

# CONFORMIS, INC.

## COMPENSATION COMMITTEE CHARTER

Adopted on February 2, 2021

### A. Purpose

1. The purpose of the Compensation Committee (“Committee”) of the Board of Directors (“Board”) of Conformis, Inc. (“Conformis”) is to oversee the discharge of the Board’s responsibilities relating to compensation of Conformis’ executive officers and directors.

### B. Structure and Membership

1. Number. Except as otherwise permitted by applicable NASDAQ rules, the Committee shall consist of at least two Board members.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each Committee member shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2) and 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”). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to Conformis which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (a) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by Conformis to the director; and (b) whether the director is affiliated with Conformis, a Conformis subsidiary, or an affiliate of a Conformis subsidiary.
3. Chair. Unless the Board elects a Committee Chair, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Committee members shall be as determined by the Board.
5. Selection and Removal. The Board shall appoint Committee members upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove Committee members from the Committee, with or without cause.

### C. Authority and Responsibilities

1. General. The Committee shall discharge its responsibilities, and shall assess the information provided by Conformis management and others, in accordance with its

business judgment.

### Compensation Matters

2. Executive Officer Compensation. The Committee shall review and approve, or recommend for approval by the Board, the compensation of Conformis' Chief Executive Officer ("CEO") and other executive officers, including salary, bonus, and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The CEO may not be present during voting or deliberations on his or her compensation.
3. CEO Evaluation. The Committee shall be responsible for overseeing the CEO's evaluation. The Committee shall determine the nature and frequency of the evaluation, supervise the evaluation, and prepare an assessment of the CEO's performance to be discussed with the Board.
4. Plan Recommendations and Approvals. The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to Board approval. In addition, the Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by Conformis officers, directors, employees, or consultants.
5. Administration of Equity-Based Plans. The Committee shall exercise all rights, authority, and functions of the Board under all of Conformis' stock option, stock incentive, employee stock purchase, and other equity-based plans, including, without limitation, the authority to interpret the terms thereof, to grant options thereunder, and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan, or Board resolution, the Committee shall not be authorized to amend any such plan. To the extent permitted by, and consistent with, applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of Conformis the power to grant options or other stock awards pursuant to such equity-based plan to employees of Conformis, or of any Conformis subsidiary, who are not Conformis directors or executive officers. 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 stockholder approval contained in NASDAQ Rule 5635(c)(4).
6. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to the type and amount of compensation to be paid or awarded to non-employee Board members.

7. Compensation Discussion and Analysis. The Committee shall review and discuss annually with management Conformis’ “Compensation Discussion and Analysis” required by Item 402(b) of Regulation S-K (“CD&A”), if applicable. The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in Conformis’ annual report on Form 10-K, proxy statement on Schedule 14A, or information statement on Schedule 14C.
8. Committee Report. The Committee shall prepare the annual committee report required by Item 407(e)(5) of Regulation S-K.
9. Risk Assessment. The Committee shall oversee the process for identifying and addressing any material risks relating to Conformis’ compensation policies and practices. The Committee shall review Conformis’ incentive compensation arrangements to determine whether they encourage excessive risk-taking, and the Committee shall review and discuss at least annually (a) the relationship between Conformis’ risk management policies and practices and compensation, and (b) policies and practices that could mitigate such risks.
10. Stock Ownership Guidelines. The Committee shall be responsible for monitoring the application of, and compliance with, Conformis’ stock ownership guidelines applicable to Conformis’ non-employee directors and executive officers.
11. Recoupment (Clawback) Policy. The Committee shall be responsible for administering, interpreting and construing Conformis’ executive officer recoupment (clawback) policy.
12. Consideration of Results on Advisory Proposals. In making decisions affecting Conformis’ executive compensation policies and practices, the Committee shall consider the results of voting on advisory proposals submitted to Conformis’ stockholders relating to executive compensation.
13. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but in no event less than four times per year. 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.
2. 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) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act.

3. Reports to Board. The Committee shall report regularly to the Board.
4. 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.
5. Independent Advisors. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel, or other adviser. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, and other adviser retained by the Committee. The Committee is empowered, without further action by the Board, to cause Conformis to pay the compensation of such advisors as established by the Committee. The Committee may select, or receive advice from, a compensation, legal, or other advisor only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).
6. 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 Conformis officer, employee, or advisor to meet with the Committee or any advisors engaged by the Committee.
7. Self-Evaluation. The Committee shall evaluate periodically its own performance, which shall be reported to the Board.

\*\*\*