

Nominating Committee Charter

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

PURPOSE

The Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Semler Scientific, Inc. (the "Company") to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board any nominees for director, to lead the Board in its annual review of the Board's performance, and to recommend to the Board director nominees for each committee of the Board.

MEMBERSHIP

The member(s) of the Committee shall be appointed by the Board. 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 at least one member. Each member of the Committee shall meet independence requirements of The NASDAQ Stock Market ("NASDAQ"). However, the Committee may rely upon any cure period or other exception available under NASDAQ rules.

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 recommend for the Board's selection nominees for director.
- The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- To the extent the Company is legally required by contract or otherwise (including pursuant to the terms of preferred stock issued by the Company) to provide third parties with the ability to nominate board members, the selection and nomination of such members need not be subject to the Nominating Committee's nominating process.
- The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.
- The Committee shall make regular reports to the Board.
- 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 shall review its performance on an annual basis if required under NASDAQ rules or otherwise at the Committee's discretion.
- The Committee may form and delegate authority to subcommittees as it deems appropriate.