

**VENUS CONCEPT INC.**  
**COMPENSATION COMMITTEE CHARTER**

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**I. Purpose**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) is (1) to assist the Board in discharging the Board’s responsibilities regarding: (a) the establishment and maintenance of compensation and benefit plans, policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities; (b) the compensation of the Company’s Chief Executive Officer (the “**CEO**”), the Company’s other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), the Company’s non-executive officers and the Company’s directors; and (c) compliance with applicable compensation rules, regulations and guidelines promulgated by The NASDAQ Stock Market LLC (“**NASDAQ**”), the Securities and Exchange Commission (the “**SEC**”) and other laws, as applicable.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable laws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

**II. Composition**

The Committee must consist of at least three directors, each of whom must (i) satisfy the independence requirements of NASDAQ and the Company’s Corporate Governance Guidelines, subject to any available exception, and meet all other eligibility requirements of applicable laws, (ii) qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act, and (iii) be “outside directors,” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, if and to the extent required to certify performance-based compensation goals for awards granted on or prior to November 2, 2017.

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chairperson of the Committee (the “**Chair**”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

**III. Meetings, Procedures and Authority**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at

each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities, but no less frequently than four times each year. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four (24) hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws (each as in effect from time to time). Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing (including by electronic transmission), and such writing (including any electronic transmission) is filed with the minutes of the Committee.

The Committee may, at its discretion, include in its meetings members of the Company's management, compensation and benefits consultants, or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee shall meet regularly without such members of management present and the CEO and other officers may not be present during voting or deliberations concerning his, her or their compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.

Consistent with applicable requirements of the Exchange Act and NASDAQ listing standards, the Committee shall (i) have the sole authority to retain and/or replace, as needed, any independent legal counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate (collectively, "**Compensation Advisors**"); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any Compensation Advisors retained by the Committee; (iii) subject to any exceptions under NASDAQ listing standards, undertake an analysis of the independence of each Compensation Advisor under the independence factors specified in the applicable requirements of the Exchange Act and NASDAQ listing standards, with such analysis to occur prior to selection of such Compensation Advisor and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NASDAQ listing standards. The Committee may retain, or receive advice from, any Compensation Advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company as Compensation Advisors. The Committee shall not be required to implement or act consistently with the advice or recommendation of any Compensation Advisor and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such

Compensation Advisors retained by the Committee.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee. The Secretary of the Company, or any other officer designated by the Board, shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

#### **IV. Duties and Responsibilities**

1. *General Responsibility.* The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees of the Company, including periodic reviews of the adequacy of the Company's compensation structure, performance review procedures, employee turn-over and retention, successorship plans and other human resource issues. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.

2. *CEO Compensation.* With respect to the CEO compensation, the Committee shall at least annually review the CEO compensation in light of market trends in executive compensation, and make recommendations to the Board regarding the compensation of the CEO based on such review. The Committee shall, periodically and as and when appropriate, review and recommend for approval the following as they affect the CEO: (a) any employment agreement and severance arrangement; (b) any change-in-control agreement and change-in-control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for the CEO and individuals who formerly served as CEO, including supplemental retirement benefits and the perquisites provided to them during and after employment. The Committee shall have authority to: (x) approve the corporate goals and objectives relevant to CEO compensation, (y) evaluate CEO performance in light of such corporate goals and objectives, (z) approve, or recommend to the Board for approval, the compensation of the CEO.

3. *Other Executive Officer Compensation.* With respect to the compensation of the other executive officers (each, a "**Non-CEO Executive Officer**" and collectively, the Non-CEO Executive Officers and with the CEO, the "**Executive Officers**"), the Committee shall, at least annually, (a) review and approve the corporate goals and objectives relevant to the Non-CEO Executive Officer compensation, (b) evaluate Non-CEO Executive Officer performance in light of those goals and objectives and (c) approve all compensation of the Non-CEO Executive Officers based on such evaluation. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect a Non-CEO Executive Officer: (x) any employment agreement and severance arrangement; (y) any change-in-control agreement and change-in-control provisions affecting any elements of compensation and benefits; and (z) any special or supplemental compensation and benefits for a Non-CEO Executive Officer, including supplemental retirement benefits and the perquisites provided to them during and after employment. The Committee shall report to the Board, at appropriate times, compensation determinations relevant to the Non-CEO Executive Officers.

4. *Incentive and Equity Compensation.* The Committee shall oversee the Company's compliance with the requirement under NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans. Subject to such stockholder approval, or otherwise required by the Exchange Act, the Code or other applicable laws and the terms of such equity compensation plans, the Committee shall have the power to approve and, when appropriate, recommend to the Board for approval, establish, amend, manage, periodically review and, where appropriate, terminate all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans including 401(k) plans, employee stock purchase plans, long-term incentive plans, equity-based plans and arrangements, and management incentive plans and others and with respect to each plan shall have general administrative responsibility over such plans, including where appropriate or required, recommend plans for approval by the stockholders of the Company. In no event shall the Committee act as a named fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974, as amended) of any pension plans, meaning, among other things, that the Committee shall have (a) no discretionary authority to manage or administer any pension plan and (b) no investment authority with respect to any assets of the pension plans. Such authority is expressly reserved for the committees of each pension plan. The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, and review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate such risk.

5. *Other Compensation Oversight.* The Committee shall determine the Company's policies with respect to change of control or "parachute" payments. The Committee shall monitor the Company's compliance with applicable legal requirements of the Sarbanes Oxley Act of 2002 and the Dodd-Frank Wall Street Reform and Consumer Protection Act relating to employee compensation and benefits.

6. *Compensation Discussion and Analysis.* The Committee shall review and discuss with the management of the Company the Compensation Discussion and Analysis (the "CD&A"), and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and Annual Report on Form 10-K, when the Company is required to include the CD&A in its proxy statement and Annual Report on Form 10-K.

7. *Compensation Committee Report.* The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement and Annual Report on Form 10-K in compliance with the rules and regulations promulgated by the SEC, when the Company is required to include the Compensation Committee Report in its proxy statement and Annual Report on Form 10-K.

8. *Director Compensation.* The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the Board's directors.

9. *Committee Self-Evaluation.* The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee of the Board (the "**Nominating and Corporate Governance Committee**") if deemed appropriate, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's

compliance with this Charter, and provide any written material with respect to such evaluation to the Board or the Nominating and Corporate Governance Committee, as appropriate, including any recommendations for changes in procedures or policies governing the Committee.

10. *Review of this Charter.* The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee if deemed appropriate, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, but only to the extent consistent with the Company's certificate of incorporation, bylaws, Section 162(m) of the Code, applicable laws, regulations and NASDAQ rules.