

CONMED CORP
Form DEF 14A
April 12, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CONMED CORPORATION
(Name of Registrant as Specified In Its Charter)

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No fee required.

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- (1) Title of each class of securities to which transaction applies:
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- (3) Filing Party:
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CONMED CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of CONMED Corporation (the "Company") will be held at the offices of the Company at 525 French Road, Utica, New York on Wednesday, May 22, 2019 at 1:30 p.m. (New York time), for the following purposes:

- (1) To elect nine directors to serve on the Company's Board of Directors;
- (2) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019;
- (3) To hold an advisory vote on named executive officer compensation; and
- (4) To transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

The shareholders of record at the close of business on April 5, 2019, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

Even if you plan to attend the Annual Meeting in person, we request that you mark, date, sign and return your proxy in the enclosed self-addressed envelope as soon as possible so that your shares may be certain of being represented and voted at the meeting. Any proxy given by a shareholder may be revoked by that shareholder at any time prior to the voting of the proxy.

By Order of the Board of Directors,

/s/ Daniel S. Jonas

Daniel S. Jonas
Executive Vice President, Legal Affairs, General Counsel & Secretary

April 12, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2019 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 22, 2019

The Company's Proxy Statement for the 2019 Annual Meeting of Shareholders, the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2018 and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 are available at www.investorvote.com/CNMD.

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CONMED CORPORATION
PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
MAY 22, 2019

The enclosed proxy is solicited by and on behalf of the Board of Directors of CONMED Corporation (the “Company”) for use at the Annual Meeting of Shareholders to be held on Wednesday, May 22, 2019 at 1:30 p.m. (New York time), at the offices of the Company at 525 French Road, Utica, New York, and any adjournment or postponement thereof (the “Annual Meeting”). The matters to be considered and acted upon at the Annual Meeting are described in the foregoing notice of the meeting and this proxy statement. This proxy statement, the related form of proxy, the Company’s Annual Report to Shareholders, including the Company’s Annual Report on Form 10-K, are being mailed on or about April 12, 2019, to all shareholders of record on April 5, 2019, which is the record date for the Annual Meeting. Shares of the Company’s common stock, par value \$.01 per share (“Common Stock”), represented in person or by proxy will be voted as described in this proxy statement or as otherwise specified by the shareholder. Any proxy given by a shareholder may be revoked by the shareholder at any time prior to the voting of the proxy by executing and delivering a later-dated proxy, by delivering a written notice to the Secretary of the Company or by attending the meeting and voting in person.

The persons named as proxies are Todd W. Garner and Daniel S. Jonas, who are, respectively, the Executive Vice President, Chief Financial Officer and the Executive Vice President, Legal Affairs, General Counsel & Secretary of the Company. The cost of preparing, assembling and mailing the proxy, this proxy statement and other material enclosed, and all clerical and other expenses of the solicitation of proxies on the Company’s behalf, will be borne by the Company. In addition to the solicitation of proxies on behalf of the Company by use of the mail, directors and officers of the Company and its subsidiaries may solicit proxies for no additional compensation by telephone, telegram, e-mail or personal interview. The Company also will request brokerage houses and other custodians, nominees and fiduciaries to forward soliciting material to the beneficial owners of Common Stock held of record by such parties and will reimburse such parties for their expenses in forwarding soliciting material.

Votes at the Annual Meeting will be tabulated by a representative of Computershare, which has been appointed by the Company’s Board of Directors to serve as the inspector of election.

VOTING RIGHTS

The holders of record of the 28,229,206 shares of Common Stock outstanding on April 5, 2019 will be entitled to one vote for each share held on all matters coming before the meeting. The holders of record of a majority of the outstanding shares of Common Stock present in person or by proxy will constitute a quorum for the transaction of business at the meeting. Abstentions and “broker non-votes,” as further described below, will be counted for purposes of determining whether there is a quorum for the transaction of business at the meeting. Shareholders are not entitled to cumulative voting rights. Under the rules of the Securities and Exchange Commission, or the SEC, boxes and a designated blank space are provided on the proxy card for shareholders if they wish either to abstain on one or more of the proposals or to withhold authority to vote for one or more nominees for director. In accordance with New York State law, such abstentions are not counted in determining the votes cast at the meeting.

With respect to Proposal (1), the director nominees who receive the greatest number of votes at the meeting will be elected to the Board of Directors of the Company (subject to the Company’s majority voting principles described below on page 2 under the heading (Proposal One: Election of Directors). Votes against, and votes withheld in respect of, a candidate have no legal effect, except in the case of votes withheld to the extent they revoke earlier dated proxy cards. Proposal (2) requires the affirmative vote of the holders of a majority of the votes cast at the meeting in order to be approved by the shareholders. Proposal (3) requires the favorable vote of a majority of the votes cast at the meeting required for approval, on an advisory basis.

When properly executed, a proxy will be voted as specified by the shareholder. If no choice is specified by the shareholder, a proxy will be voted “for all” portions of Proposal (1), “for” Proposals (2) and (3) and in the proxies’

discretion on any other matters coming before the meeting.

Under the rules of the New York Stock Exchange, Inc., which effectively govern the voting by any brokerage firm holding shares registered in its name or in the name of its nominee on behalf of a beneficial owner, Proposals (1) and (3) are considered “non-discretionary” items and shareholders who do not submit any voting instructions to their brokerage firm will not have their shares counted in determining the outcome of these proposals at the Annual Meeting. This is known as a “broker non-vote.” The broker non-votes will be treated in the same manner as votes present. Proposal (2) (independent registered public accounting firm) will be considered a “discretionary” item upon which brokerage firms may vote in their discretion on behalf of their clients if such

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clients have received proxy materials only from the Company and have not furnished voting instructions within ten days prior to the Annual Meeting.

As of April 5, 2019, the closing price of a share of Common Stock on the NASDAQ Stock Market was \$83.50.

PROPOSALS TO BE VOTED ON AT THE ANNUAL MEETING

There are three proposals expected to be submitted for shareholder approval at the Annual Meeting, one which is advisory in nature. The first proposal concerns the election of directors. The second proposal concerns ratifying the appointment of PricewaterhouseCoopers LLP, as the Company's independent registered public accounting firm. The third proposal concerns the advisory vote on executive compensation. These proposals are more fully described below.

PROPOSAL ONE: ELECTION OF DIRECTORS

At the Annual Meeting, nine directors are to be elected to serve on the Company's Board of Directors. The shares represented by proxies will be voted as specified by the shareholder. If the shareholder does not specify his or her choice, the shares will be voted in favor of the election of all of the nominees listed on the proxy card. Each director nominee listed below has consented to being named in this proxy statement and has agreed to serve if elected. The Company has no reason to believe that any Board-nominated director nominee will be unavailable or will decline to serve. However, in the event that any nominee named in this proxy statement is unable to serve or for good cause will not serve, the shares represented by proxies will be voted for the election of such substitute nominee as the Corporate Governance and Nominating Committee of the Board of Directors may recommend, to the extent this is not prohibited by the Company's by-laws and applicable law. The nine director nominees who receive the greatest number of votes "for" at the meeting will be elected to the Board of Directors of the Company, subject to the majority voting standard adopted by the Board of Directors and reflected in the Corporate Governance Principles, as described below. Votes against, and votes withheld in respect of, a candidate will have no effect on the outcome of the election of directors, except in the case of votes withheld to the extent they revoke earlier dated proxy cards. Shareholders are not entitled to cumulative voting rights.

Notwithstanding the plurality voting standard for election of directors, under Section IV of our Corporate Governance Principles, if the election of directors is uncontested, a director nominee who does not receive the vote of at least the majority of the votes cast with respect to such director's election or re-election is expected to tender his or her resignation to the Board of Directors. The Corporate Governance and Nominating Committee will recommend to the Board whether to accept or to reject the tendered resignation within 90 days after the certification of the election results. The Board will act on the resignation, taking into account the Corporate Governance and Nominating Committee's recommendation, and will publicly disclose the decision and the rationale behind it. If the Board does not accept the director nominee's resignation, the director will continue to serve until his or her successor is duly elected or any earlier resignation, removal or separation. If the Board accepts the director nominee's resignation, then the Board may, in its sole discretion, fill any resulting vacancy or decrease the size of the Board pursuant to our Certificate of Incorporation, by-laws and applicable corporate law.

The Board of Directors presently consists of nine directors. Directors generally hold office for terms expiring at the next annual meeting of shareholders and until their successors are duly elected and qualified. Each of the nominees proposed for election at the Annual Meeting is presently a member of the Board of Directors. The Company has a policy in its Corporate Governance Principles under which non-executive directors are expected to offer not to stand for reelection upon having completed 15 years of service as a director. For directors who have completed 15 years of service as a director during their terms, the expectation is that they will offer not to stand for reelection but will complete their terms. Notwithstanding the foregoing, the expected retirement can be waived if the Corporate Governance and Nominating Committee determines that there is good cause for such a waiver and that a waiver would be in the best interests of the Company. Executive directors are not subject to the 15-year tenure limit.

The following table sets forth certain information regarding the members of, and nominees for, the Board of Directors:

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NOMINEES FOR ELECTION AT THE ANNUAL MEETING

| Name | Age | Served as Director Since | Principal Occupation or Position with the Company |
|-------------------------|-----|--------------------------|--|
| David Bronson | 66 | 2015 | Former Executive Vice President and Chief Financial Officer of PSS World Medical, Inc.; Director of the Company. As noted below, the Board of Directors has determined that Mr. Bronson is independent, and is an audit committee financial expert. |
| Brian P. Concannon | 61 | 2013 | Former President and Chief Executive Officer of Haemonetics Corporation (NYSE: HAE); Director of the Company. As noted below, the Board of Directors has determined that Mr. Concannon is independent. |
| Charles M. Farkas | 67 | 2014 | Advisory Partner at Bain & Company; former Global Co-Head of Bain's Healthcare Practice; Director of the Company. As noted below, the Board of Directors has determined that Mr. Farkas is independent. |
| Martha Goldberg Aronson | 51 | 2016 | Former Executive Vice President and President of Global Healthcare for Ecolab, Inc. (NYSE: ECL); Former President of North America, Hill-Rom Holdings, Inc. (NYSE: HRC); Former Senior Vice President, Medtronic (NYSE: MDT); Director of the Company; Director of Methode Electronics, Inc. (NYSE: MEI); Director of Cardiovascular Systems, Inc. (NASDAQ: CSII); and Director Clinical Innovations, LLC. As noted below, the Board of Directors has determined that Ms. Goldberg Aronson is independent. |
| Curt R. Hartman | 55 | 2014 | President & Chief Executive Officer of the Company; Director of the Company; former Interim Chief Executive Officer and Vice President, Chief Financial Officer of Stryker (NYSE: SYK). |
| Dirk M. Kuyper | 62 | 2013 | Owner and CEO of Precision Machinists Company, Inc.; former President and CEO of Illuminoss Medical; former President and CEO of Alphatec Spine (NASDAQ: ATEC); Director of the Company. As noted below, the Board of Directors has determined that Mr. Kuyper is independent. |
| Jerome J. Lande | 43 | 2014 | Partner and Head of Special Situations for Scopia Capital Management L.P.; Former Managing Partner of Coppersmith Capital; formerly a Partner at MCM Capital Management; Director of the Company; Director for Itron, Inc. (NASDAQ: ITRI). As noted below, the Board of Directors has determined that Mr. Lande is independent. |
| Mark E. Tryniski | 58 | 2007 | President and Chief Executive Officer of Community Bank System, Inc. (NYSE: CBU); former partner of PricewaterhouseCoopers LLP; Chairman of the Board of the Company and previous Lead Independent Director; Director of New York Bankers Association; and Director of the New York Business Development Corporation. As noted below, the Board of Directors has determined that Mr. Tryniski is independent, and is an audit committee financial expert. |
| John L. Workman | 67 | 2015 | Former Chief Executive Officer of Omnicare, Inc. and also former President, Chief Financial Officer and Executive Vice President; Director of the Company. Director of Agiliti, Inc. (formerly Universal Hospital Services); Director of Federal Signal Corp. (NYSE: FSS) and former Director for Care Capital Properties (NYSE: CCP). As noted below, the Board of Directors has determined that Mr. Workman is independent, and is an audit committee financial expert. |

More information concerning the directors and nominees is set forth below under the heading Corporate Governance Matters – Directors, Executive Officers and Nominees for the Board of Directors.

The Board of Directors unanimously recommends a vote “FOR ALL” for this proposal.

PROPOSAL TWO: INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The independent registered public accounting firm for the Company has been PricewaterhouseCoopers LLP since 1982. The Audit Committee appointed PricewaterhouseCoopers LLP to be nominated as our independent registered public accounting firm for 2019, subject to shareholder ratification.

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Unless otherwise specified, shares represented by proxies will be voted for the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2019. Neither our certificate of incorporation nor our by-laws require that shareholders ratify the appointment of our independent registered public accounting firm. We are doing so because we believe it is a matter of good corporate governance. The affirmative vote of a majority of votes cast at the meeting is the threshold for shareholder ratification of the appointment for 2019. If the shareholders do not ratify the appointment, the Audit Committee will reconsider whether to retain PricewaterhouseCoopers LLP, but may elect to retain them. Even if the appointment is ratified, the Audit Committee in its discretion may change the appointment at any time during the year if it determines that such change would be in the best interests of the Company and its shareholders.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the meeting. Those representatives will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Board of Directors unanimously recommends a vote “FOR” this proposal.

PROPOSAL THREE: ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Board requests your advisory vote on named executive officer compensation.

The Compensation Discussion and Analysis (“CD&A”) beginning on page 17 describes the Company’s compensation philosophy and pay practices relative to the Named Executive Officers (“NEOs”). As described in the CD&A, compensation paid to the NEOs is heavily influenced by the Company’s financial performance, balancing the incentives to drive short-term and long-term goals. Further, the Compensation Committee and the Board of Directors believe that the Company’s compensation policies, procedures and philosophy serve to attract, retain and motivate the NEOs to achieve value for our shareholders.

The Board encourages shareholders to read the CD&A for a more complete description of the Company’s executive compensation policies and practices, as well as the Summary Compensation Table and other related compensation tables and narratives. The Compensation Committee and the Board of Directors believe the Company’s policies and procedures are effective in achieving our goals and that the compensation of our NEOs reported in this proxy statement reflects and supports these compensation policies and procedures.

Accordingly, we are asking shareholders to approve the following non-binding resolution:

RESOLVED, that the shareholders of the Company approve, on an advisory basis, the compensation of the Company’s Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narrative disclosure in the proxy statement.

This advisory resolution, commonly referred to as a “say-on-pay” resolution, is non-binding on the Board of Directors. Although non-binding, the Compensation Committee and the Board of Directors will review the voting results when evaluating our executive compensation programs.

The Company’s current policy is to provide shareholders with an opportunity to approve, on an advisory basis, the compensation of the NEOs each year at the annual meeting of shareholders. The next advisory vote on the compensation of our NEOs will occur at the Company’s 2020 annual meeting of shareholders.

The Board of Directors unanimously recommends a vote “FOR” this advisory resolution.

OTHER BUSINESS

Management knows of no other business that will be presented for consideration at the Annual Meeting, but should any other matters be brought before the meeting, it is intended that the persons named in the accompanying proxy will vote such proxy at their discretion.

SHAREHOLDER PROPOSALS FOR 2020 ANNUAL MEETING

Any shareholder desiring to present a proposal to the shareholders at the 2020 Annual Meeting, which currently is expected to be scheduled on or about May 20, 2020, and who desires that such proposal be included in the Company’s proxy statement and proxy card relating to that meeting, must transmit that proposal to the Company so that it is received by the Company at its principal executive offices on or before December 12, 2019. All such proposals should be in compliance with applicable SEC regulations.

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The Company's Corporate Governance and Nominating Committee will consider nominees for election as directors who are proposed by shareholders if the following procedures are followed. Shareholders wishing to propose matters for consideration at the 2020 Annual Meeting or to propose nominees for election as directors at the 2020 Annual Meeting must follow specified advance notice procedures contained in the Company's by-laws, a copy of which is available on request to the General Counsel of the Company, c/o CONMED Corporation, 525 French Road, Utica, New York 13502 (Telephone (315) 797-8375). As of the date of this proxy statement, shareholder proposals, including director nominee proposals, must comply with the conditions set forth in Sections 1.13 and 2.10 of the Company's by-laws, as applicable, and to be considered timely, notice of a proposal must be received by the Company between February 20, 2020 and March 21, 2020.

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CORPORATE GOVERNANCE MATTERS

DIRECTORS, EXECUTIVE & OTHER OFFICERS AND NOMINEES FOR THE BOARD OF DIRECTORS

Directors

DAVID BRONSON (age 66) has served as a Director of the Company since July 2015. Mr. Bronson served as Executive Vice President and Chief Financial Officer of PSS World Medical, Inc. from 2002 until it was acquired by McKesson Corp in 2013. In that role, he developed and executed strategies to improve profitability and returns on capital, and he led the deal process, due diligence and pre-close integration efforts for the acquisition of PSS by McKesson. Prior to that, he was Chief Financial Officer of Digiener, Inc. from 2001 to 2002 and of VWR Scientific Products from 1995 to 1999, when it was acquired by Merck KGaA. Mr. Bronson previously spent 15 years at Baxter Healthcare, Inc., where he held various senior financial executive positions. He was a Director and a member of the Audit Committee of Labsco, Inc. until 2016 and was a Director and Audit Committee Chair of AxelaCare, Inc. through November 2015. Mr. Bronson received his Master of Science Degree in Management Studies from Northwestern University's Kellogg School of Business and his Bachelor of Science Degree in Accounting from California State University, Fullerton. The Board of Directors has determined that Mr. Bronson is independent and that he is an audit committee financial expert, within the meaning of the rules of the Securities and Exchange Commission.

Mr. Bronson's qualifications for election to CONMED's Board include his extensive experience as a Chief Financial Officer generally, and in the health-care industry in particular, as well as his financial and accounting expertise acquired through his prior positions. His exposure to, and familiarity with, health care services matters provides an important perspective to the Board. He has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

BRIAN P. CONCANNON (age 61) has served as a Director of the Company since July 2013. Mr. Concannon served as President and CEO of Haemonetics Corporation, a publicly traded company (NYSE: HAE) headquartered in Braintree, Massachusetts, that provides blood management technologies and services to hospitals, blood collectors and plasma biopharmaceutical companies worldwide from April 2009 to October 2015. He joined Haemonetics in 2003 and served in various roles to include the President, Global Markets in 2006 and the Chief Operating Officer in 2007-2009. In April 2009, Mr. Concannon was promoted to President and Chief Executive Officer, and elected to the Haemonetics board of directors. Immediately prior to joining Haemonetics, Mr. Concannon was the President, Northeast Region, for Cardinal Health Medical Products and Services where he was employed since 1998. From 1985 to 1998, he was employed by American Hospital Supply Corporation, Baxter Healthcare Corp and Allegiance Healthcare in a series of sales and operations management positions of increasing responsibility. He has served in leadership roles within the healthcare industry for more than 30 years. Mr. Concannon is also a member of the board of directors of South Shore Health since January 2014 and was elected Vice-Chair in January 2017. Mr. Concannon was also appointed as the Civilian Aide to the Secretary of the Army for Massachusetts in October 2017. Mr. Concannon is a 1979 graduate of West Point. The Board of Directors has determined that Mr. Concannon is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Concannon's qualifications for election to CONMED's Board include his experience as a former CEO and director of a publicly-traded medical device company, and the former president of a distribution company. Mr. Concannon offers industry experience from a sales and marketing perspective. He has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

CHARLES M. FARKAS (age 67) has served as a Director of the Company since July 2014. Mr. Farkas has spent the past 38 years at Bain & Company. Mr. Farkas became an Advisory Partner effective July 1, 2015. Prior to this, Mr. Farkas was a Senior Partner at Bain & Company, served as the Global Co-Head of Bain's Healthcare Practice and advised leading medical technology and pharmaceutical companies in the United States, Europe, and Asia. He also

advised academic medical centers and provider organizations in the United States. Mr. Farkas advised chief executives and senior managers in a wide variety of industries on issues critical to long-term success, including strategy, mergers and acquisitions, and operational effectiveness. He has served as the managing director of Bain Canada and as the global leader of Bain & Company's Financial Services practice. Prior to working at Bain, Mr. Farkas received a Bachelor of Arts degree from Princeton University and a Masters in Business Administration from Harvard Business School. Mr. Farkas is also on the Board of Harvard Medical School and the John A. Hartford Foundation and is a Corporator of Partners Healthcare. Mr. Farkas is also a special advisor to Altamont Capital Partners, where he advises on and supports their investments in small-cap healthcare businesses. The Board of Directors has determined that Mr. Farkas is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Farkas' qualifications for election to CONMED's Board include his almost 40 years working in healthcare in the US and around the world. Mr. Farkas is a highly-respected leader with a strong academic background, and he offers the other directors

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new strategic and governance perspectives, drawing on his vast experience inside and outside the healthcare industry.

Mr. Farkas was initially appointed to the Company's Board of Directors pursuant to an agreement, now expired, between the Company and Coppersmith Capital Management, LLC ("Coppersmith Capital") and certain of its affiliates.

MARTHA GOLDBERG ARONSON (age 51) was appointed to the Board on February 23, 2016. Ms. Goldberg Aronson has had responsibility for global health care businesses ranging in size from \$500 million to \$1.0 billion. She was the Executive Vice President and President of Global Healthcare for Ecolab, Inc. (NYSE: ECL) from 2012 through 2015, having previously served as the Senior Vice President and President – North America for Hill-Rom Holdings, Inc. (NYSE: HRC) from 2010-2012. Prior to that, Ms. Goldberg Aronson was the Senior Vice President and Chief Talent Officer for Medtronic, Inc. (NYSE: MDT), having held various prior general management positions within Medtronic, both in the United States and Internationally. Ms. Goldberg Aronson holds a Bachelor of Arts Degree in Economics from Wellesley College, and a Masters in Business Administration from Harvard Business School. Ms. Goldberg Aronson also serves on the board of directors of Methode Electronics, Inc. (NYSE: MEL), Cardiovascular Systems, Inc. (NASDAQ: CSII) and Clinical Innovations, LLC. The Board of Directors has determined that Ms. Goldberg Aronson is independent within the meaning of the rules of the Securities and Exchange Commission.

Ms. Goldberg Aronson's qualifications for election to CONMED's Board include her extensive experience in the global healthcare markets, including leadership roles within medical device companies, including her experience in marketing and talent development. She has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

CURT R. HARTMAN (age 55) has served as President & Chief Executive Officer of the Company since November 9, 2014 after serving as Interim Chief Executive Officer of the Company from July 2014 to November 2014, and as a Director of the Company since March 2014. He had a twenty-two year career at Stryker Corporation ("Stryker") (NYSE: SYK) from 1990 through February 2013. Most recently, he served as the Interim Chief Executive Officer of Stryker from February 2012 to October 2012. Prior to this role, Mr. Hartman was the Vice President, CFO of Stryker from April 2009 to October 2012. Mr. Hartman has a Bachelor of Science degree in Aerospace Engineering from the University of Michigan and a Harvard Advanced Management Program Certificate from the Harvard Business School. Prior to Mr. Hartman's appointment as Interim CEO, the Board of Directors had determined that he was independent.

Mr. Hartman's qualifications for election to CONMED's Board include his vital role as both Chief Executive Officer and Interim Chief Executive Officer of the Company, as well as his experience as a former CFO of a publicly-traded medical device company in the orthopedic space. He offers industry experience from a commercial, operational and financial perspective.

Mr. Hartman was initially appointed to the Company's Board of Directors pursuant to an agreement, now expired, between the Company and Coppersmith Capital Management, LLC and certain of its affiliates.

DIRK M. KUYPER (age 62) has served as a Director of the Company since July 2013. Mr. Kuyper is the owner and CEO of Precision Machinists Company, Inc since December 2014. Prior to this, Mr. Kuyper served as President and CEO of Illuminoss Medical, Inc., a privately-held medical device company specializing in minimally invasive, patient customized orthopedic implants for the treatment of bone fractures. Prior to joining Illuminoss in April 2013, Mr. Kuyper served as a consultant for a number of medical device companies including Benvenue Medical, Inc. From June 2007 to August 2012, Mr. Kuyper served as the President & CEO, and President of Global Commercial Operations, and as a member of the board of directors, of Alphatec Spine, Inc. (NASDAQ: ATEC). Prior to his work for Alphatec, Mr. Kuyper served in several executive capacities including as President and as Executive Vice President and Chief Operating Officer for Aesculap, Inc.'s North American operations in Center Valley, Pennsylvania.

Since January of 2016 Mr. Kuyper has served as an advisor to PorOsteon, Inc., a medical device manufacturer. Mr. Kuyper has a Bachelor's of Science degree from the University of Miami. Mr. Kuyper also serves on the board of directors for Centinel Spine, LLC. The Board of Directors has determined that Mr. Kuyper is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Kuyper's qualifications for election to CONMED's Board include his experience as an active CEO of a smaller, entrepreneurial medical device company, as the former CEO of a publicly-traded medical device company, and the former president of a large medical device company. Mr. Kuyper offers industry experience from a sales and marketing perspective. He has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

JEROME J. LANDE (age 43) has served as a Director of the Company since March 2014. As of April 4, 2016, Mr. Lande became Head of Special Situations for Scopia Capital Management L.P. ("Scopia") and as of January 1, 2018 also became a Partner of Scopia. Prior to Scopia, Mr. Lande was the Managing Partner of Coppersmith Capital, which he co-founded in April 2012. Previously, Mr. Lande was a partner at MCM Capital Management, LLC ("MCM"), from January 2006 until February 2012, and

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served as an Executive Vice President at MCM from January 2005 until he left the company. MCM was the general partner of MMI Investments, L.P., a small-cap deep value fund where Mr. Lande was responsible for all areas of portfolio management. He served as a Vice President of MCM from February 2002 to January 2005 and as an Associate from January 1999 to February 2002. Mr. Lande served as Corporate Development Officer of Key Components, Inc., a global diversified industrial manufacturer that was formerly an SEC reporting company, from January 1999 until its acquisition by Actuant Corporation in February 2004. Mr. Lande also serves on the Board of Directors, Audit and Finance Committee for Itron, Inc. (NASDAQ: ITRI). Mr. Lande holds a B.A. from Cornell University. The Board of Directors has determined that Mr. Lande is independent within the meaning of the rules of the Securities and Exchange Commission.

Mr. Lande's qualifications for election to CONMED's Board include his experience as an investor in CONMED and in other stocks. He offers the perspective of a professional investor, with over 20 years of experience investing in healthcare companies in general and medical device companies in particular. He brings a distinct focus on governance, capital markets and shareholder matters to the Board.

Mr. Lande was initially appointed to the Company's Board of Directors pursuant to an agreement, now expired, between the Company and Coppersmith Capital Management, LLC and certain of its affiliates.

MARK E. TRYNISKI (age 58) has served as a Director of the Company since May 2007 and was the Lead Independent Director from May 2009 until he became Chairman of the Board in February 2014. He is the President and Chief Executive Officer of Community Bank System, Inc. (NYSE: CBU), where he served as Executive Vice President and Chief Operating Officer from February 2004 through August 2006. From June 2003 through February 2004, Mr. Tryniski was the Chief Financial Officer. Prior to joining Community Bank in June 2003, Mr. Tryniski was a partner with PricewaterhouseCoopers LLP. Mr. Tryniski also serves on the Board of Directors of the New York Bankers Association as well as the New York Business Development Corporation. Mr. Tryniski holds a B.S. degree from the State University of New York at Oswego. The Board of Directors has determined that Mr. Tryniski is independent, and that he is an audit committee financial expert, within the meaning of the rules of the Securities and Exchange Commission.

Mr. Tryniski's qualifications for election to CONMED's Board include his extensive experience as an active Chief Executive Officer of a public financial institution as well as his financial and accounting expertise acquired through his experience as an audit partner with PricewaterhouseCoopers LLP. His exposure to, and familiarity with, banking and financial matters offers a number of contacts and level of familiarity with financial matters that is unique on the Board. Further, his experience engaging with shareholders makes him well-suited to serve in the role of Chairman of the Board.

JOHN L. WORKMAN (age 67) was appointed to the Board in July 2015. Mr. Workman served as Chief Executive Officer of Omnicare, Inc. from 2012 to 2014, as President and Chief Financial Officer from 2011 to 2012, and as Executive Vice President and Chief Financial Officer from 2009 to 2010. At Omnicare, he improved operating efficiencies through a focus on customer service and returned the company to growth and stability. From 2004 to 2009, he was Chief Financial Officer of HealthSouth Corporation (now Encompass Health Corporation), where he oversaw a comprehensive financial statement reconstruction and reduced the company's debt level by 50% through both a recapitalization and asset divestitures. Prior to HealthSouth, Mr. Workman served as Chief Executive Officer of U.S. Can Corporation, where he implemented successful cost reduction and lean manufacturing programs and led a turnaround of the company's European operations. Mr. Workman started his career at KPMG, where he was a partner from 1981 to 1984. He is currently Chairman of the Board and Audit Committee Chair of Agiliti, Inc. (formerly Universal Hospital Services), a company owned by a private equity fund, and a Director and Audit Committee Chair of Federal Signal Corp (NYSE: FSS). Mr. Workman also served on the Board of Care Capital Properties from August 2016 until its merger with Sabra Health Care REIT in August 2017. Mr. Workman received his Master of Business

Administration in Finance and Accounting from the University of Chicago and his Bachelor of Science Degree in Accounting from Indiana University. The Board of Directors has determined that Mr. Workman is independent and that he is an audit committee financial expert, within the meaning of the rules of the Securities and Exchange Commission.

Mr. Workman's qualifications for election to CONMED's Board include his extensive experience as a Chief Financial Officer generally, and in the healthcare industry in particular, as well as his financial and accounting expertise acquired through his experience as a partner with KPMG. His exposure to, and familiarity with, health care services matters and capital structure issues provides valuable insights and perspectives to the Board. He has the ability and willingness to serve on a Board, and the correct fit to work in a collegial manner with the other directors.

The Board of Directors has determined that Messrs. Bronson, Concannon, Farkas, Kuyper, Lande, Tryniski, and Workman and Ms. Goldberg Aronson have no material relationship with the Company and are independent under the standards of the NASDAQ Stock Market. The independent directors meet in executive session during each in-person Board meeting.

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The Company's Directors are elected at each annual meeting of shareholders and serve until the next annual meeting and until their successors are duly elected and qualified. Mr. Hartman's employment is at-will. The Company's officers are appointed by the Board of Directors and, except as set forth below, hold office at the will of the Board of Directors.

Executive & Other Officers

TERENCE M. BERGE (age 49) joined the Company in June 1998 as Assistant Corporate Controller and served as the Company's Treasurer from March 2008 through March 2015. In March 2013, Mr. Berge's title was changed to Corporate Vice President, Treasurer and Assistant Controller. On April 1, 2015, Mr. Berge was promoted to Vice President, Corporate Controller. Prior to joining the Company, Mr. Berge was employed by Price Waterhouse LLP from 1991 through 1998 where he served most recently as an audit manager. Mr. Berge is a certified public accountant and holds a B.S. degree in Accounting from the State University of New York at Oswego.

PATRICK J. BEYER (age 53) joined the Company as President of CONMED International in December 2014. Prior to joining the Company, Mr. Beyer served as Chief Executive Officer of ICNet, a privately held infectious control software company from 2010 to 2014 when the company was sold. Prior to this, Mr. Beyer spent 21 years at Stryker Corporation where he led Stryker Europe from 2005-2009; Stryker UK, South Africa and Ireland from 2002 to 2005 and Stryker Medical from 1999 to 2002. Mr. Beyer graduated from Kalamazoo College with a BA in Economics, Western Michigan University with an MBA in Finance and Harvard Business School's Advanced Management Program.

HEATHER L. COHEN (age 46) joined the Company in October 2001 as Associate Counsel and served as Deputy General Counsel from March 2002 to February 2015 and as the Company's Secretary since March 2008. In June 2008, Ms. Cohen was also named the Vice President of Corporate Human Resources. In March 2013, Ms. Cohen's title was changed to Executive Vice President, Human Resources, Deputy General Counsel and Secretary and in April 2015 her title changed to Executive Vice President, Human Resources & Secretary. In May 2018, Ms. Cohen relinquished the Secretary title. Prior to joining the Company, Ms. Cohen was an Associate Attorney with the law firm Getnick Livingston Atkinson Gigliotti & Priore, LLP from 1998 to 2001. Ms. Cohen holds a B.A. in Political Science and Education from Colgate University and a J.D. from Emory University.

NATHAN FOLKERT (age 44) joined the Company as the Vice President, General Manager, U.S. Orthopedics in September 2015. Prior to joining CONMED, Mr. Folkert served in leadership positions with Zimmer, most recently as the President, Trauma Division from January 2013 to June 2015, prior to this as the General Manager, Canada from January 2010 to January 2013 and other managerial positions from 2007 to 2010. Prior to Zimmer, Mr. Folkert was employed by Wheelchair Professionals from 2005 to 2007 and by Stryker Corporation from 2000 to 2005. Mr. Folkert graduated with a B.S. degree in Political Science from the United States Military Academy at West Point and also earned his M.B.A. from the University of Notre Dame Mendoza College of Business.

TODD W. GARNER (age 50) joined the Company as Executive Vice President & Chief Financial Officer on January 2, 2018. Prior to joining CONMED, he served as Vice President - Investor Relations for C.R. Bard, Inc. from 2011 until December 2017. Mr. Garner's prior roles with C.R. Bard, Inc. include Vice President, Controller (Division Chief Financial Officer) for its Medical division from 2007 through 2011, Director of Financial Reporting from 2005 through 2007 and the Controller of the Reynosa Operations from 2003 through 2005. Prior to working at C.R. Bard, Inc., Mr. Garner was the acting CFO and Controller at Echopass Corporation (currently Genesys Corporation) from 2000 to 2003, the Controller and Value Planning Manager at Futura Industries, Corp. from 1997 to 2000, Accounting Manager at Excel Communications in 1997 and Accounting Coordinator at Verizon from 1995 to 1996. Mr. Garner began his career with Arthur Andersen LLP, where he was a senior auditor from 1992 to 1995. Mr. Garner holds an MBA from the University of Texas - Pan American, and a B.S. in accounting from Brigham Young University. Mr.

Garner is also a Certified Public Accountant.

DANIEL S. JONAS (age 55) joined the Company as General Counsel in August 1998 and in addition became the Vice President-Legal Affairs in March 1999. In March 2013, Mr. Jonas' title was changed to Executive Vice President, Legal Affairs & General Counsel. In May 2018, Mr. Jonas assumed the role of Secretary. Prior to his employment with the Company, Mr. Jonas was a partner with the law firm of Harter, Secrest & Emery, LLP in Syracuse from January 1998 to August 1998, having joined the firm as an Associate Attorney in 1995. Mr. Jonas holds an A.B. in Classics (Latin) from Brown University and a J.D. from the University of Pennsylvania Law School.

JOHN (JED) E. KENNEDY (age 61) joined the Company in September 2012 as Vice President and General Manager, Visualization and Endomechanical. In January 2015, Mr. Kennedy became Vice President and General Manager, U.S. Endoscopic Technologies. Prior to joining the Company, Mr. Kennedy served as President and Chief Executive Officer of Viking Systems, Inc. from January 2010 to September 2012. Mr. Kennedy had formerly served as President and Chief Operating Officer of Viking Systems, Inc. from October 2007 to December 2009. Prior to October 2007, Mr. Kennedy was the President of the Vision Systems

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Group at Viking Systems, Inc. From January 1997 to September 2007, Mr. Kennedy held various executive positions with Vista Medical Technologies, Inc. Prior to joining Vista Medical Technologies, Inc., Mr. Kennedy held various positions in Manufacturing, Quality Engineering and Product Development at Smith & Nephew Endoscopy from 1984 through January 1997. Prior to 1984, he held various engineering positions at Honeywell's Electro-Optics and Avionics divisions. Mr. Kennedy received a B.S. in Manufacturing Engineering from Boston University.

SARAH M. OLIKER (age 42) joined the Company in April 2014 as Assistant General Counsel. She became Assistant General Counsel and Assistant Secretary in May 2018. Prior to joining the Company, she was Senior Counsel for ProCure Treatment Centers, Inc. in New York City, having previously spent five years with Epstein Becker & Green in its Health Care & Life Sciences group based in Washington, D.C. Ms. Oliker holds a B.A. in Political Science from Colgate University and a J.D. from Syracuse University College of Law.

JOHONNA PELLETIER (age 46) joined the Company in 2005 as Tax Director. Effective April 1, 2015, Ms. Pelletier was promoted to Treasurer and Vice President, Tax. Prior to joining the Company, she was employed by PricewaterhouseCoopers LLP where she most recently served as a tax senior manager. She is a certified public accountant and graduated with a B.S. degree in Accounting from Le Moyne College.

STANLEY W. (BILL) PETERS (age 44) joined the Company as Vice President and General Manager, U.S. Advanced Surgical in January 2015. Prior to joining the Company, Mr. Peters served as Director of Sales for Mako Surgical Corporation from 2012 to 2014. Mako was purchased by Stryker Corporation in December 2013. Prior to this, Mr. Peters served as an executive with EndoGastric Solutions from 2011 to 2012 and in sales leadership roles at Intuitive Surgical from 2009 to 2011. Prior to Intuitive Surgical, Mr. Peters was employed at Stryker Corporation in sales leadership from 2004 to 2009. Mr. Peters graduated from Ohio University with a B.B.A. degree in Finance.

WILFREDO RUIZ-CABAN (age 54) joined the Company as the Executive Vice President, Quality Assurance & Regulatory Affairs in September 2015 and in February of 2016 was named Executive Vice President, Quality Assurance, Regulatory Affairs and Operations. Prior to joining the Company, Mr. Ruiz served as the Director, Americas Global Manufacturing from June 2015 to September 2015 and prior to this as the Worldwide Quality Operations Director from August 2012 to June 2015 with Johnson & Johnson, DePuy Synthes. Prior to Johnson & Johnson, Mr. Ruiz served as the Senior Manufacturing Director for Medtronic from June 2009 to August 2012. Mr. Ruiz also held a number of managerial positions in manufacturing and quality operations. Mr. Ruiz graduated from Cornell University with a B.S. degree in both Electrical and Material Science Engineering and a G.M.B.A. from the Thunderbird School of Global Management.

PETER K. SHAGORY (age 50) joined the Company as Executive Vice President, Strategy and Corporate Development in May 2015. Mr. Shagory has more than 20 years of experience in healthcare venture investing and mergers and acquisitions through his previous venture capital, investment banking and corporate roles. Prior to joining the Company, Mr. Shagory led the strategy and business development efforts for Cardinal Health's Medical Products Group within the Medical Segment from June 2013 to May 2015 where he played a key role in Cardinal Health's entry into the interventional cardiovascular and the advanced wound care categories. Prior to that, Mr. Shagory led the healthcare and life sciences investment effort at Baird Venture Partners from January 2004 to mid-2013, focusing on medical technology and research tools and diagnostics. Mr. Shagory earned an MBA from Dartmouth's Tuck School of Business and a B.S. in Finance from Miami University in Oxford, Ohio.

Table of Contents**MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEES,
LEADERSHIP STRUCTURE AND RISK OVERSIGHT**

During 2018, the full Board of Directors met eight times in person or by telephone conference. Each director attended, or participated in the telephone conference calls, for 100% of the board meetings, except as follows: there were two board meetings in which a single director (but not the same director) was unable to attend due to scheduling conflicts. The Board of Directors has a leadership structure with a Chairman, whose role is to set an agenda for meetings and to preside at the meetings of the full Board of Directors. The Board has decided, for the time being, to spread the work of positions as chairs of the four (4) Board committees. The Board has also opted to separate the roles of the Chairman and the CEO at this time. While the Board may change this structure in the future, the separation of the roles is believed to be appropriate at this time to allow the Chairman to focus on corporate governance and succession planning while the CEO can simultaneously focus on the management of the Company's operations.

The role of the Board of Directors with respect to oversight of risk is to regularly review a risk management overview of key risks maintained and regularly updated by management, with the CEO informing the Board of any material changes during the course of the year as they arise. In addition, the Board regularly receives periodic update reports both from the Chief Executive Officer and from executive management with respect to selected key risks that the Board may be monitoring until such risks are resolved.

Board Committees:

The Company's Board of Directors currently has four standing committees: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Strategy Committee. Current members of the individual committees are named below:

| Audit Committee | Compensation Committee | Corporate Governance and Nominating Committee | Strategy Committee |
|---------------------------|--|---|---|
| John L. Workman, Chair | Dirk M. Kuyper, Chair | Brian P. Concannon, Chair | Charles M. Farkas, Chair |
| David Bronson | Charles M. Farkas | David Bronson | Brian P. Concannon |
| Mark E. Tryniski | Martha Goldberg Aronson Jerome J. Lande | Martha Goldberg Aronson Dirk M. Kuyper | Jerome J. Lande Mark E. Tryniski |

The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act and currently consists of three independent directors. As more fully detailed in its charter, the Audit Committee is charged with (a) oversight of the Company's accounting and financial reporting principles, policies and internal accounting controls and procedures; (b) oversight of the Company's financial statements and the independent audit thereof; (c) nominating the outside independent registered public accounting firm to be proposed for shareholder approval; (d) evaluating and, where deemed appropriate, replacing the independent registered public accounting firm; (e) pre-approving all services permitted by law to be performed by the independent registered public accounting firm; (f) approving all related-party transactions above \$5,000; (g) establishing procedures for (i) the receipt, retention and treatment of complaints by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and (h) the oversight of the Company's response to claims involving potential financial fraud or ethics matters. The Audit Committee has delegated its authority to pre-approve work by the independent registered public accounting firm and related-party transactions to the Chair of the Audit Committee, who is required to disclose any such pre-approvals at the Audit Committee's next meeting. The Audit Committee met nine times during 2018. All then-current members of the Audit Committee attended every meeting. The current Audit Committee Charter is on the Company's website in

the corporate governance tab of the investor relations section (at <http://www.conmed.com/en/about-us/investors/investor-relations>). The charter is also available in print to any shareholder who requests it.

The Compensation Committee currently consists of four independent directors. As set forth in its charter, the Compensation Committee is charged with reviewing and establishing levels of salary, bonuses, benefits and other compensation for the Company's CEO and the CEO's direct reports. The Compensation Committee met five times during 2018. All then-current members of the Compensation Committee attended every meeting. The Compensation Committee, and the full Board of Directors, has determined

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that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company because the value of senior management's short-term incentives are balanced by the value of longer-term incentives. Employees below the senior management level are provided annual incentives that are lower in relation to salary and therefore do not have an incentive that results in risk to the Company as a result of compensation practices or structure. The current Compensation Committee Charter is available on the Company's website in the corporate governance tab of the investor relations section (at <http://www.conmed.com/en/about-us/investors/investor-relations>). The charter is also available in print to any shareholder who requests it.

The Corporate Governance and Nominating Committee currently consists of four independent directors. As stated in its charter, the Corporate Governance and Nominating Committee is responsible for recommending individuals to the full Board of Directors for nominations as members of the Board of Directors, and for developing and recommending to the full Board of Directors a set of corporate governance principles. The Corporate Governance and Nominating Committee will consider, but is not obligated to accept, shareholder recommendations for individuals to be nominated provided that such recommendations are submitted in writing to the Company's General Counsel within the time frame for shareholder proposals for the Annual Meeting, (more information concerning director nominations is set forth below under the heading Corporate Governance and Nominating Committee Report). The Corporate Governance and Nominating Committee and the full Board seek directors with expertise and experience in managing companies both public and private, in financial matters, experience with United States and international business, and in the medical field in a variety of functions and areas, as well as diversity in background and gender. In this regard, the Corporate Governance and Nominating Committee and the full Board are committed to creating a Board with diversity of expertise, experience, background and gender and expect to seek to identify, recruit and advance candidates offering such diversity in future searches. The Corporate Governance and Nominating Committee met four times during 2018. All then-current members of the Corporate Governance and Nominating Committee attended every meeting. The current Corporate Governance and Nominating Committee Charter and Corporate Governance Principles are available on the Company's website in the corporate governance tab of the investor relations section (at <http://www.conmed.com/en/about-us/investors/investor-relations>). The charter is also available in print to any shareholder who requests it.

The Strategy Committee currently consists of four independent directors. As stated in its charter, the Strategy Committee is responsible for overseeing the long-term strategy of the Company, risks and opportunities related to such strategy, and strategic decisions regarding investments, acquisitions and divestitures of the Company. The Strategy Committee met four times in 2018. All members of the Strategy Committee attended every meeting, with the exception of one director who was unable to attend one meeting that was convened on short notice due to an unavoidable scheduling conflict. The current Strategy Committee Charter is available on the Company's website in the corporate governance tab of the investor relations section (at <http://www.conmed.com/en/about-us/investors/investor-relations>). The charter is also available in print to any shareholder who requests it.

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AUDIT COMMITTEE REPORT

The role of the Audit Committee is to assist the Board of Directors in its oversight of the financial management, independent auditor and financial reporting controls and accounting policies and procedures of the Company. The Board of Directors, in its business judgment, has determined that all members of the Audit Committee are “independent”, as required by the applicable listing standards of the NASDAQ Stock Market and the rules under the Exchange Act in that no member of the Audit Committee has received any payments, other than compensation for Board services, from the Company, and has not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past four years. Although not currently engaged professionally in the practice of auditing or accounting, the Audit Committee and Board of Directors have determined that Messrs. Bronson, Tryniski and Workman qualify as “audit committee financial experts” within the meaning of Section 407 of the Sarbanes-Oxley Act of 2002 and the implementing regulations and that such qualifications were acquired through relevant education and work experience. The Audit Committee operates pursuant to a Charter that was last amended by the Board of Directors in May 2018. A copy of the amended charter, which more fully describes the duties and responsibilities of the Audit Committee, is available on the Company’s website in the corporate governance tab of the investor relations section (at <http://www.conmed.com/en/about-us/investors/investor-relations>).

Management is responsible for CONMED’s internal controls, financial reporting process and compliance with laws and regulations. The independent registered public accounting firm is responsible for performing an integrated audit of CONMED’s consolidated financial statements and of its internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (“PCAOB”). The Audit Committee’s responsibility is to monitor and oversee these processes, as well as to attend to the matters set forth in the amended charter. In this regard, during 2018, the Audit Committee continued to work with the Vice President of Internal Audit, who reports directly to the Audit Committee, in connection with the Audit Committee’s oversight of the financial management, independent auditor and financial reporting controls and accounting policies and procedures of the Company. In this context, the Audit Committee met nine times during 2018 and held numerous discussions with management and with the independent registered public accounting firm, including executive meetings without management present. Management represented to the Audit Committee that the Company’s audited consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Committee has reviewed and discussed the audited consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed under PCAOB Auditing Standard No. 16 (Communication with Audit Committees). CONMED’s independent registered public accounting firm also provided to the Audit Committee the written disclosures and the letter regarding the independent registered public accounting firm’s independence required by the PCAOB (Rule 3526, Communications with Audit Committees Concerning Independence) and the Audit Committee discussed with the independent registered public accounting firm its independence. In this regard, the Audit Committee evaluates the fees proposed and billed for non-audit services and also considers the nature and scope of non-audit services when evaluating the independence of the independent registered public accounting firm, all of which the Audit Committee pre-approves. Taking all of these matters into consideration, the Audit Committee has determined that the provision of non-audit services by the independent registered public accounting firm, and the fees and costs incurred in connection with those services, are compatible with the auditor’s independence in light of the nature and extent of permissible non-audit services provided to the Company.

In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the company’s independent registered public accounting firm. In connection with considering whether to retain PricewaterhouseCoopers LLP, the Audit Committee considers, among other things, its familiarity with the Company’s business and operations, its knowledge of and exposure to the industry as a whole, its quality of communication with the Audit Committee, its ability to provide knowledgeable staff, and the expertise and responsiveness of the national office and other experts in various fields within the audit firm. The members of the Audit Committee and the Board have considered the length of the independent registered public accounting firm’s engagement with the Company, the amount of the fees charged and the tenor of the negotiations concerning such fees,

as well as the shareholder ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. Considering all of these factors, the members of the Audit Committee and the Board believe that the continued retention of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm is in the best interests of the Company and its shareholders.

Members of the Audit Committee rely without independent verification on the information provided to them and on the representations made by management and the independent registered public accounting firm. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal control and procedures designed to assure compliance with accounting standards and

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applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the Company's auditors are in fact "independent".

Based upon the Audit Committee's review and discussions referred to above, and subject to the limitations on the role and responsibilities of the Audit Committee referred to above and in the Charter, the Audit Committee recommended that the Board of Directors include the Company's audited consolidated financial statements in CONMED's Annual Report on Form 10-K for the year ended December 31, 2018 filed with the Securities and Exchange Commission.

Submitted by the Audit Committee,

John L. Workman (Chair) David Bronson

Mark E. Tryniski

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CORPORATE GOVERNANCE AND NOMINATING COMMITTEE REPORT

The role of the Corporate Governance and Nominating Committee is to recommend individuals to the Board for nomination as members of the Board and its committees and to develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Board of Directors, in its business judgment, has determined that all members of the Corporate Governance and Nominating Committee are “independent”, as required by applicable listing standards of the NASDAQ Stock Market, in that no member of the Corporate Governance and Nominating Committee has received any payments, other than compensation for Board services, from the Company. The Corporate Governance and Nominating Committee operates pursuant to a Charter that was last amended and restated by the Board of Directors in March 2011. A copy of the amended and restated charter is available on the Company’s web site in the corporate governance tab of the investor relations section.

The Corporate Governance and Nominating Committee has no fixed process for identifying and evaluating potential candidates to be nominees. The Corporate Governance and Nominating Committee has no fixed set of qualifications that must be satisfied before a candidate will be considered, although the Corporate Governance and Nominating Committee and the Full Board are committed to creating a Board with diversity, including diversity of expertise, experience, background, and gender and is committed to identifying, recruiting, and advancing candidates offering such diversity in future searches. The Corporate Governance and Nominating Committee has opted to retain the flexibility to consider such factors as it deems appropriate. These factors may include judgment, skill, diversity, reputation, experience with businesses and other organizations of comparable size as executives, directors or in other leadership positions, an understanding of finance and financial reporting processes, a corporate governance background, the ability to dedicate significant time for service on the Company’s Board of Directors, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. In this regard, the Corporate Governance and Nominating Committee also looks for the skills and expertise required to satisfy the listing requirements of the NASDAQ Stock Market, on which CONMED’s stock is traded.

During 2018, the Corporate Governance and Nominating Committee considered the Board’s committee structure, leadership and the succession planning for the Committees, and concluded that no changes were necessary or advisable during 2018.

The Committee may consider candidates proposed by management, but is not required to do so. As previously disclosed, the Corporate Governance and Nominating Committee will consider any nominees submitted to the Company by shareholders wishing to propose nominees for election as directors at the 2020 Annual Meeting, provided that the shareholders proposing any such nominees have adhered to specified advance notice procedures contained in the Company’s by-laws, a copy of which is available on request to the General Counsel of the Company, CONMED Corporation, 525 French Road, Utica, New York 13502 (Telephone (315) 797-8375).

Submitted by the Corporate Governance and Nominating Committee,

Brian P. Concannon (Chair) David Bronson
Martha Goldberg Aronson Dirk M. Kuyper

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Shareholders who wish to communicate with the Board of Directors as a group or an individual director may do so by sending correspondence to the attention of the General Counsel of the Company at 525 French Road, Utica, New York 13502 with a cover letter specifying the intended recipient. At this time, no communications received by the Company in this manner will be screened, although this could change without prior notice. As set forth in the Company's Corporate Governance Principles, the Company's policy is that directors will attend the Annual Meeting of Shareholders, absent exceptional circumstances. Historically, all directors have attended the Annual Meeting of Shareholders, and all directors attended the 2018 Annual Meeting of Shareholders (the "2018 Annual Meeting") in person, with the exception of one Director who was unable to attend in person and therefore joined by telephone.

ETHICS DISCLOSURE

The Company has adopted, as of March 31, 2003, and updated on February 28, 2017, an ethics program which applies to all employees, including senior financial officers and the principal executive officer. The ethics program is available on the Company's website in the corporate governance tab of the investor relations section (<http://www.conmed.com/en/about-us/investors/investor-relations>), and is administered by the Company's General Counsel. The Program codifies standards reasonably necessary to deter wrongdoing and to promote honest and ethical conduct, avoidance of conflicts of interest, full, fair, accurate, timely and understandable disclosure, compliance with laws, prompt internal reporting of code violations and accountability for adherence to the code and permits anonymous reporting by employees to an independent third party, which will alert the Chair of the Audit Committee of the Board of Directors if and when it receives any anonymous reports. No waivers under the Ethics Program have been granted.

PRINCIPAL ACCOUNTING FEES AND SERVICES

The Audit Committee is responsible for the audit fee negotiations associated with the retention of PricewaterhouseCoopers LLP. The aggregate fees and expenses billed by PricewaterhouseCoopers LLP for professional services rendered for the audit of the Company's annual financial statements for the years ended December 31, 2018 and December 31, 2017, for the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q for those years, for the audit of the Company's internal control over financial reporting as of December 31, 2018 and December 31, 2017, and all other audit related, tax consulting and other fees and expenses, are set forth in the table below.

| Fee Summary | 2018 | 2017 |
|--|-------------------|-------------------|
| Audit Fees: | | |
| Audit of Annual Financial Statements and Interim Reviews | \$2,073,800 | \$1,897,400 |
| Audit of Internal Control over Financial Reporting | Included above | Included above |
| SEC Registration Statements | \$— | \$— |
| Total Audit Fees | \$2,073,800 | \$1,897,400 |
| Audit Related Fees: | | |
| Advisory Services | \$— | \$— |
| Tax Fees: | | |
| Tax Compliance and Consulting Services | \$217,228 | \$497,081 |
| All Other Fees: | | |
| Research Service License | \$2,700 | \$1,800 |
| Total Fees and Expenses | \$2,293,728 | \$2,396,281 |

The Audit Committee has adopted procedures requiring prior approval of particular engagements for services rendered by the Company's independent registered public accounting firm. Consistent with applicable laws, the Audit Committee has delegated its authority to pre-approve work by the independent registered public accounting firm and related-party transactions to the Chair of the Audit Committee, who is required to disclose any such pre-approvals at the Audit Committee's next meeting. All fee amounts set forth in the table above were pre-approved.

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COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion & Analysis (“CD&A”) describes the philosophy, objectives and structure of our fiscal year 2018 executive compensation program. This CD&A is intended to be read in conjunction with the tables beginning on page 30, which provide further historical compensation information for our named executive officers (“NEOs”) as identified below.

| Name | Title |
|--------------------------|--|
| Curt R. Hartman | Chief Executive Officer |
| Todd W. Garner | Executive Vice President and Chief Financial Officer |
| Patrick J. Beyer | President, CONMED International |
| Nathan Folkert | Vice President & General Manager, U.S. Orthopedics |
| Stanley W. (Bill) Peters | Vice President & General Manager, U.S. Advanced Surgical |

Quick CD&A Reference Guide

| | |
|--|-------------|
| Executive Summary | Section I |
| Objectives and Philosophy | Section II |
| Compensation Decision-Making Process | Section III |
| Competitive Market Analysis | Section IV |
| Elements of Executive Compensation | Section V |
| Additional Compensation Policies and Practices | Section VI |

I. Executive Summary

Our compensation program is designed to reward executives for focus and achievement of the Company’s short- and long-term performance goals. This is important, as our Company’s performance is very much dependent on the talents, skills and engagement of our people. We measure Company performance by growth in sales and earnings, and these goals are directly reflected in our annual bonus plan. Strengthening our stock price performance over the long-term is also a focus as we continue this strategic transformation; as such, our equity incentives are delivered as stock options and, to a lesser degree, restricted stock units (“RSUs”). Finally, our executives are measured by their individual contributions to the Company’s success, and this is reflected in a small portion of the annual bonus as well as in base salary adjustments.

Overview of Pay Program

Our pay program is reflective of our business strategy, our desire to fairly and appropriately pay our executive team, and our desire to align management with shareholder interests.

While there is no fixed formula, the Compensation Committee seeks an appropriate balance between cash and non-cash compensation, short and long term incentives, at-risk compensation and the appropriate mix of different forms of equity compensation. In addition, the Compensation Committee believes that senior executives who have greater and more direct impact and influence over the Company’s overall performance should receive a significant proportion of equity relative to their total compensation, thus seeking to align the executive’s incentives and impact with the value he or she brings to the Company-wide performance.

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Our executive pay program consists of three major elements:

- | | |
|------------------------------|--|
| Base Salary | <ul style="list-style-type: none">• Individual salaries are established at time of hire and adjusted thereafter by committee discretion• Designed to be competitive within the market and industry, and to reflect individual performance and contribution |
| Short-Term Incentive (“STI”) | <ul style="list-style-type: none">• Cash incentives intended to reward the achievement of annual Company financial goals as well as individual accomplishments and contributions• For 2018, cash performance measures were Total Net Sales (FX Adjusted) and Adjusted EPS, as well as individual performance goals |
| Long-Term Incentives (“LTI”) | <ul style="list-style-type: none">• Equity awards with lengthy vesting periods for retentive purposes as well as to focus executives on long-term share price appreciation, which are intended to align shareholder and management interests• For 2017 and 2018, equity was delivered as stock options and RSUs• Outstanding equity awards include performance share units (“PSUs”) awarded to our CEO in 2015 |

Target Pay

To promote the performance-based culture as described above, and to align the interests of management and shareholders, our executive compensation program focuses on variable compensation. Our CEO’s and other NEO’s target pay mix in 2018 illustrate this:

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Compensation Program Governance

Best Practices We Employ

Majority of NEO compensation tied to long-term performance

Equity awards granted in 2015 and beyond require a double trigger for Change in Control vesting acceleration

Stock ownership guidelines of 4x salary for CEO, 3x for the CFO, and 1x for other NEOs