

## Director Nominations Policy

**(to be effective upon the closing of the Company's initial public offering)**

The Nominating Committee of the Board of Directors (the "Board") of Semler Scientific, Inc. (the "Company") has the authority and responsibility to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board any nominees for director.

Once a prospective nominee has been identified, the Nominating Committee shall make an initial determination as to whether to conduct a full evaluation of the prospective nominee. This initial determination shall include the Nominating Committee's own knowledge of the prospective nominee and whatever information is provided with the recommendation of the prospective nominee. The Nominating Committee may make inquiries of the qualifications of the prospective nominee. The Nominating Committee may conduct interviews with prospective nominees in person or by telephone.

The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals and to the discharge of the Board's responsibility to stockholders. Board members are expected to prepare for, attend and participate in meetings of the Board and the committees on which they serve; therefore, a prospective nominee must have the ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties as a Board member. The Board does not have a specific policy with regard to the consideration of diversity in identifying director nominees. The Nominating Committee shall consider whether the composition of the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, and other desired qualities. The Board does not have formal objective criteria for determining the amount of diversity needed or present on the Board. Instead, the Nominating Committee shall seek to have a Board with a diversity of background and experience.

The Nominating Committee shall consider nominations for director from any stockholder of the Company. A stockholder submission of a prospective nominee shall be made in accordance with Section 3 of Article II of the Bylaws of the Company. The Nominating Committee shall adhere to the same process and criteria set forth above with respect to any stockholder submission to the Nomination Committee of a prospective nominee. The submission to or consideration by the Nominating Committee of a stockholder's prospective nominee for director shall have no effect upon the stockholder's ability and requirement to comply with Section 1(b)(iii) of Article I of the Bylaws of the Company.