

PRENETICS GLOBAL LIMITED

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

(adopted by the Board of Directors of Prenetics Global Limited on May 10, 2022, effective upon May 18, 2022)

1. PURPOSE OF THE COMMITTEE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of Prenetics Global Limited (“**Prenetics**” or the “**Company**”) (the “**Board**”) shall be to select and nominate Board candidates it determines to be well-qualified, willing and available to serve as directors of the Company and on committees of the Board, to oversee the composition, procedures, structure and membership of the Board and committees of the Board, to review periodically the size of the Board and recommend to the Board any appropriate changes, to evaluate conflicts of interests of directors, to periodically evaluate the application of corporate governance principles of the Company and perform such further functions as may be consistent with the Charter of the Committee (the “**Charter**”) or assigned by applicable law, the Company’s memorandum and articles of association or the Board.

2. MEMBERSHIP AND QUALIFICATIONS OF THE COMMITTEE

2.1 Membership

Each member of the Committee shall be appointed by the Board and may be removed by the Board in its sole discretion. Each member shall serve until his, her, or their resignation, retirement, removal by the Board, and/or until his/her/their successor is appointed. Any vacancy on the Committee shall be filled by the Board. No member of the Committee shall be removed except by the Board.

2.2 Qualifications

At least one members of the Committee is subject to satisfy the “independence” requirements of Nasdaq Listing Rule (the “**Listing Rules**”) 5605, as applicable, and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any additional requirements that the Board deems appropriate.

3. COMPOSITION OF THE COMMITTEE

3.1 Committee size

The Committee shall consist of at least three directors as determined from time to time by the Board.

3.2 Chairperson of the Committee

The chairperson and members of the Committee shall be appointed by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by unanimous vote, may designate a chairperson.

3.3 Secretary of the Committee

The Company Secretary of the Company (“**Company Secretary**”) or his/her delegate shall act as the secretary of the Committee.

4. PRINCIPAL DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Selection and nomination of Board candidates

The following duties and responsibilities with respect to Board candidates and nominees are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (the “SEC”), the Stock Exchange, or any other applicable regulatory authority:

- (i) Assisting in identifying, recruiting and, if appropriate, interviewing director candidates to fill positions on the Board, including persons suggested by the shareholders of the Company or others;
- (ii) Reviewing the background and qualifications of director candidates being considered as director candidates; *provided* that among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates to determine his or her suitability: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board; and
- (iii) Recommending to the Board the director candidates for election by the shareholders of the Company or appointment by the Board, as the case may be, pursuant to the then effective memorandum and articles of association of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time;
- (iv) Reviewing 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; and
- (v) Reporting the evaluation results of the director candidates and recommending director candidates who are fit and proper to the Board for voting.

4.2 Oversight of size, composition and structure of the Board

The following duties and responsibilities with respect to the composition and procedures of the Board as a whole are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) Reviewing 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 independence, 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 Stock Exchange;
- (ii) Reviewing the size of the Board and recommend to the Board any appropriate changes;
- (iii) make recommendations concerning any other aspect of the procedures of the Board that the 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; and
- (iv) Making recommendations on the frequency and structure of Board meetings.

4.3 Oversight of size, composition, structure and membership of Board committees

The following duties and responsibilities with respect to the committee structure of the Board are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) Reviewing the size, composition and structure of committees of the Board Making recommendations on any appropriate changes on the size, composition, structure and membership of Board committees to the Board;
- (ii) Making 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 Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;
- (iii) Monitoring the functions of committees of the Board and making recommendations for any changes, including the creation and elimination of committees;
- (iv) Reviewing committee assignments and the policy with respect to the rotation of the chairpersonships and/or committee memberships and report any recommendations to the Board; and
- (v) Recommending 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; *provided* that the 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.

4.4 Evaluation of conflicts of interests of directors

- (i) Reviewing the suitability for continued service as a director of each Board member when he or she has a change in: (i) occupation; (ii) number of directorship undertaken; or (iii) other conflicts of interest, and make recommendation on his or her suitability for continued service on the Board.

4.5 Evaluation of application of corporate governance principles

The following duties and responsibilities with respect to corporate governance are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) Developing and reviewing periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Stock Exchange, and recommend any desirable changes to the Board;
- (ii) Advising the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken;
- (iii) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board; and
- (iv) Evaluating any corporate governance issues that arise from time to time and considering any corrective action to be taken.

5. MEETINGS OF THE COMMITTEE

5.1 Frequency of meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. All meetings of the Committee will be called by the chairperson of the Committee, Company Secretary or any person(s) as instructed by the chairperson of the Committee, or at the request of the Board.

5.2 Notice of meetings

Notices of at least seven days shall be given to all members of the Committee for regular meetings of the Committee. For all other meetings, reasonable notice shall be given.

If any member of the Committee wishes to include any matter in the agenda for a particular regular meeting of the Committee after the issue of the notice of such meeting, he or she may notify the Company Secretary the proposed matter(s) in writing at least three days prior to the meeting.

5.3 Attendance at meetings

A majority of the members of the Committee present in person or by means of video or telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

5.4 Minutes of meetings

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Resolutions arising at any Committee meeting shall be resolved by a majority of votes. In the case of equality of votes, the chairperson of the Committee shall have an additional or casting vote.

Minutes of each Committee meeting shall be sent to all Committee members for their comments and records within a reasonable period of time after the meeting is held.

The minutes of the Committee shall be kept by the Company Secretary.

6. EVALUATION AND REPORTING OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

The chairperson of the Committee shall report formally to the Board on the Committee's proceedings on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its duties and responsibilities where action or improvement is needed.

7. ASSESSMENT OF CORPORATE GOVERNANCE PRACTICES

As a “foreign private issuer” (as such term is defined in Rule 3b-4 under the Exchange Act), the Listing Rules permit the Company to follow the corporate governance practices of its home country. Certain corporate governance practices in the Cayman Islands, which is our home country, may differ significantly from the Nasdaq corporate governance listing standards. The Committee periodically monitor the effectiveness of our corporate governance practices and review and consider the application of the corporate governance practices.

8. COMMITTEE COMMUNICATION WITH COMPANY STAKEHOLDERS

The Committee should meet separately on a periodic basis with management, officers, employees or independent professional advisors in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

9. AUTHORITY

The Committee may conduct or authorize investigations into or studies of matters within the terms and reference of this Charter, seek any information it requires from management and employees and may engage, at the Company’s expense, independent counsel or other consultants or advisers as it deems necessary.

10. REVIEW AND MODIFICATION TO CHARTER

The Committee shall periodically review the effectiveness of this Charter. The Committee, in consultation with legal counsel and the Company Secretary, shall ensure that terms and references that reflect legal and regulatory requirements or Listing Rules will be modified as and to the extent those requirements change. This Charter may be amended by the Committee and adopted by the Board at any time as it deems appropriate.

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While the members of the Committee have the duties and responsibilities set forth in 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 Committee, except to the extent otherwise provided under applicable federal or state law.