

**CHARTER FOR THE COMPENSATION
COMMITTEE OF THE BOARD OF DIRECTORS OF
HESKA CORPORATION**

PURPOSE:

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Heska Corporation (the "Corporation") shall be to oversee the Board's responsibilities relating to compensation of the Corporation's Chief Executive Officer ("CEO") and the Corporation's other executive officers, as well as those officers who report directly to the CEO (collectively, and including the CEO, the "Executive Officers"). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Corporation as they affect Executive Officers.

MEMBERSHIP:

The Committee shall be comprised of no fewer than three members. All members of the Committee shall (i) meet the independence requirements of NASDAQ Marketplace Rules, as amended, (ii) be a "non-employee director" for purposes of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) satisfy the "outside director" definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Committee members will serve at the discretion of the Board. The Board shall designate the Chair of the Committee.

MEETINGS:

The Committee shall meet at least four times each year, generally in conjunction with the regular meetings of the full Board, and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings.

RESPONSIBILITIES AND DUTIES:

- The Committee shall, at least annually, review and approve the annual base salaries and annual incentive compensation opportunities of the Executive Officers.
- The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) any incentive awards and opportunities, including cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation or benefits for Executive Officers and persons who formerly served as Executive Officers, including termination or retirement benefits and

perquisites provided to them during and after employment.

- The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation. The CEO shall not be present during any Committee deliberations or voting respecting his or her compensation.

- The Committee shall review and discuss any Compensation Discussion and Analysis ("CD&A") required to be included in the Corporation's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission ("SEC") with management and, based on such review and discussion, determine whether or not to approve the CD&A be so included.

- The Committee shall cause the production of any annual Compensation Report for inclusion in the Corporation's proxy statement in compliance with the rules and regulations promulgated by the SEC.

- The Committee shall oversee the Corporation's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ Marketplace Rules that, with limited exceptions, stockholders approve equity compensation plans.

- The Committee shall receive periodic reports on the Corporation's compensation program as they affect all employees.

- The Committee shall approve and oversee compensation programs involving the use of the Corporation's stock including the Corporation's Stock Incentive Plan, 1997 Employee Stock Purchase Plan, 2003 Equity Incentive Plan and the Equity Incentive Plan, as each may be amended, and any subsequent employee benefit plans adopted and approved by the Board and the Corporation's stockholders, if appropriate, other than the 401(k) plan for which the Committee is expressly not responsible and which is administered by a separate entity or persons.

- The Committee shall have the sole authority to retain, terminate and approve the retention terms and fees of any compensation consultant to assist the Committee with its evaluation of Executive Officer compensation. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Corporation, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, external legal counsel and any other advisors. All such consultants and external advisors

shall be chosen as determined in the discretion of the Committee after considering the factors specified in Nasdaq Listing Rule 5605(d)(3)(D)).

- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
- The Committee shall periodically evaluate its own performance.
- The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.

Amended and Restated October 31, 2022