

NEUROMETRIX, INC.

Nominating Committee Charter

I. General Statement of Purpose

The Nominating Committee of the Board of Directors (the “Nominating Committee”) of NeuroMetrix, Inc. (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders.

II. Nominating Committee Composition

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc. (the “NASD Rules”).

Notwithstanding the foregoing, only (1) one (1) member of the Nominating Committee must meet the requirements set forth in the preceding sentence prior to the 90th day after the effectiveness of the registration statement filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), in connection with the initial public offering of the Company’s common stock (the “Registration Statement Effectiveness Date”) and (2) a majority of the members of the Nominating Committee must meet the requirements set forth in the preceding sentence prior to the date that is one year after the Registration Statement Effectiveness Date.

Notwithstanding paragraph the first paragraph of this section, if the Nominating Committee is comprised of at least three members, one director, who is not independent as defined in Rule 4200 of the NASD Rules and is not a current officer or employee or a Family Member of an officer or employee, may be appointed to the Nominating Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the Nominating Committee is required by the best interests of the Company and its shareholders, and the Board discloses, in the proxy statement for next annual meeting subsequent to such determination (or, if the Company does not file a proxy, in its Form 10-K), the nature of the relationship and the reasons for the determination. A member appointed under this exception may not serve longer than two years.

The members of the Nominating Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board.

III. Meetings

The Nominating Committee generally is to meet at least once per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Nominating Committee. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent.

IV. Nominating Committee Activities

The Nominating Committee's purpose and responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Recommendation of Director Nominees

- Establish criteria for Nominating Committee-recommended director nominees, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria. The current criteria, as approved by the Nominating Committee, are set forth in Exhibit A, which is attached to this Charter.
- Establish a policy with regard to the consideration of director candidates recommended by securityholders. The current policy, as approved by the Nominating Committee, is set forth in Exhibit A, which is attached to this Charter.
- Establish procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee. The current procedures to be followed by securityholders, as approved by the Nominating Committee, are set forth in Exhibit A, which is attached to this Charter.

- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by securityholders. The current process for identifying and evaluating nominees for the Board, as approved by the Nominating Committee, is set forth in Exhibit A, which is attached to this Charter.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- Consider recommendations in light of the requirement that a majority of the Board be comprised of directors who meet the independence requirements set forth in Rule 4350(c) of the Marketplace Rules of the National Association of Securities Dealers, Inc.

C. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. General

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.

- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.
- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: April 8, 2004

EFFECTIVE: July 21, 2004

EXHIBIT A

NOMINATING COMMITTEE POLICY AND PROCEDURES

Process for identifying and evaluating director nominees for the Board.

The current process for identifying and evaluating nominees for the Board is as follows:

1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
2. The Nominating Committee will review and evaluate the qualifications of any such proposed director candidate, and conduct inquiries it deems appropriate.
3. The Nominating Committee will evaluate proposed director candidates who have been recommended by securityholders of the Company in compliance with the policies and procedures established by the Nominating Committee in the same manner as all other proposed director candidates being considered by the Nominating Committee, with no regard to the source of the initial recommendation of such proposed director candidate.
4. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Nominating Committee from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of each proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board. Based on these considerations, the Nominating Committee will recommend to the Board the nomination of the director candidates who it believes will, together with the existing Board members and other nominees, best serve the interests of the Company and its stockholders.

Nominating Committee-recommended nominee criteria.

The Nominating Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board. The Nominating Committee will recommend to the Board the nomination of the director candidates who it believes will, together with the existing Board members and other nominees, best serve the interests of the Company and its stockholders.

At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee must have high personal and professional integrity, must have demonstrated exceptional ability and judgment, and must be expected, in the judgment of the Nominating Committee, to be highly effective, in conjunction with the other nominees to the Board, in collectively serving the interests of the Company and its stockholders.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee will recommend that the Board select persons for nomination to help ensure that:

- The Board will be comprised of a majority of “independent directors” in accordance with the standards established pursuant to Rule 4200(a)(15) of the Marketplace Rules of the National Association of Securities Dealers, Inc.
- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- Each member of its Audit Committee is able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement.
- At least one member of the Audit Committee has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee, when recommending that the Board select persons for nomination, may consider whether the nominee has direct experience in the industry or in the markets in which the Company operates.

Director candidates recommended by securityholders.

The current policy with regard to the consideration of director candidates recommended by securityholders is that the Nominating Committee will review and consider any director candidates who have been recommended by stockholders of the Company entitled to vote in the election of directors in compliance with the procedures established from time to time by the Nominating Committee and set forth in this Charter.

Procedures to be followed by securityholders in submitting recommendations for director

candidates to the Nominating Committee.

The current procedures to be followed by securityholders in submitting recommendations for director candidates to the Nominating Committee are set forth below:

1. All securityholder recommendations for director candidates must be submitted to the Secretary of the Company at 62 Fourth Avenue, Waltham, Massachusetts 02451, who will forward all recommendations to the Nominating Committee.
2. All securityholder recommendations for director candidates must be submitted to the Company not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting.
3. All securityholder recommendations for director candidates must include the following information:
 - a. The name and address of record of the stockholder.
 - b. A representation that the securityholder is a record holder of the Company's stock entitled to vote in the election of directors, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
 - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five (5) full fiscal years of the proposed director candidate.
 - d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
 - e. A description of all arrangements or understandings between the securityholder and the proposed director candidate.
 - f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
 - g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.

ADOPTED: April 8, 2004

EFFECTIVE: July 21, 2004

REVISED: June 7, 2005