

**CARDIOVASCULAR SYSTEMS, INC.
HUMAN RESOURCES AND
COMPENSATION COMMITTEE CHARTER**

As amended, effective November 16, 2016

1. PURPOSE

The purpose of the Human Resources And Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cardiovascular Systems, Inc. (the “Company”) is to (a) ensure that the officers of the Company are compensated in a manner consistent with Company’s compensation philosophy and competitive with the Company’s peers; (b) review and monitor management succession planning and development; and (c) prepare and authorize the filing of the compensation committee report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual Form 10-K and annual proxy statement. The Committee also has oversight responsibility for the stock option and other equity incentive plans, employee stock purchase plans, 401(k) plans, executive and employee bonus plans, and any other similar plans the Company may adopt, and other retirement plans intended to be qualified under Section 401(a) of the Internal Revenue Code maintained by the Company or any affiliate of the Company (collectively, the “Plans”). The Committee’s responsibilities include, without limitation, the authority to amend, modify, or terminate the Plans for any reason and at any time, unless the Plan(s) expressly provide to the contrary.

2. MEMBERS

The Committee must have at least three members. All Committee members must have been determined by the Board to be independent, as defined and to the extent required in the applicable stock exchange listing standards, as they may be amended from time to time. In addition, Committee members must qualify as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934 (the “Exchange Act”), as amended. Further, the Committee and any advisors retained must be in compliance with the requirements of Section 10C of the Exchange Act as well as any rules as promulgated by the applicable national exchanges. Committee members and the Committee Chair will be appointed by and may be removed by the Board upon recommendation by the Governance/Nominating Committee.

3. POWERS

The Committee has all powers necessary to carry out its purpose and discharge its responsibilities. These include the power to set the compensation of officers and the power to directly retain outside compensation consultants, legal counsel and other advisers as the Committee determines necessary to perform its responsibilities, without additional approval from the Board, and the power to investigate any matter within the scope of its duties, with full access to books, records, facilities and personnel necessary to do so.

The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such compensation consultant, legal counsel or other adviser.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration existing relationships between the compensation consultant, legal counsel or other adviser or their firm and Committee members or the Company, including the following factors: (i) the provision of other services to the Company by the firm that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the firm that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of such firm; (iii) the policies and procedures of the firm that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel other adviser or the firm employing the adviser with an executive officer of the Company.

Without limiting the foregoing, the Committee's powers and duties include, without limitation, the following:

(a) Organizational

1. Review the Company's processes to recruit, retain and develop management resources, including its executive personnel appraisal, development and selection processes, with a focus on the Company's commitment to diversity.
2. Review management succession plans and monitor development of qualified backup candidates for principal positions in the Company.
3. Review performance and promotability of all officers (except the Chief Executive Officer (the "CEO")) with the CEO at least annually and summarize such reviews for the Board.
4. Review the Company's organizational structure, staffing and people management processes to ensure they are aligned with achieving the Company's strategic objectives.
5. Review the results of periodic assessments of the Company's employees' morale, opinions and internal culture.
6. Review the Plans and make any amendments that it deems necessary and appropriate with respect to a Plan's design and administration.

(b) Compensation

1. Periodically review the compensation system and structure to evaluate whether the cash compensation, stock-based compensation and benefit plans will attract, retain, and motivate officers to effectively align with and build stockholder value.
2. At least annually, review and discuss (i) the Company's incentive compensation and other compensation arrangements to determine whether they encourage excessive risk-taking and (ii) the relationship between risk management policies and practices and compensation; and evaluate any changes to or additional compensation policies and practices that could mitigate any such risk.
3. Review corporate goals and objectives relevant to CEO compensation, the CEO's performance in light of those goals and objectives, and recommend to the independent directors of the Board the CEO's compensation without the CEO present during voting or deliberations on his or her compensation.
4. Set annual base compensation and approve incentive compensation for all Section 16 officers (other than the CEO).
5. Oversee the Plans, including the delegation to management or a special committee of the Board consisting of a director who is also an officer of the Company of (i) routine activities and/or (ii) grant-making authority for awards within parameters specified by the Committee to recipients who are not subject to Section 16(a) of the Exchange Act at the time of grant, and are not at the time of grant, nor are anticipated to become during the term of the award, "covered employees" (as defined in Section 162(m)(3) of the Internal Revenue Code).
6. Review and approve employment agreements and severance agreements for officers, except for the CEO, subject to seeking input from the Board when appropriate, including change in control provisions, plans or agreements.
7. Review developments in corporate benefit plans for employees to evaluate the Plans' equity, soundness and adequacy.
8. Receive periodic confirmation that no personal loans to directors or executive officers, or other inappropriate compensation under applicable law, are made.
9. Review and discuss with management the Compensation Discussion and Analysis and other executive compensation-related disclosures required by the SEC to be included in the Company's annual Form 10-K and annual proxy statement and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's annual Form 10-K and annual proxy statement.

10. Review and discuss with management, as the Committee deems necessary from time to time, but at least once every six years, the desired frequency of conducting the stockholder advisory vote on executive compensation required by the SEC to be included in the Company's annual proxy statement and recommend to the Board the desired frequency of such vote.
11. Review and discuss issues as the Committee may desire from time to time.

(c) Governance

1. Periodically review director compensation in comparison to peer companies and recommend appropriate adjustments for submission for approval to the Board, including, without limitation, evaluating all compensation to be paid to members of the Audit Committee for compliance with applicable law.
2. Review executives' and directors' Company stock ownership relative to the established guidelines.
3. Review and reassess the adequacy of this charter at least annually.
4. Conduct an annual performance review of the Committee.
5. Produce a compensation committee report as required by the SEC to be included in the Company's annual Form 10-K and annual proxy statement.

4. MEETINGS

The Committee must meet at least four times per year, either in person, telephonically, or electronically, at such times and places as the Committee determines. The Committee must report regularly to the full Board with respect to its activities, but not less frequently than quarterly. A majority of the Committee members constitutes a quorum.