

DIGIRAD CORPORATION

Strategic Advisory Committee Charter

As Amended and Restated April 30, 2014

Status

The Strategic Advisory Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Digirad Corporation (the “Company”).

Purpose

The Committee is established for the purpose of assisting the Board in fulfilling its responsibilities to monitor the development of the Company’s strategies and strategic plan. The Committee shall review, evaluate, analyze and make recommendations to the Board regarding the Company’s corporate strategy, capital allocation and related matters. The Committee shall also review such other matters, and perform such other duties, as specified from time to time by the Board.

Authority

The Committee’s role is advisory only and, except as set forth in this charter, the Committee shall have no authority to bind the Company to take, or not to take, any particular action.

Membership

The Committee shall consist of no fewer than three members.

The Board shall appoint, and may remove, members of the Committee. Any member of the Committee may resign by giving oral or written notice to the Chairman of the Board or the Company’s Secretary. The Board shall fill any vacancies on the Committee. The Board shall designate the Committee’s chairperson.

Structure and Meetings

The Committee shall hold such meetings, either in person or telephonically, as deemed necessary or advisable by the Committee’s chairperson or a majority of the members of the Committee. Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all of the members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Committee. The Committee’s chairperson shall determine the agenda and length of meetings, and shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. In the absence of the designated chairperson at any meeting of the Committee, the members present at such meeting shall designate a chairperson to serve in that capacity for the purposes of such meeting (not to include any adjournment thereof) by majority vote. Minutes of each meeting of the

Committee shall be prepared after each meeting. Minutes of each meeting and any action taken by written consent shall be distributed to each director of the Company and the Company's Secretary after each meeting or action, as the case may be. The Company's Secretary shall retain the original signed minutes or actions for filing with the corporate records of the Company. The chairperson of the Committee shall report to the Board on the activities of the Committee from time to time and whenever requested to do so by the Board. The majority of the members of the Committee shall constitute a quorum of the Committee.

Responsibilities

The Committee shall have the following responsibilities:

1. To periodically review and make recommendations to the Board regarding the Company's capital plan and its short- and long-term financial strategies.
2. To periodically review and make recommendations to the Board regarding the Company's financial objectives and principles.
3. To review and make recommendations to the Board regarding financial transactions and commitments, including equity and debt financings, capital expenditures and financing arrangements.
4. To review and make recommendations to the Board regarding the implications of major investments, restructurings, joint ventures, mergers and acquisitions and divestitures of the Company.
5. To periodically review and make recommendations to the Board regarding the Company's long-term financing requirements.
6. To periodically review and make recommendations to the Board regarding the Company's dividend policies and share repurchase programs.
7. To review the selection of the Company's financial advisors engaged in connection with any material transactions for which such financial advisors are expected to render a fairness or similar opinion to the Board or the Company.
8. To conduct an annual evaluation of the Committee's performance. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation and reporting the results to the Board. This may be a written or oral report by any member of the Committee.

Delegation of Authority

The Committee may form and delegate all or a portion of its duties and responsibilities to one or more subcommittees. Each subcommittee shall keep regular minutes of its meetings and report to the Committee or to the Board. The operation of any subcommittee shall be subject to the bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The Committee shall periodically review the activities of any subcommittee.

Access to Information and Resources

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. With the prior approval of the Board, the Committee shall have the authority to, as it deems appropriate, select, retain or replace, as needed, internal or external financial, legal, accounting or other advisors and consultants, all at the Company's expense. Other reasonable expenditures by the Committee for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. Expenditures for external resources that are expected to be material and outside the ordinary course of the Committee's practices shall be subject to the prior approval of the Board.