

CORINDUS VASCULAR ROBOTICS, INC.
COMPENSATION COMMITTEE CHARTER

Organization

There shall be a compensation committee appointed by the Board of Directors (the “Board”) of Corindus Vascular Robotics, Inc., a Delaware corporation (the “Company”), comprised of members of the Board (the “Committee”).

The Committee shall consist of three or more directors as determined by the Board, each of whom shall be free from any relationship that in the opinion of the Board would interfere with the exercise of independent judgment as a member of the Committee. Each member shall be a “non-employee director” as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, at least two members shall be an “outside director” as defined in Section 162(m) (“Section 162(m)”) of the Internal Revenue Code of 1986, as amended (the “Code”). Each member of the Committee shall also be independent in accordance with the Exchange Act and the rules of NYSE American LLC (the “NYSE American”). If at any time the Company is a smaller reporting company, as defined in the Exchange Act, and the Committee consists of three directors, one director who is not independent as defined in Section 803A of the NYSE American LLC Company Guide, and is not a current officer or employee or an immediate family member of such person, may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by such director is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual meeting proxy statement (or in its next annual report on SEC Form 10-K) subsequent to such determination, the nature of the relationship and the reasons for that determination. A director appointed to the Committee pursuant to this exception to the independence standards may not serve on the Committee for in excess of two years.

A chairperson of the Committee (the “Chair”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chair by majority vote of the full Committee membership. The Chair shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The members of the Committee shall be designated annually by a majority of the full Board, and may be removed at any time, with or without cause, by a majority of the full Board. Vacancies on the Committee shall be filled by a majority of the full Board.

The Committee may appoint a sub-committee consisting of at least two Committee members to exercise any and all of the powers and authority of the Committee as provided in the resolutions establishing such sub-committee.

Statement of Policy

The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders and the investment community relating to developing policies and making specific recommendations to the Board with respect to the direct and indirect compensation of the

Company's executive officers. The goal of these policies is to ensure that an appropriate relationship exists between executive pay and the creation of shareholder value, while at the same time motivating and retaining executive officers.

Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board and shareholders that the compensation practices of the Company are in accordance with all applicable requirements and are aligned with the Company's goals and objectives. The following duties and responsibilities of the Committee are intended as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law. The Committee shall also produce an annual report on executive compensation for inclusion in the Company's proxy statement, if applicable, in accordance with applicable rules and regulations.

In carrying out these responsibilities, the Committee will:

Setting Compensation for Executive Officers and Directors

- Review and recommend to the Board the Company's goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance with respect to such goals, and subject to existing contractual obligations, and recommend to the Board the CEO's compensation level based on such evaluation.
- Consider the CEO's recommendations with respect to the compensation of other executive officers.
- Evaluate the Company's performance both in terms of current achievements and significant initiatives with long-term implications.
- Assess the contributions of individual executive officers and recommend to the Board levels of base salary and incentive compensation payable to executive officers of the Company.
- Compare compensation levels with those of peer companies.
- Review financial, human resources and succession planning within the Company.
- Review and recommend for Board approval all compensation packages for new executive officers and termination packages for executive officers as requested by management.
- Review all compensation policies and practices for all employees to determine whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
- Review and recommend to the Board the compensation of the non-management directors.

- If the Company is required by applicable Securities and Exchange Commission (“SEC”) rules to include a Compensation Discussion and Analysis (“CD&A”) in its SEC filings, review the CD&A prepared by management, discuss the CD&A with management, as necessary, and, based on such review and discussions, recommend to the Board that the CD&A be included in the Company’s Annual Report on Form 10-K, proxy statement, or any other applicable filing as required by the SEC.
- Recommend to the Board that the stockholders of the Company approve, on an advisory basis, the compensation of the named executive officers of the Corporation, as disclosed in the Corporation’s proxy statement, if such proposal will be contained in the Corporation’s proxy statement.
- Recommend to the Board the frequency of holding a vote on the compensation of the Corporation’s named executive officers, if such proposal will be contained in the Corporation’s proxy statement.
- Periodically review executive supplementary benefits and, as appropriate, the organization’s retirement, benefit, and special compensation programs involving significant cost.

A sub-committee which meets the requirements of Section 162(m) shall perform all of the above-described duties and responsibilities relating to compensation of the Chief Executive Officer and other executive officers to the extent that the Committee intends such compensation to meet the requirements of Section 162(m) of the Code for performance-based compensation.

Monitoring Incentive- and Equity-Based Compensation Plans

- Recommend to the Board the establishment and administration of incentive compensation plans and programs and employee benefit plans and programs.
- Recommend to the Board the payment of additional year-end contributions by the Company under certain of its retirement plans, if applicable.
- Grant equity incentives to key employees of the Company and administer the Company’s equity incentive plans.

Compensation Advisors

- In its sole discretion, retain or obtain the advice of or terminate a compensation consultant, independent legal counsel or other advisor used by the Company to assist in the evaluation of director, CEO or other executive officer compensation.
- Be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee.
- Select or receive advice from a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all relevant factors, including the following:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other advisor, including stock of the Company owned by their immediate family members; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

The foregoing shall not be construed (a) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other advisor to the Committee; or (b) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

The Committee shall conduct the independence assessment outlined above at least annually with respect to any compensation consultant, legal counsel or other advisor that provides advice to the Committee, other than (a) in-house legal counsel; and (b) any compensation consultant, legal counsel or other advisor whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (x) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (y) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

There is no requirement that a compensation consultant, legal counsel or other compensation advisor be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation advisor. The Committee may select or receive advice from any compensation advisor that it prefers, including ones that are not independent, after considering the six independence factors outlined above.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Committee.

General

- Monitor compliance with legal prohibition on loans to directors and executive officers of the Company and with all other applicable laws affecting employee compensation and benefits.
- Conduct such reviews and assessments of any adviser as may be required by the rules of the NYSE American and the rules and regulations of the Securities and Exchange Commission (“SEC”).
- Review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
- Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each committee meeting with, the Board.
- Investigate, within the scope of its duties, any matter brought to its attention.
- Review and discuss with management the disclosures that may be required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the SEC.
- Evaluate the outcome of the advisory vote of the shareholders regarding “say on pay” and make recommendations or take appropriate actions in response to such advisory vote.
- Take any other actions as may be required from time to time by applicable law, the rules of the NYSE American, the rules and regulations of the SEC, this Charter, the Company’s bylaws or as the Committee or the Board deem necessary or appropriate.

Committee Performance Evaluation

The Committee may periodically conduct an evaluation of its performance in fulfilling its responsibilities and meeting its goals, as outlined above.

Meetings

Committee meetings may be held in person or by telephone or other communications equipment through which all persons participating in the meeting can hear each other. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee may delegate matters within its responsibility to subcommittees composed of certain of its members upon the vote of a majority of the Committee. The Committee may appoint a Secretary, upon the vote of a majority of the Committee, whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee or otherwise at the direction of a Committee

member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position. The Committee shall meet as required, keep a record of its proceedings, if appropriate or needed, and report thereon from time to time to the Board. The Company's Board of Directors initially approved a Compensation Committee Charter on October 17, 2014. Thereafter, the Company's Board of Directors revised the charter on April 30, 2015, June 22, 2017, April 10, 2018 and March 6, 2019.

CORINDUS VASCULAR ROBOTICS, INC.

By: /s/ David W. Long
David W. Long, Secretary