

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
DATASCOPE CORP.**

**I. Compensation Committee Purpose**

The Compensation Committee of the Board of Directors (the “Board of Directors”) of Datascope Corp. (the “Company”) is appointed by the Board of Directors to discharge the Board of Directors’ responsibilities relating to compensation of the Company’s executives, to produce an annual report on executive compensation for inclusion in the Company’s proxy statement and to oversee, review and advise the Board of Directors on the adoption of policies that govern the Company’s compensation, equity, and employee benefit plans and programs.

**II. Compensation Committee Membership**

**Appointment**

Compensation Committee members shall be appointed by the Board of Directors. The chairperson of the Compensation Committee shall be designated by a vote of the Board of Directors. If a Compensation Committee Chair is not designated, the members of the Compensation Committee may select a chairperson by majority vote of the Compensation Committee members.

**Term**

Each member of the Compensation Committee shall serve until his or her successor has been duly elected and qualified or his or her death, resignation or removal, if earlier.

**Qualifications**

The members of the Compensation Committee shall meet the requirements of the Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market, Inc. or such other exchange on which the Company’s securities are listed (the “Exchange”).

The Compensation Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom, subject to the following paragraph, shall be “independent” as defined under the rules of the Exchange and Section 162(m) of the Internal Revenue Code and shall be a “Non-Employee Director” as defined under Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

One director who is not “independent” under the rules of the Exchange, may be appointed to the Compensation Committee, if the Board of Directors, under certain exceptional and limited circumstances and pursuant to the requirements of the Exchange, determines that membership on the committee by the individual is in the best interests of the Company and its shareholders. A member appointed under this exception may not serve longer than two years.

### **III. Compensation Committee Structure and Operations**

The Compensation Committee shall meet in person or telephonically at least twice a year, or more frequently as circumstances dictate. The time and place of the meeting shall be determined by the Compensation Committee Chair. The Compensation Committee Chair shall prepare and/or approve an agenda in advance of each meeting. If the Compensation Committee Chair is not present for the meeting, the members of the Compensation Committee may designate a Chair for the meeting by majority vote. The Compensation Committee should consult privately with management or as a committee to discuss any matters that the Compensation Committee or management believes should be discussed.

The Compensation Committee shall maintain minutes of meetings and periodically report its actions to the Board of Directors. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent. The Chief Executive Officer of the Company (the “CEO”) may not be present during any voting or deliberations of the Compensation Committee regarding the CEO’s compensation.

### **IV. Compensation Committee Responsibilities and Duties**

1. Determine which employees are “executive officers” whose compensation is subject to the review and approval of the Compensation Committee.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO. Evaluate the CEO’s performance in light of the company’s goals and objectives. Determine, or recommend to the Board of Directors for determination, the CEO’s compensation level based on such evaluation.
3. Review and approve corporate goals and objectives relevant to the compensation of all the Company’s executive officers. Evaluate the Company’s executive officers performance in light of the company’s goals and objectives. Determine, or recommend to the Board of Directors for determination, the Company’s executive officers compensation based on such evaluations.
4. Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company’s executives.
5. Review annually the individual elements of total compensation for the CEO and all other executive officers and make recommendations to the Board of Directors with respect to the effectiveness of such elements of total compensation.
6. Review and approve employment agreements, including offer letters, between the Company and the CEO or executive officers, and any amendments thereto.

7. Approve issuances of any stock options to directors, officers, employees or consultants. Review and approve the adoption and amendment of any stock option or benefit plans.

8. Review and approve any separation packages, severance benefits or similar termination payments proposed to be made to any current or former executive officer of the Company.

9. Review the competitiveness of the Company's executive compensation programs including reviewing the compensation practices in the markets where the Company competes for executive talent to ensure (i) the attraction and retention of corporate officers, (ii) the motivation of corporate officers to achieve the Company's business objectives and (iii) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.

10. Ensure the administration and operation of the Company's compensation and benefit programs in a manner that is equitable, fair, and consistent with policies set forth herein. Oversee the development of new compensation plans.

#### **Other Compensation Committee Responsibilities**

1. Annually prepare a Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

2. Report to the Board of Directors on a regular basis, and not less than once per year.

3. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and to the extent required by the Company's policies, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

4. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

5. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law as the Compensation Committee or the Board of Directors deems appropriate.

6. Annually perform a self-assessment of the Compensation Committee's performance.

#### **V. Committee Resources**

The Compensation Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of counsel or other experts or consultants, as it deems

appropriate, without seeking approval of the Board of Directors or management. The expense of retaining such experts or consultants shall be borne by the Company.