

November 10, 2022

**BIORESTORATIVE THERAPIES, INC.**  
**NOMINATING COMMITTEE CHARTER**

**A. Responsibilities and Duties**

The Nominating Committee (the "Committee") of the Board of Directors (the "Board") of BioRestorative Therapies, Inc. (the "Company") shall have the following responsibilities and duties:

1. Monitor and assess the size and composition of the Board.
2. Recommend to the Board criteria and qualifications for membership on the Board and periodically review and recommend appropriate revisions to such criteria and qualifications.
3. Identify and recruit individuals qualified to become Board members.
4. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates.
5. Evaluate the suitability of potential nominees, taking into consideration the criteria and qualifications established by the Board.
6. Periodically review and recommend appropriate revisions to the Company's policy regarding the consideration of any director candidates nominated by stockholders, including the procedures that stockholders will need to follow to submit their recommendations and whether nominees recommended by stockholders will be evaluated differently from nominees recommended by other sources. This policy must be disclosed in the Company's proxy statement.
7. Consider and evaluate the candidates properly recommended by stockholders.
8. Recommend for approval by the Board the nominees for election as a director at the next annual meeting of stockholders of the Company and the nominees to fill any vacancies occurring between annual meetings of stockholders.
9. Seek and identify a qualified nominee, in the event that a director vacancy occurs, to be recommended by the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the annual meeting of stockholders.
10. Make recommendations to the Board concerning the appointment of directors to Board committees.

11. The Committee shall review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually (and update this Charter if and when appropriate).

**B. Composition**

The Committee shall be comprised of such minimum number of directors as to satisfy the nominating committee composition requirements promulgated by the Securities and Exchange Commission, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body” and collectively, the “Regulatory Bodies”), as in effect from time to time. The composition of the Committee shall satisfy the independence requirements of any applicable Regulatory Body, and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**C. Meetings**

The Committee shall meet at least one time per year, either in person, by videoconference or telephonically, at a time and place determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate.

Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to Committee members for review and approval. The Committee shall report its actions and any recommendations to the Board after each Committee meeting.

**D. Committee Resources**

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, financial or other advisors, including any search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such external legal, accounting, financial or other advisors (including any such search firm), including sole authority to approve the related fees and other terms of retention. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such external legal, accounting, financial or other advisors (including any such search firm) retained by the Committee.