

# LeMaitre Vascular, Inc.

## Nominating and Corporate Governance Committee Charter

### **I. General Statement of Purpose**

The Nominating and Corporate Governance Committee of the Board of Directors (the “Nominating Committee”) of LeMaitre Vascular, Inc.. (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders. The Nominating Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and a Code of Business Conduct and Ethics applicable to all Company employees, directors and officers, periodically reviewing such guidelines and code and recommending any changes thereto, and overseeing the evaluation of the Board and management.

### **II. Nominating Committee Composition**

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two (2) members, each of whom shall satisfy the independence standards established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. Unless a Chairman is designated by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

### **III. Meetings**

The Nominating Committee generally is to meet at least once per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Nominating Committee. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent.

#### **IV. Nominating Committee Activities**

The Nominating Committee's purpose and responsibilities shall be to:

##### **A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Selection of New Directors**

- Recommend to the Board criteria for Board and committee membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.
- Review the composition and size of the Board in order to ensure that the Board is comprised of members possessing the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company, as determined by the Nominating Committee.
- Recommend to the Board a policy with regard to the consideration of director candidates recommended by stockholders. The current policy is that the Nominating Committee will review and evaluate the qualifications of any director candidates who have been recommended by securityholders in compliance with the procedures established from time to time by the Nominating Committee and as set forth in the Corporate Governance Guidelines, and conduct inquiries it deems appropriate. The Nominating Committee will consider for nomination any such proposed director candidate who is deemed qualified by the Nominating Committee in light of the minimum qualifications and other criteria for Board membership approved by the Board from time to time as set forth in the Corporate Governance Guidelines.
- Recommend to the Board procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee and publish such procedures in the Corporate Governance Guidelines.
- Recommend to the Board a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders and publish such process in the Corporate Governance Guidelines.

- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; *provided that*, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.

**C. Code of Business Conduct and Ethics**

- Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to all Company employees, directors and officers.
- Review and assess the adequacy of the Code of Business Conduct and Ethics periodically, but at least annually, and recommend any proposed changes to the Board for approval.
- Collaborate with the Company's officers and legal counsel to publicly disclose any amendments to the Code of Business Conduct and Ethics required to be disclosed by any applicable governmental authority or regulatory body.
- Collaborate with the Company's officers and legal counsel to develop a means by which allegations of violations of or non-compliance with the Code of Business Conduct and Ethics can be reported to the Committee in a confidential manner.

**D. Corporate Governance Guidelines**

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Review and assess the adequacy of the Corporate Governance Guidelines annually and recommend any proposed changes to the Board for approval.

**F. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

## V. General

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.