

**Co-Diagnostics, Inc.**  
**Charter of the**  
**Corporate Governance Committee**

*(as adopted March 31, 2022)*

**1. Mission Statement**

The Corporate Governance Committee has been established by the Board of Directors of Co-Diagnostics, Inc. (the “Company”) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to take a leadership role in shaping the corporate governance practices of the Company.

**2. Objectives, Responsibilities and Authority**

In carrying out its mission, the Corporate Governance Committee shall have the following objectives, responsibilities and authority:

- to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, which shall be consistent with any applicable laws, regulations and listing standards;
- to review periodically, and at least annually, the corporate governance guidelines adopted by the Board to ensure that they are appropriate for the Company, and to recommend any changes therein to the Board. In formulating its recommendations pursuant to this Charter, the Committee shall consult with the Chair of the Board;
- to oversee the administration of any related party transactions policy then in effect with respect to transactions in which the Company is a participant and involving directors, nominees for director, executive officers of the Company or holders of more than 5 % of the Company’s common stock or immediate family members of any such person;
- to monitor emerging corporate governance trends and oversee and evaluate the Company’s corporate governance policies and programs and recommend to the Board such changes the Committee believes necessary or desirable, including to its Certificate of Incorporation and Bylaws;
- to review periodically, but not less than annually, persons serving as Company officers and recommend to the Board election of persons to serve as Company officers and the identification of such officers who shall be designated as “officers” pursuant to Section 16 of the Securities Exchange Act of 1934 (“Exchange Act”) and “executive officers” pursuant to Rule 3b-7 under the Exchange Act.
- review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

**3. Composition, Membership and Qualification**

The number of members comprising the Corporate Governance Committee shall be as determined by the Board consistent with the Company's certificate of incorporation and by-laws and applicable law, as the same may be amended from time to time but shall not be less than two (2) members, each of whom shall be independent non-employee directors. A majority of the full Board shall appoint the members of the Corporate Governance Committee annually and as vacancies or newly created positions occur. Members

of the Corporate Governance Committee may also be removed, at any time, with or without cause, by a majority of the full Board. The Board shall designate the Chairperson of the Corporate Governance Committee.

The Board shall, in the exercise of its business judgment, determine the "independence" of directors within the meaning of applicable law, SEC rules and Nasdaq regulations for this purpose. Members of the Corporate Governance Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

#### **4. Meetings and Other Actions**

The Corporate Governance Committee shall meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Chairperson of the Corporate Governance Committee or the Chairperson of the Board. All meetings of and other actions by the Corporate Governance Committee shall be held and taken pursuant to the bylaws of the Company including bylaw provisions governing notice of meetings and waiver thereof, action by written consent and other related matters.

A majority of the Corporate Governance Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is attained, shall be the act of the Corporate Governance Committee and when only two (2) members are present and this constitutes a quorum, the unanimous vote of the two (2) members, shall constitute the act of the Corporate Governance Committee.

The Corporate Governance Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate. The Corporate Governance Committee shall meet as required and report thereon from time to time to the Board of Directors. Reports of meetings of and actions taken at meetings or by consent by the Corporate Governance Committee shall be made by the Chairperson or his or her delegate to the Board at its next regularly scheduled meeting following the Corporate Governance Committee meeting or action and shall be accompanied by any recommendations from the Corporate Governance Committee to the Board.

Except as expressly provided by this charter, the Company's certificate of incorporation, by-laws or Corporate Governance Guidelines or as required by law, regulations or Nasdaq Stock Market rules, the Corporate Governance Committee shall establish its own rules of procedure.

#### **5. Additional Resources**

The Corporate Governance Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also have the authority to hire independent experts, lawyers and other consultants to assist and advise it in connection with its responsibilities (provided that the Corporate Governance Committee shall keep the Company's finance department advised as to the general range of anticipated expenses for outside consultants and shall obtain the concurrence of the full Board in advance for non-routine and/or extraordinary expenses).