

**CHARTER
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF AMEDISYS, INC.**

Purpose

The Compensation Committee is appointed by the Board of Directors of Amedisys, Inc. (the “Company”) to discharge the Board’s responsibilities relating to the compensation of the Company’s senior executive officers. The Committee also has overall responsibility for approving and evaluating (i) executive officer compensation plans, policies and programs, (ii) Company equity compensation plans, (iii) the compensation of the Company’s Director of Internal Audit and (iv) the compensation of the Company’s Board of Directors and members of committees of the Board of Directors.

Committee Membership

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall comply with the independence and other member qualification requirements of the trading markets on which the Company’s securities are listed and all legal requirements, including but not limited to (i) the requirements specified in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, to qualify as a member of a committee of the Board of Directors able to approve the transactions described therein and (ii) the requirements specified in Internal Revenue Code §162(m) and the regulations promulgated thereunder relating to members of compensation committees.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating & Governance Committee of the Board of Directors. Compensation Committee members may be replaced by the Board.

For purposes of this Charter, the term “senior executive officers” shall refer to those employees of the Company who are identified as “officers” of the Company for purposes of Section 16 of the Securities Exchange Act of 1934. Currently, such officers are: (i) The Chief Executive Officer, (ii) the Chief Operating Officer and President, (iii) the Chief Financial Officer, (iv) any person functioning in the role of “principal financial officer” (as that term is defined under the Securities Exchange Act of 1934), (v) the Chief Information Officer and (vi) the Chief Compliance Officer.

Committee Authority and Responsibilities

Senior Executive Officer Compensation

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of senior executive officer compensation and shall have sole authority to approve

the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and shall evaluate the Chief Executive Officer's performance and relative stockholder return, the value of similar incentive awards given to chief executive officers at comparable companies, and all equity-based and cash bonuses awarded to the Chief Executive Officer in past years.
3. The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of all senior executive officers and other key executives, including as provided in the Company's incentive-compensation plans and equity-based plans.
4. The Compensation Committee shall annually review and approve, for the senior executive officers of the Company, (i) the annual base salary level, (ii) the annual incentive opportunity level, (iii) the long-term incentive opportunity level, (iv) employment agreements, severance arrangements, and change-in-control agreements/provisions, in each case as, when and if appropriate, and (v) any special or supplemental benefits.
5. The Compensation Committee shall approve all annual incentive bonuses (if deemed appropriate) granted each senior executive officer in accordance with (i) the criteria set forth in their respective employment agreements with the Company and (ii) any other criteria deemed appropriate by the Committee.
6. The Compensation Committee shall approve all revisions, modifications or amendments to any employment agreement between the Company and a senior executive officer, including but not limited to any proposed change to a senior executive officer's title, base salary, employment term or annual incentive bonus criteria.

Outside Director Compensation

7. The Compensation Committee shall evaluate no less frequently than annually and report to the full Board annually the status of the Company's outside director compensation practices in relation to other companies of comparable size and within the industry.

Regulatory and Other Requirements

8. The Compensation Committee shall oversee regulatory compliance with respect to compensation, including structuring compensation programs in a manner that preserves tax deductibility for the purposes of Section 162(m) of

the Internal Revenue Code of 1986, as amended, where doing so will further the purposes of the Company's executive compensation program.

9. The Compensation Committee shall prepare the annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations. Prior to publication, the Committee shall review and approve the "compensation" sections of the proxy statement.
10. The Compensation Committee may form and delegate authority subcommittees when appropriate.
11. The Compensation Committee shall make regular reports to the Board.
12. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.

Stock Compensation Plan Administration

13. The Compensation Committee shall administer, in accordance with their terms, all equity compensation plans of the Company under which common shares or other equity securities of the Company may be issued to directors, officers or key employees, including but not limited to equity incentive compensation plans, and director stock option plans.
14. The Compensation Committee shall grant options and make awards of shares in accordance with the terms of the Company's equity compensation plans (or, with respect to non-senior executive officers, grant such authority to the Chief Executive Officer).

Compensation of the Director of Internal Audit

15. The Compensation Committee shall annually review and approve, for the Director of Internal Audit, (i) his or her annual base salary level, (ii) his or her annual incentive opportunity level, (iii) his or her long-term incentive opportunity level, (iv) his or her employment agreement, severance arrangement, and/or change-in-control agreement/provisions, in each case as, when and if appropriate, and (v) any special or supplemental benefits.

Process

The Compensation Committee shall meet as frequently as the Committee deems appropriate. The Committee shall make regular reports of its activities to the Board. The Chief Executive Officer of the Company may attend the meetings of the Compensation

Committee when asked to do so, but may not be present when the Committee meets in executive session to discuss or approve his compensation or performance.

The Committee may delegate authority to one or more members when appropriate, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next scheduled meeting.

As adopted by the Amedisys, Inc. Board of Directors on July 27, 2006