

**TransEnterix, Inc.**  
**Corporate Governance and Nominating Committee Charter**

*A. Organization*

This Charter governs the operations of the Corporate Governance and Nominating Committee (the “**Committee**”) of TransEnterix, Inc. (the “**Company**”). The members of the Committee, including the chair of the Committee shall be appointed by the Board of Directors of the Company (the “**Board**”) and may be removed by the Board on recommendation of the Committee. Members of the Committee shall not have a relationship with the Company or its affiliates that may interfere with the exercise of their independence, and shall otherwise be deemed independent directors as defined by the listing standards of the NYSE MKT Company Guide (the “**NYSE Rules**”). The Committee may form and delegate authority to subcommittees when appropriate.

*B. Purpose*

The purposes of the Committee are:

- to identify individuals qualified to become members of the Board or any committee thereof;
- to recommend nominees for election as directors at each annual stockholder meeting (or special meeting of stockholders at which directors are to be elected);
- to recommend candidates to fill any vacancies on the Board or any committee thereof
- to review and make recommendations to the Board on matters concerning corporate governance; and
- to oversee the evaluation of the Board.

In furtherance of these purposes, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

*C. Meetings*

The Committee’s chair (or in his or her absence, a member designated by the Committee’s chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company’s bylaws that are applicable to a committee of the Board.

The Committee shall meet at least once a year and more frequently as the Committee deems necessary or appropriate, in its judgment, to discharge its duties and responsibilities. Meetings of the Committee may be held in-person or via telephonic conference, and at such times and places as the Committee determines. A majority of the members of the Committee constitutes a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval in writing. Any member of the Committee may call a special meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting. Notice by electronic mail shall be sufficient notice.

The Committee may, in its discretion, invite other directors of the Company, members of the Company's management or any other person whose presence the Committee believes to be desirable and appropriate to attend meetings of the Committee.

The Committee shall maintain written minutes of its meetings and shall promptly inform the Board of the actions taken and matters discussed at its meetings. This communication will generally take place at the Board meeting following a Committee meeting.

*D. Duties and Responsibilities*

The Committee shall be primarily responsible for:

Director Recruitment. The Committee shall consider and recruit candidates to fill positions on the Board, including as a result of the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise. The Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee.

Director Selection Criteria. The Committee shall select directors, who shall reflect at a minimum any requirements of applicable law or listing standards, and which selection shall be in compliance with any applicable existing contractual obligations or criteria set forth in the Company's constituent documents. In selecting and recommending candidates for election to the Board or appointment to any committee of the Board, the Committee does not believe that it is appropriate to select nominees through mechanical application of specified criteria. Rather, the Committee shall consider such factors as it deems appropriate, including, without limitation, the following:

1. personal and professional integrity, ethics and values;
2. experience in corporate management, such as serving as an officer or former officer of a publicly held company;

3. experience in the Company's industry;
4. experience as a board member and committee member of another publicly held company;
4. diversity factors, including expertise and experience in substantive matters pertaining to the Company's business relative to other directors of the Company;
5. skills and qualifications that may be helpful to the Board or one of the committees of the Board in carrying out the functions of the Board;
6. ability to meet the time commitment necessary to serve as a director of a publicly held company;
7. practical and mature business judgment; and
8. composition of the Board (including its size and structure).

Stockholder Director Nominations. The Committee shall develop, recommend to the Board and maintain a policy regarding the consideration of director candidates recommended by the Company's stockholders and procedures for submission by stockholders of director nominee recommendations. The Committee shall review the disclosure included in the Company's proxy statement regarding the Company's nomination process.

Removal of Directors. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's Certificate of Incorporation and Bylaws. If the Company is subject to a binding obligation that requires director removal structure inconsistent with the foregoing, then the removal of a director shall be governed by such instrument.

Charter Review. The Committee shall review and reassess the adequacy of this Charter on an annual basis annually and recommend any proposed changes to the Board for approval.

Corporate Governance. The Committee shall review proposed changes to the Company's Certificate of Incorporation and Bylaws related to corporate governance matters and make recommendations to the Board. The Committee shall review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with, recommending changes to the Board as necessary.

Committees. The Committee shall periodically review the composition of each Board committee and shall make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees.

Committee Appointments. The Committee shall recommend candidates to fill positions on committees of the Board, including as a result of the departure, removal, resignation or retirement of any director on any committee of the Board, or otherwise.

Investigation of Other Matters. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention.

Other Duties. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities that may be delegated to the Committee by the Board from time to time, consistent with the Company's bylaws and applicable laws.

*E. Advisors and Funding*

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. In carrying out its duties and responsibilities, the Committee shall have full access to any relevant records of the Company and may retain experts and outside consultants to advise the Committee. The Committee shall also have authority to obtain advice and assistance from internal or external legal or other advisors. The Committee shall have sole authority to engage, terminate and determine the compensation and terms of engagement of any experts, outside consultants, external legal, accounting or other advisors to the Committee. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. The fees, expenses or compensation owed any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

*F. Compensation*

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

*Last Revised by the Corporate Governance and Nominating Committee on: October 26, 2016*

*Ratified by the Board of Directors on: October 26, 2016*