

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
PROSOMNUS INC.**

The responsibilities and powers of the Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee”) of the Board of Directors (“Board”) of ProSomnus Inc. (the “Company”), as delegated by the Board, are set forth in this charter. Whenever the Nominating and Corporate Governance Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

I. PURPOSE

As set forth herein, the Nominating and Corporate Governance Committee shall, among other things:

- a) identify and to recommend individuals qualified to serve as directors of the Company and on committees of the Board;
- b) advise the Board with respect to the Board composition, procedures and committees;
- c) develop and recommend to the Board a set of corporate governance policies and principles (the “Policies”) applicable to the Company; and
- d) oversee the evaluation of the Board and the Company’s management.

While the members of the Nominating and Corporate Governance Committee have the duties and responsibilities set forth in this charter (this “Charter”), nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Nominating and Corporate Governance Committee, except to the extent otherwise provided under applicable federal or state law.

II. MEMBERSHIP

The Nominating and Corporate Governance Committee shall consist of at least two members of the Board as determined from time to time by the Board. Each member shall be “independent” in accordance with the listing standards of The Nasdaq Stock Market, LLC, as amended from time to time.

The Board shall elect the members of this Nominating and Corporate Governance Committee at the first Board meeting practicable following the annual meeting of stockholders and may make changes from time to time pursuant to the provisions below. Unless a chair is elected by the Board, the members of the Nominating and Corporate Governance Committee shall designate a chair by majority vote of the full Nominating and Corporate Governance Committee membership.

A Nominating and Corporate Governance Committee member may resign by delivering his or her written resignation to the chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

III. MEETINGS AND COMMITTEE ACTION

The Nominating and Corporate Governance Committee shall meet at such times as it deems necessary to fulfill its responsibilities. Meetings of the Nominating and Corporate Governance Committee shall be called by the chairman of the Nominating and Corporate Governance Committee upon such notice as is provided for in the Bylaws of the company with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Nominating and Corporate Governance Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members

present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall report its minutes from each meeting to the Board.

The chairman of the Nominating and Corporate Governance Committee may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Nominating and Corporate Governance Committee. At each meeting, the chairman shall appoint as secretary a person who may, but need not, be a member of the Nominating and Corporate Governance Committee. A certificate of the secretary of the Nominating and Corporate Governance Committee or minutes of a meeting of the Nominating and Corporate Governance Committee executed by the secretary setting forth the names of the members of the Nominating and Corporate Governance Committee present at the meeting or actions taken by the Nominating and Corporate Governance Committee at the meeting shall be sufficient evidence at all times as to the members of the Nominating and Corporate Governance Committee who were present, or such actions taken.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. Board Candidates and Nominees

The Nominating and Corporate Governance Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Nominating and Corporate Governance Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Nominating and Corporate Governance Committee shall look at the following attributes and criteria of candidates: educational background, diversity of professional experience, knowledge of our business, integrity, professional reputation, independence, wisdom, and the ability to represent the best interests of our stockholders and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Company's certificate of incorporation and bylaws, as amended from time to time, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change, and to recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Nominating and Corporate Governance Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the Nasdaq Stock Market.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To make recommendations on the frequency and structure of Board meetings.

(d) To make recommendations concerning any other aspect of the procedures of the Board that the Nominating and Corporate Governance Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The Nominating and Corporate Governance Committee shall have the following duties and responsibilities with respect to the Nominating and Corporate Governance Committee structure of the Board:

(a) After consultation with the Chairman of the Board and Chief Executive Officer, and after taking into account the experiences and expertise of individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Nominating and Corporate Governance Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Nominating and Corporate Governance Committee.

(b) To monitor the functioning of the Nominating and Corporate Governance Committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Nominating and Corporate Governance Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The Nominating and Corporate Governance Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) To develop and recommend to the Board the Policies for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the Policies developed and recommended by the Nominating and Corporate Governance Committee shall address the following:

- i. Director qualification standards.
- ii. Director responsibilities.
- iii. Director access to management and, as necessary and appropriate, independent advisors.
- iv. Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate.
- v. Director orientation and continuing education.
- vi. Management succession, including policies and principles for the selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.
- vii. Annual performance evaluation of the Board.

(b) To review periodically, and at least annually, the Policies adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Nasdaq Stock Market, and to recommend any desirable changes to the Board.

(c) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board and Management

The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual evaluation of the Board as a whole and management, and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Nominating and Corporate Governance Committee shall establish procedures to allow it to exercise this oversight function.

V. REPORTING

The Nominating and Corporate Governance Committee shall prepare a statement each year concerning its compliance with this charter for inclusion in the Company's proxy statement.

PROSOMNUS INC.

Board of Director Candidate Guidelines

The Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee”) of the Board of Directors (“Board”) of ProSomnus Inc. (the “Company”) will identify, evaluate, and recommend candidates to become members of the Board with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Nominating and Corporate Governance Committee by the Company’s stockholders in accordance with the Company’s policy, a copy of which is attached hereto. Candidates will be reviewed in the context of current composition of the Board (including the diversity in background, experience, and viewpoints of the Board), the operating requirements of the Company, and the long-term interests of the Company’s stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

- Whether the candidate is independent pursuant to the requirements of the Nasdaq Stock Market.
- Whether the candidate has demonstrated notable or significant achievements in business, education or public service.
- Whether the candidate has the ability to read and understand basic financial statements.
- If a candidate satisfies the criteria for being an “audit committee financial expert,” as defined by the Securities and Exchange Commission.
- Whether the candidate has relevant experience and expertise and would be able to provide insights and practical wisdom based upon that experience and expertise.
- Whether the candidate has knowledge of the Company and issues affecting the Company.
- Whether the candidate is committed to enhancing stockholder value.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective, and independent business judgment, and to assume broad fiduciary responsibility.
- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company.
- Whether the candidate is able to suggest business opportunities to the Company.

PROSOMNUS INC.

Stockholder Recommendations for Directors

Stockholders who wish to recommend to the Nominating and Corporate Governance Committee (the “Nominating and Corporate Governance Committee”) of the Board of Directors (“Board”) of ProSomnus Inc. (the “Company”), a candidate for election to the Board should send a written recommendation to ProSomnus Inc., [], Attention: Nominating and Corporate Governance Committee. The Corporate Secretary will promptly forward all such letters to the members of the Nominating and Corporate Governance Committee. Stockholders must follow certain procedures to recommend to the Nominating and Corporate Governance Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Nominating and Corporate Governance Committee to evaluate candidates recommended by stockholders in connection with selecting candidates for nomination in connection with the Company’s annual meeting of stockholders, the Corporate Secretary must receive the stockholder’s recommendation no later than thirty (30) days after the end of the Company’s fiscal year.

The recommendation must contain the following information about the candidate:

- Name;
 - Age;
 - Business and current residence addresses, as well as residence addresses for the past 20 years;
 - Principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
 - Educational background;
 - Permission for the Company to conduct a background investigation, including the right to obtain education, employment, and credit information;
 - The number of shares of common stock of the Company beneficially owned by the candidate;
 - The information that would be required to be disclosed by the Company about the candidate under the rules of the SEC in a Proxy Statement soliciting proxies for the election of such candidate as a director (which currently includes information required by Items 401, 404 and 405 of Regulation S-K); and
 - A signed consent of the nominee to serve as a director of the Company, if elected.
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