

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
INFUSYSTEM HOLDINGS, INC. AS  
RESTATED NOVEMBER 14, 2018**

There shall be a Committee of the Board of Directors (the “Board”) of InfuSystem Holdings Inc. (the “Company”) to be known as the Compensation Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

**I. Purpose of the Committee**

The purpose of the Committee shall be:

- A. To establish and periodically review the Company’s compensation philosophy and the adequacy of compensation plans and programs for key employees;
- B. To establish compensation arrangements and incentive goals for senior staff and to provide oversight to the administration of compensation plans;
- C. To review the compensation of non-employee directors and the principles upon which such compensation is determined;
- D. To review the performance of the executive officers and award incentive compensation and adjust compensation arrangements as appropriate based upon performance; and
- E. Oversee the preparation and review the Committee report on executive compensation for inclusion in the Corporation’s annual proxy statement in accordance with U.S. Securities and Exchange Commission (“SEC”) rules and regulations.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The business of the Company is managed under the direction of the Board and the various committees thereof, including this Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its shareholders. The Committee is not expected to assume an active role in day-to-day operation or management of the Company.

**II. Composition of the Committee**

- A. The Committee shall be composed of at least two independent directors. A director shall qualify as independent if the Board has affirmatively determined that the member has met the independence criteria set forth in Section 803 of the NYSE Amex Corporation Guide. In addition, for purposes of meeting the requirements of Section 162(m) of the U.S. Internal Revenue Code, as amended (the “Code”), or any successor Code section, the Committee, or a sub-committee approving the performance goals to which certain of the executive compensation is tied in making performance-based awards, shall consist of at least two “outside” directors, as defined in Treasury

Regulation 1.162-27(e)(3) promulgated under the Code. Finally, for purposes of meeting the requirements of SEC Rule 16b-3, the Committee, or a subcommittee approving compensation decisions related to equity-based awards made to directors and executive officers, shall consist of at least two “non-employee” directors, as defined in SEC Rule 16b-3.

- B. The members of the Committee shall be appointed by the Board. One of the members of the Committee shall be designated Chair by the Board. Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. A majority of the Board may replace any member of the Committee.

### **III. Committee Meetings**

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this Charter. The Chair of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

### **IV. Authority and Resources**

The Committee may have access to internal advisors, any officer or employee of the Company or the Company’s outside counsel reasonably requested to assist it in carrying out its duties and responsibilities. The Committee shall have the sole authority, and necessary funding, to retain, set compensation and retention terms for, and terminate outside counsel or any search firm to be used to identify director candidates as the Committee determines necessary to carry out its duties.

### **V. Duties and Responsibilities**

The Committee shall:

- A. The Committee shall establish annual base salary amounts for executive officers and such annual and/or long-term incentive opportunities, at such levels and with such financial and any other goals to be met to earn annual and long-term incentive awards, as the Committee deems appropriate, and recommend, where appropriate, Board approval of such salary amounts and incentive opportunities.
- B. Review and evaluate, at least annually and taking into account the views of the other members of the Board, the performance and leadership of the Chief Executive Officer and determine, and recommend, where appropriate, Board approval of, the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.

- C. In consultation with management, periodically review, consider, and approve the philosophy for compensation of the Company's directors and executive officers.
- D. Establish and administer compensation plans and programs for directors and executive officers, including incentive and equity-based plans and programs, any appropriate employment contracts, special retirement benefits, and severance or change in control arrangements.
- E. Oversee management's administration of the Company's equity-based plans and programs for employees.
- F. Review with the Chief Executive Officer his evaluation of the performance of the executive officers and determine with the Chief Executive Officer, and recommend, where appropriate, Board approval of the amounts of annual and any long-term incentive awards and any adjustments to the annual salary amounts based upon such performance and consistent with the achievement of the established goals.
- G. The Committee shall review and reassess on an annual basis the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
- H. Consider the performance of the Committee in those matters it considers relevant, to complete its work in a thorough and thoughtful manner.
- I. The Committee shall make regular reports to the Chairman and to the Board on its activities, but in no event shall it report to the Board less than once each fiscal year.
- J. The Committee shall perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's By-Laws, and governing law as the Committee or the Board deems necessary or appropriate.