

BIOSCRIP, INC.
CHARTER OF THE
GOVERNANCE, COMPLIANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of BioScrip, Inc. (the “Company”) has constituted and established a Governance, Compliance and Nominating Committee (the “Committee”) with the authority, responsibility and specific duties described herein. This Charter and the composition of the Committee are intended to comply with the rules of the Nasdaq National Market (the “Nasdaq”). This Charter replaces and supersedes in its entirety the previous charter of the Nominating Committee adopted by the Board.

I. PURPOSE

The Committee is appointed by the Board to assist the Board in fulfilling its responsibilities relating to (i) identification of individuals qualified to become members of the Board and recommendation of director nominees to the Board prior to each annual meeting of shareholders; (ii) oversee the recommendation of nominees for any committee of the Board; (iii) development, evaluation and enforcement of corporate governance, compliance and ethics guidelines; and (iv) leadership of the Board’s annual review of its performance.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of not fewer than three members of the Board. Each member of the Committee shall: (1) qualify as an Independent Director under the listing standards of Nasdaq, (2) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (3) be an “outside director” for purposes of satisfying Section 162(m) of the Internal Revenue Code, as amended, and (4) be otherwise free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Board shall affirmatively conclude that the members of the Committee are independent, as required.

The members of the Committee shall be annually appointed in the manner described in Section III.B.5 of this Charter. Committee members are subject to removal by the Board as set forth in the Company’s By-laws as then in effect and in accordance with the Delaware General Corporation Law (the “DGCL”) as then in effect.

The Committee chairperson (the “Chair”) shall be designated in the manner set forth in Section III.B.5 of this Charter. If the Chair is not present, the members of the Committee may designate an acting Chair by majority vote of members present.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall meet at least two times annually, or more frequently as it determines is appropriate. Any member of the Committee may call a meeting at any time. Such meetings may be held in person or telephonically and may be held at such times and places as the Committee determines. The Chair shall cause an agenda to be prepared in advance of each meeting; provided, however, the failure to so prepare an agenda for a meeting shall not affect the

validity of such meeting. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. Minutes thereof shall be recorded and maintained by the Company's Corporate Secretary. The Committee may form subcommittees consisting of one or more of its members and may delegate authority thereto when appropriate. The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

This Charter is intended to be flexible so that the Committee is able to meet changing conditions. The Committee is authorized to take such further actions as are consistent with its responsibilities and to perform such other actions as applicable law, NASDAQ, the Company's bylaws or the Board may require. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and within the scope of its authority empowered under this Charter.

The Committee shall perform, at a minimum, the duties set forth below, together with such other duties as may be delegated to the Committee from time to time by the Board.

A. General

1. The Committee will have full authority (i) to investigate any legal, regulatory and compliance matters brought to its attention with full access to all books, records (including the written minutes of the Executive Compliance Committee), facilities and personnel of the Company, (ii) to retain outside legal or other advisors to advise the Committee and (iii) to request any officer or employee of the Company and the Company's external counsel to attend meetings of the Committee or to meet with any members of, or advisors to, the Committee. The Committee may engage independent counsel and other advisors as it deems necessary to carry out its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of the compensation of any advisors, retained by the Committee and to pay ordinary administrative expenses that are necessary and/or appropriate in carrying out its duties.

2. The Committee shall make regular reports to the Board, but no less frequently than the next scheduled Board meeting following a meeting of the Committee.

3. The Committee shall conduct an annual self-evaluation of the Committee and its activities, including the composition, expertise and availability of the Committee members.

B. Nominating

1. The Committee shall, as it deems appropriate, retain and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to select such search firm and approve its fees and other retention terms.

2. The Committee shall develop and maintain criteria and procedures for the identification and recruitment of nominees for election to the Board, which criteria shall include, at a minimum, the various qualifications, conditions and/or limitations included in the

Company's Code of Business Conduct and Ethics and Corporate Compliance Manual and as otherwise required by the NASDAQ rules and all applicable laws and regulations.

3. The Committee shall evaluate and propose qualified nominees for election or re-election to the Board, including nominees to fill vacancies on the Board, whether created by expansion, resignation, retirement or for any other reason. . In evaluating the suitability of potential nominees for election as directors, the Committee shall consider (i) the Board's current composition, including expertise, diversity, and balance of inside, outside and independent directors; and (ii) the general qualifications of the potential nominees, including personal and professional integrity and experience, including any special expertise relevant to the Company, ability and judgment, and such other factors deemed appropriate. The Committee shall consider the performance of incumbent directors in determining whether to recommend to the Board for re-election.

4. The Committee shall also oversee the evaluation process of the Board and each other committee's self-evaluation. Annually, the Committee shall cause (i) each Board member to evaluate the overall performance of the Board during the prior year; and (ii) each member of each committee to evaluate the overall performance of the committee(s) on which they sit during the prior year. The Committee shall compile the results of such evaluations and distribute and report on the results thereof to the Board summarizing the Board's and each committee's performance thereof during the prior year. All such reports shall be made at an executive session of the Board.

5. The Committee shall oversee the Board's process for committee composition and the selection of a chairperson for each committee. Annually, the Chairman of the Board shall identify and submit for approval of the Board a chairman of each committee from the relevant existing committee members. Thereafter, the Chairman of the Board shall make recommendations as to committee membership of each committee in consultation with the newly appointed Chairman thereof. The Chairman of the Board shall thereafter present such recommendations to the Board for approval. Directors shall be appointed to one or more committees in the manner set forth in the Company's By-laws and the DGCL.

C. Governance and Compliance

1. The Committee shall oversee the annual evaluation of the Board and shall report to the Board annually following the completion thereof or at such other time as the Board determines, with an assessment of the performance of the Board. In connection with the evaluation process, the Committee shall also make recommendations to the Board and each committee of appropriate guidelines for Board performance.

2. The Committee shall consider the adequacy of the composition, size and structure of the Board and policies relating to meetings of the Board (including meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings).

3. The Committee shall periodically consider the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate,

proposed amendments to the certificate of incorporation and bylaws for consideration by the shareholders.

4. The Committee shall, on an annual basis oversee the development, review, reassessment of the adequacy of and establish procedures for the enforcement of the Company's corporate governance, compliance and ethics guidelines, including the Company's Code of Business Conduct and Ethics for Directors, Officers and Employees and Corporate Compliance Manual, and recommend any proposed changes to the Board. The Committee shall keep abreast of developments, including new regulatory requirements and industry best practices, with regard to corporate governance, compliance and ethics to enable the Committee to make such recommendations to the Board as may be appropriate in light of such developments. The Committee shall also oversee management's compliance committee.

5. The Committee will periodically review with management as it deems appropriate, any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that raise concerns regarding the Company's compliance with the Company's code of conduct and ethics. The Committee will monitor on an ongoing basis regulatory and legal compliance issues and activities affecting or involving the Company, conduct an annual review of the Company's compliance program, policies and practices. The Committee will also meet periodically with the Company's chief compliance officer to review the Company's compliance with applicable law.

6. The Committee shall review the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board.

7. The Committee shall make recommendations for continuing education for all Board members.

8. The Committee shall review, with the advice of the Company's legal department or outside legal counsel, questions regarding the independence of directors and possible conflicts of interest of directors and executive officers of the Company.

Adopted August 7, 2012
Revised February 24, 2014

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