

ODYSIGHT.AI INC.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Odysight.ai Inc. (the “Company”) is (a) to identify individuals qualified to become Board members consistent with criteria approved by the Board, and to recommend that the Board select the director nominees, and (b) to supervise and implement the Company’s corporate governance.

II. Membership

The Committee shall be comprised of three or more members of the Board, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.

The members and the Chairperson of the Committee (the “Chairperson”) shall be appointed by the Board and shall serve at the pleasure of the Board until their successors shall be duly elected and qualified or until their earlier resignation or removal by the Board. If a Chairperson is not designated by the Board, the Committee may designate a Chairperson by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at least once annually, or more frequently as the Committee may determine. The Chairperson or, in the absence of the Chairperson from any meeting, another member of the Committee designated by vote of the members in attendance at such meeting, shall chair all meetings of the Committee. The Chairperson shall set the agenda of items to be addressed by the Committee at each meeting with input from the other members of the Committee. The Chairperson shall report to the Board regularly on the Committee’s activities and actions and any matter of material concern to the Company which relates to the Committee’s duties and responsibilities herein, including at the first Board meeting following any Committee meeting.

The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at each annual general meeting of shareholders.
2. *Criteria for Selecting Directors.* The Committee will recommend to the Board for its approval the criteria to be used by the Committee in recommending directors and by the Board in nominating directors. The Committee shall periodically review the composition of the Board and the Board Committees in light of the current challenges and needs of the Board, the Company and each Board Committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.
3. *Succession Planning.* The Committee shall oversee succession planning for directors and the Board, the Chief Executive Officer and the Chief Financial Officer (including for the event of the incapacitation, retirement or removal of such individuals) by making recommendations to the Board, as necessary.
4. *Board Structure.* The Committee shall periodically review the Board's structure, including the structure of all standing or any ad hoc committees of the Board, and recommend to the Board for its approval such changes in number, function or composition of the Board or any such committees as the Committee deems appropriate.
5. *Shareholder Proposals.* The Committee shall review and make recommendations to the Board with respect to proposals properly presented by shareholders for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
6. *Corporate Governance.* The Committee shall review and reassess periodically the Company's corporate governance, and the adequacy of the Code of Business Conduct and Ethics of the Company (the "Code of Ethics") and recommend any proposed changes to the Board. The Committee shall oversee compliance with the Code of Ethics and report as necessary on such compliance to the Board.
7. *ESG.* The Committee shall review and consider environmental, social responsibility and sustainability matters as the Committee deems appropriate or as requested by the Board and make recommendations to the Board regarding such matters.
8. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.
9. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

v. Effectiveness

This Charter was adopted by the Board on January 28, 2025, and shall be effective on the day on which the Company's shares commence trading on Nasdaq.