



COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation Committee is to assist the Board of Directors in the discharge of its responsibilities relating to compensation of the executive officers of NxStage Medical, Inc. (the "Company").

The Compensation Committee shall establish and periodically review the Company's compensation philosophy and the adequacy of compensation plans and programs for executive officers and other Company employees.

This charter governs the operations of the Compensation Committee.

B. Structure and Membership

1. Number. Except as otherwise permitted by applicable NASDAQ rules, the Compensation Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Compensation Committee shall be an "independent director" as defined by applicable NASDAQ rules. In determining the independence of any director who will serve on the Compensation Committee, the Board shall consider all factors specifically relevant to determining whether such director has a relationship to the Company which is material to such director's ability to be independent from management in connection with the duties of a Compensation Committee member, including without limitation (1) the source of such director's compensation, including any consulting, advisory or other compensatory fee paid by the Company and (2) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. In addition, for purposes of meeting the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor Code section, the Compensation Committee, or a sub-committee (each of which shall consist of at least two directors) approving the performance goals to which certain of the executive compensation is tied in making such performance-based awards, shall consist solely of "outside" directors, as defined in Treasury Regulation 1.162-27(e)(3) promulgated under the Code. Moreover, for the purpose of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Compensation Committee, or a subcommittee (each of which shall consist of at least two directors) approving grants and awards of Company securities (each of which shall be deemed to include, for purposes of this sentence, "phantom" securities), shall consist solely of "non-employee directors," as defined in Rule 16b-3(b)(3)(i) under the Exchange Act.
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Term. The members of the Compensation 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.
6. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Compensation Committee from such Committee, with or without cause.

C. Authority and Responsibilities

General

The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

Compensation Matters

1. Executive Officer Compensation. The Compensation Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers, including: salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee shall meet without the presence of the CEO or other executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.
2. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the Chief Financial Officer, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
3. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, in the case of any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company, the Compensation Committee, or a majority of the independent directors serving on the Board, shall approve such plans.

4. Administration of Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Compensation Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards granted in reliance on the exemption from shareholder approval contained in applicable NASDAQ rules.
5. Director Compensation. The Compensation Committee shall periodically (but at least annually) review and make recommendations to the Board with respect to director compensation.
6. Succession of Senior Executives. The Compensation Committee shall oversee an annual review by the Board on succession planning, which shall include transitional leadership in the event of an unplanned vacancy.
7. Compensation Committee Report on Executive Compensation. The Compensation 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.
8. Advisory Vote. The Compensation Committee shall review with management the results of the shareholder advisory vote on executive compensation and the frequency of such vote, and will take into account the outcome of such vote when considering future executive compensation decisions.
9. Additional Powers. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate. Any member of the Compensation Committee may call a meeting of such Committee.
2. Subcommittees. The Compensation Committee, as it deems appropriate from time to time and in accordance with applicable rules and regulations, may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member and as contemplated by Section B.2 of this charter).
3. Reports to Board. The Compensation Committee shall report regularly to the Board.

4. Charter. At least annually, the Compensation Committee shall review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
5. Consulting Arrangements. The Compensation Committee shall have the authority, in its sole discretion, to retain, obtain the advice of and terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of such compensation consultant. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee.
6. Independent Advisors. The Compensation Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such independent accounting, legal and other advisors as it deems necessary or appropriate to carry out its responsibilities, and shall be directly responsible for the appointment, compensation and oversight of the work of such advisors. Such independent advisors may be the regular advisors to the Company. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee.
7. Selection of Advisors. Except as otherwise permitted by applicable NASDAQ rules, the Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee, other than in-house legal counsel, only after taking into consideration the following factors:
 - the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor (the “Advisory Firm”);
 - the amount of fees received from the Company by the Advisory Firm, as a percentage of the total revenue of the Advisory Firm;
 - the policies and procedures of the Advisory Firm that are designed to prevent conflicts of interest;
 - any business or personal relationship of the compensation consultant, legal counsel, other advisor or Advisory Firm with a member of the Compensation Committee;
 - any business or personal relationship of the compensation consultant, legal counsel or other advisor with an executive officer of the Company;
 - any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
 - any other applicable factors promulgated by NASDAQ.
8. Investigations. The Compensation Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.
9. Funding. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

10. Rules of Procedure. The Compensation 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.
11. Counsel of Directors, Officer or Employees. Except as otherwise set forth in this charter, the Compensation Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Compensation Committee, attend any meeting to provide such information as the Compensation Committee requests.
12. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.

Last Amended: January 29, 2015.