

Spectral AI, Inc.
Executive Committee Charter
(November 10, 2023)

Purpose

The purpose of the Executive Committee (“Committee”) of the Board of Directors (“Board”) of Spectral AI, Inc., a Delaware corporation (“Company”), shall be to exercise, between meetings of the Board of Directors (the “Board”), all the delegable powers and authority of the Board regarding the management of the business and affairs of the Company to the extent not expressly prohibited, and subject to any restrictions and limitations imposed by applicable law, including the Delaware General Corporation Law (“DGCL”), Nasdaq rules, the Certificate of Incorporation and Bylaws of the Company, applicable resolutions of the Board, or this Charter, in each case as in effect from time to time (the “Applicable Limitations”).

Committee Membership

The Committee shall consist of no fewer than one nor more than four members. The members of the Committee shall be appointed by the affirmative vote of at least a majority of the Board. Any member may be removed by the affirmative vote of at least a majority of the Board. A majority of the members present at any Committee meeting shall constitute a quorum. If Committee Chairperson is not designated by the Board, the Committee members may designate a Committee Chairperson by majority vote.

Committee Authority and Responsibilities

Subject to the Applicable Limitations and the other limitations herein, the Committee shall, during the intervals between meetings of the Board, have all delegable power and authority of the Board regarding the management of the business and affairs of the Company that are not separately delegated to other committees of the Board. Without limitation of the foregoing, the powers and authority of the Committee will be limited by and subject to the provisions of Section 141(c) of the DGCL, which includes restrictions on the ability of any committee of the Board to act with respect to amendments of the Certificate of Incorporation and Bylaws of the Company, mergers and consolidations, the sale, lease or exchange of assets, Company dissolution, dividends and distributions and sales of shares. Without limiting the generality of Section 141(c) of the DGCL, the Committee also shall have no power:

1. To amend or repeal any resolution of the Board which by its express terms states that it is not subject to amendment or repeal;
2. To appoint other committees of the Board or the members of such committees or to amend or revise their duties and responsibilities or their charters (provided that the Committee may appoint and delegate to subcommittees as appropriate under Delaware law); and

3. To appoint or remove the Chairman of the Board or the Chief Executive Officer of the Company;
4. To approve, adopt or recommend to the stockholders, any matter expressly required by the DGCL to be submitted to stockholders for approval; or
5. To adopt, amend or repeal the Company's bylaws.

Meetings

The Committee will hold such meetings as the Chairperson of the Committee or Committee deems appropriate.

Minutes and Reports

Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board.

Advisors and Resources

The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate and to approve the fees and expenses of such advisors. The Committee shall have such further spending authority as it deems appropriate to execute on its responsibilities.

General

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications by the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such pertinent information as the Committee requests. In general, the Committee may coordinate with other committees with respect to matters within the scope of its duties, except to the extent inconsistent with the Applicable Limitations. The Committee shall periodically review and assess this Charter and recommend any changes to the Board for its approval. The Committee shall annually perform a self-assessment to review its own performance.