

BIOSCRIP, INC.
CHARTER OF THE MANAGEMENT DEVELOPMENT AND COMPENSATION
COMMITTEE
OF THE BOARD OF DIRECTORS

1. PURPOSE

The purpose of the Management Development and Compensation Committee of the Board of Directors (the “Committee”) of BioScrip, Inc., on behalf of itself and each of its subsidiaries (collectively, the “Company”) shall be to:

- provide oversight of the Company’s compensation policies, plans and benefits programs and assess whether they establish appropriate incentives, taking into consideration among other things management’s evaluation of the past performance and projected future performance of the Company;
- through the authority delegated to it by the Board of Directors (the “Board”), act to (i) oversee the compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), (ii) oversee the compensation of the Company’s non-employee directors and (iii) approve and evaluate the executive officer compensation plans, policies and benefit programs of the Company;
- determine those positions which shall be deemed “executive officers” of the Company from time to time;
- oversee the design of the Company’s overall compensation strategy and policies, including equity-based compensation plans; and
- assure that adequate management development programs and activities are created and implemented to provide a succession plan for executive officers and other significant positions within the Company.

The compensation programs for the Company’s executive officers shall be designed to attract, motivate and retain talented executives responsible for the success of the Company and shall be determined within a competitive framework and based on the achievement of the Company’s overall financial results, individual contributions and a compensation philosophy of “pay for performance.”

In furtherance of these purposes, the Committee will undertake those duties and responsibilities as are enumerated in and consistent with this Charter.

2. MEMBERSHIP AND ORGANIZATION

Composition. The Company's Committee members shall be appointed by, and shall serve at the discretion of the Company's Board of Directors. The Committee shall consist of no fewer than three (3) members of the Board. The Board may designate one member of the Committee as its chair. Unless otherwise determined by the Board under exception or limited circumstances in accordance with the rules of the Nasdaq Stock Market LLC ("NASDAQ"), members of the Committee must meet the following criteria:

- the independence requirements of NASDAQ Rules;
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act; and
- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Meetings. The Committee will meet as often as may be deemed necessary or appropriate in its judgment, but in no event shall the Committee convene fewer than three times per year. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. No executive officer, including the CEO may be present at meetings during voting or deliberations regarding the compensation of that executive officer.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Company's Board of Directors.

3. RESPONSIBILITIES AND DUTIES

The following duties and responsibilities of the Committee are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as it deems appropriate under the circumstances to the extent permitted by applicable law or the NASDAQ rules:

- The Committee shall from time to time but no less often than annually review and approve for the CEO and the executive officers of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) any employment agreement, severance arrangement, a change in control agreement/provision, (e) any signing bonus or payment of relocation costs, and (f) any other perquisites, benefits, compensation or arrangements, including financial planning services, club memberships and automobile allowances. An important objective of the committee shall be to align the financial interests of executive officers with those of the Company's stockholders by providing appropriate equity-based, long-term incentives.
- Specifically with respect to the CEO, the Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light thereof, and consider identified and other factors

related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals.

- The Committee shall oversee the compensation of the Company's non-employee directors.
- The Committee shall oversee the design of the Company's equity-based compensation plans.
- The Committee shall review the Company's bonus plan objectives to ensure incentive payments reward the achievement of appropriate individual, departmental and/or corporate performance goals, as it deems appropriate and are in the Company's and its stockholders best interests.
- The Committee shall adopt, amend and oversee the Company's compensation, benefits plans and perquisites programs.
- The Committee shall evaluate on a periodic basis the competitiveness of (i) the compensation of the CEO and the executive officers of the Company, (ii) the compensation of the Company's non-employee directors and (iii) the Company's overall compensation plans.
- The Committee shall formulate, monitor and review from time to time the Company's overall compensation for the Company's non-employee directors.
- The Committee may delegate authority to one or more directors or to members of management, as it deems appropriate.
- The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee,
- The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.
- The Committee shall oversee the Company's management development and succession plans and initiatives, including the training and development of management and other personnel, assessing management candidate readiness to ensure that the Company has sufficient management depth to support its business and operations, growth and the talent needed to execute long-term strategies even in the event one or more members of senior management retire or leave the Company.
- In connection with effectuating the purposes of this Charter, and in its sole discretion, the Committee may, and shall be responsible for hiring, selecting and oversight of outside consultants and may consult with the Human Resources and Legal Departments when appropriate to assist in the evaluation of executive officer and/or director compensation as well as management development and

succession planning and may approve the consultant's fees and other retention terms. The Committee may also, in its sole discretion, obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall assess the independence of any such consultant, counsel or other advisor in accordance with federal securities rules and regulations and the rules of NASDAQ, taking into consideration the six factors specified in Rule 10C-1(b)(4) promulgated under Section 10C of the Exchange Act. The Company shall provide necessary funding, as determined by the Committee, for any such consultant, counsel, or other advisor.

- The Committee shall review and be satisfied with management's Compensation Discussion and Analysis disclosure that is included in the Company's proxy statement and discuss with management any issues or questions that arise from that review.
- The Committee shall produce a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the U.S. Securities and Exchange Commission and any other applicable rules and regulations.
- The Committee shall oversee management's design and implementation of processes to evaluate risks arising from the Company's compensation programs.

Adopted August 7, 2012

Revised March 6, 2014