

AXONICS, INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted on November 14, 2022

I. Adoption of Guidelines

The Board of Directors (the “**Board**”) of Axonics, Inc. (“**Axonics**” or the “**Company**”) has adopted the following Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents (each as may be amended and/or restated from time to time). These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairpersons and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate to further the best interests of the Company and its stockholders and to comply with applicable laws and regulations. The Guidelines shall be available on the Company’s website at “www.Axonics.com.”

II. The Board

1. Size of the Board

The Company’s amended and restated bylaws provide that the number of Directors will be determined from time to time by resolution of the Board. The Board, with the assistance of its Nominating and Corporate Governance Committee, will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

2. Independence of the Board

The Board will be comprised of a majority of Directors who qualify as independent directors (the “**Independent Directors**”) under the listing standards of The NASDAQ Stock Market LLC (the “**Exchange Rules**”). The Board will review annually the relationships that each Director has with the Company (either directly or as a partner, owner, stockholder or officer of an organization that has a relationship with the Company) in order to determine the independence of such Director under rules and standards that proscribe membership for the Board and its committees, such as the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

3. Director Qualification Standards

In evaluating the suitability of candidates for election to the Board, the Nominating and Corporate Governance Committee and the Board seek individuals that collectively provide an appropriate balance of experience, skills and characteristics that enable the Board to fulfill its responsibilities. In evaluating candidates, the Nominating and Corporate Governance Committee and the Board will take into account many factors, including but not limited to the individual’s ability to make independent analytical inquiries; experience in corporate management; general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today’s business environment; experience in the Company’s industry or similar industries; understanding of the Company’s business, customers, and/or market on a technical level; ability to make the required time commitment to service on the Board; other board service; and educational and professional background. Each candidate nominee

must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness, transparency, and responsibility. The Nominating and Corporate Governance Committee and the Board will evaluate each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity and depth of experience and background. The Nominating and Corporate Governance Committee and the Board will consider a broad range of diversity characteristics for this purpose, including with respect to gender and with a view to inclusion of individuals from traditionally underrepresented communities. The Nominating and Corporate Governance Committee will apply the same criteria to all nominees, and will not apply a different standard to nominees recommended by Directors, officers, employees, stockholders, or other stakeholders.

4. Selection of Directors

The Nominating and Corporate Governance Committee is responsible for identifying, screening, and recommending to the Board qualified candidates to be nominated for election as Directors at meetings of stockholders or to be appointed by the Board to fill vacancies or newly created directorships occurring between such meetings. When considering its recommendations, the Nominating and Corporate Governance Committee will take into account the advice and recommendations of other members of the Board, the Chief Executive Officer, and other members of the Company's senior management team. The Nominating and Corporate Governance Committee may, in its discretion, seek third-party resources to assist in the selection and/or evaluation process.

Before nominating a sitting Director for reelection, the Nominating and Corporate Governance Committee will consider the Director's performance on, participation in, and contributions to the activities of the Board, whether the Director's reelection would be consistent with these Guidelines (particularly the Director Qualification Standards), and the Director's past attendance at meetings.

The Nominating and Corporate Governance Committee will consider qualified candidates suggested by the stockholders of the Company applying the "Director Qualification Standards" above and considering any additional information required by the Company's amended and restated bylaws.

5. Selection of Chair of the Board

The Board is free to select its Chair in any manner that it considers is in the best interests of the Company at the time and in accordance with the Company's bylaws (as may be amended and/or restated from time to time). The roles of the Chief Executive Officer and Board Chair may, but are not required to, be separate. If the Board Chair also serves as the Chief Executive Officer, or if the Board Chair is otherwise not an Independent Director, the Board shall designate an Independent Director to serve as "Lead Independent Director," with responsibilities to be determined and defined by the Board. For clarity, the Board also may designate an Independent Director to serve as "Lead Independent Director," even if the Board Chair is an Independent Director.

6. Separate Sessions of Independent Directors

The Independent Directors will meet without non-independent Directors or management present on a regular basis and as often as necessary to fulfill their responsibilities, but no less than two times a year. The Independent Directors will review the Company's implementation of and compliance with these Guidelines and consider such matters as they may deem appropriate at such meetings.

7. Limitation on Other Board Service

Directors must notify the Chief Executive Officer, Board Chair and Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of directors of another company.

The Board recognizes that a Director's ability to fulfill his or her responsibilities as a member of the Board can be impaired if he or she serves on a large number of other boards. No member of the Board shall serve on the boards of more than four other private or publicly-traded companies while serving on the Company's Board. Service on boards and board committees of other companies should be consistent with the Board's and the Company's conflict-of-interest policies.

8. Directors Who Change Their Current Positions and/or Job Responsibilities with Their Company

A Director who experiences material changes in his or her employment and/or outside board service that would negatively impact her or his ability to devote time or attention to the Company, as a result of or in connection with any investigation or allegation of fraud or criminal activity, must promptly notify the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review the continued appropriateness of Board membership for such Director under these circumstances.

9. Term Limits

The Board believes that it is in the best interests of the Company to establish a term limit of fifteen (15) years. The Nominating and Corporate Governance Committee may waive the application of this limit in limited circumstances subject to its discretion. Additionally, in connection with each director nomination recommendation, the Nominating and Corporate Governance Committee will consider the issue of continuing director tenure to help ensure the Board maintains an openness to new ideas and a willingness to critically examine the status quo.

10. Retirement

The Board does not believe that a fixed retirement age for Directors is appropriate.

11. Compensation

Company employees who serve as directors shall not receive additional compensation for their board service.

The Compensation Committee periodically will review and evaluate the compensation of all non-employee Directors in relation to other U.S. companies of comparable size in the medical technology or a similar industry to ensure the Company can continue to recruit and retain qualified Directors with the background and skills desirable for Board membership. The Compensation Committee will recommend to the Board any changes in the amount, form, or terms of non-employee Director compensation.

12. Stock Ownership

The Company believes that Directors and executive officers should be stockholders and have a financial stake in the Company. All non-employee Directors are required to hold common stock with a value equal to three times (3x) a Director's annual cash retainer. The Chief Executive Officer is required to hold

common stock with a value equal to three times (3x) his or her annual base salary. All other executive officers are required to hold common stock with a value equal (1x) to their annual base salary. Vested shares of restricted stock and vested restricted stock units may be included to determine whether the required ownership interest has been met. In addition, unvested shares of restricted stock and unvested restricted stock units may be included to determine whether the required ownership interest has been met, provided that such shares or units vest based on time and not performance. These stock ownership guidelines are required for non-employee Directors and executive officers after their completion of five years of service on the Board or as an executive officer. The Compensation Committee will monitor compliance with this section.

13. Board Orientation and Continuing Education of Board Members

Directors are encouraged to periodically attend seminars and conferences regarding Directors' legal duties, responsibilities, and continuing education topics. The Company's management will provide an orientation program for new Directors and provide recommendations for continuing education programs for existing Directors, which may include internally developed materials, programs presented by third parties at the Company or third-party facilities, and/or financial and administrative support for attending independent programs.

By the later of (i) twelve months after the date of the adoption of these Guidelines or (ii) twelve months after a Director is initially elected to the Board, at the Company's expense, each Director is encouraged to obtain a certification from the National Association of Corporate Directors or other nationally recognized director education program related to public company board service.

14. Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each Director should refer all inquiries from institutional investors, the press, or customers to Company management. Individual Board members may, from time to time at the request of the Chief Executive Officer, meet or otherwise communicate with various constituencies that are involved with the Company, in all cases in compliance with Regulation FD and Company policies.

15. Board Access to Management

The Board will have direct access to Company management in order to ensure that Directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not unreasonably distract managers from their jobs or disturb the business operations of the Company.

16. Board Access to Independent Advisers

The Board has complete authority to retain and terminate such independent consultants, counselors, and advisors to the Board as it shall deem necessary or appropriate, at the expense of the Company, including determining the fees and other terms of such retentions or terminations. In addition, the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee may hire independent advisers as set forth in their applicable charters.

17. Annual Self-Evaluation

The Board and each of its standing committees shall conduct an annual self-evaluation of their respective performance. The Nominating and Corporate Governance Committee will oversee the annual assessment

and be responsible for establishing the evaluation criteria and implementing the process for such evaluation, with periodic input from the Board regarding the scope and goals of such evaluations. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines.

18. Confidentiality

Pursuant to their fiduciary duties of loyalty and care, Directors shall protect and hold confidential all non-public information obtained due to their directorship position and use all such information solely for the benefit of the Company, absent authorization by the Board to disclose such information or use it in a contrary manner. Accordingly, no Director shall disclose Confidential Information outside the Company, either during or after his or her service as a Director of the Company, except with the authorization of the Board, as may be required by law, or in connection with a charge or complaint filed with, or an investigation or proceeding conducted by, a government agency (e.g., the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, and the Securities and Exchange Commission). Specifically, these Guidelines do not restrict or limit any right to receive a whistleblower award or bounty for information provided to the Securities and Exchange Commission. In addition, pursuant to 18 USC Section 1833(b), no Director will be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made (1) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Directors shall return or destroy any confidential information when such information is no longer required to meet their Board responsibilities or upon leaving the Board.

“Confidential Information” is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company if disclosed.

III. Board Meetings

1. Frequency of Meetings

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business.

2. Meeting Minutes

The Board and each committee shall take written minutes of their meetings and activities and submit such minutes to the recording secretary of the Company for filing.

3. Director Attendance

A Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, each Director is expected to regularly prepare for and attend no fewer than 75% of all meetings of the Board and 75% of all meetings of the committees on which the Director sits (including separate meetings of nonemployee Directors and the Independent Directors).

With the understanding that, on occasion, a Director may be unable to attend a meeting in-person, each Director is expected to participate in regular Board and committee meetings in-person (unless previously

designated as other than an in-person meeting). A Director who is unable to attend a meeting in-person is expected to notify the Board Chair (or the Chair of the committee) in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Each Director is encouraged to attend the Company's annual meeting of stockholders.

IV. *Committee Matters*

1. Number, Name and Independence of Standing Committees

The Board shall have three standing committees: Audit, Compensation, and Nominating and Corporate Governance. The duties of these committees shall be set forth in written charters approved by the Board. Each standing committee shall be composed entirely of Independent Directors, except in certain exceptional and limited circumstances as may be permitted under the Exchange Rules or such other national securities exchange or inter-deal quotation system on which the Company's securities may be listed. From time to time, the Board may form a new committee or disband a current committee, depending upon the Company's needs and good business practices.

2. Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chief Executive Officer, the Board Chair, and any Lead Independent Director, for making recommendations to the Board with respect to the assignment of Board members to the standing committees. Based on the recommendations of the Nominating and Corporate Governance Committee, the Board is responsible for appointing committee members and committee chairpersons according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee.

The Nominating and Corporate Governance Committee shall review standing committee membership and the position of committee chairperson annually and shall consider the rotation of committee chairs and members with a view towards balancing the benefits derived from the diversity of experience and viewpoints of the various Directors.

3. Annual Review of Chief Executive Officer

The Compensation Committee shall review and recommend to the Board to determine, annually, the corporate goals and objectives to be considered in connection with the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of these goals and objectives and recommend to the Board to determine the Chief Executive Officer's compensation based on its evaluation.

4. CEO Succession Planning

The Board, with the assistance of the Nominating and Corporate Governance Committee, shall work on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans, and other relevant factors.

V. *Oversight of Risk Management*

The Board and the standing committees shall have an active role in overseeing management of the Company's risks. The Board shall regularly review information regarding the Company's credit, liquidity, and operations generally, as well as the risks associated with each. The Company's Compensation Committee shall be responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Audit Committee shall oversee management of financial risks and compliance with the Company's Code of Conduct and general legal and regulatory requirements. The Nominating and Corporate Governance Committee shall manage risks associated with the independence of the Board. In doing so, each committee will perform the responsibilities identified in their respective charters. While each committee shall be responsible for evaluating certain risks and overseeing their management, the entire Board shall be regularly informed through committee reports about such risks.

VI. *Oversight of Cyber Security Environment*

The Board and the standing committees all have a role in overseeing management of the Company's cyber security environment. The Audit Committee shall be responsible for evaluating the Company's cyber security program, environment, and related risks. The Audit Committee and management shall report findings and actions under the Company's cyber security program and environment to the full Board.

VII. *Oversight of Environmental, Social and Governance ("ESG") Responsibilities*

The Board and the standing committees all have a role in overseeing management of the Company's ESG responsibilities. The Nominating and Corporate Governance Committee shall be responsible for reviewing, on a periodic basis, the Company's ESG program and any associated public report that discloses such program. The Nominating and Corporate Governance Committee shall periodically report to the Board on its findings and actions.

VIII. *Communication with the Board*

If any stockholder of the Company wishes to communicate with the Board, or any individual Director, the stockholder should submit the communication in writing to:

Axonics, Inc.
Attn: Corporate Secretary
26 Technology Drive
Irvine, California 92618

The Corporate Secretary will promptly relay to the addressee all communications that he determines require prompt attention and will regularly provide the Board with a summary of all substantive communications.

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