

**ENDOLOGIX, INC.**  
**NOMINATING, GOVERNANCE AND COMPLIANCE COMMITTEE CHARTER**

**As Amended May 22, 2014**

**I. Purpose**

The Nominating, Governance and Compliance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Endologix, Inc. (the “Company”):

A. to assist the Board by identifying individuals qualified to become Board members, and to recommend the director nominees for the next annual meeting of stockholders and to fill vacancies that may be created by the expansion of the number of directors of the Board and by resignation, retirement or other termination of services of incumbent Board members;

B. to develop and recommend to the Board corporate governance guidelines and changes thereto;

C. to ensure that the Board and the Company’s Certificate of Incorporation and Bylaws are structured in a way that best serves the Company’s practices and objectives;

D. to lead the Board in its annual review of the Board’s performance;

E. to recommend to the Board director nominees for each committee of the Board; and

F. to oversee the Company’s compliance efforts with respect to applicable legal and regulatory requirements and relevant Company policies and procedures, other than with respect to matters that relate to the Company’s financial statements, financial reporting processes and accounting functions (collectively, “Financial Matters”), which are within the purview of the Audit Committee of the Board.

**II. Membership**

The Committee shall consist of at least three members. Committee members shall be “independent directors” within the meaning of, and to the extent required by, the rules of the Nasdaq Stock Market, as amended from time to time. The members of the Committee shall be elected by the Board and serve at its pleasure for such term or terms as it shall determine in its sole discretion.

**III. Meetings**

The Committee shall meet at least annually, or more frequently as circumstances require. The Committee Chairman shall prepare and/or approve an agenda in advance of each meeting and, whenever reasonably practicable, circulate the agenda to each member prior to the meeting date.

**IV. Procedural Matters**

A majority of the then-acting members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. Unless the Board elects a Chairman for the Committee, the members of the

Committee may designate a Chairman by majority vote. The Chairman shall preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or videoconference and may take action by unanimous written consent. On all procedural matters not specifically addressed in this Charter, the provisions of the Bylaws of the Company relating to actions by the Board shall apply to the Committee.

## **V. Authority and Responsibilities**

The Committee shall:

A. Retain and Supervise Search Consultants. Have the sole authority to retain, pay and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.

B. Seek and Approve or Reject Qualified Candidates. Actively seek individuals qualified to become members of the Board or members of committees of the Board and recommend qualified persons to the Board in accordance with Article VI below. The Committee shall assist the Board in identifying individuals qualified to become Board members, and recommend to the Board the director nominees for the next annual meeting of stockholders. The Committee shall review, investigate and accept or reject nominees for the Board suggested by any stockholder of the Company. In its assessments of potential nominees for the Board, the Committee shall consider, without limitation, potential conflicts of interest by such persons.

C. Assess Performance of Board. Receive comments from all directors and executive officers and other relevant persons or constituencies and report annually to the Board with an assessment of the performance of the Board and management, to be discussed with the full Board following the end of each fiscal year. The assessment shall consider the size, structure, composition and functioning of the Board in light of operating requirements of the Company.

D. Monitor Adequacy of Corporate Governance. Develop, review and annually reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.

E. Delegation of Authority. Form and delegate authority to subcommittees when appropriate.

F. Minutes; Report to Board. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.

G. Evaluation and Publication of Committee Charter. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee may request the Board to cause the then-current Charter to be published in accordance with the rules of the Nasdaq Stock Market and federal securities rules and regulations.

H. Evaluation of Committee Performance. Annually review its own performance.

I. Charter and Bylaws. With advice from the Company's chief legal counsel, if any, and outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and Bylaws as they relate to corporate governance matters.

J. Compliance. Oversee the Company's compliance efforts with respect to applicable legal and regulatory requirements and relevant Company codes, programs and policies. In this regard, the Committee may, without limitation:

1. Review periodically and make recommendations to the Board on the adequacy and effectiveness of the Company's compliance practices generally and the Company's policies and procedures for ensuring compliance with applicable legal and regulatory requirements and codes, programs and policies as established by management and the Board, including without limitation the Company's Comprehensive Compliance Program, Code of Ethics on Interaction With Health Care Professionals, and Code of Ethics and Conduct;
2. Oversee implementation by management of the Company's policies and procedures for ensuring compliance with applicable legal and regulatory requirements and codes, programs and policies as established by management and the Board, including without limitation the Company's Comprehensive Compliance Program, Code of Ethics on Interaction With Health Care Professionals, and Code of Ethics and Conduct, and recommend any proposed changes related thereto to the Board;
3. Meet with, and receive and review reports from, the Company's Director of Compliance (or similar officer of the Company) concerning compliance matters (other than those relating to Financial Matters, which are within the purview of the Audit Committee), including without limitation (a) complaints received from internal and external sources, such as the Company's compliance hotline, (b) industry practices and trends and (c) enhancements to the Company's compliance practices generally and the Company's Comprehensive Compliance Program, Code of Ethics on Interaction With Health Care Professionals, and Code of Ethics and Conduct specifically;
4. Promptly refer all compliance matters regarding Financial Matters to the Audit Committee and with respect to all other significant compliance matters promptly notify the Chair of the Audit Committee of the initiation of any such significant compliance matters and keep the Chair of the Audit Committee reasonably apprised of the status of any such significant compliance matters; and
5. Authorize or oversee investigations into any matters within the Committee's scope of responsibility as described in this charter or as otherwise may be subsequently delegated to the Committee by the Board, with the power to retain independent counsel and other advisors and experts to assist the Committee if deemed appropriate.

K. General Authority. Perform such other functions and have such powers as may be necessary or convenient in the efficient discharge of the foregoing.

L. Lead Independent Director. Select the Lead Independent Director in accordance with the Lead Independent Director Policy. The Lead Independent Director shall be a member of the Committee.

## **VI. Guidelines and Procedures.**

A. Composition of the Board. The composition of the Board will depend not only on the character and capacities of the members on the Board taken individually, but also on their collective strengths. Consequently, the Board should be composed of, without limitation:

1. Directors chosen with a view to bringing to the Board a variety of experience and background; and
2. Directors who will represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies; provided, however, to the extent the Company and one or more stockholders have an existing agreement in which such stockholders have the right to designate one, or more, directors the Committee shall continue to respect and abide by such agreement.

B. Selection Criteria. As part of the process, the Committee shall consult with the Board members, the Chief Executive Officer, other members of management and other parties to evaluate the knowledge and skills which should be kept in mind in making nominations, including experience in business, finance, administration or healthcare, and familiarity with the Company's business and conduct. In considering possible candidates for election as a director of the Company, the Committee and other directors should be guided in general by the composition guidelines established above and by, including but not limited to, the following:

1. Each director should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others;
2. Each director should be free of any conflict of interests which would violate applicable law or regulations or interfere with the proper performance of the responsibilities of a director;
3. Each director should possess substantial and significant experience which would be of particular importance to the Company in the performance of the duties of a director;
4. Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director; and
5. Each director should have the capacity and desire to represent the balanced, best interests of the stockholders of the Company as a whole and not primarily a special interest group or constituency.