

INVIVO THERAPEUTICS HOLDINGS CORP.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of InVivo Therapeutics Holdings Corp. (the “Company”) in fulfilling its responsibilities by:

- assisting the Board in discharging its responsibilities relating to corporate governance matters, including monitoring compliance with and periodically reviewing the Company’s Corporate Governance Guidelines (the “Guidelines”) and the Company’s Code of Business Conduct and Ethics (the “Code of Ethics”);
- overseeing the annual evaluation of the Board and committees;
- overseeing the annual review on succession planning by the Board;
- assisting the Board in identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- recommending to the Board the persons to be nominated by the Board for election as directors at any properly convened meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board; and
- recommending to the Board the directors who will serve on each committee of the Board.

For the purposes of this Charter, any reference to any statute, law, rule or regulation shall include any successor provision thereto.

B. Structure and Membership

1. *Number.* The Committee shall consist of at least three members of the Board.
2. *Independence.* Except as otherwise permitted by applicable NASDAQ Stock Market rules, each member of the Committee shall be an “independent director” as defined by applicable rules, including the rules of the NASDAQ StockMarket.
3. *Chair.* Unless the Board elects a Chair of the Committee, 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.* Members of the Committee shall be selected and appointed by the Board, upon the recommendation of the Committee in accordance with the procedures set forth in the Guidelines. The Board may in its sole discretion, with or without cause, remove members from the Committee from time to time. Resignation or removal of a director from the Board, for whatever reason, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Any member of the Committee may resign by delivering his or her written resignation to the Company at its

principal office or to the Chair of the Committee. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time. Any vacancy on the Committee, occurring for whatever reason, may be filled only by the Board.

C. Authority and Responsibilities

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and others, in accordance with its business judgment.

1. *Corporate Governance Guidelines.* The Committee shall periodically, but not less than annually, review and assess the adequacy of the Guidelines. The Committee shall recommend any amendments to the Guidelines to the Board for approval.

2. *Code of Business Conduct and Ethics.* The Committee shall periodically, but not less than annually, review and assess the adequacy of the Code of Ethics. The Committee shall recommend any amendments to the Code of Ethics to the Board for approval.

3. *Reviewing and Investigating of Complaints.* The Committee shall review and investigate complaints made or referred to the Committee in connection with any alleged violation of the Code of Ethics and report its findings to the Board, provided, however, that the review and investigation of any alleged violation of the Code of Ethics related to accounting, internal controls, auditing, financial disclosure and financial reporting shall be the responsibility of the Audit Committee.

4. *Policy Governing Director Nominations and Stockholder - Board Communications.* Periodically, the Committee shall review the Company's Policy Governing Director Nominations and Stockholder - Board Communications (the "Policy") in light of the rules and regulations of the NASDAQ Stock Market, the SEC and any other governmental or regulatory authority to which the Company is subject. The Committee shall recommend any proposed changes to the Policy to the Board for approval. The Company will disclose any material changes to the Policy in the Company's filings with the SEC as may be required.

5. *Corporate Governance Requirements.* The Committee shall periodically, but not less than annually, review the Company's compliance with the Guidelines, the Code of Ethics, and the corporate governance requirements of the SEC and the NASDAQ Stock Market, and report to the Board the results of such review, including any actions recommended by the Committee with respect to compliance with such requirements.

6. *Annual Evaluation of the Board and Committees.* The Committee shall oversee an annual self-evaluation by the Board to determine whether the Board is functioning effectively. The 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 Committee shall oversee a similar self-evaluation by each committee.

7. *Annual Evaluation of Composition of Board.* On an annual basis, the Committee shall review the composition and size of the Board to ensure that the backgrounds and qualifications of directors considered as a group provide sufficient breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities.

8. *Review of Stockholder Proposals.* The Committee shall review all stockholder proposals submitted to the Company, and the timeliness of the submission thereof and recommend to the

Board appropriate action on each such proposal. The Committee's review of proposals relating to candidates for nominations to the Board shall be conducted in accordance with the Policy.

9. *Succession Planning.* The Committee shall present an annual report to the Board on succession planning, which shall include suggestions for transitional Board and senior executive leadership in the event of an unplanned vacancy. In the event of a vacancy in the office of Chief Executive Officer or Chief Financial Officer, the Committee shall assist the Board in identifying and evaluating potential successors to the vacant office.

10. *Selection of Director Nominees.* Except where the Company is legally required by contract, its Articles of Incorporation, as may be amended or restated from time to time, its By-Laws, as may be amended or restated from time to time (the "By-Laws"), or otherwise to provide third parties with the ability to nominate directors, the Committee shall have sole responsibility and authority for identifying and recommending to the Board (i) any person(s) to be nominated by the Board for election to the position of director at the annual or other properly convened meeting of stockholders and (ii) any person(s) to be elected by the Board or to be nominated by the Board for election by stockholders in accordance with the Company's By-Laws to fill any vacancies on the Board, each in accordance with the Policy.

11. *Criteria for Selecting Director Nominees.* The Committee shall use the criteria set forth in the Policy to guide its process in identifying individuals for recommendation to the Board for nomination for election to the position of director.

12. *Evaluation of Directors Nominated for Re-election.* The re-nomination of existing directors should not be viewed as automatic. The Committee shall use the criteria set forth in the Policy, including the criteria specific to incumbent directors, to guide its process in determining whether incumbent directors should be recommended to the Board for re-nomination.

13. *Director Orientation and Continuing Education.* The Committee shall provide director orientation to all new directors upon their appointment to the Board and provide continuing education to all existing directors on a periodic basis.

14. *Reviewing Conflicts of Interest.* The Committee shall review questions of alleged conflicts of interest of senior executive officers and of Board members and report any findings of conflicts of interest to the Board.

15. *Search Firms.* The Committee shall have the authority to retain, oversee and terminate any search firm to be used to identify director nominees, including the authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

16. *Committee Composition.* The Committee shall recommend directors to the Board for selection to serve on the committees of the Board. Consideration shall be given to rotating memberships on the committees of the Board and the chairmanship of each committee. Nonetheless, there may be valid considerations for extending the tenure of a member or chairman thereof.

17. *Board Leadership Structure.* The Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

18. *Additional Powers.* The Committee shall have such other duties with respect to nominating and corporate governance matters as may be delegated from time to time by the Board.

D. Procedures and Administration

1. *Meetings.* The Committee shall meet at least two times each year and otherwise as often as it deems necessary in order to perform its responsibilities. 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. *Quorum and Action at Meetings.* A majority of the members of the Committee shall constitute a quorum for purposes of holding and transacting any business at a meeting. At any meeting at which a quorum is present, a majority of members of the Committee present may take any action on behalf of the Committee.

3. *Subcommittees.* The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.

4. *Reports to Board.* The Committee shall report regularly to the Board.

5. *Charter.* The Committee shall periodically, but not less than annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6. *Independent Advisors.* The Committee shall have the authority, without further action by the Board, to engage and determine funding for such legal, accounting and other advisors and consultants as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors and consultants may be the regular advisors and consultants to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors and consultants as established by the Committee.

7. *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 officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee. The Committee shall also have full access to the Company's books and records as needed in connection with such investigations.

8. *Annual Self-Evaluation.* At least annually, the Committee shall evaluate its own performance and report the results of such evaluation to the Board.

9. *Reliance on Advice and Information.* In performing its duties, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, the independent auditor and such experts, advisors and professionals as may be consulted by the Committee.
