

**Apyx Medical Corporation
Governance and Nominating Committee Charter
Adopted as of December 1, 2019**

The Governance and Nominating Committee ("Governance Committee", or the "Committee" has been created by the Board of Directors of Apyx Medical Corporation ("Apyx" or the "Company").

I. Purpose

The purpose of Apyx Medical Corporation ("Apyx" or the "Company")'s Governance and Nominating Committee ("Governance Committee" or the "Committee") is:

- To identify and recommend to the Board individuals qualified to become Board members and to recommend to the Board the director nominees for election at the annual meetings of shareholders or for appointment to fill vacancies;
- To advise the Board about appropriate composition of the Board and its committees and recommend to the Board proposed directors to serve on each Board committee; and
- To develop and periodically review and evaluate the Company's Corporate Governance Guidelines and recommend any appropriate changes to the Board.

I. Committee Membership

The Committee shall be comprised of three (3) or more directors appointed by the Board, all of whom shall be independent directors, and meet the independence requirements as outlined per the rules of the NASDAQ Stock Market, LLC and the Securities and Exchange Commission. Members of the Committee shall be appointed and removed only by the Board. The Chairperson of the committee shall be selected by the affirmative vote of the majority of the Committee. A majority of the members of the Committee present at any of its meetings shall comprise a quorum.

II. Committee Meetings

The Committee shall meet at least once annually, and at such other times as it deems necessary to fulfill its responsibilities and duties set forth in the Charter. The Committee shall keep a written record of its meetings and actions and shall file a copy of such record in the corporate minutes of the Company.

III. Authority, Resources & Responsibilities

The Committee will be given the resources and authority necessary to discharge its duties and responsibilities, including unrestricted access to Company personnel, records and documents.

The Committee will also have the authority to engage and obtain advice and assistance from external legal, accounting or other advisors ("Advisors"), as it deems necessary or appropriate. The Committee shall have sole authority to retain and/or terminate an Advisor(s) and shall set the compensation and oversee the work of Advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of such Advisors.

Any communications between the Committee and legal counsel in the course of obtaining legal advice

will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee shall identify and recommend to the Board candidates for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board. In doing so, the Committee shall consider the appropriate size and the current composition of the Board in light of the characteristics of independence, diversity, skills, experience, availability of service to the Company and tenure of its members, and of the Board's anticipated needs.

The Committee shall review qualified candidates for the Board recommended by various sources including shareholders. The process for stockholders to submit their recommendations for candidates for the Board is discussed in the Company's annual proxy statement.

The Committee shall ensure that the appropriate number of members of the Board are independent directors and that each committee of the Board contains exclusively or, if appropriate, a majority of members that are independent to the extent required by law, applicable listing standards, the Company's articles or bylaws, or the Company's corporate governance guidelines.

The Committee shall, upon a significant change in a director's personal circumstances or in the event a significant ongoing time commitment arises that may be inconsistent with a director's service on the Board, review, as appropriate and in light of the then current Board policies, the continued Board membership of such director.

The Committee shall review on an annual basis the Board's committee structure and may recommend to the Board for its approval directors to serve as members and chairs of each committee. The Committee may also recommend additional members to fill vacancies on Board committees as needed.

The Committee shall assess and make recommendations concerning overall corporate governance including, without limitation, proposed changes to the Company's corporate governance principles or guidelines, to the extent specific matters are not the assigned responsibility of other Board committees.

The Committee shall, on an annual basis, review and discuss the Company's Code of Business Conduct and Ethics and consider whether amendments to it are required or appropriate.

The Committee shall, on an annual basis, review and discuss the Company's Corporate Governance Guidelines and consider whether amendments to it are required or appropriate.

The Committee shall, on an annual basis, review and reassess the adequacy of the charters of the Company's Audit Committee, Regulatory Compliance Committee, Compensation Committee, and Governance and Nominating Committee.

The Committee shall, on an annual basis, oversee the Board's annual self-evaluation to determine whether the Board and its committees are functioning effectively.

Additionally, Committee, to the extent it deems necessary or appropriate, has following responsibilities:

1. Engage in informal discussions, as needed, with selected senior management.
2. Review the Committee's charter, structure, processes, and membership requirements and submit

- any recommended changes to the Board at least once a year.
3. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
 4. Delegate, in its discretion, any of its responsibilities to the extent allowed under applicable law.
 5. Retain, at its sole discretion, the advice or assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter.
 6. Review the Committee's own performance annually by conducting self-assessments to ensure that the Committee is fulfilling its responsibilities.
 7. Maintain minutes of meetings and periodically report its activities to the Board on significant results of the foregoing activities.
 8. Perform such other functions as assigned by law, the Company's charter or bylaws, or the Board.

IV. Publication of Charter

The Committee shall request the Company maintain a copy of this Charter on the Company's website and/or file this Charter as an appendix to the Company's proxy statement at least once every three years.