

COGENTIX MEDICAL, INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Cogentix Medical, Inc. (the “**Company**”) and discharges certain responsibilities of the Board relating to compensation of the Company’s executive officers, key employees and members of the Board and to provide recommendations to the Board regarding responsibilities relating to executive and director compensation.

II. MEMBERSHIP

The Committee shall consist of no fewer than two members all of whom shall meet the independence requirements of The NASDAQ Stock Market (“**NASDAQ**”) and applicable rules and regulations. The members of the Committee shall be appointed by the Board, on recommendation by the Governance and Nominating Committee of the Board (the “**Nominating Committee**”), and shall serve until such member’s earlier resignation or removal. Members may be removed by a majority vote of the Board at any time, with or without cause. The Nominating Committee shall recommend to the Board, and the Board shall designate, the Chairperson of the Committee.

III. COMMITTEE RULES OF PROCEDURE

The Committee shall meet at least once annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Except in extraordinary circumstances as determined by the Chairperson of the Committee, notice shall be delivered to all Committee members at least 24 hours in advance of the scheduled meeting. Minutes of each meeting will be kept and distributed to the entire Board. The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

IV. AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

- A. The Committee shall review, revise and interpret the overall compensation structure of the Company to determine that it establishes appropriate incentives for officers and key employees. All incentives, while industry-dependent and different for different categories of officers and key employees, should further the

Company's long-term strategic plan and should be consistent with the overall goal of enhancing enduring shareholder value.

- B. The Committee shall annually review and approve the compensation for the Chief Executive Officer (“CEO”) and all other executive officers and other key employees of the Company, including:
 - (i) annual base salary level;
 - (ii) annual incentive opportunity level;
 - (iii) long-term opportunity level;
 - (iv) employment agreements, severance arrangements, and change in control agreements; provisions, in each case as, when and if appropriate;
 - (v) any special or supplemental benefits, including perquisites; and
 - (vi) all other compensation.
- C. The Committee shall administer the incentive-compensation plans and equity-based plans, and shall annually review and make recommendations to the Board with respect to such plans and make grants there under to the CEO, other executive officers and other participants pursuant to delegated authority.
- D. The Committee shall review and make recommendations to the Board with respect to all employee benefit and related programs adopted by the Company.
- E. The Committee shall annually identify and review corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and approve the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The CEO shall not participate in this deliberation.
- F. The Committee shall annually review corporate goals and objectives relevant to other executive officer compensation, evaluate the performance of executive officers in light of those goals and objectives, and approve the compensation levels of executive officers based on this evaluation. In determining the long-term incentive component of executive officer compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the executive officers in past years. The CEO may participate in this deliberation on the other executive officers.
- G. The Committee shall review and make recommendations to the Board of the compensation (including stock option grants) for the Company's directors.

- H. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, 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.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel, if any), the Committee must take into consideration the factors specified in NASDAQ Listing Rule 5605(d)(3). 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 is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall review at least annually an assessment of any potential conflicts of interest raised by the work of any compensation consultants that are involved in determining or recommending executive or director compensation.

- I. The Committee shall oversee the Company's compensation-related disclosure and, as and when required by applicable rules and regulations, annually review and discuss with management the "Compensation Discussion and Analysis" section and based on such review and discussions provide a recommendation to the Board as to whether the "Compensation Discussion and Analysis" section should be included in the Company's annual report on Form 10-K and annual meeting proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission and any other applicable regulatory bodies.
- J. The Committee shall provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting of

stockholders, including approval of equity compensation plans or amendments thereto, advisory votes on executive compensation and the frequency with which the Company should submit to stockholders an advisory vote on executive compensation, or say-on-pay vote, and consider compensation strategy, plans, programs and policies in light of the results of the say-on-pay votes.

- K. The Committee shall review the Company's risk management processes related to its compensation programs, including determining whether any such program encourages undue or inappropriate risk-taking by Company personnel that is reasonably likely to have a material adverse effect on the Company.
- L. The Committee shall review and discuss with the CEO and report periodically to the Board plans for executive officer development and corporate succession plans for the CEO and other key executive officers and employees.
- M. The Committee may form and delegate authority to subcommittees when it deems it to be appropriate.
- N. The Committee shall make regular reports to the Board.
- O. The Committee will perform a self-assessment of its performance periodically.
- P. In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in its opinion under and subject to, applicable law, the Company's certificate of incorporation and by-laws, and the resolutions and other directives of the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended from time to time by the Board.

Approved by Compensation Committee on: April 26, 2015.

Approved by Board of Directors on: May 6, 2015.