

CONMED CORPORATION

COMPENSATION COMMITTEE CHARTER

Amended and Restated as of December 2019

Purpose of Committee

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of CONMED Corporation (the “Company”) is to discharge the Committee’s responsibilities relating to compensation of the Company’s directors, the Chief Executive Officer (the “CEO”) and the officers who report to the CEO and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) and applicable law.

Committee Membership

Except as permitted by the rules of the exchange on which the Company’s stock is traded, the Committee shall consist solely of “independent directors,” *i.e.*, those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would be material to or impair the exercise of independent judgment in carrying out the duties and responsibilities of a member of the Compensation Committee, and who are otherwise “independent” under the rules of the exchange on which the Company’s stock is traded, and other applicable laws and/or regulations. No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation; provided that “compensatory fees” do not include fees received as a member of the Board or any committee thereof or the receipt of fixed amounts under a retirement or deferred compensation plan for prior service with the Corporation that are not contingent on continued service. Members shall be appointed by the Board based on nominations by the Company’s Corporate Governance Nominating and Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as the chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Company’s CEO may not be present during any voting or deliberations of the Committee regarding the CEO’s compensation.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

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1. In consultation with senior management, to establish the Company's general compensation philosophy, and to oversee the development and implementation of compensation programs.
2. To review and approve corporate goals and objectives relevant to the compensation of the CEO, to evaluate the performance of the CEO in light of those goals and objectives, and to determine, or to recommend to the Board for determination, all components of the CEO's compensation level based on this evaluation. In determining or recommending the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and other factors that the Committee deems appropriate.
3. To determine, or to recommend to the Board for determination, all components of the compensation of all other officers who report directly to the CEO of the Company.
4. To make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, to oversee the strategy, objectives and philosophy underlying the Company's compensation programs and plans, as well as the administration of these plans, to approve grants and issuances under the equity plans, and to discharge any responsibilities imposed on the Committee by any of these plans.
5. To approve issuances under, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan or parallel nonqualified plan pursuant to which a director, officer or employee will acquire stock or options.
6. To approve issuances under, or any material amendment of, any stock option or other similar plan pursuant to which a person not previously an employee or director of the Company, as an inducement material to the individual's entering into employment with the Company, will acquire stock or options, upon recommendation and approval of the CEO.
7. In consultation with management, to oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on, among other things, the structuring of compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code, as well as compliance with the Company's policy not to reprice options, stock appreciation rights or other forms of equity compensation.
8. To review and to approve any severance or similar termination agreements or payments proposed to be made to any current or former officer of the Company who reported to the CEO.

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9. To prepare and issue the evaluations and reports required under “Committee Reports” below.
10. To review and approve the Compensation Discussion and Analysis discussion in the annual proxy.
11. To consider the role of risk with respect to the Company’s compensation practices with respect to short and long-term incentives.
12. To review, in consultation with the full Board of Directors, the Company’s policies with respect to recoupment of compensation or clawbacks, in the event of misconduct, restatements or such other circumstances as the Committee may consider.
13. To review in consultation with the full Board of Directors the Company’s recommendation as to the frequency of ‘Say on Pay’ votes, and to consider the results of any shareholder votes on compensation matters.
14. To review in consultation with the full Board of Directors the Company’s compensation plan, as to cash, equity or otherwise, with respect to the compensation of independent Directors on a periodic basis (at least every three years), and to recommend to the full Board of Directors any changes necessary or advisable as to the compensation provided to directors, including the Chairman or Lead Independent Director, as appropriate, who serve on the Board of Directors. In performing its review, the Committee shall consider, among other factors, the recommendation of any independent compensation consultant, the compensation practices of the Company’s peer group as well as the compensation practices of other comparable companies, the Company’s performance, shareholder returns and other factors that the Committee deems appropriate.
15. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

Committee Reports

The Committee shall produce the following reports and provide them to the Board.

1. An annual report of the Compensation Committee on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resources and Authority of the Committee

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "Advisor"), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by the rules of the exchange on which the Company's stock is traded, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

- the provision of other services to the Corporation by the person that employs the Advisor;
- the amount of fees received from the Corporation by the person that employs the Advisor as a percentage of such that person's total revenue;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;
- any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Corporation; and
- any stock of the Corporation owned by the Advisor.