



Bringing New Horizons to Therapy

(February 4, 2015)

CHARTER OF THE NOMINATIONS COMMITTEE OF EDAP TMS S.A.

1. PURPOSE

The Nominations Committee (the “Committee”) provides assistance to the Board of Directors by evaluating potential candidates qualified to serve as executive officers or directors on the Board of Directors. The Committee recommends and proposes to the Board of Directors, executive officers and director candidates to submit to the vote of shareholders at a general meeting and candidates to fill vacancies on the Board.

This could be expanded to also include assistance with selection of the executive officers (CEO and CFO).

2. COMPOSITION

The Committee shall consist of at least two members selected from among the members of the Board of Directors. The members of the Committee shall be appointed by the Board of Directors. Members shall serve on the Committee for a period concurrent with their term of office as a Director, and may be reappointed at the time of their re-election as a Director. They may be revoked from the Committee at any time.

Each member of the Committee must qualify as an independent director as defined in Rule 5605(a)(2) of the NASDAQ OMX Listing Rules, as such rules or any successor provisions may be amended from time to time. The Committee will designate one member as President of the Committee and in the event of a tie vote on an issue, the vote of the President of the Committee shall decide the issue.

3. RESPONSIBILITIES

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities.

The Committee shall:

- develop and recommend to the Board appropriate criteria for the selection of individual director candidates (such as, independence, industry knowledge, fields of expertise, ability to serve as “financial expert”, leadership, diversity, etc.) and executive officers;
- identify individuals qualified to become members of the Board;
- evaluate director candidates in light of appropriate criteria and conduct all necessary and appropriate inquiries into the backgrounds and qualifications of potential candidates;

- recommend to the Board director candidates to be presented for shareholder approval at the general meeting and/or to fill vacancies on the Board;
- assist the Board in evaluating director candidates proposed or recommended by shareholders or other stakeholders;
- make recommendations to the Board concerning the Board's size and composition in order to ensure the Board has the necessary expertise and diversity;
- assist the Board in evaluating Director independence, conflicts of interest and re-election of current Directors;
- make recommendations to the Board concerning appointees to be selected by the Board for service on other Board committees or removal of any member of any committee;
- assist the Board in ensuring adequate succession planning for the Company's executive bodies, in particular, through the establishment of a succession plan for the Chairman and Chief Executive Officer so that adequate replacement solutions may be proposed in the event of unplanned vacancies;
- assist the Board with any other related matters it so requests.

The Committee may engage the services of external advisors at the Company's expense subject to prior authorization of the Chairman of the Board of Directors. It shall report to the Board on the use of any external advisors.

4. EVALUATION

The Committee shall periodically review and assess the adequacy of this Charter and recommend any improvements to the Board of Directors it considers necessary or valuable. The Committee shall conduct such review in any manner it deems appropriate.