



## Compensation Committee Charter

This Compensation Committee Charter was adopted by the Board of Directors (the "Board") of Integra LifeSciences Holdings Corporation (the "Company") on March 2, 2004 and amended on February 22, 2007, December 18, 2007, February 23, 2011, December 13, 2012, July 24, 2013 and October 28, 2014

### I. Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of the Company is (1) to discharge the Board's responsibilities relating to compensation of the Company's executives, including by designing (in consultation with management or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs of the Company, (2) to review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") for inclusion in the Company's Annual Report on Form 10-K or in the Company's proxy statement and determine whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K or in the Company's proxy statement and (3) to produce an annual report on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed with an appropriate balance of risk and reward in relation to the Company's overall business strategy and do not encourage excessive or unnecessary risk-taking behavior. In addition, the Committee shall ensure that such programs encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's stockholders.

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. 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, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. 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. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

### II. Membership

The Committee shall be composed of at least three (3) directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) satisfy the independence requirements of the Nasdaq Stock Market LLC ("Nasdaq"), (2) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and (3) be an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. 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 and Procedures

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 shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company, legal counsel or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Chief Executive Officer may not be present during voting or deliberations concerning his or her 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.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisers as the Committee believes to be necessary or appropriate, provided that preceding any such retention or advice, the Committee shall take into consideration the applicable factors under Nasdaq rules. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such persons retained by the Committee.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

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

1. The Committee shall, at least annually, review the overall compensation strategy, philosophy and practices of the Company
2. The Committee shall, at least annually, (i) review and approve the corporate goals and objectives relating to the compensation of the Company's Chief Executive Officer, (ii) evaluate the performance of the Chief Executive Officer in light of those goals and objectives and (iii) determine and approve the compensation of the Chief Executive Officer based on such evaluation.
3. The Committee shall, at least annually, review and approve all elements of compensation for all other officers (as such term is defined in Rule 16a-1, promulgated under the 1934 Act), directors and all such categories of other employees of the Company or its subsidiaries with a base salary greater than or equal to \$400,000 per annum.
4. The Committee (i) may review and approve or make recommendations to the Board with respect to the compensation of non-officers and (ii) shall review and approve or make recommendations to the Board regarding all officers' employment agreements and severance arrangements.
5. The Committee shall manage, review and approve all annual bonus, long-term incentive compensation, stock option, employee pension, health and welfare benefit plans (including 401(k), employee stock purchase plan, long-term incentive plan, management incentive plan and others), and with respect to each plan shall have responsibility for:
  - i. general administration;
  - ii. setting the performance targets under all annual bonus and long-term incentive compensation plans as appropriate and, with respect to any compensation intended to constitute "qualified performance-based compensation" within the meaning of Section 162(m) of the Code, committing to writing any and all performance targets for all officers and employees who may be "covered employees" under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be "pre-established" within the meaning of Section 162(m);
  - iii. with respect to any compensation intended to constitute "qualified performance-based compensation" within the meaning of Section 162(m) of the Code, certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any officer bonus or compensation or exercise of any officer award granted under any such plan(s);
  - iv. approving or recommending to the Board all amendments to, and terminations of, all compensation plans and any awards under such plans;
  - v. granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans, including stock options and other equity rights (e.g., restricted stock or performance stock awards);
  - vi. approving which employees or consultants are entitled to awards under the Company's equity incentive plan(s); and
  - vii. repurchasing securities from terminated employees.

All periodic plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated. In undertaking these reviews, the Committee shall take into account factors that it deems appropriate from time to time, including the Company's business strategy, while incorporating an appropriate balance between risk and reward.

6. The Committee shall establish and periodically review policies concerning perquisite benefits.
7. The Committee shall periodically review the need for a Company policy regarding compensation paid to the officers in excess of limits deductible under Section 162(m) of the Code.
8. The Committee shall, at least annually, review officer stock ownership guidelines and monitor compliance with such guidelines.
9. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.
10. The Committee shall manage and review officer and director indemnification and insurance matters
11. The Committee shall review the CD&A section of the Company's Annual Report on Form 10-K or in the Company's proxy statement, discuss the disclosure with management and determine whether to recommend to the Board whether the CD&A be included in the Company's Annual Report on Form 10-K or in the Company's proxy statement, as applicable.
12. The Committee shall prepare and approve the Compensation Committee report to be included as part of the Company's annual proxy statement.
13. The Committee shall take into account the results of previous stockholder advisory votes on executive compensation (among other factors that it deems relevant) in determining compensation policies and decisions for executive officers.
14. The Committee shall take into account the results of previous stockholder advisory votes on the frequency of stockholder advisory votes on executive compensation (among other factors that it deems relevant) in making recommendations to the Board of Directors on the determination of the frequency of stockholder advisory votes on executive compensation.
15. The Committee shall, at least annually, review and approve an annual risk assessment of the Company's compensation policies and practices.
16. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
17. The Committee shall have responsibility to consider the following independence factors among other factors that it may deem relevant before selecting, or receiving advice from, a compensation consultant, legal counsel or other adviser, other than in-house legal counsel:
  - i. the provision of other services to the Company by the person that employs the adviser (the "Employer");
  - ii. the amount of fees received from the Company by the Employer, as a percentage of the total revenue of the Employer;
  - iii. the policies and procedures of the Employer that are designed to prevent conflicts of interest;
  - iv. any business or personal relationship of the adviser with a member of the Committee;
  - v. any stock of the Company owned by the adviser, and
  - vi. any business or personal relationship of the adviser or the Employer with an executive officer of the Company.
18. The Committee shall review and reassess the adequacy of this Charter at least annually 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, except that it shall not delegate its responsibilities set forth in paragraph 2, paragraph 3, clause (ii) of paragraph 4 and clauses (i) through (iv) of paragraph 5 of Section IV above or for any matters that involve officer compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of "outside directors" or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."