

**TACTILE SYSTEMS TECHNOLOGY, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Effective: June 21, 2016**

**PURPOSE**

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Tactile Systems Technology, Inc. (the “*Company*”) to assist the Board in:

- identifying qualified individuals to become Board members;
- determining the composition of the Board and its committees;
- assessing and enhancing the effectiveness of the Board and individual directors; and
- developing and implementing the Company’s Corporate Governance Guidelines.

**MEMBERSHIP**

The Committee shall consist of at least two directors. The members of the Committee and its chairperson shall be appointed and may be removed by the Board. Each member of the Committee shall meet the independence requirements of the NASDAQ Stock Market (as may be modified or supplemented), federal securities laws and the rules and regulations of the Securities and Exchange Commission (“*SEC*”), and any other applicable laws or regulations.

**AUTHORITY**

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to retain any search firm to assist in identifying director candidates, and any independent counsel or other advisors as the Committee may deem appropriate. The Committee shall have the sole authority to approve related fees and retention terms.

The Committee may form and delegate authority to subcommittees consisting of one or more members when deemed appropriate by the Committee.

**MEETINGS AND COMMUNICATIONS**

The Committee shall meet as often as it determines necessary. The Committee shall regularly report its actions and recommendations to the Board.

**RESPONSIBILITIES**

The Committee will have the following responsibilities:

COMPOSITION OF THE BOARD AND COMMITTEES

1. On an annual basis, and as needed, consider and recommend to the Board the size and composition of the Board, including identifying any specific needs in terms of industry or professional background, or independence standards, for nominees.
2. Evaluate, based on criteria in the Corporate Governance Guidelines and the charters of the respective Board committees, and on the Committee’s assessment of the needs of the Board and its committees, possible nominees (including those recommended by stockholders in accordance with the Corporate Governance Guidelines or nominated by stockholders in accordance with the Company’s By-Laws) for election as directors, conduct appropriate inquiries into the background and qualifications of possible nominees, and recommend to the Board suitable nominees for election either annually by stockholders or, in the event of a vacancy, by the Board.
3. Consider and establish procedures for identifying and recruiting potential director nominees who meet criteria for Board membership, including utilizing the resources of board leadership and

board membership associations and the Committee's network of contacts, and engaging professional search firms as appropriate.

4. Review the Board committee structure and the composition of the standing committees, and recommend to the Board for appointment the directors to serve as members and chairpersons of the standing committees of the Board. Recommend additional committee members to fill vacancies as needed.

#### EVALUATION OF THE BOARD AND DIRECTORS

5. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
6. Lead the evaluation of individual Board members by examining such factors as experience, business judgment, integrity, time and commitment, shareholdings, teamwork and independence.

#### GOVERNANCE EFFECTIVENESS

7. Assess from time to time the effectiveness of the Board's leadership structure, and recommend to the Board any proposed change to such structure.
8. Periodically review and recommend to the Board any modifications of the Corporate Governance Guidelines, and oversee the implementation of the Guidelines.
9. Assess the adequacy of this charter on an annual basis, and recommend any proposed changes to the Board for its approval.
10. Oversee the process for providing an orientation to the Company for new directors, and for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties.
11. Periodically review and report to the Board on the performance of the Committee.

#### OTHER MATTERS

12. Review and assess from time to time, and report periodically to the Board on, the Company's succession planning.
13. Provide advice and counsel to the CEO on shareholder relations and other matters as requested.

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