

**ORASURE TECHNOLOGIES, INC.  
BOARD OF DIRECTORS**

**Compensation Committee Charter**

**As Revised, November 9, 2015**

**I. PURPOSE**

The primary function of the Compensation Committee is to carry out the responsibilities of the Board of Directors (the “Board”) with respect to the compensation for the directors and executive officers of OraSure Technologies, Inc. (the “Company”).

The Compensation Committee shall develop and oversee the implementation of the Company’s philosophy with respect to the compensation of directors and executive officers of the Company that will (i) reflect the financial performance of the Company and achievement of financial and other performance objectives, (ii) align the interests of the Company’s executive officers with the interests of its stockholders and (iii) provide long-term incentives for executive officers to contribute to the overall success of the Company. The Compensation Committee shall seek to set executive compensation at levels that are sufficiently competitive so that the Company may attract, retain and motivate high quality executives who will contribute to the Company’s success. In assessing overall compensation for executive officers, the Compensation Committee shall consider the Company’s performance and industry position, general industry data, the recommendations of third-party consultants and such analytical tools as the Compensation Committee deems appropriate.

**II. COMPOSITION**

The Compensation Committee’s membership shall meet the requirements of applicable law and all rules set forth in the Company’s Bylaws or promulgated by the Securities and Exchange Commission (“SEC”), the NASDAQ Global Market (“NASDAQ”) and any other stock exchange or trading market on which the Company’s securities may be listed or approved for quotation. The Compensation Committee shall consist of two or more members of the Board who are (i) “independent,” as that term is defined by applicable SEC and NASDAQ rules and (ii) do not receive directly or indirectly any consulting, advisory or other compensatory fees from the Company or any of its subsidiaries other than any fees paid for service on the Board or any Board committee or fixed amounts of compensation paid under a retirement plan for prior service with the Company. In addition, every member of the Compensation Committee shall qualify as (i) a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (ii) an “outside director” as such term is used in U.S. Internal Revenue Code Regulation Section 1.162-27(e), as amended from time to time. In determining whether a director is eligible to serve on the Compensation Committee, the Board shall consider whether a director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair that director’s judgment as a member of the Compensation Committee.

The members of the Compensation Committee shall be appointed by the Board at the Board meeting held immediately following the Company’s annual meeting of stockholders or

at any regular or special meeting of the Board, and each member shall serve until his or her successor shall be duly elected and qualified, until such member's removal from the Compensation Committee by the Board or until such member ceases to be a member of the Board or to meet the independence or other membership requirements set forth in this charter (the "Charter") (or any exceptions thereto under applicable rules or regulations promulgated by the SEC, NASDAQ or the Internal Revenue Service). Vacancies on the Compensation Committee shall be filled by the Board, and any member of the Compensation Committee may be removed by the action of a majority of the whole Board. Unless a Chairman of the Compensation Committee is appointed by the Board, the members of the Compensation Committee may designate a Chairman by majority vote of the full Compensation Committee membership.

### **III. MEETINGS**

The Compensation Committee shall meet at the call of the Chairman of the Compensation Committee or of any two members of the Compensation Committee (or if there shall be only one other member, then at the call of that member), but in no event less frequently than two times per year. A majority of the Compensation Committee membership shall constitute a quorum for the transaction of business (or if there shall be only two members, then both must be present), and the act of a majority of those present at any meeting at which a quorum is present (or if there shall be only two members, then they must act unanimously) shall be the act of the Compensation Committee. Those Compensation Committee members present in person or by means of telephone conference or other communications equipment through which all persons participating in the meeting can hear each other shall be counted to determine whether a quorum is present.

The Compensation Committee shall keep regular minutes of its proceedings, which minutes shall be recorded in the Minute Book of the Company. The Secretary or Assistant Secretary of the Company may act as Secretary of the Compensation Committee, if requested, or the Compensation Committee may appoint one of its members to act as Secretary of a meeting. The Compensation Committee may also act by unanimous written consent without a meeting and any such written consent shall be included in the Minute Book of the Company in accordance with the Company's Bylaws and applicable law.

The Chief Executive Officer and the Chief Financial Officer/Chief Operating Officer may not be present during voting or deliberations by the Compensation Committee on their respective individual compensation. When the Compensation Committee recommends to the Board the compensation of the Company's Chief Executive Officer or the Chief Financial Officer/Chief Operating Officer, the Board shall meet in executive session without the presence of the Chief Executive Officer, if the recommendation regards his or her compensation, or the Chief Financial Officer/Chief Operating Officer, if the recommendation regards his or her compensation. The Chief Executive Officer and the Chief Financial Officer/Chief Operating Officer may be present during deliberations to determine the compensation of any executive officer of the Company other than themselves, but may not vote on such matter.

The Compensation Committee is authorized and empowered to adopt its own rules of conduct and procedure not inconsistent with this Charter, the Company's Certificate of Incorporation or Bylaws, and applicable law. Except as otherwise prohibited by law, any rules

promulgated by NASDAQ or any other stock exchange or trading market on which the Company's securities may be listed or approved for quotation, the Company's Certificate of Incorporation or the Company's Bylaws, the Compensation Committee may delegate its responsibilities to subcommittees or individual members of the Compensation Committee.

#### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Compensation Committee shall:

1. Review and recommend to the Board for approval the performance criteria and goals and objectives relating to Chief Executive Officer compensation, evaluate, together with the independent directors not also represented on the Compensation Committee, the Chief Executive Officer's performance in light of such performance criteria and goals and objectives, report the results of such evaluation to the Board, and recommend to the Board for approval the Chief Executive Officer's compensation level based on this evaluation, all in keeping with the Company's compensation philosophy established by the Compensation Committee.

2. Review and approve the salaries, bonuses and benefits of other executive officers of the Company, as proposed by the Company's Chief Executive Officer, including awards under incentive-compensation plans and equity-based compensation plans.

3. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans.

4. Establish and periodically review policies for the administration of executive compensation programs.

5. Review and recommend to the Board for approval the appropriate amount of compensation for the directors, including awards under equity-based compensation plans.

6. Coordinate the Board's role in establishing performance criteria and goals and objectives for the Company's officers, other than the Company's Chief Executive Officer, who have reporting obligations under Section 16 of the Exchange Act (the "Other Reporting Officers"), review the performance of the Company and performance evaluations prepared by the Chief Executive Officer for the Other Reporting Officers annually, and determine whether and to what extent performance goals have been attained.

7. Establish and periodically review policies in the area of executive officer perquisites.

8. Administer, interpret and determine awards with respect to any of the Company's equity-based compensation plans now or from time to time hereafter in effect and exercise such other power and authority as may be permitted or required under such plans.

9. Review and recommend to the Board for approval the terms of any employment agreement between the Company and the Chief Executive Officer (and any amendments

thereto), and review and approve the terms of any employment agreement (and any amendments thereto) between the Company and any Other Reporting Officer of the Company.

10. Review and discuss with the Company's Chief Executive Officer and Chief Financial Officer/Chief Operating Officer the Compensation Discussion and Analysis required in the Company's annual report or proxy statement and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders.

11. Provide, over the names of the members of the Compensation Committee, the required Compensation Committee report for the Company's annual report or proxy statement for the annual meeting of stockholders.

12. Assess succession planning for the Company's Chief Executive Officer and other executive officers.

13. Review and recommend to the Board for approval the terms of any severance, post-termination or change in control benefits payable to the Chief Executive Officer and any agreement providing for such benefits, and review and approve the terms of any severance, post-termination or change in control benefits payable to any other executive officer of the Company and any agreement providing for such benefits.

14. Periodically review and assess the Company's compensation recoupment policy for directors and executive officers.

15. Perform such other activities as the Compensation Committee deems necessary, consistent with the terms of this Charter, the Company's Bylaws and applicable laws, rules and regulations, including any rules of NASDAQ or any other stock exchange or trading market on which the Company's securities may be listed or approved for quotation.

16. Periodically review and assess the Company's stock ownership guidelines and monitor compliance by directors and executive officers with such ownership guidelines.

## **V. RESOURCES**

The Committee shall have the right to make use of appropriate resources in fulfilling its duties and responsibilities, including:

1. In its sole discretion, retaining, obtaining the advice of, overseeing and terminating compensation consultants, outside legal counsel, accountants and other advisors (each, an "Advisor") as the Compensation Committee deems necessary or advisable to assist in discharging its responsibilities and duties, including, without limitation, setting and evaluating director, Chief Executive Officer and executive officer compensation, with the sole authority to approve the applicable fees, terms of engagement, and other retention terms of such Advisors. The Company shall provide appropriate funding, as determined by the Compensation Committee, for the payment of reasonable compensation to any such Advisors retained by the Compensation Committee.

2. Utilizing comparative evaluations of the Company's compensation practices, performance and goals relative to similarly sized or other enterprises and analytical tools such as peer group comparisons, tally sheets, wealth accumulation analysis and internal pay equity studies.

3. Prior to engaging any Advisor, and on a continuing basis, assessing the independence of each Advisor by taking into consideration the following factors:

(i) the provision of other services to the Company by the person that employs the Advisor;

(ii) the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;

(iii) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;

(iv) any business or personal relationships of the Advisor with any member of the Compensation Committee;

(v) any stock of the Company owned by the Advisor; and

(vi) any business or personal relationship of the Advisor or the Advisor's employer with an executive officer of the Company.

Notwithstanding the foregoing, nothing in this paragraph 3 shall prevent the Compensation Committee from selecting, or receiving advice from, any Advisor it prefers, including ones that are not independent, after considering the six factors set forth above.

## **VI. EVALUATION**

The Compensation Committee shall, at least annually:

1. Review the Company's overall compensation philosophy and evaluate the results of such policy to ensure that the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance stockholder value, rewards superior performance, does not expose the Company to unreasonable financial or other risks, and is justified by the returns available to stockholders.

2. Conduct a self-evaluation of the performance of the Compensation Committee and its members, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **VII. REPORTING RESPONSIBILITY**

At the Board's request, the minutes of the Compensation Committee reflecting, among other things, all actions taken by the Compensation Committee, shall be distributed to the Board at the next Board meeting following the meeting of the Compensation Committee that is

the subject of such minutes. In addition, matters within the responsibility of the Compensation Committee may be discussed by the full Board from time to time during the course of the year.