

Corporate Governance Principles

I. Introduction

The Board of Directors of CONMED Corporation (the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee, has developed and adopted a set of corporate governance principles (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

II. Board Composition

The composition of the Board should balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully.
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion, gender, ethnicity, background and contacts relevant to the Company’s business.
- A majority of the Board shall consist of directors who are neither officers nor employees of the Company or its subsidiaries (and have not been officers or employees of the Company or its subsidiaries in the past three years), do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and are otherwise “independent” under the rules of the stock exchange on which the Company’s stock is traded.

III. Selection of Chief Executive Officer, Chair of the Board and/or Lead Independent Director

The Board is responsible for the appointment and election of the Company’s Chief Executive Officer and the Board Chair in the manner it considers in the best interests of the Company at any given point in time. If the Board decides to combine the roles of the Chair and the CEO, it will select a Lead Independent Director, whose role and responsibilities will include at least the following, which are designed to confer the authority and responsibility required to promote effective independent oversight:

- Providing advice and consultation to the Chair, and consults as to the agenda for meetings of the Board of Directors and committees, with the authority to add items to the agenda;
- Consulting with the Chair concerning the schedule for meetings to ensure there is sufficient time to discuss all agenda items;

- Presiding over the meetings of the independent directors in executive session, and in the absence of the Chair;
- Serving as the liaison between the CEO and the independent directors between meetings, including providing feedback of discussions during executive sessions;
- Having the authority to call a meeting of the Board, including a meeting of the independent directors;
- Acting as a sounding board for the Chair and the CEO;
- Speaking to or meeting individually with the Chair and the CEO prior to and following Board meetings or calls, as appropriate;
- Establishing the priorities for the Board of Directors;
- Advising the CEO of the Board's information needs;
- Guiding the Board's annual assessment of the CEO; and
- Being available, as needed, to meet with stockholders.

IV. Selection of Directors

Nominations. The Board is responsible for the nomination of a slate of nominees for election to the Company's Board of Directors. The Company's Corporate Governance and Nominating Committee is responsible for recommending to the Board a slate of directors or one or more nominees to fill vacancies occurring between the annual meeting of stockholders.

Criteria. The Board should, based on recommendation of the Corporate Governance and Nominating Committee, select new nominees for the independent director positions considering the following criteria:

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of skills, qualifications, expertise (including financial, accounting, compliance, corporate social responsibility, public policy, cyber security or other relevant expertise), professional and industry knowledge, experiences, viewpoint, geographic location, education, diversity of opinion, and personal characteristics (including gender, ethnicity, race, background and contacts) relevant to the Company's business.

Invitation. The invitation to join the Board should be extended by the Board itself via the Chair of the Board and the Chief Executive Officer of the Company.

Majority Vote for Uncontested Elections. In uncontested elections, a director nominee who does not receive a majority of votes cast for election or re-election, as the case may be, is expected to tender his or her resignation to the Board. The Nominating and Governance Committee, or another duly authorized committee of the Board, will recommend to the full Board whether to accept or reject the tendered resignation generally within 90 days after certification of the election results. The Company will publicly disclose the determination regarding the tendered resignation and the rationale behind the decision in a current report on Form 8-K, or another periodic filing, to be filed with the Securities and Exchange Commission.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan, its risk profile, and meetings with senior management. Periodically, management should prepare additional educational sessions for directors on matters relevant to the Company, its business plan and risk profile.

V. Independent Director Term Limits

Independent directors are expected to offer not to stand for reelection upon having completed 12 years of service as a director. For directors who have completed 12 years of service as a director during their terms, the expectation is that they will offer not to stand for reelection but will complete their terms. Notwithstanding the foregoing, the expected retirement can be waived if the Corporate Governance and Nominating Committee determines that there is good cause for such a waiver and that a waiver would be in the best interests of the Company.

Non-independent directors are not subject to the tenure limit described above.

VI. Board Meetings and Role of Chair of the Board

The Board currently plans at least four meetings each year, with further meetings to occur or action to be taken by unanimous consent or by video conference call as needed at the discretion of the Board. The meetings will usually consist of committee meetings and the Board meeting.

The agenda for each Board meeting will be prepared by the Chair of the Board, in consultation with the Lead Independent Director, as applicable, as outlined above in Section III. The Chair of the Board will also prepare an expected schedule of meetings at the beginning of each year. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

VII. Executive Sessions and Role of the Chair of the Board or Lead Independent Director

To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive sessions regularly, with no members of management present. If independent, the Chair of the Board will preside at the executive sessions of the independent directors, and will convey any communications from the independent directors to the CEO; if the Chair is not independent, the Lead Independent Director will preside at the executive sessions of the independent directors, and will convey any communications from the independent directors to the CEO. The Chair of the Board or Lead Independent Director, if the Chair is not independent, will also be the spokesperson for the independent directors to investors and any other constituency, as appropriate.

VIII. The Committees of the Board and their Responsibilities

The Company shall have at least the committees required by the rules of the stock exchange on which the Company's shares are listed and traded. Currently, these are the Audit Committee, the Compensation Committee and a nominating/corporate governance committee, which in our Company is called the Corporate Governance and Nominating Committee. Each of these three committees must have a written charter satisfying the rules of the applicable stock exchange, with each charter specifying the responsibilities of each respective committee. In addition, the Company will have a Strategy Committee, which will also have a charter setting forth the scope of its responsibilities.

While the overall responsibility for risk management resides with the full Board of Directors, in the interests of efficiency and allowing for more in-depth reviews, the Board has allocated the responsibilities for risk oversight as indicated in the following table, which is not an exhaustive or complete list of all risks overseen by the Board and is subject to change as the Board of Directors deems appropriate:

Risk	Board	Audit	Compensation	Governance	Strategy
Compensation			X		
Compliance	X	X			
Cyber Security	X	X			
Enterprise Risk	X				
Financial Disclosure	X	X			
Governance				X	
Human Capital Management	X				
Product Safety	X				
Legal	X				
Regulatory (FDA)	X				
Business Strategy					X
Other Risks (e.g., Climate, ESG, other)	X				

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda to be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board, and will provide prior notice of any meetings to the Chair or Lead Independent Director, who is, *ex officio*, invited to attend any Committee meeting, as appropriate.

Except as permitted by the applicable exchange rules, each of the Corporate Governance and Nominating Committee, the Audit Committee and the Compensation Committee shall be composed of directors who are not officers or employees of the Company or its subsidiaries (and have not been officers or employees of the Company or its subsidiaries in the past three years), do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and are otherwise "independent" under the rules of the applicable exchange rule, or as otherwise required by law. The required qualifications for the members of each committee shall be set out in the respective committees' charters. A director may serve on more than one committee for which he or she qualifies.

IX. Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should indicate an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

X. Executive Compensation

1. *Evaluating and Approving Compensation for the CEO.* The Board evaluates the performance of the CEO and the Company against the Company's goals and objectives, and based on the analysis and recommendation of the Compensation Committee, reviews and approves the compensation level of the CEO.
2. *Evaluating and Approving the Compensation of Management.* The Board, acting through the Compensation Committee, evaluates and approves the proposals for overall compensation policies applicable to executive officers.

XI. Board Compensation

The Board should conduct a review at least once every two years of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

XII. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with the law of the Company's state of incorporation. In performing their duties, the directors' primary responsibility is to exercise their business judgment in the best interests of the Company and its Stockholders. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All independent and management directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference to mitigate conflicts.
2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.
3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director.

The Company has adopted a Code of Business Conduct and Ethics, including a compliance program to enforce the Code. Certain portions of the Code deal with activities of the directors, particularly with respect to transactions in securities of the Company, potential conflicts of interest, the taking of the corporate opportunities for personal use, and competing with the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's counsel in the event of any issues.

4. *Other Directorships.* The Company values the experience directors bring from the other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability and may present conflicts or legal issues. Directors should advise the Chair of the Board and/or the Lead Independent Director, the Chair of the Corporate Governance and Nominating Committee, and the CEO before accepting membership on the other boards of directors or other significant commitments involving affiliation with other businesses or governmental units. While the Corporate Governance and Nominating Committee may recommend that the Board exercise its discretion to depart from these guidelines in unusual circumstances, the presumption is that (i) any director who is a CEO should not take

- on more than two directorships in addition to the Company for which he or she serves as CEO; (ii) a non-CEO director may take on up to four other boards, provided that the director serves on no more than three audit committees (including the Company's); and (iii) no director may serve on the Board of a competing company (defined to include a company with which the Company currently competes, or expects to compete). Except for the third requirement concerning competing companies, a director may overcome the presumptive guideline with a showing of exceptional circumstances.
5. *Contact with Management.* All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.
 6. *Contact with other Constituencies.* It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. To the extent that it may be appropriate for the independent directors to address any constituency, the Chair of the Board (if independent) or the Lead Independent Director shall be the spokesperson for the independent directors.
 7. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.
 8. *Attendance at Annual Stockholder Meeting.* All directors are expected, absent exceptional circumstances, to attend the Annual Meeting of Stockholders. For clarity, attendance may be in-person or by video conference call.
 9. *Stock Ownership and Prohibitions on Hedging and Pledging Stock.* All directors are expected to comply with the Company's stock ownership guidelines, which shall be made available for public review on the Company's web site. Included in the stock ownership guidelines are prohibitions on hedging and pledging stock in order to ensure directors' interests are aligned with those of the Company's stockholders.
 10. *Directors Who Change Their Present Responsibilities.* Each director who substantially changes his or her principal occupation or employment status from the position held when initially elected or appointed to the Board shall offer to tender a letter of proposed resignation to the Board at the time of such change by notice to the Chair of the Board, Chair of the Corporate Governance and Nominating Committee, CEO and the General Counsel. The Board does not believe that a director whose principal occupation or employment status changes should necessarily be required to leave to the Board in each instance. Instead, the Board believes that the Corporate Governance and Nominating Committee should review each situation and make a recommendation to the Board concerning whether to accept such offer to resign, and the continued appropriateness of Board service under the circumstances.

XIII. Evaluating Board Performance

The Board, acting through the Corporate Governance and Nominating Committee, should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Corporate Governance and Nominating Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Corporate Governance and Nominating Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

XIV. Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.