

TIVIC HEALTH SYSTEMS, INC.

Nominations and Corporate Governance Committee Charter

Purpose

The purpose of the Nominations and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tivic Health Systems, Inc. (the “Company”) is to identify individuals qualified to become Board members, consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the Company’s next annual meeting of stockholders, to develop and recommend to the Board a set of Corporate Governance Guidelines, to oversee matters of corporate governance and to oversee the evaluation of the Board.

Membership

The Committee shall be comprised of at least two directors. All members of the Committee shall be an “Independent Director” (as defined under Rule 5605(a)(2) of the NASDAQ Stock Market), and meet the “independence” criteria (as defined under IM-5605 – Rule 5605(a)(2)) and other applicable requirements of the NASDAQ Stock Market.

Members of the Committee and the Committee Chair shall be appointed by the Board and may be removed in the Board’s discretion.

Meetings

The Committee shall meet at least twice annually and at such other times as it deems appropriate to fulfill its responsibilities, as outlined below.

Duties and Responsibilities

To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with or request assistance from management and, as appropriate, other Company employees. The Committee shall report regularly to the Board. The Committee will consider board candidates recommended and/or nominated by stockholders of the Company.

In carrying out its responsibilities, the Committee shall:

- Develop general criteria for the selection of and qualifications desirable in members of the Board, including, but not limited to the following: the candidate’s integrity, reputation; judgment; leadership skills; knowledge and experience, specifically in public company matters, capital raising activities, mergers and acquisitions, corporate governance, cybersecurity, relevant industries and related legal and regulatory regimes; diversity; and ability to be cognizant of its civic and social responsibilities.
- Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine

whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background, experience and applicable rules and regulations.

- Review annually the qualifications, requirements, membership, structure and performance of committees of the Board, including the Committee, and make recommendations to the Board regarding committee memberships and chairmanship and other matters, as appropriate.
- In addition to the foregoing standards, the incumbent directors will be evaluated for re-nomination based on the following criteria:
 - Adequate preparation for Board and Committee meetings, including a thorough review of and familiarity with the written materials supplied before each meeting;
 - Participation in and contributions to Board and Committee discussions through useful and pertinent suggestions, questions, and comments which reflect an informed and independent viewpoint;
 - Providing ongoing advice and counsel to management on the director's own initiative and when requested by management of the Company;
 - Regular attendance at Board and Committee meetings; and
 - Maintaining an independent familiarity with the external environments in which the Company operates and especially in the director's own particular fields of expertise.
- Conduct a detailed background check on each candidate as well as conduct a preliminary interview of the candidate(s) and any third-parties able to provide substantive candidate information.
- Develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.
- In a manner the Committee deems appropriate, review the overall adequacy of, and provide insight and/or recommendations to the Board with respect to, the Company's environmental, social and governance related strategies, initiatives and policies.
- Make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, corporate policies and procedures ,and the charters of the Company's other committees.
- Report regularly to the Board regarding the activities of the Committee.

- Periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any of its responsibilities to a subcommittee as the Committee may deem appropriate in its sole discretion.