

CORINDUS VASCULAR ROBOTICS, INC.

AUDIT COMMITTEE CHARTER

Organization

There shall be an audit committee appointed by the Board of Directors (the “Board”) of Corindus Vascular Robotics, Inc., a Delaware corporation (the “Company”) comprised of members of the Board of Directors (the “Committee”).

The Committee shall be comprised of at least three members, all of which meet the requirements and qualifications of the United States Securities and Exchange Commission (the “SEC”) and the NYSE American, LLC (“NYSE American”). Specifically, each Committee member shall: (i) be “independent,” as defined in Section 803A of the NYSE American LLC Company Guide; (ii) meet the criteria for independence set forth in Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (iii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and (iv) be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee shall be an “Audit Committee Financial Expert” as defined by the SEC, and otherwise meet the experience requirements of Section 803B(2)(a)(iii) of the NYSE American LLC Company Guide.

A chairperson of the Committee (the “Chair”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chair by majority vote of the full Committee membership. The Chair shall determine the agenda for and the length of meetings and shall have unlimited access to management and to information relating to the Committee’s purposes. The Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

The Chair and members of the Committee shall be designated annually by a majority of the full Board, and shall hold office until their resignations or until their successors shall be duly elected and qualified; *provided* that such members may be removed at any time, with or without cause, by a majority of the full Board. Vacancies on the Committee shall be filled by a majority of the full Board.

Statement of Purpose

The purpose of the Committee is to represent and assist the Board in its oversight of (i) the quality and integrity of the financial reporting of the Company and its accounting, (ii) the independence, qualifications and performance of the Company’s independent auditors and the performance of the internal auditors, (iii) the Company’s system of internal control, and (iv) the Company’s compliance with legal and regulatory requirements regarding financial reporting practices. The Committee also prepares the disclosure required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure that the corporate accounting and reporting practices of the Company are in accordance with all requirements and otherwise ensure the quality and integrity of the financial reporting of the Company. The following duties and responsibilities

of the Committee are intended as a guide to the Committee, with the understanding that the Committee may alter or supplement them as appropriate under the circumstances, to the extent permitted by applicable law.

In carrying out these responsibilities, the Committee will:

- Serve as an independent and objective party to oversee the Company's accounting and financial reporting process and internal control system and complaints or concerns relating thereto and the audits of financial statements of the Company.
- Assist the Board in evaluating the performance of the independent auditors, who are ultimately accountable to the Board and the Committee.
- Meet with the independent auditors at least once a year in private sessions, without any members of management being present, to discuss matters that the Committee or the independent auditors believe should be discussed, including, without limitation, the independent auditors' evaluation of the Company's financial, accounting and auditing personnel, the cooperation that the independent auditors received during the course of the audit and other items contemplated elsewhere in this Charter.
- Recommend, for shareholder approval, the ratification of the independent auditor to examine the Company's accounts, controls and financial statements. The Committee shall have the sole authority and responsibility to select, evaluate and if necessary replace the independent auditors, approve all audit engagement fees and engage other advisers as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company, (ii) compensation to any advisers employed by the Committee and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.
- Approve in advance all audit services and all permitted non-audit services, except where such services are determined to be *de minimis* under the Exchange Act. The Committee may delegate, to one or more designated members of the Committee, the authority to grant such pre-approvals. The decisions of any member to whom such authority is delegated shall be presented to the full Committee at each of its scheduled meetings.
- Retain, or remove, independent counsel, consultants or other advisers, as the Committee determines necessary to assist the Committee in carrying out its duties, without needing to seek approval for the retention or removal of such advisers or consultants from the Board, and determine the appropriate compensation for any such advisers or consultants retained by the Committee.
- Meet with the independent auditors and financial management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and, at the conclusion thereof, review such audit, including any comments or recommendations of the independent auditors.
- Obtain and review at least annually, a formal written report from the independent auditor setting forth (i) its internal quality-control procedures; (ii) material issues raised in the prior five years

by its internal quality-control reviews and their resolution and (iii) all relationships between the independent auditor and the Company. The Committee will review at least annually all relationships between the independent auditor and the Company; discuss with the independent auditors the impact of any disclosed relationships or services as required by professional standards; and determine whether any such relationships are consistent with the independent auditors' independence and objectivity and to take, or recommend that the full Board take, appropriate action to oversee the independence of the independent auditor. The Committee will also obtain a letter from the independent auditor as to its independence from the Company along with any issues that the committee should be aware of.

- Ensure that the lead audit partner assigned by the independent auditor as well as the audit partner responsible for reviewing the audit of the Company's financial statements shall be changed at least every five years.
- Review and appraise the audit efforts of independent auditors of the Company.
- Consider and approve, if appropriate, changes to the Company's accounting principles and practices as suggested by the independent auditors or management.
- Ensure and oversee timely reports from the independent auditor to the Committee of (i) all critical accounting policies and practices; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and the management of the Company, such as any management letter or schedule of unadjusted differences.
- Establish regular and separate systems of reporting to the Committee by management and the independent auditors regarding any significant judgements made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments and additional items as required under the Sarbanes-Oxley Act, including critical accounting policies.
- Review with the independent auditors and financial accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the Company, including information technology security and controls, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to assess and manage financial risk exposure and to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.
- Review and approve the internal corporate audit staff functions, including (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing, including internal and external resources depending on the internal audit team constructed; (iii) concurrence in the appointment, compensation and rotation of the internal audit management function; and (iv) results of internal audits.
- Review with management and the independent auditor all matters required to be communicated to the Committee under generally accepted auditing standards.

- Review and discuss with management and the independent auditors the annual audited financial statements and other related disclosure prior to filing the Company's Annual Report on Form 10-K, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, any significant issues and judgments (including the reasonableness of such judgments) that are identified regarding accounting and auditing principles and practices, the quality, not just acceptability, of accounting principles, the completeness and clarity of the disclosures in such financial statements and other sections of the Form 10-K, and the effect of regulatory and accounting initiatives on the Company's financial statements. The Committee shall recommend to the Board whether such annual audited financial statements should be included in the Form 10-K.
- Review and discuss with management and the independent auditors the Company's quarterly financial statements and other related disclosure prior to filing the Company's Quarterly Report on Form 10-Q, including the results of the independent auditors' review of them and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.
- Prepare and publish an annual Committee report in the proxy statement of the Company as required by the rules and regulations of the Securities Exchange Commission.
- Review and discuss with management (i) any legal matters that could have a material effect on the Company's financial statements, (ii) any instance of material non-compliance with applicable legal requirements, and (iii) any instance of material non-compliance with the Company's business conduct policies. Review and discuss with management the Company's policies and programs over compliance with laws and regulations related to the Company's business.
- Review with management the policies and procedures with respect to officers' expense accounts and perquisites.
- Review with management of the Company any financial information, earnings press releases and earnings guidance filed with the Securities and Exchange Commission or disseminated to the public, including any certification, report, opinion or review rendered by the independent auditors.
- Establish procedures for receiving and treating complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Obtain updates from management and the Company's legal counsel regarding compliance matters and review any instances of noncompliance and any legal or regulatory matter that could have a significant impact on the Company's financial statements with the Company's legal counsel.
- Review and approve the Company's investment policies, the adequacy of the Company's insurance coverage, and the status of any material tax audits and proceedings, and the Company's tax strategy and other material tax matters.
- Maintain minutes and submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

- Regularly report to the Board about the Committee’s activities, issues, and related recommendations.
- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside advisors for this purpose if, in its judgment, that is appropriate.
- Regularly review any significant disagreements among management and the independent auditor or the internal auditing department in connection with the preparation of the financial statements.
- Review significant accounting and reporting issues, including complex or unusual transactions (such as off-balance sheet structures, if any) and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Pursuant to the Company’s Related Party Transactions Policy (the “Policy”), review and make recommendations to the Board for approval or disapproval of all Related Party Transactions (as such term is defined in the Policy) and any material amendments to such Policy. The Company shall also review any transactions to determine adherence to the Company’s Code of Business Conduct and Ethics.
- The Committee shall approve only those Related Party Transactions that are determined to be in, or not inconsistent with, the best interests of the Company and its stockholders. No member of the Committee shall participate in any review, consideration or approval of any Related Party Transaction with respect to which the member or any of his or her immediate family members has an interest.
- Review and evaluate the Company’s Whistleblower Policy and review any concerns reported to the Committee thereto. Such meetings to review concerns will be held without Company or outside auditor personnel present unless requested by the Committee. The Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the concern based upon the merits of the submission.
- Perform any other activities relating to this Charter, the Company’s bylaws, governing law, or as the Committee or the Board deems necessary or appropriate.

Limitation of Committee’s Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with the generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Committee Performance Evaluation

The Committee shall annually conduct an evaluation of its performance in fulfilling its responsibilities and meeting its goals, as outlined above. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Meetings, Minutes and Reporting

Committee meetings may be held in person or by telephone or other communications equipment through which all persons participating in the meeting can hear each other. A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee may delegate matters within its responsibility to subcommittees composed of certain of its members. The Committee shall meet as required but at least on a quarterly basis, keep a record of its proceedings, if appropriate or needed, and report thereon from time to time to the Board. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. Meeting agendas will be prepared and, to the extent practicable, provided in advance to members, along with appropriate briefing materials.

In addition to the specific matters set forth herein requiring reports by the Committee to the Board, the Committee shall report such other significant matters as it deems necessary concerning its activities to the Board. The Committee may appoint a Secretary, upon the vote of a majority of the Committee, whose duties and responsibilities shall be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee or otherwise at the direction of a Committee member. The Secretary need not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position.

Compensation

Committee members shall be compensated by the Company solely in the form of directors' fees. Committee members may, however, receive greater fees than those received for Board service by other Board members, in light of their heightened responsibilities to the Company.

The Company's Board of Directors initially approved an Audit Committee Charter on October 17, 2014. Thereafter, the Company's Board of Directors revised the Audit Committee Charter on April 30, 2015, June 22, 2017, April 10, 2018 and March 6, 2019.

CORINDUS VASCULAR ROBOTICS, INC.

By: /s/David W. Long
David W. Long, Secretary