

**CHARTER FOR THE  
COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
ACUTUS MEDICAL, INC.**

**As of April 8, 2016**

**1. PURPOSE**

(a) The purpose of the Compensation Committee of the Board of Directors (the “**Board**”) of Acutus Medical, Inc. (the “**Company**”) shall be to:

(i) provide oversight of the Company’s compensation policies, plans and benefits programs;

(ii) assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other executive officers (as identified by the Compensation Committee and the Company), and (ii) evaluating and recommending to the Board the executive officer compensation plans, policies and programs of the Company; and

(iii) assist the Board, when requested, in administering the Company’s equity compensation plans for its employees and other service providers.

(b) The compensation programs for the Company’s executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework and (iii) based on the achievement of the Company’s overall financial results, individual contributions and a compensation philosophy of “pay for performance”.

(c) In furtherance of these purposes, the Compensation Committee may undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

**2. MEMBERSHIP**

The members of the Compensation Committee shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no fewer than 3 non-employee members of the Board. The Board may designate one member of the Compensation Committee as its chairperson, who may set and review the agenda of the meetings and otherwise facilitate discussion among the members, among other responsibilities as may be delegated to the chairperson from time to time by the Compensation Committee. The Compensation Committee may form and delegate authority to subcommittees when appropriate.

**3. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties of the Compensation Committee shall include:

(a) ***Executive and Other Compensation***

(i) Annually reviewing and recommending to the Board for its approval the following for the CEO and the executive officers of the Company: the annual base salary; the annual incentive bonus, including the specific goals and amount; equity compensation; any employment agreement, severance arrangement and change in control agreement or provisions; any signing bonus or payment of relocation costs; and any other significant benefits, compensation or arrangements not available to employees generally. One of the Compensation Committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value;

(ii) Reviewing and recommending to the Board for its approval the corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluating performance in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;

(iii) Providing oversight of the Company's overall compensation plans and benefits programs and making recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;

(iv) Evaluating, on a periodic basis, the competitiveness of the compensation of the CEO and the executive officers of the Company and the Company's overall compensation plans;

(v) Evaluating director compensation, if any, including equity compensation, consulting with outside consultants and/or with the CEO when appropriate, and making recommendations to the Board regarding director compensation; and

(vi) Assisting the Board in administering the Company's equity incentive plans. The Compensation Committee will recommend to the Board (i) stock options or stock purchase rights to individuals eligible for such grants in accordance with procedures and guidelines as may be established by the Board, and each of such stock options or stock purchase rights shall include a 4 year vesting schedule with a 1 year cliff period, except as may be otherwise recommended by the Compensation Committee on a case by case basis, and (ii) amendments to such stock options or stock purchase rights. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.

(b) ***Related Duties and Authority***

(i) Periodically reviewing this Charter and the processes established herein and recommending any proposed changes to the Board of Directors; and

(ii) Consulting with the CEO and, when appropriate, with outside consultants to assist in the evaluation of executive officer compensation and approving the consultants' fees and other retention terms. The Compensation Committee may also obtain advice and assistance from internal or external legal, accounting or other advisors.

**4. MEETINGS**

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities but will meet at least two (2) times per year, with the option of holding additional meetings at such times as it deems necessary. The Compensation Committee may meet either in person or telephonically, and at such times and places as the Compensation Committee determines. The Compensation Committee may establish its own meeting schedule, which it will provide to the Board. The Compensation Committee may invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities.

## **5. MINUTES**

The Compensation Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee may act by unanimous written consent of its members.

## **6. REPORTS**

The Compensation Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee.