

**AMENDED AND RESTATED CHARTER OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ESTABLISHMENT LABS HOLDINGS INC.**

(As amended through August 10, 2021)

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Establishment Labs Holdings Inc. (the “**Company**”) is to:

- Assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and recommend to the Board that the Board select specified individuals as the director nominees for each meeting of shareholders at which directors are to be elected.
- Recommend members for each Board committee.
- Develop, evaluate, recommend to the Board and monitor corporate governance policies applicable to the Company and the Board, including the Corporate Governance Guidelines (as defined below).
- Oversee the evaluation of the Board and its committees on an annual basis.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of at least two members of the Board. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee, and shall serve until the earlier of their resignation or removal by the Board, in its discretion.
2. Qualifications. The members of the Committee must meet the independence requirements of the NASDAQ Stock Market, Inc. Marketplace Rules (the “**NASDAQ Rules**”) and such other qualifications as may be established by the Board from time to time after consideration of all factors determined to be relevant under such rules and regulations.
3. Chairperson. The Board may designate a chairperson of the Committee (the “**Chairperson**”). The Chairperson of the Committee (or, in the Chairperson’s absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee’s activities. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members, provided that the Board may replace any Chairperson designated by the Committee at any time in its sole discretion.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Board Composition, Evaluation and Nominating Activities. The Committee shall:

- Periodically review and recommend to the Board the desired qualifications, expertise and characteristics sought of Board members, which assessment may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one's field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Company's business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, race, ethnicity, gender, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the "**Director Criteria**").
- Evaluate and recommend to the Board the size and composition of the Board.
- Search for, identify, evaluate and recommend for selection by the Board candidates to fill any vacancy on the Board occurring between annual meetings of stockholders consistent with the Director Criteria, and review any candidates recommended by shareholders consistent with the Director Criteria, provided such shareholder recommendations are made in compliance with the Company's applicable policies and procedures.
- Review and consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's articles of association and bylaws.
- Evaluate the performance of individual members of the Board up for re-election and recommend to the Board the nominees for director to be submitted to a vote by the shareholders at the annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected.
- Review the appropriateness of the continued service of any director who changes his or her role, position or area of responsibility that he or she held when he or she was elected to the Board.
- Consider periodically the Board's leadership structure, including the separation of the Chairman and Chief Executive Officer roles and/or appointment of a lead independent

director of the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

- Develop and review periodically the policies and procedures by which stockholders may recommend director candidates to the Board.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the NASDAQ Rules, applicable rules and regulations promulgated by the SEC and other applicable laws.

2. Board Committees. The Committee shall:

- Review annually and more frequently as necessary the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be chairpersons of the various committees.

3. Corporate Governance. The Committee shall:

- Develop a set of corporate governance guidelines applicable to the Company (the “**Corporate Governance Guidelines**”).
- Review annually the Corporate Governance Guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
- Oversee the Company’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company’s corporate governance framework, including its memorandum, bylaws and articles of association.
- Review the Company’s corporate responsibility policies and programs, as well as the Company’s public reporting on these policies and programs.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of such annual evaluation.
- Conduct a periodic review of the Company’s succession planning process for the chief executive officer (“**CEO**”) and any other members of the Company’s executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company’s executive management team.
- Lead the annual CEO review and evaluation process.

- Develop with management the director orientation process for new directors and monitor the continuing education for existing directors. The Committee shall oversee the orientation process for new directors and recommend changes to it as deemed appropriate.
 - Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
 - Review any proposals properly submitted by shareholders for action at the annual meeting of shareholders related to corporate governance or corporate responsibility matters and make recommendations to the Board regarding action to be taken in response to each such proposal.
 - Review and discuss with management the disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process.
 - Administer policies and procedures for various constituencies of the Company to communicate with the non-management Board members.
4. Conflicts of Interest. The Committee shall:
- Develop, approve, and periodically review the Company's Code of Business Conduct and Ethics, monitor compliance with the Company's Code of Business Conduct and Ethics, consider questions of possible conflicts of interest of Board members and other corporate officers and review any actual or potential conflicts of interest of Board members and corporate officers (other than related party transactions reviewed by the Company's Audit Committee), and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the usurpation of a corporate opportunity.
5. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval. The Company shall make a copy of this charter publicly available on its website and shall disclose how to access the Committee's charter in its proxy statement.
6. Performance Review. The Committee shall present to the Board its review and self-assessment of the performance of the Committee on an annual basis.

MEETINGS AND PROCEDURES

1. Meetings.
- The Committee will meet at least two times per year at such times and places, if any, as the Committee determines, with the Chairperson presiding at each meeting and approving the agenda for the Committee's meetings. The Committee may establish its

own meeting schedules, which it shall provide to the Board. Any member may suggest items for consideration at each Committee meeting. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws and articles of association. The Committee has 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 bylaws or articles of association that are applicable to the Committee.

- The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.
2. Reporting to the Board of Directors. The Committee shall report regularly to the Board regarding its activities and recommendations.
 3. Authority to Retain Advisors. The Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of any such independent counsel, search firm, consultant or advisor. The Company will provide appropriate funding, as determined by the Committee, to pay any such independent counsel, search firm, consultant or advisor hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.
 4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and in the best interests of the Company, when such delegation of duties would not violate applicable law, regulation, including the NASDAQ Rules and the rules and regulations promulgated by the SEC. If formed, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by applicable law, regulation, including the NASDAQ Rules and the rules and regulations promulgated by the SEC, to be exercised by the Committee as a whole.
 5. Compensation. Members of the Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except for (i) the compensation that they receive for service as a member of the Board or any committee of the Board and (ii) retirement plan compensation to the extent permitted by the applicable rules and regulations of the SEC and the NASDAQ Rules.