



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

(as amended and restated effective as of March 3, 2004)

Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of drugstore.com, inc. ("the Company") is to assist the Board in fulfilling its responsibility to the Company's stockholders, potential stockholders and the investment community by

- overseeing the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company;
- retaining, approving and compensating all services to be provided by, and overseeing the qualifications, independence and performance of the Company's independent auditors;
- assisting Board oversight of the Company's compliance with legal and regulatory requirements; and
- maintaining free and open means of communication between the Board of Directors, the independent auditors, the internal auditing department (if any) and the Company's management.

The Committee shall have a clear understanding with the independent auditors, the Company's management and the Board that the independent auditors are ultimately accountable, and shall report directly, to the Committee, as representatives of the Company's stockholders.

Membership

The Committee shall be comprised of at least three members of the Board. Each member of the Committee shall be appointed by and serve at the pleasure of the Board. The Board shall have the power at any time to change the membership of and fill vacancies in the Committee, subject to the satisfaction of such new members of the membership requirements. Unless the Board appoints the chairperson of the Committee, the members of the Committee shall designate a chairperson by majority vote of the full Committee. The chairperson shall be entitled to cast a vote to resolve any ties.

Each member of the Committee shall satisfy the applicable independence, financial expertise and other requirements of the Securities and Exchange Commission ("SEC") and the Nasdaq Stock Market ("Nasdaq"), as they may be in effect from time to time. In addition, at least one member of the Committee shall qualify as an "audit committee financial expert," as defined by the rules and regulations of the SEC.

Responsibilities

The Committee's primary responsibilities include:

- Choosing the firm of independent certified public accountants to be appointed as the independent auditors of the Company. The Committee shall have sole authority to appoint, retain, compensate and oversee the work of, and, where appropriate in the exercise of its business judgment, terminate and replace, the independent auditors;
- Taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditors. In doing so, the Committee will request a written statement from the auditors (consistent with the *Independence Standards Board Standard No.1*) regarding relationships between the Company and the auditors, discuss with the auditors any relationships or services that may impact their objectivity and independence and, based on such review and discussion, assess the independence of the auditors;
- Pre-approving (a) all audit, audit-related, review and attest services, including the scope and timing thereof, and (b) all permissible nonaudit services, including tax services, to be provided by the independent auditors and, in each case, the compensation to be paid therefor. The pre-approval of the Committee is not necessary for permitted non-audit services if the aggregate fees for such services provided to the Company in any fiscal year do not represent more than 5% of the total amount paid by the Company to the independent auditors during that fiscal year, such services were not recognized as nonaudit services at the time of engagement and such services are promptly brought to the attention of, and approved before the completion of the audit by, the Committee or one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee;
- Establishing pre-approval policies and procedures for engaging the independent auditors to provide permissible nonaudit services and assessing whether the performance of such non-audit services is compatible with the auditors' independence. Management may enter into an engagement for permissible nonaudit services pursuant to such pre-approval policies and procedures established by the Committee, provided that the Committee is timely notified of each such engagement;
- At the conclusion of the audit, reviewing and discussing with the independent auditors and the Company's management (a) the audit reports, (b) any problems or difficulties with the audit, (c) any accompanying management letters, schedules of unreported differences and other material written communications between the independent auditors and management, (d) any reports of the outside auditors with respect to interim periods and (e) any comments or recommendations of the independent auditors;
- Providing sufficient opportunity for the independent auditors to meet with the members of the Committee without members of management present to discuss, among other things, the independent auditors' evaluation of the Company's financial and accounting personnel and the cooperation the independent auditors received during the course of the audit;

- Resolving any disagreements between management and the independent auditors regarding the Company's financial reporting;
- Reviewing the adequacy and effectiveness of the Company's internal accounting and financial controls and the performance of the Company's internal auditing department (if any), and discussing any recommendations for improvement with the independent auditors, management and internal financial and accounting personnel;
- Reviewing the Company's audited financial statements and discussing them with management and the independent auditors on a timely basis and, in any event, before their filing with the SEC. These discussions shall include consideration of the quality of the Company's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of areas requiring judgment, review of audit adjustments (whether or not recorded) and such other inquiries as may be appropriate;
- Reviewing and discussing with management and the independent auditors the Company's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors;
- Determining that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented in the annual report to the Company's stockholders and Form 10-K to be filed with the SEC, and recommending to the Board whether, based on the discussions with management and the internal auditors (if any) and the reviews outlined above, the financial statements should be included in the annual report and the Form 10-K;
- Reviewing the Company's quarterly financial information and earnings press release with management and the independent auditors before the filing of the Company's Form 10-Q and quarterly earnings announcement;
- Reviewing and discussing with management and the Company's general counsel, as appropriate, pending litigation, taxation matters or other contingent liabilities that may have a material impact on the financial statements and such other legal, regulatory or compliance matters as the Committee deems appropriate;
- Before the filing of an audit report with the SEC, reviewing and discussing with management and the independent auditors a report from the independent auditors of (a) all critical accounting policies and practices to be used by the Company, (b) all alternative accounting treatments of financial information permitted within GAAP for policies and practices related to material items that have been discussed with management, including the ramifications of using such alternative treatments and disclosures and the treatment preferred by the independent auditors, (c) any significant changes in the accounting policies and practices of the Company and (d) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports;
- Ensuring the regular and timely rotation of the lead and concurring (or reviewing) audit partners of the independent auditors;

- Setting clear hiring policies for employees or former employees of the independent auditors;
- Conducting an appropriate review of all related-party transactions on an ongoing basis and approving all such related-party transactions, including all transactions that are required to be disclosed under the rules and regulations of the SEC; *provided, however*, that any member of the Committee who has a direct or indirect interest in any such transaction shall recuse him or herself from the deliberations of the Committee regarding that particular transaction;
- Establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- Discussing with management and the independent auditors the Company's major financial risk exposures, the steps management has taken to monitor and control such exposures, and the Company's guidelines and policies for risk assessment and management;
- Reviewing and reassessing the adequacy of this charter at least once a year and, to the extent and in the manner that the Company is legally required to do so by SEC rules and regulations, causing the Company to publicly file this charter, as then constituted; and
- Preparing a Committee report for inclusion in the Company's proxy statement for its annual meeting of stockholders, as required by SEC rules and regulations and other applicable regulatory requirements.

In addition to the above responsibilities, the Committee shall undertake such other duties as the Board may delegate to it related to the purposes of the Committee, and shall perform such other activities as are consistent with this charter, the bylaws of the Company and applicable law.

The Committee, in discharging its responsibilities, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any of its responsibilities to a subcommittee of the Committee. Any such subcommittee shall report regularly to the Committee on any actions taken by it on behalf of the Committee.

Meetings; Procedure

The Committee shall meet as often as it deems necessary or appropriate in its judgment, and at least four (4) times a year, either telephonically or in person. A majority of the members of the Committee shall constitute a quorum thereof. The Committee may act without a meeting by securing the unanimous written consent of its members.

The Committee shall meet with the independent auditors and management periodically and at least once a year, and with the senior internal financial and accounting personnel and the internal auditors (if any) periodically and at least once a year.

The Committee may invite to its meetings any Company director or officer or other person (but such invited persons may not vote), and may exclude from its meetings any person, it deems appropriate in order to carry out its responsibilities.

Except as expressly provided in this charter or the bylaws or corporate governance principles of the Company, the Committee shall fix its own rules of procedure.

Reports

Minutes of all meetings, including telephonic meetings, and copies of all consents in lieu of meeting shall be maintained and furnished to members of the Committee, the Board and the Secretary of the Company. The Committee shall report regularly to the full Board with respect to its meetings and shall periodically report to the Board with respect to significant results of its activities.

Outside Advisers and Consultants

The Committee shall have the authority to engage outside experts, independent legal counsel and any other advisers it deems necessary to assist the Committee in the performance of its responsibilities and duties. The Company shall provide appropriate funding, as determined by the Committee, for compensating any such experts, counsel or other advisers engaged by the Committee, for compensating the Company's independent auditors, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.