

**CHARTER OF THE AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
DATASCOPE CORP.**

I. AUDIT COMMITTEE PURPOSE

The Audit Committee of the Board of Directors of Datascope Corp. (the “Company”) is appointed by the Board of Directors to assist the Board of Directors in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to:

- Monitor the quality and integrity of the audits of the Company’s financial statements;
- Monitor the financial reporting process and systems of internal controls regarding finance, accounting, and legal and regulatory compliance;
- Monitor the independence, qualification and performance of the Company’s independent auditors; and
- Provide an avenue of communications between the independent auditors, management, and the Board of Directors.

The Audit Committee shall fulfill these responsibilities by carrying out the activities enumerated in Section III of this Charter. However, the Audit Committee’s function is one of oversight only and shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the Company’s financial results and conditions or the independent auditors of their responsibilities relating to the audit and review of financial statements.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and it has direct access to the independent auditors as well as anyone in the organization. The Audit Committee has the authority to retain legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Audit Committee shall determine the appropriate funding to be provided by the Company for payment of (i) compensation to the independent auditors for the purpose of rendering or issuing an audit report, (ii) compensation to any advisers employed by the Audit Committee and (iii) ordinary expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

II. AUDIT COMMITTEE MEMBERSHIP COMPOSITION AND MEETINGS

Appointment

Audit Committee members shall be appointed by the Board of Directors. The chairperson of the Audit Committee shall be designated by a vote of the Board of Directors. If an Audit Committee Chair is not designated, the members of the Audit Committee may select a chairperson by majority vote of the Audit Committee members.

Term

Each of the directors serving on the Audit Committee shall serve until his or her successor has been duly elected and qualified or his or her death, resignation or removal, if earlier.

Qualifications

Audit Committee members shall meet the requirements of the Securities and Exchange Commission (the "SEC"), the Nasdaq Stock Market, Inc. or such other exchange on which the Company's securities are listed (the "Exchange") and the Sarbanes-Oxley Act of 2002.

The Audit Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom, subject to the following paragraph, shall be "independent" under the rules of the Exchange and the Sarbanes Oxley Act of 2002, and the rules promulgated thereunder.

One director who is not "independent" under the rules of the Exchange, may be appointed to the Audit Committee, if the Board of Directors, under certain exceptional and limited circumstances and pursuant to the requirements of the Exchange, determines that membership on the committee by the individual is in the best interests of the Company and its shareholders. A member appointed under this exception may not serve longer than two years and may not be the Audit Committee Chair.

All members of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, including the Company's balance sheet, statement of earnings and statement of cash flow. The Audit Committee shall have at least one member, a "financial expert," who has past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the member's financial sophistication. A member of the Audit Committee shall qualify as a financial expert if such member has experience as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Operations

The Audit Committee shall meet once every fiscal quarter, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. If the Audit Committee Chair is not present for the meeting, the members of the Audit Committee may designate a Chair for the meeting by majority vote. The Audit Committee should consult privately with management, the independent auditors and as a committee to discuss any matters that the Audit Committee or each of these groups believe should be discussed.

The Audit Committee shall maintain minutes of meetings and periodically report its actions to the Board of Directors. Audit Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

III. AUDIT COMMITTEE RESPONSIBILITIES AND DUTIES

Financial Reporting

1. Review the Company's annual audited financial statements and related footnotes including disclosures made in the Management's Discussion and Analysis of Financial Condition and Results of Operations, and report to the Board of Directors as to whether it recommends that the audited financial statements should be included in the Company's Form 10-K. The review should include separate discussions with management and with the independent auditors of significant issues and disagreements (if any) regarding accounting principles, practices and judgments, any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and the effect on using different accounting principles, practices and judgments. Also, the related earnings press release should be reviewed and discussed with management prior to dissemination.

2. Review and discuss with management and with the independent auditors the Company's quarterly financial statements and related press releases including disclosures made in the Management's Discussion and Analysis of Financial Condition and Results of Operations, prior to filing and dissemination.

3. Obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing (i) all critical accounting policies and practices used, (ii) all alternative accounting practices and related disclosures discussed with management and the ramifications of using such alternative accounting practices and disclosures, (iii) the accounting practice preferred by the independent auditors and (iv) any material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

4. Discuss the results of the annual audit and quarterly reviews with the independent auditors. Discuss certain matters required to be communicated to audit committees in accordance with the American Institute of Certified Public Accountants Statement of Auditing Standards Nos. 61 and 90, including (i) the quality as well as acceptability of the accounting principles applied in the Company's financial statements or related disclosures, (ii) the selection of new, or changes to, the Company's accounting policies, (iii) significant estimates, judgments, uncertainties, (iv) unusual transactions and (v) accounting policies relating to significant financial items.

5. Annually review the independent auditors' audit plan, discussing the scope, staffing, locations, reliance upon management and internal audit and general audit approach.

Internal Controls and Compliance

1. Review and discuss with management the effectiveness and adequacy of the Company's system of internal controls. Discuss the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to (i) record, process, summarize and report financial information or (ii) expose 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. Meet periodically with the Director of Internal Audit of the Company in executive session at meetings of the Committee.

2. In consultation with management and the independent auditors, consider the effectiveness and integrity of the Company's financial reporting processes and disclosure controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the independent auditors together with management's responses including the status of previous recommendations.

3. Establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting, controls or auditing matters and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. A memo setting forth procedures shall be distributed to all employees of the Company on an annual basis, and more frequently if circumstances require.

4. Review and approve all "related party transactions" of the Company, as defined by the rules of the Exchange and the SEC, including (i) transactions involving potential conflicts of interest with corporate officers and directors, (ii) transactions involving any immediate family members of any corporate officers and directors and (iii) any other related party transactions.

Independent Auditors

1. Determine the appointment, compensation, retention of the independent auditors and oversee their work. Resolve any disagreements between management and the independent auditors regarding financial reporting.

2. Review the independence and performance of the auditors and annually recommend to the Board of Directors the appointment of the independent auditors or approve any discharge of auditors when circumstances warrant.

3. Pre-approve or adopt appropriate procedures to pre-approve all audit and non-audit services to be provided by the independent auditors, as set forth in Section 10A of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder by the SEC.

4. Obtain annually from the independent auditors a formal written statement ("Auditors' Statement") delineating all relationships between the auditors and the Company, consistent with Independence Standards Board Standard 1. The Audit Committee should review

and discuss with the independent auditors any relationships or services disclosed in the Auditors' Statement that could impact the quality of audit services or the objectivity and independence of the Company's independent auditors.

5. Advise management and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting.

6. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

7. Review the hiring policies for employees or former employees of the independent auditors.

Legal Compliance

Discuss with the Company's counsel any significant legal, compliance or regulatory matters that could have a material effect on the Company's financial statements.

Other Audit Committee Responsibilities

1. Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board of Directors for approval and recommend any changes to the full Board of Directors. Publish the Charter at least every three years in accordance with SEC regulations.

2. Annually prepare an audit committee report to shareholders as required by the SEC. The report should be included in the Company's annual proxy statement.

3. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.

4. Annually perform a self-assessment of the Audit Committee's performance.