

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER (Effective July 22, 2017)**

## **Purposes of Committee**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Merit Medical Systems, Inc. (the “Company”) are to carry out the responsibilities delegated by the Board relating to the Company’s director nomination process and procedures, develop and provide oversight of the Company’s corporate governance policies and perform any related responsibilities required by applicable laws and regulations.

## **Committee Membership**

The Committee shall consist of three or more independent directors of the Board; *provided, however,* that, to the extent permitted by federal and state laws and regulatory requirements, upon the approval of a majority of the independent directors of the Board, the Committee may include one non-independent director. For purposes of this Charter, the term “independent director” means a director who meets The NASDAQ Stock Market definition of “independent director” as determined by the Board.

Members of the Committee shall be appointed by the Board based on nominations recommended by the Committee and shall serve at the pleasure of the Board and for such terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

## **Committee Structure and Operation**

The Committee shall designate one member of the Committee as its Chair. In the event of a tie vote on any issue, the Chair’s vote shall decide the issue. The Committee shall meet at least once a year at a time and place determined by the Chair, with further meetings to occur, or actions to be taken by written consent, when deemed necessary or desirable by the Committee or the Chair.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.

## **Committee Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

- 1) Review the operation and size of the Board and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.



- 2) Review annually with the Board the desired skills and characteristics of directors, as well as the composition of the Board as a whole, as contemplated by the Company's Corporate Governance Guidelines (the "Guidelines").
- 3) Identify and screen individuals believed to be qualified to become members of the Board, consistent with criteria set forth in the Guidelines. The Committee shall consider any director candidates recommended by the Company's shareholders pursuant to the procedures set forth in the Guidelines and the provisions of the Company's charter documents.
- 4) Recommend to the Board the nominees to stand for election as directors at the annual meeting of the Company's shareholders or, if applicable, at a special meeting of the Company's shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by the Company's shareholders.
- 5) Review the Board's committee structure and composition and annually make recommendations to the Board of directors to serve as members of each committee and committee chair.
- 6) Review the independence of directors, and report to the Board any material relationship identified in such review that the Committee believes would impair the independence of any director.
- 7) Develop, subject to Board approval, a process for annual evaluation of the directors of the Company, the committees of the Board and the Company's Chief Executive Officer, and oversee the conduct of the annual evaluations. The Chair of the Committee, with the Lead Independent Director of the Company, will lead the discussion of the Board regarding the annual evaluation of the Board. The Chair of the Committee will provide feedback to the Lead Independent Director with respect to his or her evaluation, as contemplated by the Company's Corporate Governance Guidelines.
- 8) Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
- 9) Review the Guidelines at least annually and recommend any revisions to the Board.
- 10) Review director compensation and benefits for service on the Board and its committees (including the principles upon which such compensation and benefits are based) at least annually and recommend any changes to the Board as the Committee deems appropriate.

- 11) Develop and recommend to the Board for approval a succession plan for the Company's Chief Executive Officer (the "Succession Plan"), review the Succession Plan at least annually with the Board and the Chief Executive Officer, evaluate potential candidates for the position of Chief Executive Officer and recommend to the Board changes to, and candidates for succession under, the Succession Plan. Review annually with the Chief Executive Officer the Company's succession plan for other executive officers of the Company.
- 12) Develop and oversee a Company orientation program for new directors and a continuing education program for continuing directors, and periodically review and update such programs as necessary.
- 13) Review any director resignation letters tendered in accordance with the Company's director resignation policy set forth in the Guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.
- 14) Report regularly to the Board regarding the Committee's actions and make recommendations to the Board as appropriate.
- 15) Review this Charter at least annually and recommend any proposed revisions to the Board for consideration.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, director and executive search firms, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, director and executive search firm, and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside counsel, search consultants and any other advisors.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct the evaluation in a manner it deems appropriate.

