

TELEFLEX INCORPORATED

Compensation Committee Charter

(Amended and Restated as of February 22, 2006)

Committee Membership

The Compensation Committee shall consist of at least two directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and the Company's Corporate Governance Principles.

Committee Purpose

The purpose of the Committee is to:

- assist the Board of Directors to discharge the Board's responsibilities relating to the compensation of the Company's directors and executives, and
- prepare the annual report on executive compensation which is required to be included in the Company's proxy statement.

Committee Authority and Responsibilities

The Compensation Committee shall have the following authority and responsibilities:

1. **Compensation Plans.** The Committee shall review and recommend to the Board of Directors for approval the establishment or material amendment of all compensation plans in which any director or executive officer of the Company may participate and all other compensation plans in which executives of the Company, generally, may participate.
2. **CEO Compensation.** The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Company (the "CEO"). The Committee shall evaluate annually the performance of the CEO in light of such goals and objectives. Based on such evaluation, the Committee shall, recommend to the independent directors the CEO's compensation, including salary, bonus and awards under incentive compensation and equity-based plans for approval. The Committee shall review and recommend to the other independent directors for approval all employment agreements, severance agreements, retention agreements and change in control agreements and any other similar supplemental arrangement for the benefit of the CEO.
3. **Other Executives' Compensation.** The Committee shall review and approve annually the salaries, awards and other compensation of the executive officers of the Company (other than the CEO) and such other executives of the Company

whose compensation, in accordance with the policies of the Board, is subject to Board or Committee approval. The Committee shall review and approve all employment agreements, severance agreements, retention agreements and change in control agreements and any other similar supplemental arrangement for the benefit of all senior executive officers (other than the CEO).

4. **Stock Compensation and Other Incentive Compensation Plans.** The Committee shall establish goals for awards under incentive compensation plans, including stock compensation plans, of the Company which provide that awards shall or may be made contingent upon fulfillment of performance goals. The Committee shall also administer and grant stock options and other equity-based compensation awards under stock compensation plans of the Company.
5. **Executive Perquisites.** The Committee shall review and recommend to the independent directors for approval all material executive perquisites for the benefit of the CEO and shall review and approve all material executive perquisites for the benefit of the other senior executive officers which are not available generally to all or a substantial number of executives of the Company.
6. **Review of Pension Plan Performance.** The Committee shall review and evaluate the report of the Internal Pension Plan Committee on pension plan assets and managers' performance and discuss recommendations with the Internal Pension Plan Committee as necessary.
7. **Outside Advisors.** The Committee may retain and terminate outside advisors to advise the Committee in connection with the Committee's performance of its responsibilities. The Committee shall have the authority to approve the fees and retention terms of any such advisor. The Committee shall have the sole authority to retain and terminate any such advisor who is a compensation consultant, including the sole authority to approve the compensation consultant's fees and retention terms.
8. **Committee Structure and Operations.** The Committee shall review periodically the structure and operations of the Committee, including the size and composition of the Committee, the qualifications of its members and the criteria and standards of such qualification under the Company's policies, including the Company's Corporate Governance Principles, and shall report to the Board any recommendations which the Committee may develop with respect to these matters.
9. **Charter Review.** The Committee shall review and assess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

10. **Compensation Report.** The Committee shall prepare the report of the Compensation Committee required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
11. **Performance Evaluation.** The Committee shall conduct annually an evaluation of the Committee's own performance.

Senior Executives Compensation Subcommittee

The Committee may, from time to time, establish and disband a Senior Executives Compensation Subcommittee of the Compensation Committee which shall consist of at least two members of the Compensation Committee. Each member of the Subcommittee shall qualify as a Non-Employee Director (as defined in Securities and Exchange Commission Rule 16b-3 and as an Outside Director (as defined in Internal Revenue Service Regulation 162-27 promulgated in respect of section 162(m) of the Internal Revenue Code). The Subcommittee shall have the sole authority and responsibility to exercise all of the authority, and perform all of the responsibilities, of the Committee with respect to the compensation of the directors and executive officers of the Company.