

Lead Independent Director Policy

Purpose

The Nominating, Governance and Compliance Committee of Endologix, Inc. (the “Company”) periodically assesses the leadership structure of the Company’s Board of Directors (the “Board”), including whether the offices of Chairman of the Board and Chief Executive Officer should be separate, whether the Company should have a Lead Independent Director in the event that the Chairman of the Board is not an independent director and why the Board’s leadership structure is appropriate given the specific characteristics or circumstances of the Company. In the event that the Chairman of the Board is not an independent director, the Nominating, Governance and Compliance Committee may designate an independent director to serve as Lead Independent Director, who shall be approved by a majority of the independent directors.

Responsibilities

The specific responsibilities of the Lead Independent Director, if one is appointed, shall be as follows:

- Consult with the Chairman of the Board regarding an appropriate schedule of regular meetings of the Board;
- Work with the Chairman of the Board to create an agenda for each Board meeting and to determine the need for special meetings of the Board;
- Consult with the Chairman of the Board regarding the quality, quantity and timeliness of information sent to the Board;
- Convene meetings of the independent directors, including executive sessions of the independent directors at each regular meeting of the Board;
- Chair meetings of the Board when the Chairman of the Board is not present;
- Act as the principal liaison between the independent directors and the Chairman of the Board and between the independent directors and senior management;
- Recommend to the Chairman of the Board the retention of outside advisors who report directly to the Board of Directors;
- Consult with the Chairman of the Board and the Chairman of the Nominating, Governance and Compliance Committee on matters relating to corporate governance and Board performance; and
- Perform such other duties as the Nominating, Governance and Compliance Committee may from time to time delegate.

Appointment and Term

The Lead Independent Director shall be a member of, appointed by, and serve at the discretion of, the Nominating, Governance and Compliance Committee. The term of the Lead Independent Director shall expire on the one year anniversary of his or her appointment unless, prior to such time, he or she resigns, retires or is removed from the Board, the Nominating, Governance and Compliance Committee removes him or her from the position of Lead Independent Director, he or she resigns from the position of Lead Independent Director or the Company appoints an independent Chairman of the Board.

Compensation

On the date of each annual meeting of stockholders, the individual who is designated to serve as the Lead Independent Director after the annual meeting will receive an additional restricted stock unit issuance of \$50,000, as valued on the date of grant, which vests after one year.