



STRATEGIC ADVISORY COMMITTEE CHARTER

This Strategic Advisory Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Pulse Biosciences, Inc., a Delaware corporation (the “**Company**”), on September 26, 2024.

I. Purpose and Authorities

The purpose of the Board’s Strategic Advisory Committee (the “**Committee**”) is to (i) assist the Board in carrying out its responsibility of overseeing the Company’s business strategy, (ii) make recommendations to the Board and management concerning the Company’s strategic direction and objectives, and (iii) serve as a liaison between the Board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board, from time to time, consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. However, the Committee recognizes that it is the responsibility of the Board to set Company business strategy, strategic plans and initiatives and the responsibility of Company management to implement and execute the Company’s strategic plans and initiatives, including day-to-day operational and organizational decisions related thereto. The Committee has been formed to foster a cooperative, interactive, strategic planning process between the Board and Company management that appropriately leverages Board member experience and expertise to develop those strategic plans and initiatives.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power to retain outside counsel or other advisors to help it carry out its activities. The Company will provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel and other advisors.

II. Membership

The Committee shall be composed of two (2) or more independent non-employee directors, as determined by the Board, each of whom shall have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The members of the Committee, including the Chairperson of the Committee (the “**Chair**”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Duties and Responsibilities

To accomplish its roles and functions, the Committee will:

- (a) Assist the Company's Chief Executive Officer and other senior executives (the "**Responsible Officers**") in identifying significant issues and opportunities facing the Company, including, but not limited to, potential acquisitions, joint ventures, and acquisitions and dispositions of assets;
- (b) Assist the Responsible Officers in developing and refining an annual strategic plan to present to the Board (each a "**Strategic Plan**"), each of which shall identify specific long-term goals and business objectives relating to each opportunity determined to be in the Company's best interests to pursue as well as approaches or strategies for reaching each goal or objective;
- (c) Assist the Responsible Officers in developing and refining an annual business plan to present to the Board (each an "**Annual Plan**," and together with the Strategic Plans, the "**Plans**"), each of which shall identify specific short-term goals and business objectives for the Company's annual performance that are in line with the then current Strategic Plan;
- (d) Assist the Responsible Officers in determining the resources that are necessary for implementation of the Plans;
- (e) Evaluate, on an ongoing basis, the Company's performance and progress with respect to its Plans;
- (f) Work with management to develop financial modeling and market comparisons of the Company's long-term Strategic Plan and related metrics to ensure the Company's Strategic Plan and direction support the Company's objectives and create long-term stockholder value;
- (g) Evaluate strategic actions, including strategic investments, acquisitions, divestitures and other M&A strategies and assess such actions for strategic alignment, short- and long-term impact on the Company's objectives and stockholder value;
- (h) Monitor internal and external risks, threats and potential disruptions to the Company's Strategic Plans and prospects and review with management key issues, trends and developments impacting the Company's then current Strategic Plan;
- (i) Periodically review and assess with Company management the Company's strategy, including its Strategic Plans and initiatives, and recommend modifications of the Company's long-term strategy to the Board;
- (j) Review and assess with Company management the impact of external developments and factors on the Company's strategy, including the impact of changes in economic and market conditions, competitive activity, technology, legislative and regulatory considerations, and other external developments which may impact the Company's strategy;
- (k) Meet periodically to (i) evaluate the effectiveness of the Company's existing Plans; (ii) recommend changes to the Plans where necessary or advisable, and (iii) explore additional significant issues or opportunities facing the Company not included in the Plans that might be in the best interests of the Company to pursue; and

(l) Make recommendations to the Board and management with respect to any of the above and any other matters as the Committee deems necessary or appropriate.

In addition, the Committee shall have such other responsibilities as the Board may assign to it, from time to time. However, the Committee shall not have oversight authority with respect to matters of legal and regulatory compliance and risk management that are otherwise the responsibility of the Board's Audit Committee.

IV. Meetings and Procedures

The Chair (or in their absence, a member designated by the Chair) shall preside at each meeting of the Committee. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two (2) times per year or more frequently as the Committee deems necessary or desirable. The Chair, in consultation with the other Committee members, shall determine the length of the Committee meetings and shall set the agendas for Committee meetings.

All non-management Directors who are not members of the Committee may attend and observe meetings of the Committee but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate other than members of the Committee.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by any member of the Board. The Committee may also act by unanimous written consent of its members. Minutes may be kept of the Committee's regularly scheduled meetings.

V. Self-Evaluation & Reports

The Committee will also:

(a) Regularly report on its activities to the Board as a supplement to management's annual and regular reporting to the Board concerning the Company's performance and execution of its Plans and initiatives.

(b) Periodically review the Committee's performance and the performance of its members, including the Committee's compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

(c) Periodically review this Charter, including the Committee's purpose and advisory role, and submit any recommended changes to the Board for its consideration.