

LOMBARD MEDICAL, INC.

Nomination Committee Charter

(Effective as of _____, 2014)

This Nomination Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Lombard Medical, Inc., a Cayman islands exempted company with limited liability (the “Company”), effective upon the consummation of the Company’s U.S. initial public offering.

I. Purpose

- A. The purpose of the Nomination Committee of the Company (the “Committee”) is to:
1. Recommend to the Board the persons to be nominated for election as directors at any general meeting of shareholders or otherwise;
 2. Recommend to the Board the directors to be appointed to each committee of the Board; and
 3. Oversee the evaluation of the Board, the directors and all committees of the Board.

This Charter should be applied in a manner consistent with all applicable laws and stock market rules and the Company’s memorandum and articles of association, each as amended and in effect from time to time.

II. Structure and Membership

- A. Number. The Committee shall consist of such number of Board members as the Board shall from time to time determine.
- B. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Committee shall be an “independent director” as defined by such rules.
- C. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
- D. Compensation. The compensation of the Committee members shall be as determined by the Board.
- E. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee, with or without cause.

III. Authority and Responsibilities

- A. General. The Committee shall discharge its responsibilities, and shall assess the information provided by the Board and the Company’s senior management and others, in accordance with its business judgment.

B. Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, law, its memorandum and articles of association or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for recommending to the Board the nominees for election as directors at any general meeting of shareholders or otherwise.
2. Criteria for Selecting Directors. The Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:
 - a) Diversity of personal and professional background, perspective and experience;
 - b) Personal and professional integrity, ethics and values;
 - c) Experience in corporate management, operations or finance, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a U.S. publicly-traded company in today's business environment;
 - d) Experience relevant to the Company's industry and with relevant social policy concerns;
 - e) Experience as a board member or executive officer of another U.S. publicly held company;
 - f) Relevant academic expertise or other proficiency in an area of the Company's operations;
 - g) Practical and mature business judgment, including the ability to make independent analytical inquiries;
 - h) Promotion of a diversity of business or career experience relevant to the success of the Company; and
 - i) Any other relevant qualifications, attributes or skills.

The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new directors, as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders.

3. Vacancies. At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and able to serve. For the

purposes of filling a vacancy, the Committee may consider the criteria in Section III.B.2 hereof.

4. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
5. Selection of Committee Members. The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

C. Other Duties and Responsibilities

1. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.
2. Evaluation of Current Directors. The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term when such director's current term expires.
3. Succession of Senior Management. The Committee shall oversee an annual review by the Board on succession planning for senior management, which shall include transitional leadership in the event of an unplanned vacancy.
4. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

IV. Procedures and Administration

- A. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set agendas for Committee meetings.
- B. Rules and Procedures. 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 any provisions of the Company's memorandum and articles of association that are applicable to the Committee.
- C. Quorum and Voting. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's memorandum and articles of association (as in effect from time to time).

- D. Subcommittees. The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member) as it deems appropriate from time to time.
- E. Reports to the Board. The Committee shall report regularly to the Board.
- F. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- G. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
- H. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any managing director, supervisory director, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.