

CORINDUS VASCULAR ROBOTICS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Board of Directors (the “Board”) of Corindus Vascular Robotics, Inc. (the “Company”) has established the Nominating and Corporate Governance Committee (the “Committee”) of the Board. The purpose of the Committee is to assist the Board with its responsibilities relating to:

1. developing criteria for, and identifying individuals qualified to become Board members, and recommending to the Board the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
2. recommending to the Board director nominees for each committee of the Board;
3. advising the Board about appropriate composition of the Board and its committees;
4. advising the Board about, developing and recommending to the Board appropriate corporate governance principles and practices and assisting the Board in implementing those practices;
5. overseeing the evaluation of the Board through the annual review of the performance of the Board and its committees and otherwise; and
6. carrying out any related matters required by federal securities laws, rules or regulations, or by rules or regulations of the NYSE American LLC.

The Committee will primarily fulfill these responsibilities by carrying out the activities of this Charter, and will perform such other functions as the Board may assign from time to time.

Composition

The Committee shall be comprised of three or more directors, all of whom are members of the Board and each of whom shall be free from any relationship that in the opinion of the Board would interfere with the exercise of independent judgment as a member of the Committee. Each member of the Committee shall also meet the independence requirements of the NYSE American LLC.

Unless the Board designates a chairperson of the Committee, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. In the absence of any designation by the Board or Committee membership, the Lead Director of the Board shall serve as the chairperson of the Committee. He or she shall be responsible for leadership of the Committee, including presiding over the meetings and reporting to the Board. The Board may remove or replace the chairperson and any other member of the Committee at any time. On matters pertaining to the nomination of Directors for election at the annual or any special meeting of stockholders, any member of the Committee whose term is expiring and who would be eligible for election at such stockholder meeting, shall abstain from any vote and not participate in the deliberations regarding such nomination.

Meetings and Procedures

The Committee shall meet at least once per year, or such higher amount, including in executive session, as the Committee may determine is appropriate.

Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants or advisors, and such other persons as the Committee or its chairperson may determine.

The Corporate Secretary, or such other officer as may from time to time be designated by the Committee, shall act as management liaison to the Committee and shall work with the Committee chairperson to prepare an agenda for regularly scheduled meetings. The Committee chairperson will make the final decision regarding the agenda for regularly scheduled meetings and shall develop the agenda for special meetings based on the information supplied by the persons requesting the special meeting.

The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.

The Committee shall make regular reports to the Board about its activities and decisions, which may be made through the chairperson.

Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.

Each year the Committee shall review and evaluate its own performance and shall review such evaluation with the Board. Such Committee evaluation may be combined with the annual Board self-evaluation.

Except as expressly provided in this Charter, the Articles of Incorporation or Bylaws of the Company, or the Corporate Governance Guidelines of the Company, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation of a chairperson pro tempore in the absence of the chairperson and designation of a secretary of the Committee or any meeting thereof.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. The Committee may require any officer or employee of the Company or any of its subsidiaries or the Company's outside legal counsel and any outside consultants or advisors to the Company to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

Without limiting the generality of the foregoing statements, the Committee shall have authority, including budgetary and fiscal authority, and is entrusted with the responsibility, to perform the actions listed below. These duties and responsibilities are 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.

1. The Committee shall prepare and recommend to the Board for adoption appropriate Corporate Governance Guidelines and shall from time to time review and reassess the adequacy of, and recommend to the Board modifications to those guidelines.
2. The Committee shall consider the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and bylaws for consideration by the stockholders.
3. The Committee shall develop and monitor compliance with Company's Corporate Governance Guidelines, and periodically recommend any proposed changes to the Board for approval.
4. The Committee shall develop criteria for Board members and, when circumstances warrant, shall actively seek, interview, evaluate, and identify for recommendation to the Board individuals qualified to become Board members. Travel and other expenses incurred by Committee members and director candidates in connection with such activities shall be reimbursed by the Company.
5. The Committee shall seek to provide independent directors and that each committee of the Board contains exclusively or, if appropriate, a majority of members that are independent to the extent required by applicable laws, rules and regulations, including the rules and regulations of the NYSE American LLC, the Company's certificate of incorporation or bylaws, or the Company's Corporate Governance Guidelines.
6. The Committee shall determine whether or not each director and each prospective director of the Company is independent, disinterested, outside and/or a non-employee director under the laws, rules and regulations, including the rules and regulations of the NYSE American LLC and standards of the Sarbanes-Oxley Act of 2002, applicable to the committees on which such director is serving or may serve. The Committee may survey any and all of the directors and prospective directors to determine any matter or circumstance that would cause the person not to qualify as an independent, disinterested, outside or non-employee director under applicable standards. The Committee shall report to the Board the existence of any such matter or circumstance.
7. Each year, the Committee shall:
 - review the advisability or need for any changes in the number and composition of the Board;
 - recommend to the Board the nominees for election at the annual meeting of stockholders, as well as for filling vacancies or additions on the Board that may occur between annual meetings;

- consider bona fide candidates recommended by shareholders for nomination for election at the annual meeting of stockholders;
 - review the advisability or need for any changes in the number, charters or titles of committees of the Board;
 - recommend to the Board the composition of each committee of the Board and, if in its discretion it so desires, the individual director to serve as chairperson of each committee;
 - ensure that the chairperson of each committee report to the Board about his/her committee's annual evaluation of its performance and evaluation of its charter;
 - receive comments from all directors and report to the Board an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
 - annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
 - evaluate its own performance.
8. The Committee shall oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
9. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of the search firm.

The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

The Company's Board of Directors initially approved a Nominating and Corporate Governance Committee Charter on October 17, 2014. Thereafter, the Company's Board of Directors revised the 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