SELECT MEDICAL HOLDINGS CORPORATION
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SECOND AMENDED AND RESTATED CORPORATE GOVERNANCE GUIDELINES

(Reviewed and Adopted on November 2, 2023)

1. Director Qualifications

The Board of Directors (the "Board") of Select Medical Holdings Corporation (the "Company") must have a majority of directors who satisfy the criteria for independence required by the New York Stock Exchange (the "NYSE") (including that the Company may avail itself of the transition period contained in Section 303A of the NYSE Listed Company Manual with and Exchange Act Rule 10A-3(b)(1)(iv)(A)). The Nominating and Corporate Governance Committee (the "Corporate Governance Committee") is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of each member's skills and experience in the context of the needs of the Board. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the best interests of the stockholders. Nominees for directorship will be recommended by the Corporate Governance Committee in accordance with the policies and principles set forth in its charter. The invitation to join the Board shall be extended by the Board itself, by the Chairman of the Corporate Governance Committee and the Chairman of the Board.

The Board would consider increasing the size of the Board in order to accommodate the availability of an outstanding candidate. Similarly, the Board would consider reducing the size of the Board, or maintain a vacancy, if it cannot identify available candidates meeting the Board's qualification standards. The size and composition of the Board shall be appropriate for effective deliberation of issues relevant to the Company's business and related interests.

Directors are expected to advise the Chairman of the Board and the Chairman of the Corporate Governance Committee prior to accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such director is a member. Directors are also expected to report changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board and the Chairman of the Corporate Governance Committee. A director should offer to resign if the Corporate Governance Committee concludes that the director no longer meets the Company's requirements for service on the Board. There shall be no pre-determined limitation on the number of other boards of directors on which the directors of the Company may serve; however, the Board expects individual directors to use their judgment in accepting directorships of other corporations or charitable organizations and to allow sufficient time and attention to Company matters.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Corporate Governance Committee will review each director's continuation on the Board every three years, or every year in the event that the Company shall no longer have a classified Board. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

In accordance with the Company's Amended and Restated Bylaws, as amended, in an uncontested election of Directors at any meeting of the stockholders, provided a quorum is present, a nominee for Director shall be elected to the Board if the votes validly cast for such nominee's election exceed the votes validly cast against such nominee's election in such election (with "absentions" and "broker nonvotes" not counted as a vote cast either for or against such nominee's election). In a contested election of Directors at any meeting of stockholders, provided a quorum is present, each Director will be elected by a plurality vote of the votes validly cast at such election. An election of Directors will be considered "contested" if, as of the record date for the applicable meeting of stockholders, there are more nominees for election than positions on the Board to be filled by election at such meeting. All other elections of Directors will be considered "uncontested." In an uncontested election, the Board expects a Director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as Director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as Director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Board practice.

If an incumbent Director fails to receive the required vote for re-election in an uncontested election, the Corporate Governance Committee will act on an expedited basis to determine whether to recommend to the Board to accept the Director's resignation, and will submit such recommendation for prompt consideration by the Board. The Board expects the Director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a Director's resignation.

2. Director Responsibilities

Management is responsible for the day-to-day business operations of the Company. The Board is elected by the stockholders to provide oversight and strategic guidance to senior management. The basic responsibility of the directors is to exercise their business judgment and to act in what they reasonably believe to be in the best interests of the Company and its stockholders, in a manner consistent with their fiduciary duties. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, and to the benefits of indemnification and exculpation to the fullest extent permitted by applicable law and the Company's Restated Certificate of Incorporation, Amended and Restated Bylaws and any indemnification agreements, as applicable, as such documents have been adopted and amended from time to time by the Board.

The Board shall hold meetings of the entire Board on at least a quarterly basis. The independent directors shall meet on a regular basis as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management. In addition, directors are expected to attend annual meetings of stockholders, Board meetings and meetings of the committees on which they serve, to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Directors shall preserve the confidentiality of confidential material given or presented to the Board.

The Board has no policy with respect to the separation of the offices of Chairman of the Board, Executive Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new Executive Chairman or Chief Executive Officer. However, if the Chairman of the Board is not an independent director, the independent directors shall designate from among them a Lead Director, who shall have the duties specified below under the section titled "Lead Director."

The Chairman will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The Board will schedule regular executive sessions where non-management directors (i.e., directors who are not company officers) meet without management participation. The non-management directors shall either select a non-management director to preside at each executive session or shall establish a procedure by which the presiding director for each executive session shall be selected.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected, however, that Board members would do this with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the Securities and Exchange Commission and the NYSE. All of the members of these committees will be independent directors under the criteria established by the NYSE, unless otherwise permitted by NYSE regulations. Committee members will be appointed by the Board upon recommendation of the Corporate Governance Committee with consideration of the desires of individual directors. It is the opinion of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance, and report the results of such evaluation to the Board.

The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board and each committee have the power to retain at the expense of the Company independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate and delegate to such committees such authority permitted by applicable law and the Company's Amended and Restated Bylaws as the Board sees fit.

4. Lead Director

The Board considers it useful and appropriate that, if the Chairman of the Board is not an independent director, an independent director be designated to serve in a lead capacity to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine. The Lead Director will be recommended to the Board by a majority of the independent directors from among themselves and elected by the Board for renewable one year terms and until such earlier time as she or he ceases to be a director, resigns as Lead Director or is replaced as Lead Director by a majority of the independent directors.

The duties of the Lead Director shall include, but are not limited to, the following: (i) consulting with the Chairman of the Board to include on the agenda for Board meetings any matters requested by the Lead Director; (ii) presiding at meetings of the Board in the absence of, or upon the request of, the Chairman of the Board, including presiding over all executive sessions of the independent directors; (iii) serving as liaison between the Chairman of the Board and the independent directors; (iv) approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; (v) having the authority to call meetings of the independent directors; (vi) coordinating the agenda for moderating sessions of the Board's independent directors; and (vii) being available for direct communication from significant stockholders. The name of the Lead Director, if any, will be disclosed in the Company's annual proxy statement.

5. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes regular attendance at each Board meeting of the Executive Chairman, the Chief Executive Officer and other senior officers of the Company deemed necessary by the Executive Chairman or the Chief Executive Officer. If the Executive Chairman or the Chief Executive Officer wishes to have additional Company personnel attend meetings of the Board on a regular basis, this suggestion should be brought to the Board for approval.

6. Director Compensation

The form and amount of director compensation will be evaluated annually by the Compensation Committee (the "Compensation Committee") in accordance with the policies and principles set forth in its charter. In this regard, the Compensation Committee may request that management report periodically on the status of the Board's compensation in relation to the Company's competitors and other similarly situated companies. The Compensation Committee is aware that a director's independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. The Board must critically evaluate each of these matters when evaluating the independence of each director.

7. Director Orientation and Continuing Education

All new directors must be provided with these Corporate Governance Guidelines and must participate in the Company's director orientation program, which should be conducted as soon as practicable after the annual meeting at which the new directors are elected. This orientation will include presentations by senior management and outside advisors, as appropriate, to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the director orientation program, and any other programs that management may periodically provide for all directors on subjects that would assist them in discharging their duties. The Board or the Company will encourage, but not require, directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly traded companies.

8. Management Evaluation and Succession

The Board (not including any members of management of the Company) will conduct an annual review of the performance of the Executive Chairman and the Chief Executive Officer and any other member of senior management as the Board may deem appropriate, taking into account the views and recommendations of the Compensation Committee and the Corporate Governance Committee, as set forth in their respective charters.

The Board will establish and review such formal or informal policies and procedures, in consultation with the Corporate Governance Committee, the Executive Chairman and the Chief Executive Officer and others as it considers appropriate regarding succession to the positions of Executive Chairman, Chief Executive Officer and any other senior management position as the Board may deem appropriate, in the event of emergency or retirement.

9. Compensation Recoupment Policy

Reference is hereby made to the Compensation Recovery Policy of the Company, adopted on November 2, 2023 (the "Compensation Recovery Policy"). Capitalized terms used but not defined in this Section 9 shall have the meanings ascribed to such term in the Compensation Recovery Policy. For the avoidance of doubt, this Section 9 and any compensation recouped pursuant hereto shall be in addition to and supplement the Compensation Recovery Policy and any compensation recouped pursuant thereto. If there is any conflict between the provisions of this Section 9 and the Compensation Recovery Policy, the provisions of the Compensation Recovery Policy shall govern.

In the event the Company is required to prepare an Accounting Restatement, the Board and Compensation Committee believes it would be appropriate to review the circumstances that caused the Accounting Restatement and consider issues of accountability for those who bore responsibility for the events leading to such Accounting Restatement, including whether anyone responsible engaged in misconduct. As part of that review, consideration would also be given to any appropriate action regarding compensation that may have been awarded to such persons. In particular, it would be appropriate to consider whether any compensation was awarded on the basis of having achieved specified performance targets, whether an officer engaged in misconduct that contributed to the restatement and whether such compensation would have been reduced had the financial results been properly reported. Misconduct includes any violation of the Company's Code of Conduct or policies or any act or failure to act that could reasonably be expected to cause financial or reputational harm to the Company.

Depending on the outcome of that review, appropriate action at the sole discretion of the Board or the Compensation Committee could include actions such as termination, reducing compensation for the year the restatement was made, seeking repayment of any bonus received for the period restated or any gains realized as a result of exercising an option awarded for the period restated, or canceling any equity compensation awarded for the period restated. Consideration may also be given to whether or not any one or more of such actions should be extended to employees who did not engage in misconduct that contributed to the restatement. Any determinations made by the Board or Compensation Committee shall be final and binding on all affected individuals and need not be uniform with respect to each individual covered by these Corporate Governance Guidelines.

In addition, in order to further align management's interests with the interests of stockholders and to support good governance practices, the Company shall recoup, and any recipient of Incentive-Based Compensation from the Company will have the obligation to repay, all or any portion of any award paid to the employee that may be required to be recouped under federal or state laws, Company policy or listing requirements of any applicable securities exchange.

10. Annual Performance Review

The Board will conduct an annual self evaluation to determine whether it and its committees are functioning effectively, which evaluation shall include a review of these Corporate Governance Guidelines. Following the end of each fiscal year, the Corporate Governance Committee will solicit comments from all directors and management and report to the Board with an assessment of the Board's performance during the prior fiscal year. The Corporate Governance Committee's report will be discussed with the full Board. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

11. Amendment, Modification and Waiver

These Corporate Governance Guidelines may be amended, modified or waived by the Board, and waivers of these Corporate Governance Guidelines may also be granted by the Corporate Governance Committee, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder and the applicable rules of the NYSE.

12. Effective Date

These Corporate Governance Guidelines were adopted by the Board on September 17, 2009 and were amended and restated on, respectively, October 28, 2015 and November 2, 2023. They are intended to supersede and replace any prior Corporate Governance Guidelines of the Company.