

PROPHASE LABS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Amended and Restated June 16, 2023)

A. Purpose

This charter governs the operations of the Nominating and Corporate Governance Committee (the “Committee”) of ProPhase Labs, Inc. (the “Company”). The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws.

B. Committee Membership and Qualifications

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the applicable Nasdaq rules and regulations, and the rules and regulations of the Securities and Exchange Commission, if applicable.

The members of the Committee shall be appointed by the Board. The Board shall designate a member of the Committee as the chairperson. The members of the Committee shall be appointed for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

C. Committee Responsibilities

The following shall be the principal recurring responsibilities of the Committee. The responsibilities are set forth as a guide with the understanding that the Committee may supplement them as appropriate including any changes required by them to carry out its duties, including those required by changes in legal or regulatory requirements.

The responsibilities of the Committee shall include:

1. Developing and recommending to the Board a set of Corporate Governance Guidelines, which shall include the qualifications and criteria for selecting nominees for membership on the Board and committees of the Board, monitoring compliance with the Corporate Governance Guidelines, reviewing the Corporate Governance Guidelines at least once a year, and making recommendations to the Board for modifications as appropriate.
2. Identifying individuals believed to be qualified to become Board members, consistent with the Corporate Governance Guidelines and any other factors deemed appropriate, and recommending to the Board nominees for election as directors, including nominees recommended by members of the Board and stockholders of the Company, and considering the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of stockholders.
3. In the event of a vacancy on the Board or any committee of the Board (including a vacancy created by an increase in the size of the Board or any committee of the Board), identifying individuals qualified to fill such vacancy, consistent with any criterion set forth in the

Company's Corporate Governance Guidelines from time to time, as well as any other factors it deems appropriate.

4. Establishing procedures for, and administering annual performance evaluations of the Board and the Board committees, which will include an annual performance review of the Committee by its members.
5. Reviewing periodically the composition, structure and function of the committees of the Board and recommending, as appropriate, changes in the number, function or membership of such committees.
6. Reviewing Board meeting procedures, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings.
8. Reviewing and advising the Board regarding directors' and officers' indemnification and insurance matters.
9. Receiving communications from stockholders directed to the Board, including stockholder proposals regarding director nominees to the Board;
10. To discuss a succession plan periodically with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to and any candidates for succession under the Succession Plan.
11. Reviewing the Committee's own structure, processes and membership requirements.
12. Performing such other duties as may be requested by the Board or as the Committee shall deem appropriate.

D. Outside Advisors

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without having to seek the approval of the Board. Without limitation, the Committee shall have authority to elect, retain, terminate and approve the fees and other retention terms of consultants or search firms used to identify director candidates.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside legal counsel and any other advisors.

E. Meetings

The Committee shall meet at least one time each year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

E. Reports

The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

F. Annual Charter Review

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

G. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate.