

TIVIC HEALTH SYSTEMS INC.

Compensation Committee Charter

Membership

The Compensation Committee shall consist of two or more directors, all of whom, in the judgment of the Board of Directors, shall be an Independent Director (as defined under Rule 5605(a)(2) of the NASDAQ Stock Market) and in accordance with the applicable listing standards. In addition, a person may serve on the Compensation Committee only if the Board of Directors determines that he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Purpose

The purpose of the Compensation Committee is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s chief executive officer and all other executive officers of the Company.

Responsibilities

The Compensation Committee is directly responsible for establishing annual and long-term performance goals and objectives for our Executive Officer(s) (as defined under Rule 5605(a)(1) of the NASDAQ Stock Market), as well as setting the overall compensation philosophy for the Company. This responsibility includes:

- (i) evaluating the performance of the CEO and all other Executive Officer(s) in light of the approved performance goals and objectives;
- (ii) recommending the compensation of the CEO and the CFO to the full Board of Directors for approval based upon the evaluation of the performance of the CEO and the CFO, respectively;
- (iii) approving the compensation of all other Executive Officer(s) based upon the evaluation of the performance of the other Executive Officer(s);
- (iv) oversight of all company compensation and benefits plans including but not limited to severance, paid time off, retirement and healthcare;
- (v) making recommendations to the Board of Directors with respect to cash-based incentive compensation plans and equity-based compensation plans;
- (vi) approving cash incentive payouts and equity grants for Executives other than the CEO and CFO based on such plans, recommending CEO and CFO incentive payouts and equity grants to the Board of Directors, and approving the aggregate payout of cash incentives and the total equity granted for non-executives;

- (vii) recommending compensation for the Board of Directors to the full board for approval; and
- (viii) preparing an annual performance self-evaluation of the Compensation Committee.

In addition, the Compensation Committee:

- (i) administers the Company's stock plans;
- (ii) determines and certifies the shares awarded under corporate performance-based plans;
- (iii) grants options and awards under the stock plans other than for the CEO, CFO and the Board of Directors;
- (iv) advises on the setting of compensation for senior executives whose compensation is not otherwise set by the Compensation Committee; and
- (v) monitors compliance by officers with our program of required stock ownership, if any.

The CEO and CFO may not be present during voting or deliberations on their own compensation.

The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate in its sole discretion.

The Compensation Committee must review and reassess the adequacy of this charter on an annual basis.

Meetings

The Compensation Committee shall meet at least two times each year and at such other times as it deems necessary to fulfill its responsibilities.

Delegation of Duties

The Compensation Committee may, in its sole discretion, employ a compensation consultant, independent legal counsel or other adviser to assist in the evaluation of the compensation of the Company's CEO or other Executive Officer(s). The Compensation Committee shall have the sole authority to appoint, oversee and approve the fees and other retention terms with respect to such a compensation consultant. The Compensation Committee also has the authority, as necessary and appropriate, to consult with other outside advisers to assist in its duties to the Company. The Compensation Committee must receive appropriate funding from the Company, as determined by the Compensation Committee, for the payment of reasonable compensation to any compensation consultants, independent legal counsel or other advisers. The Compensation Committee must conduct an independence assessment prior to engaging any

compensation consultant, independent legal counsel or other adviser.

Smaller Reporting Company Certification

The Company hereby certifies that it has adopted this formal written Compensation Committee Charter that specifies the content set forth in Rule 5605(d)(1)(A)-(C) of the NASDAQ Stock Market.