

# **Sensus Healthcare, Inc.**

## **Compensation Committee Charter**

### **PURPOSE**

The purpose of the Committee is to discharge the responsibilities delegated by the Board relating to the determination and execution of the Company's compensation philosophy and the compensation of the Company's directors, Chief Executive Officer, other executive officers of the Company, and certain other employees as determined by the Board or required by applicable law or regulation.

### **DUTIES AND RESPONSIBILITIES**

The Committee shall:

1. Review and approve the Company's overall compensation philosophy and oversee the administration of related compensation and benefit programs, policies and practices.
2. Review and approve the Company's peer companies and data sources for purposes of evaluating compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.
3. Annually review and approve the corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of these goals and objectives, and approve the CEO's base salary, short-term incentive compensation, and long-term incentive compensation based on this evaluation. The CEO may not be present during any voting or deliberations by the Committee on his or her compensation.
4. Annually review and approve the corporate goals and objectives relevant to the compensation of executive officers other than the CEO, evaluate each such executive officer's performance in light of these goals and objectives and the CEO's recommendations concerning such executive officers, and recommend that the Board approve each such executive officer's base salary, short-term incentive compensation, and long-term incentive compensation based on this evaluation.
5. Annually evaluate director compensation and recommend to the Board the appropriate level of director compensation, including compensation for service as a member or chair of a Board committee.
6. Review and make recommendations to the Board regarding incentive compensation plans and equity-based plans for executive officers and other

employees, and where appropriate or required, recommend that such plans be submitted for approval by the stockholders of the Company.

7. If, in connection with the Company's proxy statement or annual report on Form 10-K, the Company includes a Compensation Discussion and Analysis, (a) review and discuss with management such CD&A and any related executive compensation information, (b) recommend whether the CD&A and related executive compensation information should be included in the proxy statement or annual report on Form 10-K and, (c) to the extent required by applicable law or regulation, produce the compensation committee report on executive officer compensation.
8. Review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes, without limitation, the ability to adopt, amend and terminate such agreements, arrangements or plans.
9. Determine stock ownership guidelines for directors, the CEO and other executive officers and monitor compliance with such guidelines.
10. Periodically review benefits, including retirement benefits, and perquisites of the CEO and other executive officers to determine whether such benefits and perquisites are reasonable, competitive, and consistent with the Company's overall executive compensation program.
11. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, 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 any such risk.
12. If required by applicable law or regulation, review and recommend to the Board for approval the frequency with which the Company will conduct a stockholder advisory vote on executive compensation, taking into account the results of the most recent vote on frequency of such votes (if such vote was held by the Company), and review and approve the proposals regarding the stockholder advisory vote on executive compensation and the frequency of such vote to be included in the Company's proxy statement.
13. Develop and review, at least annually, succession plans for the CEO and other executive officers.
14. Conduct an annual performance evaluation of the Committee, annually review this Charter, and recommend changes to the Board.

## **COMPOSITION**

The Committee shall consist of at least two members of the Board, subject to the requirements of applicable law, regulation or exchange listing standards. Each member of the Committee shall at all times meet the independence and other requirements of the Securities and Exchange Commission and the securities exchange on which the Company's shares are listed and traded, and the requirements of other applicable laws and regulations, and must be free from any relationship that, in the opinion of the Board, would interfere with that person's independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board for such term or terms as the Board may determine. If required by applicable law, regulation or exchange listing standards, the Board shall affirmatively determine that all of the members of the Committee meet applicable independence requirements, considering all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (B) whether such director is affiliated with the Company.

## **AUTHORITY**

To facilitate the execution of its responsibilities and duties, the Committee has authority, in its sole discretion, to:

1. retain or obtain the advice of a compensation consultant, legal counsel or other adviser as it deems necessary for such compensation and on such terms as the Committee determines;
2. seek such information as it deems necessary from the members of the Board, management, and employees; and
3. meet with the Company's officers, outside counsel or other advisors as it deems necessary.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.

If required by applicable law, regulation or exchange listing standards, prior to selecting a compensation consultant, legal counsel (other than in-house counsel) or other adviser, the Committee shall consider all relevant factors, including the following: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a

percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall receive appropriate funding from the Company for payment of compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

## **MEETINGS**

The Committee will meet on an as-needed basis but not less frequently than quarterly. Meetings will be called as needed to discuss any significant issues. The Committee may invite members of management or others to attend meetings and provide pertinent information, as necessary. From time to time, as necessary, the Committee shall conduct executive sessions with members of management or others.

The Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Committee, and shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.

Adopted XXXXX XX, 201X

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