

REPRO MED SYSTEMS, INC.
Compensation Committee Charter

This Compensation Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of REPRO MED SYSTEMS, INC., (the “Company”) and establishes the authority and responsibilities delegated to it by the Board.

1. Purpose. The purpose of the Committee is to (i) oversee the annual self-evaluation of the Board and the annual evaluation of the performance of management, (ii) oversee Board, executive officer and other officer compensation and (iii) to make recommendations to the Board relating to Board, executive officer and other officer compensation to be approved by the Board.

2. Committee Members.

2.1 Composition and Appointment. The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time with or without cause. Members shall serve until their successors are appointed by the Board.

2.2 Qualifications. Each member of the Committee shall be independent. To be “independent,” each member of the Committee must meet the independence and other requirements of (i) applicable federal securities law, including the rules and regulations of the Securities and Exchange Commission (“SEC”), and (ii) the stock exchange or national inter-dealer quotation system upon which the Company’s securities are then listed for trading, and if the Company’s securities are not listed for trading upon any stock exchange or national inter-dealer quotation system, then of the Nasdaq Stock Market or the New York Stock Exchange (as applicable, collectively, the “Standards”).

3. Authority.

3.1 Advisors. The Committee shall have the authority to (i) in its sole discretion, select, retain and obtain the advice of a compensation consultants and independent legal and other advisors (“Advisors”) as it deems necessary to fulfill its responsibilities under this charter, (ii) determine the compensation of such Advisors, (iii) directly oversee the work of such Advisors and (iv) terminate the engagement of such Advisors. All conflicts of interest between proposed Advisors and members of the Committee shall be disclosed to the Board. The Committee will be directly responsible and will have sole authority for the appointment, compensation (including fees and other retention terms) and oversight of the work of any such Advisors.

3.2 Funding. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board for the payment of compensation and fees to its Advisors.

3.3 Subcommittees. The Committee shall have the authority to delegate authority and responsibilities to subcommittees as it deems proper, provided that no subcommittee shall consist of less than two members of the Committee.

4. Meetings.

- 4.1 **Frequency of Meetings.** The Committee shall meet at least once per fiscal quarter. The schedule for regular meetings of the Committee for each year shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable.
- 4.2 **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the independent members of the Board.
- 4.3 **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
- 4.4 **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.
- 4.5 **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. Executive Compensation.

- 5.1 **Compensation Philosophy and Strategy.** The Committee shall review the compensation philosophy and strategy of the Company and its subsidiaries and consult with the CEO, as it deems appropriate, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's shareholders.
- 5.2 **Comparison Analysis.** The Committee shall annually review market and industry data to assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Company's executive officers.
- 5.3 **Administration of Plans.** The Committee shall oversee the administration of the Company's incentive compensation and stock option and other equity based plans (including specific provisions) in which the CEO and other executive officers may be participants and make recommendations to the Board regarding such plans. In connection with overseeing the administration of such plans, the Committee shall have the authority to recommend to the Board to (i) approve option guidelines and general size of overall grants, (ii) make grants other than to the CEO, which requires the consent of the Board, (iii) interpret the plans, (iv) determine the rules and regulations relating to the plans, (v) modify or cancel existing grants and substitute new grants (with the consent of grantees), (vi) designate employees eligible to participate in the plans and (vii) impose limitations, restrictions and conditions upon any award as the Committee deems appropriate and as permitted under the applicable plan.

- 5.4 **Executive Compensation.** The Committee shall annually review and recommend to the Board the base salary, incentive compensation, deferred compensation, stock options, performance units and other equity based awards for the CEO. The CEO cannot be present during voting or deliberations regarding his or her own compensation.
- 5.5 **Officers.** The Committee shall annually review and recommend to the Board the compensation of the Company's other "officers" (as defined under Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended).
6. **CEO Performance.** The Committee shall annually evaluate the CEO's performance and take into account such performance evaluation in establishing the CEO's compensation.
7. **Special Recommendations to the Board.** The Committee shall review and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with the CEO or any other executive officer and (ii) any deferred compensation arrangement that is proposed to be entered into with the CEO or any other executive officer.
8. **Director Compensation Oversight.**
- 8.1 **Review of Director Compensation.** The Committee shall annually review and make recommendations to the Board regarding the compensation paid to the Company's directors. Such review shall include any fees paid for attendance at meetings of the Board and any of its committees and grants of stock options or other equity awards.
- 8.2 **Compliance With Restrictions.** The Committee shall monitor the amount of compensation proposed to be paid to any director and the compliance with the Company's equity compensation plans. In addition, the Committee shall monitor the effect that compensation proposed to be paid to a director will have on the director's ability to be considered "independent" under the Standards. The Committee shall advise the Board if any compensation proposed to be paid to a director would violate the Company's equity compensation plans or impact on the director's independence.
9. **Reports and Assessments.**
- 9.1 **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board and the Nominating and Governance Committee of its assessment and of its recommendation for any changes to the Charter.
- 9.2 **Committee Self-Assessment.** The Committee shall annually review and make a self-assessment of its performance and shall report the results of such self-assessment to the Board and the Nominating and Governance Committee.
- 9.3 **Annual Report on Compensation.** The Committee shall annually advise the Board as to whether the Company's executive officer compensation arrangements are appropriate.
- 9.4 **Proxy Statement Report.** The Committee shall review and discuss with management the Company's CD&A (if required) and related executive compensation information, recommend that the CD&A (if required) be included in the Company's proxy statement for the annual meeting of shareholders or Annual Report on Form 10-K filed with the

SEC and prepare an annual report on executive compensation as required by the rules and regulations of the SEC and submit it to the Board for inclusion in the Company's proxy statement prepared in connection with its annual meeting of shareholders or Annual Report on Form 10-K filed with the SEC.

- 9.5 **Board Reports.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.