



TREACE MEDICAL CONCEPTS, INC.

NOMINATING, COMPLIANCE AND GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating, Compliance and Governance Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Treace Medical Concepts, Inc. (the "*Company*") is to identify individuals qualified to become members of the Board consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to oversee the company's compliance with applicable laws, to develop and recommend to the Board the Corporate Governance Guidelines (as defined herein) and to oversee the evaluation of the Board.

II. Composition

The Committee shall consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC ("*Nasdaq*"), subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee Chair or a majority of the Committee members may call meetings of the Committee at any time and for any reason. The notice of meeting need not include specified agenda items and must be provided to the Committee members at least 24 hours before any meeting. Meetings may be held using any form of communications equipment, so long as all directors can by means of which all persons participating in the meeting can hear each other. A majority of the Committee members will constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by Delaware law or the Company's certificate of incorporation or bylaws. Additionally, the Committee may act by unanimous in writing or electronic transmission and such consent may be documented, signed and delivered in any manner permitted by Delaware law. Furthermore, the Committee has the authority to establish other 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 that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain and oversee independent counsel and

any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a search firm, legal counsel or any other advisor retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules, as well as other duties that the Board may from time to time prescribe.

The Committee is empowered to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee, as determined by the Committee in its sole discretion. Such authority shall include but is not limited to the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee, to determine the scope of the investigation and the persons assigned to investigate, and, as appropriate given the persons that may be implicated by any complaint being investigated, to determine the extent of any reporting about its investigation.

IV. Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Committee. These matters are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Nominations-Related Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines (the "*Corporate Governance Guidelines*").

Compliance-Related Duties and Responsibilities

3. *Oversight of Compliance Programs.* The Committee shall oversee the Company's policies and programs related to compliance with laws and regulations. Such oversight will include the review of, with management, the organizational structure, staffing, implementation of the Company's compliance programs relating to the Company's principal legal and regulatory compliance risks, the related policies and procedures, training processes, and the adequacy of the resources for those programs.

4. *Review of Code of Conduct.* The Committee shall oversee the Company's compliance with its Code of Conduct and the procedures in place to enforce the Code of Conduct. The Committee will also consider and discuss and, as appropriate, grant requested waivers from the Code of Conduct brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board.

5. *Chief Compliance Officer.* The Committee shall appoint and oversee the activities of, and meet regularly with, the Company's Chief Compliance Officer.

6. *Governmental Agreements.* The Committee shall oversee, monitor, and evaluate the Company's compliance with and implementation of the terms of any settlement agreements that may be entered into with governmental authorities.

7. *Complaints and Investigations Policies.* The Committee shall review new and ongoing compliance hotline reports and compliance investigations (other than those reports related to accounting, internal accounting controls, fraud or auditing matters which will be reviewed by the Audit Committee), relevant "whistleblower" reporting and non-retaliation policies, and relevant education and training.

8. *Regulatory and Enforcement Developments.* The Committee will periodically receive information about current and emerging risks and regulatory and enforcement trends, governmental inquiries, or third party claims that are likely to affect the Company's business operations, performance, or strategy.

Corporate Governance-Related Duties and Responsibilities

9. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and, except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to designate directors to serve on committees of the Board, recommend to the Board for its approval directors to serve as members of each committee and the Chair of each committee.

10. *Board Leadership Structure.* The Committee shall periodically review the Board leadership structure and recommend to the Board for its approval changes to its leadership structure, including a Chair of the Board if appropriate.

11. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

12. *Board Evaluation.* The Committee will oversee the periodic evaluations of the Board and its committees.

13. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

General Committee Practices

14. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

15. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

16. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

It is the intention of the Board and the Committee that all communications with the Company's Chief Compliance Officer and General Counsel, and any inside or outside legal counsel (including without limitation those described above), shall be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney-client communications.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.