

CAPSOVISION, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of CapsoVision, Inc. (the “Company”) has established the following guidelines (“Governance Guidelines”) for the conduct and operation of the Board.

1. ROLE AND RESPONSIBILITY OF THE BOARD OF DIRECTORS

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, the Company in a manner consistent with the best interests of the Company. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees members of senior management, who are charged by the Board with conducting the business of the Company.

2. BOARD COMPOSITION AND SELECTION

2.1 Size of the Board

The number of directors shall be established by the Board in accordance with the Company’s Amended and Restated Bylaws (“Bylaws”) as in effect from time to time. The Board periodically reviews the appropriate size of the Board, which may vary from time to time to accommodate the availability of suitable candidates and the needs of the Company.

2.2 Independence of Directors

The Board shall be composed of a majority of directors who, in the business judgment of the Board, qualify as “independent directors” (each, an “Independent Director”) under the listing standards of The Nasdaq Stock Market LLC (the “Listing Standards”). The Board shall make an affirmative determination at least annually as to the independence of each director.

2.3 Selection of Chairperson and CEO

The Board is free to make its choice for Chairperson of the Board (“Chairperson”) and Chief Executive Officer (“CEO”) in any way that the Board considers best for the Company at a given point in time. Therefore, the Board does not have a policy on whether or not the role of the CEO and Chairperson should be separate and, if it is to be separate, whether the Chairperson should be selected from the non-employee directors or be an employee director.

2.4 Selection of Directors

2.5 The Board will be responsible for nominating members for election to the Board by the Company’s stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Board will not have a Nominating and Governance Committee. The Board has determined that the functions of a nominating committee can be adequately fulfilled by our independent directors. The independent directors are responsible for identifying, evaluating and recommending to the Board individuals qualified to become members of the Board, in accordance with the Bylaws and consistent with the criteria, policies and principles set by the Board in Section 2.5 below and any additional criteria (such as experience, qualifications, attributes and skills) desired for directors and director candidates as may be determined from time to time by the Board. Stockholders may also recommend director candidates for election to the

Board, and the independent directors will consider such director candidates in the same manner and using the same criteria as that used for any other director candidate. Stockholders who wish to recommend a director candidate for consideration by the independent directors and the Board should submit their recommendation in writing to the independent directors, care of the Secretary of the Company, no later than the January 1 prior to the next annual meeting of stockholders. Such recommendation must include all information about the stockholder and the candidate otherwise required for director nominations by a stockholder pursuant to the Company's Bylaws. The independent directors may request additional information concerning such director candidate as it deems reasonably required to determine the eligibility and qualification of the director candidate to serve as a member of the Board. The invitation to join the Board should be extended by the Chairperson.

2.6 Board Membership Criteria

The independent directors are responsible for reviewing and recommending to the Board from time to time the knowledge, experience, skills, expertise and diversity or other criteria desired for directors and director candidates. In considering candidates for nomination or appointment to the Board, the Board also intends to consider such factors as whether the director candidate possesses skills and knowledge in the areas of leadership of large, complex organizations, finance, strategic planning, legal, government relations and relevant industries, especially the healthcare and cancer therapy industries. In conducting its assessment, the Board considers diversity, ability, judgment, skills and experience in the context of the needs and current make-up of the Board of Directors, and also considers whether the candidate is an Independent Director for purposes of the Listing Standards and whether the candidate satisfies other qualification requirements for service on committees of the Board. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence.

2.7 Changes in Board Member Criteria

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

2.8 Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

2.9 Limits on Board Memberships and Other Significant Activities

Service on the Board requires significant time and attention. Generally, directors are not expected to serve simultaneously on more than five public company boards, including the Company's Board, except with the prior approval of the Board. In addition, directors who also serve as Chief Executive Officers, or in equivalent positions, generally should not serve on more than three public company boards,

including the Company's Board, in addition to their employer's board. In addition, no director may serve as a member of the Audit Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Company's Audit Committee.

In addition, service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies.

2.10 Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

2.11 Change in Director Circumstances

A director who retires from his or her present employment or materially changes his or her job responsibility or business association or experiences other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commit appropriate time and attention to his or her service on the Board should promptly notify the Board and the independent directors. The Board does not believe any director who experiences such a change in circumstances should necessarily leave the Board or any committee thereof; however, there should be an opportunity for the Board, through the independent directors, to review the suitability for continued service as a director under these circumstances. In addition, the Board shall also review the suitability of each Board member for continued service on the Board and each relevant committee thereof at least annually.

3. DIRECTOR RESPONSIBILITIES

The basic responsibility of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company. Directors are expected to attend Board meetings and meetings of the committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. Directors are invited and encouraged to attend the Company's annual meeting of stockholders, either in person or telephonically.

4. BOARD COMMITTEES

The Board shall have the following two standing committees: (a) an Audit Committee, and (b) a Compensation Committee. The Board will not have a Nominating and Governance Committee, as the Board has determined that the functions of a nominating committee can be adequately fulfilled by the independent directors. Committee members will be appointed by the Board upon recommendation by the independent directors. The Audit Committee and Compensation Committee will both have its own charter that will set forth the purposes, goals and responsibilities of each committee as well as the qualifications for committee membership. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

5. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board will instruct management to provide an orientation process for new directors. This orientation process will include presentations by senior management to familiarize new directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of conduct and ethics, corporate governance guidelines and other policies. In addition, the independent directors will monitor the continuing education for existing directors, and the Company may, from time to time, offer continuing education programs to assist the directors in maintaining the level of expertise to perform his or her duties as a director. The Company's directors are also encouraged to participate in accredited director education programs.

6. DIRECTOR COMPENSATION

The Compensation Committee is responsible for recommending to the Board the level of director compensation for Board and committee service for directors. Director compensation should be competitive. From time to time, the Compensation Committee may request reports from management of the Company concerning the status of Board compensation in relation to similarly situated companies. The Compensation Committee may also retain compensation consultants as needed to assist with the committee's review of director compensation. Employee directors should not receive additional compensation for their service on the Board.

7. BOARD ACCESS TO MANAGEMENT AND EMPLOYEES; USE OF OUTSIDE ADVISORS

Board members have complete and open access to the officers and employees of the Company. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the duties and responsibilities of management and the Company's employees and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the CEO. Written communications to management or employees should, whenever appropriate, be copied to the CEO.

The Board and each committee shall have the power to retain at the Company's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties.

8. SUCCESSION PLANNING

The Compensation Committee will review the Company's plan for succession for the Company's CEO, including its emergency succession plan. The Compensation Committee will also work with appropriate members of management to review the Company's general management succession plans. The CEO should at all times make available to the Board his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

9. BOARD ASSESSMENT

The independent directors will develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this evaluation on an annual basis. On an annual basis, the Board and each committee of the Board shall conduct a self-evaluation based on the process developed by such committee and approved by the Board. The results of these evaluations should be reported to the Board.

10. INTERACTION WITH INVESTORS, ANALYSTS AND PRESS

The Board believes that management should speak for the Company. Each director shall refer all inquiries from investors, analysts, the press or others to the CEO or his or her designee in accordance with the Company's policies. Individual Board members may, from time to time, be requested by management to meet or otherwise communicate with various constituencies that are involved with the Company.

11. COMMUNICATIONS TO THE BOARD OF DIRECTORS

Stockholders and other interested parties may send written communications to any member (or all members) of the Board (including without limitation the Independent Directors as a group), any Board committee or any chairperson of any Board committee. Communications should be addressed to the Board or any such individual director or group or Board committee by either name or title and sent c/o Secretary, CapsoVision, Inc., 18805 Cox Avenue, Suite 250, Saratoga, California, 95070. We suggest, but do not require, that such submissions include the name and contact information of the stockholder making the submission and a description of the matter that is the subject of the communication.

All communications received as set forth in the preceding paragraph will be opened by the Secretary (or his or her designee) for the sole purpose of determining whether the contents represent a message to the Company's directors. The Secretary (or his or her designee) will forward copies of all correspondence that, in the opinion of the Secretary (or his or her designee), deals with the functions of the Board or its committees or that he or she otherwise determines requires the attention of any member, group or committee of the Board. The Secretary (or his or her designee) will not forward junk mail, job inquiries, business solicitations, offensive or otherwise inappropriate materials.

12. REVIEW OF GOVERNANCE GUIDELINES

The independent directors will review and assess at least annually the adequacy of these Governance Guidelines and recommend any proposed changes to the Board for approval.

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