

**CHARTER OF THE COMPENSATION 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 Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Ra Medical Systems, Inc. (the "Company") is to:

- Provide oversight of the Company's compensation policies and plans and benefits programs, and overall compensation philosophy;
- Review and approve, or make recommendations to the independent members of the Board regarding, corporate goals and objectives relevant to the Company's Chief Executive Officer ("CEO") compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation;
- Review and approve, or make recommendations to the independent members of the Board with respect to non-CEO executive officer compensation, and incentive compensation and equity-based plans that are subject to Board approval;
- Administer the Company's equity compensation plans for its executive officers, employees and other service providers and the granting of equity awards pursuant to such plans or outside of such plans; and
- Prepare the report of the Committee required by the rules and regulations of the Securities and Exchange Commission (the "SEC").

The Committee shall seek to structure the Company's compensation plans, policies and programs in order to attract and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward and promote the success of the Company's business. In reviewing and approving the Company's annual and long-term incentive compensation plans for executive officers and other senior executives, including equity incentive plans, the Committee shall consider the results, if any, of the most recent stockholder advisory vote on executive compensation required by Section 1614A of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

MEMBERSHIP REQUIREMENTS

1. Membership and Appointment. The Committee will consist of at least two (2) members of the Board. Members of the Committee will be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the SEC or the securities exchange on which the Company's securities are listed or such other qualifications as are established by the Board from time to time; provided, however, that the Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering:
 - Each member of the Committee will meet the independence requirements of the listing standards of the securities exchange on which the Company's securities are listed.
 - Unless determined otherwise by the Board, each member of the Committee will be a "non-employee director" as defined in Rule 16b-3 promulgated under Section 16 of the Exchange Act.
3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the members of the Committee.

AUTHORITY AND RESPONSIBILITIES

The Committee following are the principal recurring responsibilities and duties of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request:

1. Set Compensation for Executive Officers. The Committee will:
 - Review at least annually and approve or recommend to the Board or independent members of the Board for approval the corporate goals and objectives applicable to the compensation of the CEO, evaluate the CEO's performance in light thereof, and consider factors related to the performance of the Company in reviewing and approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
 - Review and approve annually or recommend to the Board or independent members of the Board for approval the CEO's (a) base salary, (b) incentive bonus, including the specific goals and amount, (c) equity compensation, (d) any employment agreement, severance arrangement or change in control protections, and (e) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs). In determining the long-term incentive component of CEO compensation, the Committee may consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.

- In consultation with the CEO, review and approve or recommend to the Board or independent members of the Board for approval items (a) through (e) for the other individuals who are “officers” of the Company under Rule 16a-1(f) promulgated under the Exchange Act (the “Executive Officers”).
- Review and approve or recommend to the Board or independent members of the Board for approval any compensatory contracts or similar transactions or arrangements with current or former Executive Officers, including consulting arrangements, employment contracts, severance or termination arrangements, which will include any benefits to be provided in connection with a change in control. In this regard, the Committee will have the power and authority to adopt, amend and terminate such contracts, transactions, or arrangements.

2. Oversee Compensation Plans and Programs. The Committee will:

- Review, approve or recommend to the Board or independent members of the Board for approval, and administer annual and long-term incentive compensation plans for service providers of the Company, including Executive Officers and other senior executives, including:
 - Establishing performance objectives and certifying performance achievement.
 - Reviewing and approving all equity incentive plans and grant awards of shares and stock options pursuant to such plans.
 - Adopting, amending and terminating any such plans.
- Administer the Company’s equity incentive plans. In its administration of the plans, the Committee may (i) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines as may be established by the Board, and (ii) amend such stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards. The Committee may also adopt, amend and terminate such plans, including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval. If the Board has authorized any other committees of the Board or executive officers (in accordance with Section 157(c) of the Delaware General Corporation Law) to approve the grant of awards under the Company’s equity incentive plans, the Committee will receive and review periodic reports of the activities of such committees.
- Oversee the Company’s overall compensation philosophy, compensation plans and benefits programs that the Committee deems appropriate and approve, or make recommendations to the Board or independent members of the Board for approval with respect to improvements or changes to such plans or programs or the termination or the adoption of plans or programs when appropriate.
- In connection with executive compensation programs:

- Review and approve new executive compensation programs;
- Review on a periodic basis the operations of the Company’s executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and
- Establish and periodically review policies for the administration of executive compensation programs.
- Periodically review executive compensation programs and total compensation levels, including the impact of tax and accounting rules changes.
- If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (any such vote, a “Say-on-Pay Vote”), taking into account the results of the most recent stockholder-advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay-Vote to be included in the Company’s annual proxy statement.
- Evaluate director compensation, including equity compensation, and make recommendations to the Board regarding director compensation.
- Review and discuss annually with management the risks arising from the Company’s compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate such risks.
- If the Board adopts stock ownership guidelines applicable to members of the Board and/or Executive Officers, periodically review such guidelines and recommend any proposed changes to the Board.

3. Compliance and Governance. The Committee will:

- Review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Committee will also review and recommend the final CD&A to the Board for inclusion in the Company’s annual report on Form 10-K or proxy statement, to the extent required of the Company.
- Prepare a report of the Committee required by the rules and regulations of the SEC to be included with the Company’s annual report on Form 10-K or proxy statement.
- Oversee the Company’s submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the listing standards of the securities exchange on which the

Company's securities are listed) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

4. Committee Charter Review. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
5. Performance Review. The Committee shall review and assess the performance of the Committee on an annual basis.
6. Reporting to the Board of Directors. The Committee will report regularly to the Board regarding its activities and recommendations.

The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

OPERATIONS

The Committee will set its own schedule of meetings, with the option of holding additional meetings at such times as it deems necessary. The 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 Committee will preside at each meeting. The chairperson will approve the agenda for the 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 Committee members present. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The 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 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 Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. Neither the CEO or any executive officer may be present during the portions of any meeting when his or her performance or compensation is being deliberated or determined.

The Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors as necessary or appropriate (each, an "Advisor") to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and New York Stock Exchange prior to selecting and receiving advice from such Advisors. The Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Committee is not required to assess the independence of any Advisor that acts in a role limited to (1) 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 and/or (2) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor

does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee will be directly responsible for the appointment, compensation and oversight of any Advisors retained by the Committee, including having sole authority to approve related fees and retention terms for such Advisors. The Company will provide the Committee with appropriate funding, as such Committee determines, for the payment of compensation to any Advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the 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 Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Committee as a whole.

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.