

CeriBell, Inc.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of CeriBell, Inc. (the “Company”) shall provide assistance to the Board of Directors by, among other things:

- a) identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors and selecting, or recommending that the Board of Directors select, the director nominees for the next annual meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- b) developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company;
- c) overseeing the evaluation of the Board of Directors, committees of the Board of Directors and management and overseeing and ensuring the implementation of improvements stemming from such evaluation;
- d) overseeing management succession planning; and
- e) otherwise taking a leadership role in shaping the corporate governance of the Company, including such matters as strategy and risks related to environmental, social and governance (ESG) issues.

II. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

The Committee shall be composed of two or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be “independent” under the rules of the relevant exchange (New York Stock Exchange or Nasdaq Stock Market LLC), subject to any available exception.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and may be removed, with or without cause, by the Board of Directors.

C. Chair

Unless a chair of the Committee (the “Chair”) is selected by the Board of Directors, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair of the Committee will chair all regular sessions of the Committee and is responsible for setting the Company agendas for Committee meetings. In the absence of the Chair of the Committee, the Committee shall select another member to preside.

D. Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. Management will set the Committee calendar and meetings will be noticed in accordance with the Company bylaws. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, meetings of the Committee may be held telephonically or by videoconference, and the Committee may act by written or electronic consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend its meetings but may not vote. The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in carrying out its responsibilities. A majority of the Committee shall constitute a quorum and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions, consistent with this charter, the purposes of the Committee and the Company’s bylaws. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

In discharging its oversight role, the Committee may study or investigate any matter of interest or concern that it deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

A. Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board of Directors.
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting. In identifying candidates for membership on Company's Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include (a) ensuring that the Board of Directors, as a whole, is appropriately diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, local or community ties, business acumen and financial expertise (including expertise that could qualify a director as an "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission), (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially and (c) compliance with applicable state and federal rules, laws and regulations related to greater diversity or gender representation on the Board of Directors. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.
3. Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election.
4. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.
5. In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors the class of directors in which the director-nominee should serve.
6. Evaluate candidates for nomination to the Board of Directors, including those recommended by stockholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.
7. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
8. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.

9. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership and chairmanship consist of persons with sufficiently diverse and independent backgrounds.

10. Oversee the evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and management and oversee and ensure the implementation of improvements stemming from such evaluation.

11. Assist management in organizing appropriate orientation and education programs for new directors and continuing education programs for directors.

12. Review (i) any notification by a director of his or her resignation, (ii) material changes in employment of a director, and (iii) any circumstances that may impair a director's performance or adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

B. Committee Selection, Composition and Evaluation

1. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

2. Recommend members of the Board of Directors to serve as the Chairpersons of the committees of the Board of Directors.

3. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.

4. Periodically review the composition and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

C. Corporate Governance

1. Review the adequacy of the certificate of incorporation and the bylaws of the Company and recommend to the Board of Directors, as conditions dictate, that it propose amendments to the certificate of incorporation and the bylaws.

2. Review the adequacy of the set of corporate governance principles included in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.

3. Review, at least on an annual basis, and amend as necessary, the Company's Code of Business Conduct and Ethics, Anti-corruption Policy, External Communications Policy, Corporate Governance Guidelines and Supplier Code of Conduct.

D. Continuity / Succession Planning Process

1. Oversee and approve the management and board chair succession planning process.

2. Review and evaluate the succession plans relating to the CEO and other executive officer positions (as defined by Section 16 of the Securities Exchange Act of 1934, as amended) and make recommendations to the Board of Directors with respect to the selection of individuals to occupy these positions.

E. Reports and Disclosure

1. Report regularly to the Board of Directors including: (i) periodically following meetings of the Committee; and (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

2. Maintain minutes or other records of meetings and activities of the Committee.

V. PERFORMANCE EVALUATION

The Committee is expected to periodically review and evaluate its performance, including by reviewing its compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in the manner it deems appropriate.