

CONMED CORPORATION
STRATEGY COMMITTEE CHARTER
Amended and Restated as of
August 2020

I. Composition of the Strategy Committee: The Strategy Committee shall be comprised of at least three directors, a majority of whom shall be independent.

Members shall be appointed by the Board based on nominations by the Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall designate one member of the Committee as its chair.

II. Purpose of the Strategy Committee: The purpose of the Strategy Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to long-term strategy, strategic decisions regarding investments, acquisitions and divestitures and capital structure considerations that support the Company's long-term strategic plan. It is not the duty of the Strategy Committee to develop the Company's strategic plan(s) or to implement such plan(s). Instead, those duties remain the responsibility of the management of the Company, subject to the general oversight responsibilities of the Board.

III. Principal Responsibilities of the Strategy Committee: The following principal responsibilities of the Strategy Committee are set forth as a guide and are not necessarily a complete and exhaustive list of all matters the Board may ask the Strategy Committee to review as circumstances may dictate.

A. *Strategy Facilitation*. Work with the executive team to oversee the development and implementation of the Company's corporate strategy.

- Provide oversight to management with respect to:
 - (i) The preparation of the Company's annual strategic plan;
 - (ii) The evaluation and consideration of the opportunities and risks of the Company's strategies;
 - (iii) The consideration of the Company's capital structure to support the Company's forward-looking strategies and acquisition objectives; and
 - (iv) The evaluation of the Company's progress against strategic goals, including oversight on strategic performance and competitive metrics.

- B. *Investments, Acquisitions and Divestitures.* Provide input to the executive team on investment, acquisition and divestiture opportunities, and enable agile and efficient consideration by the full Board of inorganic initiatives, including, without limitation, oversight on the following:
- Recommendations to the Board concerning significant strategic decisions regarding acquisitions, joint ventures, investments or dispositions of businesses.
 - Management's exercise of due diligence and decision points regarding strategic transactions.
 - Post-transaction reports to track performance against acquisition plans.

IV. Meetings of the Strategy Committee: The Strategy Committee shall meet as frequently as needed.

V. Duties and Powers of the Strategy Committee: To carry out its purposes, the Strategy Committee shall have the following duties and powers:

- A. Make reports to the Board on its activities.
- B. At least annually, perform an evaluation of the performance of the Strategy Committee and its members, including a review of the Strategy Committee's compliance with this Charter.
- C. At least annually, review and reassess this Charter and submit any recommended changes to the Board for its consideration.
- D. Carry out such other duties and responsibilities as may be assigned to the Strategy Committee by the Chair of the Board. The Strategy Committee's policies and procedures should remain flexible, in order to best react to changing conditions and to assist the Board and management in the principal responsibilities outlined in Section III.

VI. Resources and Authority of the Strategy Committee: Following consultation with the Chief Executive Officer, the Strategy Committee, if necessary, may retain independent counsel, experts or advisors that the Committee reasonably believes to be necessary. The Strategy Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.