
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

of the Board of Directors of TransMedics Group, Inc

I. Purpose and Authority

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) are (i) to identify individuals qualified to become members of the Board of Directors (the “Board”) of TransMedics Group, Inc. (the “Company”), (ii) to recommend to the Board director nominees for the next annual meeting of shareholders, (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company and (iv) to oversee the evaluation of the Board and its dealings with management as well as appropriate committees of the Board. The Committee reports to the Board. The Committee shall fulfill these functions primarily by carrying out the activities enumerated in Section IV of this charter. In order to fulfill these functions, the Committee members shall, within the scope of their duties, have unrestricted access to Company personnel and documents. In performing its responsibilities hereunder, the Committee may consider information provided by the Company’s management, as appropriate.

II. Composition

- 1. Number.** The Committee shall consist of no fewer than three members of the Board, appointed to the Committee by the Board. Members of the Committee may be removed at the Board’s discretion.
- 2. Independence.** Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee shall meet any applicable independence requirements of the Nasdaq Stock Market (“Nasdaq”).
- 3. Chairperson.** Unless a Chairperson is elected by the Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall lead the Committee, including preparing the agenda, presiding over the meetings, making subcommittee assignments and reporting to the Board on the Committee’s behalf.
- 4. Determinations Regarding Membership.** The Board shall make all determinations regarding satisfaction of the membership requirements described above and shall review, at least annually, the Committee’s compliance with such requirements.

III. Procedures and Administration

- 1. Meetings.** The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. Any two members or the Chairperson may call a meeting of the Committee upon due notice to each other member at least twenty-four (24) 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 thereof in writing or by electronic transmission.
- 2. Quorum.** Any two Committee members shall constitute a quorum. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee, provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such alternate members satisfy all applicable criteria for membership on the Committee.
- 3. Voting.** Action may be taken by the Committee upon the affirmative vote of a majority of the members present, provided that a quorum is present at the time such action is taken.

4. **Subcommittees.** The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by Nasdaq.

IV. Responsibilities and Duties

The Committee has direct responsibility and power to perform the following duties:

- identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the Chief Executive Officer (the “CEO”), recommend to the Board the director nominees for the next annual meeting of shareholders, taking into account each candidate’s ability, judgment and experience and the overall diversity and composition of the Board;
- establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- recommend to the Board qualified individuals to serve as committee members on the various Board committees;
- review and recommend committee slates annually and recommend additional committee members to fill vacancies as needed;
- if a vacancy on the Board occurs, identify and recommend to the Board qualified candidates to fill such vacancy;
- develop and recommend to the full Board a set of corporate governance guidelines applicable to the Company;
- review the corporate governance guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary;
- review the Company’s practices and policies with respect to directors, including any retirement policy, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- recommend to the Board or to the appropriate committee thereof processes for annual evaluations of the performance of the Board and the CEO and appropriate committees of the Board;
- oversee such processes for annual evaluations, and certify annually that the performance of the CEO and other members of executive management is being appropriately evaluated;
- review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- in concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
- consider and report to the Board any questions of possible conflicts of interest of Board members;
- provide for new director orientation and continuing education for existing directors on a periodic basis;
- oversee the maintenance and presentation to the Board of management’s plans for succession to senior management positions in the Company;
- review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval;
- report its actions and any recommendations to the Board on a periodic basis; and
- annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

V. Authority and Resources of the Committee

In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.

It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

Adopted by the Board of Directors on March 27, 2019.