

TACTILE SYSTEMS TECHNOLOGY, INC.
COMPLIANCE AND REIMBURSEMENT COMMITTEE CHARTER

Effective: June 21, 2016

PURPOSE

The Compliance and Reimbursement Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Tactile Systems Technology, Inc. (the “*Company*”) to assist the Board in:

- overseeing the Company’s compliance with non-financial legal and regulatory requirements;
- overseeing the Company’s compliance programs;
- reviewing the Code of Business Conduct and Ethics applicable to the Company’s directors, officers and employees; and
- overseeing the Company’s compliance with health care reimbursement requirements;

MEMBERSHIP

The Committee shall consist of at least two directors. The members of the Committee and its chairperson shall be appointed and may be removed by the Board. Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market (as may be modified or supplemented), federal securities laws and the rules and regulations of the Securities and Exchange Commission (“*SEC*”), and any other applicable laws or regulations.

AUTHORITY

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to retain any external advisers as the Committee may deem appropriate. The Committee shall have the sole authority to approve related fees and retention terms.

The Committee may form and delegate authority to subcommittees consisting of one or more members when deemed appropriate by the Committee.

MEETINGS AND COMMUNICATIONS

The Committee shall meet as often as it determines necessary. The Committee shall regularly report its actions and recommendations to the Board.

RESPONSIBILITIES

GENERAL

1. The Committee will have general oversight of the Company’s compliance with legal and regulatory requirements related to compliance matters, other than matters regarding financial compliance (accounting, auditing, financial reporting, internal control over financial reporting, securities law matters and investor disclosures), which are subject to the oversight of the Audit Committee. The legal and regulatory requirements over which the Committee has compliance oversight include, without limitation, federal and state laws and regulations relating to healthcare operations, such as: those administered by the U.S. Food and Drug Administration (“*FDA*”); anti-kickback, anti-inducement and other fraud and abuse laws; false claims laws; the Health Insurance Portability and Accountability Act of 1996 and the Health Information Technology for Economic and Clinical Health Act; federal open payments (the Physical Payments Sunshine Act) requirements; and consumer protection and unfair competition laws.
2. The Committee will have general oversight of the Company’s compliance with health care reimbursement matters.

3. The Committee relies on the expertise and knowledge of management and consultants as it deems necessary in carrying out its oversight responsibilities. Management of the Company is responsible for conforming the Company's conduct to legal and regulatory requirements and the Company's internal policies and procedures. Management also is responsible for developing and supervising the Company's internal programs and monitoring the Company's compliance with applicable laws, regulations, policies and procedures.

SCOPE

4. In exercising its authority and carrying out its responsibilities, the Committee shall:
 - a. oversee the structure, operation and efficacy of the Company's compliance and ethics program and reimbursement function, including the adequacy of the organization, responsibilities, plans, results, budget, membership, staffing and operations of the Company's compliance function;
 - b. meet periodically with the Company's Chief Executive Officer, chief compliance officer, head of reimbursement and other members of management as appropriate to receive reports and discuss compliance program activities, including but not limited to: (i) compliance-related activities undertaken by the Company; (ii) the training and education programs for the Company's employees and independent contractors related to compliance and ethics; (iii) the results of regulatory compliance audits or investigations conducted, both internal and by government or regulatory authorities such as the FDA; and (iv) any complaints or allegations relating to the Company's regulatory compliance (but not accounting or auditing) matters;
 - c. review significant compliance risk areas related to non-financial matters and steps management has taken to monitor, control and report such compliance risk exposures;
 - d. develop, in conjunction with the Company's internal regulatory audit function, the regulatory compliance audit and monitoring plan for the Company, and monitor the effectiveness of the Company's compliance program and recommend modifications as necessary or appropriate;
 - e. review the Company's Code of Business Conduct and Ethics applicable to the Company's directors, officers and employees (other than the Addendum for Senior Financial Management, which shall be reviewed by the Audit Committee) on at least an annual basis and make recommendations to the Board with respect to any changes thereto;
 - f. discuss with counsel or other advisers matters that may have a material impact on the Company's non-financial compliance policies and procedures; and
 - g. review and discuss any correspondence with regulators or governmental agencies which raise issues regarding the Company's compliance with legal and regulatory requirements related to the Company's business activities.

OTHER MATTERS

5. The Committee shall assess the adequacy of this charter on an annual basis, and recommend any proposed changes to the Board for its approval.
6. Periodically review and report to the Board on the performance of the Committee.

US.103322313.02