

ATI PHYSICAL THERAPY, INC.

HEALTH CARE COMPLIANCE COMMITTEE CHARTER

This Health Care Compliance Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”, and its members, the “**Directors**”) of ATI Physical Therapy, Inc. (the “**Company**”) effective as of June 16, 2021.

I. PURPOSES

The Health Care Compliance Committee (the “**Committee**”) shall assist the Board in fulfilling its oversight responsibilities in connection with health care legal and regulatory compliance matters (collectively “health care compliance matters”). The Committee’s primary purposes are to:

- (i) Be generally knowledgeable about compliance issues facing the health care industry.
- (ii) Assist the Board and the Audit Committee with oversight of enterprise risk management and health care compliance matters. Specifically, the Committee shall work together with the Audit Committee to ensure that the Company Group’s management appropriately identify and manage key legal and compliance enterprise risks associated with health care compliance matters. The Committee has primary responsibility for oversight of health care compliance matters.
- (iii) Oversee the Company and its subsidiaries’ (collectively the “Company Group”) health care regulatory compliance program and monitor its performance.
- (iv) Provide an avenue of communication among management, those persons responsible for the internal compliance function, and the Board.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company Group. The Committee has the power to retain outside counsel, auditors or other advisors to assist it in carrying out its activities. The Company and/or its subsidiaries shall provide adequate resources to support the Committee’s activities, including compensation any legal counsel, auditors and other advisers retained by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate any counsel, auditors and other advisers hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

Composition. At all times, the Committee shall consist of at least three (3) and not more than five (5) members of the Board, appointed by the Board annually. To the extent practicable at least one (1) of the members of the Committee shall also be a member of the Company’s Audit Committee.

Committee members shall continue to be members until their successors as committee

members are elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed by the Board or by the applicable designating individual or entity, with or without cause, at any time.

Chair. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Delegation. The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least four (4) times per year and additionally as circumstances dictate. As appropriate, at least one member of the Committee shall meet at least annually with the Audit Committee. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board.

The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically or through other electronic means by which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may act by unanimous written consent of its members. The Committee shall otherwise establish its own rules of procedure.

IV. KEY RESPONSIBILITIES

The Committee's role is one of oversight. With respect to health care compliance matters, the Company Group's management is responsible for the following items, to be overseen by the Committee:

Compliance Standards and Policies

- Development or modification, issuance, distribution and review of the Code of Conduct and appropriate Compliance policies.
- Development and implementation of employee communication and training regarding the Code of Conduct, policies and ethics and compliance issues.

Employee and Contractor Training

- Development and implementation of appropriate and adequate training regarding the Code of Conduct, policies and Compliance Program

- Development and implementation of employee communication regarding the Compliance Program and issues.
- Administration of a certification program for all employees and appropriate contractors to ensure that they receive, read, acknowledge understanding of, and agree to comply with the Company's Code of Conduct and policies.

Reporting and Complaints Processes

- Administration of the Company's reporting and complaint processes, including a toll-free telephone number, through which employees may seek advice on application of the Company's Code of Conduct and policies and report potentialCode, policy and legal violations.
- Provide quarterly reports from the Compliance Officer on investigations of compliance violations reported to the Compliance Officer.

Monitoring and Auditing Compliance

With the Code of Conduct, Policies and Legal Requirements

- Ensure appropriate internal and/or external audits and surveys are conducted to verify adherence to the Code of Conduct, policies and applicable legal requirements.
- Conduct periodic employee surveys to test awareness of the Company's compliance guidelines and procedures.
- Commission special audits as necessary to verify adherence to the Code of Conduct, policies and/or legal requirements.

Enforcement and Discipline

- Impose appropriate and consistent discipline for violations of the Code of Conduct, policies and legal requirements
- Prepare and provide quarterly reports from the Compliance Officer regarding reported disciplinary action taken during the prior quarter.

Response and Prevention

- Take appropriate action to ensure violations of theCode of Conduct, policies and/or legal requirements are remedied.
- Take steps to prevent similar violations from occurring in the future.

The Committee recognizes that the Company Group's management teams has more time, knowledge and detailed information about the Company Group than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company Group's health care compliance matters or any professional certification as to any third party's work.

The following responsibilities are set forth as a guide to fulfilling the Committee's

purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

A. Oversee Health Care Compliance Matters

1. Review and oversee compliance with Federal health care program requirements;
2. Ensure proper communication of significant health care compliance issues to the Board;
3. Review significant health care regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
4. Review and oversee the Company Group's Compliance Program, including monitoring the effectiveness of the Compliance Program, the performance of the Chief Compliance Officer and the Compliance Department, receiving updates from the Chief Compliance Officer on the Compliance Program and related activities, and recommending improvements to the Compliance Program;
5. Review and oversee timely compliance with the terms and conditions of any CIA or any similar arrangement to which the Company is a party (if any);
6. Meet at least once each quarter in executive session with the Chief Compliance Officer (and without other management team members) to have a frank discussion of, among other things, the Compliance Program and to receive an update on compliance activities initiated or completed during the quarter;

B. Report and Self-Evaluate

1. Review and oversee the preparation of and approve all reports required or appropriate in the conduct of the Committee's responsibilities;
2. Conduct periodic self-evaluations of the performance of the Committee, including its effectiveness and compliance with this Charter;
3. Periodically review and reassess the adequacy of this Charter, and recommend to the Board amendments as the Committee deems appropriate; and
4. Report regularly to the Board on Committee findings and recommendations, including on any issues that arise with respect to health care compliance matters and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

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