

**CONFORMIS, INC.**

**NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE CHARTER**

**Adopted on February 2, 2021**

**A. Purpose**

1. The purpose of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Conformis, Inc. (“Conformis”) is to:
  - (a) recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any Board vacancies;
  - (b) recommend to the Board the directors to be appointed to each Board committee;
  - (c) develop and recommend to the Board corporate governance guidelines; and
  - (d) oversee the self-evaluation of the Board.

**B. Structure and Membership**

1. Number. The Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each Committee member shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2).
3. Chair. Unless the Board elects a Committee Chair, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. Committee members shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove Committee members from the Committee, with or without cause.

**C. Authority and Responsibilities**

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by Conformis management and others, in accordance with its business judgment.

### Board and Committee Membership

2. Selection of Director Nominees. Except where Conformis is legally required by contract, bylaw, or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for: (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board; and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any Board vacancies. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in Conformis' Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause Conformis to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each Board committee.
5. Oversight of Board Committees. The Committee shall review periodically the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

### Corporate Governance

6. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board Corporate Governance Guidelines applicable to Conformis. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend any proposed changes to the Board for approval.
7. Board Leadership Structure. As more fully provided for in Conformis' Corporate Governance Guidelines, the Committee shall periodically review the Board's

leadership structure to assess whether it is appropriate given Conformis' specific characteristics and circumstances.

*Evaluation of the Board; Succession Planning*

8. Board Evaluation. The Committee shall be responsible for overseeing periodic self-evaluations of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation, and prepare an assessment of the Board's performance, to be discussed with the Board.
9. Succession of Senior Executives. The Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.
10. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

**D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to Conformis. The Committee is empowered, without further action by the Board, to cause Conformis to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any Conformis officer, employee, or advisor to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. The Committee shall evaluate periodically its own performance, which shall be reported to the Board.

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