

NOMINATING COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating Committee (the "Nominating Committee") of the Board of Directors (the "Board") of Pressure BioSciences, Inc., a Massachusetts corporation (the "Company"), is to (i) identify, review and evaluate individuals qualified to serve on the Board; (ii) recommend to the Board the persons to be nominated by the Board for election as directors at any annual or special meeting of stockholders or to fill any vacancies on the Board; and (iii) recommend to the Board the persons to serve on other committees of the Board.

B. Structure and Membership

1. *Number.* The Nominating Committee shall consist of three or more directors of the Company.
2. *Independence.* Each member of the Nominating Committee shall be "independent" as defined by applicable rules of the Nasdaq Stock Market ("Nasdaq").
3. *Chairperson.* Unless the Board elects a chairperson of the Nominating Committee, the members of the Nominating Committee shall elect a chairperson by majority vote.
4. *Compensation.* The compensation, if any, of all Nominating Committee members for service on the Nominating Committee shall be as determined by the Board.
5. *Selection and Removal.* Members of the Nominating Committee shall be appointed by the Board. The Board may remove members of the Nominating Committee from such committee, with or without cause.

C. Authority and Responsibilities

The operation of the Nominating Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time, and to applicable provisions of the Massachusetts Business Corporation Act. The Nominating Committee will have the power and authority to carry out the following responsibilities:

1. *Selection of Director Nominees.* Identify and recommend to the Board the persons to be nominated by the Board for election as directors at any annual or special meeting of stockholders and identify for appointment by the Board persons to fill any vacancies on the Board, except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors. The Nominating Committee may consider nominees for director recommended by the Company's stockholders and from other sources, such as other directors, officers, third party search firms or other appropriate sources. Nominations must be made in accordance with the Company's Bylaws and any other policies adopted by the Nominating Committee from time to time;
2. *Criteria for Selecting Directors.* Develop criteria and qualifications for selecting directors. For all potential candidates, the Nominating Committee shall consider all factors it deems relevant,

such as a candidate's personal integrity and sound judgment, business and professional skills and experience, independence, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the Board, and concern for the long term interests of the stockholders;

3. *Search Firms and Other Experts.* Retain or terminate any search firm or other expert to be used to identify and review candidates to serve as director nominees. The Nominating Committee shall also have the authority to approve the fees and other retention terms of any search firm or other expert, and is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm or expert engaged by the Nominating Committee;

4. *Candidate Recommendations.* Make recommendations to the Board regarding candidates for membership on the Board and committees thereof;

5. *Board Composition Recommendations.* Make recommendations to the Board regarding overall Board composition and makeup; and

6. *Miscellaneous.* Perform such other functions and have such power as may be necessary or convenient in the efficient discharge of the foregoing.

D. Procedures and Administration

1. *Meetings.* The Nominating Committee shall meet as often as it deems necessary in order to perform its responsibilities and shall keep such records of its meetings as it shall deem appropriate. Meetings may be held in person, by telephone or by videoconference. A majority of the members present shall constitute a quorum. The Nominating Committee may take action by written consent.

2. *Subcommittees.* The Nominating Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

3. *Reports to the Board.* The Nominating Committee shall report to the Board at such times as it deems appropriate and as the Board may require from time to time.

4. *Charter.* The Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. *Independent Advisors.* The Nominating Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Nominating Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Nominating Committee.

6. *Investigations.* The Nominating Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate,

including the authority to request any officer, employee or advisor of the Company to meet with the Nominating Committee or any advisors engaged by the Nominating Committee.

E. Availability of Charter

This Charter shall be made available on the Company's website or shall be included as an appendix to the Company's proxy statement in accordance with the applicable rules of the Securities and Exchange Commission.