

TRISALUS LIFE SCIENCES, INC.

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

Adopted by the Board of Directors: August 10, 2023

Effective: August 10, 2023

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of TriSalus Life Sciences, Inc. (the “*Company*”) is to:

- help the Board oversee the Company’s corporate governance functions and develop, update as necessary and recommend to the Board the governance principles applicable to the Company;
- identify, evaluate and recommend and communicate with candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board from time to time;
- annually oversee an evaluation of the performance of the Board, including the Board committees, and, as appropriate, make recommendations to the Board for areas of improvement;
- recommend that the Board select the director nominees for the next annual meeting of stockholders or to fill any vacancies or newly created directorships that may occur between such meetings;
- oversee the Company’s environmental, social and governance activities; and
- make other recommendations to the Board relating to the directors of the Company.

COMPOSITION

The members of the Committee, including the Chairperson, will be members of the Board appointed by, and will serve at the discretion of, the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Committee will consist of at least two (2) members of the Board and each member of the Committee will satisfy (i) the independence and other requirements imposed by applicable law and as set forth in the applicable Nasdaq listing rules and (ii) any other qualifications determined by the Board, in each case, in existence as of the date hereof or implemented in the future.

AUTHORITY

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee to discharge such member’s responsibilities hereunder. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation terms for those advisors at the Company’s expense. The Committee

shall have sole authority to retain and terminate executive search firms to help identify director candidates. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee will have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

Unless a chairperson of the Committee (the "*Chairperson*") is selected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law and stock exchange requirements. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting, or as soon thereafter as practicable.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities. The Committee shall have the following responsibilities; *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements.

1. Director Criteria. The Committee will periodically determine the qualifications, qualities, skills and other expertise required to be a director of the Company and will develop, and recommend to the Board for approval, criteria to be considered in selecting nominees for director (the "*Director Criteria*").

2. Director Nominations. The Committee will identify and evaluate candidates, including incumbent directors for reelection, to serve on the Board consistent with the Director Criteria, including consideration of the potential conflicts of interest, director independence and other requirements and expertise appropriate for the Company. The Committee will also have responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee will also recommend to the Board for selection, candidates to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority

3. Management, Board and Committee Assessment. The Committee will periodically review the performance of management and the Board, including the Board committees, seeking input from senior management, the full Board and others. As appropriate, the Committee will make recommendations to the Board for areas of improvement. The assessment shall include evaluation of the Board's contribution as a whole and the Board's effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience, diversity and capability in various areas. The Committee will also consider the independence of directors and the requirements imposed by applicable law and stock exchange listing requirements.

4. Board Committee Membership. The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee will evaluate individual directors' interests, and prospective director independence, experience and the independence and requirements imposed by applicable law and stock exchange listing requirements and recommend to the entire Board annually the chairmanship and membership of each committee.

5. Stockholder Communications. The Committee shall periodically review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

6. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of officers and directors as set forth in the Company's Code of Business Conduct and Ethics, including reviewing, as necessary, any officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize or eliminate such conflicts of interest.

7. Environmental, Social, and Corporate Governance ("ESG") Policies and Initiatives. The Committee will review and consider environmental, social responsibility and sustainability and governance matters as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.

8. Continuing Education. The Committee may institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

9. Corporate Governance Guidelines. The Committee will periodically review and assess the Company's corporate governance guidelines and, as appropriate, will recommend changes to the Board for its consideration.

10. Code of Conduct. The Committee shall periodically review and assess the Company's Code of Business Conduct and Ethics (the "*Code*") and shall recommend any changes deemed appropriate to the Board for its consideration. The Committee shall also periodically review Company policy statements to determine their adherence to the Code.

11. Management Succession. The Committee shall develop and periodically review with the Company's Chief Executive Officer the plans for succession for the Company's Chief Executive Officer and other executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

12. Leadership Structure. The Committee shall consider the Board's leadership structure, including the separation of the chairperson of the Board and Chief Executive Officer roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

13. Procedures for Information Dissemination. The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and the scope of such information and make recommendations to the Board and management for improvement as appropriate.

14. Committee Self-Assessment; Charter Review. The Committee will annually evaluate its performance. The Committee shall also review and assess the adequacy of this charter annually at least annually and shall recommend any proposed changes to the Board for its consideration.

15. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

MEETINGS AND MINUTES

The operation of the Committee will be subject to the bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will hold such regular or special meetings as its members shall deem necessary or appropriate. The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet. Unless otherwise determined by the Committee, each regularly scheduled meeting will include an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board. The Committee may include in its meetings other directors, members of management or any other person whose presence the Committee believes to be necessary or appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-management director who is not a member of the Committee. The Committee will maintain written minutes of its meetings. The Committee may also act by written consent (which may include electronic consent) in lieu of a meeting.