

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
ASPIRA WOMEN'S HEALTH INC.**

The undersigned, constituting all of the members of the Board of Directors (the "**Board**") of Aspira Women's Health Inc., a Delaware corporation (the "**Company**"), pursuant to Section 141(f) of the Delaware General Corporation Law and the Company's Bylaws (the "**Bylaws**"), hereby adopt the following resolutions by unanimous written consent, effective as of the latest date set forth on the signature pages hereto:

**APPROVAL OF PRICING COMMITTEE CHARTER**

**WHEREAS**, the Board has determined that it is advisable and in the best interests of the Company and its stockholders to establish a Pricing Committee of the Board (the "**Pricing Committee**");

**WHEREAS**, in connection with the establishment of the Pricing Committee, the Board has reviewed the proposed Charter, in substantially the form attached hereto as Exhibit A (the "**Pricing Committee Charter**").

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby formally establishes the Pricing Committee of the Board;

**RESOLVED FURTHER**, that the Pricing Committee shall initially consist of three (3) members, and that Jannie Herchuk, Veronica Jordan, and Stefanie Cavanaugh are hereby appointed as the initial members of the Pricing Committee, and that Ms. Herchuk shall further be appointed as the Chair of the Pricing Committee each to serve as a member of the Pricing Committee until such time as such member's respective successor is duly qualified and appointed, or until such member's earlier resignation or removal;

**RESOLVED FURTHER**, that the Pricing Committee Charter is hereby adopted, approved, ratified and confirmed in all respects, and shall govern the composition, responsibilities and affairs of the Pricing Committee; and

**RESOLVED FURTHER**, that any and all acts authorized pursuant to these resolutions and performed prior to the passage of these resolutions be, and they hereby are, authorized, ratified, approved and confirmed in all respects.

**IN WITNESS WHEREOF**, the undersigned has executed this Action by Unanimous Written Consent as of the last date set forth below.

DocuSigned by:  
*Veronica Jordan*  
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\_\_\_\_\_  
Dr. Veronica Jordan, Chair  
7/19/2023  
Date: \_\_\_\_\_

DocuSigned by:  
*Nicole Sandford*  
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Nicole Sandford  
7/19/2023  
Date: \_\_\_\_\_

DocuSigned by:  
*Celeste Fralick*  
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Dr. Celeste Fralick  
7/19/2023  
Date: \_\_\_\_\_

DocuSigned by:  
*Jannie Herchuk*  
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\_\_\_\_\_  
Jannie Herchuk  
7/19/2023  
Date: \_\_\_\_\_

DocuSigned by:  
*Winfred Parnell*  
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\_\_\_\_\_  
Dr. Winfred Parnell  
7/19/2023  
Date: \_\_\_\_\_

DocuSigned by:  
*Stefanie Cavanaugh*  
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\_\_\_\_\_  
Stefanie Cavanaugh  
7/19/2023  
Date: \_\_\_\_\_

DocuSigned by:  
*Lynn O'Connor Vos*  
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\_\_\_\_\_  
Lynn O'Connor Vos  
7/19/2023  
Date: \_\_\_\_\_

**Exhibit A**

**Pricing Committee Charter**

## **CHARTER OF THE PRICING COMMITTEE OF THE BOARD OF DIRECTORS**

### **PURPOSE**

The primary purpose of the Pricing Committee (the “*Committee*”) of the Board of Directors (the “Board”) of Aspira Women’s Health Inc. (the “Company”) will be to, together, with the Chief Executive Officer:

1. Evaluate and approve the terms and conditions of proposed equity and debt financings, and other financing arrangements.
2. Consider and authorize the engagement of investment bankers to advise the Committee, serve as placement agents or underwriters, and/or provide banking services in connection with equity and debt financings.
3. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

### **COMPOSITION**

The Committee will consist of at least three members of the Board. The members of the Committee will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by a majority vote of the Committee members.

### **AUTHORITY AND RESPONSIBILITIES**

The Committee will have access to and will communicate with the Board, members of senior management and independent professional advisors to the Board, as applicable. The Committee will have access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities. The Committee will have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee will also have authority to pay, at the expense of the Company, ordinary administrative expenses, including expenditures for external resources that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee will have authority to require that any of the Company’s personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

Based on its findings, conclusions and appropriate summaries, the Committee has decision-making authority, as delegated by the Board, to be necessary or appropriate, to carry out the duties and responsibilities of the Committee as set forth in this charter.

The operation of the Committee will be subject to the Certificate of Incorporation and Bylaws of the Company as in effect from time to time and the applicable Federal and state laws. The approval of this charter by the Board will be construed as a delegation of authority to the Committee with respect to the responsibilities set forth in this charter.

#### **MEETINGS AND MINUTES**

The Committee will hold such regular or special meetings, as its members deem necessary or appropriate. Minutes of each meeting of the Committee will be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee will report to the Board from time to time and whenever requested to do so by the Board.