

**CHEMED CORPORATION**  
**AUDIT COMMITTEE CHARTER**

The Audit Committee is appointed by the Board to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements, and (3) the independence and performance of the Company's internal and external auditors.

The members of the Audit Committee shall be appointed by the Board and shall consist of at least three members of the Board who meet the independence and experience requirements of the New York Stock Exchange. Accordingly, all of the members will be directors:

1. Who have no relationship to the Company that may interfere with the exercise of their independence from management and the Company,
2. Who receive no compensation from the Company other than directors' fees, and
3. Who are financially literate or who become financially literate within a reasonable period of time after appointment to the Audit Committee. In addition, at least one member of the Audit Committee will have accounting or related financial management expertise.

The Audit Committee shall meet, whether in person or telephonically, at least four times each year. The Audit Committee shall make regular reports to the Board.

The Audit Committee shall:

1. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review the annual audited financial statements with management and the independent auditor prior to the filing by the Company of its annual report on Form 10-K, including Management's Report on Internal Control Over Financial Reporting and other significant financial reporting matters related thereto.
3. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing by the Company of its reports on Form 10-Q, or where practicable, prior to the first public release of quarterly earnings.
4. Assist Board oversight of the integrity of the Company's financial statements.
5. Discuss earnings press releases, as well as financial information and earnings guidance provided by the Company to analysts and ratings agencies.
6. Review with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
7. Review significant issues with respect to the Company's accounting principles and practices as suggested by the independent auditor, internal auditors or management.

8. Review with the independent auditor any audit problems or difficulties and management's response to them.
9. Set clear hiring policies for employees or former employees of the independent auditor.
10. Exercise sole authority in the appointment, oversight and retention of the independent auditor, which firm is ultimately accountable to the Audit Committee and the Board.
11. Exercise sole authority to approve the fees to be paid to the independent auditor.
12. Approve any significant non-audit relationship with the independent auditor.
13. Receive periodic reports no less frequently than annually from the independent auditor regarding all relationships between the independent auditor and the Company, and the auditor's independence, discuss such reports with the auditor, and if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself to the independence of the auditor.
14. Obtain and review, at least annually, a report by the independent auditor describing: its internal quality control procedures; any material issues raised by (i) the most recent quality control review, (ii) peer review of the firm, or (iii) any inquiry or investigation by governmental or professional authorities within the preceding five years concerning any independent audits by the firm, and any steps taken to address such issues; and all relationships between the independent auditor and the Company.
15. Evaluate and discuss with the Board the performance and independence of the independent auditor and, if so determined in the Audit Committee's sole authority, replace the independent auditor.
16. Meet with the independent auditor prior to the annual audit to review the planning and scope of the audit. Exercise sole authority to approve the terms of the audit engagement.
17. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to the conduct of the annual audit and quarterly reviews.
18. Assist Board oversight of the internal audit department responsibilities, performance, and the adequacy of its resources to carry out its responsibilities.
19. Review the appointment and replacement of the internal auditor.
20. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
21. Assist Board oversight of, and review with the Company's counsel, legal matters that may have a material impact on the financial statements and any material reports or inquiries received from regulators or governmental agencies.

22. Meet with management, the internal auditor, and the independent auditor in separate executive sessions to discuss any matters that the Audit Committee or those persons believe should be discussed.
23. Review and approve the expense reports of the Company ' s principal executive officer.
24. Obtain advice, as it deems appropriate, from outside legal, accounting and other advisors.
25. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and for the confidential, anonymous submission by employees of such concerns.

The foregoing shall be the common recurring activities of the Audit Committee in carrying out its functions. These functions are set forth as a guide with the understanding that the Audit Committee may diverge from this guide as appropriate given the circumstances.

The Committee shall annually conduct an evaluation of its performance.

The Company shall provide appropriate funding, as determined by the Committee, for payment to any registered public accounting firm performing audit, review, or attest services; to outside advisors retained by the Committee; and of ordinary administrative expenses of the Committee.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company ' s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor.

Consequently, in carrying out its responsibilities, the Audit Committee is not providing any expert or special assurance as to the Company ' s financial statements or any professional certification as to the independent auditor ' s work.