

# INVUITY, INC.

## COMPENSATION COMMITTEE CHARTER

(Adopted on April 16, 2015)

### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) is to oversee the discharge of the responsibilities of the board of directors (the “Board”) of Invuity, Inc. (the “Company”) relating to compensation of the Company’s executive officers and directors.

### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee conducts an independence assessment with respect to the adviser under the independence factors specified in the applicable requirements of the Securities Exchange Act of 1934, as amended, (the “Act”) and the Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter and the purposes of the Committee, or delegated to it by the Board from time to time consistent with the Company’s bylaws.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the Chief Executive Officer and the other executive officers as defined in Rule 3b-7 of the Act. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation.* The Committee will review and set or make recommendations to the Board regarding director compensation.

3. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements.

4. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

5. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report.

6. *Stockholder Submissions.* The Committee will oversee submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and frequency of such votes, incentive and other executive compensation plans and amendments to such plans, to the extent required under the Nasdaq rules, and in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

7. *Risk Management.* The Committee must review the Company's incentive arrangements to confirm that incentive pay does not encourage unnecessary risk taking and must review and discuss, at least annually, the relationship between risk management policies and practices, business strategy and the executive officers' compensation.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Review of this Charter.* The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **VI. Disclosure**

This Charter, as it may be amended from time to time, shall be posted on the Company's website.