

**DIRECTOR CANDIDATE RECOMMENDATION PROCEDURES AND
STOCKHOLDER COMMUNICATIONS WITH
BOARD OF DIRECTORS**

The Nominating & Governance Committee (the “**Nominating Committee**”) will consider recommendations from stockholders of director candidates. If a stockholder wishes to recommend an individual for consideration by the Nominating Committee, the name of the individual and relevant personal information should be forwarded to the Nominating Committee, in care of the Odyssey HealthCare, Inc.’s (the “**Company**) corporate Secretary, at the Company’s headquarters located at 717 N. Harwood Street, Suite 1500, Dallas, Texas 75201. Any such recommendations should be delivered to the Nominating Committee at least six months before the next annual meeting of the stockholders to provide adequate time for consideration by the Nominating Committee

Stockholders wishing to communicate with the Board of Directors may do so by sending written communications to the Board of Directors, in care of the Company’s corporate Secretary, at the Company’s headquarters located at 717 N. Harwood Street, Suite 1500, Dallas, Texas 75201. The mailing envelope must contain a clear notation indicating that the enclosed letter is a “Stockholder-Board Communication” or “Stockholder-Director Communication.” All such letters must identify the author as a stockholder and clearly state whether the intended recipients are all members of the Board of Directors or just certain specified individual directors. The Secretary will make copies of all such letters received and circulate them to the appropriate director or directors. The Nominating Committee may revise these procedures at any time. Until any other procedures are developed and posted on the Company’s website any communication to the Board of Directors should be mailed to the Board of Directors in accordance with the procedures described above.