

**Bovie Medical Corporation**  
**Compensation Committee Charter**  
Effective April 1, 2009

**Purpose**

The Compensation Committee (the "Committee") of the Board of Directors of Bovie Medical Corporation, a Delaware corporation shall discharge the responsibilities relating to the compensation of the Company's executive officers (including the Company's chief executive officer), and for incentive compensation, equity-based plans as further provided in this Charter. For this purpose, compensation shall include:

- annual base salary;
- annual incentive opportunity;
- stock option and/or other equity participation plans;
- profit-sharing plans;
- long-term incentive opportunity;
- the terms of employment agreements, severance arrangements, change in control agreements and other similar agreements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments that are deemed compensation under applicable rules and regulations of the Securities and Exchange Commission and the NYSE.

**Composition**

The Committee shall be comprised of three (3) or more directors appointed by the Board, all of whom shall be independent directors, and meet the independence requirements as outlined per the rules of the NYSE and the Securities and Exchange Commission. Members of the Committee shall be appointed and removed only by the Board. The Chairperson of the committee shall be selected by the affirmative vote of the majority of the Committee. A majority of the members of the Committee present at any of its meetings shall comprise a quorum.

**Meetings**

The Committee shall meet at least once annually, either in person or telephonically, and at such other times as it deems necessary to fulfill its responsibilities and duties set forth in the Charter. The Committee shall keep a written record of its meetings and actions and shall file a copy of such record in the corporate minutes of the Company.

## **Responsibilities and Duties**

1. Review and approve the Company's compensation strategy to ensure it is appropriate to continue to attract, retain and motivate senior management and other key employees.
2. To review, identify and present recommendations to the Board in establishing the appropriate incentive compensation and equity-based compensation plans and recommend stock option and other stock incentive awards for senior executive officers to the Board and to administer such plans;
3. To annually review executive compensation programs, annually review and approve goals and objectives relevant to CEO and other executive officers.
4. To review the annual Compensation Discussion and Analysis and recommend to the Board of Directors that the CD&A be included in the Corporation's annual proxy statement, and incorporated by reference into the Corporation's Annual Report on Form 10-K.
5. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
6. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.
7. Publicly disclose this charter and any such amendments at the times and in the manner required by the SEC, NYSE and/or any other regulatory body or stock exchange having authority over the Corporation, and in all events post this charter and such amendments on the Corporation's website.

## **Authority**

The Committee will be given the resources and authority necessary to discharge its duties and responsibilities, and shall have:

- the authority to retain or terminate consultants to assist the Committee in the evaluation of director, CEO or senior executive compensation;
- unrestricted access to Company personnel, records and documents;
- the authority to request any officer or employee of the Company or the Company's external legal, accounting or other advisors, as it deems necessary or appropriate to attend a meeting or to meet with any members of, or advisors or consultants to the Committee. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications; and
- the ability to form and delegate authority to subcommittees when appropriate.