

## RULES OF CONDUCT

### CHEMED CORPORATION ANNUAL MEETING OF SHAREHOLDERS

1. The business of the meeting will be taken up as set forth in the Amended Notice.
2. Stockholder questions or comments not related to an agenda item may be presented, if appropriate, at the end of the meeting.
3. A stockholder should confine his or her comments to one subject in order to give other stockholders an opportunity to comment. If multiple questions are submitted on the same topic, we may summarize and respond collectively.
4. In fairness to all stockholders, a stockholder will be permitted up to two (2) minutes for questions or comments.
5. So the business of the meeting may be accomplished in a timely manner, discussion of agenda item will be limited to a total of ten minutes. If there are any additional comments or questions, they may be raised in the general question and answer period at the end of the meeting.
6. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, they should be raised after the meeting.
7. In accordance with Company's By-laws, stockholder proposals from the floor will not be accepted, other than proposals properly noticed in accordance with the By-laws.
8. Conduct which is not in compliance with these rules or which is not appropriate, including derogatory references to individuals or comments that are otherwise in bad taste, will not be permitted and may be a basis for removal from the meeting.
9. The views, comments or criticisms of the stockholders are welcome, but conducting the business set out in the Notice, for the benefit of all stockholders, will be paramount. The Chairman will rule as out of order, discussions that are, among other things:
  - Irrelevant to the business of the Company,
  - Disorderly,
  - Repetitious statements already made by other persons, or
  - In furtherance of the speaker's personal or business interests.
10. If a question violates these Rules of Conduct, it will not be answered.