

**AMENDED AND RESTATED CHARTER OF
THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
ESTABLISHMENT LABS HOLDINGS INC.**

(As amended through August 9, 2021)

PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Establishment Labs Holdings Inc. (the “**Company**”) shall be to discharge the Board’s responsibilities relating to (a) overseeing compensation of the Company’s Chief Executive Officer (“**CEO**”) and other individuals who are “officers” as defined in Rule 16a-1(f) (all such officers, the “**Executive Officers**”) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and (b) evaluating and recommending the Executive Officer compensation plans, policies and programs of the Company.

The Committee is also responsible for administering the Company’s various incentive and equity-based compensation plans and the issuance of stock options and other stock-related awards not granted pursuant to a plan, as designated from time to time by the Board and for producing an annual report on executive compensation for inclusion in the Company’s Proxy Statement, to the extent required under the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall also provide oversight of the Company’s general compensation policies, plans and benefit programs and shall seek to structure the Company’s compensation plans, policies and programs in order to attract and retain the best available personnel for positions of substantial responsibility with the Company, provide incentives for such persons to perform to the best of their abilities for the Company, maintain appropriate levels of risk and reward and promote the success of the Company’s business.

COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee and its designated chairperson (the “**Chairperson**”) will be appointed by, and will serve by designation and at the discretion of, the Board upon the recommendation of the Nominating and Corporate Governance Committee and shall serve until the earlier of their resignation or removal by the Board in its discretion. The Chairperson (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.

The Committee shall consist of at least two members of the Board. The members of the Committee shall meet the following standards: (a) qualify as an independent director in accordance with listing standards of the Nasdaq Stock Market, Inc. Marketplace Rules (the “**NASDAQ Rules**”) as determined by the Board in its business judgment and otherwise be considered independent for purposes of membership on the Committee in accordance with the Nasdaq Rules, and (b) unless

determined otherwise by the Board, the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.

COMMITTEE RESPONSIBILITIES AND AUTHORITY

The following are the principal recurring responsibilities of the Committee. The Committee may perform other functions that are consistent with its purpose and applicable law, rules and regulations and as the Board or Committee deem appropriate. 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.

- The Committee shall initially, and at least annually thereafter, review and approve the goals and objectives relevant to the compensation of the CEO and evaluate the CEO's performance in light of those goals and objectives, and review and approve or recommend for approval to the independent Board members, the CEO's compensation in light of this evaluation, including the CEO's (a) base salary, (b) incentive bonus, including the specific goals and amount, (c) equity compensation, (d) any employment agreement, severance arrangement, transition or consulting agreement, retirement agreement or change of control protections and (e) any other benefits, compensation or similar arrangements, if any (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs), including any amendments to or terminations of any of the foregoing.
- In consultation with the CEO, the Committee shall initially, and at least annually thereafter, approve or recommend for approval to the independent Board members the foregoing items in (a) through (e) for any individual who is, or is soon expected to be, designated an Executive Officer (other than the CEO), including any amendments to or terminations of any of the foregoing.
- The Committee shall establish, and periodically review, the Company's equity-based compensation plans as well as any performance incentive or other compensation plans in which the Executive Officers participate. The Committee shall periodically review the Company's other employee compensation plans to ensure that these plans are consistent with the Company's general compensation strategy. In connection with this responsibility, the Committee shall (a) periodically review and approve new executive compensation programs and total compensation levels, (b) periodically review the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s), (c) establish and periodically review policies for the administration of executive compensation programs and (d) periodically review the impact of tax and accounting rules changes.
- The Committee shall have the authority, in its sole discretion, to obtain or retain the advice of any compensation consultant or other advisor, including external counsel, accounting, or other related advisors, to be used by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the

work of any such compensation consultant or other advisor, including external counsel, accounting, or other related advisors retained by the Committee. The Committee shall have the sole authority to approve such consultants' or advisors' fees, which shall be paid by the Company, and other retention terms. Such responsibility includes the sole authority to determine the extent of funding necessary for payment of reasonable compensation to such consultants and advisors retained by the Committee. Prior to retaining any such consultants or advisors, as well as on an annual basis, the Committee shall evaluate the independence of such consultants or advisors in accordance with the rules and regulations of the SEC and the NASDAQ Rules. The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, the Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

- The Committee shall act as Administrator (as defined therein) of the Company's 2018 Equity Incentive Plan (the "**Plan**"), the Company's 401(k) plan and any other similar plans. In its administration of the Plan (or plans), the Committee may (a) grant stock options, restricted stock units, stock purchase rights or other equity-based or equity-linked awards (collectively, the "**Equity Awards**") to individuals eligible for such grants of Equity Awards (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) in accordance with procedures and guidelines as may be established by the Board from time to time and (b) amend the Equity Awards. The Committee may also make recommendations to the Board to adopt, amend and terminate the Plan (or plans), including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval.
- As applicable, the Committee shall advise the Board on management proposals to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive compensation matters, and in conjunction with the Nominating and Corporate Governance Committee, the Committee shall oversee management's engagement with stockholders and proxy advisory firms on executive compensation matters. The Committee shall review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practice.

- The Committee shall, at least annually, review and discuss the Company's compensation policies and practices with management to (a) determine whether the policies and practices encourage excessive risk-taking, (b) review the relationship between risk management policies and compensation, and (c) evaluate compensation policies and practices that could mitigate any such risk. In addition, the Committee shall periodically discuss with the Board and/or the Nominating and Corporate Governance Committee corporate succession plans for Executive Officers and other key employees of the Company.
- If and as the Committee determines to be necessary or appropriate, or as required by applicable law, the Committee shall approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
- In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters affecting the Company. The Committee shall (a) review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related executive compensation information, recommend that the CD&A and related compensation information be included in the Company's annual report on Form 10-K and in its proxy statement, and (b) produce the compensation committee report on executive officer compensation included in the Company's proxy statement or annual report on Form 10-K, each to the extent required in accordance with rules and regulations of the SEC.
- The Committee shall conduct and present to the Board an annual self-performance evaluation of the Committee.
- The Committee shall at least annually review and recommend to the Board the form and amount of compensation to be paid for service to non-employee directors on the Board and Board committees and for service as a chairperson of a Board committee.
- The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes 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.

MEETINGS

The Committee will meet at least two times per year at such times and places as the Committee determines, with the Chairperson presiding at each meeting and approving the agenda for the Committee's meetings. Any member may suggest items for consideration at each Committee meeting. The Committee may meet either in person or telephonically

The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities. No Executive Officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

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 may establish its own meeting schedules, which it shall provide to the Board.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Committee shall report regularly to the Board regarding its activities and recommendations.

COMPENSATION

Members of the Committee shall receive such compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such compensation may include retainers or per meeting fees. Compensation may be paid in such form of consideration as is determined by the Board.

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.

RESOURCES

The Committee is authorized to obtain, at the Company's expense, data, advice, consultation and documentation as the Committee considers appropriate and, as further detailed above, to retain at the Company's expense compensation consultants, independent counsel or other advisers selected by the Committee to advise or assist the Committee in the performance of any of the responsibilities and duties set forth above, or for any other matter related to the Committee's purposes.

COMMITTEE ACCESS; RELIANCE ON INFORMATION AND OTHERS

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, executive officers, management and personnel to carry out the Committee's purposes. In discharging his or her responsibilities, a member of the Committee is entitled to rely in good faith on reports or other information provided by the Committee's compensation consultant or other advisor, or the Company's management, legal counsel or independent auditors, and other persons as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

These policies and procedures are not intended to create inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company's articles of association or its bylaws.

GENERAL

The Committee may delegate its authority to a subcommittee when it deems it appropriate and in the best interests of the Company and when such delegation would not violate applicable law, the NASDAQ Rules or the rules and regulations of the SEC.