

## **SCWORX NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SCWorx, Inc., a Delaware corporation (the “Company”), appointed by and acting on behalf of the Board as more fully set forth in this Charter, shall be responsible for:

- Setting qualification standards for director nominees;
- Identifying, considering and nominating candidates for membership on the Board;
- Developing, recommending and evaluating corporate governance standards and a code of business conduct and ethics applicable to the Company;
- Implementing and overseeing a process for evaluating the Board, Board committees (including the Committee) and overseeing the Board’s evaluation of the Chairman and Chief Executive Officer of the Company;
- Making recommendations regarding the structure and composition of the Board and Board committees;
- Advising the Board on corporate governance matters and any related matters required by the federal securities laws; and
- Assisting the Board in identifying individuals qualified to become Board members; recommending to the Board the director nominees for the next annual meeting of shareholders; and recommending to the Board director nominees to fill vacancies on the Board.

### **Committee Membership**

The Committee shall be appointed annually by the Board and be comprised of three or more directors as determined by the Board, each of whom must be determined by the Board to be “independent” under the rules of The Nasdaq Stock Market, Inc. and applicable law, and 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.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

### **Structure and Operations**

The Board shall designate a member of the Committee as the chairperson. The chairperson shall preside at all regular sessions of the Committee and set the agenda for each Committee meeting. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is 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 shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

## **Duties and Responsibilities**

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s charter documents.
- Candidates for the Board shall be identified pursuant to the following procedures, which are designed to ensure the identification of qualified, experienced, independent, and effective directors:
- The Nominating and Corporate Governance Committee, as reconstituted herein, shall when evaluating potential Board candidates, consider the following among other qualifications:
  - (i) substantial executive, board-level, and/or legal or audit experience, with particular attention paid to experience at healthcare technology and/or public companies;
  - (ii) demonstrated financial and/or business acumen;
  - (iii) integrity and high ethical standards;
  - (iv) sufficient time to devote to the Company’s business;
  - (v) relevant public company compliance experience; and
  - (vi) demonstrated ability to think independently and work collaboratively; and

Any proposed independent director candidate that does not meet the applicable Nasdaq independence requirements and the additional independence requirements required in subparagraph (c) hereof shall be disqualified.

Potential disqualifying conflicts of interests to be considered shall include familial relationships with Company officers or directors, interlocking directorships, and substantial business, civic, and/or social relationships with other members of the Board that could impair the prospective Board member’s ability to act independently from the other Board members; and

In accordance with its duties to develop principles of corporate governance and recommend such principles to the Board, the Governance Committee shall ensure that any agreed upon corporate governance principles or guidelines are promptly and widely available to the public, through the Company’s website or otherwise.

- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board, and to oversee the Company’s corporate governance practices, including reviewing and

recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework, including its certificate of incorporation and by-laws.

- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- To review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.
- If a vacancy on the Board and/or any Board committee occurs, to actively seek, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- To make recommendations to the Board regarding any search firm to be used to identify director candidates and make recommendations to the Board regarding the search firm's fees and other retention terms.
- To develop and recommend to the Board for approval a Company policy on approval of related party transactions and to review and recommend to the Board for approval any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K).
- To develop and recommend to the Board for approval, standards for determining whether a director has a relationship with the Company that would impair its independence.
- To develop and recommend to the Board for approval, and review on an ongoing basis the adequacy of, the corporate governance guidelines applicable to the Company.
- In accordance with its duties to develop principles of corporate governance and recommend such principles to the Board, the Governance Committee shall ensure that any agreed upon corporate governance principles or guidelines are promptly and widely available to the public, through the Company's website or otherwise
- To monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code"), to review and provide prompt disclosure to the public of any change in, or waiver of, such Code, review such Code periodically and recommend such changes to such Code as the Committee shall deem appropriate, and adopt procedures to investigate any alleged breach or violation of the Code and to enforce compliance with the provisions of the Code. In the event that such review reveals a false statement or omission of material fact in an issued periodic public report or other public disclosure, the Governance Committee shall report the deficiency to the full Board
- To review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements (or such other exchange or market that the Company's common stock is then listed upon), and report to the Board regarding the same.
- To review and recommend to the Board changes to the Company's bylaws as needed.
- The Governance Committee shall meet with each prospective new Board member prior to his or her nomination to the Board and then recommend whether such individual shall be nominated for membership to the Board. Such review shall require, *inter alia*, a background check of each candidate.

- The Governance Committee shall report compliance issues that may have significant financial implications to the Audit Committee, and shall also report compliance issues (including risks relating to compliance issues) that are sufficiently material to trigger a disclosure obligation to the Audit Committee: The Governance Committee shall have the authority to retain separate and independent advisors or counsel to aid in fulfilling its responsibilities under its charter, which shall be at SCWorx's expense; and
- The Governance Committee shall keep the Board apprised of its activities and shall directly advise the Board in detail of material findings promptly. The Governance Committee shall be responsible for overseeing the maintenance and oversight of the Company's Whistleblower Policy, discussed hereunder. The Governance Committee shall ensure that all anonymous whistleblower complaints are provided to the Company's CFO, and that all complaints are completely and fully investigated by the CFO, and that any appropriate remedial action is taken based on the results of the investigation. The Governance Committee and the CFO shall ensure that nonretaliation policies are instituted and strictly complied with in order to protect any SCWorx employee who reports a complaint via the hotline.
- The Governance Committee, with the assistance of the Audit Committee and the Company's CFO, shall be responsible for monitoring compliance with SCWorx's Code of Conduct. In the event that a violation of the Code of Conduct is sufficiently material to trigger a disclosure obligation, the Governance Committee shall report the violation to the full Board.

The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work (including the length of the term of the work), of its outside counsel and other advisors. 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 compensation consultants, outside counsel and any other advisors.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

### **Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate and as it relates to compliance and risk management.

### **Lead Independent Director**

If at any point the Chairman of the Board is not an "independent" director, then the

independent members of the Board shall select one independent director to serve as the Lead Independent Director, who shall act as liaison with the Chairman and shall have the following specific duties:

- (1) Working directly with Company management to ensure the preparation of meeting agendas, materials and schedules, and seeking input from all directors as to the preparation of the agendas for Board and committee meetings;
- (2) Assessing and advising the Board as to the quality, quantity, and timeliness of the information provided to the Board by Company management to assist the Board in performing its oversight duties;
- (3) Developing the agenda for, and moderating executive sessions of, the Board, and acting as principal liaison between the Board and management on sensitive issues;
- (4) Making recommendations to the Chairman of the Board concerning the retention and supervision of outside consultants retained by the full Board;
- (5) Acting as liaison between the independent directors and the Chairman of the Board and management, and regularly consulting with the chairpersons of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee;
- (6) Leading the Board's and the Compensation Committee's evaluation of the performance of the Chief Executive Officer ("CEO") in order to confirm whether the CEO is providing effective leadership for the Company in the long and short-term and determining CEO compensation; and
- (7) Guiding the CEO succession planning process.

#### **Enhanced Board Independence Guidelines**

The Committee will require that 75% of the members of the Board be independent within the meaning of the NASDAQ listing standards at all times. "Independence" under this clause shall also require that any potential member of the Board:

- (1) has not been employed by the Company or by any of its subsidiaries or affiliates in any capacity within the last five (5) calendar years;
- (2) does not own or control, directly or indirectly, five percent (5%) or more of the voting power of the Company;
- (3) has not received, during the current calendar year or any of the three (3) immediately preceding calendar years, remuneration, directly or indirectly, other than *de minimis* remuneration (less than \$5,000) as a result of service as, or being affiliated with, an entity that serves as: (i) an advisor, consultant, or legal counsel to the Company or to a member of the Company's senior management; or (ii) a significant customer, supplier, or partner of the Company;
- (4) has no personal service contracts with the Company or any member of the Company's senior management;
- (5) is not affiliated with a not-for-profit entity that receives significant contributions from the Company or the Company's executive officers;
- (6) during the current calendar year or any of the three (3) immediately preceding calendar years, has not had any business relationship with the Company for which the Company has been required to

- make disclosure under Regulation S-K of the SEC, other than for service as a director or for which relationship no more than de minimis remuneration was received in any one such year;
- (7) is not employed by a private or public company at which an executive officer of the Company serves as a director;
  - (8) has no interest in any investment that overlaps with an investment by the Company and/or its senior management, other than as a passive investor or any interest in the Company or its subsidiaries; and
  - (9) is not a member of the immediate family of any person who fails to satisfy the qualifications described above.
  - (10) An independent director who loses his or her independent status, thereby causing the Company to have fewer than the required number of independent directors, shall immediately resign from the Board. Each independent director shall annually certify in writing that he or she is independent.
  - (11) Together with the Nominating and Corporate Governance Committee, the Board shall review all disclosures regarding director independence in its Proxy Statement for each annual meeting of stockholders. Such review shall include discussions with each director who may qualify as independent and an evaluation of any relationships that might compromise the director's independence and must be sufficient for the Board to determine that the disclosures in each Proxy Statement accurately describe information concerning each director's background, employment and affiliations, and independence.
  - (12) The Governance Committee shall be primarily responsible for the Company's risk management policies and oversight of the operation of the Company's risk management framework. The Governance Committee shall be responsible for monitoring SCWorx's internal risk assessment and internal reporting conducted by SCWorx employees. The Governance Committee shall use reasonable efforts to identify material risks relating to SCWorx's compliance with all applicable laws and regulations, including laws and regulations related to public disclosures regarding SCWorx's business and business prospects. To ensure that the Governance Committee is sufficiently informed to effectively fulfill these responsibilities, the Governance Committee shall confer with the CFO. The Governance Committee shall also have free access to management and Company employees for the purpose of identifying material risks relating to SCWorx's aforesaid compliance. The Governance Committee shall advise the Board whenever any material risks relating to SCWorx's aforesaid compliance are identified, including specific recommendations regarding mitigating these risks, as well as relevant considerations relating to SCWorx's public disclosures of these risks

### **Limitation on Other Boards**

The Board shall amend its governance documents as necessary to require that all independent directors may sit on no more than two (2) additional boards of publicly traded companies, and that the CEO may sit on no more than one (1) other such board. SCWorx's directors and officers may not serve as Board members at companies that directly compete with SCWorx.

### **Mandatory Attendance at Annual Meetings**

The Committee requires that, absent extraordinary circumstances, each member of the Board shall attend each annual shareholder meeting either in person or remotely.