QUANTERIX CORPORATION
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "*Board*") of Quanterix Corporation (the "*Company*") has adopted the following Corporate Governance Guidelines (the "*Guidelines*") to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and the Company's charter and by-laws, each as amended and in effect from time to time. The Guidelines provide a framework for the conduct of the Board's business. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:

   - Providing oversight of enterprise and other risk management, including understanding and assessing the risks faced by the Company and reviewing options for risk mitigation strategies, as appropriate, and sustainable performance.

   - Understanding the Company, its strategy and its business including the factors that determine the Company's success.

   - Evaluating the performance of the Company's Chief Executive Officer and taking appropriate action, including removal, when warranted.

   - Requiring senior executive succession plans.

   - Establishing a corporate environment that promotes timely and effective disclosure (including robust disclosure controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.

   - Determining that effective systems are in place for the periodic and timely reporting to the Board or the appropriate committee on important matters concerning the Company, including compliance programs to assure the Company's compliance with law and corporate policies and monitoring and, where appropriate, responding to communications from stockholders.

   - Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.

   - Evaluating the overall effectiveness of the Board and its committees.

2. Board and Committee Meetings. Directors are responsible for attending Board meetings and meetings of any committees on which they serve, and for devoting sufficient time and

meeting as frequently as necessary to properly discharge their responsibilities.

3. Reliance on Management and Advisors; Indemnification. The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is or should be reasonably in doubt. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

B. Director Qualification Standards

1. Independence and Other Criteria. The Board shall have a majority of directors who meet the criteria for independence established by the Nasdaq Stock Market Listing Rules. The composition of the Board shall otherwise comply with applicable requirements (and related guidance) in the Nasdaq Stock Market Listing Rules.

2. Other Directorships. A director shall limit the number of other public company boards on which they serve so that they are able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Directors should advise the Chair of the Board, the Lead Independent Director, if one has been appointed, and the chair of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.

3. Board Leadership. The Board does not have a fixed policy regarding the separation of the offices of the Chair of the Board and the Chief Executive Officer. The Board believes that it should maintain the flexibility to select the Chair and its leadership structure, from time to time, based on the criteria that it deems to be in the best interests of the Company and its shareholders.

4. Lead Director. In the event that the Chair of the Board is not an independent director, the Nominating and Governance Committee may nominate an independent director to serve as "Lead Independent Director," who shall be approved by a majority of the independent directors.

   The Lead Independent Director, if one is appointed, shall:

   - Chair any meeting of the independent directors in executive session, and any meeting of the Board if the Chair is not present;

   - Serve as a liaison and facilitate communications between other members of the Board and the Chair of the Board and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chair of the Board and with the Chief Executive Officer;

   - Work with the Chair of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board;

   - Provide the Nominating and Governance Committee with input on the selection of new director candidates;

- In consultation with the members of the Board, determine the frequency and length of the Board meetings;

- Subject to Section J below, be primarily responsible for monitoring written communications from stockholders and other interested parties, subject to advice and assistance from the General Counsel; and

- Be authorized to call special meetings of the Board, or its independent members or Committees; and

- Otherwise consult with the Chair of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

5. Selection of New Director Candidates. Except where the Company is legally required by contract, by-law or otherwise to provide third parties with the ability to nominate directors, the Nominating and Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the persons to be nominated for election as directors at the annual meeting of stockholders and the persons to be considered for recommendation by the Board to fill any vacancies on the Board. Director nominees shall be selected by the Nominating and Governance Committee in accordance with these Guidelines, and the policies and principles in its charter. It is expected that the Nominating and Governance Committee will have direct input from the Chair of the Board, the Chief Executive Officer and, if one is appointed, the Lead Independent Director. The Nominating and Governance Committee shall be responsible for reviewing with the Board, from time to time, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. This review shall include consideration of diversity, age, skills and experience in the context of the needs of the Board.

6. Change in Employer. In the event a director's outside employer changes during his or her term as a member of the Board, such director shall promptly notify the chair of the Nominating and Governance Committee and the chair, working with the Committee if appropriate, can assess whether a conflict or potential conflict exists and determine the appropriate course of action.

7. Term Limits and Retirement Policy. The Board does not believe it should establish term limits or mandatory retirement ages. While term limits or mandatory retirement ages could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed insight into the Company and its operations and, therefore, provide a meaningful contribution to the Board. The Board believes that, as an alternative to term limits and mandatory retirement ages, it can ensure that the Board continues to evolve and consider new viewpoints through the evaluation and nomination process described in these Guidelines.

C. Board Meetings

1. Selection of Agenda Items. The Chair of the Board, in consultation with the Lead Independent Director, if one has been appointed, shall prepare the agenda for each Board

meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting. During at least one meeting each year, the Board shall review the Company's long-term strategic plans and the principal issues that the Company expects to confront in the future.

2. Frequency and Length of Meetings. The Chair of the Board, in consultation with the Lead Independent Director, if one has been appointed, shall determine the frequency and length of Board meetings. Special meetings may be called from time to time as determined by the needs of the business.

3. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.

4. Executive Sessions. The independent directors, as defined by the Nasdaq Stock Market Listing Rules, shall periodically meet in executive session.

5. Attendance of Non-Directors at Board Meetings. The Board encourages the Chief Executive Officer of the Company to, from time to time, bring Company personnel to Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board.

D. Board Committees

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

2. Assignment of Committee Members. The Nominating and Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable Nasdaq Stock Market Listing Rules, each member of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee shall be "independent" as defined by such rules.

3. Committee Charters. In accordance with the applicable Nasdaq Stock Market Listing Rules, the charters of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.

4. Frequency and Length of Committee Meetings. The chair of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called by the Chair of the Board, the Lead Independent Director, if one is appointed, or the committee chair from time to time as determined by the needs of the business and the responsibilities of the committees.

5. Attendance at Committee Meetings. Directors may attend the meetings of any Board committee, whether the director is a member of such committee or not.

E. Director Access to Management and Independent Advisors

1. Access to Officers and Employees. Directors shall have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company. No director shall purport to speak on behalf of the Board in such communications unless expressly authorized to do so.

2. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

F. Director Compensation

1. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined by the Board. The Compensation Committee, in accordance with the policies and principles set forth below and in the Compensation Committee Charter, shall annually review and recommend director compensation to the Board.

2. Amount of Compensation. The Company's policy is to compensate directors at least competitively relative to comparable companies. The Compensation Committee shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chair of the Board, and the Lead Independent Director, if one is appointed, and each chair and member of the committees to receive additional compensation for their services in those positions. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

3. Disclosure of Third-Party Compensation.

Each Director (other than directors who are also employees of the Company) shall notify the

Company in writing of any arrangements, contracts or understandings between the director and any person or entity, other than the Company (or any parent or subsidiary of the Company), relating to compensation or other payments (including non-monetary remuneration, such as health insurance or indemnification) connected with the director's service or candidacy as a director of the Company immediately upon entering into such arrangements, contracts or understandings.

G. Director Orientation

The Nominating and Governance Committee shall oversee management's conduct of an orientation program for new directors. The orientation program shall include materials to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors.

H. Management Evaluation and Succession

1. Selection of Chief Executive Officer. The Board shall select the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.

2. Succession of Executive Officers. The Board shall oversee a regular evaluation of the Company's succession planning for key executive officers.

I. Performance Evaluation of the Board

The Nominating and Governance Committee shall oversee an annual self-evaluation of the Board, to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board.

J. Board Interaction with Stockholders, Institutional Investors, Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's senior executives. The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate.

Absent unusual circumstances or as contemplated by the committee charters, the Chair of the Board, or the Lead Independent Director (if one is appointed), or otherwise the chair of the Nominating and Governance Committee shall, subject to advice and assistance from the General Counsel, (1) be primarily responsible for monitoring written communications from

stockholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as they considers appropriate.

K. Periodic Review of the Corporate Governance Guidelines

The Nominating and Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.