

## AMEDISYS, INC.

### COMPOSITE AUDIT COMMITTEE CHARTER

#### I. Committee Membership

- A. The Audit Committee of Amedisys, Inc. (the “Company”) shall be comprised of at least three directors who shall meet the definition of “independent” under the listing standards of the NASDAQ.
- B. At least one member shall meet the definition of and be designated as a “financial expert.”

#### II. Committee Purposes

- A. The purpose of the Audit Committee is to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.
- B. The function of the Audit Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements and for the effectiveness of internal control over financial reporting. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company’s annual financial statements, reviews of the Company’s quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, annually auditing management’s assessment of the effectiveness of internal control over financial reporting, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards.
- C. The independent auditors shall submit to the Audit Committee annually a formal statement (the “Auditors’ Statement”) describing: (1) the auditors’ internal quality-control procedures; (2) any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (3) to assess the auditors’ independence, all relationships between the independent auditors and the Company, including the matters set forth in the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor’s communications with the Audit Committee concerning independence
- D. The independent auditors shall submit to the Audit Committee annually a formal statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (1) the

audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (2) assurance and related services not included in clause (1) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (3) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (4) all other products and services rendered by the independent auditors, in the aggregate and by each service.

- E. The independent auditors shall periodically submit accounting and financial industry trends, best practices and other such information to keep the Board apprised and updated.
- F. The internal audit department has the responsibility to provide assurance, through audit procedures and testing, that the internal controls are designed well and operating effectively as of a certain point in time.

### **III. Committee Duties and Responsibilities**

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities:

- A. with respect to the independent auditors:
  - 1. to be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors, who shall report directly to the Audit Committee;
  - 2. to be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Audit Committee;
  - 3. to pre-approve, and to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors;
  - 4. to ensure that the independent auditors prepare and deliver annually an Auditors' Statement, and to discuss with the independent auditors any relationships or services disclosed in this Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors;
  - 5. to obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing all critical accounting policies and practices used, all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and any material written communications between the independent

auditors and management, such as any “management” letter or schedule of unadjusted differences; and

6. to discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner;

B. with respect to the Internal Audit Department:

1. to facilitate independence of Internal Audit within the Company:
  - a. The Audit Committee shall be responsible for approving the appointment, replacement, and compensation of the Director of Internal Audit;
  - b. An independent reporting structure for the Internal Audit Department shall be maintained whereby the Director of Internal Audit reports directly to the Audit Committee on functional basis, but shall also be given managerial responsibility and oversight by the Chief Executive Officer of the Company;
  - c. The Audit Committee shall approve annual salary / bonus increases recommended by management for the Director of Internal Audit.
2. to review and approve the annual:
  - a. Financial budget
  - b. Time budget
  - c. Work Plan;
3. to review quarterly progress reports;
4. to annually evaluate the performance of the Director of Internal Audit; and
5. to provide direct access to the Audit Committee Chairman and/or Lead Director of independent directors.

C. with respect to accounting principles and policies and financial reporting:

1. to consider any reports or communications (and management’s and/or the internal audit department’s responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in SAS 61, as it may be modified or supplemented, or other professional standards;
2. to meet with management, the independent auditors and, if appropriate, the director of the internal auditing department:

- i. to discuss the scope of the annual audit;
  - ii. to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;"
  - iii. to discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the internal auditing department or the independent auditors, relating to the Company's financial statements;
  - iv. to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management;
  - v. to discuss any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company; and
  - vi. to discuss, as appropriate: (a) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
3. to inquire of the Company's chief executive officer and chief financial officer as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
  4. to discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, and to discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
  5. to obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act,

which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act;

6. to discuss with the Company's General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies;
7. to discuss and review the type and presentation of information to be included in earnings press releases;
8. to discuss the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies;
9. to 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 Company employees of concerns regarding questionable accounting or auditing matters;
10. to review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules (17 C.F.R. Part 205) or otherwise; and
11. to review and approve all related party transactions of the Company;

D. with respect to reporting and recommendations:

1. to prepare any report or other disclosures, including any recommendation of the Audit Committee, required by the rules of the SEC to be included in the Company's annual proxy statement;
2. to review and reassess the adequacy of this Charter at least annually and recommend any changes to the full Board of Directors; and
3. to report its activities to the full Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.

E. with respect to the Chief Financial Officer position; review any hiring/firing recommendation by the Chief Executive Officer as prescribed by "best practices" in corporate governance.

#### **IV. Committee Structure and Operations**

The Audit Committee shall designate one member of the Audit Committee as its chairperson. The Audit Committee shall meet once every fiscal quarter, or more frequently if circumstances dictate; should meet separately at least quarterly with management, the director of the internal auditing department and the independent auditors to discuss any matters that the Audit Committee or any of these persons or firms

believe should be discussed privately; and should meet without management present at least once a year. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

**V. Delegation to Subcommittee**

The Audit Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Audit Committee. The Audit Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors, provided that any such approvals are presented to the Audit Committee at its next scheduled meeting.

**VI. Resources and Authority of the Audit Committee**

- A. The Audit Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.
- B. The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:
  - 1. compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
  - 2. compensation of any advisers employed by the Audit Committee; and
  - 3. ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

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*As most recently amended by the Amedisys, Inc. Board of Directors on December 29, 2008*