

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose of Committee

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Merit Medical Systems, Inc. (the “Company”) is to recommend individuals to the Board for nomination as members of the Board and its Committees and to develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership

The Committee shall consist of three or more independent directors of the Board. For purposes of this Charter, the term “independent director” means a director who meets the NASDAQ Stock Market, Inc. definition of “independent director” as determined by the Board.

Members of the Committee shall be appointed by the Board based on nominations recommended by the Committee and shall serve at the pleasure of the Board and for such terms as the Board may determine.

Committee Structure and Operations

The Committee shall designate one member of the Committee as its Chairperson. In the event of a tie vote on any issue, the Chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Chairperson, with further meetings to occur, or actions to be taken by written consent, when deemed necessary or desirable by the Committee or the Chairperson.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- 1) Review the operation and size of the Board and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
- 2) Identify individuals believed to be qualified to become members of the Board and recommend to the Board the nominees to stand for election as directors at the annual meeting of the Company's shareholders or, if applicable, at a special meeting of the Company's shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board



or through election by the Company's shareholders. In nominating a candidate, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of the other members of the Board, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.

- 3) Identify nominees qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the applicable committee and the interplay of the candidate's experience with the experience of other members of the applicable committee.
- 4) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and the Company's senior executive officers.
- 5) Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year.
- 6) Recommend board compensation to the Board.
- 7) Review and recommend succession and selection of the Chief Executive Officer and other senior executive officers of the Company.
- 8) Make an annual report to the Board of the Committee's work.