



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Pulse Biosciences, Inc. (the “**Company**”) shall be to review and make recommendations to the Board on matters concerning corporate governance; Board composition; identification, evaluation and nomination of director candidates; and Board committees.

In furtherance of these purposes, the Committee will undertake the specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

II. MEMBERSHIP

The Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Committee shall consist of no fewer than two members of the Board, each of whom shall not have any relationship with the Company or its affiliates that may interfere with the exercise of their independence and shall otherwise be deemed “Independent Directors” as defined by The Nasdaq Stock Market, Inc. Marketplace Rules (the “**Nasdaq Rules**”). The Board may designate one member of the Committee as its chair. In the absence of that designation, the Nominating and Corporate Governance Committee may designate a chairperson by majority vote of the Nominating and Corporate Governance Committee members. The Committee may form and delegate authority to subcommittees when appropriate.

III. RESPONSIBILITIES AND DUTIES

The overall responsibilities and duties of the Committee shall include the following domains and specific duties:

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

- Evaluating and making recommendations regarding the size and composition of the Board to ensure that the Board reflects the knowledge, experience, skills, expertise, and diversity required for the Board to fulfill its duties.
- Identifying and recommending qualified individuals for Board membership and determining the relevant criteria for Board membership including issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business

acumen, business experience, length of service, and understanding of the Company's business.

- Oversee a recruitment strategy and search activity, including reviewing the qualifications of potential director candidates and interviewing candidates.
- Formulate and recommend for adoption to the Board a policy regarding the qualifications, skills and other attributes the Company seeks in nominees for election to the Board.
- Recommend to the Board:
 - the persons to be nominated by the Board for election to the Board by stockholders at each annual meeting of stockholders, and
 - the persons to be appointed to fill any vacancy on the Board which shall occur for any reason.
- Review the nominees for election to the board of directors who are recommended by security holders of the Company.
- Recommend appointments to committees of the Board and chairpersons for such committees.
- Review the appropriateness of Board committees and the need for additional committees.
- Review from time to time the size and composition of the Board and recommend any changes it deems advisable.
- Annually review the independence status of each member of the Board and present its findings to the Board.
- Facilitate an annual assessment by Board members of the performance of the Board and the Board committees.
- Develop and recommend a CEO succession plan to the Board.
- Advise the Board regarding the appropriate board leadership structure for the Company, including whether the Board should have an independent chairman.
- Review and assess corporate governance policies for the Company and recommend any proposed changes to the Board for approval.

- Be available to the Board and members of the Company's senior management team to consult with and to resolve reported violations or instances of noncompliance with the Company's Code of Business Conduct and Ethics.
- Exercise authority to hire and terminate any search firm or other advisor to be used to help the Committee carry out its responsibilities.
- Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

In performing its duties, the Committee shall have the authority, at the Company's expense, to retain, terminate, hire, and obtain advice, reports or opinions from internal or external legal counsel and expert advisors, and approve fees and other retention terms of search firms to identify director candidates.

IV. MEETINGS

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Committee may establish its own meeting schedule, which it will provide to the Board. A majority of the total number of members of the Committee will constitute a quorum for all Committee meetings, and a quorum can act on behalf of the Committee. The Committee may meet in person or telephonically. The Committee may also take action and make recommendations by written, emailed, or electronically delivered consent of all the members of the Committee in lieu of a meeting.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information that the Committee requests. However, the Committee shall also meet regularly in executive session without the officers or other employees of the Company present.

V. MINUTES

The Committee shall maintain written minutes of its meetings and actions by unanimous written consent, which will be filed with the minutes of the meetings of the Board.

VI. REPORTS

The Committee shall make regular reports to the full Board on the actions and recommendations of the Committee.

VII. COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Special compensation given to a non-employee director for service on the Committee shall not disqualify him or her from serving on the Committee.

VIII. CHARTER REVIEW

The Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines are appropriate.

IX. LIMITATIONS OF COMMITTEE'S ROLE

Committee members are not deemed to have accepted a duty of care greater than the duty of other directors. Nothing contained in this Charter is intended to alter the operation of the “business judgment rule” as interpreted under Delaware law.