

Compensation Committee Charter

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

PURPOSE

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Semler Scientific, Inc. (the "Company") to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer (the "CEO") and the Company's other executive officers (collectively, including the CEO, the "Executive Officers"). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

MEMBERSHIP

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

The Committee shall consist of no fewer than two members, each of whom shall meet independence requirements of The NASDAQ Stock Market ("NASDAQ"). The members of the Committee shall meet any applicable eligibility requirements under NASDAQ rules. However, the Committee may rely upon any cure period or other exception available under NASDAQ rules.

At least two members of the Committee also shall qualify as "outside" directors within the meaning of Internal Revenue Code § 162(m) and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

RESPONSIBILITIES AND AUTHORITY

- The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
- The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including perquisites provided to them during and after employment.
- The Committee shall review and discuss with management the Compensation Discussion and Analysis (the "CD&A") if it is required to be included in the Company's proxy statement and annual report on Form 10-K by the rules of the Securities and Exchange Commission (the "SEC"), and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- The Committee shall produce the annual Compensation Committee Report if it is required to be included in the Company's proxy statement in compliance with SEC rules.
- The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
- The Committee shall oversee the Company's compliance with SEC rules regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans.
- The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.
- The Committee periodically shall review director compensation and in its discretion make recommendations to the Board with respect to director compensation.

- The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management specified in NASDAQ Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
- The Committee shall make regular reports to the Board.
- The Committee shall review its performance on an annual basis if required under NASDAQ rules or otherwise at the Committee's discretion.
- The Committee shall review and reassess, on an annual basis if required under NASDAQ rules or otherwise at the Committee's discretion, the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- The Committee may form and delegate authority to subcommittees as it deems appropriate.