

DERMA SCIENCES, INC.
COMPENSATION COMMITTEE
CHARTER

Readopted: December 4, 2015

Organization and Membership

There is hereby established a committee of the Board of Directors of the Corporation to be known as the Compensation Committee. The Compensation Committee shall be composed of at least three (3) directors. Each member of the Compensation Committee shall be "independent" in accordance with the applicable listing standards of the NASDAQ Stock Market ("NASDAQ"). At least two members of the Compensation Committee must qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), and as "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as amended. The Board of Directors appoints the members of the Compensation Committee and the chairperson. The Board of Directors may remove any member from the Compensation Committee at any time with or without cause.

Mandate

The Compensation Committee shall recommend to the Board of Directors the form, amount and terms of compensation to be paid to the Chief Executive Officer and other executive officers of the Corporation and shall prepare, or cause to be prepared, such data and reports as may be required, from time to time, by the Corporation's independent auditors, the Securities and Exchange Commission (the "SEC"), the Internal Revenue Service or other governmental or regulatory agencies.

Powers and Responsibilities

The Compensation Committee shall:

1. Periodically, and no less often than annually, review the compensation of the Chief Executive Officer and other executive officers of the Corporation with a view to determining: (1) the reasonableness of such compensation and the methods of determination thereof, and (2) the comparability of such compensation to compensation paid by corporations of similar size, and engaged in similar activities, as the Corporation;
2. Recommend to the Board of Directors of the Corporation the amount, form and terms of compensation to be paid to the Chief Executive Officer and other executive officers of the Corporation. In making recommendations regarding executive compensation, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act;
3. Administer the various deferred compensation plans, incentive plans and benefit programs of the Corporation to the extent that the Corporation assumes responsibility for the administration thereof;
4. Evaluate the job performance of the Chief Executive Officer and other executive officers of the Corporation;
5. Review, analyze and submit to the Board of Directors its recommendations relative to the addition to, and/or modification of, the Corporation's current and deferred compensation programs. In making recommendations regarding executive compensation, the Compensation Committee shall consider the results of the most recent Say on Pay Vote;
6. Investigate any matter within the scope of its authority and retain outside counsel or consultants

pursuant to this Charter for this purpose;

7. Review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A"), if any, and other executive compensation information, recommend that the CD&A, if any, and other executive compensation information be included in the Corporation's annual report on Form 10-K or proxy statement, as applicable, and produce the compensation committee report on executive officer compensation, if required to be included in the Corporation's proxy statement or annual report on Form 10-K; and
8. Recommend to the Board of Directors for approval the frequency with which the Corporation will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement,

Outside Advisors

The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Compensation Committee shall receive appropriate funding from the Corporation, as determined by the Compensation Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

In retaining or seeking advice from compensation consultants, outside counsel and any

other advisors retained by, or providing advice to, the Committee (other than the Corporation's in-house counsel, if any) shall assess the independence of such consultant, counsel or advisor, as applicable, in light of the law and applicable rules and regulations of the SEC, including Rule 10C-1(b)(4) under the Exchange Act, and the NASDAQ. The Compensation Committee may retain, or receive advice from, any compensation consultant, outside counsel or any other advisor they prefer, including ones that are not independent, after considering the rules and regulations above. The Compensation Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Procedure

In order to discharge its responsibilities, the Compensation Committee shall each year establish a schedule of meetings. Additional meetings may occur as the Compensation Committee or its chairperson deems advisable. The Compensation Committee will cause to be kept adequate minutes of its proceedings and will report on its actions and activities at the next quarterly meeting of the Board of Directors.

Compensation

Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board of Directors.

The Compensation Committee may invite such members of management to its meetings as it deems appropriate. However, the Compensation Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Compensation Committee shall review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.