

CONFORMIS, INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted on February 2, 2021

The Board of Directors (“Board”) of Conformis, Inc. (“Conformis”) has adopted the following Corporate Governance Guidelines (“Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of Conformis and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and Conformis’ charter and bylaws, each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board’s business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to Conformis and its stockholders.

A. Director Responsibilities

1. Oversight. The principal responsibility of the directors is to oversee Conformis management and, in so doing, serve the best interests of Conformis and its stockholders. This responsibility includes:
 - (a) reviewing and approving fundamental operating, financial, and other corporate plans, strategies and objectives;
 - (b) evaluating the performance of Conformis and its senior executives and taking appropriate action, including removal, when warranted;
 - (c) evaluating Conformis’ compensation programs on a regular basis and determining the compensation of its senior executives;
 - (d) reviewing and approving senior executive succession plans;
 - (e) evaluating whether corporate resources are used only for appropriate business purposes;
 - (f) establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures, and incentives), fiscal accountability, high ethical standards, and compliance with all applicable laws and regulations;
 - (g) reviewing Conformis policies and practices with respect to risk assessment and risk management;
 - (h) reviewing and approving material transactions and commitments not entered into in the ordinary course of business;

- (i) developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - (j) providing advice and assistance to Conformis senior executives; and
 - (k) evaluating the overall effectiveness of the Board and its committees.
2. Exercise Business Judgment. In discharging their fiduciary duties, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of Conformis and its stockholders.
3. Understand Conformis and Its Business. Directors have an obligation to become and remain informed about Conformis and its business, including the following:
- (a) Conformis' principal operational and financial objectives, strategies, and plans;
 - (b) the results of operations and financial condition of Conformis and of significant subsidiaries and business segments;
 - (c) Conformis' relative standing compared to competitors;
 - (d) the factors that determine Conformis' success; and
 - (e) the risks and problems that affect Conformis' business and prospects.
4. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning Conformis, including the following:
- (a) current business and financial performance, the degree of achievement of approved objectives, and the need to address forward-planning issues;
 - (b) future business prospects and forecasts, including actions, facilities, personnel, and financial resources required to achieve forecasted results;
 - (c) financial statements, with appropriate segment or divisional breakdowns;
 - (d) compliance programs to assure Conformis' compliance with law and corporate policies;
 - (e) material litigation and governmental and regulatory matters; and
 - (f) monitoring and, where appropriate, responding to communications from stockholders.

Directors should also periodically review the integrity of Conformis' internal control and management information systems.

5. Board, Stockholder, and Committee Meetings. Directors are responsible for attending Board meetings, meetings of committees on which they serve, and the annual meeting of stockholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
6. Reliance on Management and Advisors; Indemnification. The directors are entitled to rely on Conformis' senior executives and its outside advisors, auditors, and legal counsel, except to the extent that any such person's integrity, honesty, or competence is in doubt. The directors are also entitled to Conformis-provided indemnification, statutory exculpation, and directors' and officers' liability insurance.

B. Board Composition, Structure, and Policies

1. Independence. Except as may otherwise be permitted by the rules of the NASDAQ Stock Market ("NASDAQ"), a majority of the members of the Board shall be independent directors. To be considered independent: (a) a director must be independent as determined under NASDAQ Rule 5605(a)(2) and (b) in the Board's judgment, the director must not have a relationship with Conformis that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
2. Board Size. The Board will periodically consider whether its size is appropriate given Conformis' present circumstances and any changes in Conformis' business.
3. Other Directorships. Directors may not serve on the boards of more than three other public companies in addition to Conformis' Board, and any Conformis executive officer who serves as a Director may not serve on the board of more than one other public company in addition to Conformis' Board, in each case, without prior approval of the Board. Directors should advise the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee ("N&CG Committee") in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with Conformis' conflict of interest policies.
4. Tenure. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into Conformis and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an alternative to term limits, the N&CG Committee shall review each director's continuation on the Board at least once every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a Board member and allow Conformis to conveniently replace directors who are no longer interested or effective.
5. Board Leadership Structure. The N&CG Committee shall periodically assess the Board's leadership structure, including whether the offices of Chairman of the

Board and Chief Executive Officer (“CEO”) should be separate, whether Conformis should have an independent “Lead Director” in the event that the Chairman of the Board is not an independent director, and why the Board’s leadership structure is appropriate given Conformis’ specific characteristics or circumstances. In the event that the Chairman of the Board is not an independent director, the N&CG Committee may designate an independent director to serve as the Lead Director, who shall be approved by a majority of the independent directors.

The Lead Director, if one is appointed, shall:

- (a) chair any meeting of the independent directors in executive session;
 - (b) meet with any director who is not adequately performing his or her duties as a Board or committee member;
 - (c) facilitate communications between other Board members and the Chairman of the Board and/or the CEO; however, each director is free to communicate directly with the Chairman of the Board and with the CEO;
 - (d) monitor, with the assistance of Conformis’ legal advisors, including its Chief Legal Officer (“CLO”), communications from stockholders and other interested parties and provide copies or summaries to the other directors as he or she considers appropriate;
 - (e) work with the Chairman of the Board to prepare the agenda for each Board meeting and to determine the need for special Board meetings; and
 - (f) otherwise consult with the Chairman of the Board and/or the CEO on matters relating to corporate governance and Board performance.
6. Selection of New Directors Candidates. Except where Conformis is legally required by contract, bylaw, or otherwise to provide third parties with the right to nominate directors, the N&CG Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (b) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any Board vacancies. Director nominees shall be considered for recommendation by the N&CG Committee in accordance with these Guidelines, the policies and principles in its charter, and the criteria set forth in Attachment A to these Guidelines. It is expected that the N&CG Committee will have direct input from the Chairman of the Board, the CEO, and, if one is appointed, the Lead Director. The N&CG Committee shall consider candidates proposed by stockholders.
7. Inviting a New Director Candidate to Join the Board. The invitation to join the Board should be extended either by the Chairman of the Board, on behalf of the Board, or the Chair of the N&CG Committee, on behalf of such committee.

Unauthorized approaches to prospective directors can be premature, embarrassing, and harmful.

8. Change of Responsibility of Director. Any director who retires from his or her principal current employment, or who materially changes his or her current position, should offer to tender his or her resignation to the Board. The N&CG Committee shall then recommend to the Board whether the Board should accept the offer to resign in light of his or her new status.
9. Former CEO's Board Membership. The Board believes that the continuation of a former Conformis CEO's Board membership is a matter to be decided in each individual instance by the Board, upon recommendation of the N&CG Committee. Accordingly, when the CEO ceases to serve in that position, he or she will be expected to resign from the Board if so requested by the Board, upon recommendation of the N&CG Committee.
10. Director Resignations. The Board will not nominate any person for service on the Board (other than any person nominated or designated pursuant to any agreement or arrangement to which Conformis is party) unless such person (a "Nominee") has agreed to resign from the Board upon failing to receive a majority of the votes cast in an election that is not a Contested Election (as defined below), contingent on acceptance of that proffered resignation by the Board in accordance with the policies and procedures adopted by the Board for such purpose.

In the event a Nominee fails to receive a majority of the votes cast in an election that is not a Contested Election, the N&CG Committee, or such other committee designated by the Board, shall make a recommendation to the Board as to whether to accept or reject the resignation of such Nominee, or whether other action should be taken. The Board shall act on the proffered resignation, taking into account the committee's recommendation, within ninety (90) days of certification of the election results. The committee in making its recommendation and the Board in making its decision each may consider any factors and other information that they consider appropriate and relevant. A Nominee who becomes or remains a director but who has failed to receive a majority of the votes cast in an election that is not a Contested Election and who tenders his or her resignation shall remain active and engaged in Board activities while the committee and the Board decide whether to accept or reject such resignation, or whether other action should be taken; provided, however, it is expected that such director will not participate in any proceedings by the Board or any committee thereof regarding whether to accept or reject such director's resignation, or whether to take other action with respect to such director.

An election of directors is a "Contested Election" if, as of the tenth (10th) day preceding the date Conformis first mails its notice of meeting for such meeting to Conformis stockholders, or at any time thereafter, the number of nominees exceeds the number of directors to be elected. For purposes of this provision, a "majority of the votes cast" means that the number of votes cast "for" a director's election exceeds the number of votes "against" or "withheld" as to that director's election

(with “broker non-votes” not counted as a vote cast either “for” or “against / withheld” as to that director’s election). If the Board accepts a Nominee’s resignation, then the Board may fill any resulting vacancy pursuant to Section 2.9 of Conformis’ bylaws.

11. Periodic Review of Classified Board Structure. In accordance with the terms of Conformis’ charter and bylaws, (a) the Board is divided into three classes, class I, class II, and class III, with members of each class serving staggered three-year terms; (b) directors may be removed only for cause by the affirmative vote of the holders of at least 75% of the votes that Conformis’ stockholders would be entitled to cast in an annual election of directors; and (c) the stockholders may not adopt, amend, alter, or repeal the bylaws, or adopt any provision inconsistent therewith, unless such action is approved by the affirmative vote of the holders of at least 75% of the votes that all the stockholders would be entitled to cast in any annual election of directors or class of directors. These provisions were included in Conformis’ charter and bylaws when Conformis consummated its initial public offering, and the Board currently believes that they promote stockholder interests by promoting long-term value creation and making Conformis less vulnerable to short-termist pressures that may seek to deliver immediate shareholder returns by underinvesting in long-term growth (particularly given the high volatility in Conformis’ stock price in recent years). It is the policy of the Board that the Board will review the continued appropriateness of these provisions periodically, and no less than annually, to confirm that the Board believes that they continue to promote stockholder interests.

C. Board Meetings

1. Selection of Agenda Items. The Chairman of the Board shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.
2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with Board members, shall determine the frequency and length of Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
3. Advance Distribution of Materials. Information and data that are important to the Board’s understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain matters to be discussed at Board or committee meetings may be of extremely confidential or time-sensitive and that the distribution of materials on such matters before meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.

4. Executive Sessions. The independent directors shall meet in executive session at least twice a year to discuss, among other matters, the CEO's performance. The independent directors shall meet in executive session at other times at the request of any independent director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings. The director who presides at these meetings shall be the Lead Director if there is one and, if not, the Chairman of the Board, if he or she is an independent director, or such other independent director as shall be chosen by the independent directors, and his or her name shall be disclosed in accordance with applicable NASDAQ rules.
5. Attendance of Non-Directors at Board Meetings. The Board encourages Conformis' senior executives to invite, from time to time, Conformis personnel to attend Board meetings when the Board will benefit from such personnel's additional insight into the matters being discussed and/or such personnel will benefit from exposure to the Board.

D. Board Committees

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee, and a N&CG Committee. Each committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment and Rotation of Committee Members. The N&CG Committee shall be responsible for recommending to the Board the directors to be appointed to each Board committee. Except as otherwise permitted by the applicable rules of the US Securities and Exchange Commission and NASDAQ, each member of the Audit Committee, the Compensation Committee, and the N&CG Committee shall be an "independent director" as defined by such rules.
3. Committee Charters. In accordance with applicable NASDAQ rules, the charters of the Audit Committee, the Compensation Committee, and the N&CG Committee shall set forth the purposes, goals, and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.
4. Selection of Agenda Items. The chair of each committee, in consultation with committee members, shall develop the committee's agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.
5. Frequency and Length of Committee Meetings. The chair of each committee, in consultation with committee members, shall determine the frequency and length of committee meetings consistent with any requirements set forth in the committee's

charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

E. Director Access to Management and Independent Advisors

1. Access to Officers and Employees. The Directors have full and free access to Conformis officers and employees. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO, the Corporate Secretary, or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to Conformis business operations and shall, to the extent appropriate, copy the CEO on any written communications between a director and a Conformis officer or employee.
2. Access to Independent Advisors. Subject to applicable NASDAQ requirements, the Board and each committee have the power to hire and consult with independent legal, financial, or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the advance approval of any Conformis officer. In the discretion of the Board or applicable committee, such independent advisors may (but need not) be the regular advisors to Conformis. The Board or any such committee is empowered, without further action by Conformis, to cause Conformis to pay the compensation of such advisors as established by the Board or any such committee.

F. Director Compensation

1. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Compensation Committee shall periodically review and make recommendations to the Board with respect to the compensation of Conformis' non-employee directors. The Compensation Committee shall consider that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if Conformis makes substantial charitable contributions to organizations with which a director is affiliated or if Conformis enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.
2. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of Conformis' stockholders.
3. Amount of Consideration. Conformis seeks to attract exceptional talent to its Board. Therefore, Conformis' policy is to compensate directors competitively relative to comparable companies. Conformis management shall, from time to time, present a comparison report to the Board, comparing Conformis' director compensation with that of comparable companies. The Board believes that it is

appropriate for the Chairman of the Board and the chairs and members of the committees to receive additional compensation for their services in those positions.

4. Employee Directors. Directors who are also Conformis employees shall receive no additional compensation for Board or committee service.

G. Stock Ownership and Compensation Matters

1. Stock Ownership Guidelines. Each executive officer and director is encouraged to have a personal investment in Conformis through such person's ownership of Conformis securities. The Board shall implement Stock Ownership Guidelines for the purpose of attempting to align the long-term interests of directors, executive officers and senior-level employees with that of Conformis stockholders. The Compensation Committee is responsible for administering such guidelines and monitoring the equity interest holdings of persons subject to them.
2. Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a person to continue to own Conformis securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, such person may no longer have the same objectives as Conformis' other stockholders. Therefore, Conformis' executive officers and directors are prohibited from engaging in any such transactions.
3. Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material, non-public information, or otherwise is not permitted to trade in Conformis securities, Conformis' executive officers and directors are prohibited from holding Conformis securities in a margin account or otherwise pledging Conformis shares as collateral for a loan.
4. Personal Loans. Conformis will not make or arrange personal loans (as defined by applicable law) to directors or executive officers.
5. Executive Officer Recoupment (Clawback) Policy. The Recoupment Policy provides a framework for the recovery of compensation delivered to any executive officer whose intentional acts, or failures to act, are responsible in whole, or in part, for the material restatement of Conformis' publicly filed financial results due to fraud or misconduct, including gross negligence, on the part of such executive. The policy is intended to ensure that executive officers act in the best interest of Conformis and its stockholders. The Board, in its sole discretion, will: (a) evaluate the circumstances of any material restatement of Conformis' financial statements

and determine whether fraud or misconduct, including gross negligence, involving intentional acts, or failures to act, on the part of any executive officer was responsible in whole, or in part, for the restatement; (b) determine the time period involved with, and subsequent periods affected by, any such fraud or misconduct; and (c) determine the amount of compensation that should be recouped in each case if such fraud or misconduct is determined to have occurred. If the Board determines that recoupment of compensation is warranted, the Board may take appropriate action, including, but not limited to, the following:

- (i) for the period restated or affected by the restatement, which may include any period during which the fraud or misconduct occurred, demand repayment, or effect the cancellation, of some or all of the following:
 - (A) any bonus, or incentive compensation, received or awarded for the period to the extent that the amount of the bonus, or incentive compensation, that would have been awarded to the executive officer had the financial results been properly reported would have been lower than the amount actually awarded,
 - (B) any gains realized as a result of exercising an option during, or awarded for performance during, the period,
 - (C) any gains realized as a result of the vesting or payment of long-term incentives during, or awarded for performance during, the period, and/or
 - (D) any equity compensation awarded during, or based upon performance for, the period, and/or
- (ii) reduce future compensation as a means to recover the amount the Board determines should be recouped.

H. Director Orientation and Continuing Education

1. Director Orientation. The Board and Conformis management may conduct an orientation program for new directors. The orientation program may include presentations by management to familiarize new directors with Conformis' strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its auditors, and its legal advisors. In addition, the orientation program may include a review of Conformis' expectations of its directors in terms of time and effort and a review of the directors' fiduciary duties. All other directors are also invited to attend the orientation program.
2. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. Conformis shall pay all reasonable expenses related to continuing director education.

I. Management Evaluation and Succession

1. CEO Selection. The Board selects Conformis' CEO in the manner that it determines to be in the best interests of Conformis' stockholders.
2. CEO Evaluation. The Compensation Committee shall be responsible for overseeing the CEO's evaluation. The Compensation Committee shall determine the nature and frequency of the evaluation, supervise the conduct of the evaluation, and prepare an assessment of the CEO's performance to be discussed with the Board. The Board shall review the assessment to ensure that the CEO is providing the best leadership for Conformis over both the long- and short-term.
3. Succession of Senior Executives. The N&CG Committee shall be responsible for overseeing a periodic evaluation of succession planning for senior executives, including Conformis' CEO.

J. Periodic Performance Evaluation of the Board

1. The N&CG Committee shall oversee periodically a self-evaluation of the Board to determine whether it and its committees are functioning effectively. The N&CG Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

K. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

1. The Board believes that the CEO and his or her designees speak for Conformis. Subject to Conformis' disclosure policy, individual Board members may, from time to time, meet or otherwise communicate with various Conformis constituencies. It is, however, expected that Board members will do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of Conformis' senior executives.
2. The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Board (if an independent director), or the Lead Director (if one is appointed), or otherwise the Chair of the N&CG Committee shall, subject to advice and assistance from Conformis' legal advisors, including its CLO, (a) be primarily responsible for monitoring communications from shareholders and other interested parties, and (b) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

L. Stockholder Engagement

1. Management meets regularly with major institutional investors and stockholders and reports to the Board on the views of Conformis' stockholders. Management also meets with these investors' governance, policy, and proxy voting teams to discuss governance, executive compensation, and other issues and concerns. While Management speaks for Conformis, the Chairman of the Board may designate individual directors to meet or otherwise communicate with stockholders as appropriate. Stockholders may direct a meeting request to the Chairman, who will consider the request in consultation with appropriate executive officers. Such requests should include information about the party (including the number of shares held), the reason for requesting the meeting, and the topics to be discussed.

M. Periodic Review of Corporate Governance Guidelines

1. The N&CG Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

ATTACHMENT A

Criteria for Nomination as a Director

A. General Criteria

1. Nominees should have a reputation for integrity, honesty, and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience, and ability to exercise sound judgment in matters that relate to Conformis' current and long-term objectives and should be willing and able to contribute positively to Conformis' decision-making process.
3. Nominees should have a commitment to understand Conformis and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of various Conformis constituencies, which include stockholders, employees, customers, governmental units, creditors, and the general public, and to act in the interests of all stockholders.
5. Nominees should neither have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all Conformis stockholders and to fulfill the responsibilities of a director.
6. The Board and the N&CG Committee endeavor for the Board to be comprised of a diverse selection of individuals who bring their personal and professional experiences to bear in order to create a constructive debate of a variety of views and opinions in the boardroom. Conformis recognizes that diversity has multiple dimensions. In identifying potential candidates, the Board and the N&GC Committee will seek to take into consideration the full breadth of diversity, including personal factors, such as gender, ethnicity, race, and age, as well as professional characteristics, such as a director's industry, area of expertise, and geographic location.

B. Application of Criteria to Existing Directors

1. The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the N&CG Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

C. Criteria for Composition of the Board

1. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge, and abilities that shall assist the Board in fulfilling its responsibilities.
