

**ASPIRA WOMEN'S HEALTH INC.**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Aspira Women's Health Inc. (the "Company") is to focus on issues relating to the composition and operation of the Board. The Committee will provide assistance to the Board in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and the review and consideration of developments in corporate governance practices. The Committee's goal is to attempt to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company's stockholders and that the Company has and follows appropriate corporate governance standards.

**MEMBERSHIP AND ORGANIZATION**

The Committee will be composed of at least two directors of the Company who are independent as determined in accordance with the rules of the NASDAQ Stock Market and up to one non-independent director under the "exceptional and limited circumstances" exception of the NASDAQ rules. Members of the Committee will be appointed by the members of the Board who are independent as determined in accordance with the NASDAQ rules. Members of the Committee will serve at the discretion of the Board and will hold office until their resignation or removal or until their successors have been duly elected and qualified.

The entire Committee or any individual member of the Committee may be removed without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Board, the Secretary of the Corporation, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may elect a successor to assume the available position on the Committee when the resignation becomes effective.

**RESPONSIBILITIES**

The responsibilities of the Committee include the following:

- Overseeing the evaluation of the performance of Company's management;
- Selecting nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board;
- Recommending the appointment of directors to committees of the Board and suggest rotations for chairpersons of committees of the Board as it deems desirable from time to time;
- Recommending to the Board an appropriate member of the Audit Committee of the Board to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the Securities and Exchange Commission;
- Evaluating and recommending to the Board the termination of membership of individual directors in accordance with the Board's corporate governance principles, for cause or other appropriate

reasons (including, without limitation, as a result of changes in directors' employment or employment status);

- Reviewing and making recommendations to the Board regarding the structure and delegated responsibilities of each committee of the Board to be included in the charter of each such committee of the Board;
- Considering and recommending changes in the size of the Board;
- Evaluating the effectiveness of the operation of the Board and its committees, including reviewing corporate governance and operating practices; and
- Such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

## **MEETINGS**

The Committee will meet a minimum of once per year and more frequently as circumstances require. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee may appoint a Secretary whose responsibility will be to keep records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned by the Committee, or otherwise at the direction of a Committee member.

## **MINUTES**

The Committee will maintain written minutes of its meetings.

## **REPORTS**

The Committee will make regular reports to the Board of actions taken at its meetings.

## **INTERNAL ACCESS**

The Committee is at all times authorized to have direct, independent, and confidential access to the Company's other directors, management, and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties, or responsibilities of the Committee.

## **OUTSIDE ADVISORS**

The Committee will have authority to obtain advice and assistance from internal or external legal counsel, accounting firms, search firms or other advisors, to approve the related fees and other retention terms of any such engagement, and to terminate any search firm used to identify director candidates, independent counsel, or other advisers to the committee. The Committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

## **COMPENSATION**

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers, per meeting fees and

fees for service as Chair of the Committee. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as Chair of the Board or Chair of any committee of the Board.

#### **DELEGATION OF AUTHORITY**

The Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law, will have and may exercise all the powers and authority of the Committee. Each subcommittee will have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee must keep regular minutes of its meetings and report the same to the Committee or the Board when required.

#### **ANNUAL REVIEW**

The Committee will annually review its own charter (including the structure, processes, and membership requirements of the Committee) and recommend any proposed changes to the Board for approval. In addition, the Committee will annually review its own performance.

#### **RELIANCE ON OTHERS**

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.