

**CHARTER OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF HEALTHTRONICS, INC.**

This Charter identifies the composition, meeting requirements, committee responsibilities and reporting procedures of the Executive Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of HealthTronics, Inc., a Georgia corporation (the “*Company*”).

**I. COMPOSITION**

The Committee shall be composed of at least one member, and all members of the Committee shall be non-management directors. The Non-Executive Chairman of the Board of the Company shall be the Chairperson of the Committee.

The Board shall have the sole authority to appoint and remove members of the Committee. Members of the Committee may be removed by the Board at any time, with or without cause.

**II. MEETING REQUIREMENTS**

The Committee shall meet as necessary to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson, at the request of any of its members, or at the request of the Chief Executive Officer of the Company. The Committee shall conduct its business in the manner set forth in the Company’s Bylaws. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board from time to time as requested by the Board.

**III. COMMITTEE RESPONSIBILITIES**

In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

**A. Communications Liaison Between the Board and Management**

Between regularly scheduled Board meetings, the Committee shall serve as a communications liaison between the Company’s management and the Board. Management may review with the Committee any matters that it deems to be significant or important to communicate to the Board and/or receive the Committee’s advice and counsel on. These matters may include mergers, acquisitions, divestitures, capital restructurings, offerings, management changes and similar matters. The Committee shall communicate such matters to the Board in an appropriate manner and timeframe.

B. Routine, Administrative Board Matters

The Committee may transact routine administrative matters that would otherwise require Board approval. The Committee may approve matters on behalf of the Board without further Board action if the Committee finds that such matters are routine and not material.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request.

**IV. MISCELLANEOUS**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

This Charter, and any amendments hereto, shall be displayed on the Company's web site and a printed copy of such shall be made available to any stockholder of the Company who requests it.