

**CHARTER FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
RA MEDICAL SYSTEMS, INC.**

(Adopted on July 26, 2018 and effective upon the effectiveness of the registration statement relating to the Company's initial public offering.)

PURPOSE

The purpose of the Audit Committee of the Board of Directors (the "Board") of Ra Medical Systems, Inc. (the "Company") shall be to:

- provide oversight of all material aspects of the Company's accounting and financial reporting processes and the audit of the Company's financial statements;
- assist the Board in oversight of (i) the integrity of the Company's financial statements, (ii) the Company's internal accounting and financial controls, (iii) the Company's compliance with legal and regulatory requirements, (iv) the design, implementation and performance of the Company's internal audit function (when established), and (v) the independent auditor's qualifications, independence, and performance;
- provide the Board with the results of the Audit Committee's monitoring and recommendations derived therefrom;
- provide to the Board such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board; and
- prepare the report that the rules of the Securities and Exchange Commission (the "SEC") require be included in the Company's annual proxy statement.

MEMBERSHIP REQUIREMENTS

The Audit Committee members will be appointed by, and will serve at the discretion of, the Board. Audit Committee members may be replaced by the Board. The Audit Committee will consist of at least three members of the Board, subject to any available exception. Members of the Audit Committee must meet the following criteria (as well as any additional criteria required by the New York Stock Exchange (the "NYSE") and the SEC and subject to any transitional period provided for under the NYSE criteria):

- each member must be an independent director in accordance with (i) the Audit Committee requirements of the NYSE and (ii) the rules of the SEC;
- no member may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years;
- each member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement;
- at least one member must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, by virtue of such member's past employment experience in finance or accounting, requisite professional certification in finance or accounting, or any other comparable experience or background which results in such individual's financial sophistication;
- at least one member of the Audit Committee shall be an "audit committee financial expert," as determined by the Board in accordance with SEC rules; and
- no member may serve on the audit committees of more than three public companies, unless the board of directors shall have determined that such simultaneous service would not impair the ability of that member to effectively serve on the Company's Audit Committee.

The Board may designate one member of the Audit Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

The following are the principal recurring responsibilities of the Audit Committee. The Audit Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Audit Committee deem appropriate. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. The Audit Committee shall appoint and oversee the work of the independent auditors, approve the compensation of the independent auditors and review and, if appropriate, discharge the independent auditors. In this regard, the independent auditors shall report directly to the Audit Committee, and the Audit Committee shall have the sole authority to approve the hiring and discharging of the independent auditors, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditors.
2. The Audit Committee shall pre-approve (or, where permitted under the rules of the SEC, subsequently approve) engagements of the independent auditors to render audit or non-audit services and/or establish pre-approval policies and procedures for such engagements, provided that (i) such policies and procedures are detailed as to the particular services rendered, (ii) the Audit Committee is informed of each such service and (iii) such policies

and procedures do not include delegation to management of the Audit Committee's responsibilities under the Securities Exchange Act of 1934, as amended.

3. The Audit Committee shall review the independence of the independent auditors, including (i) obtaining on a periodic basis a formal written statement from the independent auditors delineating all relationships between the independent auditors and the Company, consistent with all applicable laws and regulations, including the requirements of the Public Company Accounting Oversight Board, (ii) maintaining an active dialogue with the independent auditors, covering any disclosed relationship or services that may impair their objectivity and independence, (iii) presenting this statement to the Board and (iv) to the extent there are any such relationships, monitoring and investigating them and, if necessary, taking, or recommending to the Board that the Board take, appropriate action to oversee the independence of the outside auditors. The Audit Committee shall set clear hiring policies for employees or former employees of the independent auditors.
4. The Audit Committee shall evaluate, at least annually, the independent auditors' qualifications, performance and independence, which evaluation shall include a review and evaluation of the lead partner of the independent auditors and consideration of whether there should be rotation of the lead audit partner or the auditing firm, and take appropriate action to oversee the independence of the independent auditors. The Audit Committee shall, at least annually, obtain and review a report by the independent auditor describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm; the published results of any audit of such firm by the Public Company Accounting Oversight Board; the published results of any inquiry or investigation of such firm by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company.
5. The Audit Committee shall review, in consultation with the independent auditors, the annual audit plan and scope of audit activities and monitor such plan's progress.
6. The Audit Committee shall discuss and, as appropriate, review with management and the independent auditors the Company's annual and quarterly financial statements and annual and quarterly reports on Forms 10-K and 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," discuss with the independent auditors any other matters required to be discussed by Statement on Auditing Standards 114, and recommend to the Board whether the audited financial statements and Management's Discussion and Analysis should be included in the Company's Form 10-K.
7. The Audit Committee shall discuss with management, the internal auditor and the independent auditors significant financial reporting issues raised and judgments made in connection with the preparation of the Company's financial statements, including the review of (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting

principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues raised and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements; and (iv) the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance to be provided to analysts and rating agencies.

8. The Audit Committee shall receive, review and discuss quarterly reports from the independent auditors on (i) the major critical accounting policies and practices to be used; (ii) significant alternative treatments of financial information within GAAP that have been discussed with management; (iii) ramifications of the use of such alternative disclosures and treatments; (iv) any treatments preferred by the independent auditors; (v) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences; and (vi) other matters required to be communicated to the Audit Committee under generally accepted auditing standards and other legal or regulatory requirements.
9. The Audit Committee shall review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditors' activities or on access to requested information, and any significant disagreements with management. The Audit Committee shall resolve any disagreements between management and the independent auditors regarding financial controls or financial reporting.
10. The Audit Committee shall discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
11. The Audit Committee shall discuss, in a general manner, earnings press releases and financial information and earnings guidance to be provided to analysts and rating agencies, including any proposed use of "pro forma" or "adjusted" non-GAAP information.
12. The Audit Committee shall approve the Company's investment policy, review and discuss quarterly reports concerning the Company's investments and financial condition, and discuss periodic management reports relating to financial risk and financial risk management, including an annual report from management concerning levels of insurance coverage and risks covered.
13. The Audit Committee shall oversee management's processes and policies for identifying, monitoring and addressing enterprise risks, and shall evaluate and discuss with management its assessments of matters relating to enterprise risks. The Committee shall oversee and monitor management's plans to address such risks and shall review with management the

risk factors set forth in the Company's periodic SEC filings. In connection with its review of enterprise risk, management's assessment thereof and any draft risk factors presented by management, the Committee shall be entitled to rely on management's identification and assessment of the operational, financial, strategic, regulatory and other risks described.

14. The Audit Committee shall: (i) review and discuss the overall objectives, scope, staffing, organizational structure, resources and activities of the internal audit function; (ii) review and concur in the appointment or, if applicable, the reassignment or dismissal of the senior internal auditing executive; (iii) review and discuss with management and the internal auditors the process used in developing the internal audit plan, the scope of the internal audit plan, significant changes in the planned scope of the internal audit plan and the coordination of the internal audit plan with the independent audit; (iv) discuss with the independent auditor the responsibilities, budget and staffing of the company's internal audit function; (v) review and discuss with the internal auditors the results of the internal audit program, significant issues in internal audit reports and responses by management; and (vi) review and discuss the performance and effectiveness of the internal audit function.
15. The Audit Committee shall discuss with the Company's counsel legal matters that may have a material impact on the financial statements or the Company's compliance procedures, or are required to be disclosed in the Company reports to the SEC.
16. The Audit Committee shall review the adequacy and effectiveness of the Company's internal control policies and procedures on a regular basis, including the responsibilities, budget and staffing of the Company's audit function, as well as any special audit steps adopted in light of material control deficiencies, through inquiry and discussions with the Company's independent auditors and management. In addition, the Audit Committee shall review the reports prepared by management, and attested to by the Company's independent auditors, assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under SEC rules. The Audit Committee shall review disclosures regarding the Company's internal controls that are required to be included in SEC reports.
17. The Audit Committee shall establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
18. The Audit Committee shall act as the Company's Qualified Legal Compliance Committee ("QLCC") for the purposes of internal and external attorney reporting under SEC rules. The Audit Committee shall establish procedures for the confidential receipt, retention and consideration of any attorney report to the QLCC.
19. The Audit Committee shall review and discuss with the Company's Disclosure Committee the adequacy and effectiveness of the company's disclosure controls and procedures.

20. The Audit Committee shall periodically review the Company's policy with respect to the Foreign Corrupt Practices Act and compliance therewith.
21. The Audit Committee shall monitor compliance with the portions of the Company's code of ethics applicable to its senior financial officers.
22. The Audit Committee shall monitor compliance with the Company's Policy and Procedures With Respect to Related Person Transactions and shall review and recommend to the Board for approval or ratification any Related Person Transaction (as defined therein).
23. The Audit Committee shall review and discuss the adequacy and effectiveness of the company's information security policies and the procedures and controls regarding information systems.
24. The Audit Committee shall oversee compliance with the requirements of the SEC for disclosure of auditor's services and Audit Committee member qualifications and activities.
25. The Audit Committee shall make regular reports to the Board, which reports shall include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, or the performance and independence of the Company's independent auditors or the performance of the internal audit function.
26. The Audit Committee shall review and make recommendations to the Board concerning the Company's directors' and officers' liability insurance.
27. The Audit Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval.
28. At least annually, the Audit Committee shall evaluate its performance.
29. The Audit Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

OPERATIONS

The Audit Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary. The Audit Committee will maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board. The chairperson of the Audit Committee will preside at each meeting. The chairperson will approve the agenda for the Audit Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Audit Committee members present. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Audit Committee may act only upon approval of a majority of its members at a meeting at which a quorum is present. The action of the Audit Committee at a meeting at which a quorum is present shall be the act of the Audit Committee. The Audit Committee may act in writing

by the unanimous consent (which may include electronic consent) of its members in lieu of a meeting in accordance with the Company's Bylaws.

The Audit Committee may invite the Lead Director, if any, Chairman of the Board, if any, the Chief Executive Officer or others to attend all or a portion of its meetings. The Audit Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. In addition, the Audit Committee shall meet periodically with management, with the head of internal audit and with the independent auditors in separate executive sessions to discuss any matters that the Audit Committee or any of these persons or groups believes should be discussed privately.

The Audit Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company, (ii) compensation to any advisers employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate for carrying out its duties.

In the course of its duties, the Audit Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.

The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Audit Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit Committee as a whole.

COMPENSATION

Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Audit Committee may not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.

LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditors.

It is recognized that the members of the Audit Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Audit Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Audit Committee receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee, in either instance absent actual knowledge to the contrary.