



Amended and Restated Audit Committee Charter

A. Purpose

The purpose of the Audit Committee is to assist the Board of Directors' oversight of the accounting and financial reporting processes and the audits of the financial statements of NxStage Medical, Inc. (the "Company").

This charter governs the operations of the Audit Committee.

Although the Committee has the powers and responsibilities set forth in this charter, the role of the Committee is oversight.

B. Structure and Membership

1. Number. Except as otherwise permitted by applicable NASDAQ rules, the Audit Committee shall consist of at least three members of the Board.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Audit Committee shall be independent as defined by applicable NASDAQ rules, meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 (the "Exchange Act") (subject to the exemptions provided in Rule 10A-3(c)), and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.
3. Financial Literacy. Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, throughout the term of his or her service on the Audit Committee. In addition, at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in or incorporated into the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC")), at least one member of the Audit Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules).
4. Chair. Unless the Board elects a Chair of the Audit Committee, the Audit Committee shall elect a Chair by majority vote.
5. Compensation. The compensation of Audit Committee members shall be as determined by the Board. No member of the Audit Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board or a committee of the Board.
6. Term. The members of the Audit Committee shall serve for one-year terms or until their successors are duly appointed, subject to their earlier resignation, retirement or removal by the Board.
7. Selection and Removal. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, shall appoint members of the Audit Committee. The Board may remove members of the Audit Committee from such Committee, with or without cause.
8. Other Audit Committee Memberships. Generally, no member of the Audit Committee may serve on the audit committees of more than three public companies without a specific Board determination that such simultaneous service will not impair the ability of such Committee members to serve on the Audit Committee.

C. Authority and Responsibilities

General

The Audit Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the independent auditor, in accordance with its business judgment. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, the appropriateness of the accounting principles and reporting policies that are used by the Company, and establishing and maintaining internal controls over financial reporting. The independent auditor is responsible for auditing the Company's financial statements and the effectiveness of the Company's internal controls over financial reporting, and reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this charter do not reflect or create any duty or obligation

of the Audit Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's report.

Oversight of Independent Auditors

- | **Selection.** The Audit Committee shall be solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditor. The Audit Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.
- | **Independence.** The Audit Committee shall take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor. In connection with this responsibility, the Audit Committee shall obtain and review a formal written statement from the independent auditor describing all relationships between the auditor and the Company, including the disclosures required by Independence Board Standard No. 1. The Audit Committee shall actively engage in dialogue with the auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor.
- | **Compensation.** The Audit Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditor established by the Audit Committee.
- | **Pre-approval of Services.** The Audit Committee shall pre-approve all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and permissible non-audit) to be provided to the Company by the independent auditor. The Audit Committee shall not engage the independent auditor to perform non-audit services proscribed by law or regulation. The Company's pre-approval policies and procedures are set forth in the Audit Committee Policy Statement, "Pre- Approving Audit and Non-Audit Services."
- | **Oversight.** The independent auditor shall report directly to the Audit Committee, and the Audit Committee shall have sole and direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Audit Committee shall, from time to time as the Committee determines appropriate, receive and consider the reports required to be made by the independent auditor regarding:
 - | the annual audit scope plan, including any significant changes required in the plan during the course of the audit;
 - | critical accounting policies and practices;
 - | alternative disclosures or treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures or treatments, and the disclosure or treatment preferred by the independent auditor; and
 - | other material written communications between the independent auditor and Company management.

In connection with its oversight role, the Audit Committee should also review with the independent auditor, from time to time as the Committee determines appropriate:

- | significant risks and uncertainties with respect to the quality, accuracy or fairness of presentation of the Company's financial statements;
- | recently disclosed problems with respect to the quality, accuracy or fairness of presentation of the financial statements of companies similarly situated to the Company and recommended actions which might be taken to prevent or mitigate the risk of problems at the Company arising from such matters;
- | any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditor's activities or access to requested information, and management's response;
- | any accounting adjustments that were noted or proposed by the independent auditor but were "passed" (as immaterial or otherwise);
- | any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company and management responses thereto;
- | accounting for unusual transactions;
- | adjustments arising from audits that could have a significant impact on the Company's financial reporting process; and
- | any recent SEC comments on the Company's SEC reports, including in particular any unresolved or future compliance comments.

The Audit Committee shall obtain and review, at least annually, a report by the independent auditor describing (i) the independent auditor's internal quality-control procedures and (ii) any material issues raised by the most recent internal

quality-control or peer review 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 independent auditor, and any steps taken to deal with such issues.

Audited Financial Statements

- | Review and Discussion. The Audit Committee shall review and discuss with the Company's management and independent auditor the Company's audited financial statements. The Audit Committee also shall discuss the results of the annual audit and any matters required to be discussed by applicable standards of the PCAOB, SEC rules, and other regulations..
- | Recommendation to Board Regarding Financial Statements. The Audit Committee shall consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
- | Audit Committee Report. The Audit Committee shall prepare an annual committee report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of security holders.

Review of Other Financial Disclosures

- | Quarterly Financial Statements. The Audit Committee shall discuss with the Company's management and independent auditor the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Audit Committee also shall discuss the results of the quarterly review and any matters required to be discussed by applicable standards of the PCAOB, SEC rules, and other regulations. The Audit Committee shall direct management to advise the Audit Committee in the event that the Company proposes to disclose quarterly financial information prior to completion of the independent auditor's quarterly review.
- | Earnings Release and Other Financial Information. The Audit Committee shall discuss generally the type and presentation of information to be disclosed in the Company's earnings press releases, as well as other financial information and earnings guidance provided by the Company.

Controls and Procedures

Oversight. The Audit Committee shall

- | coordinate the Board's oversight of the Company's internal control over financial reporting and disclosure controls and procedures;
 - | provide oversight of information security risks;
 - | receive and review the reports of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") required by Rule 13a-14 of the Exchange Act;
 - | Review the reports on internal accounting controls contemplated by Sections 103 and 404 of the Sarbanes-Oxley Act;
 - | obtain reports from management, the Company's senior internal auditing executive, if any, and the independent auditor that the Company is in conformity with applicable legal requirements regarding financial controls and procedures;
 - | review reports and disclosures of insider and affiliated party transactions;
 - | Discuss with the Company's General Counsel, and, where appropriate, outside counsel, legal matters that may have a material impact on the financial statements or the Company's compliance policies, as they relate to financial reporting; and
 - | Review any unusual accounting issues that the Company intends to discuss with the SEC's accounting staff prior to when management contacts the SEC
- | Procedures for Complaints. The Audit Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters or violations of the Company's Code of Business Conduct and Ethics, any Company policy or any applicable law, rule or regulation; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or violations of the Company's Code of Business Conduct and Ethics, any Company policy or any applicable law, rule or regulation .
 - | Internal Audit Function. The Audit Committee shall oversee the Board's oversight of the performance of the Company's internal audit function.
 - | Hiring Policies. The Audit Committee shall establish policies regarding the hiring of employees or former employees of the Company's independent auditors.

- 1. Evaluation of Financial Management. The Audit Committee shall coordinate, in conjunction with the Compensation Committee, the evaluation of the Company's Chief Financial Officer
- 1. Related Person Transaction Policies and Procedures. The Audit Committee shall review the Company's policies and procedures for reviewing and approving or ratifying "related person transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K), including the Company's Related Person Transaction Policy, and recommend any changes to the Board.
- 1. Review of Related Person Transactions. The Audit Committee shall review all related person transactions for potential conflict of interest situations on an ongoing basis in accordance with the Company's Related Person Transaction Policy, and all such transactions shall be approved or ratified by the Audit Committee.
- 1. Derivatives. The Audit Committee shall review and consider, at least annually, the Company's entry into over-the-counter derivatives transactions that are exempt from clearing and trading requirements under the Commodity Exchange Act and the regulations thereunder, and otherwise review and consider the Company's reliance on any applicable exemptions from requirements otherwise applicable to the Company's derivatives trading under applicable law.
- 1. Additional Powers. The Audit Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Audit Committee may also act by unanimous written consent in lieu of a meeting. The Audit Committee shall periodically meet separately with: (i) the independent auditor, (ii) Company management, and (iii) the Company's internal auditors. The Audit Committee shall keep such records of its meetings as it shall deem appropriate.

Any member of the Audit Committee may call a meeting of the Committee.
2. Subcommittees. The Audit Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
3. Reports to Board. The Audit Committee shall report regularly to the Board.
4. Charter. At least annually, the Audit Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Audit Committee is authorized to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Audit Committee.
6. Investigations. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.
7. Funding. The Audit Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
8. Rules of Procedure. The Audit Committee shall fix its own rules of procedure, which shall be consistent with the Amended and Restated By-laws of the Company and this charter.
9. Counsel of Directors, Officer or Employees. The Audit Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Audit Committee, attend any meeting to provide such information as the Audit Committee requests.
10. Annual Self-Evaluation. At least annually, the Audit Committee shall evaluate its own performance.