



CORPORATE GOVERNANCE GUIDELINES

Surmodics, Inc.

(Last Revised: November 28, 2018)

The Board of Directors (the “Board”) of Surmodics, Inc. (the “Company”) is committed to achieving business success and enhancing shareholder value while maintaining the highest standards of responsibility, ethics and integrity. In that regard, the Board has adopted these Corporate Governance Guidelines (the “Guidelines”) to provide a concise description of the corporate governance obligations, principles and practices of the Board. These Guidelines are intended as a component of the governance framework within which the Board, assisted by its committees, directs the affairs of the Company. They should be interpreted in the context of all applicable laws, regulations and listing requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”), as well as in the context of the Company’s Articles of Incorporation and Bylaws. These Guidelines, however, are not absolute rules; they can be modified to reflect changes in the Company’s organization or business environment. The Corporate Governance and Nominating Committee will review these Guidelines and other aspects of the Company’s governance as necessary, but no less than annually.

I. Duties and Responsibilities of the Board

A. Role of the Board. The basic role of the directors is to oversee management and to assure that shareholder interests are served. Through oversight, review, and counsel, the Board establishes and promotes the Company’s business and organizational objectives. Directors are expected to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors. The Board also oversees the Company’s strategic and business planning process, oversees CEO succession planning, and reviews and assesses management’s approach to addressing significant risks facing the Company.

B. Board Meetings. Directors are expected to attend all Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

C. Agenda for Board Meetings. The Chair of the Board (the “Board Chair”) will establish the agenda for each Board meeting. At the beginning of the year, the Board Chair will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Any director may request that an item be included on any meeting agenda, or may raise at any Board meeting subjects that are not on the agenda for that meeting.

D. Executive Sessions of Independent Directors; Presiding Director. The independent directors will meet in regularly scheduled executive sessions without management. If the

positions of the Board Chair and CEO are held by the same person, or if the Chair is otherwise not independent, then the director who presides at these meetings (the "Presiding Director") will be chosen by the independent directors.

II. Director Qualifications

A. Independence. The Board will have a majority of directors who meet the criteria for independence required by Nasdaq. To be considered independent under these requirements, the Board must determine that a director does not have any relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Each director's independence is reviewed at least annually.

B. General Criteria for Nomination to the Board. The Corporate Governance and Nominating Committee is responsible for periodically reviewing the composition, skills and qualifications of directors, and for determining the criteria for identifying new directors and nominees for the Board. In evaluating potential director nominees, the Corporate Governance and Nominating Committee considers a variety of factors and qualifications, including the skills, experience, diversity and age of each such nominee.

C. Size of Board and Election Process. The Board believes that, given the nature and scope of activities of the Company, the size of the Board should be determined from time to time based upon the needs of the Company. Under the Company's Bylaws, directors are divided into three classes serving staggered three-year terms. Staggered Boards provide continuity for the Company and help attract qualified Board candidates. At each annual meeting of shareholders (the "Annual Meeting"), the Board proposes a slate of nominees to the shareholders for election of directors in the class whose term is expiring. Between annual meetings, the Board may elect directors to fill vacancies with new directors allocated among classes to ensure, to the extent possible, that class sizes remain equal.

In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election by shareholders present in person or by proxy at the Annual Meeting and entitled to vote in the election of directors ("Majority Withheld Vote"), shall tender a written offer to resign from the Board within five business days of the certification of the shareholder vote by the Inspector of Elections.

The Corporate Governance and Nominating Committee shall promptly consider the resignation offer and recommend to the full Board whether to accept it. In considering whether to accept or reject the resignation offer, the Corporate Governance and Nominating will consider all factors deemed relevant by its members, including, without limitation, (i) the perceived reasons why shareholders withheld votes 'for' election from the director, (ii) the length of service and qualifications of the director, (iii) the director's contributions to the Company, (iv) compliance with listing standards, (v) the purpose and provisions of these principles, and (vi) the best interests of the Company and its shareholders. Any director who tenders his or her offer to resign from the

Board pursuant to this provision shall not participate in the Corporate Governance and Nominating or Board deliberations regarding whether to accept the offer of resignation.

The Board will act on the Corporate Governance and Nominating Committee's recommendation within 90 days following the certification of the shareholder vote by the Inspector of Elections, which action may include, without limitation, acceptance of the offer of resignation, adoption of measures intended to address the perceived issues underlying the Majority Withheld Vote, or rejection of the resignation offer. Thereafter, the Board will disclose its decision whether to accept the director's resignation offer and the reasons for rejecting the offer, if applicable, in a current report on Form 8-K to be filed with the Securities and Exchange Commission within four business days of the Board's determination.

The Board believes that this process enhances accountability to shareholders and responsiveness to shareholders' votes, while allowing the Board appropriate discretion in considering whether a particular director's resignation would be in the best interests of the Company and its shareholders.

D. Tenure of Directors. The Board does not believe it should establish term limits for directors. However, it is a policy of the Company that a director shall offer to retire from the Board effective at the conclusion of the Annual Meeting following his or her seventy-second birthday. The Corporate Governance and Nominating Committee shall then review the appropriateness of such director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed retirement. It is also the policy of the Company that a director should notify the chair of the Corporate Governance and Nominating Committee (or, in the case of the chair of such committee, to the Board Chair), of any change in employer, and of any other significant change in the director's principal professional occupation, and in connection with any such change, such director shall offer to resign from the Board. The Corporate Governance and Nominating Committee shall promptly consider the resignation offer and recommend to the full Board whether, in light of all of the circumstances, to accept such proposed resignation. The Board, upon recommendation from the Corporate Governance and Nominating Committee, then may consider the continued appropriateness of Board membership of such director under the new circumstances and the action, if any, to be taken with respect to the offer to submit his or her resignation.

E. Director Orientation and Continuing Education. All new directors should participate in an orientation program designed to familiarize them with their responsibilities as directors and with the Company and its business. This orientation program may include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics and Business Conduct and other significant corporate policies. In addition, the orientation program may include a visit at the Company's major facilities. Directors are encouraged to participate in continuing education to stay current in their field of expertise and on important developments in corporate governance, best board practices, and other topics relevant to maintaining the skill and knowledge necessary to meet their obligations as directors. Subject to pre-approval by the Board Chair or the chair of the Corporate Governance and Nominating

Committee, the company will pay for all reasonable expenses incurred in connection with a director's participation in continuing education.

F. Service on Other Boards. Directors are encouraged to evaluate carefully the time required to serve on other boards (excluding non-profit) taking into account board attendance, preparation, participation and effectiveness on these boards. In light of these considerations, no director shall serve on the board of directors of more than three publicly held companies without the approval of the Corporate Governance and Nominating Committee.

III. Director Access to Management and Advisors

A. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, inform the Chief Executive Officer of any significant communication between a director and an officer or employee of the Company.

B. Outside Advisors. The Board and each committee have the authority to engage independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance, but each committee will notify the Board Chair (and the Presiding Director, if applicable) of any such action. Management of the Company will cooperate with any such engagement and will ensure that the Company provides adequate funding.

IV. Director Compensation

The Board believes that non-employee directors should be compensated for their time dedicated to and other contributions on behalf of the Company. Each director is compensated in accordance with the terms of the Board's Compensation Policy. The Organization and Compensation Committee will annually review and approve or suggest changes to the Board's Compensation Policy. Directors who are employees of the Company should receive no additional compensation for their services as directors. Furthermore, to more closely align their interests with those of shareholders generally, the Board has approved equity ownership guidelines for all non-employee directors encouraging each such director to own shares of the Company's common stock equal in value to a multiple of each director's annual cash retainer.

V. Board Committees

A. Committee Structure. The Company's Board has three standing committees to assist it in carrying out its responsibilities: (1) Audit Committee, (2) Organization and Compensation Committee, and (3) Corporate Governance and Nominating Committee. All of the members of these committees will meet the criteria for independence required by Nasdaq. The Board may, from time to time, establish or maintain additional committees as necessary or

appropriate. The chair and members of these committees are appointed by the Board or, if not appointed by the Board, then by a majority of the members of the committee. The Board may establish or maintain additional committees from time to time as it deems appropriate.

B. Committee Charters. Each of the three standing committees will have its own charter. The charters will set forth the purposes, membership requirements, and responsibilities. The charters will also provide that each committee will annually evaluate its performance.

C. Committee Meetings. The Board Chair and the Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

VI. Annual Performance Evaluations and Succession Planning

A. Board/Director Performance. The Board and each Committee will conduct an annual self-evaluation. These self-evaluations are intended to facilitate an examination and discussion by the entire Board and each Committee of its effectiveness as a group in fulfilling its Charter requirements (if applicable) and other responsibilities, its performance as measured against these Guidelines and areas for improvement. The Corporate Governance and Nominating Committee will propose the format for each annual self-evaluation.

B. CEO Performance. In consultation with all non-employee directors, the Board Chair (or the Presiding Director, if applicable) will conduct an annual review of the performance of the Chief Executive Officer. The Board Chair (or the Presiding Director, if applicable) will also provide input to the Chief Executive Officer on the performance of any of the Company's other executive officers.

C. Succession Planning. In light of the critical importance of executive leadership to the success of the Company, the Board will also work with senior management to ensure that effective plans are in place for management succession. As part of this process, the Company's management will review periodically the succession plan for the Company's executive officers and other critical positions with the Organization and Compensation Committee. In addition, management will report at least annually to the full Board on succession planning. The Board will also evaluate potential successors to the Board Chair.

VII. Periodic Review of These Principles

These Principles will be reviewed annually by the Corporate Governance and Nominating Committee and may be amended by the Board from time to time.