

TACTILE SYSTEMS TECHNOLOGY, INC.
COMPENSATION AND ORGANIZATION COMMITTEE CHARTER

Effective: December 2, 2015

PURPOSE

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

- establish the Company’s executive compensation philosophy and provide oversight of the Company’s compensation policies, plans and benefit programs;
- determine the compensation of the Company’s Chief Executive Officer (“*CEO*”) and other executive officers;
- administer the Company’s equity compensation plans; and
- oversee and review of the quality of the executive leadership team, and the process of succession planning and management development thereof.

MEMBERSHIP

The Committee shall consist of at least three directors, who will be appointed by and may be removed by the Board. Each member of the Committee shall (i) meet the independence requirements of the listing standards of the stock exchange or automated quotation system upon which the Company’s common stock is listed, if any (as may be modified or supplemented), the federal securities laws, rules and regulations of the Securities and Exchange Commission (“*SEC*”) and any other applicable laws or regulations (subject in each case to any permitted phase in of such requirements following the Company’s initial public offering), (ii) be a “non-employee director” as defined in Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended, and (iii) be an “outside director” as defined in regulations adopted under Section 162(m) of the Internal Revenue Code of 1986, as amended.

AUTHORITY TO HIRE AND MANAGE CONSULTANTS

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority, in its sole discretion, to retain or obtain advice from any compensation consultant, legal counsel or other advisers (the “*Consultant(s)*”) as the Committee may deem appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Consultant retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Consultant retained by the Committee.

Except for Consultants (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice, the Committee may select, or receive advice from, any Consultant, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs such Consultant;
- the amount of fees received from the Company by the person that employs such Consultant as a percentage of the total revenue of the person that employs such Consultant;
- the policies and procedures of the person that employs such Consultant that are designed to prevent conflicts of interest;
- any business or personal relationship of such Consultant with a member of the Committee;

- any stock of the Company owned by such Consultant; and
- any business or personal relationship of such Consultant employing the adviser with an executive officer of the Company.

DELEGATION OF AUTHORITY

To the extent permitted under the listing standards of the stock exchange or automated quotation system upon which the Company's common stock is listed, if any (as may be modified or supplemented), and any other applicable laws or regulations, the Committee may form and delegate authority to subcommittees consisting of one or more members when deemed appropriate by the Committee. The Committee may also delegate to the CEO the authority, within pre-existing guidelines established by the Committee and as permitted by applicable law, to approve equity compensation awards to employees other than executive officers of the Company under established stock-based compensation plans of the Company. Any exercise of delegated authority will be reported to the Committee at its next regularly scheduled meeting.

The Committee may also delegate administrative authority under Company compensation and benefit plans in its discretion and consistent with any limitations specified in the applicable plans.

MEETINGS AND COMMUNICATIONS

The Committee shall meet as often as it determines. The Committee shall regularly report its actions and recommendations to the Board. The Committee may, if applicable, also produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable SEC rules and regulations.

COMMITTEE RESPONSIBILITIES

The Committee will have the following responsibilities:

EXECUTIVE OFFICER GOALS, PERFORMANCE AND COMPENSATION

1. Annually review and approve the goals and objectives relevant to the CEO's compensation, as well as the CEO's compensation program. The Committee will annually assess the performance and overall effectiveness of the CEO based on relevant and objective criteria, and lead a process with the full Board whereby all relevant further feedback on CEO performance can be obtained. The Committee will evaluate the performance of the CEO, including the degree to which goals and objectives relevant to the CEO's compensation have been achieved and such other factors as the Committee deems relevant to establish the CEO's annual compensation, including salary, bonus, incentive and equity-based compensation. The CEO may not be present during voting or deliberations on his or her compensation. The Chairs of the Board and the Committee will discuss this assessment with the CEO once determined.
2. Annually review the evaluation of the performance of the executive officers of the Company and approve the structure, amount and components of their annual compensation, including salary, bonus, incentive and equity-based compensation.
3. Review and approve short- and long-term incentive plan goals for executive officers, review actual performance against goals and approve incentive plan payouts.
4. Review and approve the terms of the compensation for newly hired and newly promoted executive officers.

COMPENSATION AND BENEFIT PROGRAMS

5. Periodically review, evaluate and approve the Company's peer group for relative company performance and executive compensation analysis purposes.

6. Periodically review the Company's compensation philosophy and structure for management employees generally, and recommend to the Board the adoption or amendment of any plans or programs as needed.
7. Periodically seek and review a report from the Consultants (if requested by the Committee) on total direct compensation and compensation structure of the Company's executive officers.
8. Oversee and administer the Company's incentive compensation, equity-based and other employee benefit plans, including special or supplemental benefits for executive officers, and perform the duties of the administrator under those plans. The Committee may delegate those responsibilities to senior management or third-party administrators to the extent permitted under the plans and applicable law and as it deems appropriate.
9. Review and recommend to the Board any changes in the Company's qualified retirement and benefit plans and programs that could result in a material change in costs or benefit levels provided.
10. Periodically review the compensation paid to non-employee directors and recommend to the Board any adjustments in director compensation and related plans.

EMPLOYMENT AND COMPLIANCE MATTERS

11. Review and approve employment agreements, change in control agreements, severance arrangements and special or supplemental benefits for executive officers.
12. Review the Company's policies and practices of compensating its employees, including its executive officers, as they relate to risk management practices, risk-taking incentives and identified major risk exposures to the Company, coordinating such reviews with the risk oversight activities of the Company's Audit and Compliance Committee and reporting the results of such reviews to the Board.
13. Adopt or recommend to the Board for adoption, and administer, such compensation-related policies as may be necessary or desirable to comply with applicable regulatory requirements or to otherwise further the objectives of the Company's compensation programs, including policies regarding the deductibility of executive compensation, stock ownership requirements, recovery of certain compensation, personal loans to directors and executive officers, and trading in derivatives related to the Company's stock.
14. May, but is not required, to review and approve recommended new officer appointments and officer removals prior to issuance.

OTHER MATTERS

15. Review and reassess the adequacy of this charter on an annual basis, and recommend any proposed changes to the Board for its approval.
16. Periodically review and report to the Board on the performance of the Committee.
17. Review, discuss with management, and, produce the Compensation Discussion and Analysis required by applicable rules of the SEC and recommend to the Board that the Compensation Discussion and Analysis be included in the Company's filings with the SEC.
18. Produce a Compensation Committee Report as required by applicable rules of the SEC for inclusion in the Company's filings with the SEC.
19. Oversee and review the reporting relationships of the executive leadership team (the CEO and his or her direct reports), the quality of the executive leadership team and the process of succession planning and management development of the executive leadership team.

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