

NEUROMETRIX, INC.

Nominating and Corporate Governance Committee Charter

I. General Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of NeuroMetrix, Inc. (the “Company”) (1) to provide leadership in shaping the corporate governance of the Company; (2) to lead the Board in its annual review of the Board’s performance; (3) to assist the Board by identifying individuals, consistent with the Board’s criteria, qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders or for filling newly created directorships resulting from an increase in the size of the Board or vacancies; and (4) to recommend to the Board director nominees for each committee.

II. Committee Membership

The Committee shall consist of no fewer than two directors. The members of the Committee shall meet the independence requirements of the NASDAQ Marketplace Rules.

The members and chair of the Committee shall be appointed and replaced by the Board.

III. Committee Authority and Responsibilities

The Committee shall advise and make recommendations to the Board with respect to issues and policies affecting the governance of the Company. As part of its role, the Committee shall annually review and reassess the charter of each Board committee and recommend any proposed changes to the Board for approval. The Committee shall annually review and reassess the Company’s Code of Business Conduct and Ethics.

When a vacancy on the Board is anticipated to occur, the Committee shall seek to identify individuals qualified to become board members, consistent with the criteria established by the Board, for recommendation to the Board. In carrying out its responsibility of finding the best qualified individuals to serve as directors for the Company, the Committee shall consider proposals from a number of sources, including members of the Board, members of management, employees and shareholders. Recommendations from shareholders should be submitted in accordance with the procedures set forth in Appendix A hereto. The Committee shall evaluate shareholder recommended nominees using the same eligibility standards as considered for other recommended nominees.

The Board has set as criteria for director candidates those individuals who have had substantial achievement in their personal and professional pursuits, and whose talents, experience and integrity would be expected to contribute to the best interests of the Company and to long-term share-holder value. The Committee shall, when evaluating the need for director candidates, seek the advice of the Board and management with respect to attributes that may

mold the Board's capabilities and functionality as a whole, including skill sets, diversity, specific business background and global or international experience.

In addition, the Committee shall have the following responsibilities:

- The Committee shall recommend to the Board the directors to be appointed to serve on, and the chair of, each committee of the Board.
- The Committee shall be responsible for evaluating succession planning and shall report to the Board regarding its succession planning activities and recommendations.
- The Committee shall review and approve the Company's policies and procedures for reviewing and approving or ratifying Related Person Transactions (i.e., transactions within the scope of Item 404 of Regulation S-K), and, to the extent no other policy or procedure applies to a particular proposed Related Person Transaction the Committee shall have the authority to review and approve or ratify such transaction.
- The Board or the Committee may, to the extent permitted by the law or regulatory authority, form and delegate authority to subcommittees of the Committee (including a subcommittee consisting of a single member).
- The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall also have access to corporate management for research, consultation and advice on all of the matters contained in this charter.
- The Committee shall make regular reports to the Board.
- The Committee shall perform an annual evaluation of the Committee's performance.
- The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance to support the Board's own evaluation of its performance. The Committee shall assess annually whether each of the Compensation Committee, Audit Committee, and this Committee has a functioning self-evaluation process, and shall report its assessment to the Board.
- The Committee shall have such other duties as may be delegated from time to time by the Board.