

**CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**

**Surmodics, Inc.**

(Last Amended: February 20, 2018)

**I. PURPOSE**

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Surmodics, Inc. (the “Company”) shall be responsible for matters relating to (a) identifying individuals qualified to become Board members, and recommending to the Board the director nominees for the next annual meeting of shareholders; (b) recommending to the Board corporate governance guidelines applicable to the Company; and (c) leading the Board in its annual review of the Board’s performance.

**II. MEMBERSHIP**

The Committee shall consist of two or more directors elected by the Board, each of whom shall meet the independence requirements of the Nasdaq Stock Market LLC. The Chair of the Committee shall be elected by the Board or, if not elected by the Board, then by the majority of the members of the Committee.

**III. RESPONSIBILITIES**

The functions of the Committee, on behalf of the Board, shall include having responsibility to:

- (a) Periodically review the composition, skills and qualifications of the members of the Board, and recommend (i) changes, as necessary, to the Board regarding suggested changes in size or composition of the Board and each of its committees, (ii) any succession planning for the Board chair and other Board members, and (iii) establishment and composition of new committees.
- (b) Meet as necessary to determine a process and criteria for identifying new directors and nominees for the Board, consider individuals qualified to become board members for recommendation to the Board to be voted upon at shareholder meetings and/or to fill vacancies.
- (c) Evaluate the performance of Board members whose term is expiring, and recommend to the Board those Directors who should stand for reelection.
- (d) Review and reassess, on at least an annual basis, the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.

- (e) Monitor emerging corporate governance trends, oversee and evaluate the Company's corporate governance policies and programs, and recommend to the Board such changes as the Committee believes desirable.
- (f) Review, on a periodic basis, management's report on subsidiary governance.
- (g) Oversee and review, on a periodic basis, the continuing education made available to directors and the orientation program for new directors.
- (h) Review and reassess, on at least an annual basis, its own performance and the adequacy of this Charter, and recommend any proposed changes to the Board for approval.
- (i) Lead the Board and its committees in their annual performance review process.

#### **IV. AUTHORITY**

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to carry out its responsibilities to:

- (a) Retain, at the expense of the Company, (1) internal or external legal, accounting or other advisors to assist in carrying out its responsibilities, or (2) one or more search firms to assist in the identification and recruitment of director candidates.
- (b) Request from the Chief Executive Officer, the Chief Financial Officer, and such other members of the Company's management as the Committee shall deem appropriate, advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

#### **V. MEETING/MINUTES**

The Committee shall meet as often as may be deemed necessary or appropriate, but not less frequently than once annually, either in person or telephonically, and at such times and places as they shall determine. In its discretion, the Committee may meet in executive session at any meeting of the Committee. In executive session, the Committee may meet without representatives of management present or with such representatives of management as the Committee may deem appropriate. The Committee will maintain written minutes of its meetings and the Chair shall report to the Board after each meeting. Such minutes shall be promptly made available to the members of the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

**VI. COOPERATION OF MANAGEMENT**

All members of management of the Company are requested to cooperate with the Committee, and to render assistance to it as it shall request in carrying out its functions.