



Shareowner Services<sup>SM</sup>  
 P.O. Box 64945  
 St. Paul, MN 55164-0945

**Vote by internet, Telephone or Mail  
 24 Hours a Day, 7 Days a Week**

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.



**INTERNET/MOBILE** – [www.proxypush.com/etrm](http://www.proxypush.com/etrm)  
 Use the Internet to vote your proxy until 12:00 p.m. (CT) on May 3, 2016.



**PHONE – 1-866-883-3382**  
 Use a touch-tone telephone to vote your proxy until 12:00 p.m. (CT) on May 3, 2016.



**MAIL** – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**If you vote your proxy by Internet or by Telephone, you do NOT need to mail back your Proxy Card.**

**TO VOTE BY MAIL AS THE BOARD OF DIRECTORS RECOMMENDS ON ALL ITEMS BELOW,  
 SIMPLY SIGN, DATE, AND RETURN THIS PROXY CARD.**

↓ Please detach here ↓

**The Board of Directors Recommends a Vote FOR Items 1, 2, 3 and 4.**

1. Election of Directors: 01 Mark B. Knudson, Ph.D.  
 02 Nicholas L. Teti, Jr.

Vote FOR  
 all nominees  
 (except as marked)

Vote WITHHELD  
 from all nominees

**(Instructions: To withhold authority to vote for any indicated nominee, write the number(s) of the nominee(s) in the box provided to the right.)**

2. Approval of the advisory resolution on executive compensation.
3. Approval of an amendment to the Amended and Restated 2003 Stock Incentive Plan to allow for a one-time stock option exchange program.
4. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for the year ending December 31, 2016.

For

Against

Abstain

For

Against

Abstain

For

Against

Abstain

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED AS THE BOARD RECOMMENDS.**

Address change? Mark box  Indicate changes below

Date \_\_\_\_\_

Signature(s) in Box

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy.

**ENTEROMEDICS INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**May 4, 2016**

**3:00 p.m., Central Time**

**Dorsey & Whitney LLP**

**Minnesota Room**

**50 South Sixth Street, Suite 1500**

**Minneapolis, MN 55402**



**EnteroMedics Inc.  
2800 Patton Road  
St. Paul, Minnesota 55113**

**proxy**

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**This proxy is solicited by the Board of Directors for use at the Annual Meeting on May 4, 2016.**

The shares of stock you hold in your account will be voted as you specify on the reverse side.

**If no choice is specified, the proxy will be voted "FOR" Items 1, 2, 3 and 4.**

By signing the proxy, you revoke all prior proxies and appoint Dan W. Gladney and Greg S. Lea, and each of them with full power of substitution, to vote your shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

*See reverse for voting instructions.*