

PEDIATRIX MEDICAL GROUP, INC.

AMENDED AND RESTATED CORPORATE GOVERNANCE PRINCIPLES

February 18, 2025

The Board of Directors (the “Board”) of Pediatrix Medical Group, Inc. (“Pediatrix” or the “Company”) has developed and adopted certain corporate governance principles (the “Guidelines”) establishing a common set of expectations to assist the Board and its Committees in performing their duties in compliance with applicable requirements. In recognition of the evolving nature of corporate governance standards, the Board will review and, if appropriate, revise these Guidelines from time to time.

1. Role of Board and Management. Pediatrix’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer (“CEO”) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board of Directors is elected by the shareholders to oversee management and to further the long-term interests of shareholders. Both the Board of Directors and management believe that the long-term interests of shareholders can be advanced by considering the concerns of other stakeholders and interested parties, including employees, affiliated physicians and other healthcare professionals, hospitals, patients and the public at large.

2. Functions of Board. The Board of Directors has regularly scheduled meetings at which it reviews and discusses reports by management on the performance of the Company, its plans, and prospects, as well as immediate issues facing the Company. Directors will be provided with agendas and relevant materials for their review in advance of such meetings. In addition to its general oversight of management, the Board also performs a number of specific functions, including:

- a. selecting, evaluating and compensating the CEO and overseeing CEO succession planning;
- b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- c. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- d. assessing major risks facing the Company and reviewing options for their mitigation;
- e. developing and monitoring processes for maintaining the integrity of the Company; the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with affiliated physicians and other health care professionals, and the integrity of relationships with other stakeholders; and

- f. conducting a self-evaluation annually to determine whether it and its Committees are functioning effectively.

Directors are expected to attend all regularly scheduled Board meetings and meetings of the committees on which they serve. When a director is unable to attend a regularly scheduled meeting the director should notify the Chair of the Board (“Chair”) in advance and explain the reason for the absence. Special meetings of the Board and its committees may be necessary from time to time on relatively short notice. Directors should use their best efforts to attend all such meetings and let the Chair know in advance if they are unable to attend. Each director is also expected to attend the Company’s annual meeting of shareholders.

3. Director Qualifications. Directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the shareholders. The Nominating and Corporate Governance Committee, with the input of the CEO, is responsible for recommending to the Board (1) nominees for Board membership to fill vacancies or newly created positions and (2) the persons to be nominated by the Board for election at the annual meeting of shareholders. The Nominating and Corporate Governance Committee does not solicit Director nominations but will consider recommendations sent to the Secretary of Pediatrix at 1301 Concord Terrace, Sunrise, Florida 33323. In connection with the selection and nomination process, the Nominating and Corporate Governance Committee shall review the desired experience, mix of skills and other qualities required for appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board as well as other factors as approved by the Board from time to time, such as general understanding of various business disciplines (*e.g.*, marketing, finance, *etc.*), the Company’s business environment, educational and professional background, analytical ability, independence, willingness to devote adequate time to Board duties, ability to act in and represent the balanced best interests of the Company and its shareholders as a whole, rather than special constituencies, and candor toward other directors, management and professionals retained by the Company, the Board or its Committees. The Board will generally look for individuals who have displayed high ethical standards, integrity, and sound business judgment. This process is designed so that the Board includes members with diverse backgrounds, skills, and experience, and represents appropriate financial, clinical and other expertise relevant to the business of Pediatrix.

4. Independence of Directors. Consistent with the New York Stock Exchange (“NYSE”) rules, a majority of the Directors must qualify as independent Directors.

Pursuant to these Guidelines, Pediatrix will have at least three-fourths of Directors who qualify as independent under the NYSE Corporate Governance Standards. If Pediatrix fails to comply with such independence requirements due to one or more vacancies on the Board, or if one or more Directors ceases to be independent due to circumstances beyond their reasonable control, the Board shall use its commercially reasonable efforts to regain compliance with this provision within six (6) months.

The Board has determined that its Directors who do not meet the NYSE’s independence standards also make valuable contributions to the Board and to the Company by reason of their experience and wisdom.

Whether Directors meet the criteria for independence will be reviewed annually prior to their standing for election to the Board and at such other times as the Board deems appropriate. The independent Directors will be identified in Pediatrix's annual proxy statement. In accordance with the NYSE listing standards, a Pediatrix Director will not be independent if any of the following relationships exist:

- a. If, within the preceding three years, (i) the Director was an employee, or had an immediate family member who was an executive officer, of the Company or an Affiliate (other than in the capacity as a former interim chair or Chief Executive Officer); (ii) the Director (other than for service as a former interim chair or Chief Executive Officer), or an immediate family member of the Director (other than for service as a non-executive employee), received more than \$120,000 per year in direct compensation from the Company or an Affiliate, other than director and committee fees and pension or other forms of deferred compensation for prior services (provided such compensation is not contingent in any way on continued service); (iii) (A) the Director or an immediate family member is a current partner of a firm that is the Company's internal or external auditor; (B) the Director is a current employee of such a firm; (C) the Director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (D) the Director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time; (iv) the Director, or an immediate family member of the Director, is employed as an executive officer of another company where any of the Company's or an Affiliate's present executives serve on that company's compensation committee; or (v) the Director is an executive officer or an employee, or an immediate family member of the Director is an executive officer, of a company that makes payments to, or receives payments from, the Company or an Affiliate for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.
- b. In addition, for a Director to be considered independent under applicable NYSE Corporate Governance Standards, the Board must make an affirmative determination that a Director does not have any direct or indirect material relationship with Pediatrix. The Board has determined that the following relationships are categorically immaterial:
 - (i) Any relationships of the type set forth in (a) above if such relationship occurred more than five years ago, or any relationship of the type described in (a) (ii) if the amount involved is less than \$60,000.
 - (ii) Any of the following relationships provided that they are not otherwise prohibited in (a) above or would require disclosure pursuant to Item 404 of Regulation S-K: (A) the Director is an executive officer or employee, or an immediate family member of the Director is an executive officer, of a company that made payments to, or received payments from, Pediatrix for property or services in

an amount which, in any of the last three fiscal years, is less than 1% of the annual consolidated gross revenues of such other company; (B) the Director is an executive officer or employee, or an immediate family member of the Director is an executive officer, of a company which is indebted to Pediatrix, or to which Pediatrix is indebted, and the total amount of either company's indebtedness to the other is less than 1% of the total consolidated assets of such other company; and (C) the Director is an executive officer or employee, or an immediate family member of the Director is an executive officer, of a tax exempt organization, and Pediatrix's contributions to the organization in the prior fiscal year are less than the greater of \$500,000 or 1% of that organization's consolidated gross revenues.

- c. For relationships or situations not covered by the Guidelines in subsection (a) or (b) above, the determination of whether a Director is a party to, or involved in, a relationship or transaction with Pediatrix that would impair his or her qualifications as "independent" shall be made by the Directors who satisfy the independence Guidelines set forth in subsection (a) or (b) above. The Board would disclose in the next proxy statement the basis for any determination that such Director is considered by the Board to be independent taking into account the nature and extent of any such transaction or relationship.
- d. Each independent Director is expected to notify the Chair of the Nominating and Corporate Governance Committee, as soon as reasonably practicable, in the event that his or her personal circumstances change in a manner that may affect the Board's evaluation of such Director's independence.

5. Size of Board and Selection Process. The Directors are elected each year by the shareholders at the annual meeting of shareholders. The Board proposes a slate of nominees to the shareholders for election to the Board. The Board also determines the number of Directors on the Board, and between annual shareholder meetings, the Board may elect Directors to serve until the next annual meeting. The Board believes that it should have between six (6) and ten (10) members to allow for effective Board functioning and the need for diversity of director skills and viewpoints. The Board may adjust the size of the Board from time to time in order to accommodate the availability of an outstanding Director candidate or otherwise in accordance with the Company's articles of incorporation and Amended and Restated Bylaws (as the same may be amended or amended and restated, the "Bylaws").

6. Board Leadership. The Board shall determine its leadership structure in a manner that it determines to be in the best interests of the Company and its shareholders. The Board shall conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company at the time. The Board anticipates that the CEO will be nominated annually to serve on the Board. The Chair of the Board and CEO positions may be filled by the same individual.

The Chair of the Board, among other things, shall:

- a. chair meetings of the Board and meetings of shareholders;

- b. establish agendas for each Board meeting in consultation with the chairs of applicable committees of the Board;
- c. if an independent director, lead executive sessions of the Board;
- d. have the authority to call, and chair all, meetings of the Board;
- e. approve meeting schedules for the Board;
- f. approve information to be provided to Directors for Board meetings;
- g. if requested by major shareholders, be available for consultation and direct communication as directed by the Board; and
- h. perform such other duties as the Board may from time to time delegate or request.

However, if the Chair of the Board is not independent, the Non-Management Directors of the Board shall elect a “Lead Independent Director” who shall:

- a. serve as a liaison between the Chair of the Board and the independent Directors;
- b. lead executive sessions of the Board;
- c. if requested by major shareholders, be available for consultation and direct communication as directed by the Board;
- d. chair all meetings of the Board at which the Chair is not present;
- e. have the authority to call, and chair all, meetings of the independent Directors;
- f. in consultation with the Chair and the Chief Executive Officer, establish meeting agendas for the Board;
- g. approve meeting schedules for the Board, assuring there is sufficient time for discussion of all agenda items;
- h. approve information to be provided to Directors for Board meetings;
- i. meet with the Chief Executive Officer as frequently as appropriate to act as a sounding board on matters of strategic significance; and
- j. perform such other duties as the Board or the Chair may from time to time delegate or request.

The Board will have at least one (1) regularly scheduled meeting per year at which the Non-Management Directors will meet without management present, and Non-Management Directors may meet without management at such other times as may be determined by the Chair or Lead Independent Director.

No Director shall serve in the position of Lead Independent Director for a period of longer than five (5) consecutive years.

7. **Board Committees.** The Board has established the following standing Committees to assist the Board in discharging its responsibilities: (i) Audit; (ii) Compensation and Talent; (iii) Nominating and Corporate Governance; and (iv) Strategy. The Committees occasionally hold meetings in conjunction with the full Board, and it is the practice of the Audit Committee to meet in conjunction with the full Board in February so that all Directors may participate in the review of the annual financial statements for the prior year and financial plans for the current year. Annually, the Board shall evaluate and select the membership of the Committees, and as circumstances require, will evaluate and determine the circumstances under which it would be appropriate to form new Committees.

Each member of the Audit, Compensation and Talent, and Nominating and Corporate Governance Committees qualifies as independent under the applicable NYSE Corporate Governance Standards. Further, no Director will be eligible to serve on the Audit Committee if (i) such Director accepts, directly or indirectly, any consulting, advisory, or other compensatory fee (other than standard fees for service solely as a Director of the Company) from the Company. Indirect payments include payments to spouses, minor children or stepchildren sharing a home with the Committee member, as well as payment accepted by an entity in which the Committee member is a partner, member, or principal or occupies a similar position and that provides accounting, consulting, legal, investment banking, financial or other advisory services or any similar services to the Company; or (ii) such person is a director, executive officer, partner, member, principal or designee of an “affiliated person” of the Company (*i.e.*, a person that directly, or indirectly through one or more intermediaries, holds 10% or more of the Company’s stock, or is controlled by, or is under common control with, the Company).

8. **Ethics and Conflicts of Interest.** The Board expects Directors, as well as officers and employees, to always act ethically and to govern their conduct in accordance with the policies comprising Pediatrix’s Code of Conduct and, in the case of employees with finance responsibilities, the Code of Professional Conduct - Finance. The Board will not permit any waiver of any ethics policy for any Director or executive officer. If an actual or potential conflict of interest arises for a Director, the Director shall promptly inform the CEO and the Chair (or the Lead Independent Director). All Directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict-of-interest question involving the CEO, the Chair (or the Lead Independent Director) or an executive officer, and the CEO shall resolve any conflict of interest issue involving any other officer of the Company.

9. **Reporting of Concerns to Non-Management Directors or the Audit Committee.** Anyone who has a concern about Pediatrix’s conduct, or about the Company’s accounting, internal accounting controls or auditing matters, may communicate that concern directly to the Chair (or the Lead Independent Director), to the Non-Management Directors or to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported by phone to special addresses and a toll-free phone number that will be published on the Company’s website. All such concerns will be forwarded to the appropriate

Directors for their review and will be simultaneously reviewed and addressed by Pediatrix's General Counsel or Chief Compliance Officer in the same way that other concerns are addressed by the Company. The status of all outstanding concerns addressed to the Non-Management Directors, Chair (or the Lead Independent Director) or the Audit Committee will be reported to the Directors on a quarterly basis. The Non-Management Directors, the Chair (or the Lead Independent Director) or the Audit Committee may retain outside advisors or counsel, for any concern addressed to them. Pediatrix's Code of Conduct prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

10. Compensation of Board. The Non-Management Directors and Committee Chairs shall receive reasonable compensation for their services, as may be determined from time to time by the Board upon recommendation of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee of the Board shall review when appropriate and report to the Board with respect to Director compensation and benefits. Directors who are employees receive no additional pay for serving as Directors. Directors who are members of the Audit Committee may receive no compensation from the Company other than the fees they receive for serving as Directors.

11. Succession Plan. The Board shall approve and maintain succession plans for the CEO and other senior executives, based upon recommendations from the CEO, Nominating and Corporate Governance Committee and the Compensation and Talent Committee.

12. Annual Compensation Review of Senior Management. The Compensation and Talent Committee shall annually approve the goals and objectives for compensating the CEO. That Committee shall evaluate the CEO's performance in light of these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The Committee shall also annually approve the compensation structure for the Company's executive officers, and in conjunction therewith shall review the performance of the Company's executive officers before approving their salary, bonus and other incentive and equity compensation.

13. Access to Management and Employees. The Company's management will afford each Director full access to the Company's management and employees. Directors shall use judgment to ensure that any such contact is not unduly disruptive to the business of the Company. Any information that the Company's management or employees provide at the request of any Director, acting individually and not on behalf of the Board or any Committee, and that is in electronic or other written format, shall promptly be made available to all Directors. Management may, as appropriate, invite Company personnel to Board meetings (i) at which their presence and expertise would help the Board have a full understanding of matters being considered or (ii) who have future potential such that management believes the Board should have greater exposure to the individual.

14. Access to Independent Advisors. The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors.

15. Director Orientation. The Board shall implement and maintain an orientation program for newly elected Directors. Directors are encouraged to continue, and where appropriate the Company will provide opportunities for them, to educate themselves with respect to developments

relating to healthcare services, accounting and finance, leadership, crisis response, industry practices, general management and strategic planning.

16. Director Retirement Age Policy. The Board has established a mandatory retirement age of 80. A Director must retire and may not stand for re-election during the calendar year in which such Director attains age 80. No Director may be nominated to a new term if such Director would attain age 80 by the end of the calendar year in which the election is held.

17. Director Service on Other Boards. Given the significant time and attention required for service on the Board, without the approval of the Chair, (i) the Company's CEO may only serve on one other board of directors of a public company in addition to the Board (two public company boards in total) and (ii) all other Directors may only serve on three other public company boards in addition to the Board (four public company boards in total).

18. Significant Change in Personal Circumstances and Other Matters. The Board does not believe that Directors who experience a significant change in their personal circumstances, including a change in their principal employment, should necessarily leave the Board. A Director who experiences a significant change in his or her principal business, professional position, employment or responsibility must promptly notify the Chair and the Secretary of the Company. Management Directors must offer their resignation from the Board upon their resignation, removal or retirement as an officer of the Company. A Director shall also promptly notify the Chair and the Secretary of the Company in the event of any change or anticipated change in affiliations, activities or professional or personal circumstances that would reasonably be expected to (i) create a conflict or potential conflict of interest; (ii) trigger any Company reporting obligation with the U.S. Securities and Exchange Commission; (iii) involve the Director engaging in significant political activity (such as accepting a leadership position in a political campaign, running for office or accepting an elected or appointed political office); (iv) cause embarrassment, negative publicity or reputational harm to the Company or the Director; or (v) be inconsistent with the Company's policies or values.

19. Failure to Receive a Majority Vote; Director Resignation Policy.

To address the situation in which a nominee for the Board who is an incumbent Director in an uncontested election receives more votes "against" such person's election than votes "for" such person's election (a "Majority Withheld Vote") in accordance with the Bylaws, the Board has adopted the following policy that is applicable solely to uncontested elections. For purposes of the policy, an "uncontested election" is any election of Directors in which the number of nominees for election is less than or equal to the number of Directors to be elected.

By accepting a nomination for election and agreeing to serve as a Director of the Company in any uncontested election of Company Directors, each nominee who is an incumbent Director agrees that if such Director receives a Majority Withheld Vote in any such election, such Director shall promptly tender to the Board an offer of resignation as a Company Director following certification of the shareholder vote by the inspector(s) of election at the meeting for such uncontested election, shall comply with this policy and shall be bound by the determination with respect to such offer of resignation made pursuant to this policy.

Any Director who offers a resignation pursuant to this policy will not participate in any discussions, deliberations or actions by either the Nominating and Corporate Governance Committee or the Board with respect to such Director's own resignation offer but will otherwise continue to serve as a Director unless and until such resignation is accepted and effective. If, however, this would result in there being three or fewer Directors participating in the Board action, all Directors may participate in the Board action regarding the resignation offer or offers. If each member of the Nominating and Corporate Governance Committee has failed to receive a majority vote and offered to resign pursuant to this policy, then the independent Directors who are not required to offer their resignations pursuant to this policy shall appoint a committee from among such independent Directors to consider the resignation offers and recommend a course of action to the Board. If there are not at least two such independent Directors, then no committee action shall be required, and the matter shall be considered only by the Board.

The Nominating and Corporate Governance Committee will duly consider and recommend to the Board whether to accept or reject the resignation offer received from each Director who received a Majority Withhold Vote. Following the recommendation of the Nominating and Corporate Governance Committee, the independent members of the Board will make a determination of the action to take with respect to the offer of resignation, not later than the 90th day immediately succeeding the date of the written certification of the shareholder vote by said inspector(s) of election. The Nominating and Corporate Governance Committee and the Board will evaluate any such tendered offer of resignation, in accordance with their fiduciary duties to, and in furtherance of the best interests of, the Company and its shareholders. The Board may accept or reject the offer of resignation, or it may decide to pursue additional actions, including, without limitation, the following:

- allow the Director to remain on the Board and continue to serve but not be nominated for re-election to the Board at the next election of Directors;
- defer the acceptance of the resignation until the Director vacancy the resignation will create can be filled by the Board with a replacement/successor Director meeting all the necessary qualifications and criteria for Company Directors (in accordance with Article Three, Section 2 of the Bylaws and Section 3 of the Guidelines) or satisfying other legal and regulatory requirements with respect to the composition of the Company's Board (for purposes of illustration, such as "independence" requirements established by Securities and Exchange Commission regulations or securities exchange listing requirements);
- defer the acceptance of the resignation if it is determined that the underlying cause of the Majority Withheld Vote can be cured by the Director or otherwise within a specified period of time (for purposes of illustration, if the Majority Withheld Vote was due to the relevant Director receiving such vote serving on the board of directors of another entity, by resigning from such other board); or
- defer the acceptance of the resignation for other reasons determined by the Board to be in the best interests of the Company in the exercise of its fiduciary duties and business judgment.

The Board's decision will be disclosed in a Form 8-K furnished by the Company to the Securities and Exchange Commission within four business days after the decision. If the Board has decided to reject the tendered resignation, or to pursue any additional action other than accepting the

tendered resignation (as described above or otherwise), then the Form 8-K will fully disclose the Board's reasons for doing so.

20. Recoupment of Incentive Compensation. In the event of a restatement of the Company's financial statements due to the material noncompliance of the Company with any financial reporting requirement under applicable securities laws as a result of misconduct, the result of which is that any incentive compensation (as defined below) that was based on such noncompliant financial statements and received during the three year period preceding the date on which the Board of Directors or a duly authorized committee thereof determines that the Company is required to prepare such restatement would have been a lower amount had it been based on such restated financial statements, a committee consisting of non-management members of the Board of Directors established by the Board of Directors in its discretion in light of the circumstances, which may be the Audit Committee of the Board of Directors (any such committee, the "Independent Director Committee"), shall review such incentive compensation.

If the Independent Director Committee determines that the amount of any such incentive compensation actually paid or awarded to an executive officer (the "Awarded Compensation") would have been a lower amount had it been calculated based on such restated financial statements (the "Actual Compensation") and such executive officer engaged in Improper Conduct (as defined below) that materially contributed to the need for such restatement, then the Independent Director Committee shall, except as provided below, seek to recover for the benefit of the Company the after-tax portion of the difference between the Awarded Compensation and the Actual Compensation (such difference, the "Excess Compensation").

In determining the after-tax portion of the Excess Compensation, the Independent Director Committee shall take into account its good faith estimate of the value of any tax deduction available to the executive officer in respect of such repayment.

The Independent Director Committee may determine not to seek recovery to the extent it finds (i) that to do so would be inappropriate or unreasonable or (ii) that it would be better for the Company not to do so. In making such determination, the Independent Director Committee shall take into account such considerations as it deems appropriate, including, without limitation, (A) the position held by the executive officer at the time of the material non-compliance, (B) the conduct of the executive officer with respect to any such material non-compliance, (C) the likelihood of success under governing law versus the cost and effort involved, (D) whether the assertion of a claim may prejudice the interests of the Company, including in any related proceeding or investigation, (E) the passage of time since the occurrence of the act in respect of the material non-compliance, (F) any pending legal proceeding relating to the applicable non-compliance and (G) whether the executive officer's employment with the Company has terminated.

Before the Independent Director Committee determines to seek recovery pursuant to this policy, it shall provide to the applicable executive officer written notice and the opportunity to be heard, at a meeting of the Independent Director Committee (which may be in-person or telephonic, as determined by the Independent Director Committee).

If the Independent Director Committee determines to seek a recovery pursuant to this policy, it shall make a written demand for repayment from the executive officer and, if the executive officer

does not within a reasonable period tender repayment in response to such demand, and the Independent Director Committee determines that he or she is unlikely to do so, the Independent Director Committee may seek a court order against the executive officer for such repayment.

For the purposes of this policy, (i) the term “executive officer” has the meaning given to that term in the Securities Exchange Act of 1934, as amended; (ii) the term “incentive compensation” means all bonuses, other incentive compensation and equity compensation awarded to each of the Company’s executive officers, the amount, payment or vesting of which was calculated based wholly or in part on the application of objective financial performance criteria measured during any part of the period covered by the restatement and set forth in or reflected in the Company’s financial statements subject to the restatement; and (iii) “Improper Conduct” shall mean willful commission of an act of fraud, dishonesty or recklessness in the performance of a person’s duties.

This policy shall apply to incentive compensation received by an executive officer on or before October 1, 2023. Incentive compensation is considered to have been received by an executive officer in the fiscal year during which the applicable financial reporting measure was attained or purportedly attained, even if the payment or grant of such incentive compensation occurs after the end of that period.

21. Board Interaction with Third Parties. As a general matter, the CEO has been given authority by the Board to speak for the Company on most matters related to Company performance, operations and strategy. The CEO may further delegate such authority to senior executives at the CEO’s discretion. Directors should refer inquiries from investors, analysts, the press, customers, suppliers and others outside the Company to the CEO or the CEO’s designee. The Chair (or the Lead Independent Director, if any) may also make statements from time to time. The Board may also designate other Directors to participate in and lead particular communication efforts. Individual Directors may only speak with investors, analysts, the press, customers, suppliers and others outside the Company about the Company if expressly authorized by the Board and in accordance with the policies of the Company.

22. Shareholder Access to Directors. Shareholders shall have reasonable access to Directors at annual meetings of shareholders and an opportunity to communicate directly with Directors on appropriate matters. The Board welcomes feedback from shareholders and will generally respond, or cause the Company to respond, in writing to *bona fide* communications from shareholders addressed to one or more members of the Board. Shareholders and other interested parties may communicate with the Board or any of its Committees or Directors by writing to them in care of the Secretary of Pediatrix at 1301 Concord Terrace, Sunrise, Florida 33323.

23. Confidentiality. The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among Directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information (whether or not material to the Company) entrusted or obtained by a Director by reason of his or her position as a Director of the Company. Accordingly:

- no Director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and

- no Director shall disclose Confidential Information to any person or entity outside the Company (which prohibits a Director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a Director of the Company, except with express prior authorization of the Company's General Counsel or the Chair or as may be otherwise required by law (in which event a Director shall promptly advise the General Counsel and the Chair of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a Director to share Confidential Information, the General Counsel or the Chair may consider, among other things, whether sharing the information would give rise to a conflict or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "Confidential Information" includes, but is not limited to:

- information regarding Board and Committee meetings, discussions, deliberations and decisions;
- information received from or relating to third parties with which the Company has or is contemplating a relationship, such as current or potential customers, operators, suppliers or strategic partners;
- information, documents or other materials received pursuant to a confidentiality agreement, non-disclosure agreement or other agreement that includes confidentiality or non-disclosure obligations that relate to such information, documents or other materials;
- technology, products, concepts, valuable ideas, trade secrets, technical information, strategies, business and product plans;
- customer or patient information;
- employee information; and
- information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed.