

## **Cantel Medical Corp.**

### **Compensation Committee Charter**

#### **A. Name**

There shall be a committee of the Board of Directors which shall be called the Compensation Committee.

#### **B. Purpose**

The Committee shall (1) discharge the Board's responsibilities relating to compensation of the Company's executive officers, (2) produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations and (3) administer the Company's equity-based plans in accordance with the terms of such plans.

#### **C. Committee Membership and Procedure**

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange and, if deemed appropriate from time to time, meet the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall appoint the members of the Committee annually, considering the recommendation of the Nominating and Governance Committee, and further considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall designate the Chairman of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements. Except as expressly provided in this Charter or the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall establish its own rules of procedure.

#### **D. Committee Authority and Responsibilities**

- The Committee shall review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer (CEO), evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. The foregoing shall not be construed as precluding discussion of CEO compensation with other independent directors or the Board generally.
- The Committee shall also evaluate the performance of the executive officers other than the CEO and determine and approve the compensation of such executive officers. Where appropriate, such review shall be conducted in consultation with the Chairman of the Board and Chief Executive Officer.

- In determining the long-term incentive component of compensation, if any, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to executive officers at comparable companies, and the awards given to the Company's executive officers in past years.
- The Committee shall administer the Company's equity-based plans in accordance with the terms thereof.
- The Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The Committee shall adopt, administer, approve and ratify awards under incentive compensation and equity-based plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
- The Committee shall have the sole authority to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal consultant or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.
- Before selecting a consultant, legal counsel or other adviser, the Committee must consider all factors relevant to such person's independence, including the following six factors:
  - (1) other services provided by such person's employer to the Company;
  - (2) the amount of fees received by such person's employer from the Company as a percentage of such person's employer's total revenues;
  - (3) the internal policies and procedures of such person's employer directed toward the prevention of conflicts;
  - (4) any business or personal relationship between such person and any members of the Committee;
  - (5) any stock of the Company owned by such person (or his or her immediate family members); and
  - (6) any business or personal relationship between such person or his or her employer and an executive officer of the Company.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance and report to the Board at the first regular meeting of the Board following the end of each fiscal year.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall give prompt notice to the Company's Chief Financial Officer of all commitments for expenditures by the Committee.

E. Meetings and Reports

Minutes of each meeting will be kept and distributed to each member of the Committee and to members of the Board who are not members of the Committee. The Committee will report to the Board from time to time.

The Committee shall produce an annual report on executive compensation to be included in the annual proxy statement as the Compensation Committee Report in accordance with applicable rules and regulations.