Risk Factors Comparison 2024-02-22 to 2023-02-16 Form: 10-K

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The risks described below, and risks described elsewhere in this Form 10- K, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows and the actual outcome of matters as to which forward- looking statements are made in this Form 10- K. The risk factors described below and elsewhere in this Form 10- K are not the only risks faced by Amedisys. Our business and consolidated financial condition, results of operations and cash flows may also be materially adversely affected by factors that are not currently known to us, by factors that we currently consider immaterial or by factors that are not specific to us, such as general economic conditions. If any of the following risks are actually realized, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. In that case, the trading price of our common stock could decline. You should refer to the explanation of the qualifications and limitations on forward- looking statements under " Special Caution Concerning Forward- Looking Statements. " All forward- looking statements made by us are qualified by the risk factors described below. ~~Risks~~ **Risk** ~~Related~~ **Factor Summary The following is a summary of the principal risks that could adversely affect our business, operations and financial results: • The proposed Merger is subject** to ~~Reimbursement~~ **the satisfaction of certain closing conditions, including government consents and approvals, some or all of which may not be satisfied or completed within the expected timeframe, if at all. • We may not complete the proposed Merger within the time frame we anticipate or at all, which could have an adverse effect on our business, financial results and / or operations. • We will be subject to various uncertainties while the Merger is pending that may cause disruption and may make it more difficult to maintain relationships with employees, customers and other third- party business partners. • In certain instances, the Merger Agreement requires us to pay a termination fee to UnitedHealth Group, which could affect the decisions of a third- party considering making an alternative acquisition proposal. • We have incurred, and will continue to incur, direct and indirect costs as a result of the Merger. • Litigation challenging the Merger Agreement may prevent the Merger from being consummated within the expected timeframe or at all. •** Federal and state changes to reimbursement and other aspects of Medicare and Medicaid could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. **• Future cost containment initiatives undertaken by private third- party payors may limit our future revenue and profitability. • Possible changes in the case mix of patients, as well as payor mix and payment methodologies, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. • Our failure to negotiate favorable managed care contracts, or our loss of existing favorable managed care contracts, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. • Quality reporting requirements may negatively impact Medicare reimbursement. • Value- based purchasing may negatively impact Medicare reimbursement. • Any economic downturn, deepening of an economic downturn, continued deficit spending by the Federal Government or state budget pressures may result in a reduction in payments and covered services. • A shortage of qualified nursing staff and other clinicians, such as therapists and nurse practitioners, could materially impact our ability to attract, train and retain qualified personnel and could increase operating costs. • We may be more vulnerable to the effects of a public health emergency than other businesses due to the nature of our patient population and the physical proximity required by our operations, which could harm our business disproportionately to other businesses. • Because we are limited in our ability to control rates received for our services, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected if we are not able to maintain or reduce our costs to provide such services. • If we are unable to consistently provide high quality of care, our business will be adversely impacted. • If we are unable to maintain relationships with existing patient referral sources, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. • Our industry is highly competitive, with few barriers to entry in certain states. • The success of our high acuity care segment depends on our ability to enter into capitation and other forms of risk- based contracts with managed care health plans. If we are unsuccessful in obtaining these contracts or if we are unsuccessful in managing costs associated with risk- based contracts, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. • Our business depends on our information systems. A cyber- attack, security breach or our inability to effectively integrate, manage and keep our information systems secure and operational could disrupt our operations. • Our insurance liability coverage may not be sufficient for our business needs. • We may be subject to substantial malpractice or other similar claims. • If we are unable to maintain our corporate reputation, our business may suffer. • A write off of a significant amount of intangible assets or long- lived assets could have a material adverse effect on our consolidated financial condition and results of operations. • Our operations could be impacted by war, terrorism, natural or man- made disasters and climate change. • Inflation in the economy could negatively impact our business and results of operations. • Our growth strategy depends on our ability to acquire additional care centers and integrate and operate these care centers effectively, make investments and enter into joint ventures and other strategic relationships. If our growth strategy is unsuccessful or we are not able to successfully integrate newly acquired care centers into our existing operations, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. • The indemnification provisions of acquisition agreements by which we have acquired companies may not fully protect us, and as a result, we may face unexpected liabilities. • State efforts to regulate the establishment**

or expansion of health care providers could impair our ability to expand our operations. • Federal regulation may impair our ability to consummate acquisitions or open new care centers. • Divestitures or other dispositions could negatively impact our business, and contingent liabilities from businesses that we have sold could adversely affect our business and consolidated financial condition, results of operations and cash flows. • We are subject to extensive government regulation. Any changes to the laws and regulations governing our business, or to the interpretation and enforcement of those laws or regulations, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. • We face periodic and routine reviews, audits and investigations under our contracts with federal and state government agencies and private payors, and these audits could have adverse findings that may negatively impact our business. • If a care center fails to comply with the conditions of participation in the Medicare program, that care center could be subjected to sanctions or terminated from the Medicare program. • We are subject to federal and state laws that govern our financial relationships with physicians and other health care providers, including potential or current referral sources. • The No Surprises Act and similar price transparency initiatives could impact our relationships with patients and insurers. • Delays in payment may cause liquidity problems. • Changes in units of payment for home health agencies could reduce our Medicare home health reimbursement levels. • The volatility and disruption of the capital and credit markets and adverse changes in the United States and global economies could impact our ability to access both available and affordable financing, and without such financing, we may be unable to achieve our objectives for strategic acquisitions and internal growth. • Our indebtedness could impact our financial condition and impair our ability to fulfill other obligations. • The agreements governing our indebtedness contain various covenants that limit our discretion in the operation of our business, and our failure to satisfy requirements in these agreements could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. • The price of our common stock has been and may continue to be volatile, which could lead to securities litigation brought against us or cause investors to lose the value of their investment. • Our Board of Directors may use anti- takeover provisions or issue stock to discourage a change of control. • Our Bylaws designate the Court of Chancery of the State of Delaware or, if the Court of Chancery does not have jurisdiction, the federal court for the District of Delaware, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against us and our directors, officers, employees and stockholders. Risks Related to the Proposed Merger with UnitedHealth Group Incorporated (" UnitedHealth Group") Completion of the Merger is subject to a number of closing conditions, including obtaining the approval of our stockholders, which approval was obtained on September 8, 2023, the expiration or termination of the applicable waiting period (and any extension thereof) under the Hart- Scott- Rodino Antitrust Improvements Act of 1976, as amended, the receipt of the required state regulatory approvals, the absence of any law or order that has the effect of enjoining or otherwise prohibiting the completion of the Merger, and the expiration or termination of the waiting period (and any extension thereof) applicable to the consummation of the transactions contemplated by the Merger Agreement under all applicable antitrust laws without the imposition by any governmental entity of any term, condition, obligation, requirement, limitation, prohibition, remedy, sanction or other action that has resulted in or would reasonably be expected to result in a Burdensome Condition (as defined in the Merger Agreement). We can provide no assurance that all required consents and approvals will be obtained or that all closing conditions will otherwise be satisfied (or waived, if applicable), and, even if all required consents and approvals can be obtained and all closing conditions are satisfied (or waived, if applicable), we can provide no assurance as to the terms, conditions and timing of such consents and approvals or the timing of the completion of the Merger. Many of the conditions to completion of the Merger are not within our control, and we cannot predict when or if these conditions will be satisfied (or waived, if applicable). Any adverse consequence of the pending Merger could be exacerbated by any delays in completion of the Merger or termination of the Merger Agreement. Each party' s obligation to consummate the Merger is also subject to the accuracy of the representations and warranties of the other party (subject to certain exceptions) and performance by each party of its respective obligations under the Merger Agreement, including an agreement by us to use our reasonable best efforts to carry on our business in all material respects in the ordinary course, consistent with past practice, and to preserve our business organization and relationships with customers, suppliers, licensors, licensees and other third parties, and to comply with certain operating covenants. In addition, the Merger Agreement may be terminated under certain specified circumstances, including, but not limited to, (1) if our board of directors makes an Amedisys Recommendation Change (as defined in the Merger Agreement) or (2) by our board of directors in order for us to enter into a definitive agreement for an alternative transaction with a third- party with respect to an unsolicited Amedisys Superior Proposal (as defined in the Merger Agreement). As a result, we cannot assure you that the Merger will be completed, even though our stockholders approved the Merger, or that, if completed, it will be exactly on the terms set forth in the Merger Agreement or within the expected time frame. The proposed Merger may not be completed within the expected timeframe, or at all, as a result of various factors and conditions, some of which may be beyond our control. If the Merger is not completed for any reason, our stockholders will not receive any payment for their shares of our common stock in connection with the Merger. Instead, we will remain a public company, our common stock will continue to be listed and traded on The Nasdaq Global Select Market and registered under the Exchange Act, and we will be required to continue to file periodic reports with the SEC. Moreover, our ongoing business may be materially adversely affected, and we would be subject to a number of risks, including the following: • we may experience negative reactions from the financial markets, including negative impacts on our stock price, and it is uncertain when, if ever, the price of our shares would return to the prices at which our shares currently trade; • we may experience negative publicity, which could have an adverse effect on our ongoing operations including, but not limited to, retaining and attracting employees, customers,

partners, suppliers and others with whom we do business; • we will still be required to pay certain significant costs relating to the Merger, such as legal, accounting, financial advisory, printing and other professional services fees, which may relate to activities that we would not have undertaken other than in connection with the Merger; • we may be required to pay a termination fee to UnitedHealth Group of $ 125, 000, 000, as required under the Merger Agreement under certain circumstances; • we may be required to reimburse UnitedHealth Group for the $ 106, 000, 000 termination fee payment that UnitedHealth Group, on our behalf, paid to Option Care Health Inc. (" OPCH") in connection with the termination of the Agreement and Plan of Merger (the" OPCH Merger Agreement"), dated as of May 3, 2023, by and among Amedisys, OPCH and Uintah Merger Sub, Inc. (" OPCH Merger Sub") under certain circumstances; • while the Merger Agreement is in effect, we are subject to restrictions on our business activities, including, among other things, restrictions on our ability to engage in certain kinds of material transactions that would reasonably be expected to materially delay or prevent the consummation of the transaction contemplated by the Merger Agreement, which could prevent us from pursuing strategic business opportunities, taking actions with respect to our business that we may consider advantageous and responding effectively and / or timely to competitive pressures and industry developments, and may, as a result, materially adversely affect our business, results of operations and financial condition; • matters relating to the Merger require substantial commitments of time and resources by our management, which could result in the distraction of management from ongoing business operations and pursuing other opportunities that could have been beneficial to us; and • we may commit significant time and resources to defending against litigation related to the Merger. If the Merger is not consummated, the risks described above may materialize, and they may have a material adverse effect on our business operations, financial results and stock price, particularly to the extent that the current market price of our common stock reflects an assumption that the Merger will be completed. Our efforts to complete the Merger could cause substantial disruptions in, and create uncertainty surrounding, our business, which may materially adversely affect our results of operations and our business. Uncertainty as to whether the Merger will be completed may affect our ability to recruit prospective employees or to retain and motivate existing employees. Employee retention may be particularly challenging while the Merger is pending because employees may experience uncertainty about their roles following the Merger. As mentioned above, a substantial amount of our management' s and employees' attention is being directed toward the completion of the Merger and thus is being diverted from our day- to- day operations. Uncertainty as to our future could adversely affect our business and our relationship with customers and potential customers. For example, customers, suppliers and other third parties may defer decisions concerning working with us or seek to change existing business relationships with us. Changes to or termination of existing business relationships could adversely affect our revenue, earnings and financial condition, as well as the market price of our common stock. The adverse effects of the pendency of the Merger could be exacerbated by any delays in completion of the Merger or termination of the Merger Agreement. Under the terms of the Merger Agreement, we may be required to pay UnitedHealth Group a termination fee of $ 125, 000, 000 under specified conditions, including in the event the Merger Agreement is terminated due to a recommendation change by our board of directors, the termination of the Merger Agreement by our board of directors in order for us to enter into a definitive agreement with a third- party for an alternative transaction with respect to an unsolicited Amedisys Superior Proposal or under certain circumstances where a proposal for an alternative transaction has been made to us and, within 12 months following termination, we enter into a definitive agreement providing for an alternative transaction or consummate an alternative transaction. Further, under specified circumstances, we may be required to reimburse UnitedHealth Group for the $ 106, 000, 000 termination fee payment that UnitedHealth Group, on our behalf, paid to OPCH in connection with the termination of the OPCH Merger Agreement. These payments could affect the structure, pricing and terms proposed by a third- party seeking to acquire or merge with us and could discourage a third- party from making a competing acquisition proposal, including a proposal that would be more favorable to our stockholders than the Merger. We have incurred, and will continue to incur, significant costs and expenses, including regulatory costs, fees for professional services and other transaction costs in connection with the Merger, for which we will have received little or no benefit if the Merger is not completed. There are a number of factors beyond our control that could affect the total amount or the timing of these costs and expenses. Many of these fees and costs will be payable by us even if the Merger is not completed and may relate to activities that we would not have undertaken other than to complete the Merger. Following the announcement of the Merger and the filing of the Definitive Proxy Statement, purported stockholders filed complaints and sent Amedisys demand letters alleging that the Definitive Proxy Statement omitted material information that rendered it misleading or incomplete in violation of federal securities laws and that the Amedisys Board breached their fiduciary duties. Certain of the complaints have sought, among other things, an injunction enjoining the consummation of the Merger unless and until certain additional information is disclosed to Amedisys stockholders, rescissory damages, an accounting to the plaintiff for all damages suffered as a result of Amedisys' and Amedisys' Board' s alleged wrongdoing, costs of the action including plaintiffs' attorneys' fees and experts' fees, and other relief the court may deem just and proper. Amedisys also received a demand from a purported stockholder in connection with the Definitive Proxy Statement seeking to inspect certain Amedisys corporate books and records under Section 220 of the Delaware General Corporation Law. See the Company' s Current Report on Form 8- K dated September 1, 2023 for additional information. Amedisys believes that the allegations in the complaints, demand letters and Section 220 demand letters lack merit and that Amedisys' disclosures have at all times complied with the applicable laws. Nevertheless, lawsuits may continue to be filed against us, our Board of Directors or other parties to the Merger Agreement, challenging the Merger or making other claims in connection therewith. Such lawsuits may be brought by our purported stockholders and may seek, among other things, to enjoin consummation of the Merger. One of the conditions to the consummation of the Merger is the absence of any

order or law that has the effect of enjoining or otherwise prohibiting the consummation of the Merger. As such, if the plaintiffs in such lawsuits are successful in obtaining an injunction prohibiting the defendants from completing the Merger on the agreed upon terms, then such injunction may prevent the Merger from becoming effective, or from becoming effective within the expected timeframe. Risks Related to Reimbursement Our net service revenue is primarily derived from Medicare, which accounted for **73 %,** 74 ~~%, 75~~ % and 75 % of our consolidated net service revenue during **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. Payments received from Medicare are subject to changes made through federal legislation. When such changes are implemented, we must also modify our internal billing processes and procedures accordingly, which can require significant time and expense. These changes, as further detailed in Part I, Item 1, " Business: Payment for Our Services, " can include changes to base payments and adjustments for home health services, changes to cap limits and per diem rates for hospice services and changes to Medicare eligibility and documentation requirements or changes designed to restrict utilization. Any such changes, including retroactive adjustments, adopted in the future by CMS could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Section 6407 of the Affordable Care Act, as implemented by 42 CFR § 424. 22, added Medicare requirements for face- to- face encounters to support claims for home health services. The requirements for face- to- face encounters continue to be one of the most complex issues in the industry and can be the source of claims denials if not fulfilled. Section 6407 (d) of the Affordable Care Act also provided that the requirements for face- to- face encounters in the provisions described above shall apply in the case of physicians making certifications for home health services under title XIX of the Act (Medicaid) in the same manner and to the same extent as such requirements apply under title XVIII (Medicare). There are continuing efforts to reform governmental health care programs that could result in major changes in the health care delivery and reimbursement system on a national and state level, including changes directly impacting the reimbursement systems for our home health and hospice care centers. The U. S. federal budget is subject to change, and the Medicare program is frequently mentioned as a target for spending cuts. Within the Medicare program, the hospice benefit is often specifically targeted for cuts. The full impact on our business of any future cuts in Medicare or other programs is uncertain. Though we cannot predict what, if any, reform proposals will be adopted, health care reform and legislation may have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows through decreasing payments made for our services. We could also be affected adversely by the continuing efforts of governmental payors to contain health care costs. We cannot assure you that reimbursement payments under governmental payor programs, including Medicare supplemental insurance policies, will remain at levels comparable to present levels or will be sufficient to cover the costs allocable to patients eligible for reimbursement pursuant to these programs. Any such changes could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~Future cost containment initiatives undertaken by private third party payors may limit our future revenue and profitability.~~ Our non- Medicare revenue and profitability are affected by continuing efforts of third **-** party payors to maintain or reduce costs of health care by lowering payment rates, narrowing the scope of covered services, increasing case management review of services and negotiating pricing. There can be no assurance that third **-** party payors will make timely payments for our services, and there is no assurance that we will continue to maintain our current payor or revenue mix. We are continuing our efforts to develop our non- Medicare sources of revenue. Any changes in payment levels from current or future third **-** party payors ~~could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Possible changes in the case mix of patients, as well as payor mix and payment methodologies,~~ could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Our revenue is determined by a number of factors, including our mix of patients and the rates of payment among payors. Changes in the case mix of our patients, payment methodologies or the payor mix among Medicare, Medicaid and private payors ~~could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Our failure to negotiate favorable managed care contracts, or our loss of existing favorable managed care contracts,~~ could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. One of our strategies is to diversify our payor sources by increasing the business we do with managed care companies. We strive to put in place favorable contracts with managed care payors; however, we may not be successful in these efforts. Additionally, there is a risk that the favorable managed care contracts that we put in place may be terminated. Managed care contracts typically permit the payor to terminate the contract without cause, on very short notice, typically 60 days, which can provide payors leverage to reduce volume or obtain favorable pricing. Our failure to negotiate and put in place favorable managed care contracts, or our failure to maintain in place favorable managed care contracts, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~Quality reporting requirements may negatively impact Medicare reimbursement.~~ Hospice quality reporting was mandated by the Patient Protection and Affordable Health Care Act and the Health Care and Education Reconciliation Act (" PPACA"), which directs the Secretary to establish quality reporting requirements for hospice programs. Failure to submit required quality data will result in a **specified** ~~2 %~~ reduction to the market basket percentage increase for that fiscal year. This quality reporting program is currently " pay- for- reporting, " meaning it is the act of submitting data that determines compliance with program requirements **. On July 28, 2023, CMS issued a final rule (CMS- 1787- F) which updated Medicare hospice payments and the aggregate cap amount for fiscal year 2024 (the" FY 2024 Hospice Final Rule") in accordance with existing statutory and regulatory requirements. The FY 2024 Hospice Final Rule also finalized the codification of the Hospice Quality Reporting Program (" HQRP") data submission threshold policy adopted in the fiscal year (" FY") 2016 Hospice Final Rule at § 418. Section 1814 (i) (5) (A) (i) of the Act was amended to change the payment reduction for failing to meet hospice quality reporting requirements from 2 to 4 percentage points. Therefore, beginning in FY 2024 and for each subsequent year, hospices that fail to meet quality reporting requirements will receive a 4 percentage point reduction to the annual hospice payment update percentage increase for the year. The FY 2024 rate for hospices that do not submit the required quality data would be updated to- 0.**

9 %, which is the FY 2024 hospice payment update percentage of 3. 1 % minus 4 percentage points . Section 1895 (b) (3) (B) (v) of the Social Security Act requires the submission of quality data by home health agencies. Failure to submit quality data will result in a 2 % reduction in the home health agency' s annual home health payment update percentage. This pay- for- reporting requirement was implemented on January 1, 2007. In the Calendar Year 2015 Home Health Final Rule, CMS defined a more explicit " Pay- for- Reporting Performance Requirement " by which provider compliance with quality reporting requirements can be measured. In the Calendar Year 2016 Home Health Final Rule, CMS required home health agencies to report prescribed quality assessment data for a minimum of 90 % of all patients. The Improving Medicare Post- Acute Care Transformation Act of 2014 (the " IMPACT Act ") requires the submission of standardized data by home health agencies and other providers. Specifically, the IMPACT Act requires, among other significant activities, the reporting of standardized patient assessment data with regard to quality measures, resource use and other measures. Failure to report data as required will subject providers to a 2 % reduction in market basket prices then in effect. There can be no assurance that all of our agencies will continue to meet quality reporting requirements in the future which may result in one or more of our agencies seeing a reduction in its Medicare reimbursements. Regardless, we, like other healthcare providers, are likely to incur additional expenses in an effort to comply with additional and changing quality reporting requirements. ~~Value- based purchasing may negatively impact Medicare reimbursement.~~ Both government and private payors are increasingly looking to value- based purchasing to contain costs. Value- based purchasing focuses on quality of outcomes and efficiency of care, rather than quantity of care. The first performance year of the expanded value- based purchasing model ~~begins~~ **began** on January 1, 2023, and the model has been expanded to all 50 states. Under the expanded model, home health agencies receive adjustments to their Medicare fee- for- service payments based on their performance against a set of quality measures, relative to their peers' performance. Performance on these quality measures in a specified year (performance year) impacts payment adjustments in a later year (payment year). CMS may also create a similar plan for hospices in the future. Government and private payors' implementation of value- based purchasing requirements could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~Any economic downturn~~ **The Calendar Year 2024 Home Health Final Rule noted that agencies certified in the value- based purchasing model before January 1** , ~~deepening of~~ **2022 will have a reduction or** an **increase to their Medicare payments** ~~economic downturn, continued deficit spending~~ by **up to 5 % based on** ~~the~~ **their performance on specified quality measures, beginning** ~~Federal Government or state budget pressures may result~~ in **CY 2025** ~~a reduction in payments and covered services~~ . Adverse developments in the United States could lead to a reduction in Federal Government expenditures, including governmentally funded programs in which we participate, such as Medicare and Medicaid. In addition, if at any time the Federal Government is not able to meet its debt payments unless the federal debt ceiling is raised, and legislation increasing the debt ceiling is not enacted, the Federal Government may stop or delay making payments on its obligations, including funding for government programs in which we participate, such as Medicare and Medicaid. Failure of the government to make payments under these programs could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Further, any failure by the United States Congress to complete the federal budget process and fund government operations may result in a Federal Government shutdown, potentially causing us to incur substantial costs without reimbursement under the Medicare program, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. As an example, the failure of the 2011 Joint Select Committee to meet its Deficit Reduction goal resulted in **a** ~~an automatic~~ reduction in Medicare home health and hospice payments of 2 % beginning April 1, 2013 (" sequestration"- suspended from May 1, 2020 through March 31, 2022; reinstated at 1 % for the period April 1, 2022 through June 30, 2022 and at 2 % thereafter). Historically, state budget pressures have resulted in reductions in state spending. Given that Medicaid outlays are a significant component of state budgets, we can expect continuing cost containment pressures on Medicaid outlays for our services. In addition, sustained unfavorable economic conditions may affect the number of patients enrolled in managed care programs and the profitability of managed care companies, which could result in reduced payment rates and could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Risks Related to our Operations ~~A shortage of qualified nursing staff and other clinicians, such as therapists and nurse practitioners, could materially impact our ability to attract, train and retain qualified personnel and could increase operating costs.~~ We compete for qualified personnel with other healthcare providers. Our ability to attract and retain clinicians depends on several factors, including our ability to provide these personnel with attractive assignments and competitive salaries and benefits. We cannot be assured we will succeed in any of these areas. In addition, there are shortages of qualified health care personnel in some of our markets. As a result, we may face higher costs of attracting clinicians and providing them with more attractive benefit packages than we originally anticipated **,** or we may have to utilize contract clinicians, both of which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. In addition, if we expand our operations into geographic areas where health care providers historically have been unionized, or if any of our care center employees become unionized, being subject to a collective bargaining agreement may have a negative impact on our ability to timely and successfully recruit qualified personnel and may increase our operating costs. In some circumstances, we may have to hire contract clinicians to fulfill staffing needs, which could increase the risk of an adverse patient event. Generally, if we are unable to attract and retain clinicians, the quality of our services may decline **,** and we could lose patients and referral sources, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows ~~. Our business may be materially adversely affected by the ongoing COVID- 19 pandemic. The outbreak of the COVID- 19 pandemic has resulted in a general economic downturn and volatility in the stock market and has also caused and may continue to cause a decrease in our patient volumes and revenues, an increase in our costs, an inability to access our patients and referral sources, staffing shortages and medical supply shortages, any of which, or a combination of which, could have a material adverse effect on our business and financial results. The ultimate impact of COVID- 19, including the impact on our liquidity, financial condition and results of operations, is~~

~~uncertain and will depend on many factors and future developments, which are highly uncertain and cannot be predicted at this time, such as the severity, scope and length of time that the pandemic continues, including regional surges in COVID- 19 cases at various times. In addition, the COVID- 19 pandemic has resulted in widespread global supply chain disruptions to vendors including critical supply shortages, significant material cost inflation and extended lead times for items that are required for our operations. Continued disruptions could increase our costs and could limit the availability of products critical to our operations. We may be more vulnerable to the effects of a public health emergency than other businesses due to the nature of our patient population and the physical proximity required by our operations, which could harm our business disproportionately to other businesses~~ . The majority of our patients are older individuals and / or individuals with complex medical challenges or multiple ongoing diseases, many of whom may be more vulnerable than the general public during a pandemic or in a public health emergency. Our employees are also at greater risk of contracting contagious diseases due to their increased exposure to vulnerable individuals. Our employees could also have difficulty attending to our patients if a program of social distancing or quarantine is instituted in response to a public health emergency. In addition, we may expand existing internal policies in a manner that may have a similar effect. If the virus that causes COVID- 19 and its potentially more contagious variants cause an additional resurgence of infections of COVID- 19, if new variants that are resistant to government approved COVID- 19 vaccinations continue to emerge, or if an influenza or other pandemic were to occur, we could suffer significant losses to our patient population or a reduction in the availability of our employees and caregivers, and we could be required to hire replacements for affected workers at an inflated cost. Accordingly, public health emergencies could have a disproportionate material adverse effect on our financial condition ~~and results of operations. Because we are limited in our ability to control rates received for our services, our business and consolidated financial condition~~ , results of operations and cash flows ~~could be materially adversely affected if we are not able to maintain or reduce our costs to provide such services~~ . As Medicare is our primary payor and rates are established through federal legislation, we have to manage our costs of providing care to achieve a desired level of profitability. Additionally, non- Medicare rates are difficult for us to negotiate as such payors are under pressure to reduce their own costs. As a result, we manage our costs in order to achieve a desired level of profitability **,** including, but not limited to, centralization of various processes, the use of technology and management of the number of employees utilized. If we are not able to continue to streamline our processes and reduce our costs, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. ~~If we are unable to consistently provide high quality of care, our business will be adversely impacted.~~ Providing quality patient care is the cornerstone of our business. We believe that hospitals, physicians and other referral sources refer patients to us in large part because of our reputation for delivering quality care. Clinical quality ~~is becoming~~ **has become** increasingly important within our industry. Medicare imposes a financial penalty upon hospitals that have excessive rates of patient readmissions within 30 days from hospital discharge. We believe this regulation provides a competitive advantage to home health providers who can differentiate themselves based upon quality, particularly by achieving low patient acute care hospitalization readmission rates and by implementing disease management programs designed to be responsive to the needs of patients served by referring hospitals. We are focused intently upon improving our patient outcomes, particularly our patient acute care hospitalization readmission rates. If we should fail to attain our goals regarding acute care hospitalization readmission rates and other quality metrics, we expect our ability to generate referrals would be adversely impacted, which could have a material adverse effect upon our business and consolidated financial condition, results of operations and cash flows. Additionally, Medicare has established consumer- facing websites, Home Health Compare and Hospice Compare, that present data regarding our performance on certain quality measures compared to state and national averages. Failure to achieve or exceed these averages may negatively affect our rates of reimbursement and our ability to generate referrals, which could have a material adverse effect upon our business and consolidated financial condition, results of operations and cash flows. ~~If we are unable to maintain relationships with existing patient referral sources, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected.~~ Our success depends on referrals from physicians, hospitals and other sources in the communities we serve and on our ability to maintain good relationships with existing referral sources. Our referral sources are not (and cannot be) contractually obligated to refer patients to us and may refer their patients to other providers. Our growth and profitability depend, in part, on our ability to establish and maintain close working relationships with these patient referral sources and to increase awareness and acceptance of the benefits of home health and hospice care by our referral sources and their patients. Our loss of, or failure to maintain, existing relationships or our failure to develop new referral relationships could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~Our industry is highly competitive, with few barriers to entry in certain states.~~ There are few barriers to entry in home health and hospice markets that do not require a CON ~~or~~ **,** POA **or FNR** . Our primary competition comes from local privately- owned, publicly- owned and hospital- owned health care providers. We compete based on the availability of personnel, the quality of services, expertise of visiting staff ~~,~~ and **,** in certain instances, on the price of our services. In addition, we compete with a number of non- profit organizations and tax- supported governmental agencies that finance acquisitions and capital expenditures on a tax- exempt or tax- favorable basis or receive charitable contributions that are unavailable to us. Increased competition in the future may limit our ability to maintain or increase our market share. Further, the introduction of new and enhanced service offerings by others, in combination with industry consolidation and the development of strategic relationships by our competitors (including mergers of competitors with each other and with insurers) ~~,~~ could cause a decline in revenue or loss of market acceptance of our services or make our services less attractive. Managed care organizations and other third **-** party payors continue to consolidate, which enhances their ability to influence the delivery of health care services. Consequently, the health care needs of patients in the United States are increasingly served by a smaller number of managed care organizations. These organizations generally enter into service agreements with a limited number of providers. Our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected if these organizations terminate us as a provider and / or engage our competitors as

a preferred or exclusive provider. In addition, should private payors, including managed care payors, seek to negotiate additional discounted fee structures or the assumption by health care providers of all or a portion of the financial risk through prepaid capitation arrangements, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. If we are unable to react competitively to new developments, our operating results may suffer. State CON ~~or ,~~ POA **or FNR** laws often limit the ability of competitors to enter into a given market, are not uniform throughout the United States and are frequently the subject of efforts to limit or repeal such laws. If states remove existing CONs ~~or ,~~ POAs **or FNRs** , we could face increased competition in these states. There can be no assurances that other states will not seek to eliminate or limit their existing CON ~~or ,~~ POA **or FNR** programs, which could lead to increased competition in these states. Further, we cannot assure you that we will be able to compete successfully against current or future competitors, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows ~~. The success of our high acuity care segment depends on our ability to enter into capitation and other forms of risk- based contracts with managed care health plans. If we are unsuccessful in obtaining these contracts or if we are unsuccessful in managing costs associated with risk- based contracts, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected~~ . Our acquisition of Contessa not only established the foundation for our high acuity care segment, but it also added key infrastructure to enable us to more quickly and effectively enter into risk- based contracts with managed care health plans. Should our high acuity care joint venture partnerships not deliver sufficient perceived value to managed care health plans, those health plans may limit or forego opportunities to partner with us in expanded risk- based contracts. Additionally, assuming risk from managed care health plans requires that the appropriate clinical and operating protocols be in place to actuarially assess eligible members and determine historical baseline healthcare expenditures, enroll eligible members into the program, effectuate a clinically effective plan of care to treat those patients primarily in a home- based setting and coordinate care throughout various phases of the member' s treatment including proactive primary care and palliative care services. Should we be ineffective in identifying and enrolling members into the program or should the clinical treatment plans we implement for enrolled members not result in reduced healthcare costs during the period in which those members are enrolled, we could incur significant additional costs under these contracts that exceed the revenues we receive. These negative outcomes could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~Our business depends on our information systems. A~~ **As a healthcare provider, we face increased legal and regulatory compliance risk in the event of a** cyber- attack ~~, security breach or our inability to effectively integrate, manage and keep our information systems secure and operational could disrupt our operations~~ . Healthcare providers and health insurance plans must comply with the HIPAA regulations regarding the privacy and security of protected health information. The HIPAA regulations impose significant requirements on providers with regard to how such protected health information may be used and disclosed. Further, the regulations include extensive and complex requirements for providers to establish reasonable and appropriate administrative, technical and physical safeguards to ensure the confidentiality, integrity and availability of protected health information. **Even when providers establish reasonable and appropriate administrative, technical and physical safeguards, it is difficult to fully protect information systems from a breach or security incident.** In the event the provider experiences a" breach" and ~~the personal~~ **protected health** information is compromised, providers are obligated under HIPAA to notify individuals, the government, and in the event the breach involves 500 or more individuals, the media. HIPAA directs the Secretary of HHS to provide for periodic audits to ensure covered entities (and their business associates, as that term is defined under HIPAA) comply with the applicable HIPAA requirements. **Entities within the U. S. that are found to be in violation of HIPAA may be subject to significant civil, criminal and administrative fines and penalties and / or additional reporting and oversight obligations if required to enter into a resolution agreement and corrective action plan with HHS to settle allegations of HIPAA non- compliance.** In addition to federal regulators, state attorneys general are also enforcing **proactive security protocols and reporting requirements relating to** information security breaches. All 50 states **and the U. S. territories** have breach notification laws; some of these laws also include proactive data security requirements. In addition to state laws regarding confidentiality of medical information, several states **expanded** ~~are now focused on expanding~~ state privacy laws regarding personal information which is more broadly defined than medical information. Our networks, systems and devices store sensitive information, including intellectual property, proprietary business information and personal information of our patients, partners and employees. We have installed ~~privacy~~ **a number of** ~~protection~~ **protective technology** systems and devices on our network, systems and point of care tablets in an attempt to prevent unauthorized access to information created, received, transmitted and maintained by us. However, ~~in~~ **healthcare companies are routinely targeted by threat actors, and no level of security can guarantee that cybersecurity incidents will not occur. In** the event of a sophisticated ransomware attack, malware, viruses, phishing ~~,~~ or social engineering, our technology may fail to adequately secure the protected health information and personal information we create, receive, transmit and maintain in our databases. In such circumstances, we may be held liable to our patients and regulators, which could result in fines, litigation or adverse publicity that could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Even if we are not held liable, any resulting negative publicity could harm our business and distract the attention of management. Our business depends on effective, secure and operational information systems ~~which~~ **that** include systems provided by or hosted by external contractors, partners and other service providers. For example, our care centers depend upon our information systems and software for patient care, accounting, billing, collections, risk management, quality assurance, human resources, payroll and other information considered to be sensitive and / or confidential **, including protected health information** . These third **-** party vendors ~~,~~ or" business associates ~~,~~ " **, in the event the vendor creates, receives, transmits or maintains protected health information on our behalf, are required to** comply with substantially the same HIPAA requirements as the healthcare provider. This is accomplished through the use of" Business Associate Agreements" with vendors. ~~We believe that our subcontractors and vendors take precautionary measures to prevent problems that could affect our~~

~~business operations as a result of failure or disruption to their information systems or networks.~~ However, **third- and fourth-party security incidents and supply- chain cyber attacks have been increasingly common, and** there is no ~~guarantee~~ **way for an organization to ensure that** such ~~efforts will be successful in preventing a system disruption or security incident~~ **incidents and attacks do not occur** . The occurrence of any information system failure, breach or security incident, or a vendor' s breach of the Business Associate Agreement could result in interruptions, delays, breaches of protected health information and personal information, loss or corruption of data and cessations or interruptions in the availability of these systems and the information they create, receive, transmit or maintain. ~~All~~ **Any** of these events or circumstances, among others, could have an adverse effect on our business and consolidated financial condition, results of operations and cash flows, and they could harm our business reputation. In general, all information systems, including those we host or have hosted by third parties, are vulnerable to damage or interruption from fire, flood, power loss, telecommunications failure, human error ~~or~~ **,** malicious acts, break- ins and other intentional or unintentional events. Our business is also at risk from and may be materially impacted and / or disrupted by information security incidents, such as ransomware, malware, viruses, phishing, social engineering and other security events. Such incidents can range from individual attempts to gain unauthorized access to information technology systems to more sophisticated security threats. These events can also result from internal compromises, such as human error or a rogue employee or contractor, and can occur on our systems or on the systems of our partners and subcontractors. Additionally, our current information systems are subject to other non- environmental risks, including technological obsolescence, in some instances, which may create increased security and / or operational risk. Problems with, or the failure of, our technology and systems or any system upgrades or programming changes associated with such technology and systems could have a material adverse effect on our operations, patient care, data capture and integrity, medical documentation, billing, collections, assessment of internal controls and management and reporting capabilities. If we experience a reduction in the performance, reliability or availability of our information systems, our operations and ability to produce timely and accurate reports could be materially adversely affected. Our information systems and applications also require continual maintenance, upgrading and enhancement to meet our operational and security needs. Our acquisition activity requires transitions and integration of various information systems. We regularly upgrade and expand our information systems' capabilities. If we experience difficulties with the transition and integration of information systems or are unable to implement, maintain or expand our systems properly, we could suffer from, among other things, operational disruptions, regulatory investigations or audits and increases in administrative expenses. As cyber threats continue to evolve, we may be required to expend significant capital and other resources to protect against the threat of security breaches or to mitigate and alleviate problems caused by security incidents, including unauthorized access to protected health information and personal information stored in our information systems and the introduction of computer viruses or other malicious software programs to our systems. If we don' t expend capital and other resources to continually enhance our security systems, our security measures may be inadequate to prevent security breaches **,** and our business operations and reputation could be materially adversely affected by federal and state fines and penalties, legal claims or proceedings, cancellation of contracts and loss of patients if security breaches are not prevented. The healthcare industry is currently a target for cyber criminals and is therefore experiencing increased scrutiny from federal and state regulators with respect to compliance with regulations designed to safeguard protected health information and mitigate cyber- attacks. There are significant costs associated with a breach, including investigation costs, remediation and mitigation costs, notification costs, attorney fees, litigation and the potential for reputational harm and lost revenues due to a loss in confidence in the provider. We cannot predict the costs to comply with these laws or the costs associated with a potential breach of protected health information, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows, and our business reputation. If we are subject to cyber- attacks or security breaches in the future, this could result in harm to patients; business interruptions and delays; the loss, misappropriation, corruption or unauthorized access of data; litigation and potential liability under privacy, security and consumer protection laws or other applicable laws; reputational damage and federal and state governmental inquiries. Any such problems or failures and the costs incurred in correcting any such problems or failures ~~,~~ could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Further, to the extent our external information technology contractors or other service providers have their own cyber- attack, security event or information technology failure, become insolvent or fail to support the software or systems we have licensed from them, our operations could be materially adversely affected. A failure to restore our information systems after the occurrence of any of these events could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Because of the protected health information we store and transmit, loss of electronically stored information for any reason could expose us to risk of regulatory action and litigation and possible liability and loss. We believe we have all the necessary licenses from third parties to use technology and software that we do not own. A third **-** party could, however, allege that we are infringing its rights, which may deter our ability to obtain licenses on commercially reasonable terms from the third **-** party, if at all, or cause the third **-** party to commence litigation against us. In addition, we may find it necessary to initiate litigation to protect our trade secrets, to enforce our intellectual property rights and to determine the scope and validity of any proprietary rights of others. Any such litigation, or the failure to obtain any necessary licenses or other rights, could materially and adversely affect our business ~~. Our insurance liability coverage may not be sufficient for our business needs~~ . As a result of operating in the home health industry, our business entails an inherent risk of claims, losses and potential lawsuits alleging incidents involving our employees that may occur in a patient' s home. We maintain professional liability insurance to provide coverage to us and our subsidiaries against these risks. However, we cannot assure you claims will not be made in the future in excess of the limits of our insurance, nor can we assure you that any such claims, if successful and in excess of such limits, will not have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. In some states, state law may prohibit or limit insurance coverage for the risk of punitive damages arising from professional liability and general liability claims and / or litigation. As a

result, we may be liable for punitive damage awards in these states that either are not covered or are in excess of our insurance policy limits. Our insurance coverage also includes fire, property damage, cyber security and general liability with varying limits. We cannot assure you that the insurance we maintain will satisfy claims made against us or that insurance coverage will continue to be available to us at commercially reasonable rates, in adequate amounts or on satisfactory terms. Any claims made against us, regardless of their merit or eventual outcome, could damage our reputation and business. ~~We may be subject to substantial malpractice or other similar claims. The services we offer involve an inherent risk of professional liability and related substantial damage awards.~~ As of February ~~10~~ **16** , ~~2023~~ **2024** , we have approximately ~~20~~ **19** , 000 employees (11, ~~200~~ **600** home health, ~~5~~ **6** , ~~900~~ **000** hospice ~~, 1, 900 personal care~~ , 200 high acuity care and 1, 000 corporate employees). In addition, we employ direct care workers on a contractual basis to support our existing workforce. Due to the nature of our business, we, through our employees and caregivers who provide services on our behalf, may be the subject of medical malpractice claims. A court could find these individuals should be considered our agents, and, as a result, we could be held liable for their acts or omissions. We cannot predict the effect that any claims of this nature, regardless of their ultimate outcome, could have on our business or reputation or on our ability to attract and retain patients and employees. While we maintain malpractice liability coverage that we believe is appropriate given the nature and breadth of our operations, any claims against us in excess of insurance limits, or multiple claims requiring us to pay deductibles, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~If we are unable to maintain our corporate reputation, our business may suffer.~~ Our success depends on our ability to maintain our corporate reputation, including our reputation for providing quality patient care and for compliance with Medicare requirements and the other laws to which we are subject. Adverse publicity surrounding any aspect of our business, including the death or disability of any of our patients due to our failure to provide proper care, or due to any failure on our part to comply with Medicare requirements, HIPAA requirements ~~,~~ or other laws to which we are subject, could negatively affect our Company' s overall reputation and the willingness of referral sources to refer patients to us. Further, the poor performance, reputation or negative conduct of competitors may have spillover effects that adversely affect the industry and our brand ~~. A write off of a significant amount of intangible assets or long- lived assets could have a material adverse effect on our consolidated financial condition and results of operations~~ . A significant and sustained decline in our stock price and market capitalization, a significant decline in our expected future cash flows, a significant adverse change in the business climate or slower growth rates could result in the need to perform an impairment analysis under Accounting Standards Codification (" ASC ") Topic 350 " Intangibles – Goodwill and Other " in future periods in addition to our annual impairment test. If we were to conclude that a write down of goodwill is necessary, then we would record the appropriate charge, which could result in material charges that are adverse to our consolidated financial condition and results of operations. See Part II, Item 8, Note ~~5~~ **6** – Goodwill and Other Intangible Assets, Net to our consolidated financial statements for additional information. Because we have grown in part through acquisitions, goodwill and other acquired intangible assets represent a substantial portion of our assets. Goodwill was $ 1. ~~3~~ **2** billion as of December 31, ~~2022~~ **2023 ,** and if we make additional acquisitions, it is likely that we will record additional goodwill and intangible assets in our consolidated financial statements. We also have long- lived assets consisting of property and equipment **, operating lease right of use assets** and other identifiable intangible assets of $ ~~117~~ **233** . ~~2~~ **5** million as of December 31, ~~2022~~ **2023** , which we review on a periodic basis as well as when events or circumstances indicate that the carrying amount of an asset may not be recoverable. If a determination that a significant impairment in value of our unamortized intangible assets or long- lived assets occurs, such determination could require us to write off a substantial portion of our assets. A write off of these assets could have a material adverse effect on our consolidated financial condition and results of operations ~~. Our operations could be impacted by war, terrorism, natural or man- made disasters and climate change~~ . The Company' s business may be adversely affected by instability, disruption or destruction in a geographic region in which it operates, regardless of cause, including war, terrorism, riot, civil insurrection or social unrest, climate change, natural or man- made disasters and extreme weather conditions, such as hurricanes, tornadoes, wildfires, earthquakes ~~and ,~~ floods **and severe snow storms** . Any such event in the markets in which we operate could not only impact the day- to- day operations of our care centers ~~,~~ but could also disrupt our relationships with patients, employees and referral sources located in the affected areas and, in the case of our corporate office, our ability to provide administrative support services, including billing and collection services. In addition, any episode of care that is not completed due to such an event will generally result in lower revenue for the episode. Our corporate office and a number of our care centers are located in the southeastern United States and the Gulf Coast Region, increasing our exposure to hurricanes and flooding. Moreover, global climate change could increase the intensity of individual hurricanes or the number of hurricanes that occur each year. Even if our facilities are not directly damaged, we may experience considerable disruptions in our operations due to property damage or electrical outages experienced in storm- affected areas by our care givers, payors, vendors and others. Additionally, long- term adverse weather conditions, whether caused by global climate change or otherwise, could cause an outmigration of people from the communities where our care centers are located. If any of the circumstances described above occur, there could be a harmful effect on our business and our results of operations could be adversely affected. Further, the current Russia- Ukraine conflict has created extreme volatility in the global financial markets and is expected to have further global economic consequences, including disruptions of the global supply chain and energy markets. Any such volatility or disruptions **or similar disruptions caused by the Israel- Hamas War** may have adverse consequences on us or the third parties on whom we rely. If the equity and credit markets deteriorate, including as a result of political unrest or war, it may make any necessary debt or equity financing more difficult to obtain in a timely manner or on favorable terms, more costly or more dilutive. Our business, financial condition and results of operations may be materially and adversely affected by any negative impact on the global economy resulting from the conflict in Ukraine **, the Middle East** or any other geopolitical tensions ~~. Inflation in the economy could negatively impact our business and results of operations~~ . Recently, inflation has increased throughout the United States economy. Our operations have been materially impacted by the ~~current~~ **recent** inflationary environment as we have experienced

higher labor costs and increases in supply costs, fuel costs and mileage reimbursements. Additionally, cost increases may outpace our expectations, causing us to use our cash and other liquid assets faster than forecasted. If we are unable to successfully manage the effects of inflation, our business, operating results, cash flows and financial condition may be adversely affected. Risks Related to our Growth Strategies ~~Our growth strategy depends on our ability to acquire additional care centers and integrate and operate these care centers effectively, make investments and enter into joint ventures and other strategic relationships. If our growth strategy is unsuccessful or we are not able to successfully integrate newly acquired care centers into our existing operations, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected.~~ We may not be able to fully integrate the operations of our acquired businesses with our current business structure in an efficient and cost- effective manner. Acquisitions, investments, joint ventures or strategic relationships involve significant risks and uncertainties, including: • Difficulties in recouping partial episode payments and other types of misdirected payments for services from the previous owners in an acquisition; • Difficulties integrating acquired personnel and business practices into our business; • The potential loss of key employees, referral sources or patients of acquired care centers; • The delay in payments associated with change in ownership, control and the internal processes of the Medicare Administrative Contractors; • The assumption of liabilities and exposure to unforeseen liabilities of acquired care centers; • The incurrence or assumption of significant debt, which could also cause a deterioration of our credit ratings, result in increased borrowing costs and interest expense and diminish our future access to the capital markets; • Diverging interests from those of our joint venture partners or other strategic partners- we may not be able to direct the management and operations of the joint venture or other strategic relationship in the manner we believe is most appropriate, exposing us to additional risk; • Variability in operating results which could cause our financial results to differ from our own expectations or the investment community' s expectations in any given period, or over the long- term; and • Pre- closing and post- closing earnings charges which could adversely impact operating results in any given period. As a result of our acquisitions and investments, we have recorded significant goodwill and other assets on our balance sheet. If we are not able to realize the value of these assets, or if the fair value of our investments declines, we may be required to record impairment charges which could have a material adverse effect on our consolidated financial condition and results of operations. Further, the financial benefits we expect to realize from many of our acquisitions are largely dependent upon our ability to improve clinical performance, overcome regulatory deficiencies, improve the reputation of the acquired business in the community and control costs. As we expand our markets, our growth could strain our resources, including our management, information and accounting systems, regulatory compliance, logistics and other internal controls. The failure to accomplish any of these objectives, to effectively integrate any of these businesses or to maintain a sufficient level of resources to match our growth could have material adverse effects on our business and consolidated financial condition, results of operations and cash flows ~~. The indemnification provisions of acquisition agreements by which we have acquired companies may not fully protect us, and as a result, we may face unexpected liabilities~~ . Certain of the acquisition agreements by which we have acquired companies require the former owners to indemnify us against certain liabilities related to the operation of the acquired company before we acquired it. In most of these agreements, however, the liability of the former owners is limited, and certain former owners may be unable to meet their indemnification responsibilities. We cannot assure you that these indemnification provisions will protect us fully or at all, and as a result, we may face unexpected liabilities that could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~State efforts to regulate the establishment or expansion of health care providers could impair our ability to expand our operations.~~ Some states require health care providers (including skilled nursing facilities, hospice care centers, home health care centers and assisted living facilities) to obtain prior approval, known as a CON ~~or~~ **,** POA **or FNR** , in order to commence operations (see Part I, Item 1, " Our Regulatory Environment " for additional information on CONs ~~and~~ **,** POAs **and FNRs**). If we are not able to obtain such approvals, our ability to expand our operations could be impaired, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows ~~. Federal regulation may impair our ability to consummate acquisitions or open new care centers~~ . Changes in federal laws or regulations may materially adversely impact our ability to acquire care centers or open new start- up care centers. For example, the Social Security Act provides the Secretary with the authority to impose temporary moratoria on the enrollment of new Medicare providers, if deemed necessary to combat fraud, waste or abuse under government programs. While there are no active Medicare moratoria, there can be no assurance that CMS will not adopt a moratorium on new providers in the future. Additionally, in 2010, CMS implemented and amended a regulation known as the " 36 Month Rule " that is applicable to home health **and hospice** care center acquisitions. Subject to certain exceptions, the 36 Month Rule prohibits buyers of certain home health **and hospice** care centers ~~–~~ **,** those that either enrolled in Medicare or underwent a change in majority ownership fewer than 36 months prior to the acquisition ~~–~~ **,** from assuming the Medicare billing privileges of the acquired care center. The 36 Month Rule may restrict bona fide transactions and potentially block new investments in home health **and hospice** agencies. These changes in federal laws and regulations, and similar future changes, may further increase competition for acquisition targets and could have a material detrimental impact on our acquisition strategy. **Further** ~~Divestitures or other dispositions could negatively impact our business~~ , **some states have enacted laws requiring merging parties in healthcare- related transactions to notify state agencies** and ~~contingent liabilities~~ **observe waiting periods (e. g.,** from **30 days to** ~~businesses that we have sold could adversely affect our business and consolidated financial condition~~ , ~~results of operations and cash flows~~ **in some cases, months) prior to closing** . We continually assess the strategic fit of our existing businesses and may divest, spin- off or otherwise dispose of businesses that are deemed not to fit with our strategic plan or are not achieving the desired return on investment. These transactions pose risks and challenges that could negatively impact our business and ~~financial statements~~ **results of operations** . For example, when we decide to sell or otherwise dispose of a business or assets, we may be unable to do so on satisfactory terms within our anticipated timeframe or at all, and even after reaching a definitive agreement to sell or dispose a business, the sale is typically subject to satisfaction of pre- closing conditions which may not become satisfied. In addition, divestitures or other dispositions may dilute

our earnings per share, have other adverse tax, financial and accounting impacts and distract management, and disputes may arise with buyers. In addition, we may retain responsibility for and / or agree to indemnify buyers against some known and unknown contingent liabilities related to certain businesses or assets we sell or dispose. Any of these conditions or liabilities may negatively impact our results of operations and cash flows. Risks Related to Laws and Government Regulations ~~We are subject to extensive government regulation. Any changes to the laws and regulations governing our business, or to the interpretation and enforcement of those laws or regulations, could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows.~~ Our industry is subject to extensive federal and state laws and regulations. See Part I, Item 1, " Our Regulatory Environment " for additional information on such laws and regulations. Federal and state laws and regulations impact how we conduct our business, the services we offer and our interactions with patients, our employees and the public and impose certain requirements on us ~~such as~~ **related to** : • licensure and certification; • adequacy and quality of health care services; • qualifications of health care and support personnel; • quality and safety of medical equipment; • confidentiality, maintenance and security associated with medical records and claims processing; • relationships with physicians and other referral sources; • operating policies and procedures; • emergency preparedness risk assessments and policies and procedures; • policies and procedures regarding employee relations; • addition of facilities and services; • billing for services; • ~~requirements for~~ utilization of services; • documentation required for billing and patient care; and • reporting and maintaining records regarding adverse events. These laws and regulations, and their interpretations, are subject to change. Changes in existing laws and regulations, or their interpretations, or the enactment of new laws or regulations could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows by: • increasing our administrative and other costs; • increasing or decreasing mandated services; • causing us to abandon business opportunities we might have otherwise pursued; • decreasing utilization of services; • forcing us to restructure our relationships with referral sources and providers; or • requiring us to implement additional or different programs and systems. Additionally, we are subject to various routine and non- routine reviews, audits and investigations by the Medicare and Medicaid programs and other federal and state governmental agencies, which have various rights and remedies against us if they establish that we have overcharged the programs or failed to comply with program requirements. We are also subject to potential lawsuits under the federal False Claims Act and other federal and state whistleblower statutes designed to combat fraud and abuse in our industry. Violation of the laws governing our operations ~~,~~ or changes in interpretations of those laws ~~,~~ could result in the imposition of fines, civil or criminal penalties, the termination of our rights to participate in federal and state- sponsored programs and / or the suspension or revocation of our licenses. If we become subject to material fines ~~,~~ or if other sanctions or other corrective actions are imposed on us, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. ~~We face periodic and routine reviews, audits and investigations under our contracts with federal and state government agencies and private payors, and these audits could have adverse findings that may negatively impact our business.~~ As a result of our participation in the Medicare and Medicaid programs, we are subject to various governmental reviews, audits and investigations to verify our compliance with these programs and applicable laws and regulations. We also are subject to audits under various federal and state government programs in which third ~~-~~ party firms engaged by CMS, including Recovery Audit Contractors (" RACs "), Zone Program Integrity Contractors (" ZPICs "), Uniform Program Integrity Contractors (" UPICs"), Program Safeguard Contractors (" PSCs "), Medicaid Integrity Contractors (" MICs ") ~~and ,~~ Supplemental Medical Review Contractors (" SMRCs ") **and the Office of the Inspector General (" OIG")** , conduct extensive reviews of claims data and medical and other records to identify potential improper payments under the Medicare program. Additionally, private pay sources reserve the right to conduct audits. If billing errors are identified in the sample of reviewed claims, the billing error can be extrapolated to all claims filed which could result in a larger overpayment than originally identified in the sample of reviewed claims. Our costs to respond to and defend reviews, audits and investigations may be significant and could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Moreover, an adverse review, audit or investigation could result in: • required refunding or retroactive adjustment of amounts we have been paid pursuant to the federal or state programs or from private payors; • state or federal agencies imposing fines, penalties and other sanctions on us; • loss of our right to participate in the Medicare program, state programs or one or more private payor networks; or • damage to our business and reputation in various markets. These results could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. ~~If a care center fails to comply with the conditions of participation in the Medicare program, that care center could be subjected to sanctions or terminated from the Medicare program.~~ Each of our care centers must comply with required conditions of participation in the Medicare program. If we fail to meet the conditions of participation at a care center, we may receive a notice of deficiency from the applicable state surveyor. If that care center then fails to institute an acceptable plan of correction to remediate the deficiency within the correction period provided by the state surveyor, that care center could be terminated from the Medicare program or subjected to alternative sanctions. CMS may impose temporary management, direct a plan of correction, direct training or impose payment suspensions and civil monetary penalties, in each case, upon providers who fail to comply with the conditions of participation. Termination of one or more of our care centers from the Medicare program for failure to satisfy the program' s conditions of participation ~~,~~ or the imposition of alternative sanctions ~~,~~ could disrupt operations, require significant attention by management or have a material adverse effect on our business and reputation and consolidated financial condition, results of operations and cash flows ~~. We are subject to federal and state laws that govern our financial relationships with physicians and other health care providers, including potential or current referral sources~~ . As stated in Part I, Item 1," Our Regulatory Environment" of this document pertaining to Federal and State Anti- Fraud and Abuse Laws and Regulations, we are required to comply with various federal anti- fraud and abuse laws, including the **federal** Anti- Kickback Statute, the Stark or Physician Self- Referral Law, the False Claims Act and Civil Monetary Penalties Law, as well as state laws and regulations. Although we believe we have structured our relationships with physicians and other actual or potential referral

sources to comply with these laws where applicable, the laws are complex, and the Stark Law contains a number of strict liability provisions under which no intent to violate the law is required for a violation to be found. It is possible that courts or regulatory agencies may interpret state and federal anti- kickback laws and / or the Stark Law and similar state laws regulating relationships between health care providers and physicians in ways that will adversely implicate our practices or that isolated instances of noncompliance may occur. Violations of federal or state ~~Stark or~~ anti- kickback laws **or the Stark Law** could lead to criminal or civil fines or other sanctions, including repayment of federal health care program payments related to these arrangements, denials of government program reimbursement or even exclusion from participation in governmental health care programs, which could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. It is possible that a claim that results from a kickback or is made in violation of the Stark Law also may render it false or fraudulent, creating further potential liability under the federal False Claims Act, discussed above ~~. The No Surprises Act and similar price transparency initiatives could impact our relationships with patients and insurers~~ . Effective January 1, 2022, the No Surprises Act, enacted as part of the Consolidated Appropriations Act, 2021, creates price transparency requirements, including (i) requiring providers to send to patients or their health plan a good faith estimate of the expected charges and diagnostic codes prior to furnishing scheduled items or services and (ii) prohibiting providers from charging patients an amount beyond the in- network cost sharing amount for services rendered by out- of network providers, subject to limited exceptions. Price transparency initiatives such as the No Surprises Act may impact our ability to obtain or maintain favorable contract terms ~~,~~ and may impact our competitive position and our relationships with patients and insurers. Risks Related to Liquidity ~~Delays in payment may cause liquidity problems.~~ Our business is characterized by delays from the time we provide services to the time we receive payment for these services. Timing delays in billings and collections may cause working capital shortages. Working capital management, including prompt and diligent billing and collection, is an important factor in achieving our financial results and maintaining liquidity. It is possible that delays in obtaining documentation support such as physician orders, system problems, Medicare or other payor issues or industry trends may extend our collection period, which may materially adversely affect our working capital, and our working capital management procedures may not successfully mitigate this risk. On May 29, 2018, CMS issued a notice indicating its intention to re- launch a home health agency pre- claim review demonstration project. Now called the Review Choice Demonstration for Home Health Services (" RCD") and fully implemented in ~~five~~ **six** states ~~as of April 1, 2022~~ (Florida, Illinois, North Carolina, Ohio ~~and~~ **,** Texas **and Oklahoma**), **RCD** ~~the revised demonstration~~ gives home health agencies ~~in the demonstration states~~ three initial options: pre- claim review of all claims, post- payment review of all claims ~~,~~ or minimal post- payment review with a 25 % payment reduction for all home health services. Reduced review options are available for home health agencies that demonstrate compliance. **CMS has also implemented the Targeted Probe and Educate (" TPE") program for home health and hospice providers to help reduce provider claim denials and educate providers on appropriate billing practices. Under the TPE program, Medicare Administrative Contractors (" MACs") use data analysis to identify providers who have high claim error rates, unusual billing practices or provide services that have high national error rates. If a provider is selected for a TPE review by a MAC, the initial volume of claims reviewed is limited to 20 to 40 claims and can include up to three rounds of claims review, if necessary, with corresponding provider education and a subsequent period to allow for improvement. If results do not improve sufficiently after three rounds, the MAC may refer the provider to CMS for further action which may include 100 % prepay review, extrapolation, referral to a Recovery Auditor and / or referral for revocation from the Medicare program. Providers will not be under TPE review and RCD at the same time. Providers currently on TPE review will be removed prior to CMS implementing RCD in that particular state.** Compliance with ~~this~~ **the RCD and TPE** ~~process~~ **processes** has resulted in increased administrative costs and delays in reimbursement for ~~home health~~ services in the states subject to ~~the demonstration~~ **RCD and TPE review** . These delays could materially adversely affect our working capital. Additionally, our hospice operations may experience ~~payment delays. We have experienced~~ payment delays when attempting to collect funds from state Medicaid programs in certain instances. Delays in receiving payments from these programs may also materially adversely affect our working capital. ~~Changes in units of payment for home health agencies could reduce our Medicare home health reimbursement levels.~~ Effective January 1, 2020, CMS implemented a revised case- mix adjustment methodology, the Patient- Driven Groupings Model (" PDGM"). Although this **payment** change was to be implemented in an overall budget neutral manner, the ultimate impact varied by provider based on factors including patient mix and admission source. Additionally, CMS made assumptions about ~~behavioral~~ -- **behavior** changes which resulted in a 4. 36 % reduction to reimbursement. Accordingly, the adoption of PDGM had a negative impact on our Medicare revenue per episode in 2020. Additionally, in the Calendar Year 2023 **and 2024** Home Health Final ~~Rule~~ **Rules** , CMS finalized ~~a~~ **permanent reductions in reimbursement totaling-** 3. 5 % ~~permanent reduction in reimbursement~~ **and- 2. 6 %, respectively,** based on the difference between assumed and actual behavioral changes resulting from the implementation of PDGM. The ~~- 3. 5 %~~ permanent ~~adjustment~~ **adjustments were only half of the** ~~is derived from a- 3. 925 %~~ behavioral ~~assumption adjustment~~ **adjustments** ~~which is half of~~ **initially proposed. CMS had concerns about implementing** the full ~~proposed adjustment~~ **adjustments** ~~of 7~~ **given the impact such a large decrease would have on providers** . ~~85 %. The~~ **CMS will consider the** remaining ~~- 3. 925 % behavioral assumption adjustment~~ **adjustments** ~~will be considered~~ in future rulemaking. In addition to the permanent adjustments, CMS ~~is~~ also ~~considering a~~ **has the discretion to make** temporary ~~adjustment~~ **adjustments through** ~~of $ 2 billion to offset overpayments in calendar~~ **Calendar** ~~years~~ **Year** ~~2020~~ **2026** ~~and 2021~~ . Payment updates could continue to negatively impact our rates of reimbursement in future years and have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. See Part I, Item 1, " Our Regulatory Environment – Home Health Payment Reform " for additional information. ~~The volatility and disruption of the capital and credit markets and adverse changes in the United States and global economies could impact our ability to access both available and affordable financing, and without such financing, we may be unable to achieve our objectives for strategic acquisitions and internal growth.~~ While we intend to finance

strategic acquisitions and internal growth with cash flows from operations and borrowings under our revolving credit facility, we may require sources of capital in addition to those presently available to us. Uncertainty in the capital and credit markets may impact our ability to access capital on terms acceptable to us (i. e. at attractive / affordable rates) or at all, and this may result in our inability to achieve present objectives for strategic acquisitions and internal growth. Further, in the event we need additional funds ~~,~~ and ~~we~~ are unable to raise the necessary funds on acceptable terms, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. ~~Our indebtedness could impact our financial condition and impair our ability to fulfill other obligations.~~ As of December 31, ~~2022~~ **2023**, we had total outstanding indebtedness, excluding finance leases, of approximately $ ~~436~~ **371**. ~~1~~ **9** million. Our level of indebtedness could have a material adverse effect on our business and consolidated financial position, results of operations and cash flows and could impair our ability to fulfill other obligations in several ways, including: • it could require us to dedicate a portion of our cash flow from operations to payments on our indebtedness, which could reduce the availability of cash flow to fund acquisitions, start- ups, working capital, capital expenditures and other general corporate purposes; • it could limit our ability to borrow money or sell stock for working capital, capital expenditures, debt service requirements and other purposes; • it could limit our flexibility in planning for, and reacting to, changes in our industry or business; • it could make us more vulnerable to unfavorable economic or business conditions; and • it could limit our ability to make acquisitions or take advantage of other business opportunities. In the event we incur additional indebtedness, the risks described above could increase ~~. The agreements governing our indebtedness contain various covenants that limit our discretion in the operation of our business and our failure to satisfy requirements in these agreements could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows~~. The agreements governing our indebtedness (the " Debt Agreements ") contain certain obligations, including restrictive covenants that require us to comply with or maintain certain financial covenants and ratios and restrict our ability to: • incur additional debt; • redeem or repurchase stock, pay dividends or make other distributions; • make certain investments; • create liens; • enter into transactions with affiliates; • make acquisitions; • enter into joint ventures; • merge or consolidate; • invest in foreign subsidiaries; • amend acquisition documents; • enter into certain swap agreements; • make certain restricted payments; • transfer, sell or leaseback assets; and • make fundamental changes in our corporate existence and principal business. Our Debt Agreements also limit our ability to reinvest the net cash proceeds from asset sales or subordinated debt issuances in certain circumstances. For example, in the event we or any of our subsidiaries receive more than $ 5 million in net cash proceeds from an asset sale, disposition or involuntary disposition, our Debt Agreements require us to prepay our term loan facility and revolving credit facility with all of such net cash proceeds, unless we elect to reinvest the net cash proceeds in fixed or capital assets related to our business. In addition, events beyond our control could affect our ability to comply with the Debt Agreements. Any failure by us to comply with or maintain all applicable financial covenants and ratios and to comply with all other applicable covenants could result in an event of default with respect to the Debt Agreements. If we are unable to obtain a waiver from our lenders in the event of any non- compliance, our lenders could accelerate the maturity of any outstanding indebtedness and terminate the commitments to make further extensions of credit (including our ability to borrow under our revolving credit facility). Any failure to comply with these covenants could have a material adverse effect on our business and consolidated financial condition, results of operations and cash flows. Risks Related to Ownership of Our Common Stock The price ~~of our common stock has been and may continue to be volatile, which could lead to securities litigation brought against us or cause investors to lose the value of their investment. The price~~ at which our common stock trades has experienced significant volatility **in prior years** and may continue to be volatile ~~. During 2022, the closing price of our common stock ranged from a high of $ 178. 09 per share to a low of $ 80. 12 per share~~. Various factors have impacted, and may continue to impact, the price of our common stock, including among others: • variances in our quarterly financial results compared to research analyst expectations; • changes in financial estimates and recommendations by securities analysts; • changes in our estimates, guidance or business plans; • changes in management; • changes or proposed changes in health care laws or regulations or enforcement of these laws and regulations, or announcements relating to these matters; • changes in the Medicare, Medicaid and private insurance payment rates for home health and hospice; • the operating and stock price performance of other comparable companies; • announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments; • ~~market and business conditions related to COVID- 19; •~~ general economic and stock market conditions; or • other factors described in this" Risk Factors" section and elsewhere in this Annual Report on Form 10- K. **Additionally** ~~In addition~~, **if** the **proposed merger with UnitedHealth Group is not completed within the expected timeframe, or at all, we may experience negative reactions from the financial markets, including negative impacts on our stock price, and it is uncertain when, if ever, the price of our shares would return to the prices at which our shares currently trade. The** stock market in general, and the NASDAQ Global Select Market (" NASDAQ ") in particular, has experienced price and volume fluctuations that we believe have often been unrelated or disproportionate to the operating performance of health care provider companies. These broad market and industry factors may materially reduce the market price of our common stock, regardless of our operating performance. As a result, investors may not be able to sell their common stock at or above the purchase price. In addition, securities class- action cases have often been brought against companies following periods of volatility in the market price of their securities. Such litigation, if instituted against us, could result in substantial costs and a diversion of management' s attention and resources. The activities of short sellers could reduce the price or prevent increases in the price of our common stock. " Short sale " is defined as the sale of stock by an investor that the investor does not own. Typically, investors who sell short believe the price of the stock will fall, and anticipate selling shares at a higher price than the purchase price at which they will buy the stock. As of December 31, ~~2022~~ **2023**, investors held a short position of approximately ~~1~~ **2**. ~~6~~ **9** million shares of our common stock which represented ~~5~~ **9** % of our outstanding common stock. The anticipated downward pressure on our stock price due to actual or anticipated sales of our stock by some institutions or individuals who engage in short sales of our common stock could cause our stock price to decline. ~~Our Board~~ **We are party to**

the Merger Agreement with UnitedHealth Group, which will result in a change in control of ~~Directors may use~~ **Amedisys, if completed. As such, the below** anti- takeover provisions **are inapplicable** ~~or issue stock~~ to **the proposed Merger** ~~discourage a change of control~~. Our certificate of incorporation currently authorizes us to issue up to 60, 000, 000 shares of common stock and 5, 000, 000 shares of undesignated preferred stock. Our Board of Directors may cause us to issue additional stock to discourage an attempt to obtain control of our company. For example, shares of stock could be sold to purchasers who might support our Board of Directors in a control contest or to dilute the voting or other rights of a person seeking to obtain control. In addition, our Board of Directors could cause us to issue preferred stock entitling holders to vote separately on any proposed transaction, convert preferred stock into common stock, demand redemption at a specified price in connection with a change in control or exercise other rights designed to impede a takeover. The issuance of additional shares may, among other things, dilute the earnings and equity per share of our common stock and the voting rights of common stockholders. We have implemented other anti- takeover provisions or provisions that could have an anti- takeover effect, including advance notice requirements for director nominations and stockholder proposals, no cumulative voting for directors, ~~a requirement~~ **requirements** that director vacancies are filled by remaining directors (including vacancies resulting from removal) ~~,~~ **and that** the number of directors is fixed by the Board of Directors ~~, and~~ **as well as the ability for** the Board of Directors ~~can~~ **to** increase or decrease the size of the Board of Directors without stockholder approval (within the range set forth in our Certificate of Incorporation and Bylaws). These provisions, and others that our Board of Directors may adopt hereafter, may discourage offers to acquire us and may permit our Board of Directors to choose not to entertain offers to purchase us, even if such offers include a substantial premium to the market price of our stock. Therefore, our stockholders may be deprived of opportunities to profit from a change of control ~~. Our Bylaws designate the Court of Chancery of the State of Delaware or, if the Court of Chancery does not have jurisdiction, the federal court for the District of Delaware, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could discourage lawsuits against us and our directors, officers, employees and stockholders~~. Our Bylaws provide that unless we otherwise consent to the selection of an alternative forum, the Court of Chancery of the State of Delaware or, if the Court of Chancery does not have jurisdiction, the federal court for the District of Delaware, will be the sole and exclusive forum for any derivative action or proceeding brought on behalf of us, any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders, any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or our Certificate of Incorporation or Bylaws or any action asserting a claim governed by the internal affairs doctrine. This provision would not apply to claims brought to enforce a duty or liability created by the Securities Exchange Act of 1934, as amended (the " Exchange Act ") or any other claim for which the federal courts have exclusive jurisdiction. In addition, our Bylaws provide that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended (the " Securities Act "), unless we consent in writing to the selection of an alternative forum. These exclusive forum provisions may limit the ability of our stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors, officers, employees and agents.