

SALUDA MEDICAL, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. PURPOSE

The purpose of the Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Saluda Medical, Inc. (the “*Company*”) is to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- review and make recommendations to the Board regarding Board succession planning generally;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- recommend to the Board the directors to be appointed to each committee of the Board;
- monitor corporate governance trends;
- review and make recommendations to the Board in relation to the process of recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- oversee the independence of each director, and oversee the disclosures made in relation to the independence of each director;
- oversee a new director onboarding process and continuing professional development programs for directors;
- oversee the development and implementation of a process for evaluating the performance of the Board, the committees and directors; and
- ensure there are plans in place to manage the succession of the Chief Executive Officer (“*CEO*”) of the Company and other senior executives.

B. STRUCTURE AND MEMBERSHIP

1. Number. The Committee should consist of at least three members of the Board.

2. Independence. A majority of the members of the Committee must be directors who qualify as an “Independent Director” under the Company’s Board Charter “(**Independent Director**)”.

3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair of the Committee should be an Independent Director.

4. Compensation. The compensation of Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members from the Committee, with or without cause.

6. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s governing documents.

C. **AUTHORITY AND RESPONSIBILITIES**

1. General. The Committee shall discharge its responsibilities and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

2. Board and Committee Membership.

(a) Selection of Director Nominees. Except where the Company is legally required by contract, governing document or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (a) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (b) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria and shall follow substantially the same process in considering them, as it does in considering other candidates. The Committee may adopt, and periodically review and revise, as it deems appropriate, procedures regarding director candidates proposed by stockholders.

(b) Criteria for Selecting Directors. The Committee shall make recommendations to the Board regarding the criteria for Board membership and periodically review those criteria. In recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board, the Committee shall evaluate the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.

(c) Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm’s fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

(d) Board Committees. The Committee shall be responsible for recommending to the Board the directors to be appointed to each standing committee of the Board. The Committee shall periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of committee members, the creation of additional Board committees, or the dissolution of Board committees.

(e) Request Director Resignations. The Committee shall recommend whether or not the Board should request the resignation of a director from the Board, in the event that the director accepts a position on the board of directors of another organization, or whose circumstances in their current roles now present a conflict of interest for the Company, or otherwise adversely reflect upon the director or the Company.

3. Corporate Governance

(a) Board Leadership Structure. The Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

(b) Corporate Governance Trends. The Committee, with advice and assistance from the General Counsel, is responsible for monitoring and evaluating developments in law and practice relating to corporate governance trends and best practices and recommending to the Board any changes to the Corporation's corporate governance policies and practices.

(c) Independence of Directors. The Committee shall oversee the annual assessment of, and make recommendations to the Board as to, the independence of each director, and oversee the disclosures made in relation to the independence of each director.

4. Evaluation of the Board. The Committee shall be responsible for overseeing a periodic self-evaluation of the Board to determine whether it and its committees are functioning effectively.

5. Oversee New Director Onboarding Process and Continued Professional Development. The Committee shall oversee a new director onboarding process, including the presentation of background material on the Company and its business. The Committee shall also ensure that effective training and education programs for new and existing directors are in place and tailored to their existing skills, knowledge and experience, and regularly review the effectiveness of those programs and that directors receive briefings on material developments in laws, regulations and accounting standards relevant to the Company.

6. Additional Duties. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's governing documents and, when applicable, the Listing Rules of the Australian Securities Exchange ("ASX").

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate

from time to time under the circumstances.

3. Reports to the Board. The Committee shall report regularly to the Board on its activities.

4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Self-Evaluation. The Committee shall periodically evaluate its own performance.

Approved by the Board of Directors of Saluda Medical, Inc. on November 5, 2025.