

LOMBARD MEDICAL, INC.

Compensation Committee Charter

(Effective as of \_\_\_\_\_, 2014)

This Compensation 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 Compensation Committee of the Company (the “Committee”) is to assist the Board of the Company with the discharge of the Board’s responsibilities relating to compensation of the executive officers, directors and other members of the senior management of the Company. This Charter should be applied in a manner consistent with all applicable law 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 at least three members of the Board.
- B. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee shall be “independent” as defined by such rules.
- C. Non-Employee Director. Each member of the Committee shall qualify as a “non-employee director” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”).
- D. Outside Director. Each member of the Committee shall qualify as an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.
- E. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
- F. Compensation. The compensation of the Committee members shall be as determined by the Board.
- G. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nomination 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. Compensation Matters

1. Senior Management Compensation. The Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and Chief Financial Officer and such other members of the Company's senior management as it deems appropriate, including salary, bonus and incentive compensation levels; deferred compensation; senior management perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of senior management compensation. The Committee shall meet without the presence of senior management when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other senior management compensation.
2. Evaluation of Senior Management. The Committee shall be responsible for overseeing the evaluation of the Company's senior management. In conjunction with the Audit Committee in the case of the evaluation of senior financial management, the Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior management, to be discussed periodically with the Board.
3. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans.
4. Administration of Plans. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's share option, share incentive, employee share purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make share awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this Charter or a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law, the articles of association and the provisions of a given equity-based plan, the Committee may delegate to one or more members of senior management of the Company the power to grant options or other share awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company or (other) members of senior management of the Company. The Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from shareholder approval contained in NASDAQ Rule 5635(c)(4).
5. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation.
6. Compensation Consultants, Legal Counsel and Other Advisors. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee shall be directly

responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel (other than in-house counsel) or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).

7. 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).
- E. Reports to Board. The Committee shall report regularly to the Board.
- F. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- G. 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 director, executive officer, 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.