

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 discharge the Board's responsibilities relating to compensation of the Corporation's Chief Executive Officer ("CEO") and the Corporation's other executive officers (collectively, and including the CEO, the "Executive Officers") covered by Rule 16a-1(f) promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). 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 composed 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 Exchange Act, 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 opportunities of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting respecting his or her compensation.
- The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other 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 and 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 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 recommend to the Board the CD&A be so included.
- The Committee shall produce 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 stockholder 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 1997 Stock Incentive Plan, 1997 Employee Stock Purchase Plan and 2003 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 it is expressly not responsible for and is administered by a separate entity or persons.
- The Committee shall have the authority, in its sole discretion and to the extent it deems necessary or appropriate, to conduct investigations and to retain and terminate (or obtain the advice of) compensation consultants, legal counsel or other advisers in connection with the performance of its responsibilities, subject to the other requirements of this Charter. The Committee may authorize and direct the payment of compensation by the Corporation to any such compensation consultants, legal counsel or other advisers and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Corporation must provide for appropriate funding, as determined by the Committee, for the payment of any such reasonable compensation to the Committee's consultants, legal counsel or other advisers.
- The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel (if any), however, only after taking into consideration the following factors relevant to that person's independence from management: (a) the provision of other services to the Corporation by the person that employs

the compensation consultant, legal counsel or other adviser; (b) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (e) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

- The Committee shall 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 on an annual basis 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 November 19, 2015