



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Paragon 28, Inc. (the “*Company*”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders and director candidates to fill vacancies occurring between annual meetings of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines, to recommend to the Board directors for each committee of the Board, to oversee the evaluation of the Board and to take a leadership role in shaping the corporate governance of the Company.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange. Committee members must be appointed and may be removed, with or without cause, by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal, disqualification or death. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own 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. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company’s certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee shall be given full access to the Company’s Board, corporate executives and employees, as necessary to carry out these responsibilities.

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 any other advisors that the Committee

believes to be desirable and appropriate and has the authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any search firm and outside advisers.

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, and the Company's bylaws.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The Committee shall maintain written minutes of its meetings and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, any actions so taken shall be filed in the minute books of the Company.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee shall determine the qualifications, qualities, skills, and other expertise required to be a director and develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (which criteria shall be set forth in the Company's corporate governance guidelines (the "*Corporate Governance Guidelines*")). 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 and director candidates to fill vacancies occurring between annual meetings of stockholders.

2. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

3. *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 the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

4. *Director Orientation and Continuing Education.* The Committee will oversee director orientation and education in accordance with the Corporate Governance Guidelines.

5. *Board and Management Evaluations.* The Committee will oversee the annual self-evaluations of the Board and management.

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

7. *Succession Planning.* The Committee will be responsible for overseeing the Company's succession plan for the Chief Executive Officer and other executive officer roles.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must evaluate its performance at least annually.

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

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.