

NXSTAGE MEDICAL INC AGM Date: 2013-05-23

1.01 To elect Jeffrey H. Burbank **For**

1.02 To elect Robert G. Funari **For**

1.03 To elect Daniel A. Giannini **For**

1.04 To elect Earl R. Lewis **For**

1.05 To elect Jean K. Mixer **For**

1.06 To elect Craig W. Moore **For**

Non-Executive Director. Independent by the Company, but not considered independent as he has been on the Board for over nine years. However, there are sufficient independent directors on the Board.

1.07 To elect Reid S. Perper **For**

1.08 To elect Barry M. Straube **For**

2 Approve Pay Structure

Oppose

As a result of SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. Disclosure is adequate with performance targets disclosed. However we note that the annual bonus and the performance share award are both subject to the same one year performance measure. Peer groups are disclosed. There is no evidence pay elsewhere in the Company is considered when setting executive pay.

The annual bonus is capped at 112.5% of base salary for the CEO based on revenue, net income/loss, and cash generation. Notably executives are awarded target performance payouts for reaching a net loss of USD 15.5 million, and maximum awards are received for a net loss of USD 5.5 million, amongst other measures. Long-term performance shares are based on one year performance only but are paid out over three years. The targets for the performance shares are the same as for the annual bonus, which is contrary to best practice. Stock options vest monthly over 48 months, which is also contrary to best practice.

Potential severance and change in control payments are less than three times base salary and bonus. There is a double trigger for change in control payments, however 'Good Reason' is not defined in the report. The Company provides tax gross up payments. Contracts provide for accelerated vesting of equity awards upon a change in control. There is no evidence of a claw back policy.

3 Appoint the auditors

For