

TransEnterix, Inc.

Amended and Restated Audit Committee Charter

A. Organization

This Charter governs the operations of the Audit Committee (the “**Committee**”) of TransEnterix, Inc. (the “**Company**”). The members of the Committee, including the chair, shall be members of, and appointed by, the Board of Directors of the Company (the “**Board**”). The Committee shall have at least three members (as determined by the Board from time to time), each of whom shall be independent in accordance with (i) the audit committee requirements of the NYSE MKT Company Guide (the “**NYSE Rules**”) and (ii) the rules and regulations of the SEC. All Committee members shall be financially literate, and at least one member shall be an “audit committee financial expert” as defined by SEC regulations. No member of the Committee shall simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and the Company discloses such determination in its annual proxy statement. The Committee may form and delegate authority to subcommittees when appropriate.

B. Purpose

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community and others relating to: the integrity of the Company’s consolidated financial statements; the financial reporting process and audits of the Company’s consolidated financial statements; the systems of internal accounting and financial controls; the performance of the Company’s internal audit function and independent auditors; the independent auditors’ qualifications and independence; risk assessment and risk management; and the Company’s compliance with ethics policies and legal and regulatory requirements. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, independent auditors, and management of the Company.

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 shall meet at least quarterly or more frequently if circumstances dictate. 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 shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee. Any member of the Committee may call a meeting of the Committee

upon due notice to each other member at least 48 hours prior to the meeting. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval in writing. 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 primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, determine that the Company's consolidated financial statements are complete and accurate and are in accordance with PCAOB principles, prepare or certify the Company's consolidated financial statements or guarantee the audits or reports of the independent auditors, nor is it the duty of the Committee to certify that the independent auditor is "independent" under applicable rules. These are the fundamental responsibilities of management and the independent auditors. Management is responsible for the preparation, presentation, and integrity of the Company's consolidated financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's consolidated financial statements and for reviewing the Company's unaudited interim consolidated financial statements.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to foster an overall corporate culture supportive of quality financial reporting, sound business risk practices, and ethical behavior. The following shall be the principal duties and responsibilities of the Committee, which the Committee shall supplement as appropriate.

The Committee shall be directly responsible for the appointment and retention, compensation, and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting.

The Committee shall pre-approve all audit and permitted non-audit services provided by the independent auditors and its affiliates, except where pre-approval is not required because such non-audit services are *de minimis* under the rules of the SEC, in which case subsequent approval may be obtained. The Committee shall not engage the independent auditors to perform any specific non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member of the Committee, provided that such pre-approval decision is presented to the full Committee at its next scheduled meeting.

The Committee shall consider whether the independent auditor's performance of permissible non-audit services is compatible with the auditor's independence and shall also request from the independent auditors annually a formal written statement delineating all relationships between the auditor and the Company consistent with the Public Company Accounting Oversight Board Rule 3526. The Committee shall review and discuss with the independent auditors any such disclosed relationships and their impact on the independent auditor's independence and shall take, or recommend to the Board that it take, appropriate action to oversee the independence of the independent auditors.

At least annually, the Committee shall obtain and review a report by the independent auditors describing:

- The firm's internal quality control procedures;
- Any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- All relationships between the independent auditor, and its affiliates, and the Company (to assess the auditor's independence).

The Committee shall set and maintain clear hiring policies for employees or former employees of the independent auditors or its affiliates that meet the SEC regulations and the NYSE MKT Rules.

The Committee shall review and discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation.

The Committee shall discuss with management and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs (e.g., the Company's Code of Business Conduct and Ethics).

The Committee is delegated authority from the Board to consider and provide waivers under the Company's Code of Business Conduct and Ethics.

The Committee shall meet separately and periodically with management and the independent auditors to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the independent auditors to meet privately with the members of the Committee. The Committee shall review with the independent auditors any problems or difficulties and management's response.

The Committee shall discuss with management and the independent auditors the Company's accounting policies which may be viewed as critical. The Committee shall review and discuss any significant changes in the accounting policies of the Company and accounting and financial reporting proposals that may have a significant impact on the Company's financial reports as well as all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors. The Committee shall confer with management and the independent auditor on all significant financial reporting issues and judgments made in connection with the preparation of the consolidated financial statements, including analyses of the effects of alternative GAAP methods on the consolidated financial statements.

The Committee shall review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors' report on management's assertion.

The Committee shall discuss generally the type of information to be disclosed and the presentation to be made in earnings releases and in information and earnings guidance (if any) provided to analysts and rating agencies.

The Committee shall review the interim consolidated financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditors prior to the filing of the Company's Quarterly Reports on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. The chair of the Committee may represent the entire Committee for the purposes of this review.

The Committee shall review with management and the independent auditors the consolidated financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Reports on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of accounting principles, the

reasonableness of significant judgments, and the clarity of the disclosures in the consolidated financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

The Committee shall establish and maintain procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

The Committee shall receive attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.

The Committee shall also prepare its report to be included in the Company's annual proxy statement, as required by SEC regulations.

The Committee shall review and reassess this Charter annually and submit any proposed amendments to the Board for approval.

The Committee shall review and approve any transactions between the Company and related persons, including directors and executive officers, or their respective affiliates and immediate family members, who may have an interest in a transaction involving the Company. The Committee shall specifically review and approve all transactions that are required to be reported in the Company's periodic reports or other SEC filings under Item 404(a) of Regulation S-K. In order to approve a related person transaction, the Committee shall determine whether (i) such transaction is fair and reasonable to the Company at the time it is authorized by the Committee and (ii) such transaction must be authorized, approved or ratified by the affirmative vote of a majority of the members of the Committee who have no interest, either directly or indirectly, in any such related person transaction.

The foregoing shall not be deemed an exclusive list of powers and responsibilities of the Committee. The Committee is authorized to perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, By-Laws and, governing laws, each as may be amended from time to time, as the Committee deems necessary or advisable.

E. Advisors and Funding

The Committee shall have the authority, at the expense of the Company, to retain such accounting, legal and other advisors and consultants as it shall deem appropriate without Board or management approval.

The Committee shall have the authority to determine the amount of funding as is necessary as appropriate for the Committee to carry out its duties.

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.

No members of the Committee may receive any compensation from the Company or any affiliate, except the fees received for service as a member of the Board or any committee thereof.

Last Revised by the Audit Committee on: October 25, 2016

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