

**COMPENSATION COMMITTEE CHARTER  
OF  
IRADIMED CORPORATION**

**1. Purpose**

- A. The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of iRadimed Corporation, a Delaware corporation (the “Company”), is (1) to assist the Board in discharging the Board's responsibilities relating to compensation of the Company's executive officers and other employees, 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, and (2) 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 to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's shareholders. The Committee shall also assist the Board with respect to decisions regarding director compensation.
- B. 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. With respect to matters for which final decision-making authority has not been granted by the Board, including with respect to the salaries, bonuses and equity compensation of the Company's executive officers, decisions of the Committee shall be subject to the Board's ratification.

**2. Membership**

- A. The Committee shall be composed of at least two (2) directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall, at a minimum, (i) be independent in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the “Exchange Act”), (ii) satisfy the independence requirements of NASDAQ Rule 5605(a)(2) and (iii) qualify as a “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act.
- B. 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.

### **3. Meetings and Procedures**

- A. The Chair (or in his or her absence, a member designated by the Chair or if the Chair is absent and makes no designation, by the present members of the Committee) 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.
- B. The Committee shall meet as frequently as the Committee deems necessary or desirable.
- C. All non-management directors that 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, any other financial personnel employed or retained by the Company 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 that is not a member of the Committee.
- D. The Committee shall cause to be kept adequate minutes of its proceedings and the Chair shall report on the Committees' actions and activities at the next quarterly meeting of the Board.

### **4. Outside Advisors**

- A. The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent legal counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate. The Committee shall be directly responsible for the oversight of the work of any independent legal counsel, compensation and benefits consultants and other outside experts or advisors retained by the compensation committee. 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 and reasonable funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.
- B. Before selecting or receiving advice from any independent legal counsel, compensation and benefits consultants and other outside experts or advisors, other than in-house legal counsel, the Committee shall conduct the independence assessment required by NASDAQ Rule 5605(d)(3), taking into consideration the factors specified in NASDAQ Rule 5605(d)(3)(D). The Committee may retain, or receive advice from, any advisors they prefer, including advisors that are not independent, after considering the specified factors. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest for purposes of Item 407(e)(3)(iv) of Regulation S-K. However, 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 such advisor, and about which such advisor does not provide advice.

- C. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the Committee.
- D. Nothing herein shall be deemed to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

## **5. Duties and Responsibilities**

- A. The Committee shall, at least annually, review and make recommendations to the Board regarding corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives and set the compensation of the chief executive officer based on such evaluation, subject to the Board's ratification.
- B. The Committee shall, at least annually, review and make recommendations to the Board regarding individual goals and objectives relating to the compensation of all other officers (as such term is defined in Rule 16a-1, promulgated under the Exchange Act), evaluate the performance of such officers in light of those goals and objectives and set the compensation of such officers based on such evaluations, subject to the Board's ratification.
- C. For non-executive officers and non-officer employees of the Company, the Committee shall have full Board authority to make final decisions relating to compensation matters, including, without limitation, with respect to the granting of equity awards, amendments or terminations of previous equity awards, the setting of salaries, the granting of bonus awards, and severance arrangements. The Committee shall provide a report to the Board regarding such grants at the next regularly scheduled Board meeting following the date of such grants.
- D. The Committee shall review and make recommendations to the Board regarding all executive officers' employment agreements and severance arrangements.
- E. The Committee shall make recommendations to the Board regarding whether and how to repurchase securities from terminated employees.
- F. The Committee shall periodically review all annual bonus, long-term incentive compensation, stock option, employee pension 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 performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
  - iii. determining whether any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
  - iv. making recommendations to the Board regarding all amendments to, and terminations of, all compensation plans and any awards under such plans; and

- v. determining awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers, including stock options and other equity rights (e.g., restricted stock, stock purchase rights).

Any such determination under this Paragraph F relating to one or more executive officers of the Company shall be subject to Board ratification.

- G. The Committee may recommend to the Board the establishment of policies concerning perquisite benefits and shall periodically review such policies.
  - H. The Committee shall oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility.
  - I. The Committee shall make recommendations to the Board regarding the Company's policy with respect to change of control or "parachute" payments.
  - J. The Committee shall review executive officer and director indemnification matters and shall recommend to the Board a course of action regarding whether to indemnify an officer or director.
  - K. The Committee shall review the Compensation Discussion & Analysis as may be required by the Securities and Exchange Commission's (the "SEC") rules and regulations, and recommend to the Board whether the Compensation Discussion & Analysis should be included in the Company's annual proxy statement or other applicable SEC filings. The Committee shall prepare and approve the Compensation Committee Report, as it may be required by the SEC's rules and regulations, for inclusion in the Company's annual proxy statement or other applicable SEC filings.
  - L. 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.
  - M. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.
- 6. 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.