

ANNEX A

CONMED CORPORATION

AUDIT COMMITTEE CHARTER

Amended and Restated as of March 17, 2004

- I. Composition of the Audit Committee: The Audit Committee shall be comprised of at least three directors. Each such director (i) shall be “independent” under the rules of the Nasdaq Stock Market, Inc. and the provisions of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder (the “2002 Act”), and (ii) should not accept and should not permit any member of such director’s immediate family to accept (during such director’s service on the Audit Committee and during the three years preceding such director’s service on the Audit Committee) any consulting, advisory or other compensatory fee from the issuer other than in his or her capacity as a member of the Board or any committee of the Board, and (iii) is not an affiliate of the Company within the meaning of any rules established by the Securities and Exchange Commission (the “SEC”) for these purposes. . All members of the Audit Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement, and the Audit Committee shall have at least one member who is an “audit committee financial expert”, as defined by the SEC for purposes of the 2002 Act.

No director may serve as a member of the Audit Committee if such director serves on the audit committee of more than two other public companies unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee, and discloses this determination in the Company’s annual proxy statement. No member of the Audit Committee may receive (or shall have received during the preceding three years) any compensation from the Company other than (i) director’s fees, which may be received in cash, stock options or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive. In addition, no member of the immediate family of a member of the Audit Committee may receive any compensation from the Company.

Members shall be appointed by the Board based on nominations by the Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

The Audit Committee shall designate one member of the Audit Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue.

- II. Purposes of the Audit Committee: The purposes of the Audit Committee are to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company, and to assist the Board of Directors:

III.

1. in its oversight of the Company's accounting and financial reporting principles and policies and internal accounting controls and procedures;
2. in its oversight of the Company's financial statements and the independent audit thereof;
3. in nominating the outside auditors to be proposed for shareholder approval in any proxy statement, evaluating and, where deemed appropriate, replacing the outside auditors;
4. in evaluating the independence of the outside auditors;
5. by pre-approving all services permitted by the 2002 Act to be performed by the independent auditors;
6. by pre-approving all related party transactions;
7. by receiving and reviewing any reports concerning internal controls and/or disclosure controls;
8. by establishing procedures for (a) the receipt, retention and treatment of complaints by the Company regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
9. by receiving and reviewing any reports required by or otherwise contemplated by the 2002 Act and, as appropriate, responding to such reports; and
10. preparing such reports required of the Audit Committee by the SEC for inclusion in the Company's annual proxy or otherwise.

The function of the Audit Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management and the internal accounting and financial departments are responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The outside auditors are responsible for planning and carrying out a proper audit and reviews, including reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing including in respect of auditor independence, although at least one member of the Audit Committee must be an "audit committee financial expert" as defined by the SEC for purposes of the 2002 Act. As such, 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 each member, to the extent that he or she, in the exercise of business judgment, determines such reliance to be appropriate, of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from, (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors), and (iii) representations made by management as to any information technology, internal audit and any non-audit services provided by the auditors to the Company.

The outside auditors for the Company are ultimately accountable to the Board of Directors (as assisted by the Audit Committee). The Board of Directors, with the assistance of the Audit Committee, has the ultimate authority and responsibility to nominate and evaluate the outside auditors to be proposed for shareholder approval in the proxy statement, and, where appropriate, to replace such auditors.

The outside auditors shall submit to the Company annually a formal written statement delineating all relationships between the outside auditors and the Company ("Statement as to Independence"), addressing each non-audit service provided to the Company and the matters set forth in Independence Standards Board No. 1.

The outside auditors shall submit to the Audit Committee annually a formal written statement of fees billed in each of the last two fiscal years for each of the following categories of services rendered by the outside auditors: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q ; or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the outside auditors , in the aggregate and by each service.

- III. Meetings of the Audit Committee: The Audit Committee shall meet periodically, as circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements. The Audit Committee shall also meet separately at least annually with management, the officers of the Company responsible for internal accounting and financial controls and the outside auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. Members of the Audit Committee may participate in a meeting of the Audit

Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

IV. Duties and Powers of the Audit Committee: To carry out its purposes, the Audit Committee shall have the following duties and powers:

1. with respect to the outside auditor,
 - (i) to be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting), who shall report directly to the Audit Committee ;
 - (ii) to be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Audit Committee;
 - (iii) to pre-approve or adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors , and to review the fees charged by the outside auditors for audit and non-audit services;
 - (iv) to ensure that the outside auditors prepare and deliver annually a Statement as to Independence (it being understood that the outside auditors are responsible for the accuracy and completeness of this Statement), to discuss with the outside auditors any relationships or services disclosed in this Statement that may impact the objectivity and independence of the Company's outside auditors and to recommend that the Board of Directors take appropriate action in response to this Statement to satisfy itself of the outside auditors' independence;
 - (v) to consider whether the outside auditors' provision of non-audit services to the Company is compatible with maintaining the independence of the outside auditors; and
 - (vi) to instruct the outside auditors that the outside auditors are ultimately accountable to the Board of Directors and Audit Committee;
 - (vii) to obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing critical accounting policies and practices used, alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and

the treatment preferred by the independent auditors and management, and any material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences;

- (viii) to review and evaluate the qualifications, performance and independence of the lead partner of the independent auditors;
 - (ix) to discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner, and to consider whether there should be a regular rotation of the audit firm itself;
 - (x) to review and approve all related party transactions of the Company ; and
 - (xi) to take into account the opinions of management and the internal officer or officers of the Company responsible for internal accounting and financial controls in assessing the independent auditors’ qualifications, performance and independence;
2. with respect to the internal officer or officers of the Company responsible for internal accounting and financial controls,
- (i) to review the appointment and replacement of the officer or officers of the Company responsible for internal accounting and financial controls; and
 - (ii) to advise that he or she is, or they are, expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by any internal or other auditor and management's responses thereto;
3. with respect to accounting principles and policies, financial reporting and internal control over financial reporting,
- (i) to advise management and officers responsible for internal accounting and financial controls that they are expected to provide to the Audit Committee a timely communication of significant financial reporting issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;
 - (ii) to consider any reports or communications (and management's and any other internal responses thereto) submitted to the Audit Committee by the outside auditors, including, but not limited to, reports or communications required by or referred to in Statements on Auditing Standards Nos. 61, 89 and 90 (as codified by AU Section 380), as may be modified or supplemented, including reports and communications related to:

- deficiencies noted in the audit in the design or operation of internal controls including significant deficiencies or material weaknesses, in internal control identified during the audit or other matters relating to internal control over financial reporting;
- consideration of fraud in a financial statement audit;
- detection of illegal acts;
- the outside auditor's responsibility under generally accepted auditing standards;
- any restriction on audit scope
- significant accounting policies, or matters that otherwise are required to be disclosed to the Audit Committee, which the Audit Committee may discuss with the auditor's national office as the Audit Committee may deem necessary, with respect to auditing or accounting issues presented by the engagement team;
- management judgments and accounting estimates;
- any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise);
- the responsibility of the outside auditor for other information in documents containing audited financial statements;
- disagreements with management;
- consultation by management with other accountants;
- major issues discussed with management prior to retention of the outside auditor;
- difficulties encountered with management in performing the audit;
- the outside auditor's judgments about the quality of the entity's accounting principles; and
- reviews of interim financial information conducted by the outside auditor;

- (iii) to meet with management, the officer or officers of the Company responsible for internal accounting and financial controls and/or the outside auditors:
- to discuss the scope of the annual audit;
 - to discuss the audited financial statements, including the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations ;
 - to discuss any significant matters arising from any audit or report or communication referred to in items 2(ii) or 3(ii) above, whether raised by management, the officer or officers of the Company responsible for internal accounting and financial controls, or the outside auditors, relating to the Company's financial statements;
 - to discuss significant changes to the Company's financial and accounting principles, policies, controls, procedures and practices proposed or contemplated by the outside auditors, the officer or officers of the Company responsible for internal accounting and financial controls or management; and
 - to inquire about significant risks and exposures, if any, and the steps taken to monitor and minimize such risks; to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management;
 - to discuss any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company;
 - to review the form of opinion the independent auditors propose to render to the Board of Directors and shareholders; and
 - to discuss, as appropriate: (a) any 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; (b) analyses prepared by management and/or the independent auditors setting forth significant financial

reporting issues 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; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

- (iv) to inquire of the Company's chief executive officer and chief financial officer as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- (v) to obtain from the outside auditors assurance that the audit was conducted in a manner consistent with the auditing standards generally accepted in the United States of America and with applicable standards adopted or required by other regulators with respect to certain procedures to be followed in any audit of financial statements;
to discuss with the Company's General Counsel any significant legal matters that may have a material effect on the financial statements, the Company's compliance policies, including material notices to or inquiries received from governmental agencies;
to discuss and review the type and presentation of information to be included in earnings press releases;
- (viii) to discuss the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies;
- (ix) to establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;
- (x) to review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules or otherwise; and
- (xi) to establish hiring policies for employees or former employees of the independent auditors.

4. with respect to reporting and recommendations,

- (i) to prepare any report or other disclosures, including any recommendation of the Audit Committee, required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement;
- (ii) to review this Charter at least annually and recommend any changes to the full Board of Directors;

- (iii) to report its activities to the full Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.
- (iv) to prepare and review with the Board an annual performance evaluation of the Audit Committee, which evaluation must compare the performance of the Audit Committee with the requirements of this charter. The performance evaluation by the Audit Committee shall be conducted in such manner as the Audit Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

V. Delegation to Subcommittee. The Audit Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Audit Committee. The Audit Committee may, in its discretion, delegate to one or more of its members the authority (i) to pre-approve any audit or non-audit services to be performed by the independent auditors, and/or (ii) to pre-approve related party transactions, provided, in both cases, that any such approvals are presented to the Audit Committee at its next scheduled meeting.

VI. Resources and Authority of the Audit Committee: The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage outside auditors for special audits, reviews and other procedures and to retain special counsel and other experts or consultants without seeking approval of the Board or management. The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:

1. Compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
2. Compensation of any advisers employed by the Audit Committee; and;
3. Ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.