

# INVUITY, INC.

## CORPORATE GOVERNANCE GUIDELINES

(Adopted on April 16, 2015)

These Corporate Governance Guidelines (these “Guidelines”) have been approved by the board of directors (the “Board”) of Invuity, Inc. (the “Company”), and along with the Charters of the Board Committees and the Code of Business Conduct and Ethics, provide the framework for the corporate governance of the Company. The Board will review these Guidelines annually or more often if deemed necessary.

### 1. Director Qualifications

The Nominating and Corporate Governance Committee develops, recommends and reviews with the Board qualifications for director candidates. Directors must possess the highest personal and professional ethics, integrity and values. Necessary qualifications may include: the ability to make independent judgments, general understanding of the Company’s business, other board service, professional background, education and diversity.

### 2. Director Responsibilities

Directors are expected to attend all scheduled Board and Committee meetings and conduct advance review of Board and Committee meeting materials.

### 3. Board Committees

The Board has established Committees to assist the Board in discharging its responsibilities. These Committees are: Audit; Compensation; and Nominating and Corporate Governance.

### 4. Access to Management and Independent Advisors

Non-management directors shall contact management as needed. The Board and its Committees shall retain independent outside advisors, as needed, and the Company shall provide appropriate funding, as determined by the Board or any Committee, to compensate such advisors, as well as to cover the administrative expenses incurred by the Board and its Committees in carrying out their responsibilities.

### 5. Compensation of the Board

The Board believes that director compensation should fairly pay directors for work required in a business of the Company’s size and scope. Compensation should align directors’ interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand.

6. Director Orientation and Education

New directors shall participate in an orientation program. In addition, continuing directors shall be provided with education on appropriate subjects as determined by the Board.

7. Management Succession

The Board shall approve and maintain a succession plan for the senior executive officers. The Board (a) develops criteria for the selection and performance review of senior executive officer positions that reflect the Company's business strategy; (b) routinely reviews and discusses succession planning and (c) identifies potential successors for senior executive officer positions. The Board also maintains an emergency succession plan that is reviewed periodically.

8. Self-Evaluation

The Board and each of the Committees will perform an annual self-evaluation.