

CHEMED CORPORATION
NOMINATING COMMITTEE
CHARTER

Composition and Term of Office

The Board of Directors has created and shall designate annually three or more independent members as the Nominating Committee. The CEO and the President of the Corporation shall be permitted to attend meetings of the Committee. The members shall be designated annually by a majority of the full Board, and may be removed, at any time, with or without cause, by a majority of the full Board.

Responsibilities

The Committee shall have the following primary responsibilities:

1. Recommend to the Board the candidates for election to the Board at each Annual Meeting of Stockholders of the Company;
2. Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board;
3. Consider candidates submitted by directors, officers, employees, shareholders and others;
4. Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
5. Determine whether to retain or terminate any search firm used by the Company to identify director candidates. Exercise sole authority to approve the terms and fees of such retention; and
6. Perform such other functions as are from time to time assigned by the Board.

Goals

The Committee shall designate potential Board candidates consistent with the Board's criteria for selecting new directors.

The Committee shall oversee evaluation of the Board and of management.

Committee Performance Evaluation

The Committee shall annually conduct an evaluation of its performance in fulfilling its responsibilities and meeting its goals, as outlined above, and report its findings to the Board.

Meetings

A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee. The Committee may delegate matters within its responsibility to subcommittees composed of certain of its members. The Committee shall meet as required, maintain and update this Charter, keep a record of its proceedings, and report thereon from time to time to the Board of Directors.