

PROVECTUS BIOPHARMACEUTICALS, INC.
AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “Board”) of Provectus Biopharmaceuticals, Inc., a Delaware corporation (the “Company”), previously established a Compensation Committee of the Board (the “Committee”). The existing Charter of the Committee is amended and restated as set forth herein effective as of June 16, 2016.

I. Organization

The Committee shall consist of at least three (3) directors designated by the Board. The Committee shall be independent in accordance with Sections 803A and 805(c)(1) of the NYSE MKT Company Guide. Members of the Committee shall be selected by the Board, acting on the recommendation of the Corporate Governance and Nominating Committee, immediately following the Company’s Annual Meeting of Stockholders. The Board may remove members of the Committee from such committee, with or without cause. Members of the Committee shall serve for terms of one (1) year, or until their successors are duly elected and qualified. The Board shall elect the Chairman of the Committee.

II. Purpose

The purpose of the Committee is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers, evaluate the performance of the executive officers, oversee succession planning for the executive officers, and oversee the management of the Company’s incentive compensation, equity compensation and benefit plans.

III. Duties and Responsibilities

The duties and responsibilities of the Committee shall include the following, in addition to such other duties and responsibilities as may be delegated to the Committee from time to time by the Board:

1. Determine the Company’s philosophy relating to the compensation of executive officers and annually review that philosophy;
2. Annually evaluate the executive officers’ performance against annual financial and non-financial goals and objectives established by the Committee, and determine the executive officers’ salary, bonus, equity compensation and other compensation and benefits based on this evaluation;
3. Review and make recommendations to the Board with respect to the adoption, amendment and termination of the Company’s incentive compensation, equity compensation, retirement and other benefit plans, oversee their administration and discharge any duties imposed on the Committee by any of those plans;

4. Exercise all rights, authority and function of the Board under the Company's equity incentive plans, including without limitation the authority to interpret the terms thereof and grant awards thereunder, except as otherwise provided by the Board or the terms of such plans;
5. Assess the competitiveness and appropriateness of, approve, and authorize the salaries, incentive compensation, equity compensation, terms of employment, retirement or severance benefits, other benefits and perquisites of the executive officers of the Company;
6. Review and authorize the eligibility criteria and award guidelines for compensation programs in which non-executive officer management employees participate, including incentive compensation and equity awards. The Committee may delegate to the Chief Executive Officer the authority to allocate such awards among employees other than executive officers, subject to such parameters as the Committee or the Board shall determine and to the limitations set forth in the applicable plans pursuant to which such awards are to be granted;
7. Prepare the Committee's annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations;
8. Annually review succession plans for executive officers, as applicable;
9. Annually review compliance by executive officers with the Company's stock ownership and retention guidelines, as applicable;
10. Review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K and proxy statement;
11. Prepare and approve the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K;
12. Review and make recommendations to the Board regarding compensation of the Company's directors;
13. Form and delegate authority to sub-committees or individual members of the Committee; and
14. Annually conduct a review of this Charter and recommend any proposed changes to the Board.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, legal counsel and other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. 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 compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisors to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, legal counsel and other advisors, the Committee may select a compensation consultant, legal counsel or other advisor to the Committee only after taking into consideration all relevant factors, including the following:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the compensation Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

The Committee shall evaluate whether any compensation consultant, legal counsel or other advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. Any compensation consultant, legal counsel

or other advisor retained or to be retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any other compensation or other human resource matters.

Nothing in this Section IV requires a compensation consultant, legal counsel or other compensation advisor to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation advisor. The Committee may select or receive advice from any compensation advisor they prefer, including ones that are not independent, after considering the independence factors outlined in this Section IV.

V. Meetings

The Committee shall meet as necessary to evaluate the executive officers' performance during the preceding year and to approve executive officer compensation, and shall meet at such other times as shall be determined by the Chairman of the Committee. The Committee shall report the results of its meetings regularly to the Board. The Committee is governed by the same rules regarding meetings as are applicable to the Board.