

# **LeMaitre Vascular, Inc.**

## Compensation Committee Charter

### **I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of LeMaitre Vascular, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s executives, oversees the Company’s overall compensation structure, policies and programs, reviews and discusses with management the Compensation Discussion and Analysis to be included in reports filed with the Securities and Exchange Commission and is responsible for producing the Compensation Committee Report for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing stockholder value.

### **II. Compensation Committee Composition**

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two (2) members, each of whom shall satisfy the independence standards of The NASDAQ Stock Market (“NASDAQ”). All members of the Compensation Committee shall also be “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. Unless a Chairman is designated by the Board, the members of the Compensation Committee may designate a Chairman by majority vote of the full Compensation Committee membership.

### **III. Meetings**

The Compensation Committee generally is to meet at least once per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the Compensation Committee. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation

Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent.

#### **IV. Compensation Committee Activities**

The Compensation Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Overall Compensation Strategy.**

- Review, modify (as needed) and approve periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's overall compensation strategy and policies for the Company, including:
  - the Company's processes and procedures for the consideration and determination of executive compensation and review and discuss with management any description of such processes and procedures to be included in the Company's proxy statement;
  - the compensation plans and programs advisable for the Company as well as the modification or termination of existing plans and programs;
  - the policies with respect to equity compensation arrangements; the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's officers and other senior management, as appropriate.

##### **C. Compensation Committee Report**

- Review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on the Compensation Committee's review and discussions with management of the CD&A, make a recommendation to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K, when required by applicable law.
- Prepare the Compensation Committee Report to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the applicable rules and regulations of the Securities and Exchange Commission, any securities

exchange on which the Company's securities are traded, and any other rules and regulations applicable to the Company, when required.

**D. Matters Related to Compensation and Benefit Plans**

- Review and approve actions with respect to the adoption, amendment, administration and termination of all incentive-based compensation, equity-based compensation, welfare, benefit, pension and other similar plans of the Company, all in accordance with the terms of such plans, including but not limited to (1) designating eligible participants, (2) determining the size, types, terms, conditions, and participant rights, (3) approving awards and agreements or instruments reflecting awards, (4) construing and interpreting plans and agreements or instruments entered into under them, (5) amending or waiving terms and conditions of outstanding awards, agreements and instruments; provided, that, in each case, where stockholder approval of any action is required under the applicable rules and regulations of the Securities and Exchange Commission, NASDAQ, and any other rules and regulations applicable to the Company, make recommendations regarding the foregoing to the Board for approval. In connection with the foregoing, the Compensation Committee may consider appropriate industry benchmarks and, as appropriate, the compensation policies pursued by companies similarly situated to the Company.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to policies and procedures for the grant of equity-based awards by the Company.
- Review and oversee risks associated with the Company's compensation policies and practices, including, in accordance with the regulations of the Securities and Exchange Commission, conducting an annual review of whether such policies and practices are reasonably likely to have a material adverse effect on the Company.

**E. Matters Related to Compensation of the Company's Chief Executive Officer**

- Determine the terms of employment of the Company's Chief Executive Officer ("CEO").
- Review and approve the goals and objectives that may be relevant to the compensation of the CEO on at least an annual basis.
- Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine and approve the CEO's compensation based on such evaluation. In connection with determining the incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.

- The Company's Chief Executive Officer may not be present during voting or deliberation concerning his or her compensation.

**F. Matters Related to Compensation of the Officers Other Than the Chief Executive Officer**

- Determine the terms of employment of the Company's other officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder).
- Review and approve the goals and objectives that may be relevant to the compensation of each of the officers on at least an annual basis.
- Evaluate an officer's performance in light of the goals and objectives that were set and determine and approve the officer's compensation based on such evaluation. In connection determining the incentive component of an officer's compensation, the Compensation Committee may consider the Company's performance and relative stockholder return, the value of similar incentive awards to at comparable companies and the awards given to the officer in past years.

**V. Additional Compensation Committee Authority**

**A. Matters Relating to Retention and Termination of Compensation Consulting Firms, Legal Counsel or Other Outside Advisors**

- The Compensation Committee is authorized, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, the Compensation Committee shall take into consideration the applicable factors affecting independence that are specified in SEC and NASDAQ rules, including NASDAQ Rule 5605(d)(3)(D). The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Compensation Committee.

**B. General**

The Compensation Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation Committee deems necessary or appropriate in its discretion:

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee's responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee.
- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: April 25, 2016