

CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF

POLYRIZON LTD

The Board of Directors (the “Board”) of Polyrizon Ltd. (the “Company”) has constituted and established a Nominating Committee (the “Committee”) with the authority, responsibility and specific duties as described in this Nominating Committee Charter (this “Charter”). Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

Purpose

The purpose of the Committee is, to identify individuals who are qualified and best able to fulfil the responsibilities of a Board member and to recommend that the Board select them as director nominees for the next annual general meeting of the shareholders. this shall include concerning requirements applicable to all members of the Board and criteria for the selection of new members of the Board.

The provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes.

Membership

The Committee’s membership shall satisfy the following requirements: (i) the Committee shall be comprised of three or more members of the Board; (ii) subject to any available exemptions of The NASDAQ Stock Market LLC, each of the members of the Committee shall be “Independent Directors” as determined in accordance with the Nasdaq Stock Market Rules; and (iii) subject to any available exemptions under Israeli law, to the extent that external directors, within the meaning of the Israeli Companies Law, 5759-1999 (the “Israeli Companies Law”), serve on the Board, at least one such external director shall be a member of the Committee.

Subject to applicable law (i) the Committee’s members shall be appointed by a majority vote of the Board and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the majority of the Board, (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the majority of the Board, and (v) the Board by resolution of the majority of its members, may at any time, at its sole discretion, withdraw, suspend, cancel or revoke the responsibilities and authorities delegated to the Committee.

The Committee’s chairperson shall be designated by the Board.

Meetings and Procedures

The Committee has the authority to set its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company's Amended and Restated Articles of Association, as in effect from time to time. Notices of Committee meetings and the agenda shall be provided by the Committee's chairperson to its members upon such notice as is provided for in the articles of the Company with respect to meetings of the Board. Committee meetings may be held via any means of communication (conference telephone, video conference or similar communications equipment) so long as all members participating in such meeting can hear one another, and such participation shall constitute presence in person in such meeting. The quorum for a Committee meeting and the majority required for the approval of any resolution shall be at least a majority of the Committee's members. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board at the Company's offices (or such other address in Israel notified by the Company to the Israeli Registrar of Companies) for a period of at least seven years from the date of the meeting. The Committee may adopt any resolution by written consent of all of its members. The Committee shall report its minutes of meetings to the Board, including any action taken or approved or recommended by the Committee. Resolutions or recommendations of the Committee that are subject to Board approval must be submitted to the Board a reasonable time prior to the Board's meeting with respect thereto.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary.

Subject to applicable law, the Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall have the power, without Board approval and at the Company's expense, to retain and subsequently terminate, as it deems appropriate, the services of an outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary or chairperson setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.

Authority and Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. The Committee's approval of any matter below shall not derogate from the requirements of the Israeli Companies Law and the articles of association of the Company, as each may be in effect from time to time, pursuant to which approval of the Board, the Company's audit committee or shareholders is required for certain acts or transactions, and

under such circumstances the Committee's approval shall constitute only as a recommendation to any such body.

- Review and make recommendations to the Board regarding board member qualifications and the composition and structure of the Board, including, without limitation, the qualification and expertise of the Board members, and recommend if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and as to the size of the Board.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates to serve as directors. Among the qualifications considered in the selection of candidates, the Committee shall consider the following attributes and criteria of candidates: experience, skills, expertise, personal and professional integrity, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the committee considers appropriate in the context of the needs of the Board.
- Review and recommend to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for re-election.
- Recommend to the Board nominees who shall be appointed to serve on the committees of the Board, subject to applicable law.
- Evaluate and recommend to the Board the termination of membership of individual directors for appropriate reasons (including, without limitation, as a result of changes in directors' employment or employment status).
- Review and make recommendations to the Board regarding the establishment of special committees as may be desirable or necessary from time to time in order to address ethical, legal, financial or other matters that may arise.
- Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's articles of association, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.
- Evaluating, on an annual basis, the Board's and management's performance.
- Evaluating, on an annual basis, the Committee's performance and report regularly to the Board regarding the activities of the Committee.
- Retaining and terminating any advisors, including search firms to identify director candidates, compensation consultants as to director compensation and legal counsel,

including sole authority to approve all such advisors' or search firms' fees and other retention terms, as the case may be.

Review

The Committee shall from time to time review and assess the adequacy of this charter (including the structure, processes and membership requirements of the Committee) and recommend any proposed changes to the Board for approval.

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As Adopted: _____, 2022