

This charter will become effective on May 18, 2004, the date of Omnicare's Annual Meeting of Stockholders.

OMNICARE, INC. (the "Company")

**CHARTER OF THE
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

I. Statement of Purposes

There shall be a committee of the Board of Directors (the "Board") to be known as the Audit Committee (the "Committee"). The Board appoints the Committee for the following purposes:

1. The Committee shall assist the Board in fulfilling its statutory and fiduciary responsibilities with respect to internal controls, accounting policies, and auditing and financial reporting practices. The Committee shall assist the Board in monitoring:
 1. The integrity of the Company's financial statements;
 2. The independent auditors' qualifications, independence and performance;
 3. The performance of the Company's internal audit function; and
 4. The Company's compliance with legal and regulatory requirements.
2. The Committee shall prepare the Committee report that the United States Securities and Exchange Commission (the "SEC") rules require to be included in the Company's annual proxy statement.

The Committee shall assure that, with respect to the above listed items, there are free and open means of communication between the Board and the independent auditors, the persons responsible for the Company's internal audit function and the financial management of the Company. The Committee will report its activities to the Board on a regular basis and make such recommendations as the Committee deems necessary and appropriate.

II. Membership

The Committee shall be comprised of at least three directors who shall be appointed annually by the Board after considering the recommendation of the Nominating and Governance Committee. The members of the Committee shall meet the independence and experience requirements of the New York Stock Exchange and the SEC. The Board shall designate one member of the Committee as its Chairman. Members of the Committee shall serve until their resignation, retirement, removal by the Board or until their successors are appointed.

Each member of the Audit Committee shall be financially literate, or become financially literate within a reasonable period of time after appointment to the Committee. At least one member of

the Committee shall be an “audit committee financial expert” (as defined by the SEC) as determined by the Board and the Board shall disclose such determination in the Company’s annual report on Form 10-K.

The simultaneous service on the audit committee of more than two other public companies requires a Board determination that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination must be disclosed in the Company’s annual proxy statement.

Other than in their capacities as members of the Committee, the Board, or any other Board committee, members of the Committee may not receive directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any subsidiary of the Company; compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

III. Meetings

The Committee shall meet at least quarterly and hold such other meetings from time to time as may be called by the Chairman of the Committee, the Chairman of the Board or the Chief Executive Officer of the Company (the “CEO”). A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any matter properly brought before any meeting of the Committee.

The Committee shall periodically meet separately with management, the internal auditor and the Company’s independent auditor.

The Committee shall keep minutes of its proceedings. The minutes of a meeting shall be subsequently approved by the Committee, shall be signed by the person whom the Chairman of the Committee designated to act as secretary of the meeting, and shall be filed as permanent records with the Secretary of the Company.

The Chairman of the Committee shall at each meeting of the Board following a meeting of the Committee report to the full Board on the matters considered at the last meeting of the Committee.

IV. Specific Duties and Responsibilities

1. Engagement of Independent Auditors. The Committee shall be responsible directly for the appointment (subject, if applicable, to stockholder ratification), retention, termination, compensation and terms of engagement, and oversight of the work of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting). The Committee shall have a clear understanding with management and the independent auditor that the independent auditor is ultimately accountable and must report directly to the Committee. The Committee shall have the ultimate authority and responsibility to evaluate and, when appropriate, to

replace the independent auditor.

2. Pre-Approvals. The Committee shall pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company or any of its subsidiaries by its independent auditor. The Committee may establish pre-approval policies and procedures, as permitted by applicable law and the rules and regulations of the SEC, for the engagement of independent auditors to render services to the Company, including, without limitation, policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that the pre-approval decision is presented to the Committee at its next regularly scheduled meeting.
3. Qualifications of Independent Auditors. At least annually, the Committee shall obtain and review a report by the Company's independent auditor which describes the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, 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 firm, and any steps taken to deal with any such issues; and all relationships between the independent auditor and the Company.
4. Assessment of Independent Auditors. The Committee shall evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of non-audit services is compatible with maintaining the independent auditor's independence, and taking into account the opinions of management and the internal auditors. The Committee shall receive from the independent auditors written disclosures with respect to their independence and discuss with them any factors that might detract from their independence. As part of such evaluation, the Committee shall review and evaluate the lead partner and senior members of the independent auditor, assure the regular rotation of the audit partners as required by law as well as consider whether the independent audit firm itself should be rotated, so as to assure continuing auditor independence. The Committee will require the independent auditors to certify annually that they are in compliance with all applicable legal and regulatory requirements including those addressing rotation of lead and concurring partners, provision of prohibited services, document retention, and the submission of timely reports. The Committee shall present its conclusions to the Board.
5. Annual Financial Statements. The Committee, to the extent that it deems necessary and appropriate, shall review with representatives of the independent auditor:
 - a. The scope of, and the plan for the staffing of, the annual audit of the Company's financial statements;
 - b. The results of the most recent annual audit, any audit problems or difficulties and management's response, and the Committee will discuss any management or

internal control letter issued or proposed to be issued by the independent auditors or schedule of unadjusted differences, if any;

- c. Any recommendations with respect to internal controls and other financial matters, including any perceived weaknesses in the Company's internal controls, policies, procedures, business risk and compliance matters and any special audit steps adopted in light of material control deficiencies;
- d. Any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any material changes in the Company's selection and application of accounting principles, the development, selection and disclosure of critical accounting policies, and analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements;
- e. The effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements; and
- f. Major financial risk exposures and the steps that management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

6. Annual and Quarterly Financial Statements and Disclosures. The Committee shall:

- a. Review and discuss with management and the independent auditors the annual audited financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K;
- b. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q and disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," including the results of the independent auditors' reviews of the quarterly financial statements; and
- c. Discuss generally the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

7. Oversight of the Company's Internal Audit Function. The Committee shall:

- a. Review the structure of the Company's internal audit function; and, if applicable, review the appointment and replacement of the senior internal auditing executive; and

- b. Discuss with the independent auditor the internal audit function of the Company, the responsibilities of the persons carrying out the function, budget and staffing and any recommended changes in the planned scope of the internal audit.
8. Review Procedures. In consultation with the management and the independent auditors, the Committee shall consider the integrity of the Company's financial reporting processes and controls, discuss significant financial risk exposures and review significant findings prepared by the independent auditors together with management's responses.
9. Oversight of the Company's Senior Financial Officers. The Committee shall:
 - a. Develop a Code of Ethics for the CEO and Senior Financial Officers; and
 - b. Monitor compliance with the Code of Ethics for the CEO and Senior Financial Officers and cause any waiver of the Code to be disclosed in a current report on Form 8-K filed with the SEC or posted on the Company's web site, as required.
10. CEO/CFO Certifications. The Committee shall:
 - a. Review with the CEO and the Chief Financial Officer of the Company (the "CFO") each quarter the certifications that each of them will make in connection with the filing of the Company's next quarterly report on Form 10-Q or annual report on Form 10-K; and
 - b. Review the procedures that were followed by the CEO, CFO and other financial staff of the Company, including internal auditors, to provide reasonable assurances that the statements in the CEO and CFO certifications are true and accurate and review the steps taken by counsel for the Company to document the completion and effectiveness of the CEO/CFO certification verification and testing processes implemented by the Company.
11. Compliance Oversight Responsibilities. The Committee shall:
 - a. Review any material issues that arise relating to compliance by the Company and its subsidiaries and all directors, officers and employees with the Company's Corporate Compliance Manual, which includes policies on business ethics, public responsibility, conflicts of interests and related party transactions;
 - b. Review with management any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies; and
 - c. Discuss with (or obtain a report from) the Company's management any legal matters that may have a material impact on the financial statements or the Company's compliance policies.
12. Procedure for Complaints. The Committee shall establish and implement procedures for the receipt, retention, and treatment of complaints received by the Company regarding

accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

13. Delegation. With regard to all matters described in this Charter as being within the authority of the Committee, the Committee may not delegate its authority except as expressly provided in Section IV(2) of this Charter regarding the authority to pre-approve audit and non-audit services.
14. Retention of Advisors. The Committee shall have the authority, to the extent it deems necessary and appropriate, to retain special legal, accounting or other consultants to advise the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Committee and for ordinary expenses of the Committee.

V. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary and appropriate.

VI. Employment of Persons Formerly Employed by Independent Auditors

No person shall be employed by the Company or a subsidiary of the Company without the prior approval of the Committee if such person was formerly employed by the Company's independent auditors and had rendered services to the Company or a subsidiary of the Company while employed by such independent auditor within the three years prior to such person's proposed employment date with the Company or a subsidiary of the Company.

VII. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibilities of management and the independent auditors.