



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, October 28, 2014 and July 17, 2018.

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 applicable to executives, and (2) to produce an annual report on executive compensation for inclusion in the Company's proxy materials, which will include a statement as to whether the Committee has reviewed, discussed with management and recommended to the Board for inclusion in the Company's Annual Report on Form 10-K or in the Company's proxy statement, the Compensation Discussion and Analysis (“CD&A”) in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs 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 certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade. 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 (“Nasdaq”) as they apply to compensation committee members, and (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”). Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law, rules and standards.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board based on nominations recommended by the Company's Nominating and Corporate Governance Committee. Committee members shall serve at the pleasure of the Board, for such term or terms as the Board may determine, and 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, either in person or telephonically, at such times and places as the Committee shall determine, and shall hold further meetings (or take additional actions by unanimous written consent) as the Committee deems necessary or desirable to fulfill its responsibilities.

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, executive compensation consultant or any other person whose presence the Committee believes to be necessary or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. Notwithstanding the foregoing, the Company's 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 select, retain and/or replace, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisors (each, an "Advisor") as the Committee believes to be necessary or appropriate. To the extent required by Nasdaq rules, the Committee may select and/or receive advice from an Advisor only after taking into consideration all relevant independence factors, including the applicable factors under Nasdaq rules. 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 and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

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 executive 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) either as a Committee or together with the other independent directors (as directed by the Board), determine and approve, or recommend to the Board for determination and approval, the compensation of the Chief Executive Officer based on such evaluation.
3. The Committee shall, at least annually, review and approve the compensation for all other officers (as such term is defined in Rule 16a-1 of 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 shall review and approve or make recommendations to the Board regarding all officers' employment agreements and severance arrangements.
5. The Committee shall assist the Board in developing succession plans for the Chief Executive Officer and key executive officers.
6. The Committee shall manage, review and approve all annual bonus, long-term incentive compensation, and stock option plans, and with respect to each plan shall have responsibility for:
 - i. setting and approving the performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
 - ii. with respect to any compensation intended to constitute "qualified performance-based compensation" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, 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);

- iii. as required by such plans, approving or recommending to the Board all amendments to, and terminations of, all such plans;
 - iv. granting any awards under any equity long-term incentive compensation and other equity compensation plans, including stock options and other equity rights (e.g., restricted stock or performance stock awards), or otherwise delegating such authority (except with respect to executive officers) as permitted under the applicable plans and law;
 - v. granting any awards to executive officers under any performance-based annual bonus plans; and
 - vi. otherwise discharging the responsibilities of the Board with respect to such plans and discharging any responsibilities imposed on the Committee by any such plans.
7. The Committee shall discharge the responsibilities of the Board with respect to the Company's employee pension, 401(k), stock purchase, health and welfare benefits plans and discharge any responsibilities imposed on the Committee by any of these plans.
 8. The Committee shall periodically review and approve a peer group of companies to be used for marketplace trend analysis and to assess the competitiveness of the Company's total compensation opportunities for executive officers.
 9. The Committee shall establish and periodically review policies concerning executive perquisite benefits.
 10. The Committee shall, at least annually, review officer stock ownership guidelines and monitor compliance with such guidelines.
 11. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.
 12. The Committee shall manage and review officer and director indemnification and insurance matters.
 13. The Committee shall prepare and approve the Compensation Committee Report to be included as part of the Company's annual proxy statement, and shall review, discuss with management and determine whether to recommend to the Board for inclusion in the Company's Annual Report on Form 10-K or in the Company's proxy statement the CD&A in accordance with applicable 1934 Act rules and regulations.
 14. 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.
 15. 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.
 16. The Committee shall, at least annually, review and approve an annual risk assessment of the Company's compensation policies and practices.
 17. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and report to the Board with respect to such evaluation, 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.
 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.
 19. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters.

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, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.