privacy Officer's performance and activities, the performance and activities of the Company's compliance function/personnel, and the operations of the Company's Corporate Compliance and Ethics Program generally. The Quality and Compliance Committee shall also review the quality and patient safety initiatives and strategies at least quarterly. Additionally, the Quality and Compliance Committee shall meet and confer with the Company's General Counsel regarding compliance matters as it deems appropriate.
 9. Reports: At least quarterly, the Quality and Compliance Committee shall report to the Board regarding activities of the Quality and Compliance Committee and the effectiveness of the Company's Corporate Compliance and Ethics Program as well as Patient Safety and Quality of Care initiatives.
 10. Hotline: Review a summary of the compliance hotline reports (and the status of any related investigations) forwarded from the Company's hotline system.
 11. Quality Initiatives: Review a summary of quality initiatives and patient events (and the status of any corrective action plans) received through the Company's event tracking system.
 12. Updates: Review and consider, as relevant, legal, compliance, and/or industry changes that may affect the Company's operations, quality of care and patient safety initiatives and strategies and Corporate Compliance and Ethics Program.
 13. Charter: At least annually, the Quality and Compliance Committee shall review and

reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.